

**SUPPLEMENT No. 10 DATED 29 FEBRUARY 2024 TO THE
BASE PROSPECTUS DATED 20 APRIL 2023 AND TO EACH
OF THE FINAL TERMS DATED 20 DECEMBER 2023, 30
JANUARY 2024, 16 FEBRUARY 2024, 19 FEBRUARY 2024, 23
FEBRUARY 2024 AND 26 FEBRUARY 2024**

J.P.Morgan

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

as Issuer

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

as Issuer

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

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

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

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

Structured Securities Programme for the issuance

of

Notes, Warrants and Certificates

Arranger and Dealer for the Programme

J.P. Morgan

Supplement to the Base Prospectus

This supplement (the "**Supplement**") constitutes a supplement to the base prospectus dated 20 April 2023 (the "**Original Base Prospectus**"), as supplemented by Supplement No. 1 dated 17 May 2023, Supplement No. 2 dated 26 May 2023, Supplement No. 3 dated 13 July 2023, Supplement No. 4 dated 27 July 2023, Supplement No. 5 dated 17 August 2023, Supplement No. 6 dated 21 September 2023, Supplement No. 7 dated 26 October 2023, Supplement No. 8 dated 16 November 2023 and Supplement No. 9 dated 25 January 2024 (the Original Base Prospectus, as so supplemented, the "**Base Prospectus**"), which constitutes four base prospectuses for the purposes of Article 8 of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"): (i) a base prospectus in respect of J.P. Morgan Structured Products B.V. ("**JPMSP**") (the "**JPMSP Base Prospectus**"), (ii) a base prospectus in respect of JPMorgan Chase Bank, N.A (the "**JPMorgan Chase Bank, N.A. Base Prospectus**"), (iii) a base prospectus in respect of JPMorgan Chase & Co. (the "**JPMorgan Chase & Co. Base Prospectus**") and (iv) a base prospectus in respect of JPMorgan Chase Financial Company LLC ("**JPMCFC**") (the "**JPMCFC Base Prospectus**"), in each case, prepared in connection with the issue of non-equity securities under the Structured Securities Programme for the issuance of Notes, Warrants and Certificates (the "**Programme**") by JPMSP, JPMorgan Chase Bank, N.A., JPMorgan Chase & Co. and JPMCFC, irrevocably guaranteed in respect of Securities issued by JPMSP as to payment, delivery and other obligations by JPMorgan Chase Bank, N.A. and in respect of Securities issued by JPMCFC as to payment, delivery and other obligations by JPMorgan Chase & Co. Terms defined in the Base Prospectus have the same meanings when used in this Supplement. This Supplement constitutes a supplement to, and should be read in conjunction with, the JPMSP Base Prospectus, the JPMorgan Chase Bank, N.A. Base Prospectus, the JPMorgan Chase & Co. Base Prospectus and the JPMCFC Base Prospectus.

This Supplement also constitutes a supplement to:

- the Final Terms dated 20 December 2023 relating to the issue of up to EUR 10,000,000 Three-Year Autocallable Notes linked to the EURO STOXX 50® (Price) Index, due March 2027 (ISIN: XS2381772198) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus (the "**JPMSP Final Terms dated 20 December 2023 (ISIN: XS2381772198)**");
- the Final Terms dated 30 January 2024 relating to the issue of EUR up to 2,000,000 Six-Year Autocallable Barrier Reverse Convertible Notes linked to a Basket of Shares, due March 2030 (ISIN: XS2381769137) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus (the "**JPMSP Final Terms dated 30 January 2024 (ISIN: XS2381769137)**");
- the Final Terms dated 19 February 2024 relating to the issue of up to EUR 6,000,000 Six-Year Autocallable Barrier Reverse Convertible Notes linked to the FTSE Nordea Bank Abp 0.8 Fixed Point Decrement Act-365 2023 Mar24 Index , due March 2030 (ISIN: XS2381768592) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus (the "**JPMSP Final Terms dated 19 February 2024 (ISIN: XS2381768592)**");
- the Final Terms dated 23 February 2024 relating to the issue of up to USD 50,000,000 1-Year 10.50% p.a. Autocallable Barrier Reverse Convertible Notes, linked to the ordinary share of Microsoft Corporation, the Class C Share of Alphabet Inc. and the ordinary share of Apple Inc., due at the latest on 21 March 2025 (ISIN: DE000JK32XB8) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus (the "**JPMSP Final Terms dated 23 February 2024 (ISIN: DE000JK32XB8)**");
- the Final Terms dated 26 February 2024 relating to the issue of up to CHF 50,000,000 1.5-Year 7.50% p.a. Autocallable Barrier Reverse Convertible Notes, linked to the ordinary share of Bâloise Holding AG, the ordinary share of Swiss Life Holding AG and the ordinary share of Zurich Insurance Group AG, due at the latest on 22 September 2025 (ISIN: DE000JK32XC6) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus (the "**JPMSP Final Terms dated 26 February 2024 (ISIN: DE000JK32XC6)**");
- the Final Terms dated 26 February 2024 relating to the issue of up to 2,000 4-Year 6.60% p.a. Autocallable Barrier Reverse Convertible Certificates, linked to the EURO STOXX 50® Index (Price Index), the NASDAQ-100 Index® (Price Index), the Nikkei 225® Stock Average Index (Price Index) and the Austrian Traded Index (Price Index), due at the latest on 29 March 2028

(ISIN: DE000JK2KZG5) issued under the Programme by JPMSP pursuant to the JPMSP Base Prospectus (the "**JPMSP Final Terms dated 26 February 2024 (ISIN: DE000JK2KZG5)**"); and

- the Final Terms dated 16 February 2024 relating to the issue of EUR 30,000,000 Eight-Year Autocallable Barrier Reverse Convertible Notes linked to a Basket of Shares, due April 2032 (ISIN: XS2570181300) issued under the Programme by JPMCFC pursuant to the JPMCFC Base Prospectus (the "**JPMCFC Final Terms dated 16 February 2024 (ISIN: XS2570181300)**").

Purpose of Supplement

The purpose of this Supplement is to:

- (a) incorporate by reference into the Base Prospectus the JPMorgan Chase & Co. 2023 Form 10-K, the JPMorgan Chase Bank, N.A. 2023 Audited Financial Statements, the Supplement No. 8 to the Registration Document of JPMorgan Chase & Co, the Supplement No. 8 to the Registration Document of JPMorgan Chase Bank, N.A., the Supplement No. 3 to the Registration Document of JPMSP and the Supplement No. 9 to the Registration Document of JPMCFC (each as defined below); and
- (b) amend and supplement the information in the Summary of each of the JPMSP Final Terms dated 20 December 2023 (ISIN: XS2381772198), JPMSP Final Terms dated 30 January 2024 (ISIN: XS2381769137), JPMSP Final Terms dated 19 February 2024 (ISIN: XS2381768592), JPMSP Final Terms dated 23 February 2024 (ISIN: DE000JK32XB8), JPMSP Final Terms dated 26 February 2024 (ISIN: DE000JK32XC6), JPMSP Final Terms dated 26 February 2024 (ISIN: DE000JK2KZG5) and JPMCFC Final Terms dated 16 February 2024 (ISIN: XS2570181300).

Right to withdraw acceptances

In accordance with Article 23(2) of the Prospectus Regulation, investors in the European Economic Area who have already agreed to purchase or subscribe for Securities issued under the Base Prospectus before this Supplement is published and where the Securities have not yet been delivered to them at the time when the significant new factor, material mistake or material inaccuracy to which this Supplement relates arose or was noted have the right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances. This right is exercisable up to, and including 4 March 2024. Investors may contact the relevant Authorised Offeror(s) (as set out in the Final Terms of the relevant Securities) should they wish to exercise such right of withdrawal.

Status of Supplement

The Supplement is a supplement for the purposes of Article 23(1) of the Prospectus Regulation. On 20 April 2023, 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 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 the following documents by reference into the Base Prospectus:

- (a) the Annual Report on Form 10-K of JPMorgan Chase & Co. for the year ended 31 December 2023 as filed with the U.S. Securities and Exchange Commission (the "**JPMorgan Chase & Co. 2023 Form 10-K**") (available at <https://dl.luxse.com/dlp/10883aea03c4c24c74938f5b3ed47a4fc0>);
- (b) the audited consolidated financial statements of JPMorgan Chase Bank, N.A. as at 31 December 2023 and 2022 and for each of the three years in the period ended 31 December 2023 (the "**JPMorgan Chase Bank, N.A. 2023 Audited Financial Statements**") (available at <https://dl.luxse.com/dlp/10e858f50f62f54458b6c323581f731f75>);
- (c) Supplement No. 8 dated 28 February 2024 to the Registration Document dated 19 April 2023 of JPMorgan Chase & Co. ("**Supplement No. 8 to the Registration Document of JPMorgan Chase & Co.**") (available at <https://dl.luxse.com/dlp/108074600a54414cabbf5723fd31fa38dc>);
- (d) Supplement No. 8 dated 28 February 2024 to the Registration Document dated 19 April 2023 of JPMorgan Chase Bank, N.A. ("**Supplement No. 8 to the Registration Document of JPMorgan Chase Bank, N.A.**") (available at <https://dl.luxse.com/dlp/106107eec6f7e64b78961c0cc9e83043d4>);
- (e) Supplement No. 3 dated 28 February 2024 to the Registration Document dated 19 April 2023 of J.P. Morgan Structured Products B.V. ("**Supplement No. 3 to the Registration Document of JPMSP**") (available at <https://dl.luxse.com/dlp/102078a780e7d94147b5e4b2561d2412ef>); and
- (f) Supplement No. 9 dated 28 February 2024 to the Registration Document dated 19 April 2023 of JPMorgan Chase Financial Company LLC ("**Supplement No. 9 to the Registration Document of JPMCFC**") (available at <https://dl.luxse.com/dlp/101c5304fb543f481c809cb35a9cb8bc36>).

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 Reference

From the JPMorgan Chase & Co. 2023 Form 10-K

Part I

Item 1	Business	Page 1
	Overview	Page 1
	Business segments	Page 1
	Competition	Page 1
	Human capital	Pages 2 to 3
	Supervision and regulation	Pages 4 to 8
	Distribution of assets, liabilities and stockholders' equity; interest rates and interest differentials	Pages 310 to 314
	Return on equity and assets	Pages 46, 170, 310
	Investment securities portfolio	Page 227
	Loans	Pages 113 to 130, 235 to 254
	Allowance for credit losses	Pages 131 to 133, 255 to 260

	Deposits	Page 274
Item 1B	Unresolved staff comments	Page 34
Item 2	Properties	Page 34
Item 3	Legal proceedings	Page 34
Item 4	Mine safety disclosures	Page 34
Part II		
Item 5	Market for registrant's common equity, related stockholder matters and issuer purchases of equity securities	Page 35
Item 6	Reserved	Page 35
Item 7	Management's discussion and analysis of financial condition and results of operations	Page 35
Item 7A	Quantitative and qualitative disclosures about market risk	Page 35
Item 8	Financial statements and supplementary data	Page 36
Item 9	Changes in and disagreements with accountants on accounting and financial disclosure	Page 36
Item 9A	Controls and procedures	Page 36
Item 9B	Other information	Page 37
Item 9C	Disclosure regarding foreign jurisdictions that prevent inspections	Page 37
Part III		
Item 10	Directors, executive officers and corporate governance	Page 38
Item 11	Executive compensation	Page 39
Item 12	Security ownership of certain beneficial owners and management and related stockholder matters	Page 39
Item 13	Certain relationships and related transactions, and director independence	Page 39
Item 14	Principal accounting fees and services	Page 39
Part IV		
Financial		
	Three-Year Summary of Consolidated Financial Highlights	Page 46
	Five-Year Stock Performance	Page 47
Management's discussion and analysis		
	Introduction	Page 48
	Executive Overview	Pages 49 to 53
	Consolidated Results of Operations	Pages 54 to 57
	Consolidated Balance Sheets and Cash Flows Analysis	Pages 58 to 61
	Explanation and Reconciliation of the Firm's Use of Non-GAAP Financial Measures	Pages 62 to 64
	Business Segment Results	Pages 65 to 67
	Consumer & Community Banking	Pages 68 to 71
	Corporate & Investment Bank	Pages 72 to 77
	Commercial Banking	Pages 78 to 80
	Asset & Wealth Management	Pages 81 to 83
	Corporate	Pages 84 to 85
	Firmwide Risk Management	Pages 86 to 89
	Strategic Risk Management	Page 90
	Capital Risk Management	Pages 91 to 101
	Liquidity Risk Management	Pages 102 to 109

Reputation Risk Management	Page 110
Credit and Investment Risk Management	Pages 111 to 112
Credit Portfolio	Page 113
Consumer Credit Portfolio	Pages 114 to 119
Wholesale Credit Portfolio	Pages 120 to 130
Allowance for Credit Losses	Pages 131 to 133
Investment Portfolio Risk Management	Page 134
Market Risk Management	Pages 135 to 143
Country Risk Management	Pages 144 to 145
Climate Risk Management	Page 146
Operational Risk Management	Pages 147 to 150
Compliance Risk Management	Page 151
Conduct Risk Management	Page 152
Legal Risk Management	Page 153
Estimations & Model Risk Management	Page 154
Critical Accounting Estimates Used by the Firm	Pages 155 to 158
Accounting and Reporting Developments	Pages 159 to 160
Forward-Looking Statements	Page 161
Audited financial statements	
Management's Report on Internal Control Over Financial Reporting	Page 162
Report of Independent Registered Public Accounting Firm	Pages 163 to 165
Consolidated Financial Statements	
Consolidated statements of income	Page 166
Consolidated statements of comprehensive income	Page 167
Consolidated balance sheets	Page 168
Consolidated statements of changes in stockholders' equity	Page 169
Consolidated statements of cash flows	Page 170
Notes to Consolidated Financial Statements	Pages 171 to 309
Supplementary information	
Distribution of assets, liabilities and stockholders' equity; interest rates and interest differentials	Pages 310 to 311
Interest rates and interest differential analysis of net interest income - U.S. and non-U.S.	Pages 312 to 313
Changes in net interest income, volume and rate analysis	Page 314
Glossary of Terms and Acronyms	Pages 315 to 321
Signatures	Page 322
Exhibits	Pages 325 to 423*

* Only in respect of the Exhibits, the page numbers set out above are references to the PDF pages included in the JPMorgan Chase & Co. 2023 Form 10-K.

From the JPMorgan Chase Bank, N.A. 2023 Audited Financial Statements

Report of Independent Auditors	Pages 1 to 2
Consolidated Financial Statements:	
Consolidated Statements of Income	Page 3
Consolidated Statements of Comprehensive Income	Page 4
Consolidated Balance Sheets	Page 5
Consolidated Statements of Changes in Stockholder's Equity	Page 6
Consolidated Statements of Cash Flows	Page 7
Notes to Consolidated Financial Statements	Pages 8 to 137
Supplementary Information (unaudited):	
Glossary of Terms and Acronyms	Pages 138 to 142

From Supplement No. 8 to the Registration Document of JPMorgan Chase & Co.

Amendments to the section entitled "Risk Factors" Pages 4, 6 to 40
Amendments to the section entitled "General Information" Page 4

From Supplement No. 8 to the Registration Document of JPMorgan Chase Bank, N.A.

Amendments to the section entitled "Risk Factors" Pages 4, 7 to 41
Amendments to the section entitled "General Information" Pages 4 to 5

From Supplement No. 3 to the Registration Document of JPMSP

Amendments to the section entitled "Risk Factors" Pages 2, 4 to 38
Amendments to the section entitled "J.P. Morgan Structured Products B.V." Page 2

From Supplement No. 9 to the Registration Document of JPMCFC

Amendments to the section entitled "Risk Factors" Pages 4, 6 to 40

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 Summary of the relevant Final Terms

1. Amendments to the Summary of the relevant JPMSP Final Terms

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

- (i) pages 25 to 26 of the JPMSP Final Terms dated 20 December 2023 (ISIN: XS2381772198);
- (ii) pages 25 to 26 of the JPMSP Final Terms dated 30 January 2024 (ISIN: XS2381769137);
- (iii) page 28 of the JPMSP Final Terms dated 19 February 2024 (ISIN: XS2381768592);
- (iv) page 23 of the JPMSP Final Terms dated 23 February 2024 (ISIN: DE000JK32XB8);
- (v) page 23 of the JPMSP Final Terms dated 26 February 2024 (ISIN: DE000JK32XC6); and
- (vi) page 24 of the JPMSP Final Terms dated 26 February 2024 (ISIN: DE000JK2KZG5),

shall be deleted and replaced with the following:

"Key financial information of the Guarantor: The following key financial information has been extracted from the audited consolidated financial statements of JPMorgan Chase Bank, N.A. for the years ended 31 December 2023 and 2022. JPMorgan Chase Bank, N.A.'s consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP").		
Summary information – income statement		
(in USD millions)	Year ended 31 December 2023 (audited)	Year ended 31 December 2022 (audited)
Selected income statement data		
Noninterest revenue	54,037	50,555
Net interest income	92,984	68,422
Provision for credit losses	8,996	6,347

Total noninterest expense	78,460	68,736
Income before income tax expense	59,565	43,894
Net income	47,496	34,342
Summary information – balance sheet		
(in USD millions)	As at 31 December 2023 (audited)	As at 31 December 2022 (audited)
Loans, net of allowance for loan losses	1,297,809	1,113,271
Total assets	3,395,126	3,201,942
Deposits	2,498,231	2,440,722
Long-term debt	206,945	75,138
Total stockholder's equity	299,279	303,620"

2. Amendments to the Summary of the relevant JPMCFC Final Terms

The sub-section entitled "Key financial information of the Guarantor" under the section headed "Is there a guarantee attached to the Securities?" on page 29 of the JPMCFC Final Terms dated 16 February 2024 (ISIN: XS2570181300) shall be deleted and replaced with the following:

"Key financial information of the Guarantor: The following key financial information has been extracted from the audited consolidated financial statements of JPMorgan Chase & Co. for the years ended 31 December 2023 and 2022. JPMorgan Chase & Co.'s consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP").		
Summary information – income statement		
(in USD millions)	Year ended 31 December 2023 (audited)	Year ended 31 December 2022 (audited)
Selected income statement data		
Net income	49,552	37,676
Summary information – balance sheet		
(in USD millions)	As at 31 December 2023 (audited)	As at 31 December 2022 (audited)
Total assets	3,875,393	3,665,743
Deposits	2,400,688	2,340,179
Long-term debt	391,825	295,865
Total stockholders' equity	327,878	292,332
Summary information – cash flow		
(in USD millions)	As at 31 December 2023 (audited)	As at 31 December 2022 (audited)
Net cash provided by/(used in) operating activities	12,974	107,119

Net cash provided by/(used in) investing activities	67,643	(137,819)
Net cash provided by/(used in) financing activities	(25,571)	(126,257)"

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).