

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 (Rule 14a-101)

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No. _____)

X Filed by the Registrant

o Filed by a Party other than the Registrant

CHECK THE APPROPRIATE BOX:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

JPMorgan Chase & Go.

(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

PAYMENT OF FILING FEE (CHECK THE APPROPRIATE BOX):

- No fee required.
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 - 1) Title of each class of securities to which transaction applies:
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2022 Proxy summary

This summary highlights information in the 2022 proxy statement. This summary does not contain all the information you should consider, and you should read the entire proxy statement carefully before voting.

Your vote is important. For more information on voting and attending the annual meeting, see “Information about the annual shareholder meeting” on page 104 of the 2022 proxy statement.

Annual meeting overview: Matters to be voted on

✓ MANAGEMENT PROPOSALS

The Board of Directors recommends you vote FOR each director nominee and FOR the following proposals
(for more information see page referenced in the 2022 proxy statement):

- | | |
|--|----|
| 1. Election of Directors | 10 |
| 2. Advisory resolution to approve executive compensation | 37 |
| 3. Ratification of independent registered public accounting firm | 85 |

✗ SHAREHOLDER PROPOSALS (if they are properly introduced at the meeting)

The Board of Directors recommends you vote AGAINST each of the following shareholder proposals
(for more information see page referenced in the 2022 proxy statement):

- | | |
|---|-----|
| 4. Fossil fuel financing | 92 |
| 5. Special shareholder meeting improvement | 94 |
| 6. Independent board chairman | 96 |
| 7. Board diversity resolution | 98 |
| 8. Conversion to public benefit corporation | 100 |
| 9. Report on setting absolute contraction targets | 102 |

The Firm demonstrated strong financial performance in 2021

The Firm continued to build upon its strong momentum from prior years amid the continued challenges of COVID-19. In 2021, the Firm reported record revenue¹ of \$125.3 billion and net income of \$48.3 billion, or \$15.36 per share, with return on common equity ("ROE") of 19% and return on tangible common equity ("ROTCE")² of 23%, while returning \$28.5 billion of capital to shareholders (including common dividends and net share repurchases). The Firm's results for 2021 included a reduction in the allowance for credit losses of \$12.1 billion. We gained market share in our businesses, demonstrated strong expense discipline while continuing to invest into our businesses, continued to achieve high customer satisfaction scores and maintained a fortress balance sheet.

JPMORGAN CHASE & CO.

\$48.3B

NET INCOME

\$15.36

EARNINGS
PER SHARE ("EPS")

19%

ROE

23%

ROTCE²

\$88.07

BOOK VALUE
PER SHARE
("BVPS")

\$71.53

TANGIBLE
BOOK VALUE
PER SHARE
("TBVPS")²

\$28.5B

NET CAPITAL
DISTRIBUTIONS³

CONSUMER & COMMUNITY BANKING

\$20.9B

NET INCOME

41%

ROE

- Revenue¹ of \$50.1B
- Average deposits of \$1.1T (up 24%); average loans of \$434.0B (down 3%)
- #1 in U.S. retail deposit market share⁴
- Maintained #1 market share in Card, based on U.S. sales and outstandings
- Largest active digital and mobile customer base among U.S. banks, customers up 6% and 11% respectively⁴

CORPORATE & INVESTMENT BANK

\$21.1B

NET INCOME

25%

ROE

- Record net income on record revenue¹ of \$51.7B
- Record Investment Banking ("IB") fees of \$13.4B (up 41%)
- #1 in IB fees for 13 consecutive years with 9.5% wallet share; #1 in Markets revenue
- #2 custodian globally as measured by assets under custody of \$33.2T (up 7%)
- #1 in USD Payments volume

COMMERCIAL BANKING

\$5.2B

NET INCOME

21%

ROE

- Record revenue¹ of \$10.0B
- Record gross IB revenue⁵ of \$5.1B (up 52%), including record year for both Middle Market Banking & Specialized Industries and Corporate Client Banking & Specialized Industries
- Record payments revenue of \$1.8B⁶ (up 15%)
- Strong credit performance with a net charge-off ratio of 4bps

ASSET & WEALTH MANAGEMENT

\$4.7B

NET INCOME

33%

ROE

- Record net income on record revenue¹ of \$17.0B; pre-tax margin of 37%
- Record assets under management ("AUM") of \$3.1T (up 15%) and client assets of \$4.3T (up 18%)
- AUM flows of \$232B and client asset flows of \$389B
- Record average deposits of \$230.3B (up 42%); record average loans of \$198.5B (up 19%)

EXCEPTIONAL CLIENT FRANCHISES

UNWAVERING PRINCIPLES

LONG-TERM SHAREHOLDER VALUE

SUSTAINABLE BUSINESS PRACTICES

¹ The Firm reviews the results of the lines of business on a managed basis. Refer to Additional notes, Note 1, on page 111 of the 2022 proxy statement for a definition of managed basis.

² ROTCE and TBVPS are each non-GAAP financial measures; refer to Note 1 on page 110 of the 2022 proxy statement for a further discussion of these measures.

³ Refer to Note 2 on page 39 of the 2022 proxy statement.

⁴ Refer to Notes 2 and 3 on page 69 of the 2022 proxy statement.

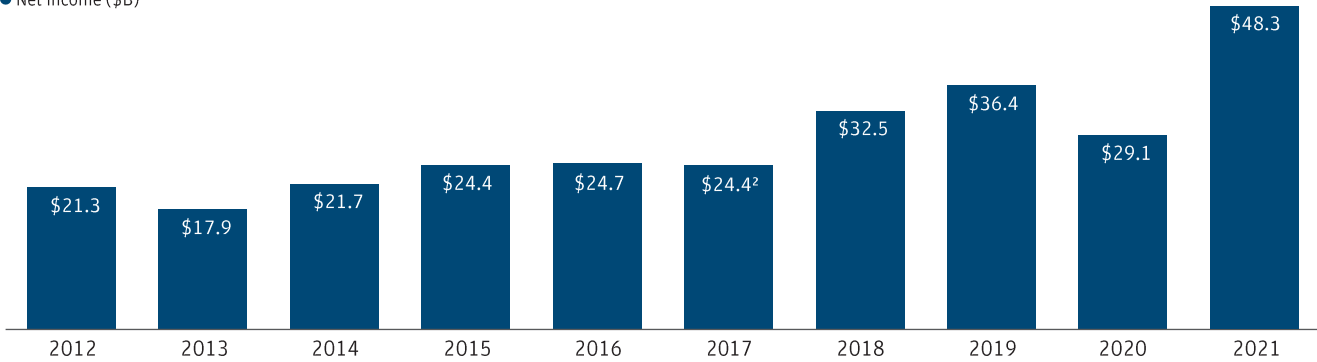
⁵ Refer to Additional notes, Note 3, on page 111 of the 2022 proxy statement.

⁶ Refer to Additional notes, Note 4, on page 111 of the 2022 proxy statement.

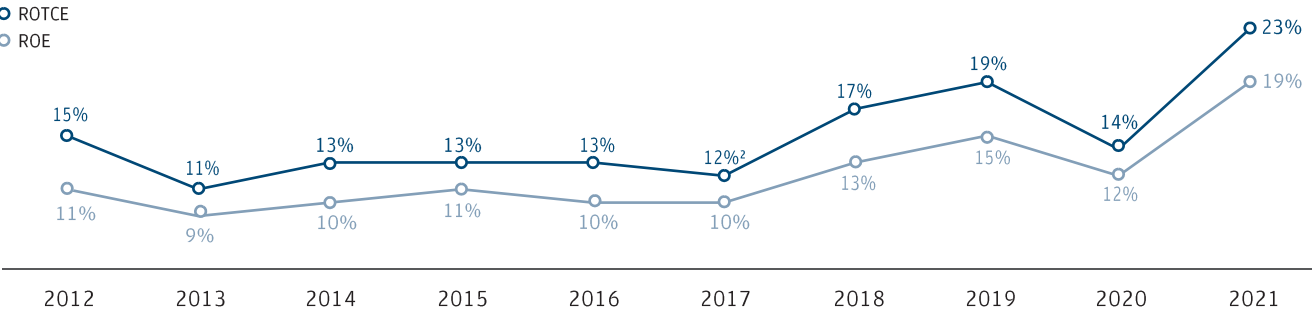
The Firm has demonstrated sustained, strong financial performance over time

We have generated strong financial results over time, significantly increasing net income by over 125% over the past 10 years while adding substantial capital. Over this period we increased average common equity by over 35% to \$251 billion, and average tangible common equity ("TCE")¹ by over 45% to \$203 billion to support growth in the businesses and maintain a fortress balance sheet. We have maintained strong ROE and ROTCE¹ over time.

● Net Income (\$B)

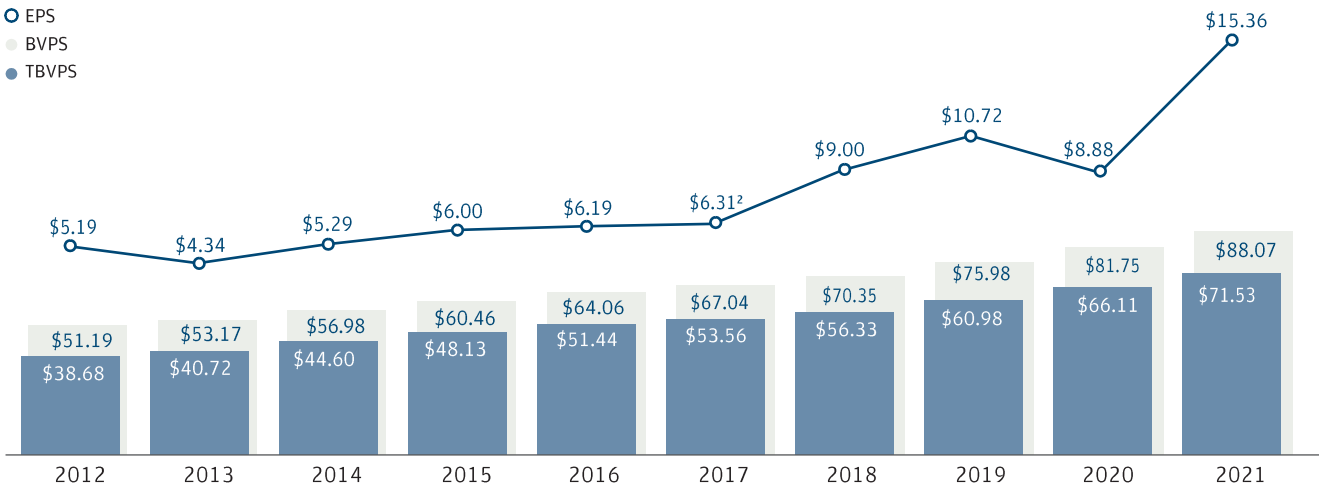


○ ROTCE
○ ROE



We have also delivered sustained growth in EPS, BVPS and TBVPS¹ over the past 10 years, reflecting compound annual growth rates of 13%, 6% and 7%, respectively over the period.

○ EPS
■ BVPS
● TBVPS

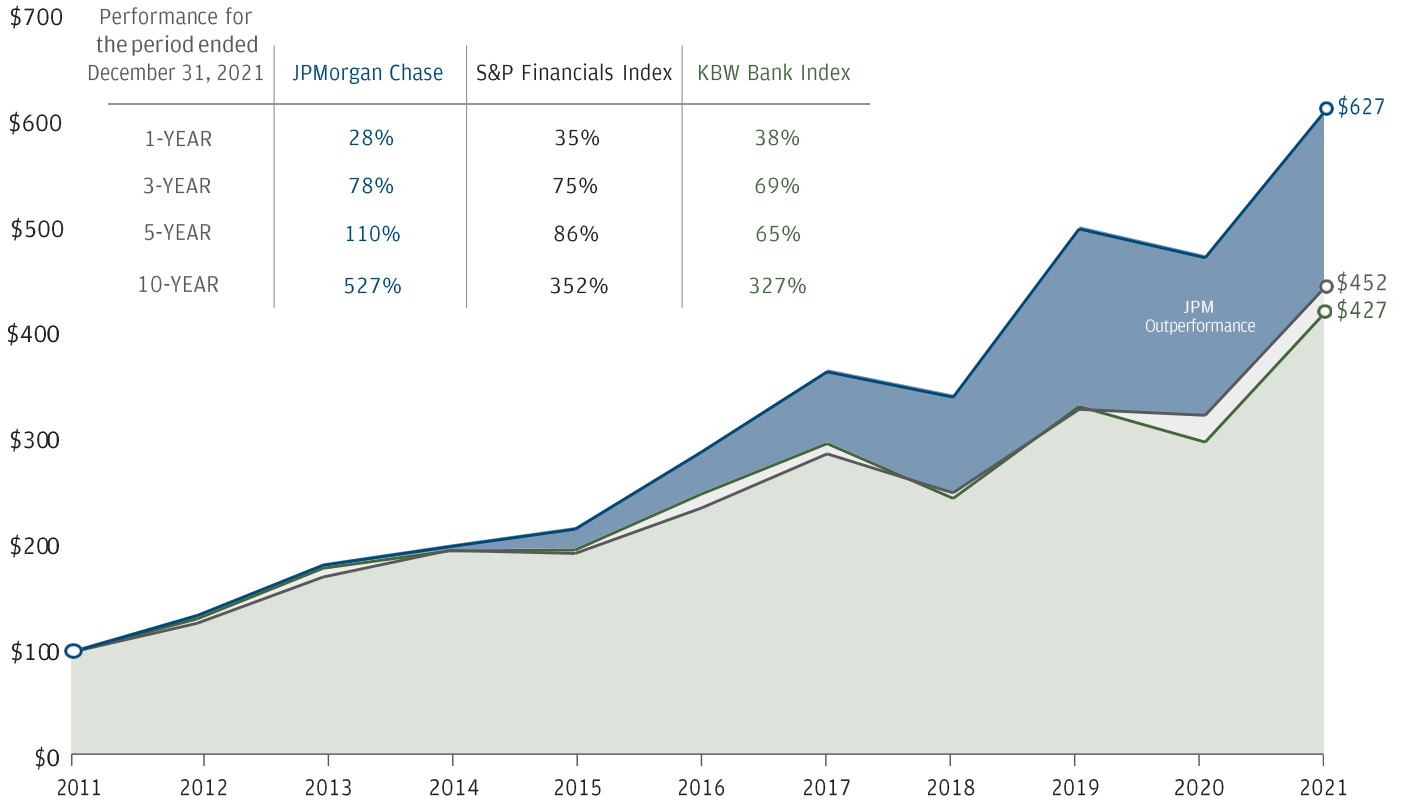


¹ Average TCE, ROTCE and TBVPS are each non-GAAP financial measures; refer to Note 1 on page 110 of the 2022 proxy statement for a further discussion of these measures.

² Excluding the impact of the enactment of the Tax Cuts and Jobs Act ("TCJA") of \$(2.4) billion and a legal benefit of \$406 million (after-tax) in 2017, adjusted net income would have been \$26.5 billion, adjusted ROTCE would have been 13% and adjusted EPS would have been \$6.87. Adjusted net income, adjusted ROTCE and adjusted EPS are each non-GAAP financial measures; refer to Notes on non-GAAP financial measures, Note 2, on page 110 of the 2022 proxy statement for a further discussion of these measures.

Total shareholder return (“TSR”)

TSR¹ was 28% in 2021, following a TSR of (6)% in 2020 and 47% in 2019, for a combined three-year TSR of 78%. The graph below shows our TSR expressed as the cumulative return to shareholders over the past decade. As illustrated, a \$100 investment in JPMorgan Chase common stock on December 31, 2011 would be valued at \$627 as of December 31, 2021, which significantly outperformed the financial services industry over the ten-year period, as measured by the S&P Financials Index and the KBW Bank Index.



¹ TSR shows the actual return of the stock price, with dividends reinvested.

We are committed to strong corporate governance practices

Our Board reviews its composition for the right mix of experience, refreshment, skills and diversity

- We seek directors with experience and demonstrated success in executive fields relevant to the Firm’s businesses and operations who contribute to the Board’s effective oversight of management and its diversity across a range of attributes, executive experience and skills.
- Our directors have a well-balanced tenure with a mix of experience and fresh perspectives

A strong Lead Independent Director role facilitates independent Board oversight of management

- The Firm’s Corporate Governance Principles (“Governance Principles”) require the independent directors to appoint a Lead Independent Director if the role of the Chair is combined with that of the CEO
- The Board reviews its leadership structure annually as part of its self-assessment process
- Responsibilities of the Lead Independent Director include:

<ul style="list-style-type: none"> ✓ has the authority to call for a Board meeting or a meeting of independent directors ✓ presides at Board meetings in the Chair’s absence or when otherwise appropriate ✓ approves agendas and adds agenda items for Board meetings and meetings of independent directors ✓ acts as liaison between independent directors and the Chair/CEO ✓ presides over executive sessions of independent directors ✓ engages and consults with major shareholders and other constituencies, where appropriate 	<ul style="list-style-type: none"> ✓ provides advice and guidance to the CEO on executing long-term strategy ✓ guides the annual performance review of the Chair/CEO ✓ advises the CEO of the Board’s information needs ✓ guides the annual independent director consideration of Chair/CEO compensation ✓ meets one-on-one with the Chair/CEO following executive sessions of independent directors ✓ guides the Board in its consideration of CEO succession ✓ guides the self-assessment of the Board
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Our Board provides independent oversight of the Firm’s business and affairs

- | | |
|---|--|
| <ul style="list-style-type: none"> • Sets the cultural “tone at the top” • Reviews and approves the Firm’s strategic plan, and oversees strategic objectives including environmental, social and governance (“ESG”)-related matters • Evaluates the CEO’s performance and oversees talent management for other senior executives | <ul style="list-style-type: none"> • Oversees the Firm’s financial performance and condition • Oversees the Firm’s risk management and internal control frameworks |
|---|--|

We actively engage with shareholders

- We regularly engage with shareholders throughout the year on a wide variety of topics, such as strategy, financial and operating performance, competitive environment, regulatory landscape and ESG matters
- In 2021, our shareholder engagement initiatives included:
 - **Shareholder Outreach Program:** In approximately 90 engagements with nearly 70 shareholders representing approximately 46% of the Firm’s outstanding common stock, we solicited feedback on strategy, financial and operating performance, executive compensation and ESG matters, among others. Directors, including our Lead Independent Director, participated in engagements with several large shareholders.
 - **Meetings/Conferences:** Senior management hosted approximately 25 investor meetings, and presented at approximately 15 investor conferences

Our governance practices promote Board effectiveness and shareholder interests

- | | |
|---|---|
| <ul style="list-style-type: none"> • Annual Board and committee assessment • Robust shareholder rights: <ul style="list-style-type: none"> – proxy access – right to call a special meeting – right to act by written consent | <ul style="list-style-type: none"> • Majority voting for all director elections • Stock ownership requirements for directors • 100% principal standing committee independence • Executive sessions of independent directors at each regular Board meeting |
|---|---|

2021 Highlights

The Firm continued to enhance existing programs and launch new efforts to demonstrate our commitment to shareholders, employees, clients, customers and stakeholders. These efforts are important components of our ESG strategy.

Advancing climate and sustainability solutions

We are applying our capital, data, expertise and other resources to help address climate change by supporting responsible business practices and providing our clients with financing to accelerate the transition to a low-carbon future.

- In April 2021, we announced a target to finance and facilitate \$1 trillion by the end of 2030 for climate action, as part of a broader target to finance and facilitate \$2.5 trillion by the end of 2030 to advance sustainable development around the world.
- In May 2021, we became one of the first U.S. banks to set 2030 carbon intensity targets for our financing portfolio in three key sectors - Oil & Gas, Electric Power and Auto Manufacturing - and published our Carbon Compass Methodology, which details our approach for aligning our client financing with the goals of the Paris Agreement. We also announced our intention to expand to new sectors over time.
- In October 2021, we announced our support for the goals of the Net Zero Banking Alliance ("NZBA"), a global network of banks working to align their lending and investment portfolios with the goal of reaching net zero emissions by 2050. Our participation reflects our ambition for greater climate action globally, the sharing of best practices, and a collaborative approach between the public and private sectors to address climate change.

Advancing racial equity

Our five-year commitment, announced in October 2020, brings together our business, policy, data and philanthropic expertise to advance racial equity and promote inclusive growth.

- By the end of 2021, we had deployed or committed more than \$18 billion toward our \$30 billion Racial Equity Commitment. We achieved this progress primarily in the areas of affordable rental housing preservation and homeownership refinance - areas where we had existing products and processes and could take prompt action toward fulfilling our commitment. We are building a long-term, sustainable infrastructure to enable our Firm to accelerate progress and reach more people going forward.
- The Firm's Public Engagement team is dedicated to connecting with external stakeholders, including civil rights organizations, civic leaders, trade associations and diverse chambers of commerce. In addition to ongoing relationship building, Public Engagement facilitates the Chase Advisory Panel ("CAP") program, a series of regular conversations between stakeholders and JPMorgan Chase senior executives. The CAP program is grounded in the Firm's commitment to including diverse voices in the development of products, services and approaches, including accountability for racial equity. In 2021, Public Engagement connected with over 200 groups around the Racial Equity Commitment.
- We are holding ourselves accountable to achieving our Racial Equity Commitment. We have established a robust reporting and governance process for tracking our commitment and plan to publicly share our progress annually in the Firm's ESG reports.
- To further transparency, the Board of Directors will oversee an audit, conducted by a third party firm of independent auditors, of the Firm's activities related to our Racial Equity Commitment, and the publication of a report in the fourth quarter of 2022.











Supporting employees during the COVID-19 pandemic

Throughout 2021, the Firm continued to support employees through various efforts in response to the COVID-19 pandemic.

- We continued to update and enhance safety protocols and support based on evolving practices and employee needs. For the second year in a row, the Firm was awarded the "WELL Health-Safety Rating" for all our approximately 6,200 locations globally based on our operational policies, maintenance protocols, stakeholder engagement and emergency plans to address a COVID-19 environment.
- A key area of focus was supporting employees in getting vaccinated. Since 2021, we have facilitated the delivery of over 70,000 vaccine and/or booster doses to employees and their families globally. To further support employees in getting vaccinated, we provided paid time off for employees to get initial vaccines and vaccine booster shots. We also ran an educational campaign featuring 15 events with over 30 medical doctors and industry experts who discussed the importance of vaccines and addressed employee questions.
- We enhanced our paid time off policies for our employees who contract or are exposed to COVID-19. In addition, to support employees and their families, we provided additional days of backup childcare in the U.S. and U.K., discounts for virtual tutoring and subsidized full-service childcare at our 13 U.S. onsite childcare centers.
- We continued to adapt and expand mental health and well-being support for employees in response to the increased stresses caused by the pandemic, including hosting virtual forums with mental health clinicians.

Proposal 1: Election of Directors

The Board of Directors has nominated the 10 individuals listed below. All are independent other than our CEO. If elected at our annual meeting, all nominees are expected to serve until next year's annual meeting.

Nominee/Director of JPMorgan Chase since ¹	Age	Principal Occupation	Other Public Company Boards (#)	Committee Membership ²
 Stephen B. Burke Lead Independent Director Director since 2004	63	Retired Chairman and Chief Executive Officer of NBCUniversal, LLC	1	Compensation & Management Development (Chair); Corporate Governance & Nominating
 Linda B. Bammann Director since 2013	66	Retired Deputy Head of Risk Management of JPMorgan Chase & Co. ³	0	Risk (Chair); Compensation & Management Development
 Todd A. Combs Director since 2016	51	Investment Officer at Berkshire Hathaway Inc. President and CEO of GEICO	0	Corporate Governance & Nominating (Chair); Compensation & Management Development
 James S. Crown Director since 2004	68	Chairman and Chief Executive Officer of Henry Crown and Company	1	Public Responsibility (Chair); Risk
 James Dimon Director since 2004	66	Chairman and Chief Executive Officer of JPMorgan Chase & Co.	0	
 Timothy P. Flynn Director since 2012	65	Retired Chairman and Chief Executive Officer of KPMG International	2	Audit (Chair)
 Melody Hobson Director since 2018	53	Co-Chief Executive Officer and President of Ariel Investments, LLC	1	Public Responsibility; Risk
 Michael A. Neal Director since 2014	69	Retired Vice Chairman of General Electric Company and Retired Chairman and Chief Executive Officer of GE Capital	0	Audit; Public Responsibility
 Phebe N. Novakovic Director since 2020	64	Chairman and Chief Executive Officer of General Dynamics Corporation	1	Audit
 Virginia M. Rometty Director since 2020	64	Retired Executive Chairman, President and Chief Executive Officer of International Business Machines Corporation	0	Compensation & Management Development; Corporate Governance & Nominating

¹ Director of a heritage company of the Firm as follows: Bank One Corporation: Mr. Burke (2003-2004), Mr. Crown (1996-2004), Mr. Dimon, Chairman of the Board (2000-2004); First Chicago Corp.: Mr. Crown (1991-1996).

² Principal standing committee

³ Retired from JPMorgan Chase & Co. in 2005

Proposal 2: Advisory resolution to approve executive compensation

We are submitting an advisory resolution to approve the compensation of our Named Executive Officers (“NEOs”).

We believe shareholders should consider three key factors in their evaluation of this year’s proposal:

1. How we think about pay decisions

The Firm’s How We Do Business Principles (“Business Principles”) and strategic framework form the basis of our Operating Committee (“OC”) members’ strategic priorities. The Compensation & Management Development Committee (“CMDC”) references those strategic priorities and the Firm’s compensation philosophy to assess OC members’ performance and to determine their respective total compensation levels and pay mix.

2. How we performed against our business strategy

We continued to deliver strong multi-year financial performance, invest in our future, strengthen our risk and control environment, and reinforce our culture and values, including our long-standing commitment to serve our customers, employees and communities, and conduct business in a responsible way to drive inclusive growth.

3. How performance determined pay in 2021

In determining OC member pay, the CMDC took into account performance across four broad performance dimensions: Business Results; Risk, Controls & Conduct; Client/Customer/Stakeholder; and Teamwork & Leadership. CEO pay is strongly aligned to the Firm’s short-, medium- and long-term performance, with approximately 85% of the CEO’s variable pay deferred into equity, of which 100% is in at-risk performance share units (“PSUs”). Other NEO pay is also strongly aligned to Firm and line of business (“LOB”) performance, with a majority of variable pay deferred into equity, of which 50% is in at-risk PSUs.

Disciplined performance assessment process to determine pay

The CMDC uses a balanced discretionary approach to determine annual compensation, which includes a disciplined assessment of performance against the aforementioned four broad dimensions over a sustained period of time. For 2021, compensation awarded to the OC members also represents a balance between the outstanding efforts and performance of the Firm with the continued impact of the COVID-19 pandemic on the Firm's other stakeholders.

The table below summarizes the salary and incentive compensation awarded to our NEOs for 2021 performance.

Name and principal position	Salary	Incentive Compensation			Total
		Cash	Restricted stock units	Performance share units	
James Dimon ¹ Chairman and CEO	\$ 1,500,000	\$ 5,000,000	\$ –	\$ 28,000,000	\$ 34,500,000
Daniel Pinto ^{1,2} Co-President & Co-Chief Operating Officer; CEO Corporate & Investment Bank	9,055,948	–	9,722,026	9,722,026	28,500,000
Gordon Smith Co-President & Co-Chief Operating Officer; CEO Consumer & Community Banking	750,000	8,700,000	6,525,000	6,525,000	22,500,000
Mary Callahan Erdoes CEO Asset & Wealth Management	750,000	7,900,000	5,925,000	5,925,000	20,500,000
Jennifer Piepszak Co-CEO Consumer & Community Banking; Former Chief Financial Officer	750,000	6,300,000	4,725,000	4,725,000	16,500,000
Jeremy Barnum Chief Financial Officer	693,750	3,722,500	2,791,875	2,791,875	10,000,000

¹ Mr. Dimon and Mr. Pinto were granted special awards in the form of stock appreciation rights that are not part of their regular annual compensation and will not be awarded on a recurring basis. These special awards are not included in the above table, please refer to the next page for further information on these special awards.

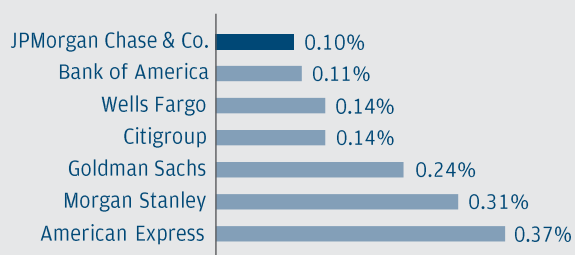
² Mr. Pinto, who was based in the U.K. in 2021, received a fixed allowance of \$8,400,000 paid in British pound sterling and a salary of £475,000.

CONSISTENTLY STRONG RELATIVE CEO PAY-FOR-PERFORMANCE ALIGNMENT

The CEO pay allocation chart alongside compares Mr. Dimon's compensation to that of the CEOs of our six financial services peers, based on three-year average total compensation expressed as a percentage of net income.

The Firm's trailing average percentage of net income paid to Mr. Dimon continues to rank among the lowest of our peers, demonstrating our strong pay-for-performance alignment, and a more efficient CEO pay allocation ratio.

Prior 3-Year Average % of Profits Paid to CEOs (2018-2020)¹



SPECIAL AWARDS GRANTED TO MR. DIMON AND MR. PINTO

As part of the Firm's long-term executive retention and succession planning, the Board and CMDC granted special awards of 1,500,000 options to Mr. Dimon on July 20, 2021 and 750,000 options to Mr. Pinto on December 14, 2021, respectively, in the form of stock appreciation rights.

The special award granted to Mr. Dimon reflects the Board's desire for him to continue to lead the Firm for a further significant number of years. In making the special award, the Board considered the importance of Mr. Dimon's continuing, long-term stewardship of the Firm, leadership continuity, and management succession planning amidst a highly competitive landscape for executive leadership talent. The Board also took into account other factors, including the Firm's strong performance under Mr. Dimon's stewardship since 2005, his exemplary leadership, and his significant contributions to the Firm's success during his tenure. The nature of this special award reflects the unique inflection point in Mr. Dimon's tenure and the importance of his continued leadership and support of the Firm's longer-term succession plans.

The CMDC made the special award to Mr. Pinto for prospective purposes, with respect to his promotion to the Firm's sole President and Chief Operating Officer, which became effective January 1, 2022 following the retirement of Mr. Smith. The special award reflects the CMDC's desire for Mr. Pinto to continue his outstanding leadership in this new role for a further significant number of years. Mr. Pinto moved from the United Kingdom to the United States in early 2022.

The options are not part of Mr. Dimon's and Mr. Pinto's regular annual compensation and will not be awarded on a recurring basis.

The terms of the grants are distinct from, and are generally more restrictive than, other equity grants regularly awarded by the Firm. The options have an exercise price equal to the average of the high and low prices of JPMorgan Chase & Co. common stock on the dates of each of the respective grants (the "Effective Dates").

The options have ten-year terms, will become exercisable no earlier than July 20, 2026 and December 14, 2026 respectively, or five years after the Effective Dates, and are subject to protection-based vesting, clawback and recovery provisions². Apart from certain limited exceptions, vesting is subject to Mr. Dimon's and Mr. Pinto's respective continuous leadership of, or employment with, the Firm.

Moreover, net shares delivered from the exercise of the options must be held until July 20, 2031 and December 14, 2031 respectively, which coincides with the end of the ten-year terms of each of the special awards. Although any net shares delivered from the exercise of the special option awards must be held until July 20, 2031 and December 14, 2031, respectively, the Firm did not apply a valuation discount for any holding period restriction (consistent with the Firm's valuation treatment of post-vesting holding period restrictions for its other equity awards). Net shares received from exercise of the options are also subject to the Firm's stock ownership guideline and retention requirements applicable to the Firm's OC members.

¹ Total compensation is comprised of base salary, cash bonus paid and long-term incentive compensation (target value) in connection with the performance year, which may be different from amounts reported in the SCT. The most recently used peer compensation data is from 2020 since not all our financial services peers will have filed proxy statements containing 2021 compensation data before the preparation of this proxy statement. The percentage of profits paid is equal to three-year average CEO compensation divided by three-year average net income. Source: 2019-2021 proxy statements; 2018-2020 Form 10-K filings.

² Equity incentives are subject to the JPMorgan Chase Bonus Recoupment Policy which applies in the event of a material restatement of the Firm's financial results. In addition, all equity awards granted in 2021 contain recapture provisions that enable the Firm to cancel outstanding awards and/or recover the value of certain stock distributed under the award in specified circumstances. In addition to recapture provisions, portions of equity awards awarded to Mr. Dimon and Mr. Pinto are also subject to performance conditions as part of the Firm's protection-based vesting provisions, under which awards may be cancelled as determined by the CMDC and, in the case of Mr. Dimon, ratified by the Board of Directors. Refer to page 52 of the 2022 proxy statement for further information.

Without acknowledging any of this information is material, the table below provides additional information regarding the calculation of the grant date fair value of Mr. Dimon's and Mr. Pinto's special option awards in the form of stock appreciation rights. The special awards are described on the previous page and also on page 66 of JPMorgan Chase & Co.'s 2022 Proxy Statement, and their grant date fair value is set forth in the Option Awards column of the Summary Compensation Table on page 74 of the 2022 Proxy Statement.

The grant date fair value of the special awards was determined using the Black-Scholes valuation model using the following assumptions:

Assumption	James Dimon	Daniel Pinto
Risk Free Interest Rate ¹	1.23%	1.44%
Expected Annual Dividend Yield	2.69%	2.51%
Expected Common Stock Price Volatility	27.49%	25.76%
Expected Life in Years	10	10

¹ The Risk Free Interest Rate is based on the U.S. Treasury yield curve at the grant date based on yields of T-Bills with the respective time to maturity (10 years).

Proposal 3: Ratification of the Firm's independent registered public accounting firm

The Audit Committee has appointed PricewaterhouseCoopers LLP ("PwC") as the Firm's independent registered public accounting firm to audit the Consolidated Financial Statements of JPMorgan Chase and its subsidiaries for the year ending December 31, 2022. A resolution is being presented to our shareholders requesting ratification of PwC's appointment.

These Proxy Supplemental Materials contain forward-looking statements. These statements can be identified by the fact that they do not relate strictly to historical or current facts. Forward-looking statements often use words such as “anticipate,” “target,” “expect,” “estimate,” “intend,” “plan,” “goal,” “believe” or other words of similar meaning. Forward-looking statements provide JPMorgan Chase & Co.’s (“JPMorgan Chase” or the “Firm”) current expectations or forecasts of future events, circumstances, results or aspirations, and are subject to significant risks and uncertainties. These risks and uncertainties could cause the Firm’s actual results to differ materially from those set forth in such forward-looking statements. Certain of such risks and uncertainties are described in JPMorgan Chase’s Annual Report on Form 10-K for the year ended December 31, 2021. JPMorgan Chase does not undertake to update the forward-looking statements included in these Proxy Supplemental Materials to reflect the impact of circumstances or events that may arise after the date the forward-looking statements were made.

This document is only a summary of certain information in JPMorgan Chase & Co.’s 2022 Proxy Statement, and shareholders should read the Proxy Statement in its entirety before voting their shares.

No reports, documents or websites that are cited or referred to in these Proxy Supplemental Materials shall be deemed to form part of, or to be incorporated by reference into, these Proxy Supplemental Materials.