

**SUPPLEMENT No. 1 DATED 30 APRIL 2026 TO THE BASE
PROSPECTUS DATED 16 APRIL 2026**

J.P.Morgan

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

as Issuer

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

as Issuer

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

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

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

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

Structured Securities Programme for the issuance

of

Notes, Warrants and Certificates

Arranger and Dealer for the Programme

J.P. Morgan

Supplement to the Base Prospectus

This supplement (the "**Supplement**") constitutes a supplement to the base prospectus dated 16 April 2026 (the "**Base Prospectus**"), which constitutes four base prospectuses for the purposes of Article 8 of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"): (i) a base prospectus in respect of J.P. Morgan Structured Products B.V. ("**JPMSP**") (the "**JPMSP Base Prospectus**"), (ii) a base prospectus in respect of JPMorgan Chase Bank, N.A. (the "**JPMorgan Chase Bank, N.A. Base Prospectus**"), (iii) a base prospectus in respect of JPMorgan Chase & Co. (the "**JPMorgan Chase & Co. Base Prospectus**") and (iv) a base prospectus in respect of JPMorgan Chase Financial Company LLC ("**JPMCFC**") (the "**JPMCFC Base Prospectus**"), in each case, prepared in connection with the issue of non-equity securities under the Structured Securities Programme for the issuance of Notes, Warrants and Certificates (the "**Programme**") by JPMSP, JPMorgan Chase Bank, N.A., JPMorgan Chase & Co. and JPMCFC, irrevocably guaranteed in respect of Securities issued by JPMSP as to payment, delivery and other obligations by JPMorgan Chase Bank, N.A. and in respect of Securities issued by JPMCFC as to payment, delivery and other obligations by JPMorgan Chase & Co. Terms defined in the Base Prospectus have the same meanings when used in this Supplement. This Supplement constitutes a supplement to, and should be read in conjunction with, the JPMSP Base Prospectus, the JPMorgan Chase Bank, N.A. Base Prospectus, the JPMorgan Chase & Co. Base Prospectus and the JPMCFC Base Prospectus.

Purpose of Supplement

The purpose of this Supplement is to incorporate by reference into the Base Prospectus the JPMorgan Chase & Co. 14 April 2026 Form 8-K (as defined below).

Right to withdraw acceptances

In accordance with Article 23(2) of the Prospectus Regulation, investors in the European Economic Area who have already agreed to purchase or subscribe for Securities issued under the Base Prospectus before this Supplement is published and where the Securities have not yet been delivered to them at the time when the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances. This right is exercisable up to, and including 6 May 2026. Investors may contact the relevant Authorised Offeror(s) (as set out in the Final Terms of the relevant Securities) should they wish to exercise such right of withdrawal.

Status of Supplement

The Supplement is a supplement for the purposes of Article 23(1) of the Prospectus Regulation. On 16 April 2026, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the Base Prospectus for the purposes of Article 6 of the Luxembourg Law dated 16 July 2019 on prospectuses for securities.

The Supplement has also been approved by the Luxembourg Stock Exchange pursuant to the rules and regulations of the Luxembourg Stock Exchange for the Euro MTF Market in respect of Exempt Securities.

Responsibility

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

Information being supplemented

I. Incorporation by reference

This Supplement incorporates by reference into the Base Prospectus:

- (a) the Current Report on Form 8-K of JPMorgan Chase & Co. dated 14 April 2026, containing the earnings press release of JPMorgan Chase & Co. for the quarter ended 31 March 2026, as filed with the United States Securities and Exchange Commission (the "**JPMorgan Chase & Co. 14 April 2026 Form 8-K**") (available at <https://dl.luxse.com/dlp/102217e09569804e429a45636a6afa7887>).

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

Information incorporated by reference		Page Number
<i>From the JPMorgan Chase & Co. 14 April 2026 Form 8-K*</i>		
Item 2.02	Results of Operations and Financial Condition	Page 2
Item 9.01	Financial Statements and Exhibits	Page 2
Exhibit 99.1	JPMorgan Chase & Co. Earnings Release – First Quarter 2026 Results	Pages 4 to 11
Exhibit 99.2	JPMorgan Chase & Co. Earnings Release Financial Supplement – First Quarter 2026	Pages 12 to 40

* The page numbers set out above are references to the PDF pages included in the JPMorgan Chase & Co. 14 April 2026 Form 8-K, a copy of which is available on the website of the Luxembourg Stock Exchange (www.luxse.com).

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

General

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

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

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

**SUPPLEMENT No. 2 DATED 21 MAY 2026 TO THE BASE
PROSPECTUS DATED 16 APRIL 2026**

J.P.Morgan

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

as Issuer

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

as Issuer

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

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

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

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

Structured Securities Programme for the issuance

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Arranger and Dealer for the Programme

J.P. Morgan

Supplement to the Base Prospectus

This supplement (the "**Supplement**") constitutes a supplement to the base prospectus dated 16 April 2026 (the "**Original Base Prospectus**"), as supplemented by Supplement No. 1 dated 30 April 2026 (the Original Base Prospectus, as so supplemented, the "**Base Prospectus**"), which constitutes four base prospectuses for the purposes of Article 8 of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"): (i) a base prospectus in respect of J.P. Morgan Structured Products B.V. ("**JPMSP**") (the "**JPMSP Base Prospectus**"), (ii) a base prospectus in respect of JPMorgan Chase Bank, N.A. (the "**JPMorgan Chase Bank, N.A. Base Prospectus**"), (iii) a base prospectus in respect of JPMorgan Chase & Co. (the "**JPMorgan Chase & Co. Base Prospectus**") and (iv) a base prospectus in respect of JPMorgan Chase Financial Company LLC ("**JPMCFC**") (the "**JPMCFC Base Prospectus**"), in each case, prepared in connection with the issue of non-equity securities under the Structured Securities Programme for the issuance of Notes, Warrants and Certificates (the "**Programme**") by JPMSP, JPMorgan Chase Bank, N.A., JPMorgan Chase & Co. and JPMCFC, irrevocably guaranteed in respect of Securities issued by JPMSP as to payment, delivery and other obligations by JPMorgan Chase Bank, N.A. and in respect of Securities issued by JPMCFC as to payment, delivery and other obligations by JPMorgan Chase & Co. Terms defined in the Base Prospectus have the same meanings when used in this Supplement. This Supplement constitutes a supplement to, and should be read in conjunction with, the JPMSP Base Prospectus, the JPMorgan Chase Bank, N.A. Base Prospectus, the JPMorgan Chase & Co. Base Prospectus and the JPMCFC Base Prospectus.

Purpose of Supplement

The purpose of this Supplement is to:

- (a) incorporate by reference into the Base Prospectus the JPMorgan Chase & Co. 31 March 2026 Form 10-Q and the Supplement No. 2 to the Registration Document of JPMorgan Chase & Co. (each as defined below); and
- (b) make certain amendments and changes to the information in the sections entitled "Introduction to this Document", "General Conditions", "Form of Final Terms", "Form of Pricing Supplement" and "Subscription and Sale" in the Base Prospectus.

Right to withdraw acceptances

In accordance with Article 23(2) of the Prospectus Regulation, investors in the European Economic Area who have already agreed to purchase or subscribe for Securities issued under the Base Prospectus before this Supplement is published and where the Securities have not yet been delivered to them at the time when the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted have the right, exercisable within three working days after the publication of this Supplement, to withdraw their acceptances. This right is exercisable up to, and including 27 May 2026. Investors may contact the relevant Authorised Offeror(s) (as set out in the Final Terms of the relevant Securities) should they wish to exercise such right of withdrawal.

Status of Supplement

The Supplement is a supplement for the purposes of Article 23(1) of the Prospectus Regulation. On 16 April 2026, the *Commission de Surveillance du Secteur Financier* (the "**CSSF**") approved the Base Prospectus for the purposes of Article 6 of the Luxembourg Law dated 16 July 2019 on prospectuses for securities. The amendments included in this Supplement to the terms and conditions of the Securities shall only apply to Final Terms, the date of which falls on or after the approval of this Supplement (save where the Final Terms provide that the terms and conditions of the Securities are to be incorporated from an earlier base prospectus).

The Supplement has also been approved by the Luxembourg Stock Exchange pursuant to the rules and regulations of the Luxembourg Stock Exchange for the Euro MTF Market in respect of Exempt Securities.

Responsibility

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

Information being supplemented

I. Incorporation by reference

This Supplement incorporates by reference into the Base Prospectus:

- (a) the Quarterly Report on Form 10-Q of JPMorgan Chase & Co. for the quarter ended 31 March 2026, containing the unaudited consolidated financial statements of JPMorgan Chase & Co. for the quarter ended 31 March 2026, as filed with the United States Securities and Exchange Commission (the "**JPMorgan Chase & Co. 31 March 2026 Form 10-Q**") (available at <https://dl.luxse.com/dlp/104e1bad83d6204b59870ee7a74304e9fa>); and
- (b) Supplement No. 2 dated 20 May 2026 to the Registration Document dated 15 April 2026 of JPMorgan Chase & Co. ("**Supplement No. 2 to the Registration Document of JPMorgan Chase & Co.**") (available at <https://dl.luxse.com/dlp/10c2a761b9f00f4d6184af11050ec59879>).

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

Information incorporated by reference	Page Number
<i>From the JPMorgan Chase & Co. 31 March 2026 Form 10-Q</i>	
Part I - Financial information	
Item 1. Financial Statements.	
Consolidated Financial Statements – JPMorgan Chase & Co.:	
Consolidated statements of income (unaudited) for the three months ended March 31, 2026 and 2025	Page 80
Consolidated statements of comprehensive income (unaudited) for the three months ended March 31, 2026 and 2025	Page 81
Consolidated balance sheets (unaudited) at March 31, 2026 and December 31, 2025	Page 82
Consolidated statements of changes in stockholders' equity (unaudited) for the three months ended March 31, 2026 and 2025	Page 83
Consolidated statements of cash flows (unaudited) for the three months ended March 31, 2026 and 2025	Page 84
Notes to Consolidated Financial Statements (unaudited)	Pages 85 to 167
Report of Independent Registered Public Accounting Firm	Page 168
Consolidated Average Balance Sheets, Interest and Rates (unaudited) for the three months ended March 31, 2026 and 2025	Page 169
Glossary of Terms and Acronyms and Line of Business Metrics	Pages 170 to 181
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.	
Consolidated Financial Highlights	Page 3
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Executive Overview	Pages 5 to 8
Consolidated Results of Operations	Pages 9 to 11
Consolidated Balance Sheets and Cash Flows Analysis	Pages 12 to 14
Explanation and Reconciliation of the Firm's Use of Non-GAAP Financial Measures	Pages 15 to 16
Business Segment & Corporate Results	Pages 17 to 31
Firmwide Risk Management	Page 32

Capital Risk Management	Pages 33 to 40
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Consumer Credit Portfolio	Pages 50 to 53
Wholesale Credit Portfolio	Pages 54 to 62
Allowance for Credit Losses	Pages 63 o 65
Investment Portfolio Risk Management	Page 66
Market Risk Management	Pages 67 to 73
Country Risk Management	Page 74
Critical Accounting Estimates Used by the Firm	Pages 75 to 77
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Forward-Looking Statements	Page 79
Item 3. Quantitative and Qualitative Disclosures About Market Risk.	Page 179
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Part II - Other information	
Item 1. Legal Proceedings.	Page 179
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Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.	Pages 179
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Amendments to the section entitled General Information	Page 3

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

II. Amendments to the Introduction to this Document

The section entitled "Introduction to this Document" on pages ii to x of the Original Base Prospectus shall be amended as set out in Schedule 1 to this Supplement.

III. Amendments to the General Conditions

The section entitled "General Conditions" on pages 154 to 295 of the Original Base Prospectus shall be amended as set out in Schedule 2 to this Supplement.

IV. Amendments to the Form of Final Terms

The section entitled "Form of Final Terms" on pages 586 to 758 of the Original Base Prospectus shall be amended as set out in Schedule 3 to this Supplement.

V. Amendments to the Form of Pricing Supplement

The section entitled "Form of Pricing Supplement" on pages 759 to 770 of the Original Base Prospectus shall be amended as set out in Schedule 4 to this Supplement.

VI. Amendments to Subscription and Sale

The section entitled "Subscription and Sale" on pages 791 to 803 of the Original Base Prospectus shall be amended as set out in Schedule 5 to this Supplement.

General

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

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

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

SCHEDULE 1

INTRODUCTION TO THIS DOCUMENT

1. Amendments to the sub-section entitled What is this document?

The sub-section entitled "What is this document?" on page ii of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

"What is this document?"

This document (referred to as the "**Base Prospectus**") constitutes a "base prospectus" for the purposes of the EU Prospectus Regulation (as defined below) relating to the Securities (as described below) other than for Exempt Securities (as described below). This Base Prospectus, including the documents incorporated by reference into it, is intended to provide investors with information necessary to enable them to make an informed investment decision before purchasing Securities. It is valid for 12 months after its approval and will expire on 16 April 2027. This Base Prospectus replaces the 2025 Base Prospectus. It may be supplemented from time to time to reflect any significant new factor, material mistake or material inaccuracy relating to the information included in it. The obligation to supplement this Base Prospectus in the event of any significant new factor, material mistake or material inaccuracy relating to the information included in it does not apply when such Base Prospectus is no longer valid. References in this Base Prospectus to "**Exempt Securities**" are to Securities for which no prospectus is required to be published under the EU Prospectus Regulation."

2. Amendments to the sub-section entitled Offering restrictions in the United Kingdom

The sub-section entitled "Offering restrictions in the United Kingdom" on pages vi to vii of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

"Offering restrictions in the United Kingdom

If the Issue Terms in respect of any Securities includes a legend entitled "Prohibition of Sales to UK Retail Investors", the Securities are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is either one (or both) of the following:

- (a) not 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 European Union (Withdrawal) Act 2018 (as amended, the "EUWA"); or**
- (b) not a qualified investor as defined in paragraph 15 of Schedule 1 to the POATRs.**

Consequently, no disclosure document required by the FCA Product Disclosure Sourcebook ("DISC"), for offering, selling or distributing the Securities or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering, selling or distributing the Securities or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the rules in DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.

Notwithstanding the above paragraph, in the case where the Issue Terms in respect of any Securities does not specify "Prohibition of Sales to UK Retail Investors" to be not applicable but where the Dealer subsequently prepares and publishes a disclosure document as required by the DISC in respect of such Securities, then following such publication, the prohibition on the offering, sale, distribution or otherwise making available the Securities to a retail investor in the United Kingdom as described in the above paragraph and in such legend shall no longer apply."

SCHEDULE 2

GENERAL CONDITIONS

1. Amendments to the General Conditions

- (a) The paragraph beginning with "The terms and conditions of the Securities comprise (i) these General Conditions, (ii) the applicable..." at the preamble to the General Conditions on page 155 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

"The terms and conditions of the Securities comprise (i) these General Conditions, (ii) the applicable Payout Conditions and (iii) the applicable Reference Asset Linked Conditions, as completed by the issue specific details relating to the Securities as set out in the relevant Issue Terms (as defined below) (together, the "**Terms and Conditions of the Securities**"). The Issue Terms mean either (a) where the Securities are a tranche that are not Exempt Securities (as defined below), the issue specific details will be set out in a final terms document (the "**Final Terms**") or (b) where the Securities are a tranche of Securities which are neither admitted to trading on a regulated market in the European Economic Area nor offered in the European Economic Area in circumstances where a prospectus is required to be published under the EU Prospectus Regulation ("**Exempt Securities**"), the issue specific details relating to such Exempt Securities will be set out in a pricing supplement document (the "**Pricing Supplement**") which may specify other terms and conditions which shall, to the extent so specified or to the extent inconsistent with these General Conditions and/or the applicable Payout Conditions and/or the applicable Reference Asset Linked Conditions, replace or modify these General Conditions and/or the applicable Payout Conditions and/or the applicable Reference Asset Linked Conditions for the purposes of such Exempt Securities, and references to Issue Terms should be construed accordingly."

SCHEDULE 3

FORM OF FINAL TERMS

1. Amendments to the legend for Prohibition of Sales to UK Retail Investors

The legend beginning with "[Include if applicable: **PROHIBITION OF SALES TO UK RETAIL INVESTORS**]" on page 586 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

"[Include if applicable: **PROHIBITION OF SALES TO UK RETAIL INVESTORS**: The Securities are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is either one (or both) of the following:

- (a) not 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 European Union (Withdrawal) Act 2018 (as amended, the "EUWA"); or
- (b) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the "POATRs").

Consequently, no disclosure document required by the FCA Product Disclosure Sourcebook ("**DISC**"), for offering, selling or distributing the Securities or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering, selling or distributing the Securities or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the rules in DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024. Notwithstanding the above, if the Dealer subsequently prepares and publishes a disclosure document as required by the DISC in respect of the Securities, then the prohibition on the offering, sale, distribution or otherwise making available the Securities to a retail investor in the United Kingdom as described above shall no longer apply.]"

2. Amendments to Part A – Contractual Terms

In the section entitled "Part A – Contractual Terms", line item 63 entitled "Prohibition of Sales to UK Retail Investors" on pages 744 to 745 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

- "63. **Prohibition of Sales to UK Retail Investors:** [Applicable/Not Applicable] *[[Insert if applicable for securities firm or trust bank offerings:* The Securities may only be offered, sold, distributed or otherwise made available to a retail investor in the United Kingdom if a disclosure document required by the FCA Product Disclosure Sourcebook ("**DISC**") in respect of the Securities has been prepared and published. Consequently, any offer, sale, distribution or transfer of the Securities to retail investors in the UK is prohibited unless the Dealer has confirmed that a disclosure document required by the DISC in respect of the Securities has been prepared and published. For these purposes, a retail investor means a person who is either one (or both) of the following: (i) not 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 (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and

Admissions to Trading Regulations 2024
(the "POATRs"]"

SCHEDULE 4

FORM OF PRICING SUPPLEMENT

1. Amendments to the legend for Prohibition of Sales to UK Retail Investors

The legend beginning with "[*Include if applicable*: **PROHIBITION OF SALES TO UK RETAIL INVESTORS**]" on page 759 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

"[*Include if applicable*: **PROHIBITION OF SALES TO UK RETAIL INVESTORS**: The Securities are not intended to be offered, sold, distributed or otherwise made available to and should not be offered, sold, distributed or otherwise made available to any retail investor in the United Kingdom. For these purposes, a retail investor means a person who is either one (or both) of the following:

- (a) not 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 European Union (Withdrawal) Act 2018 (as amended, the "**EUWA**"); or
- (b) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024 (the "**POATRs**").

Consequently, no disclosure document required by the FCA Product Disclosure Sourcebook ("**DISC**"), for offering, selling or distributing the Securities or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering, selling or distributing the Securities or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the rules in DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024. Notwithstanding the above, if the Dealer subsequently prepares and publishes a disclosure document as required by the DISC in respect of the Securities, then the prohibition on the offering, sale, distribution or otherwise making available the Securities to a retail investor in the United Kingdom as described above shall no longer apply.]"

SCHEDULE 5

SUBSCRIPTION AND SALE

1. Amendments to the section entitled United Kingdom

The sub-section entitled "Prohibition of Sales to UK Retail Investors" under the section entitled "United Kingdom" on pages 800 to 801 of the Original Base Prospectus shall be deleted in its entirety and replaced with the following:

"Prohibition of Sales to UK Retail Investors"

Unless the Issue Terms in respect of any Securities specifies the "Prohibition of Sales to UK Retail Investors" to be "Not Applicable", each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold, distributed or otherwise made available and will not offer, sell, distribute or otherwise make available any Securities which are the subject of the offering contemplated by the Base Prospectus as completed by the Issue Terms in relation thereto to any retail investor in the United Kingdom. For the purposes of this provision:

- (a) the expression "retail investor" means a person who is either one (or both) of the following:
 - (i) not 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 European Union (Withdrawal) Act 2018 (as amended, the "EUWA"); or
 - (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the POATRs; and
- (b) the expression "offer" includes the communication in any form and by any means of sufficient information on the terms of the offer and the Securities to be offered so as to enable an investor to decide to buy or subscribe for the Securities.

Notwithstanding the above, in the case where the Issue Terms in respect of any Securities does not specify the "Prohibition of Sales to UK Retail Investors" to be not applicable but where the Dealer subsequently prepares and publishes a disclosure document as required by the FCA Product Disclosure Sourcebook in respect of such Securities, then following such publication, the prohibition on the offering, sale, distribution or otherwise making available the Securities to a retail investor in the United Kingdom as described above shall no longer apply."