

**SUPPLEMENT NO. 2 DATED 22 APRIL 2025**  
**PURSUANT TO ARTICLE 23 (1) OF THE REGULATION (EU)**  
**2017/1129 (AS AMENDED) (THE "PROSPECTUS REGULATION")**  
**TO THE BASE PROSPECTUS DATED 27 SEPTEMBER 2024**

**J.P.Morgan**

**J.P. Morgan SE**

*(incorporated as European company in Germany)*

as Issuer

**Programme for the issuance**  
**of**  
**Notes, Warrants and Certificates**

*Arranger for the Programme*

**J.P. Morgan SE**

*Dealer for the Programme*

**J.P. Morgan SE**

The significant new factors resulting in this supplement (the "**Supplement**") to the base prospectus dated 27 September 2024 in connection with the issue of non-equity securities under the Programme for the issuance of Notes, Warrants and Certificates by J.P. Morgan SE (the "**Base Prospectus**") are (i) the publication of the Registration Document of J.P. Morgan Structured Products B.V. dated 16 April 2025 (the "**JPMSP Registration Document**"), which has been approved by the Commission de Surveillance du Secteur Financier in Luxembourg ("**CSSF**"), on 16 April 2025 and (ii) the publication of the supplement no. 2 dated 17 April 2025 to the Registration Document of J.P. Morgan SE dated 31 May 2024 (the "**JPMSE Registration Document**"), which has been approved by the German Federal Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht* – "**BaFin**"), on 17 April 2025. The information in the JPMSP Registration Document and the information in the supplement no. 2 to the JPMSE Registration Document is incorporated by reference into the Base Prospectus by way of this Supplement.

## **I. Amendments to section "II. RISK FACTORS"**

*The information in subsection "A. Risks in connection with the Issuer" on page 13 of the Base Prospectus shall be replaced as follows:*

"The risk factors as set out on pages 3 to 14 of the Registration Document of J.P. Morgan SE dated 31 May 2024 (the "**JPMSE Registration Document**") (as lastly supplemented by the second supplement dated 17 April 2025 to the JPMSE Registration Document) which has been approved by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) and the risk factors as set out on pages 4 to 42 of the Registration Document of J.P. Morgan Structured Products B.V. dated 16 April 2025 (the "**JPMSP Registration Document**") which has been approved by the CSSF are hereby incorporated by reference into this Base Prospectus (detailed information regarding the pages in the JPMSE Registration Document, in the second supplement dated 17 April 2025 to the JPMSE Registration Document and the JPMSP Registration Document from which information is incorporated by reference, can be found in section "XII. General Information" under "4. Information incorporated by reference")."

## **II. Amendments to section "XI. INFORMATION ABOUT THE ISSUER"**

*The information in this section on pages 279 et seq. of the Base Prospectus shall be replaced as follows:*

"With respect to the information about J.P. Morgan SE as Issuer of the Securities, the information contained in the Registration Document of J.P. Morgan SE dated 31 May 2024 which has been approved by the Competent Authority (the "**JPMSE Registration Document**"), the first supplement dated 18 March 2025 to the JPMSE Registration Document (the "**First Supplement to the JPMSE Registration Document**"), the second supplement dated 17 April 2025 to the JPMSE Registration Document (the "**Second Supplement to the JPMSE Registration Document**") as well as the Registration Document of J.P. Morgan Structured Products B.V. dated 16 April 2025 which has been approved by the CSSF (the "**JPMSP Registration Document**") and the information in the audited annual report of JPMSE for the financial year ended 31 December 2023 (the "**JPMSE 2023 Annual Report**") and the audited annual report of JPMSE for the financial year ended 31 December 2022 (the "**JPMSE 2022 Annual Report**") are incorporated by reference pursuant to Article 19 paragraph 1 of the Prospectus Regulation into this Base Prospectus (detailed information regarding the pages in the JPMSE Registration Document, the First Supplement to the JPMSE Registration Document, the Second Supplement to the JPMSE Registration Document, the JPMSP Registration Document, the JPMSE 2023 Annual Report and the

JPMSE 2022 Annual Report from which information is incorporated by reference can be found in section "XII. General Information" under "4. Information incorporated by reference")."

### III. Amendments to section "XII. GENERAL INFORMATION"

1) *In the subsection "2. Availability of Base Prospectus" on page 281 of the Base Prospectus the list contained in the third paragraph shall be replaced as follows:*

- "- the JPMSE Registration Document dated 31 May 2024 (at: [https://jpmorgan-zertifikate.de/globalassets/library/legal-documents/items/fp-fp/240531\\_jpmse\\_rd\\_2024\\_sv3.pdf](https://jpmorgan-zertifikate.de/globalassets/library/legal-documents/items/fp-fp/240531_jpmse_rd_2024_sv3.pdf)) and any future supplements thereto;- the First Supplement to the JPMSE Registration Document (at: [https://www.jpmorgan-zertifikate.de/globalassets/library/legal-documents/items/250318\\_jpmse\\_regform\\_supplement\\_no\\_1\\_sv3.pdf](https://www.jpmorgan-zertifikate.de/globalassets/library/legal-documents/items/250318_jpmse_regform_supplement_no_1_sv3.pdf));
- the Second Supplement to the JPMSE Registration Document (at: [https://www.jpmorgan-zertifikate.de/globalassets/library/legal-documents/items/250417\\_jpmse\\_regform\\_supplement\\_no\\_2\\_sv2.pdf](https://www.jpmorgan-zertifikate.de/globalassets/library/legal-documents/items/250417_jpmse_regform_supplement_no_2_sv2.pdf));
- the JPMSE 2023 Annual Report (at: <https://www.jpmorgan-zertifikate.de/globalassets/library/legal-documents/2023-annual-report-english.pdf>);
- the JPMSE 2022 Annual Report (at: <https://www.jpmorgan-zertifikate.de/globalassets/library/legal-documents/items/2022-annual-report-english.pdf>);
- the JPMSP Registration Document dated 16 April 2025 (at: <https://www.jpmorgan-zertifikate.de/globalassets/library/legal-documents/jpmsp-registration-document-16-april-2025-final-version.pdf>);
- the articles of association of JPMSE."

2) *Under "A. Documents" in the subsection "4. Information incorporated by reference" on page 282 of the Base Prospectus the list shall be replaced as follows:*

- "- the JPMSE Registration Document dated 31 May 2024 which has been approved by the Competent Authority;
- the First Supplement to the JPMSE Registration Document;
- the Second Supplement to the JPMSE Registration Document;
- the JPMSE 2023 Annual Report;
- the JPMSE 2022 Annual Report; and
- the JPMSP Registration Document dated 16 April 2025 which has been approved by the CSSF."

3) *Under "B. Information" in the subsection "4. Information incorporated by reference" on pages 282 et seq. of the Base Prospectus the line items "JPMSP Registration Document dated 17 April 2024" and "Second Supplement to the JPMSP Registration Document" (which has been incorporated by the supplement dated 19 March 2025) shall be replaced as follows:*

"

***JPMSP Registration Document dated 16 April 2025***

Risk Factors

Sections 1. to  
5./ pages 4 to  
42

section II.A. / page 13  
section XI. / page 279

"

- 4) *Under "B. Information" in the subsection "4. Information incorporated by reference" on pages 282 et seq. of the Base Prospectus the following line item shall be added in the list:*

"

***Second Supplement to the JPMSE Registration Document***

Information contained in the Second Supplement to the  
JPMSE Registration Document

pages 2 -5

section II.A. / page 13  
section XI. / page 279

"

**The Supplement, the Base Prospectus and any further supplements are published on the website <https://www.jpmmorgan-zertifikate.de> under the section "Dokumente".**

**Pursuant to article 23 para. 2 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.**

**The right to withdraw the acceptance only applies to securities that have been offered under the Base Prospectus of J.P. Morgan SE dated 27 September 2024 and which relate to this Supplement.**

**If the acceptance to purchase or subscribe for the securities has been made to the Issuer, the addressee of a withdrawal is BNP Paribas S.A. Germany Branch, Senckenberganlage 19, 60325 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.**