

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2014/65/EU (as amended, “MiFID II”); or (ii) a customer within the meaning of Directive 2016/97/EU (as amended or superseded, the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.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 “PRIIPs 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 PRIIPs 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 DIRECTIVE 2014/65/EU (AS AMENDED, “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: [1]

TRANCHE NO: 1

EUR 1,750,000,000 Fixed-to-Floating Rate Notes due 2032

Issue Price: 100 per cent.

Sole Bookrunner and Joint Lead Manager
J.P. Morgan

Joint Lead Managers

**ABN AMRO
Capital One Securities
Lloyds Bank Corporate Markets
Nykredit
Scotiabank
UniCredit Bank**

**Banca IMI
Commonwealth Bank of Australia
NATIXIS
Santander Corporate & Investment
Banking
TD Securities
Westpac Banking Corporation
ABN 33 007 457 141**

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 Base Prospectus dated September 20, 2019 and the Supplementary Prospectus dated October 16, 2019 which together constitute a base prospectus for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the Prospectus Regulation 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 Prospectus have been published on the website of Euronext Dublin at www.ise.ie and copies may be obtained from <https://www.ise.ie/Market-Data-Announcements/Debt>.

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|---|---|--|
| 1. | Issuer: | JPMorgan Chase & Co. |
| 2. | (i) Series Number: | [1] |
| | (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: | €1,750,000,000 |
| 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: | November 4, 2019 |
| | (ii) Interest Commencement Date: | Issue Date (Fixed Rate)
November 4, 2031 (Floating Rate) |
| 8. | Maturity Date: | November 4, 2032 |
| 9. | Interest Basis: | 1.047 per cent. Fixed Rate for the period from and including the Issue Date to but excluding November 4, 2031 (the “Fixed Rate Period”)

3 month EURIBOR + 0.87 per cent. Floating Rate for the period from and including November 4, 2031 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: | 1.047 per cent. per annum payable annually in arrear on each Interest Payment Date |
| | (ii) Interest Payment Date(s): | November 4 in each year commencing on November 4, 2020 and ending on November 4, 2031 |
| | (iii) Fixed Coupon Amount(s): | €10.47 per Calculation Amount |
| | (iv) Broken Amount(s): | Not Applicable |

	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	November 4 in each year
15.	Floating Rate Note Provisions	Applicable during the Floating Rate Period
	(i) Interest Period(s):	The period beginning on (and including) November 4, 2031 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:	February 4, 2032, May 4, 2032, August 4, 2032 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:	February 4, 2032
	(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):	+0.87 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
	(xv) Alternative Fallback (if the Reference Rate is not U.S. dollar LIBOR and not Compounded Daily SONIA):	Applicable
	(xvi) Observation Look-back Period:	Not Applicable
16	Reset Note Provisions	Not Applicable
17.	Zero Coupon Note Provisions	Not Applicable

Provisions Relating to Redemption

18.	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 November 4, 2031 In whole at any time or in part from time to time, on any date(s) falling on or after August 4, 2032
	(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 November 4, 2031 and in whole at any time or in part from time to time, on or after August 4, 2032
	(B) Redemption At Make-Whole Redemption Amount	Applicable
	(i) Optional Redemption Date(s):	In whole, but not in part, on any date from and including May 4, 2020 to but excluding November 4, 2031
	(ii) Make-Whole Redemption Amount:	Applicable
	(a) Discounted to the Optional Redemption Date	On an annual basis.
	(b) Reference Bond:	Bundesrepublik Deutschland: DBR 0%, 08/15/29, ISIN: DE0001102473
	Redemption Margin:	+0.25 per cent. per annum
	Quotation Time:	11:00 a.m. Central European Time
	Quotation Jurisdiction:	Germany
	(c) Day Count Basis	Actual/Actual (ICMA)
	(d) Make-Whole Exemption Period:	From (and including) November 4, 2031, subject to 18(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 from and including May 4, 2020 to but excluding November 4, 2031
19.	Redemption at the Option of the Noteholder (Put Option)	Not Applicable
20.	Final Redemption Amount of each Note	€1,000 per Calculation Amount

21. **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:

22. Form of Notes:

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

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

23. NSS (New Safekeeping Structure)

Yes

24. Financial Center(s):

London, New York and TARGET

25. Redenomination, renominialization and reconventioning provisions:

Not Applicable

26. Consolidation provisions:

Not Applicable

Signed on behalf of the Issuer:

By: -----
Duly authorized

PART B — OTHER INFORMATION

1. Listing and Admission to Trading

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of Euronext Dublin and trading on its regulated market with effect from November 4, 2019.
- (ii) Estimate of total expenses related to admission to trading: €|•] **[Note: Listing Agent to Confirm]**

2. Ratings

Ratings: The Notes to be issued have not been rated.

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 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. Reasons for the offer, Estimated Net Proceeds and Total Expenses

Reasons for the offer and use of proceeds: See “Use of Proceeds” in the Base Prospectus.

Estimated net proceeds: €1,742,125,000

5. *[Item has been intentionally omitted as Not Applicable]*

6. Operational Information

ISIN Code: XS2075811948

Common Code: 207581194

CFI: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.

FISN: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN.

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

Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the

ICSDs acting as common safekeeper and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

7. Distribution

U.S. Selling Restrictions:

Reg. S Category 2

Prohibition of Sales to EEA Retail Investors:

Applicable

Additional Selling Restrictions:

Not Applicable

If syndicated, names of Managers and underwriting commitments, and names of the entities agreeing to place the issue without a firm commitment or on a “best efforts” basis if such entities are not the same as the Managers:

J.P. Morgan Securities plc
ABN AMRO Bank N.V.
Banca IMI S.p.A.
Banco Santander S.A.
Capital One Securities, Inc.
Commonwealth Bank of Australia
Lloyds Bank Corporate Markets plc
NATIXIS
Nykredit Bank A/S
Scotiabank Europe plc
The Toronto-Dominion Bank
UniCredit Bank AG
Westpac Banking Corporation ABN 33 007 457 141

Stabilizing Manager(s) (if any):

J.P. Morgan Securities plc

8. Benchmarks Regulation

EURIBOR is provided by the European Money Markets Institute. As at the date hereof, the European Money Markets Institute appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 of the Benchmarks Regulation.