

**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 24 March 2025

**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 12-Year Autocallable Phoenix Notes linked to EUR CMS 10Y, due June 2037 (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, 25 March 2025) set forth in the Base Prospectus dated 5 December 2024 (the "**Base Prospectus**") and the supplements dated 29 January 2025 and 27 February 2025 to the Base Prospectus which together constitute a base prospectus for the purpose 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. The Base Prospectus and any supplements to the Base Prospectus are available in electronic form on the Luxembourg Stock Exchange's website ([www.luxse.com](http://www.luxse.com)).

The Base Prospectus expires on 5 December 2025. The Issuer and the Guarantor anticipate that the Base Prospectus will be updated and replaced on or prior to such date. The new base prospectus (the "**2025**

**Base Prospectus**") will be valid from and including on or around 17 April 2025 and will be published on Luxembourg Stock Exchange's website ([www.luxse.com](http://www.luxse.com)) and the J.P. Morgan Retail Derivative Products web portal (<https://sp.jpmorgan.com/spweb/index.html>). From and including on or around 17 April 2025 the offering of the Securities will continue under the 2025 Base Prospectus. The terms and conditions of the Securities from the Base Prospectus will be incorporated by reference into the 2025 Base Prospectus and will continue to apply to the Securities.

- |    |                                          |                                                                                                                                                                                                                               |
|----|------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. | (i) Series Number:                       | Not Applicable                                                                                                                                                                                                                |
|    | (ii) Tranche Number:                     | One                                                                                                                                                                                                                           |
| 2. | <b>Specified Currency or Currencies:</b> | EUR, as defined in General Condition 31.1 ( <i>Definitions</i> )                                                                                                                                                              |
| 3. | <b>Notes, Warrants or Certificates:</b>  | Notes                                                                                                                                                                                                                         |
| 4. | <b>Aggregate Nominal Amount:</b>         | EUR 30,000,000                                                                                                                                                                                                                |
|    | (i) Series:                              | EUR 30,000,000                                                                                                                                                                                                                |
|    | (ii) Tranche:                            | EUR 30,000,000                                                                                                                                                                                                                |
| 5. | <b>Issue Price:</b>                      | 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. | <b>Issue Date:</b>                       | 25 March 2025                                                                                                                                                                                                                 |
|    | <b>Trade Date:</b>                       | 16 January 2025                                                                                                                                                                                                               |
| 7. | <b>Maturity Date:</b>                    | 2 June 2037, subject to adjustment in accordance with the Modified Following Business Day Convention                                                                                                                          |

#### **PROVISIONS APPLICABLE TO NOTES**

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

- |     |                                      |                |
|-----|--------------------------------------|----------------|
| 8.  | <b>Fixed-to-Floating Rate Notes:</b> | Not Applicable |
| 9.  | <b>Floating-to-Fixed Rate Notes:</b> | Not Applicable |
| 10. | <b>Interest Commencement Date:</b>   | Not Applicable |

- |     |                                                                   |                                  |
|-----|-------------------------------------------------------------------|----------------------------------|
| 11. | <b>Fixed Rate Accrual Provisions (General Condition 4.1(a):</b>   | Not Applicable                   |
| 12. | <b>Fixed Coupon Amount Provisions (General Condition 4.1(b)):</b> | Applicable                       |
|     | (i) Rate(s) of Interest:                                          | Not Applicable                   |
|     | (ii) Interest Payment Date(s) in respect of Fixed Rate Notes:     | Each of:                         |
|     |                                                                   | (i) 2 September 2025;            |
|     |                                                                   | (ii) 3 December 2025;            |
|     |                                                                   | (iii) 5 March 2026; and          |
|     |                                                                   | (iv) 2 June 2026.                |
|     | (iii) Fixed Coupon Amount(s):                                     | EUR 16.25 per Calculation Amount |
|     | (iv) Broken Amount(s):                                            | Not Applicable                   |
|     | (v) Day Count Fraction:                                           | Not Applicable                   |
| 13. | <b>Floating Rate Note Provisions (General Condition 4.2):</b>     | Not Applicable                   |

**PROVISIONS APPLICABLE TO WARRANTS (General Condition 11)**

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

## PROVISIONS APPLICABLE TO CERTIFICATES

- |     |                                                                    |                |
|-----|--------------------------------------------------------------------|----------------|
| 26. | <b>Exercise applicable to Certificates (General Condition 10):</b> | Not Applicable |
|-----|--------------------------------------------------------------------|----------------|

## CERTIFICATE COUPON PROVISIONS

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

## REFERENCE ASSET LINKED COUPON PROVISIONS

- |       |                                                                       |                                                       |
|-------|-----------------------------------------------------------------------|-------------------------------------------------------|
| 32.   | <b>Reference Asset Linked Coupon Provisions (Payout Condition 1):</b> | Applicable                                            |
| (i)   | Coupon Reference Asset(s):                                            | The Reference Rate as specified below in paragraph 44 |
| (ii)  | Contingent Coupon (Payout Condition 1(a)):                            | Applicable                                            |
|       | - Specified Coupon Amount:                                            | EUR 16.25                                             |
|       | - Coupon Averaging:                                                   | Not Applicable                                        |
| (iii) | Memory Coupon (Payout Condition 1(b)):                                | Not Applicable                                        |
|       | Memory Coupon with Instalment Feature (Payout Condition 1(t)):        | 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: Not Applicable
- (d) Coupon Valuation Date Reference Value: Applicable: greater than the Coupon Barrier Level
- (xix) Coupon Barrier Level: 3.10 per cent. (3.10%)
- (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 and/or Reference Rate is impossible or impracticable or otherwise disrupted: The Rate Linked Provisions are applicable. See paragraph 44

| Coupon Payment Table     |                                                                                                                      |
|--------------------------|----------------------------------------------------------------------------------------------------------------------|
| Coupon Valuation Date(s) | Coupon Payment Date(s)<br>subject to adjustment in accordance with the<br>Modified Following Business Day Convention |
| 19 August 2026           | 2 September 2026                                                                                                     |
| 19 November 2026         | 3 December 2026                                                                                                      |
| 19 February 2027         | 5 March 2027                                                                                                         |
| 19 May 2027              | 2 June 2027                                                                                                          |
| 19 August 2027           | 2 September 2027                                                                                                     |
| 19 November 2027         | 3 December 2027                                                                                                      |
| 21 February 2028         | 6 March 2028                                                                                                         |
| 19 May 2028              | 2 June 2028                                                                                                          |
| 21 August 2028           | 4 September 2028                                                                                                     |
| 20 November 2028         | 4 December 2028                                                                                                      |
| 19 February 2029         | 5 March 2029                                                                                                         |
| 21 May 2029              | 4 June 2029                                                                                                          |

|                  |                  |
|------------------|------------------|
| 20 August 2029   | 3 September 2029 |
| 19 November 2029 | 3 December 2029  |
| 19 February 2030 | 5 March 2030     |
| 20 May 2030      | 3 June 2030      |
| 19 August 2030   | 2 September 2030 |
| 19 November 2030 | 3 December 2030  |
| 19 February 2031 | 5 March 2031     |
| 19 May 2031      | 2 June 2031      |
| 19 August 2031   | 2 September 2031 |
| 19 November 2031 | 3 December 2031  |
| 19 February 2032 | 4 March 2032     |
| 19 May 2032      | 2 June 2032      |
| 19 August 2032   | 2 September 2032 |
| 19 November 2032 | 3 December 2032  |
| 21 February 2033 | 7 March 2033     |
| 19 May 2033      | 2 June 2033      |
| 19 August 2033   | 2 September 2033 |
| 21 November 2033 | 5 December 2033  |
| 20 February 2034 | 6 March 2034     |
| 19 May 2034      | 2 June 2034      |
| 21 August 2034   | 4 September 2034 |
| 20 November 2034 | 4 December 2034  |
| 19 February 2035 | 5 March 2035     |
| 21 May 2035      | 4 June 2035      |
| 20 August 2035   | 3 September 2035 |
| 19 November 2035 | 3 December 2035  |
| 19 February 2036 | 4 March 2036     |
| 19 May 2036      | 2 June 2036      |
| 19 August 2036   | 2 September 2036 |
| 19 November 2036 | 3 December 2036  |
| 19 February 2037 | 5 March 2037     |

19 May 2037

2 June 2037

**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 Reference Rate as specified below in paragraph 44
- (ii) Early Redemption Event 1: Applicable
- Early Redemption Barrier: 2.00 per cent. (2.00%)
- ER Averaging: Not Applicable
- Early Redemption Barrier Observation: Less 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 date set forth in the Early Redemption Table in the column entitled "Early Redemption Valuation Date(s)"
- (vi) Early Redemption Date: Each date set forth in the Early Redemption Table in the column entitled "Early Redemption Date(s)"
- (vii) Early Redemption Amount: EUR 1,000

| <b>Early Redemption Table</b>             |                                                                                                                               |
|-------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|
| <b>Early Redemption Valuation Date(s)</b> | <b>Early Redemption Date(s)</b><br>subject to adjustment in accordance with the<br>Modified Following Business Day Convention |
| 19 August 2026                            | 2 September 2026                                                                                                              |
| 19 November 2026                          | 3 December 2026                                                                                                               |
| 19 February 2027                          | 5 March 2027                                                                                                                  |
| 19 May 2027                               | 2 June 2027                                                                                                                   |
| 19 August 2027                            | 2 September 2027                                                                                                              |

|                  |                  |
|------------------|------------------|
| 19 November 2027 | 3 December 2027  |
| 21 February 2028 | 6 March 2028     |
| 19 May 2028      | 2 June 2028      |
| 21 August 2028   | 4 September 2028 |
| 20 November 2028 | 4 December 2028  |
| 19 February 2029 | 5 March 2029     |
| 21 May 2029      | 4 June 2029      |
| 20 August 2029   | 3 September 2029 |
| 19 November 2029 | 3 December 2029  |
| 19 February 2030 | 5 March 2030     |
| 20 May 2030      | 3 June 2030      |
| 19 August 2030   | 2 September 2030 |
| 19 November 2030 | 3 December 2030  |
| 19 February 2031 | 5 March 2031     |
| 19 May 2031      | 2 June 2031      |
| 19 August 2031   | 2 September 2031 |
| 19 November 2031 | 3 December 2031  |
| 19 February 2032 | 4 March 2032     |
| 19 May 2032      | 2 June 2032      |
| 19 August 2032   | 2 September 2032 |
| 19 November 2032 | 3 December 2032  |
| 21 February 2033 | 7 March 2033     |
| 19 May 2033      | 2 June 2033      |
| 19 August 2033   | 2 September 2033 |
| 21 November 2033 | 5 December 2033  |
| 20 February 2034 | 6 March 2034     |
| 19 May 2034      | 2 June 2034      |
| 21 August 2034   | 4 September 2034 |
| 20 November 2034 | 4 December 2034  |
| 19 February 2035 | 5 March 2035     |
| 21 May 2035      | 4 June 2035      |

|                  |                  |
|------------------|------------------|
| 20 August 2035   | 3 September 2035 |
| 19 November 2035 | 3 December 2035  |
| 19 February 2036 | 4 March 2036     |
| 19 May 2036      | 2 June 2036      |
| 19 August 2036   | 2 September 2036 |
| 19 November 2036 | 3 December 2036  |
| 19 February 2037 | 5 March 2037     |

**Daily Observation Early Redemption (Payout Condition 2):** Not Applicable

**Fast Autocall Early Redemption (Payout Condition 2):** Not Applicable

36. **Security Redemption Amount (Payout Condition 3):** Applicable

(i) Security Redemption Reference Asset(s): Not Applicable

(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: Not Applicable

#### **PAYOUT CONDITIONS APPLICABLE TO THE SECURITIES**

37. **Payout Conditions:** Applicable

(i) Redemption Amount 1 (Single Reference Asset) (Payout Conditions 3(a) and 3(b)): 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)):                                                                 | 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                                          | Not Applicable |

Reference Asset Knock-In) (Payout Condition 3(iii)):

(xlvi) Drop Back Redemption Amount Not Applicable (Payout Condition 3(jjj)):

(xlvii) Currency Conversion (Payout Not Applicable Condition 3(lll)):

(xlviii) Redemption of Fixed Amount Not Applicable (Payout Condition 3(mmm)):

## REFERENCE ASSET LINKED CONDITIONS

### SHARE LINKED PROVISIONS

38. **Share Linked Provisions:** Not Applicable

### INDEX LINKED PROVISIONS

39. **Index Linked Provisions:** Not Applicable

### COMMODITY LINKED PROVISIONS

40. **Commodity Linked Provisions:** Not Applicable

### FX LINKED PROVISIONS

41. **FX Linked Provisions:** Not Applicable

### CREDIT LINKED PROVISIONS

42. **Credit Linked Provisions:** Not Applicable

### FUND LINKED PROVISIONS

43. **Fund Linked Provisions:** Not Applicable

### RATE LINKED PROVISIONS

44. **Rate Linked Provisions:** Applicable

(i) Original Rate: 10-Year EUR-EURIBOR ICE Swap Rate

(ii) Variable Linked Interest Period: Applicable

Variable Linked Interest 2 June 2026  
Commencement Date:

Variable Linked Interest End Date: Maturity Date

(iii) Interest Period End Date(s): Each Interest Payment Date(s) – Adjusted

(iv) Interest Payment Date(s) in respect of the Rate Linked Provisions: Each Coupon Payment Date(s)

(v) Business Day Convention: Modified Following Business Day Convention

|        |                                                                           |                                            |
|--------|---------------------------------------------------------------------------|--------------------------------------------|
| (vi)   | Day Count Fraction:                                                       | Not Applicable                             |
| (vii)  | Manner in which the Original Rate is/are to be determined:                | ISDA Determination                         |
| (viii) | Screen Rate Determination for Original Rate (Rate Linked Provision 1(b)): | Not Applicable                             |
| (ix)   | ISDA Determination for Original Rate (Rate Linked Provision 1(a)):        | Applicable                                 |
|        | - ISDA Definitions:                                                       | 2021 ISDA Definitions                      |
|        | - Floating Rate Option:                                                   | EUR-EURIBOR ICE SWAP RATE-11:00            |
|        | - Effective Date:                                                         | Variable Linked Interest Commencement Date |
|        | - Termination Date:                                                       | Maturity Date                              |
|        | - Designated Maturity:                                                    | 10 years                                   |
|        | - Reset Date:                                                             | As specified in Rate Linked Provision 1(a) |
|        | - Fixing Day:                                                             | Each Reset Date                            |
|        | - Fixing Time:                                                            | 11:00 a.m., Frankfurt time                 |
|        | - Period End Date/Termination Date adjustment for Unscheduled Holiday:    | Not Applicable                             |
|        | - Compounding/ Averaging:                                                 | Not Applicable                             |
|        | - Index provisions:                                                       | Not Applicable                             |
| (x)    | Relevant Number:                                                          | Not Applicable                             |
| (xi)   | Reference Rate Financial Centre(s):                                       | Not Applicable                             |
| (xii)  | Generic Permanent Fallback                                                | Applicable                                 |
| (xiii) | Hedging Disruption:                                                       | Not Applicable                             |

#### **GENERAL PROVISIONS APPLICABLE TO THE SECURITIES**

|     |                                                                                                                    |                                                |
|-----|--------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| 45. | <b>New Safekeeping Structure (in respect of Registered Notes) or New Global Note (in respect of Bearer Notes):</b> | Not Applicable                                 |
| 46. | <b>Form of Securities:</b>                                                                                         | French Bearer Securities ( <i>au porteur</i> ) |
| (i) | Temporary or Permanent Bearer Global Security / Registered Global Security:                                        | Not Applicable                                 |

|       |                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|-------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (ii)  | Are the Notes to be issued in the form of obligations under French law?                                                                                          | Yes                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| (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:                                                                                                                      | Full Masse                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|       |                                                                                                                                                                  | <p>The Representative will be:<br/> DIIS Group<br/> 12 rue Vivienne<br/> 75002 Paris<br/> <a href="mailto:rmo@diisgroup.com">rmo@diisgroup.com</a></p> <p>As long as the French Notes are held by a single Holder such Holder will exercise directly the powers delegated to the Representative and General Meetings of Holders under the General Conditions. A Representative shall be appointed when more than one Holder holds the French Notes of a Series.</p> |
|       | Identification information of Holders in relation to French Securities ( <i>General Condition 1.1</i> ):                                                         | Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| (v)   | Appointment of Holders' Joint Representative:                                                                                                                    | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| (vi)  | Are the Securities New York Law Notes?                                                                                                                           | No                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| 47.   | <b>Record Date:</b>                                                                                                                                              | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| 48.   | <b>Additional Financial Centre(s) (General Condition 12.2) or other special provisions relating to payment dates:</b>                                            | For the avoidance of doubt, T2                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| –     | Default Business Day:                                                                                                                                            | Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| 49.   | <b>Payment Disruption Event (General Condition 13):</b>                                                                                                          | Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| –     | Relevant Currency(ies):                                                                                                                                          | Specified Currency                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| 50.   | <b>Termination Event Notice Period (General Condition 16):</b>                                                                                                   | As specified in General Condition 16                                                                                                                                                                                                                                                                                                                                                                                                                                |

|     |                                                                                                           |                                                                                            |
|-----|-----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| 51. | <b>Extraordinary Hedge Disruption Event (General Condition 17):</b>                                       | Applicable                                                                                 |
|     | (i) Extraordinary Hedge Sanctions Event:                                                                  | Applicable                                                                                 |
|     | (ii) Extraordinary Hedge Bail-in Event:                                                                   | Applicable                                                                                 |
|     | (iii) Extraordinary Hedge Currency Disruption Event:                                                      | Applicable                                                                                 |
| 52. | <b>Tax Termination Event Notice Period (General Condition 18.3):</b>                                      | As specified in General Condition 18.3                                                     |
| 53. | <b>Early Redemption for Tax on Underlying Hedge Transactions (General Condition 18.4):</b>                | Not Applicable                                                                             |
| 54. | <b>Physical Settlement (General Condition 14):</b>                                                        | Not Applicable                                                                             |
| 55. | <b>Calculation Agent:</b>                                                                                 | J.P. Morgan Securities plc                                                                 |
| 56. | <b>Redenomination, Renominalisation and Reconventioning Provisions (General Condition 21.1):</b>          | Not Applicable                                                                             |
| 57. | <b>Gross Up (General Condition 18):</b>                                                                   | Applicable – as specified in General Condition 18.1                                        |
|     | (i) Exclude Section 871(m) Taxes from Gross Up (General Condition 18):                                    | 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 |
| 58. | <b>Rounding (General Condition 22):</b>                                                                   |                                                                                            |
|     | (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**

- |      |                                                                                                   |                                                                             |
|------|---------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|
| 59.  | <b>If non-syndicated, name and address of Dealer:</b>                                             | 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                                                              |
| 60.  | <b>JPMCFC/JPMSP ERISA (Purchaser representations and requirements and transfer restrictions):</b> | JPMCFC Standard Restrictions apply                                          |
| 61.  | <b>ECI Holder Restrictions:</b>                                                                   | Not Applicable                                                              |
| 62.  | <b>Prohibition of Sales to EEA Retail Investors:</b>                                              | Not Applicable                                                              |
| 63.  | <b>Prohibition of Sales to UK Retail Investors:</b>                                               | Applicable                                                                  |
| 64.  | <b>Belgian Securities Annex:</b>                                                                  | Not Applicable                                                              |
| 65.  | <b>Swiss Non-Exempt Public Offer:</b>                                                             | No                                                                          |
| 66.  | <b>Additional Selling Restrictions:</b>                                                           | Not Applicable                                                              |

**Signed on behalf of the Issuer:**

By: \_\_\_\_\_

Duly authorised

**Signed on behalf of the Guarantor:**

By: \_\_\_\_\_

Duly authorised

365153643/Ashurst(AMASSE/NDAUVE)/BY

## **PART B - OTHER INFORMATION**

- 1. LISTING AND ADMISSION TO TRADING**
- Application will be made for the Securities to be listed on the Official List 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 Asset 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 Asset, unless required to do so by applicable law or regulation.

**7. OPERATIONAL INFORMATION**

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

ISIN: FR001400WWJ8

RIC: FR001400WWJ8=JPML

Common Code: 301032226

|                                                        |                                                                                                                                                                                                                                                                                                                                                                         |
|--------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Relevant Clearing System(s):                           | Euroclear France                                                                                                                                                                                                                                                                                                                                                        |
| Delivery:                                              | <p>Delivery against payment (in respect of delivery of the Securities by the Dealer to the investor)</p> <p>Delivery free of payment (in respect of the delivery by the French Programme Agent to the Dealer)</p>                                                                                                                                                       |
| The Agents appointed in respect of the Securities are: | <p>The Bank of New York Mellon, London Branch<br/>160 Queen Victoria Street<br/>London<br/>EC4V 4LA<br/>United Kingdom</p> <p>The Bank of New York Mellon S.A./N.V., Luxembourg Branch<br/>Vertigo Building<br/>Polaris<br/>2-4 rue Eugène Ruppert<br/>L-2453<br/>Luxembourg</p> <p>BNP Paribas S.A.,<br/>16, boulevard des Italiens<br/>75009<br/>Paris<br/>France</p> |
| Registrar:                                             | Not Applicable                                                                                                                                                                                                                                                                                                                                                          |

## 8. TERMS AND CONDITIONS OF THE OFFER

|                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
|-------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Non-exempt Offer:                         | <p>An offer of the Securities may be made by</p> <p>Crédit Mutuel Arkéa, a <i>société anonyme coopérative à conseil d'administration</i> incorporated in France and governed by the laws of France. Its address is 1, rue Louis Lichou, 29480 Le Relecq-Kerhuon, France, and its Legal Entity Identifier is 96950041VJ1QP0B69503.</p> <p>Independent Financial Advisors (<i>Conseillers en Investissement Financier</i> or "CIF") in France that have a contractual relationship with Crédit Mutuel Arkéa.</p> <p>(each a "<b>Distributor</b>" and together the "<b>Distributors</b>") other than pursuant to Article 1(4) of the EU Prospectus Regulation in France during the period from (and including) 25 March 2025 to (and including) 10 May 2025 (the "<b>Offer Period</b>").</p> |
| Offer Price:                              | Issue Price                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Conditions to which the offer is subject: | <p>The offer of the Securities is conditional on their issue.</p> <p>The Offer Period is subject to adjustment by or on behalf of the Issuer in accordance with the applicable</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |

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](http://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](http://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](http://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](http://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 (i) delivery against payment basis (in respect of delivery of the Securities by the Dealer to the investor) and (ii) delivery free of payment basis (in respect of the delivery by the French Programme Agent to the Dealer).

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: | Crédit Mutuel Arkéa, 1, rue Louis Lichou, 29480 Le Relecq-Kerhuon, France.<br><br>Independent Financial Advisors ( <i>Conseillers en Investissement Financier</i> or "CIF") in France that have a contractual relationship with Crédit Mutuel Arkéa.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| Consent:                                                                                                                         | The Issuer consents to the use of the Base Prospectus by the financial intermediary/ies (" <b>Authorised Offeror(s)</b> "), during the Offer Period and subject to the conditions, as provided as follows:<br><br>Name, address, legal entity identifier, domicile, legal form and law and country of incorporation of Authorised Offeror(s):<br><br>Crédit Mutuel Arkéa, a <i>société anonyme coopérative à conseil d'administration</i> incorporated in France and governed by the laws of France. Its address is 1, rue Louis Lichou, 29480 Le Relecq-Kerhuon, France, and its Legal Entity Identifier is 96950041VJ1QP0B69503.<br><br>Independent Financial Advisors ( <i>Conseillers en Investissement Financier</i> or "CIF") in France that have a contractual relationship with Crédit Mutuel Arkéa. |
| 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 " <b>Non-exempt Offer</b> ") in the jurisdiction in which the Non-exempt Offer is to take place.                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |

**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) statement on benchmarks: The 10-Year EUR-EURIBOR ICE Swap Rate ("**EUR CMS 10Y**") is provided by the ICE Benchmark Administration Limited. As at the date hereof, the ICE Benchmark Administration Limited does not appear on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmark Regulation (Regulation (EU) 2016/1011) (the "**EU Benchmarks Regulation**").

## SUMMARY

| INTRODUCTION AND WARNINGS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>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.</p> <p><b>You are about to purchase a product that is not simple and may be difficult to understand.</b></p> <p><b>The Securities:</b> Issue of EUR 30,000,000 12-Year Autocallable Phoenix Notes linked to EUR CMS 10Y, due June 2037 under the Structured Securities Programme for the issuance of Notes, Warrants and Certificates (ISIN: FR001400WWJ8) (the "<b>Securities</b>").</p> <p><b>The Issuer:</b> JPMorgan Chase Financial Company LLC ("<b>JPMCFC</b>"). Its registered office is at 383 Madison Avenue, New York, New York 10179, U.S.A. and its Legal Entity Identifier (LEI) is 549300NJFDJOFYVV6789.</p> <p><b>The Authorised Offeror(s):</b></p> <p>Crédit Mutuel Arkéa, a <i>société anonyme coopérative à conseil d'administration</i> incorporated in France and governed by the laws of France. Its address is 1, rue Louis Lichou, 29480 Le Relecq-Kerhuon, France, and its Legal Entity Identifier is 96950041VJ1QP0B69503.</p> <p>Independent Financial Advisors (<i>Conseillers en Investissement Financier</i> or "CIF") in France that have a contractual relationship with Crédit Mutuel Arkéa.</p> <p>(each a "<b>Distributor</b>" and together the "<b>Distributors</b>")</p> <p><b>Competent authority:</b> The Base Prospectus was approved on 5 December 2024 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: <a href="mailto:direction@cssf.lu">direction@cssf.lu</a>).</p> |
| KEY INFORMATION ON THE ISSUER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| Who is the Issuer of the Securities?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <p><b>Domicile and legal form of the Issuer, law under which the Issuer operates and country of incorporation:</b> 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.</p> <p><b>Issuer's principal activities:</b> 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.</p> <p><b>Major shareholders, including whether it is directly or indirectly owned or controlled and by whom:</b> JPMCFC is a direct, wholly-owned finance subsidiary of JPMorgan Chase &amp; Co.</p> <p><b>Key managing directors:</b> The current directors of JPMCFC are: Brandon P. Igyarto, Bin Yu, Patrick Dempsey, Michael O. Kurd and Daniel T. Roose.</p> <p><b>Statutory auditors:</b> PricewaterhouseCoopers LLP are the independent auditors of JPMCFC and have audited the historical financial information of JPMCFC for the financial years ended 31 December 2023 and 31 December 2022 and have issued an unmodified opinion in each case.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| What is the key financial information regarding the Issuer?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <p>The following key financial information has been extracted from the audited consolidated financial statements of JPMCFC for the years ended 31 December 2023 and 2022 and from the unaudited interim financial statements of JPMCFC for the six month period ended 30 June 2024. JPMCFC's consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States ("<b>U.S. GAAP</b>").</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |

| Summary information – income statement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                       |                                       |                                           |                                           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|---------------------------------------|-------------------------------------------|-------------------------------------------|
| (in USD thousands)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Year ended 31 December 2023 (audited) | Year ended 31 December 2022 (audited) | Six months ended 30 June 2024 (unaudited) | Six months ended 30 June 2023 (unaudited) |
| <b>Selected income statement data</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                       |                                       |                                           |                                           |
| Net income/(loss)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 75,019                                | (88,918)                              | (20,977)                                  | (22,181)                                  |
| Summary information – balance sheet                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                       |                                       |                                           |                                           |
| (in USD thousands)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | As at 31 December 2023 (audited)      | As at 31 December 2022 (audited)      | As at 30 June 2024 (unaudited)            |                                           |
| Total assets                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 44,433,520                            | 30,388,733                            | 44,997,643                                |                                           |
| Long-term debt, at fair value                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | 42,817,105                            | 29,227,790                            | 42,634,083                                |                                           |
| Total members' equity                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 225,962                               | 228,651                               | 228,080                                   |                                           |
| Summary information – cash flow                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                       |                                       |                                           |                                           |
| (in USD thousands)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Year ended 31 December 2023 (audited) | Year ended 31 December 2022 (audited) | Six months ended 30 June 2024 (unaudited) | Six months ended 30 June 2023 (unaudited) |
| Net cash provided by/(used in) operating activities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | (9,037,414)                           | (15,039,330)                          | 1,367,580                                 | (4,393,649)                               |
| Net cash provided by/(used in) investing activities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Zero                                  | Zero                                  | Zero                                      | Zero                                      |
| Net cash provided by/(used in) financing activities                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 9,124,045                             | 15,000,165                            | (1,347,451)                               | 4,473,349                                 |
| <b>Qualifications in audit report on historical financial information:</b> 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?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                       |                                       |                                           |                                           |
| <p>The Issuer is subject to the following key risks:</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> <li>• As a finance subsidiary of JPMorgan Chase &amp; Co., JPMCFC has no independent operations beyond the issuance and administration of its securities and the collection of intercompany obligations. JPMCFC's ability to make payments in respect of the Securities is limited and dependent upon payments from JPMorgan Chase &amp; Co. under intercompany loans and other intercompany agreements to meet its obligations under the Securities it issues. JPMCFC is not a key operating subsidiary of JPMorgan Chase &amp; Co. and in a bankruptcy or resolution of JPMorgan Chase &amp; Co. JPMCFC is not expected to have sufficient resources to meet its obligations in respect of the Securities as they come due. If JPMorgan Chase &amp; Co. does not make payments to JPMCFC and JPMCFC fails to make payments on the Securities, Holders of the Securities</li> </ul> |                                       |                                       |                                           |                                           |

| issued by JPMCFC may have to seek payment under the related guarantee by JPMorgan Chase & Co. and that guarantee will rank <i>pari passu</i> with all other unsecured and unsubordinated obligations of JPMorgan Chase & Co.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                              |                                 |  |                                       |                                                                                                                              |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|---------------------------------|--|---------------------------------------|------------------------------------------------------------------------------------------------------------------------------|----------------|------------------|------------------|-----------------|------------------|--------------|-------------|-------------|----------------|------------------|------------------|-----------------|------------------|--------------|-------------|-------------|----------------|------------------|------------------|-----------------|------------------|--------------|-------------|-------------|----------------|------------------|------------------|-----------------|------------------|--------------|
| <b>KEY INFORMATION ON THE SECURITIES</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                              |                                 |  |                                       |                                                                                                                              |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |
| <b>What are the main features of the Securities?</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                              |                                 |  |                                       |                                                                                                                              |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |
| <p><b>Type and class of Securities being offered and/or admitted to trading, including security identification numbers</b></p> <p>The Securities are cash settled derivative securities in the form of notes. The Securities are reference rate-linked Securities.</p> <p>The Securities will be cleared and settled through Euroclear France S.A..</p> <p><b>Issue Date:</b> 25 March 2025</p> <p><b>Issue Price:</b> 100.00 per cent. (100.00%) of the aggregate nominal amount.</p> <p><b>Security identification numbers:</b> ISIN: FR001400WWJ8; RIC: FR001400WWJ8=JPML; Common Code: 301032226.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                              |                                 |  |                                       |                                                                                                                              |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |
| <p><b>Currency, denomination, issue size and term of the Securities</b></p> <p>The currency of the Securities will be Euro ("EUR") (the "Settlement Currency").</p> <p>The nominal amount per Security is EUR 1,000.</p> <p>The issue size is EUR 30,000,000.</p> <p><b>Maturity Date:</b> 2 June 2037, subject to adjustment in accordance with the modified following business day convention. This is the date on which the Securities are scheduled to redeem. The Securities may redeem earlier if an early redemption event occurs.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                              |                                 |  |                                       |                                                                                                                              |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |
| <p><b>Rights attached to the Securities</b></p> <p>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 fixed coupon amount, the contingent 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 contingent coupon amount(s) and early redemption amount(s) payable and whether or not an early redemption event occurs will depend on the performance of the Underlying.</p> <p><b>Fixed coupon amount:</b> On each fixed coupon payment date, you will receive a fixed coupon payment of EUR 16.25. The payment of the fixed coupon amount is not linked to the performance of the Underlying.</p> <p><b>Contingent Coupon amount:</b> If the Securities have not been redeemed early, on each contingent coupon payment date you will receive a contingent coupon payment of EUR 16.25 if the Underlying is at or below the contingent coupon barrier rate on the immediately preceding contingent coupon observation date. If this condition is not met, you will receive no contingent coupon payment on such contingent coupon payment date. The relevant dates are shown in the table below.</p> <table border="1"> <tr> <th colspan="2">Contingent coupon payment table</th></tr> <tr> <th>Contingent coupon observation date(s)</th><th>Contingent coupon payment date(s)<br/>subject to adjustment in accordance with the modified following business day convention</th></tr> <tr><td>19 August 2026</td><td>2 September 2026</td></tr> <tr><td>19 November 2026</td><td>3 December 2026</td></tr> <tr><td>19 February 2027</td><td>5 March 2027</td></tr> <tr><td>19 May 2027</td><td>2 June 2027</td></tr> <tr><td>19 August 2027</td><td>2 September 2027</td></tr> <tr><td>19 November 2027</td><td>3 December 2027</td></tr> <tr><td>21 February 2028</td><td>6 March 2028</td></tr> <tr><td>19 May 2028</td><td>2 June 2028</td></tr> <tr><td>21 August 2028</td><td>4 September 2028</td></tr> <tr><td>20 November 2028</td><td>4 December 2028</td></tr> <tr><td>19 February 2029</td><td>5 March 2029</td></tr> <tr><td>21 May 2029</td><td>4 June 2029</td></tr> <tr><td>20 August 2029</td><td>3 September 2029</td></tr> <tr><td>19 November 2029</td><td>3 December 2029</td></tr> <tr><td>19 February 2030</td><td>5 March 2030</td></tr> </table> |                                                                                                                              | Contingent coupon payment table |  | Contingent coupon observation date(s) | Contingent coupon payment date(s)<br>subject to adjustment in accordance with the modified following business day convention | 19 August 2026 | 2 September 2026 | 19 November 2026 | 3 December 2026 | 19 February 2027 | 5 March 2027 | 19 May 2027 | 2 June 2027 | 19 August 2027 | 2 September 2027 | 19 November 2027 | 3 December 2027 | 21 February 2028 | 6 March 2028 | 19 May 2028 | 2 June 2028 | 21 August 2028 | 4 September 2028 | 20 November 2028 | 4 December 2028 | 19 February 2029 | 5 March 2029 | 21 May 2029 | 4 June 2029 | 20 August 2029 | 3 September 2029 | 19 November 2029 | 3 December 2029 | 19 February 2030 | 5 March 2030 |
| Contingent coupon payment table                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                                                                                              |                                 |  |                                       |                                                                                                                              |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |
| Contingent coupon observation date(s)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Contingent coupon payment date(s)<br>subject to adjustment in accordance with the modified following business day convention |                                 |  |                                       |                                                                                                                              |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |
| 19 August 2026                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 2 September 2026                                                                                                             |                                 |  |                                       |                                                                                                                              |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |
| 19 November 2026                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 3 December 2026                                                                                                              |                                 |  |                                       |                                                                                                                              |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |
| 19 February 2027                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 5 March 2027                                                                                                                 |                                 |  |                                       |                                                                                                                              |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |
| 19 May 2027                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 2 June 2027                                                                                                                  |                                 |  |                                       |                                                                                                                              |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |
| 19 August 2027                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 2 September 2027                                                                                                             |                                 |  |                                       |                                                                                                                              |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |
| 19 November 2027                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 3 December 2027                                                                                                              |                                 |  |                                       |                                                                                                                              |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |
| 21 February 2028                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 6 March 2028                                                                                                                 |                                 |  |                                       |                                                                                                                              |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |
| 19 May 2028                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 2 June 2028                                                                                                                  |                                 |  |                                       |                                                                                                                              |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |
| 21 August 2028                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 4 September 2028                                                                                                             |                                 |  |                                       |                                                                                                                              |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |
| 20 November 2028                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 4 December 2028                                                                                                              |                                 |  |                                       |                                                                                                                              |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |
| 19 February 2029                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 5 March 2029                                                                                                                 |                                 |  |                                       |                                                                                                                              |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |
| 21 May 2029                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 4 June 2029                                                                                                                  |                                 |  |                                       |                                                                                                                              |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |
| 20 August 2029                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 3 September 2029                                                                                                             |                                 |  |                                       |                                                                                                                              |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |
| 19 November 2029                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 3 December 2029                                                                                                              |                                 |  |                                       |                                                                                                                              |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |
| 19 February 2030                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 5 March 2030                                                                                                                 |                                 |  |                                       |                                                                                                                              |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |             |             |                |                  |                  |                 |                  |              |

|                  |                  |
|------------------|------------------|
| 20 May 2030      | 3 June 2030      |
| 19 August 2030   | 2 September 2030 |
| 19 November 2030 | 3 December 2030  |
| 19 February 2031 | 5 March 2031     |
| 19 May 2031      | 2 June 2031      |
| 19 August 2031   | 2 September 2031 |
| 19 November 2031 | 3 December 2031  |
| 19 February 2032 | 4 March 2032     |
| 19 May 2032      | 2 June 2032      |
| 19 August 2032   | 2 September 2032 |
| 19 November 2032 | 3 December 2032  |
| 21 February 2033 | 7 March 2033     |
| 19 May 2033      | 2 June 2033      |
| 19 August 2033   | 2 September 2033 |
| 21 November 2033 | 5 December 2033  |
| 20 February 2034 | 6 March 2034     |
| 19 May 2034      | 2 June 2034      |
| 21 August 2034   | 4 September 2034 |
| 20 November 2034 | 4 December 2034  |
| 19 February 2035 | 5 March 2035     |
| 21 May 2035      | 4 June 2035      |
| 20 August 2035   | 3 September 2035 |
| 19 November 2035 | 3 December 2035  |
| 19 February 2036 | 4 March 2036     |
| 19 May 2036      | 2 June 2036      |
| 19 August 2036   | 2 September 2036 |
| 19 November 2036 | 3 December 2036  |
| 19 February 2037 | 5 March 2037     |
| 19 May 2037      | 2 June 2037      |

**Early redemption amount:** The Securities will redeem prior to the Maturity Date if, on any autocall observation date, the Underlying is at or below the autocall barrier rate. On any such early redemption, you will receive, on the immediately following autocall payment date, in addition to any final contingent coupon payment (if any), a cash payment equal to the autocall payment of EUR 1,000. No coupon payments will be made on any date after such autocall payment date. The relevant dates are shown in the table below.

| Autocall payment table       |                                                                                                                        |
|------------------------------|------------------------------------------------------------------------------------------------------------------------|
| Autocall observation date(s) | Autocall payment date(s)<br>subject to adjustment in accordance with the modified<br>following business day convention |
| 19 August 2026               | 2 September 2026                                                                                                       |
| 19 November 2026             | 3 December 2026                                                                                                        |
| 19 February 2027             | 5 March 2027                                                                                                           |
| 19 May 2027                  | 2 June 2027                                                                                                            |
| 19 August 2027               | 2 September 2027                                                                                                       |
| 19 November 2027             | 3 December 2027                                                                                                        |
| 21 February 2028             | 6 March 2028                                                                                                           |
| 19 May 2028                  | 2 June 2028                                                                                                            |
| 21 August 2028               | 4 September 2028                                                                                                       |
| 20 November 2028             | 4 December 2028                                                                                                        |
| 19 February 2029             | 5 March 2029                                                                                                           |
| 21 May 2029                  | 4 June 2029                                                                                                            |
| 20 August 2029               | 3 September 2029                                                                                                       |
| 19 November 2029             | 3 December 2029                                                                                                        |
| 19 February 2030             | 5 March 2030                                                                                                           |
| 20 May 2030                  | 3 June 2030                                                                                                            |
| 19 August 2030               | 2 September 2030                                                                                                       |
| 19 November 2030             | 3 December 2030                                                                                                        |
| 19 February 2031             | 5 March 2031                                                                                                           |
| 19 May 2031                  | 2 June 2031                                                                                                            |
| 19 August 2031               | 2 September 2031                                                                                                       |
| 19 November 2031             | 3 December 2031                                                                                                        |
| 19 February 2032             | 4 March 2032                                                                                                           |
| 19 May 2032                  | 2 June 2032                                                                                                            |
| 19 August 2032               | 2 September 2032                                                                                                       |
| 19 November 2032             | 3 December 2032                                                                                                        |
| 21 February 2033             | 7 March 2033                                                                                                           |
| 19 May 2033                  | 2 June 2033                                                                                                            |
| 19 August 2033               | 2 September 2033                                                                                                       |

|                  |                  |
|------------------|------------------|
| 21 November 2033 | 5 December 2033  |
| 20 February 2034 | 6 March 2034     |
| 19 May 2034      | 2 June 2034      |
| 21 August 2034   | 4 September 2034 |
| 20 November 2034 | 4 December 2034  |
| 19 February 2035 | 5 March 2035     |
| 21 May 2035      | 4 June 2035      |
| 20 August 2035   | 3 September 2035 |
| 19 November 2035 | 3 December 2035  |
| 19 February 2036 | 4 March 2036     |
| 19 May 2036      | 2 June 2036      |
| 19 August 2036   | 2 September 2036 |
| 19 November 2036 | 3 December 2036  |
| 19 February 2037 | 5 March 2037     |

**Final redemption amount:** If the Securities have not been redeemed early, on the Maturity Date you will receive EUR 1,000.

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.

Defined terms used above:

- **Autocall barrier rate:** 2.00 per cent. (2.00%).
- **Contingent coupon barrier rate:** 3.10 per cent. (3.10%).
- **Fixed coupon payment date(s):** 2 September 2025, 3 December 2025, 5 March 2026 and 2 June 2026.

| <i>Underlying(s)</i>              | <i>Bloomberg Code</i> | <i>Administrator</i>                 |
|-----------------------------------|-----------------------|--------------------------------------|
| 10-Year EUR-EURIBOR ICE Swap Rate | EUAMDB10 Index        | ICE Benchmark Administration Limited |

**Governing law:** The terms and conditions of the Securities are governed under French 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 will be made by the Issuer (or on its behalf) for the Securities to be listed on the Official List 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 815DZWZKVSZI1NUHU748. 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 2024 and 2023. 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 2024 (audited) | Year ended 31 December 2023 (audited) |
| <b>Selected income statement data</b>               |                                       |                                       |
| Net income                                          | 58,471                                | 49,552                                |
| Summary information – balance sheet                 |                                       |                                       |
| (in USD millions)                                   | As at 31 December 2024 (audited)      | As at 31 December 2023 (audited)      |
| Total assets                                        | 4,002,814                             | 3,875,393                             |
| Deposits                                            | 2,406,032                             | 2,400,688                             |
| Long-term debt                                      | 401,418                               | 391,825                               |
| Total stockholders' equity                          | 344,758                               | 327,878                               |
| Summary information – cash flow                     |                                       |                                       |
| (in USD millions)                                   | Year ended 31 December 2024 (audited) | Year ended 31 December 2023 (audited) |
| Net cash provided by/(used in) operating activities | (42,012)                              | 12,974                                |
| Net cash provided by/(used in) investing activities | (163,403)                             | 67,643                                |
| Net cash provided by/(used in) financing activities | 63,447                                | (25,571)                              |

**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:

- Risks relating to certain features of the Securities:**
  - The contingent 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 contingent coupon will be payable on the relevant contingent coupon payment date. This means that (save for the fixed coupon amount of EUR 16.25 payable on 2 September

2025, 3 December 2025, 5 March 2026 and 2 June 2026) the amount of coupon payable over the term of the Securities will vary and may be zero.

- **Risks relating to the Underlying:**

- Past performance of the Underlying is not indicative of future performance or the range of, or trends or fluctuations in, the level, price or other value of such Underlying that may occur in the future, and performance may be subject to unpredictable change over time. The Underlying may perform differently from the historical performance and you may not realise the returns which you expect to receive from investing in the Securities.
- If the Underlying does not appear on the relevant page and the Underlying is not published by the administrator or an authorised distributor, then the Underlying shall be determined by the Calculation Agent by having regard to alternative benchmarks then available and taking into account industry standards in any related market (including, without limitation, the derivatives market), including by reference to the rate formally recommended for use by the administrator of the Underlying or supervisor or competent authority and the rate last provided or published by the administrator.
- If the Underlying referenced by the Securities were to be discontinued or be declared unrepresentative by its administrator of the market or economic reality that it is intended to measure, the amounts payable on the Securities which reference such rate will be determined by the fallback provisions applicable to such Securities. In such case, the Calculation Agent may determine the amounts payable (if any) by replacement of the original rate with a substitute or successor rate that it has determined (in good faith and in a commercially reasonable manner, after consulting any source it deems to be reasonable) is the industry-accepted standard in any related market (including the derivatives market) substitute or successor rate, or if it determines there is none, a substitute or successor rate that it determines is a commercially reasonable alternative to such rate, taking into account prevailing industry standards in any related market (including the derivatives market), provided that the replacement rate may include an adjustment factor or spread (which may be positive or negative) and the Calculation Agent may make such adjustment(s) to the terms and conditions of the Securities that it determines to be appropriate.
- **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 depending on the performance of the Underlying on each autocall observation date or in certain extraordinary circumstances and, in the case of the latter, the early redemption amount paid to investors may be less than their original investment. If the Securities are subject to early redemption, 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 25 March 2025 to and including 10 May 2025 (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;

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
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| <ul style="list-style-type: none"> <li>• 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;</li> <li>• 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</li> <li>• 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.</li> </ul> <p>Description of possibility to reduce subscription and manner for refunding excess amount paid by applicants: Not applicable; it is not possible to reduce subscription.</p> <p>Details of the minimum and/or maximum amount of application:</p> <ul style="list-style-type: none"> <li>• maximum aggregate nominal amount of Securities to be issued is EUR 30,000,000; and</li> <li>• 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.</li> </ul> <p>Details of method and time limits for paying up and delivering the Securities:</p> <ul style="list-style-type: none"> <li>• Securities will be available on a (i) delivery against payment basis (in respect of delivery of the Securities by the dealer to the investor) and (ii) delivery free of payment basis (in respect of the delivery by the French programme agent to the dealer);</li> <li>• Applicants will be notified directly by the Distributor of the success of their application; and</li> <li>• the settlement and the delivery of the Securities will be executed through the dealer for technical reasons only.</li> </ul> <p>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.</p> <p>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.</p> |
| <p><b><i>Estimated expenses charged to investor by issuer/offoror</i></b></p> <p>There are no estimated expenses charged to the investor by the Issuer.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <p><b>Who is the offeror and/or the person asking for admission to trading?</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <p>See the item entitled "The Authorised Offeror(s)" above.</p> <p>The Issuer is the entity requesting for the admission to trading of the Securities.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <p><b>Why is the Prospectus being produced?</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <p><b><i>Use and estimated net amount of proceeds when different from making profit</i></b></p> <p>The proceeds of the issue of the Securities will be used by the Issuer for its general corporate purposes (including hedging arrangements).</p> <p>The estimated net proceeds is the product of the Issue Price and the aggregate nominal amount of the Securities to be issued.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <p><b><i>Underwriting agreement on a firm commitment basis:</i></b> The offer of the Securities is not subject to an underwriting agreement on a firm commitment basis.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <p><b><i>Description of any interest material to the issue/offer, including conflicting interests</i></b></p> <p>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.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |

## RÉSUMÉ

| INTRODUCTION ET AVERTISSEMENTS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>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.</p> <p><b><i>Vous êtes sur le point d'acheter un produit qui n'est pas simple et qui peut être difficile à comprendre.</i></b></p> |
| <p><b>Les Titres :</b> Emission de 30 000 000 EUR de <i>12-Year Autocallable Phoenix Notes</i> indexés sur EUR CMS 10Y, se terminant en juin 2037 en vertu du <i>Structured Securities Programme for the issuance of Notes, Warrants and Certificates</i> (ISIN : FR001400WWJ8) (les "Titres").</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <p><b>L'Émetteur :</b> JPMorgan Chase Financial Company LLC ("JPMCFC"). Son siège social est situé au 383 Madison Avenue, New York, New York 10179, Etats-Unis et son Identifiant d'Entité Juridique (IEJ) est 549300NJFDJOFYVV6789 .</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <p><b>Le(s) Offrant(s) Autorisé(s) :</b></p> <p>Crédit Mutuel Arkéa, une société anonyme coopérative à conseil d'administration constituée en France et régie par le droit français. Son adresse est 1, rue Louis Lichou, 29480 Le Relecq-Kerhuon, France, et son Identifiant d'Entité Juridique est 96950041VJ1QP0B69503.</p> <p>Conseillers en Investissement Financier ou "CIF" en France qui ont une relation contractuelle avec Crédit Mutuel Arkéa.</p> <p>(chacun un "Distributeur" et ensemble les "Distributeurs")</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <p><b>Autorité compétente :</b> Le Prospectus de Base a été approuvé le 5 décembre 2024 par la Commission de Surveillance du Secteur Financier 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: <a href="mailto:direction@cssf.lu">direction@cssf.lu</a>).</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| INFORMATIONS CLÉS SUR L'ÉMETTEUR                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| Qui est l'Émetteur des Titres?                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <p><b>Domicile et forme juridique de l'Émetteur, droit selon lequel l'Émetteur opère et pays de constitution :</b> 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 registre 5838642. L'IEJ de JPMCFC est 549300NJFDJOFYVV6789.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <p><b>Activités principales de l'Émetteur :</b> 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.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <p><b>Les principaux actionnaires, y compris s'ils sont directement ou indirectement détenus ou contrôlés et par qui :</b> JPMCFC est une filiale financière directe détenue à 100 % par JPMorgan Chase &amp; Co.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <p><b>Les principaux directeurs généraux :</b> Les directeurs actuels de JPMCFC sont : Brandon P. Igyarto, Bin Yu, Patrick Dempsey, Michael O. Kurd et Daniel T. Roose.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <p><b>Commissaires aux comptes :</b> PricewaterhouseCoopers LLP sont les auditeurs indépendants de JPMCFC et ont vérifié les informations financières historiques de JPMCFC pour les exercices clos le 31 décembre 2023 et le 31 décembre 2022 et ont émis une opinion non modifiée dans chaque cas.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| 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 2023 et 2022 et des états financiers intermédiaires non audités de JPMCFC pour la période de six mois se terminant le 30 juin 2024. 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 2023 (audité) | Exercice clos le 31 décembre 2022 (audité) | Six mois se terminant le 30 juin 2024 (non audité) | Six mois se terminant le 30 juin 2023 (non audité) |
| Données sélectionnées du compte de résultat                                   |                                            |                                            |                                                    |                                                    |
| Revenu net/(perte)                                                            | 75 019                                     | (88 918)                                   | (20 977)                                           | (22 181)                                           |
| Résumé des informations – bilan                                               |                                            |                                            |                                                    |                                                    |
| (en milliers de USD)                                                          | Au 31 décembre 2023 (audité)               | Au 31 décembre 2022 (audité)               | Au 30 juin 2024 (non audité)                       |                                                    |
| Total des actifs                                                              | 44 433 520                                 | 30 388 733                                 | 44 997 643                                         |                                                    |
| Dette à long terme à la valeur du marché                                      | 42 817 105                                 | 29 227 790                                 | 42 634 083                                         |                                                    |
| Total des fonds propres                                                       | 225 962                                    | 228 651                                    | 228 080                                            |                                                    |
| Résumé des informations – flux de trésorerie                                  |                                            |                                            |                                                    |                                                    |
| (en milliers de USD)                                                          | Exercice clos le 31 décembre 2023 (audité) | Exercice clos le 31 décembre 2022 (audité) | Six mois se terminant le 30 juin 2024 (non audité) | Six mois se terminant le 30 juin 2023 (non audité) |
| Trésorerie nette provenant des/(utilisée pour des) activités d'exploitation   | (9 037 414)                                | (15 039 330)                               | 1 367 580                                          | (4 393 649)                                        |
| Trésorerie nette provenant des/(utilisée pour des) activités d'investissement | Zéro                                       | Zéro                                       | Zéro                                               | Zéro                                               |
| Trésorerie nette provenant des/(utilisée pour des) activités de financement   | 9 124 045                                  | 15 000 165                                 | (1 347 451)                                        | 4 473 349                                          |

**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 et du recouvrement des obligations intersociétés. La capacité de JPMCFC à effectuer des paiements en vertu des Titres est limitée et dépend des paiements effectués par JPMorgan Chase & Co. dans le cadre de prêts intersociétés et d'autres accords intersociétés afin de remplir ses obligations au titre des Titres qu'elle émet. JPMCFC n'est pas une filiale opérationnelle clé de JPMorgan Chase & Co. et en cas de faillite ou de résolution de JPMorgan Chase & Co. JPMCFC ne devrait pas disposer de ressources suffisantes pour s'acquitter de ses obligations à l'égard des Titres à mesure qu'ils arrivent à échéance. Si JPMorgan Chase & Co. 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 espèces et sont des titres dérivés sous forme de titres de créance (*notes*). Les Titres sont des Titres liés au taux de référence.

Les Titres seront compensés et réglés par l'intermédiaire de Euroclear France S.A..

**Date d'Émission** : 25 mars 2025.

**Prix d'Émission** : 100,00 pour cent (100,00 %) du montant nominal total.

**Numéros d'identification du Titre** : ISIN : FR001400WWJ8; RIC: FR001400WWJ8=JPML; Code Commun: 301032226.

**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** : 2 juin 2037, sous réserve d'un ajustement conformément à la convention de jour ouvré suivant modifiée. 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 montant du coupon fixe, le(s) montant(s) du coupon conditionnel (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) du coupon conditionnel et le(s) montant(s) de remboursement anticipé payable(s) et la survenance ou non d'un événement de remboursement anticipé dépendront de la performance du Sous-Jacent.

**Montant du coupon fixe** : A chaque date de paiement du coupon fixe, vous recevrez un paiement du coupon fixe de 16,25 EUR. Le paiement du montant du coupon fixe n'est pas lié à la performance du Sous-Jacent.

**Montant du coupon conditionnel** : Si les Titres n'ont pas été remboursés par anticipation, à chaque date de paiement du coupon conditionnel, vous recevrez un paiement du coupon conditionnel de 16,25 EUR si le Sous-Jacent est égal ou inférieur au taux de la barrière du coupon conditionnel à la date d'observation du coupon conditionnel qui précède immédiatement. Si cette condition n'est pas remplie, vous ne recevrez aucun paiement du coupon conditionnel à cette date de paiement du coupon conditionnel. Les dates concernées sont indiquées dans le tableau ci-dessous.

| Tableau de paiement du coupon conditionnel   |                                                                                                                                           |
|----------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|
| Date(s) d'observation du coupon conditionnel | Date(s) de paiement du coupon conditionnel<br>sous réserve d'un ajustement conformément à la<br>convention de jour ouvré suivant modifiée |
| 19 août 2026                                 | 2 septembre 2026                                                                                                                          |
| 19 novembre 2026                             | 3 décembre 2026                                                                                                                           |
| 19 février 2027                              | 5 mars 2027                                                                                                                               |
| 19 mai 2027                                  | 2 juin 2027                                                                                                                               |
| 19 août 2027                                 | 2 septembre 2027                                                                                                                          |
| 19 novembre 2027                             | 3 décembre 2027                                                                                                                           |
| 21 février 2028                              | 6 mars 2028                                                                                                                               |
| 19 mai 2028                                  | 2 juin 2028                                                                                                                               |
| 21 août 2028                                 | 4 septembre 2028                                                                                                                          |
| 20 novembre 2028                             | 4 décembre 2028                                                                                                                           |
| 19 février 2029                              | 5 mars 2029                                                                                                                               |
| 21 mai 2029                                  | 4 juin 2029                                                                                                                               |
| 20 août 2029                                 | 3 septembre 2029                                                                                                                          |
| 19 novembre 2029                             | 3 décembre 2029                                                                                                                           |
| 19 février 2030                              | 5 mars 2030                                                                                                                               |
| 20 mai 2030                                  | 3 juin 2030                                                                                                                               |
| 19 août 2030                                 | 2 septembre 2030                                                                                                                          |
| 19 novembre 2030                             | 3 décembre 2030                                                                                                                           |
| 19 février 2031                              | 5 mars 2031                                                                                                                               |
| 19 mai 2031                                  | 2 juin 2031                                                                                                                               |
| 19 août 2031                                 | 2 septembre 2031                                                                                                                          |
| 19 novembre 2031                             | 3 décembre 2031                                                                                                                           |
| 19 février 2032                              | 4 mars 2032                                                                                                                               |
| 19 mai 2032                                  | 2 juin 2032                                                                                                                               |
| 19 août 2032                                 | 2 septembre 2032                                                                                                                          |
| 19 novembre 2032                             | 3 décembre 2032                                                                                                                           |
| 21 février 2033                              | 7 mars 2033                                                                                                                               |

|                  |                  |
|------------------|------------------|
| 19 mai 2033      | 2 juin 2033      |
| 19 août 2033     | 2 septembre 2033 |
| 21 novembre 2033 | 5 décembre 2033  |
| 20 février 2034  | 6 mars 2034      |
| 19 mai 2034      | 2 juin 2034      |
| 21 août 2034     | 4 septembre 2034 |
| 20 novembre 2034 | 4 décembre 2034  |
| 19 février 2035  | 5 mars 2035      |
| 21 mai 2035      | 4 juin 2035      |
| 20 août 2035     | 3 septembre 2035 |
| 19 novembre 2035 | 3 décembre 2035  |
| 19 février 2036  | 4 mars 2036      |
| 19 mai 2036      | 2 juin 2036      |
| 19 août 2036     | 2 septembre 2036 |
| 19 novembre 2036 | 3 décembre 2036  |
| 19 février 2037  | 5 mars 2037      |
| 19 mai 2037      | 2 juin 2037      |

**Montant de remboursement anticipé :** Les Titres seront remboursés avant la Date d'Echéance si, à la date d'observation du remboursement anticipé, le Sous-Jacent est égal ou inférieur au taux de la barrière de remboursement anticipé. En cas de remboursement anticipé, vous recevrez à la date de paiement du remboursement anticipé qui suit immédiatement, en plus de tout paiement final du coupon conditionnel (le cas échéant), un paiement en espèces égal au paiement du remboursement anticipé de 1 000 EUR. Aucun paiement de coupon ne sera versé après cette date de paiement du remboursement anticipé. Les dates concernées sont indiquées dans le tableau ci-dessous.

| Tableau de paiement du remboursement anticipé   |                                                                                                                                              |
|-------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|
| Date(s) d'observation du remboursement anticipé | Date(s) de paiement du remboursement anticipé<br>sous réserve d'un ajustement conformément à la<br>convention de jour ouvré suivant modifiée |
| 19 août 2026                                    | 2 septembre 2026                                                                                                                             |
| 19 novembre 2026                                | 3 décembre 2026                                                                                                                              |
| 19 février 2027                                 | 5 mars 2027                                                                                                                                  |
| 19 mai 2027                                     | 2 juin 2027                                                                                                                                  |
| 19 août 2027                                    | 2 septembre 2027                                                                                                                             |
| 19 novembre 2027                                | 3 décembre 2027                                                                                                                              |
| 21 février 2028                                 | 6 mars 2028                                                                                                                                  |
| 19 mai 2028                                     | 2 juin 2028                                                                                                                                  |
| 21 août 2028                                    | 4 septembre 2028                                                                                                                             |
| 20 novembre 2028                                | 4 décembre 2028                                                                                                                              |
| 19 février 2029                                 | 5 mars 2029                                                                                                                                  |
| 21 mai 2029                                     | 4 juin 2029                                                                                                                                  |
| 20 août 2029                                    | 3 septembre 2029                                                                                                                             |
| 19 novembre 2029                                | 3 décembre 2029                                                                                                                              |
| 19 février 2030                                 | 5 mars 2030                                                                                                                                  |
| 20 mai 2030                                     | 3 juin 2030                                                                                                                                  |
| 19 août 2030                                    | 2 septembre 2030                                                                                                                             |
| 19 novembre 2030                                | 3 décembre 2030                                                                                                                              |
| 19 février 2031                                 | 5 mars 2031                                                                                                                                  |
| 19 mai 2031                                     | 2 juin 2031                                                                                                                                  |
| 19 août 2031                                    | 2 septembre 2031                                                                                                                             |
| 19 novembre 2031                                | 3 décembre 2031                                                                                                                              |
| 19 février 2032                                 | 4 mars 2032                                                                                                                                  |
| 19 mai 2032                                     | 2 juin 2032                                                                                                                                  |
| 19 août 2032                                    | 2 septembre 2032                                                                                                                             |
| 19 novembre 2032                                | 3 décembre 2032                                                                                                                              |
| 21 février 2033                                 | 7 mars 2033                                                                                                                                  |
| 19 mai 2033                                     | 2 juin 2033                                                                                                                                  |
| 19 août 2033                                    | 2 septembre 2033                                                                                                                             |
| 21 novembre 2033                                | 5 décembre 2033                                                                                                                              |
| 20 février 2034                                 | 6 mars 2034                                                                                                                                  |
| 19 mai 2034                                     | 2 juin 2034                                                                                                                                  |
| 21 août 2034                                    | 4 septembre 2034                                                                                                                             |
| 20 novembre 2034                                | 4 décembre 2034                                                                                                                              |
| 19 février 2035                                 | 5 mars 2035                                                                                                                                  |
| 21 mai 2035                                     | 4 juin 2035                                                                                                                                  |
| 20 août 2035                                    | 3 septembre 2035                                                                                                                             |
| 19 novembre 2035                                | 3 décembre 2035                                                                                                                              |
| 19 février 2036                                 | 4 mars 2036                                                                                                                                  |
| 19 mai 2036                                     | 2 juin 2036                                                                                                                                  |
| 19 août 2036                                    | 2 septembre 2036                                                                                                                             |
| 19 novembre 2036                                | 3 décembre 2036                                                                                                                              |
| 19 février 2037                                 | 5 mars 2037                                                                                                                                  |

**Montant de remboursement final** : Si les Titres ne sont pas remboursés de façon anticipée, vous recevrez, à la Date d'Échéance, 1 000 EUR.

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

Les modalités des Titres prévoient également qu'en cas de survenance de certains événements exceptionnels (1) des ajustements peuvent être apportés aux Titres et/ou (2) l'Émetteur peut rembourser les Titres de façon anticipée. Ces événements sont spécifiés dans les modalités des Titres et concernent principalement le Sous-Jacent, les Titres et l'Émetteur. Le rendement (le cas échéant) que vous recevez lors d'un tel remboursement anticipé est susceptible d'être différent des scénarios décrits ci-dessus et peut être inférieur au montant que vous avez investi.

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

Termes définis utilisés ci-dessus :

- **Taux de la barrière du remboursement anticipé** : 2,00 pour cent (2,00 %).
- **Taux de la barrière du coupon conditionnel** : 3,10 pour cent (3,10 %).
- **Date(s) de paiement du coupon fixe** : 2 septembre 2025, 3 décembre 2025, 5 mars 2026 et 2 juin 2026.

| <i>Sous-Jacent(s)</i>             | <i>Code Bloomberg</i> | <i>Administrateur</i>                |
|-----------------------------------|-----------------------|--------------------------------------|
| 10-Year EUR-EURIBOR ICE Swap Rate | EUAMDB10 Index        | ICE Benchmark Administration Limited |

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

**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 ?**

L'Émetteur (ou son représentant) demandera que les Titres soient cotés sur la Liste Officielle 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'Emission. 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 2024 et 2023. Les états financiers consolidés de JPMorgan Chase & Co. sont préparés conformément aux principes comptables généralement acceptés aux États-Unis ("**U.S. GAAP**").

| <b>Résumé des informations – compte de résultat</b> |                                                       |                                                       |
|-----------------------------------------------------|-------------------------------------------------------|-------------------------------------------------------|
| <b>(en millions de USD)</b>                         | <b>Exercice clos le 31 décembre 2024<br/>(audité)</b> | <b>Exercice clos le 31 décembre 2023<br/>(audité)</b> |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                   |                                                   |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|---------------------------------------------------|
| <b>Données sélectionnées du compte de résultat</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                   |                                                   |
| Revenu net                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | 58 471                                            | 49 552                                            |
| <b>Résumé des informations – bilan</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                                                   |                                                   |
| <b>(en millions de USD)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>Au 31 décembre 2024 (audité)</b>               | <b>Au 31 décembre 2023 (audité)</b>               |
| Total des actifs                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 4 002 814                                         | 3 875 393                                         |
| Dépôts                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | 2 406 032                                         | 2 400 688                                         |
| Dette à long terme                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | 401 418                                           | 391 825                                           |
| Total des fonds propres                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 344 758                                           | 327 878                                           |
| <b>Résumé des informations – flux de trésorerie</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                   |                                                   |
| <b>(en millions de USD)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>Exercice clos le 31 décembre 2024 (audité)</b> | <b>Exercice clos le 31 décembre 2023 (audité)</b> |
| Trésorerie nette fournie par/(utilisée dans) des activités d'exploitation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | (42 012)                                          | 12 974                                            |
| Trésorerie nette provenant/(utilisée dans) des activités d'investissement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | (163 403)                                         | 67 643                                            |
| Trésorerie nette provenant/(utilisée dans) des activités financières                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 63 447                                            | (25 571)                                          |
| <b>Qualifications dans le rapport d'audit sur les informations financières historiques</b> : Le rapport d'audit ne contient aucune réserve concernant les informations financières historiques du Garant qui y figurent.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                   |                                                   |
| <b>Facteurs de risque associés au Garant</b> : Le Garant est soumis aux principaux risques suivants : <ul style="list-style-type: none"> <li>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 humains. 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.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                   |                                                   |
| <b>Quels sont les risques clés spécifiques aux Titres?</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                   |                                                   |
| <b>Les facteurs de risque associés aux Titres</b> : Les Titres sont soumis aux risques clés suivants : <ul style="list-style-type: none"> <li><b>Risques liés à certaines caractéristiques des Titres</b> : <ul style="list-style-type: none"> <li>Le montant du coupon conditionnel ne sera payé que si le niveau, le prix ou toute autre valeur applicable du Sous-Jacent à la(aux) date(s) d'évaluation correspondante(s) atteint ou franchit une ou plusieurs barrières spécifiques. Il est possible que ce niveau, prix ou toute autre valeur applicable du Sous-Jacent à la(aux) date(s) d'évaluation correspondante(s) n'atteigne pas ou ne franchisse pas la(es) barrière(s) (selon le cas), et par conséquent, aucun coupon conditionnel ne sera payable à la date de paiement du coupon conditionnel correspondante. Cela signifie, qu'à l'exception du montant du coupon fixe de 16,25 EUR payable les 2 septembre 2025, 3 décembre 2025, 5 mars 2026 et 2 juin 2026, le montant du coupon payable pendant la durée des Titres variera et pourra être nul.</li> </ul> </li> <li><b>Risques liés au Sous-Jacent</b> : <ul style="list-style-type: none"> <li>Les performances passées du Sous-Jacent ne sont pas indicatives des performances futures ou de la variation, ou des tendances ou des fluctuations du niveau, du prix ou de toute autre valeur du Sous-Jacent qui peuvent se produire à l'avenir, et les performances peuvent être sujettes à des changements imprévisibles dans le temps. Le Sous-Jacent peut avoir une performance différente de la performance historique et, par conséquent, vous pourriez ne pas réaliser les rendements que vous prévoyez de recevoir en investissant dans les Titres.</li> <li>Si le Sous-Jacent n'apparaît pas sur la page correspondante et que le Sous-Jacent n'est pas publié par l'administrateur ou un distributeur autorisé, alors le Sous-Jacent sera déterminé par l'Agent de Calcul en tenant compte des indices de référence alternatifs alors disponibles et en prenant en compte les normes de l'industrie dans tout marché connexe (y compris, sans limitation, le marché des dérivés), y compris par référence au taux formellement recommandé pour</li> </ul> </li> </ul> |                                                   |                                                   |

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| <p>utilisation par l'administrateur du Sous-Jacent ou le superviseur ou l'autorité compétente et le taux fourni ou publié en dernier par l'administrateur.</p> <ul style="list-style-type: none"> <li>Si le Sous-Jacent de référence des Titres devait être interrompu ou déclaré non représentatif par son administrateur du marché ou de la réalité économique qu'il est censé mesurer, les montants payables sur les Titres qui se réfèrent à ce taux seront déterminés par les dispositions de repli applicables à ces Titres. Dans ce cas, l'Agent de Calcul peut déterminer les montants payables (le cas échéant) en remplaçant le taux initial par un taux de substitution ou de remplacement qu'il a déterminé (de bonne foi et de manière commercialement raisonnable, après avoir consulté toute source qu'il juge raisonnable) comme étant la norme acceptée par le secteur sur tout marché connexe (y compris le marché des dérivés), ou s'il détermine qu'il n'y en a pas, un taux de substitution ou de remplacement qu'il détermine comme étant une alternative commercialement raisonnable à ce taux, en tenant compte des normes du secteur en vigueur sur tout marché connexe (y compris le marché des dérivés), à condition que le taux de remplacement puisse inclure un facteur d'ajustement ou un spread (qui peut être positif ou négatif) et que l'Agent de Calcul puisse apporter les ajustements aux modalités des Titres qu'il juge appropriés.</li> <li><b>Pas de liquidité ou une liquidité limitée :</b> 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.</li> <li><b>Valeur sur le marché secondaire :</b> 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.</li> <li><b>Remboursement anticipé :</b> Les Titres peuvent être remboursés avant leur échéance prévue en fonction de la performance du Sous-Jacent à chaque date d'observation du remboursement anticipé ou dans certaines circonstances extraordinaires et, dans ce dernier cas, le montant de remboursement anticipé payé aux investisseurs peut être inférieur à leur investissement initial. Si les Titres font l'objet d'un remboursement anticipé, il se peut que vous ne puissiez réinvestir le produit qu'à des conditions de marché moins favorables qu'au moment de l'achat des Titres.</li> </ul> |
| <p><b>INFORMATIONS CLÉS SUR L'OFFRE DE TITRES AU PUBLIC ET/OU L'ADMISSION A LA NEGOCIATION SUR UN MARCHÉ RÉGLEMENTÉ</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <p><b>Dans quelles conditions et selon quel calendrier puis-je investir dans ce Titre?</b></p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <p><b>Modalités de l'offre</b></p> <p>Le prix de l'offre pour les souscriptions pendant la période de souscription et à la Date d'Émission : 1 000 EUR par Titre.</p> <p>Les Titres sont offerts pour souscription en France durant la période courant du 25 mars 2025 (inclus) au 10 mai 2025 (inclus) (la "Période d'Offre").</p> <p>Les Titres sont offerts sous réserve des conditions suivantes :</p> <ul style="list-style-type: none"> <li>l'offre des Titres est conditionnée à leur émission ;</li> <li>la Période d'Offre est susceptible d'être ajustée par ou pour le compte de l'Émetteur conformément aux réglementations applicables ; et</li> <li>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.</li> </ul> <p>Description de la procédure de souscription:</p> <ul style="list-style-type: none"> <li>les investisseurs peuvent demander à souscrire aux Titres durant la Période d'Offre ;</li> <li>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 ;</li> <li>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</li> <li>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.</li> </ul> <p>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.</p> <p>Détails du montant minimum et/ou maximum de souscription:</p>                                                                                                                                                                                                                                                      |

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| <ul style="list-style-type: none"> <li>le montant nominal total maximum de Titres qui seront émis est de 30 000 000 EUR ; et</li> <li>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.</li> </ul> <p>Détails du mode et des délais de paiement et de livraison des Titres :</p> <ul style="list-style-type: none"> <li>les Titres seront disponibles sur la base d'une (i) livraison contre paiement (en ce qui concerne la livraison des Titres par le négociateur (<i>dealer</i>) à l'investisseur) et (ii) livraison sans paiement (en ce qui concerne la livraison par l'agent français du programme (<i>French programme agent</i>) au négociateur (<i>dealer</i>)) ;</li> <li>les souscripteurs seront notifiés directement par le Distributeur du succès de leur souscription ; et</li> <li>le règlement et la livraison des Titres seront exécutés par l'intermédiaire du négociateur (<i>dealer</i>) pour des raisons techniques uniquement.</li> </ul> <p>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.</p> <p>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.</p> |
| <p><b><i>Estimation des frais imputés à l'investisseur par l'émetteur/l'offrant</i></b></p> <p>Il n'y a pas de frais estimés facturés à l'investisseur par l'Émetteur.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <p><b>Qui est l'offrant et/ou la personne qui demande l'admission à la négociation ?</b></p> <p>Voir le point intitulé "Le(s) Offrant(s) Autorisé(s)" ci-dessus.</p> <p>L'Émetteur est l'entité qui demande l'admission à la négociation des Titres.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <p><b>Pourquoi le Prospectus est-il produit ?</b></p> <p><b><i>Utilisation et montant net estimé du produit lorsqu'il est différent de la réalisation d'un profit</i></b></p> <p>Le résultat de l'émission des Titres sera utilisé par l'Émetteur pour ses besoins généraux (y compris les opérations de couverture).</p> <p>Le montant net estimé est le produit du Prix d'Emission et le montant nominal total des Titres qui seront émis.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <p><b><i>Accord de prise ferme sur une base d'engagement ferme</i></b> : L'offre des Titres n'est pas soumise à un contrat de prise ferme sur une base d'engagement ferme.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <p><b><i>Description de tout élément d'intérêt lié à l'émission/l'offre, y compris les intérêts conflictuels</i></b></p> <p>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 sociétés affiliées 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 le 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 au 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.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |