

**SUPPLEMENT NO. 1 DATED 8 OCTOBER 2019  
TO THE BASE PROSPECTUS DATED 17 JULY 2019**

# J.P.Morgan

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

as Issuer

and

**J.P. Morgan AG**  
*(incorporated as stock company in Germany)*

as Guarantor in respect of certain Securities

and

**J.P. Morgan Securities plc**  
*(incorporated with limited liability in the United Kingdom)*

as Guarantor in respect of certain Securities

**Programme for the issuance**

**of**

**Notes, Warrants and Certificates**

*Arranger for the Programme*

**J.P. Morgan Securities plc**

*Dealers for the Programme*

**J.P. Morgan Securities plc**

**J.P. Morgan AG**

This supplement pursuant to section 16 of the German Securities Prospectus Act as in force until 20 July 2019 (*Wertpapierprospektgesetz a.F.*) (the "**Supplement**") constitutes a supplement to the base prospectus dated 17 July 2019 (the "**Base Prospectus**"), prepared in connection with the issue of non-equity securities under the Programme for the issuance of Notes, Warrants and Certificates by J.P. Morgan Structured Products B.V. and guaranteed by either J.P. Morgan AG or J.P. Morgan Securities plc.

Subject of this Supplement is the inclusion of new factors into the Base Prospectus by incorporation by reference following the publication of the unaudited interim financial statements of J.P. Morgan Structured Products B.V. for the six month period ended 30 June 2019 (the "**JPMSP 2019 Interim Financial Statements**"). The JPMSP 2019 Interim Financial Statements have been published on 27 September 2019.

## Amendments and supplemental information to the Base Prospectus

### I. Amendments to section "I. SUMMARY OF THE PROGRAMME"

*In the section "SECTION B – ISSUER AND GUARANTOR" element "B.12 – Selected historical key financial information of the Issuer, no material adverse change statement and description of significant changes in financial or trading position of the Issuer" on pages 8 et seq. of the Base Prospectus shall be deleted and replaced by the following information:*

"

<b>B.12</b>	<b>Selected historical key financial information of the Issuer, no material adverse change statement and description of significant changes in financial or trading position of the Issuer</b>	The following table contains selected financial information in relation to the Issuer which have been extracted from the unaudited interim financial statements for the period ended 30 June 2019, the audited annual report for the financial year ended 31 December 2018 and the audited annual report for the financial year ended 31 December 2017, which have been prepared in accordance with International Financial Reporting Standards (IFRS) as endorsed by the European Union and prepared in accordance with Book 2, Title 9 of the Dutch Civil Code.				
		<b>Selected income statement data</b>				
		<b>(in thousand USD)</b>	<b>Six month ended 30 June</b>		<b>Year ended 31 December</b>	
			<b>2019</b>	<b>2018</b>	<b>2018</b>	<b>2017</b>
			<b>(unaudited)</b>			
		Profit/(Loss) before income tax:	11,513	2,813	7,319	5,628
		Profit/(Loss) for the year attributable to equity shareholders of the Company:	8,669	2,059	5,416	4,232

<b>Selected balance sheet data</b>			
<b>(in thousand USD)</b>	<b>As at 30 June</b>	<b>As at 31 December</b>	
	<b>2019</b>	<b>2018</b>	<b>2017</b>
	<b>(unaudited)</b>		
Total assets:	33,047,077	26,818,651	32,059,705
Total liabilities:	32,498,126	26,278,369	31,524,839
Total equity:	548,951	540,282	534,866

There has been no material adverse change in the prospects of the Issuer since 31 December 2018.

Not applicable; there has been no significant change in the financial or trading position of the Issuer subsequent to 30 June 2019.

*In the section "GERMAN TRANSLATION OF THE SUMMARY OF THE PROGRAMME" under "ABSCHNITT B – EMITTENTIN UND GARANTIN" element "B.12 – Ausgewählte historische Finanzdaten der Emittentin, Erklärung zu wesentlichen nachteiligen Änderungen und Beschreibung wesentlicher Änderungen in der Finanz- oder Handelsposition der Emittentin" on pages 48 et seq. of the Base Prospectus shall be deleted and replaced by the following information:*

"

<b>B.12</b>	<b>Ausgewählte historische Finanzdaten der Emittentin, Erklärung zu wesentlichen nachteiligen Änderungen und Beschreibung wesentlicher Änderungen in der Finanz- oder Handelsposition der Emittentin</b>	Die folgende Tabelle enthält ausgewählte Finanzinformationen bezüglich der Emittentin, die dem ungeprüften Zwischenabschluss für den am 30. Juni 2019 geendeten Zeitraum, dem geprüften Abschluss für das am 31. Dezember 2018 geendete Geschäftsjahr und dem geprüften Abschluss für das am 31. Dezember 2017 geendete Geschäftsjahr entnommen wurden, und welche nach den Internationalen Rechnungslegungsgrundsätzen (IFRS), wie sie von der Europäischen Union angenommen wurden, und gemäß Buch 2, Titel 9 des niederländischen Bürgerlichen Gesetzbuchs erstellt wurden.				
		<b>Ausgewählte Daten der Gewinn- und Verlustrechnung</b>				
		<b>(in Tausend USD)</b>	<b>Sechs Monate zum 30. Juni</b>		<b>Geschäftsjahr zum 31. Dezember</b>	
			<b>2019</b>	<b>2018</b>	<b>2018</b>	<b>2017</b>
			<b>(ungeprüft)</b>			
		(Verlust) Gewinn vor Steuern:	11.513	2.813	7.319	5.628
(Verlust) Gewinn für den Zeitraum/	8.669	2.059	5.416	4.232		

		das Jahr, der den Aktionären der Gesellschaft zuzurechnen ist:				
<b>Ausgewählte Bilanzdaten</b>						
	<b>(in Tausend USD)</b>	<b>Zum 30. Juni</b>	<b>Zum 31. Dezember</b>			
		<b>2019</b>	<b>2018</b>	<b>2017</b>		
		<b>(ungeprüft)</b>				
	Summe Aktiva:	33.047.077	26.818.651	32.059.705		
	Summe Verbindlichkeiten:	32.498.126	26.278.369	31.524.839		
	Summe Eigenkapital:	548.951	540.282	534.866		
Seit dem 31. Dezember 2018 haben sich bei den Aussichten der Emittentin keine wesentlichen nachteiligen Änderungen ergeben.						
Entfällt; nach dem 30. Juni 2019 haben sich bei der Finanz- oder Handelsposition der Emittentin keine wesentlichen Änderungen ergeben.						

**II. Amendments to section "III. INFORMATION INCORPORATED BY REFERENCE"**

*In the subsection "1. Documents" on page 148 of the Base Prospectus the following new paragraph shall be added at the end of the list:*

- "- The unaudited JPMSP interim financial statements for the six month period ended 30 June 2019 (the "**JPMSP 2019 Interim Financial Statements**")."

*In the subsection "2. Information" in the subsection "Information incorporated by reference" on pages 148 et seq. of the Base Prospectus the following information shall be added at the end of the table:*

"

***From the JPMSP 2019 Interim Financial Statements***

Directors' Report	Pages 1 to 3
Financial Statements:	
Balance Sheet	Page 4
Income statements and statement of comprehensive income	Page 5
Statement of changes in equity	Page 6
Statement of cash flows	Page 7
Notes to the financial statements	Pages 8 to 30
Proposed appropriation of net results	Page 30
Other information:	
Profit appropriation according to the Articles of Association	Page 30

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*In the subsection "2. Information" the following information shall be added at the end of the last paragraph in the subsection "Information incorporated by reference" on pages 148 et seqq. of the Base Prospectus:*

"The JPMSP 2019 Interim Financial Statements from which information is incorporated by reference will be available in form of a pdf on the Luxembourg Stock Exchange's website (<https://www.bourse.lu/issuer/JPMorgStrucProd/59875>) under section "CSSF approvals" by clicking the sub-section "See all" and clicking then the subsection "document(s) incorporated by reference | supplement(s)" below "Base Prospectus 12/06/2019". The JPMSP 2019 Interim Financial Statements may be retrieved by clicking on "Document incorporated by reference – JPMSP-Halbjahresbericht 2019"."

This Supplement and the Base Prospectus are available free of charge during normal business hours on any weekday (Saturdays and public holidays excepted) at the office of the Programme Agent (BNP Paribas Securities Services S.C.A., Frankfurt Branch, Europa-Allee 12, 60327 Frankfurt am Main, Germany) and furthermore are available on the website <https://www.jpmorgan-zertifikate.de/en/library/legal-documents/> under the section "Legal documents".

**Pursuant to article 16 para. 3 of the German Securities Prospectus Act as in force until 20 July 2019, investors who have already agreed to purchase or subscribe for securities offered under the Base Prospectus before this Supplement has been published shall have the right, exercisable within a time period of two working days after the publication of this Supplement, to withdraw their acceptances, provided that the new factor, mistake or inaccuracy arose before the final closing of the offer to the public and the delivery of the securities. No grounds must be stated for the withdrawal, which must be made in text form. The timely dispatch of the withdrawal is sufficient to comply with the deadline.**

**Addressee of a withdrawal is BNP Paribas Securities Services S.C.A., Frankfurt Branch, Europa-Allee 12, 60327 Frankfurt am Main, Germany.**