

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); or (ii) a customer within the meaning of Directive 2016/97/EU (as amended or superseded, the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“UK”). For these purposes, a retail investor means a person who is one (or more) of : (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law in the UK by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “FSMA”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law in the UK by virtue of the EUWA. Consequently, no key information document required by the PRIIPs Regulation as it forms part of domestic law in the UK by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

UK MIFIR PRODUCT GOVERNANCE / TARGET MARKET

SOLELY FOR THE PURPOSES OF THE MANUFACTURER’S PRODUCT APPROVAL PROCESS, THE TARGET MARKET ASSESSMENT IN RESPECT OF THE NOTES HAS LED TO THE CONCLUSION THAT:

- (A) THE TARGET MARKET FOR THE NOTES IS ONLY ELIGIBLE COUNTERPARTIES, AS DEFINED IN THE FCA HANDBOOK CONDUCT OF BUSINESS SOURCEBOOK (“COBS”), AND PROFESSIONAL CLIENTS, AS DEFINED IN REGULATION (EU) NO 600/2014 AS IT FORMS PART OF DOMESTIC LAW IN THE UK BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (“UK MIFIR”); AND
- (B) ALL CHANNELS FOR DISTRIBUTION OF THE NOTES TO ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ARE APPROPRIATE.

ANY PERSON SUBSEQUENTLY OFFERING, SELLING OR RECOMMENDING THE NOTES (A “DISTRIBUTOR”) SHOULD TAKE INTO CONSIDERATION THE MANUFACTURER’S TARGET MARKET ASSESSMENT; HOWEVER, A DISTRIBUTOR SUBJECT TO THE FCA HANDBOOK PRODUCT INTERVENTION AND PRODUCT GOVERNANCE SOURCEBOOK (THE “UK MIFIR PRODUCT GOVERNANCE RULES”) IS RESPONSIBLE FOR UNDERTAKING ITS OWN TARGET MARKET ASSESSMENT IN RESPECT OF THE NOTES (BY EITHER ADOPTING OR REFINING THE MANUFACTURER’S TARGET MARKET ASSESSMENT) AND DETERMINING APPROPRIATE DISTRIBUTION CHANNELS.

Final Terms

JPMORGAN CHASE & CO.

JPMORGAN CHASE & CO.

**Legal Entity Identifier (LEI):
815DZWZKVSZI1NUHU748**

**Fixed-to-Floating Rate Notes
issued pursuant to**

**U.S.\$65,000,000,000
Euro Medium Term Note Program**

SERIES NO: 9
TRANCHE NO: 1
EUR 1,250,000,000 Fixed-to-Floating Rate Notes due 2028

Issue Price: 100 per cent.

*Sole Bookrunner and Joint Lead Manager
J.P. Morgan*

Joint Lead Managers

**CaixaBank
National Australia Bank Limited
NORDEA**

Raiffeisen Bank International

**Société Générale
Corporate & Investment Banking**

**Commonwealth Bank of Australia
NatWest Markets**

**Rabobank
Santander Corporate & Investment
Banking
Swedbank**

The date of these Final Terms is June 5, 2024

PART A — CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated October 5, 2023 (the “Base Prospectus”) and the Prospectus Supplements dated October 16, 2023, November 2, 2023, January 15, 2024, February 20, 2024, April 17, 2024 and May 2, 2024 (the “Prospectus Supplements”) and, together with the Base Prospectus, the “Prospectus”) which together constitute a base prospectus for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with such Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus and the Prospectus Supplements have been published on the website of Euronext Dublin at <https://live.euronext.com/> and copies may be obtained from <https://live.euronext.com/en/markets/dublin/bonds/list>.

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|-----|---|---|
| 1. | Issuer: | JPMorgan Chase & Co. |
| 2. | (i) Series Number: | 9 |
| | (ii) Tranche Number: | 1 |
| | (iii) Date on which the Notes become fungible: | Not Applicable |
| 3. | Specified Currency or Currencies: | Euro (€) |
| 4. | Aggregate Nominal Amount of Notes: | €1,250,000,000 |
| 5. | Issue Price: | 100 per cent. of the Aggregate Nominal Amount. |
| 6. | (i) Specified Denominations: | €100,000 and integral multiples of €1,000 in excess thereof |
| | (ii) Calculation Amount: | €1,000 |
| 7. | (i) Issue Date: | June 6, 2024 |
| | (ii) Interest Commencement Date: | Issue Date (Fixed Rate)
June 6, 2027 (Floating Rate) |
| 8. | Maturity Date: | June 6, 2028 |
| 9. | Interest Basis: | 3.674 per cent. Fixed Rate for the period from and including the Issue Date to but excluding June 6, 2027 (the “Fixed Rate Period”)

3 month EURIBOR + 0.6 per cent. Floating Rate for the period from and including June 6, 2027 to but excluding the Maturity Date (the “Floating Rate Period”) |
| 10. | Redemption/Payment Basis: | Subject to any purchase and cancellation or early redemption the Notes will be redeemed on the Maturity Date at 100 per cent. of their Nominal Amount. |
| 11. | Change of Interest or Redemption/Payment Basis: | Fixed-to-Floating Rate Notes (further particulars below) |
| 12. | Put/Call Options: | Issuer Call |
| 13. | Status of the Notes: | Senior |

Provisions Relating to Interest (if any) Payable

14.	Fixed Rate Note Provisions	Applicable during the Fixed Rate Period
(i)	Rate of Interest:	3.674 per cent. per annum payable annually in arrear on each Interest Payment Date
(ii)	Interest Payment Date(s):	June 6 in each year commencing on June 6, 2025 and ending on June 6, 2027
(iii)	Fixed Coupon Amount:	€36.74 per Calculation Amount
(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction:	Actual/Actual (ICMA)
(vi)	Determination Dates:	June 6 in each year
15.	Floating Rate Note Provisions	Applicable during the Floating Rate Period
(i)	Interest Period(s):	The period beginning on (and including) June 6, 2027 and ending on (but excluding) the First Interest Payment Date specified in 15(iii) below and thereafter each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest Payment Date
(ii)	Specified Interest Payment Dates:	September 6, 2027, December 6, 2027, March 6, 2028 and the Maturity Date, subject to adjustment in accordance with the Business Day Convention set out in 15(v) below
(iii)	First Interest Payment Date:	September 6, 2027
(iv)	Interest Period Date:	Each Interest Payment Date
(v)	Business Day Convention:	Modified Following Business Day Convention
(vi)	Business Center(s):	London, New York and TARGET
(vii)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(viii)	Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent):	Not Applicable
(ix)	Screen Rate Determination:	
—	Reference Rate:	3 month EURIBOR
—	Interest Determination Date(s):	The day falling two TARGET Business Days prior to the first day of each Interest Period
—	Relevant Screen Page:	Bloomberg Page EBF1 or any successor page
—	Relevant Time:	As per the Conditions

(x) Margin(s):	+0.60 per cent. per annum
(xi) Minimum Rate of Interest:	Not Applicable
(xii) Maximum Rate of Interest:	Not Applicable
(xiii) Day Count Fraction:	Actual/360
(xiv) Linear Interpolation:	Not Applicable
(xv) Alternative Fallback:	Applicable
(xvi) Observation Look-back Period:	Not Applicable
(xvii) Observation Method:	Not Applicable
(xviii) Rate Cut-off Date:	Not Applicable
(xix) SONIA Index Determination Dates:	Not Applicable
16. Reset Note Provisions	Not Applicable
17. Zero Coupon Note Provisions	Not Applicable
Provisions Relating to Redemption	
18. Redemption at the Option of the Issuer	Applicable
(A) Redemption At Optional Redemption Amount (Issuer Call Option)	Applicable
(i) Optional Redemption Date(s):	In whole, but not in part, on June 6, 2027 In whole at any time or in part from time to time, on any date(s) falling on or after May 6, 2028
(ii) Optional Redemption Amount(s) of each Note:	€1,000 per Calculation Amount
(iii) If redeemable in part:	
(a) Minimum Redemption Amount:	€0 per Calculation Amount
(b) Maximum Redemption Amount:	€1,000 per Calculation Amount
(iv) Notice period (if different from that set out in the Conditions):	At least 5 days' but no more than 60 days' notice to Noteholders
(v) Issuer's Option Period:	In whole, but not in part, on June 6, 2027 and in whole at any time or in part from time to time, on or after May 6, 2028
(B) Redemption At Make-Whole Redemption Amount	Applicable
(i) Optional Redemption Date(s):	In whole, but not in part, on any date from and including December 6, 2024 to but excluding June 6, 2027
(ii) Make-Whole Redemption Amount:	Applicable
(a) Discounted to the Optional Redemption Date	On an annual basis

(b) Reference Bond:	Bundesrepublik Deutschland OBL 0% 04/16/2027 #185, ISIN: DE0001141851
Redemption Margin:	+0.15 per cent. per annum
Quotation Time:	11:00 a.m. Central European Time
Quotation Jurisdiction:	Germany
(c) Day Count Basis	Actual/Actual (ICMA)
(d) Make-Whole Exemption Period:	From (and including) June 6, 2027 subject to 18(A) above
(iii) Notice period (if different from that set out in the Conditions):	At least 5 days' but no more than 60 days' notice to Noteholders
(iv) Issuer's Option Period:	In whole, but not in part, on any date from and including December 6, 2024 to but excluding June 6, 2027
(v) Spread for Canada Yield Price:	Not Applicable
19. Redemption at the Option of the Noteholder (Put Option)	Not Applicable
20. Final Redemption Amount of each Note	€1,000 per Calculation Amount
21. Early Redemption Amount	
Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:	Yes, as set out in the Conditions
General Provisions Applicable to the Notes:	
22. Form of Notes:	Permanent Global Note in registered form, which is exchangeable for Definitive Notes represented by Certificates in the limited circumstances specified in the Permanent Global Note The Permanent Global Note will be registered in the name of a nominee for a common safekeeper for Euroclear and Clearstream, Luxembourg.
23. NSS (New Safekeeping Structure)	Yes
24. Financial Center(s):	London, New York and TARGET
25. Redenomination, renominialization and reconventioning provisions:	Not Applicable

26. Consolidation provisions:

Not Applicable

Signed on behalf of the Issuer:

By: -----
Duly authorized

PART B — OTHER INFORMATION

1. Listing and Admission to Trading

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of Euronext Dublin and trading on its regulated market with effect from June 6, 2024.
- (ii) Estimate of total expenses related to admission to trading: €1,000

2. Ratings

Ratings: The Notes to be issued are expected to be rated as follows:

S&P: A-
Moody's: A1
Fitch: AA-

Each of S&P, Moody's and Fitch is not established in the EU but the rating it has given to the Notes is endorsed by S&P Global Ratings Europe Limited, Moody's Deutschland GmbH and Fitch Ratings Ireland Limited, respectively, each of which is established in the EU and registered under Regulation (EC) No 1060/2009 (as amended) (the "CRA Regulation").

Each of S&P, Moody's and Fitch is not established in the UK but the rating it has given to the Notes is endorsed by S&P Global Ratings UK Limited, Moody's Investors Service Ltd and Fitch Ratings Ltd, respectively, each of which is established in the UK and registered under the CRA Regulation as it forms part of domestic law in the UK by virtue of the European Union (Withdrawal) Act 2018.

A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

3. Interests of Natural and Legal Persons Involved in the Issue

Save as discussed in "Subscription and Sale" so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. Reasons for the offer, Estimated Net Proceeds and Total Expenses

Reasons for the offer and use of proceeds: General corporate purposes
Estimated net proceeds: €1,246,875,000

5. *[Item has been intentionally omitted as Not Applicable]*

6. Operational Information

Trade Date:	June 3, 2024
ISIN Code:	XS2838379712
Common Code:	283837971
Clearing system(s) and the relevant identification number(s):	Euroclear Bank SA/NV and Clearstream Banking, S.A.
Delivery:	Delivery free of payment
Names and addresses of initial Paying Agent(s) (if not the Principal Paying Agent):	Not Applicable
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

7. Distribution

U.S. Selling Restrictions:	Reg. S Category 2
Prohibition of Sales to EEA Retail Investors:	Applicable
Prohibition of Sales to UK Retail Investors:	Applicable
Additional Selling Restrictions:	Not Applicable
If syndicated, names of Managers and underwriting commitments, and names of the entities agreeing to place the issue without a firm commitment or on a "best efforts" basis if such entities are not the same as the Managers:	J.P. Morgan Securities plc Banco Santander, S.A. CaixaBank, S.A. Commonwealth Bank of Australia Coöperatieve Rabobank U.A. National Australia Bank Limited (ABN 12 004 044 937) NatWest Markets Plc Nordea Bank Abp Raiffeisen Bank International AG Société Générale Swedbank AB (publ)

Stabilizing Manager(s) (if any):

J.P. Morgan Securities plc

If non-syndicated, name and address of Dealer:

Not Applicable

8. Benchmarks Regulation

EURIBOR is provided by the European Money Markets Institute. As at the date hereof, the European Money Markets Institute appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the Benchmarks Regulation.