SUPPLEMENT No. 5 DATED 29 SEPTEMBER 2022 TO THE BASE PROSPECTUS DATED 21 APRIL 2022

J.P.Morgan

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

as Issuer

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

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

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

as Issuer

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 21 April 2022 (the "**Original Base Prospectus**"), as supplemented by Supplement No. 1 dated 18 May 2022, Supplement No. 2 dated 14 July 2022, Supplement No. 3 dated 28 July 2022 and Supplement No. 4 dated 18 August 2022 (the Original Base Prospectus, as so supplemented, the "**Base Prospectus**"), which constitutes three 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**"), and (iii) a base prospectus in respect of JPMorgan Chase & Co. (the "**JPMorgan Chase & Co. 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. and JPMorgan Chase & Co., irrevocably guaranteed in respect of Securities issued by JPMSP as to payment, delivery and other obligations by JPMorgan Chase Bank, N.A. 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 and the JPMorgan Chase & Co. Base Prospectus.

Purpose of Supplement

The purpose of this Supplement is to:

(a) incorporate by reference into the Base Prospectus the JPMSP 2022 Interim Financial Statements and the Supplement No. 1 to the Registration Document of JPMSP (each as defined below); and

(b) amend and supplement the information in the section entitled "Documents Incorporated by Reference" in the Base Prospectus.

Right to withdraw acceptances

In accordance with Article 23(2)(a) of the Prospectus Regulation, investors in the European Economic Area who have already agreed to purchase or subscribe for Securities issued under the Programme 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 4 October 2022. 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 21 April 2022, 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.

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, 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 J.P. Morgan Structured Products B.V. Financial Statements for the six month period ended 30 June 2022 (the "**JPMSP 2022 Interim Financial Statements**") (available at https://dl.bourse.lu/dlp/1021f15dfab94a4ec0b3dec4db3a478ee0); and

(b) Supplement No. 1 dated 28 September 2022 to the Registration Document dated 20 April 2022 of JPMorgan Structured Products B.V. ("**Supplement No. 1 to the Registration Document of JPMSP**") (available at https://dl.bourse.lu/dlp/10ab3082b323984b6bb676515d5e1da719).

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

Information incorporated by reference	**Page Number**
From the JPMSP 2022 Interim Financial Statements	
Directors' Report	Pages 1 to 6
Financial Statements:	
Balance Sheet	Page 7
Income statement and statement of comprehensive income	Page 8
Statement of changes in equity	Page 9
Statements of cash flows	Page 10
Notes to the financial statements	Pages 11 to 31
Other information:	
Profit appropriation according to the Articles of Association	Page 31
From Supplement No. 1 to the Registration Document of JPMSP	
Amendments to the section entitled General Information	Pages 2 to 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 section entitled Documents Incorporated by Reference

The information incorporated by reference from the JPMSP Registration Document set out in the table in the section entitled "Documents Incorporated by Reference" on page 72 of the Original Base Prospectus shall be supplemented by inserting a new explanatory note as follows:

From the JPMSP Registration Document	
Risk factors relating to JPMSP	Pages 4 to 40
Documents incorporated by reference*	Page 41
Information relating to JPMSP	Pages 42 to 45
General Information	Page 46

*The auditor's report contained in the JPMSP 2021 Annual Report incorporated by reference into this Base Prospectus from the JPMSP Registration Document is the original auditor's report that was issued on 13 April 2022 with respect to the JPMSP 2021 Annual Report. The paragraph headed "European Single Electronic Format (ESEF)" on page 8 of the auditor's report (PDF page 44 of the JPMSP 2021 Annual

Report) relates to the official 2021 annual report of JPMSP (as prepared in XHTML format) in accordance with the applicable Regulatory Technical Standards (RTS) on ESEF, and is not applicable for the financial information and format as set out in the JPMSP Registration Document.

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