

**SUPPLEMENT NO. 2 DATED 24 JANUARY 2022
PURSUANT TO ARTICLE 23 (1) OF THE REGULATION (EU)
2017/1129 (AS AMENDED) (THE "PROSPECTUS
REGULATION")**

to the

J.P.Morgan

Registration Document

for retail non-equity securities

dated 8 June 2021

of

J.P. Morgan SE
(formerly: J.P. Morgan AG)

(incorporated as European company in Germany)

The significant new factors resulting in this supplement (the "**Supplement**") to the registration document of J.P. Morgan AG dated 8 June 2021 (the "**Registration Document**") are the merger of J.P. Morgan Bank Luxembourg S.A. and J.P. Morgan Bank (Ireland) PLC into J.P. Morgan AG and the conversion of J.P. Morgan AG into a Societas Europaea (*Europäische Gesellschaft*) and its name change to J.P. Morgan SE, each of which took effect on 22 January 2022.

I. Overall amendments

In the Registration Document (as supplemented) all references to the "J.P. Morgan AG" and/or "JPMAG" shall be read as references to the "J.P. Morgan SE" and/or "JPMSE" from 22 January 2022 (unless the context otherwise requires).

II. Amendments to section "IV. J.P. MORGAN AG"

- 1) *The first paragraph of the subsection "1. History and Development" on page 18 of the Registration Document shall be replaced as follows:*

"JPMSE is acting under the legal and the commercial name "J.P. Morgan SE". It was originally acting under the legal and commercial name J.P. Morgan AG and incorporated as a stock corporation (*Aktiengesellschaft*) domiciled in Germany on 4 November 1977. On 22 January 2022, JPMAG was converted into the legal form of a Societas Europaea (*Europäische Aktiengesellschaft*), and named "J.P. Morgan SE".

JPMSE is registered at the commercial register at the local court of Frankfurt am Main under registered number HRB 126056 and has its registered office at Taunustor 1 (TaunusTurm), 60310 Frankfurt am Main, Germany (telephone number +49 69 7124 0). The Legal Entity Identifier of JPMSE is 549300ZK53CNGEEI6A29."

- 2) *The third paragraph of the subsection "2. Principal Activities" on page 18 of the Registration Document shall be replaced as follows:*

"JPMSE is an integral part of JPMorgan Chase and is one of the two strategic group companies for the successful implementation of the Brexit strategy. Over the past three years, JPMSE has evolved into the primary business unit for the Corporate & Investment Bank's Investment Banking and Markets business activities for clients domiciled in the EEA as well as for the management of material risks in the euro area. In 2020, the focus was on a controlled expansion of JPMSE with regard to the implementation of its organizational and operational structure, smooth customer migration, transfer of customer portfolios, transfer of risk assets, capital planning and adequate staffing. In addition, JPMSE will continue to be the central unit for euro payment transactions and as a depositary and global custodian of JPMorgan Chase for the German investment market. "

- 3) *The tables after the first paragraph in subsection "7. Directors and Officers" on page 23 et seq. of the Registration Document shall be replaced as follows:*

"Members of the Management Board

Name	Function	Principal Outside Activities
Stefan Behr	Chairperson of the Management Board, Managing Director	N/A

Cindyrella Amistadi	Head of Outsourcing, Operations and Technology, Managing Director	N/A.
Nicholas Conron	Managing Director	N/A
Burkhard Kübel-Sorger	Managing Director	N/A
Gunnar Regier	Managing Director	Executive management body J.P. Morgan Securities plc Frankfurt Branch

Members of the Supervisory Board

Name	Function	Principal Outside Activities
Mark S. Garvin	Chairperson of the Supervisory Board, Member of the Supervisory Board	N/A
Guy J. America	Deputy Chairperson of the Supervisory Board, Member of the Supervisory Board	N/A
Christoph Fickel	Member of the Supervisory Board (Employee Representative)	N/A
Thomas Freise	Member of the Supervisory Board (Employee Representative)	N/A
Marco Kistner	Member of the Supervisory Board	N/A
Wanda Eriksen	Member of the Supervisory Board	Supervisory body Axa Switzerland; AXA ARAG Legal Protection Ltd (affiliate of AXA); Catlin Re Switzerland Ltd (affiliate of AXA); Aquila AG; Arnold AG (Vice Chair)

- 4) *The second paragraph of the subsection "9. Capital Structure" on page 25 of the Registration Document shall be replaced as follows:*

"The share capital of JPMSE amounts to EUR 1,867,201,587.12 and is divided into 160,000,136 registered shares (*Namensaktien*) with restricted transferability requiring JPMSE's consent (*Vinkulierung*)."

- 5) *The information in the subsection "12. No significant change in JPMAG's financial position" on page 25 of the Registration Document shall be replaced as follows:*

"Since 31 December 2020, there has been a change in the financial position of JPMSE. The volume of the balance sheet of JPMSE has been significantly increased at the time of this Supplement compared to 31 December 2020. The increase is related to the merger of J.P. Morgan Bank Luxembourg S.A. and J.P. Morgan Bank (Ireland) PLC into JPMSE on 22 January 2022, pursuant to which JPMSE as surviving entity assumed all the assets and liabilities of each of these companies."

- 6) *The following subsection shall be inserted at the end of the section page 27 of the Registration Document:*

"Material contracts

JPMAG together with J.P. Morgan Bank (Ireland) PLC and J.P. Morgan Bank Luxembourg S.A. have drawn up draft terms of merger dated 24 June 2021 (the "**Joint Draft Terms of Merger**"). Each of the management board and supervisory board of JPMAG has adopted resolutions approving the drawing up of the Joint Draft Terms of Merger. The Joint Draft Terms of Merger amongst others provides that (i) JPMAG will acquire all assets and liabilities of J.P. Morgan Bank (Ireland) PLC and J.P. Morgan Bank Luxembourg S.A as the transferring companies, (ii) the transferring companies will cease to exist, (iii) as part of the merger JPMAG will adopt the legal form of an SE and will thereby become JPMSE, (iv) JPMSE which will acquire and hold all assets and liabilities of the transferring companies and (v) J.P. Morgan International Finance Limited will continue to be the sole shareholder of JPMSE."

The Supplement, the Registration Document and any further supplements are published on the website <https://www.jpmorgan-zertifikate.de> under the section "Dokumente".

Pursuant to article 23 para. 2a of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for the securities before the supplement was published and where the securities had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted shall have the right, exercisable within a time period of three working days after the publication of this Supplement, to withdraw their acceptances.

If the acceptance to purchase or subscribe for the securities has been made to the Issuer, the addressee of a withdrawal is BNP Paribas Securities Services S.C.A., Frankfurt Branch, Europa-Allee 12, 60327 Frankfurt am Main, Germany. If the acceptance to purchase or subscribe for the securities has been made to someone else than the Issuer (the "Third Party"), the withdrawal must be addressed to this Third Party.