

PRICING SUPPLEMENT

MIFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Security has led to the conclusion that: (i) the target market for the Security is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as may be amended or replaced from time to time, "**MiFID II**"); and (ii) all channels for distribution of the Security to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Security (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Security (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS: The Security is 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 MiFID II; (ii) a customer within the meaning of Directive 2002/92/EC, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the "**Prospectus Directive**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Security or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Security or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPS Regulation. Notwithstanding the above, if the Issuer subsequently prepares and publishes a key information document under the PRIIPS Regulation in respect of the Security, then the prohibition on the offering, sale or otherwise making available the Security to a retail investor as described above shall no longer apply.

Pricing Supplement dated 30 August 2019

JPMorgan Chase Financial Company LLC

Structured Products Programme for the issuance of Notes, Warrants and Certificates

Guaranteed by JPMorgan Chase & Co.

U.S.\$50,000,000 10-Year Callable Dual Range Accrual Note linked to the USD 30-Year CMS Rate, the USD 10-Year CMS Rate and the USD 2-Year CMS Rate, due August 2029 (the "Security" or "Note")

The offering circular dated 24 April 2019 and the Supplement(s) to the offering circular listed in the Annex hereto (as so supplemented, the "**Offering Circular**") (as completed and (if applicable) amended by this Pricing Supplement) has been prepared on the basis that any offer of the Security in any Member State of the EEA which has implemented the Prospectus Directive (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Security. The expression "**Prospectus Directive**" means Directive 2003/71/EC (as amended and superseded), and includes any relevant implementing measure in the Relevant Member State. Accordingly any person making or intending to make an offer in that Relevant Member State of the Security may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Security in any other circumstances.

The Security will not be offered, sold or otherwise distributed in or from Switzerland and neither this Pricing Supplement nor any other document relating to the Security may be distributed in or from Switzerland in

connection with any such offering or distribution, except to individually selected qualified investors within the meaning of, and in accordance with, the Swiss Federal Act on Collective Investment Schemes.

If you purchase the Security described in this Pricing Supplement after the date hereof, you should review the most recent restatement (if any) of the Offering Circular and each supplement thereafter up to (and including) the date of purchase to ensure that you have the most up to date information on the Issuer and (if applicable) the Guarantor on which to base your investment decision (note that the terms and conditions of the Security will remain as described in this Pricing Supplement and the version of the Offering Circular described above, subject to any amendments notified to Holders). Each supplement and restatement (if any) to the Offering Circular can be found on (www.bourse.lu) and (www.ise.ie).

RISK FACTORS

Purchase of this Security involves substantial risks

Investors should ensure that they understand the nature of the risks posed by, and the extent of their exposure under, the Security. Investors should make all pertinent inquiries they deem necessary without relying on the Issuer or the Dealer. Investors should consider the suitability of the Security as an investment in light of their own circumstances, investment objectives, tax position and financial condition. Investors should consider carefully all the information set forth in this Pricing Supplement along with all the information set forth in the Offering Circular. Investors should pay particular attention to the section entitled "*Risk Factors*" in the Offering Circular (pages 30 to 115 inclusive).

Unregulated Security: The Security does not constitute a participation in a collective investment scheme within the meaning of the Swiss Federal Act on Collective Investment Schemes and are not subject to supervision by the Swiss Financial Market Supervisory Authority FINMA

The Security does not constitute a participation in a collective investment scheme within the meaning of the Swiss Federal Act on Collective Investment Schemes and the Security is not subject to approval, registration or supervision by the Swiss Financial Market Supervisory Authority FINMA or any other regulatory authority in Switzerland. Accordingly, investors do not have the benefit of the specific investor protection provided under the Swiss Federal Act on Collective Investment Schemes and are exposed to the credit risk of the Issuer and (if applicable) the Guarantor.

PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the General Conditions and the Specific Product Provisions (as may be amended and/or supplemented up to and including the Issue Date) set forth in the Offering Circular. Full information on the Issuer and the offer of the Security is only available on the basis of the combination of this Pricing Supplement and the Offering Circular (including all documents incorporated by reference). The Offering Circular (including all documents incorporated by reference) is available from The Bank of New York Mellon S.A./N.V., Luxembourg Branch, at Vertigo Building, Polaris, 2-4 rue Eugène Ruppert, L-2453, Luxembourg and The Bank of New York Mellon S.A./N.V., at Dublin Branch, Riverside 2, Sir John Rogerson's Quay, Grand Canal Dock, Dublin 2, Ireland, and in electronic form on Euronext Dublin's website (www.ise.ie).

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|----|------|-----------------|--------------------------------------|
| 1. | (i) | Issuer: | JPMorgan Chase Financial Company LLC |
| | (ii) | Guarantor: | JPMorgan Chase & Co. |
| 2. | (i) | Series Number: | 2016-8056 |
| | (ii) | Tranche Number: | One |

3. **Specified Currency or Currencies:** United States Dollar ("U.S.\$ " or "USD")
4. **Notes, Warrants or Certificates:** Notes
5. **Aggregate Nominal Amount:**
- (i) Series: U.S.\$50,000,000
- (ii) Tranche: U.S.\$50,000,000
6. **Issue Price:** 100.00 per cent. of the Aggregate Nominal Amount
- The Issue Price specified above may be more than the market value of the Security as at the Issue Date, and the price, if any, at which the Dealer or any other person is willing to purchase the Security in secondary market transactions is likely to be lower than the Issue Price. In particular, where permitted by applicable law and subject to any additional ex ante cost disclosure required by such, the Issue Price may take into account amounts with respect to commissions relating to the issue and sale of the Security as well as amounts relating to the hedging of the Issuer's obligations under the Security and secondary market prices may exclude such amounts.
- If any commissions or fees relating to the issue and sale of the Security have been paid or are payable by the Dealer to an intermediary, then such intermediary may be obliged to fully disclose to its clients the existence, nature and amount of any such commissions or fees (including, if applicable, by way of discount) as required in accordance with laws and regulations applicable to such intermediary, including any legislation, regulation and/or rule implementing the Markets in Financial Instruments Directive (Directive 2014/65/EU as may be amended or replaced from time to time), or as otherwise may apply in any non-EEA jurisdictions.
- Investors in the Security intending to invest in Security through an intermediary (including by way of introducing broker) should request details of any such commission or fee payment from such intermediary before making any purchase hereof.
- (i) Specified Denomination: U.S.\$50,000,000 per Note
- For the avoidance of doubt, the Specified Denomination per Note may not be sub-divided throughout the tenor of the Note.**
- (ii) Trading in Units (*Notes*): Not Applicable
- (iii) Minimum trading size: One (1) Note (corresponding to a nominal amount of

U.S.\$50,000,000)

7. **Issue Date:** 30 August 2019
8. **Maturity Date:** 30 August 2029, subject to adjustment in accordance with the Modified Following Business Day Convention.

PROVISIONS APPLICABLE TO NOTES

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

9. **Interest Commencement Date:** Issue Date
10. **Fixed Rate Note Provisions:** Not Applicable
11. **Floating Rate Note Provisions:** Not Applicable
12. **Zero Coupon Note Provisions:** Not Applicable
13. **Variable Linked Interest Provisions:** Applicable

(i) Type of Interest: The interest payable in respect of the Note shall be linked to the USD 30-Year CMS Rate, the USD 10-Year CMS Rate and the USD 2-Year CMS Rate, as more fully described in sub-paragraph (ii) below.

(ii) Provisions for determining Rate of Interest or Interest Amount where calculated by reference to Share/Index/Commodity/FX Rate: The Rate of Interest in respect of the Interest Period ending on (but excluding) each Interest Payment Date, payable in respect of the Note on each Interest Payment Date shall be a rate per annum (expressed as a percentage) determined by the Calculation Agent in accordance with the formula below:

$$3.57\% \times N1/N2$$

Where:

"Designated Maturity" means the period of time specified as such in this Pricing Supplement.

"Interest Period" means, for the purpose of this Paragraph 13, each of:

- (a) the period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Period End Date; and
- (b) each successive period beginning on (and including) an Interest Period End Date and ending on (but excluding) the next succeeding Interest Period End Date.

"Interest Period End Date" means every last day of February and every 30th day of May, August and November of each year, commencing on 30 November 2019, to and including, 30 August 2029, which dates are not subject to any adjustment.

"N1" means, in respect of an Interest Period, the number of calendar days during such Interest Period where:

- (a) the Reference Spread is greater than or equal to the Reference Spread Barrier; and
- (b) the USD 10-Year CMS Rate is less than or equal to the Reference Rate Upper Barrier and greater than or equal to the Reference Rate Lower Barrier.

"N2" means the total number of calendar days in the relevant Interest Period.

"Reference Rate Lower Barrier" means 0.00%.

"Reference Rate Upper Barrier" means:

In respect of an Interest Period falling during the period of:	
Issue Date to the date immediately before the 1 st anniversary of the Issue Date	4.25%
The date falling on the 1 st anniversary of the Issue Date to the date immediately before the 2 nd anniversary of the Issue Date	4.50%
The date falling on the 2 nd anniversary of the Issue Date to the date immediately before the 5 th anniversary of the Issue Date	5.00%
The date falling on the 5 th anniversary of the Issue Date to the date immediately before the 6 th anniversary of the Issue Date	5.25%
The date falling on the 6 th anniversary of the Issue Date and thereafter	5.50%

"Reference Spread Barrier" means -0.20%.

"Reference Spread" means for any relevant calendar day, an amount equal to (i) the USD 30-Year CMS Rate for such day, *minus* (ii) the USD 2-Year CMS Rate for such day, as determined by the Calculation Agent.

"USD 2-Year CMS Rate" means the USD Swap Rate with a Designated Maturity of 2 years.

"USD 10-Year CMS Rate" means the USD Swap Rate with a Designated Maturity of 10 years.

"USD 30-Year CMS Rate" means the USD Swap Rate with a Designated Maturity of 30 years.

"USD Swap Rate" means, in respect of any relevant day (the **"Relevant Day 1"**), the rate (the **"Original Swap Rate"**) for USD swaps with a maturity of the Designated Maturity, expressed as a percentage, which appears on the Reuters Screen ICESWAP1 Page (or any successor or replacement page to such page, as determined by the Calculation Agent) (the **"Relevant Screen Page 1"**) as of 11:00 a.m., New York City time (the **"Relevant Time 1"**) on that Relevant Day 1.

If the Calculation Agent determines that such rate does not appear on the Relevant Screen Page 1 at the Relevant Time 1 on such Relevant Day 1, the USD Swap Rate for that Relevant Day 1 will be a percentage determined on the basis of the mid-market semi-annual swap rate quotations provided by the relevant Reference Banks at approximately the Relevant Time 1 on that Relevant Day 1, and, for this purpose, the semi-annual swap rate means the arithmetic mean of the bid and offered rates for the semi-annual fixed leg, calculated on a 30/360 day count basis, of a fixed-for-floating USD interest rate swap transaction with a term equal to the Designated Maturity commencing on the day which falls two U.S. Securities Business Days after that Relevant Day 1 and in the relevant Representative Amount with an acknowledged dealer of good credit in the swap market, where the floating leg, calculated on an Actual/360 day count basis, is equivalent to "USD-LIBOR (ICE Benchmark Administration) Rate". The Calculation Agent will request the principal New York City office of each of the Reference Banks to provide a quotation of its

rate. If at least three quotations are provided, the rate for that Relevant Day 1 will be the arithmetic mean of the quotations, eliminating the highest quotation (or, in the event of equality, one of the highest) and the lowest quotation (or, in the event of equality, one of the lowest). If fewer than three quotations are provided, the USD Swap Rate in respect of such Relevant Day 1 shall be such rate as is determined by the Calculation Agent in good faith and in a commercially reasonable manner, PROVIDED THAT:

- (i) subject to paragraph (ii) below, if the Relevant Day 1 is not a U.S. Government Securities Business Day, the USD Swap Rate in respect of such Relevant Day 1 shall be deemed to be the USD Swap Rate on the immediately preceding calendar day which is a U.S. Government Securities Business Day; and
- (ii) in respect of a relevant Interest Period, the USD Swap Rate in respect of each calendar day falling in the Rate Cut-off Period for such Interest Period shall be deemed to be the USD Swap Rate on the Rate Cut-off Date for such Interest Period.

"London Banking Day" means each day on which commercial banks are open for general business (including dealings in foreign exchange and foreign currency deposits) in London.

"Rate Cut-Off Date" means, for an Interest Period, the date which is the fifth U.S. Government Securities Business Day prior to the Interest Payment Date scheduled to fall at the end of such Interest Period.

"Reference Banks" mean five leading swap dealers (as selected by the Calculation Agent) in the New York City interbank market.

"Representative Amount" means an amount that is representative for a single transaction in the New York City interbank market at the relevant time.

"U.S. Government Securities Business Day" means any day except for a Saturday, Sunday or a day on which the Securities Industry and Financial Markets Association recommends that the fixed income

departments of its members be closed for the entire day for purposes of trading in U.S. government securities.

"USD-LIBOR (ICE Benchmark Administration) Rate" means in respect of a day, the rate for deposits in USD (the **"Original LIBOR Rate"**) for a period of three months, expressed as a percentage, which appears on the Reuters Screen LIBOR01 (or any successor price source or page as determined by the Calculation Agent in its reasonable commercial discretion) (the **"Relevant USD-LIBOR Page"**) at 11:00 a.m., London time (the **"Relevant USD-LIBOR Time"**) on the day that is two London Banking Days preceding such day, provided that, if such rate does not appear on the Relevant USD-LIBOR Page at the Relevant USD-LIBOR Time on such day, the USD-LIBOR (ICE Benchmark Administration) Rate in respect of such day will be determined by the Calculation Agent in good faith and in a commercially reasonable manner.

(iii) Interest Determination Date(s):

Not Applicable.

(iv) Interest Payment Date(s):

- (i) Quarterly, on the last day of February and the 30th day of May, August and November of each year, commencing on 30 November 2019, to and including 30 May 2029, in each case subject to adjustment in accordance with the Modified Following Business Day Convention; and
- (ii) the Maturity Date,

Provided That, if the Call Option is exercised, the final Interest Payment Date shall be the Optional Redemption Date in respect of which the Call Option is exercised, and no further interest shall accrue (including no accrual for the period (if any) from the date on which the Interest Payment Date is scheduled to fall to the final Interest Payment Date falling on such Optional Redemption Date).

For the avoidance of doubt, the Interest Payment Date relating to an Interest Period shall be the Interest Payment Date occurring immediately following such Interest Period.

(v) Provisions for determining Rate of Interest or Interest Amount where calculation by reference to Share/Index/Commodity/FX Rate is impossible or impracticable or otherwise disrupted:

See paragraph 13(ii) above and paragraph 50 below.

(vii) Day Count Fraction:

30/360, unadjusted

14. **Dual Currency Note Provisions:** Not Applicable

PROVISIONS RELATING TO REDEMPTION OF NOTES

15. **Call Option:** Applicable
- (i) Optional Redemption Date(s): Quarterly, on the last day of February and the 30th day of May, August and November of each year commencing on 30 August 2020 to and including 30 May 2029, subject to adjustment in accordance with the Modified Following Business Day Convention.
 - (ii) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s): U.S.\$50,000,000 per Note of U.S.\$50,000,000 Specified Denomination
 - (iii) If redeemable in part: Not Applicable
 - (iv) Description of any other Issuer's option: Not Applicable
 - (v) Notice period (if other than as set out in General Condition 5.1): Not less than ten (10) Business Days' notice and there shall be no maximum notice period. General Condition 5.1 is amended accordingly.
16. **Put Option:** Not Applicable
17. **Final Redemption Amount:** U.S.\$50,000,000 per Note of U.S.\$50,000,000 Specified Denomination
18. **Early Payment Amount:** Early Payment Amount 2 is applicable.
19. **Credit Linked Note Provisions:** Not Applicable
20. **Details relating to Instalment Notes:** Not Applicable
21. **Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:** Not Applicable

PROVISIONS APPLICABLE TO WARRANTS

Paragraphs 22-34 are intentionally deleted

PROVISIONS APPLICABLE TO CERTIFICATES

Paragraphs 35-42 are intentionally deleted

SPECIFIC PRODUCT PROVISIONS APPLICABLE TO THE SECURITIES

SHARE LINKED PROVISIONS

43. **Share Linked Provisions:** Not Applicable

INDEX LINKED PROVISIONS

44. **Index Linked Provisions:** Not Applicable

COMMODITY LINKED PROVISIONS

45. **Commodity Linked Provisions:** Not Applicable

FX LINKED PROVISIONS

46. **FX Linked Provisions:** Not Applicable

FUND LINKED PROVISIONS

47. **Fund Linked Provisions:** Not Applicable

MARKET ACCESS PARTICIPATION PROVISIONS

48. **Market Access Participation Provisions:** Not Applicable

LOW EXERCISE PRICE WARRANT PROVISIONS

49. **Low Exercise Price Warrant Provisions:** Not Applicable

ADDITIONAL RATES FALLBACK PROVISIONS

50. **Additional Rates Fallback Provisions:** Applicable
- (i) references to “Interest Determination Date” in Annex 8 – Additional Rates Fallback Provisions shall be deleted and replaced by “day”; and
 - (ii) Additional Rates Fallback Provision 1.4 (*USD LIBOR Benchmark Transition Event*) shall not apply in respect of the Security in respect of the USD-LIBOR (ICE Benchmark Administration) Rate.
- (i) **Original Rate:** Any of the Original LIBOR Rate and an Original Swap Rate
- (ii) **Primary Original Rate:** The Original LIBOR Rate

GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

51. **New Safekeeping Structure (in respect of Registered Notes) or New Global Note (in respect of Bearer Notes):** Not Applicable

52. **Form of Securities:** Registered Securities

- (i) **Temporary or Permanent Bearer Global Security / Registered Global Security:** Temporary Registered Global Security which is exchangeable for a Permanent Registered Global Security, which is exchangeable for Registered Definitive Securities (i) automatically in the limited

circumstances specified in the relevant Registered Global Security or (ii) in the case of a Permanent Registered Global Security only, at any time at the option of the Issuer by giving notice to the Holders and the Registrar of its intention to effect such exchange on the terms as set forth in the relevant Permanent Registered Global Security.

- (ii) Are the Notes to be issued in the form of obligations under French law? No
- (iii) Name of French Registration Agent: Not Applicable
- (iv) Representation of Holders of Notes/Masse: Not Applicable
- (v) Regulation S/Rule 144A Securities: Not Applicable
53. **Record Date:** As set out in the General Conditions
54. **Additional Financial Centre(s) (General Condition 12.2) or other special provisions relating to payment dates:** London (and, for the avoidance of doubt, New York City, pursuant to General Condition 12.2).
55. **Payment Disruption Event (General Condition 13):**
 Relevant Currency: As may be notified to the Holders pursuant to General Condition 27 (*Notices*) at the relevant time.
56. **Extraordinary Hedge Disruption Event (General Condition 17):** Not Applicable
57. **Early Redemption for Tax on Underlying Hedge Transactions (General Condition 18.4(b)):** Not Applicable
58. **Disruption Event (General Condition 19):** Not Applicable
59. **Physical Settlement:** Not Applicable
60. **Calculation Agent:** J.P. Morgan Securities plc ("**JPMS plc**")
61. **Redenomination, renominatisation and reconventioning provisions:** Not Applicable
62. **Gross Up (General Condition 18):** Not Applicable
 871(m) Securities: Section 871(m) and the regulations promulgated thereunder will not apply to the Securities
63. **Rounding** General Condition 23 applies
64. **Other terms or special conditions:** Not Applicable

DISTRIBUTION

- | | | |
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| 65. | If non-syndicated, name and address of Dealer: | J.P. Morgan Securities (Asia Pacific) Limited. or J.P. Morgan (S.E.A.) Limited acting in its own capacity or as agent of JPMS plc of 25 Bank Street, Canary Wharf, London E14 5JP |
| 66. | Stabilising Manager(s) (if any): | Not Applicable |
| 67. | Total commission and concession: | See Paragraph 6 |
| 68. | U.S. selling restrictions: | Regulation S |
| | | ERISA Restrictions for all Securities (including Rule 144A Securities and Securities subject to Regulation S) |
| | | JPMCFC Standard Restrictions apply: The Security may not be acquired by, on behalf of, or with the assets of any plans subject to ERISA or Section 4975 of the U.S. Internal Revenue Code of 1986, as amended, other than certain insurance company general accounts. See "Subscription and Sale – United States" and "Purchaser representations and requirements and transfer restrictions – ERISA Legends and ERISA Restrictions – (b) JPMCFC/JPMS Standard Restrictions" in the Offering Circular. |
| 69. | ECI Holder Restrictions: | Not Applicable |
| 70. | Additional Selling Restrictions: | Not Applicable |
| 71. | Swiss Distribution: | No. |
| 72. | Prohibition of Sales to EEA Retail Investors: | Applicable |

GENERAL

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|-----|---|----------------|
| 73. | The aggregate principal amount of Notes issued has been translated into U.S. dollars at the rate of [●] 1 = U.S.\$ [●], producing a sum of (for Notes not denominated in U.S. dollars): | Not Applicable |
|-----|---|----------------|

PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the pricing supplement required for the issue, and admission to the Official List of Euronext Dublin and to trading on its Global Exchange Market, of the Security described herein pursuant to the Structured Products Programme for the issuance of Notes, Warrants and Certificates of JPMorgan Chase Financial Company LLC, J.P. Morgan Structured Products B.V., JPMorgan Chase Bank, N.A. and JPMorgan Chase & Co.

GOVERNING LAW AND JURISDICTION

Securities:	English law / Courts of England
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Guarantee:

English law / Courts of England

RESPONSIBILITY

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Pricing Supplement. Information on the underlying USD 30-Year CMS Rate, the USD 10-Year CMS Rate and the USD 2-Year CMS Rate has been extracted from publicly available sources. Each of the Issuer and the Guarantor confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from the relevant information, no facts have been omitted which would render the reproduced information inaccurate or misleading.

An investor intending to acquire or acquiring any Securities from an offeror will do so, and offers and sales of the Securities to an investor by an offeror will be made, in accordance with any terms and other arrangements in place between such offeror and such investor including as to price, allocations and settlement arrangements. The Issuer will not be a party to any such arrangements with investors (other than the Dealer(s)), in connection with the offer or sale of the Securities and, accordingly, this Pricing Supplement will not contain such information. The investor must look to the offeror at the time of such offer for the provision of such information. The Issuer has no responsibility to an investor in respect of such information.

Signed on behalf of the Issuer:

By: _____

Duly authorised

Signed on behalf of the Guarantor:

By: _____

Duly authorised

PART B – OTHER INFORMATION

LISTING AND ADMISSION TO TRADING

Application will be made for the Security to be admitted to the Official List of Euronext Dublin and to trading on its Global Exchange Market with effect from, at the earliest, the Issue Date. No assurances can be given that such application for listing and admission to trading will be granted (or, if granted, will be granted by the Issue Date).

The Issuer has no duty to maintain the listing and/or admission to trading (if any) of the Security on the relevant stock exchange(s) over their entire lifetime. The Security may be suspended from trading and/or de-listed at any time in accordance with applicable rules and regulations of the relevant stock exchange(s).

RATINGS

Not Applicable

INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in the section of the Offering Circular entitled "*Subscription and Sale*", so far as the Issuer is aware, no person involved in the issue/offer of the Security has an interest material to the issue/offer.

REASONS FOR THE ISSUE, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

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|---------------------------------|---|
| (i) Reasons for the issue: | Not Applicable |
| (ii) Estimated net proceeds: | Not Applicable |
| (iii) Estimated total expenses: | EUR 1,000 as fees for listing and admission to trading on the Global Exchange Market of Euronext Dublin |

PERFORMANCE OF REFERENCE ASSET(S) AND OTHER INFORMATION CONCERNING THE REFERENCE ASSET(S)

Information on the past and further performance and volatility of the USD 30-Year CMS Rate, the USD 10-Year CMS Rate and the USD 2-Year CMS Rate can be obtained from Bloomberg and/or Reuters.

POST-ISSUANCE INFORMATION

The Issuer will not provide any post-issuance information with respect to the Note, the USD 30-Year CMS Rate, the USD 10-Year CMS Rate, or the USD 2-Year CMS Rate, unless required to do so by applicable law or regulation.

OPERATIONAL INFORMATION

Intended to be held in a manner which would allow Eurosystem eligibility: No

ISIN: XS1451011826

Common Code: 145101182

Relevant Clearing System(s) and the relevant identification number(s): Euroclear / Clearstream, Luxembourg

Delivery: Delivery against payment

The Agents appointed in respect of the Security are: As set out in the Agency Agreement

Registrar: The Bank of New York Mellon S.A./N.V.,
Luxembourg Branch

ANNEX

The Offering Circular dated 24 April 2019 has been supplemented by the following Supplement(s):

Supplement(s)	Description	Date
Supplement No. 1	In respect of (i) the Quarterly Report on Form 10-Q of JPMorgan Chase & Co. for the quarter ended 31 March 2019 and (ii) amendments and supplemental information to the Offering Circular.	17 May 2019
Supplement No. 2	In respect of (i) the recast audited Consolidated Financial Statements of JPMorgan Chase Bank, N.A., following the merger with Chase Bank USA, N.A., as of 31 December 2018 and 2017 and for each of the two years in the period ended 31 December 2018 and (ii) amendments and supplemental information to the Offering Circular	11 June 2019
Supplement No. 3	In respect of (i) supplemental terms and conditions of the Securities to cater for a benchmark transition event in respect of USD LIBOR and (ii) amendments and supplemental information to the Offering Circular	2 July 2019
Supplement No. 4	In respect of Current Report on Form 8-K of JPMorgan Chase & Co. dated 16 July 2019, containing the earnings press release of JPMorgan Chase & Co. for the quarter ended 30 June 2019	29 July 2019
Supplement No. 5	In respect of (i) the Quarterly Report on Form 10-Q of JPMorgan Chase & Co. for the quarter ended 30 June 2019, the unaudited interim financial statements of JPMorgan Chase Bank, N.A. for the six months ended 30 June 2019 and related amendments and supplemental information to the Offering Circular and (ii) amendments and supplemental information to the section entitled "J.P. Morgan Structured Products B.V."	20 August 2019