

FINAL TERMS

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 the Insurance Mediation Directive 2002/92/EC (as amended, “**IMD**”), 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 “**PRIPs 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 PRIPs Regulation.

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY 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 ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ONLY, EACH AS DEFINED IN MIFID II; 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 MIFID II 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: 94
TRANCHE NO: 1

EUR 2,000,000,000 Fixed-to-Floating Rate Notes due 2027

Issue Price: 100 per cent.

Sole Bookrunner

J.P. Morgan

Joint Lead Managers

Banca IMI

**Banco Bilbao Vizcaya Argentaria,
S.A.**

Commerzbank

Commonwealth Bank of Australia

ING

Mizuho Securities

MUFG

NatWest Markets

Nordea Bank Abp

SMBC Nikko

Société Générale

Swedbank

Corporate & Investment Banking

Westpac Banking Corporation

ABN 33 007 457 141

The date of these Final Terms is March 7, 2019

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 Prospectus dated September 21, 2018 and the Supplementary Prospectuses dated October 15, 2018, October 29, 2018, November 1, 2018, January 16, 2019 and February 27, 2019 which together constitute a base prospectus for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive 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 Supplementary Prospectuses have been published on the website of the London Stock Exchange at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html and copies may be obtained from the Agent.

1.	Issuer:	JPMorgan Chase & Co.
2.	(i) Series Number:	94
	(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:	€2,000,000,000
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:	March 11, 2019
	(ii) Interest Commencement Date:	Issue Date (Fixed Rate) March 11, 2026 (Floating Rate)
8.	Maturity Date:	March 11, 2027
9.	Interest Basis:	1.090 per cent. Fixed Rate for the period from and including the Issue Date to but excluding March 11, 2026 (the “Fixed Rate Period”) 3 month EURIBOR + 0.76 per cent. Floating Rate for the period from and including March 11, 2026 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:	1.090 per cent. per annum payable annually in

	arrear on each Interest Payment Date
(ii) Interest Payment Dates:	March 11 in each year commencing on March 11, 2020 and ending on March 11, 2026
(iii) Fixed Coupon Amount:	€10.90 per Calculation Amount
(iv) Broken Amount(s):	Not Applicable
(v) Day Count Fraction:	Actual/Actual (ICMA)
(vi) Determination Dates:	March 11 in each year
15. Floating Rate Note Provisions	Applicable during the Floating Rate Period
(i) Interest Period(s):	The period beginning on (and including) March 11, 2026 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:	June 11, 2026, September 11, 2026, December 11, 2026, 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:	June 11, 2026
(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):	+0.76 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
16.	Zero Coupon Note Provisions	Not Applicable
Provisions Relating to Redemption		
17.	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 March 11, 2026 In whole at any time or in part from time to time on any date(s) falling on or after January 11, 2027
	(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 30 days' notice to Noteholders
	(v) Issuer's Option Period:	In whole but not in part on March 11, 2026 and in whole at any time or in part from time to time on or after January 11, 2027
	(B) Redemption At Make-Whole Redemption Amount	Applicable
	(i) Optional Redemption Date(s):	In whole but not in part on any date falling on or after September 11, 2019 to but excluding March 11, 2026
	(ii) Make-Whole Redemption Amount:	Applicable
	(a) Reference Bond:	Bundesrepublik Deutschland DBR 0.5%, 02/15/26, ISIN: DE0001102390
	Redemption Margin:	+0.20 per cent. per annum
	Quotation Time:	11:00 a.m. Central European Time
	Quotation Jurisdiction:	Germany
	(b) Day Count Basis:	Actual/Actual (ICMA)
	(c) Make-Whole Exemption Period:	From and including March 11, 2026, subject to 17(A) above
	(iii) Notice Period (if different from that set out in the Conditions):	At least 5 days' but no more than 30 days' notice to Noteholders
	(iv) Issuer's Option Period:	In whole but not in part on any date falling on or after September 11, 2019 to but excluding March 11, 2026
18.	Redemption at the Option of the Noteholder (Put Option)	Not Applicable
19.	Final Redemption Amount of each Note	€1,000 per Calculation Amount

20. **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:

21. Form of Notes:

Permanent Regulation S Global Note in registered form, which is exchangeable for Definitive Notes represented by Certificates in the limited circumstances specified in the Permanent Regulation S Global Note

The Permanent Regulation S Global Note will be registered in the name of a nominee for a common safekeeper for Euroclear and Clearstream, Luxembourg

22. NSS (New Safekeeping Structure)

Yes

23. Financial Center(s):

London, New York and TARGET


24. Redenomination, renominialization and reconventioning provisions:

Not Applicable

25. Consolidation provisions:

Not Applicable

Signed on behalf of the Issuer:

By: 

Duly authorized

PART B — OTHER INFORMATION

1. Listing and Admission to Trading

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| (i) Admission to trading: | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market and listing on the Official List of the UK Listing Authority with effect from March 11, 2019. |
| (ii) Estimate of total expenses related to admission to trading: | £4,560 |

2. Ratings

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| Ratings: | The Notes to be issued have not been rated. |
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3. Interests of Natural and Legal Persons involved in the Issue/Offer

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 Joint Lead 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. Operational Information

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|---|---|
| ISIN Code: | XS1960248919 |
| Common Code: | 196024891 |
| Clearing system(s) and the relevant identification number(s): | Euroclear Bank SA/NV and Clearstream Banking S.A. |
| Delivery: | Delivery against 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 |

5. Distribution

- | | |
|---|--|
| US Selling Restrictions: | Reg. S Category 2 |
| Prohibition of Sales to EEA Retail Investors: | Applicable |
| Names of Joint Lead Managers: | J.P. Morgan Securities plc
Banca IMI S.p.A.
Banco Bilbao Vizcaya Argentaria, S.A.
Commerzbank Aktiengesellschaft
Commonwealth Bank of Australia
ING Bank N.V.
Mizuho International plc
MUFG Securities EMEA plc
NatWest Markets Plc
Nordea Bank Abp |

SMBC Nikko Capital Markets Limited
Société Générale
Swedbank AB (publ)
Westpac Banking Corporation ABN 33
007 457 141

6. Benchmarks Regulation

EURIBOR is provided by the European Money Markets Institute. As at the date hereof, the European Money Markets Institute does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the Benchmarks Regulation (EU) 2016/1011 (the “Benchmarks Regulation”). As far as the Issuer is aware, the transitional provisions in Article 51 of the Benchmarks Regulation apply, such that the European Money Markets Institute is not currently required to obtain authorisation/registration (or, if located outside the European Union, recognition, endorsement or equivalence).