17 March 2025

Hong Kong Exchanges and Clearing Limited ("**HKEX**"), The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

This document, for which we and our Guarantor accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Rules**") for the purpose of giving information with regard to us and our Guarantor. We and our Guarantor, having made all reasonable enquiries, confirm that to the best of our knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

This document is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the CBBCs.

The CBBCs are complex products. Investors should exercise caution in relation to them. Investors are warned that the price of the CBBCs may fall in value as rapidly as it may rise and holders may sustain a total loss of their investment. Prospective purchasers should therefore ensure that they understand the nature of the CBBCs and carefully study the risk factors set out in the Base Listing Document (as defined below) and this document and, where necessary, seek professional advice, before they invest in the CBBCs.

The CBBCs constitute general unsecured contractual obligations of us as the Issuer and of no other person and the Guarantee constitutes the general unsecured contractual obligations of our Guarantor and of no other person and will rank equally among themselves and with all our and our Guarantor's other unsecured obligations (save for those obligations preferred by law) upon liquidation. If you purchase the CBBCs, you are relying upon the creditworthiness of us and our Guarantor, and have no rights under the CBBCs against the Company which has issued the underlying Shares or any other person. If we become insolvent or default on our obligations under the CBBCs or our Guarantor becomes insolvent or defaults on its obligations under the Guarantee, you may not be able to recover all or even part of the amount due under the CBBCs (if any).

Non-collateralised Structured Products

Launch Announcement
and
Supplemental Listing Document for Callable Bull/Bear Contracts over Single Equities

to be issued by

J.P.Morgan

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

and unconditionally and irrevocably guaranteed by

Guarantor: JPMorgan Chase Bank, National Association
(*a national banking association organized under the laws of the United States of America*)

Managers: J.P. Morgan Securities plc and J.P. Morgan Securities (Asia Pacific) Limited

Key Terms

CBBCs Stock code	57149	57159
Liquidity Provider broker ID	9708	9710
Issue size	80,000,000 CBBCs	60,000,000 CBBCs
Style / Category	European style cash settled category R	European style cash settled category R
Type	Bull	Bull
Company	BYD Company Limited	WuXi Biologics (Cayman) Inc.
Shares	HKD traded ordinary H shares of the Company	HKD traded ordinary shares of the Company
Board Lot	25,000 CBBCs	5,000 CBBCs
Issue Price per CBBC	HK$ 0.250	HK$ 0.250
Funding Cost per CBBC as of Launch Date[1]	HK$ 0.1864	HK$ 0.2135
	The funding cost will fluctuate throughout the life of the CBBCs	
Strike Price	HK$ 354.000	HK$ 23.000
Call Price	HK$ 358.000	HK$ 24.500
Cash Settlement Amount per Board Lot (if any) payable at expiry	Subject to no occurrence of a Mandatory Call Event: **For a series of bull CBBCs:** Entitlement x (Closing Price – Strike Price) x one Board Lot / Number of CBBC(s) per Entitlement **For a series of bear CBBCs:** Entitlement x (Strike Price – Closing Price) x one Board Lot / Number of CBBC(s) per Entitlement	
Closing Price (for all series)	The closing price of one Share (as derived from the Daily Quotation Sheet of the Stock Exchange, subject to any adjustment to such closing price as may be necessary to reflect any event as contemplated in Condition 5 such as capitalisation, rights issue, distribution or the like) on the Valuation Date.	
Entitlement	1 Share	1 Share
Number of CBBC(s) per Entitlement	500 CBBC(s)	100 CBBC(s)
Maximum number of Shares to which the CBBCs relate	160,000	600,000
Launch Date (for all series)	14 March 2025	
Issue Date (for all series)	18 March 2025	
Listing Date[2] **(for all series)**	19 March 2025	
Observation Commencement Date[2] **(for all series)**	19 March 2025	
Valuation Date[3] **(for all series)**	The Trading Day (being a day on which the Stock Exchange is scheduled to be open for trading for its regular trading sessions) immediately preceding the Expiry Date.	
Expiry Date[4]	12 September 2025	8 May 2026

[1]The funding cost is calculated in accordance with the following formula:

$$\text{Funding Cost} = \frac{\text{Entitlement x (Strike Price x funding rate x n / 365)}}{\text{Number of CBBC(s) per Entitlement}}$$

Where,

(i) "n" is the number of days remaining to expiration; initially, "n" is the number of days from (and including) the Launch Date to (and including) the trading day immediately preceding the Expiry Date; and

(ii) the funding rate will fluctuate throughout the term of the CBBCs as further described in the "Key Risk Factors" section in this document. As of the Launch Date, the funding rate was 52.8% (for stock code 57149) and 80.67% (for stock code 57159).

[2]During the period between the Launch Date and the scheduled Listing Date (both dates exclusive), if any event occurs on any Business Day which either results in the Stock Exchange (i) being closed for trading for the entire day; or (ii) being closed prior to its regular time for close of trading for the relevant day, the Listing Date will be postponed (without any further notice or announcement) such that there is a period of two Business Days not affected by the aforementioned event(s) between the Launch Date and the postponed Listing Date (both dates exclusive). In such case, the Observation Commencement Date will also be postponed to the postponed Listing Date.

[3]Subject to any potential postponement upon the occurrence of a Market Disruption Event. Please see Condition 2(C) for details.

[4]If such day is a Saturday, Sunday or public holiday in Hong Kong, the immediately succeeding day which is not a Saturday, Sunday or public holiday in Hong Kong.

CBBCs Stock code	57149	57159
Settlement Date (for all series)	The third CCASS Settlement Day after (i) the end of the MCE Valuation Period or (ii) the later of: (a) the Expiry Date; and (b) the day on which the Closing Price is determined in accordance with the Conditions (as the case may be).	
Settlement Currency	Hong Kong dollars	Hong Kong dollars
Effective Gearing[5]	3.09x	1.07x
Gearing[5]	3.09x	1.07x
Premium[5]	24.16%	80.11%

[5]This data may fluctuate during the life of the callable bull/bear contracts and may not be comparable to similar information provided by other issuers of callable bull/bear contracts. Each issuer may use different valuation models.

IMPORTANT INFORMATION

The CBBCs are listed structured products which involve derivatives. Do not invest in them unless you fully understand and are willing to assume the risks associated with them.

What documents should you read before investing in the CBBCs?
You must read this document together with our base listing document dated 10 March 2025 (the "**Base Listing Document**"), as supplemented by any addendum thereto (together, the "**Listing Documents**"), in particular the section "Terms and Conditions of The Cash-Settled Callable Bull/Bear Contracts over Single Stock" (the "**Conditions**") set out in our Base Listing Document. This document (as read in conjunction with our Base Listing Document and each addendum referred to in the section headed "Product Summary Statement") is accurate as at the date of this document. You should carefully study the risk factors set out in the Listing Documents. You should also consider your financial position and investment objectives before deciding to invest in the CBBCs. We cannot give you investment advice. You must decide whether the CBBCs meet your investment needs before investing in the CBBCs.

Is there any guarantee or collateral for the CBBCs?
Our obligations under the CBBCs are unconditionally and irrevocably guaranteed by our Guarantor. If we become insolvent or default on our obligations under the CBBCs and our Guarantor becomes insolvent or defaults on its obligations under the Guarantee, you can only claim as an unsecured creditor of the Issuer and our Guarantor. In such event, you may not be able to recover all or even part of the amount due under the CBBCs (if any).

What are our Guarantor's credit ratings?
Our Guarantor's current long-term debt credit ratings are:

Rating agency	*Rating as of the Launch Date*
Moody's Investors Service, Inc.	Aa2 (developing outlook)
S&P Global Ratings	AA- (stable outlook)

You should conduct your own research using publicly available sources (including but not limited to our Investor Relations website (*http://www.jpmorganchase.com/ir*)) to obtain the latest information with respect to our Guarantor's ratings and ratings outlooks from time to time. Our Guarantor's credit ratings and ratings outlooks are subject to change or withdrawal at any time within each rating agency's sole discretion.

The CBBCs are not rated and you should not solely rely on our Guarantor's credit ratings when investing in the CBBCs.

The CBBCs are not rated by any credit rating agencies.

Rating agencies usually receive a fee from the companies that they rate. When evaluating our Guarantor's creditworthiness, you should not solely rely on our Guarantor's credit ratings because:

- a credit rating is not a recommendation to buy, sell or hold the CBBCs;
- ratings of companies may involve difficult-to-quantify factors such as market competition, the success or failure of new products and markets and managerial competence;
- a high credit rating is not necessarily indicative of low risk. Our Guarantor's credit ratings as of the Launch Date are for reference only. Any downgrading of our Guarantor's credit ratings could result in a reduction in the value of the CBBCs;
- a credit rating is not an indication of the liquidity or volatility of the CBBCs; and
- a credit rating may be downgraded if the credit quality of our Guarantor declines.

Is the Issuer or our Guarantor regulated by the Hong Kong Monetary Authority referred to in Rule 15A.13(2) or the Securities and Futures Commission referred to in Rule 15A.13(3)?
We are not regulated by any of the bodies referred to in Rule 15A.13(2) or Rule 15A.13(3) of the Rules. Our Guarantor is a licensed bank regulated by the Hong Kong Monetary Authority. It is also a national banking association organised and subject to regulation under the laws of the United States of America, including the National Bank Act.

Is the Issuer or our Guarantor subject to any litigation?
Save as disclosed in the Listing Documents, the Issuer and our Guarantor are not aware, to the best of the Issuer's and our Guarantor's knowledge and belief, of any litigation or claims of material importance pending or threatened against the Issuer or our Guarantor.

Has our or our Guarantor's financial position changed since last financial year-end?
Save as disclosed in the section headed "General Information about Us" and the section headed "Information Relating to the Guarantor" in the Base Listing Document, there has been no material adverse change in our or our Guarantor's financial position since the date of the most recently published audited financial statements of us or our Guarantor on a consolidated basis respectively, as the case may be, that would have a material adverse effect on our ability to perform our obligations, or our Guarantor's ability to perform its obligations respectively in the context of the issue of CBBCs.

PRODUCT SUMMARY STATEMENT

The CBBCs are listed structured products which involve derivatives. This statement provides you with key information about the CBBCs. You should not invest in the CBBCs based on the information contained in this statement alone. You should read and understand the remaining sections of this document, together with the other Listing Documents, before deciding whether to invest.

Overview of the CBBCs

- **What is a CBBC?**
  A CBBC linked to the shares of a company is an instrument which tracks the performance of the underlying Shares.

  The trading price of the CBBCs tends to follow closely the movement in the price of the underlying Shares in dollar value.

  Similar to a derivative warrant, a CBBC may provide a leveraged return to you. Conversely, such leverage could also magnify your losses.

  A bull CBBC is designed for an investor holding a view that the price of the underlying shares will increase during the term of the CBBC.

  A bear CBBC is designed for an investor holding a view that the price of the underlying shares will decrease during the term of the CBBC.

- **How do the CBBCs work?**
  The CBBCs are European style cash settled callable bull/bear contracts linked to the underlying Shares. Subject to no occurrence of a Mandatory Call Event (see "Mandatory call feature" below), the CBBCs can only be exercised on the Expiry Date.

  Mandatory call feature

  A Mandatory Call Event occurs if the Spot Price is at or below (in respect of a series of bull CBBCs) or at or above (in respect of a series of bear CBBCs) the Call Price at any time during a Trading Day in the Observation Period.

  The Observation Period commences from the Observation Commencement Date to the Trading Day immediately preceding the Expiry Date (both dates inclusive). "**Trading Day**" means any day on which the Stock Exchange is scheduled to open for trading for its regular trading sessions.

  Upon the occurrence of a Mandatory Call Event, trading in the CBBCs will be suspended immediately and, subject to the limited circumstances set out in the Conditions in which a Mandatory Call Event may be reversed, the CBBCs will be terminated and all Post MCE Trades will be invalid and will be cancelled and will not be recognised by us or the Stock Exchange. The term "**Post MCE Trades**" means subject to such modification and amendment prescribed by the Stock Exchange from time to time, (a) in the case where the Mandatory Call Event occurs during a continuous trading session, all trades in the CBBCs concluded via auto-matching or manually after the time of the occurrence of a Mandatory Call Event, and (b) in the case where the Mandatory Call Event occurs during a pre-opening session or a closing auction session (if applicable), all auction trades in the CBBCs concluded in such session and all manual trades concluded after the end of the pre-order matching period in such session.

  The time at which a Mandatory Call Event occurs will be determined by reference to the Stock Exchange's trading system time at which the Spot Price is at or below (in respect of a series of bull CBBCs) or at or above (in respect of a series of bear CBBCs) the Call Price.

  Residual Value calculation

  The CBBCs are Category R as the Call Price is different from the Strike Price. Upon the occurrence of a Mandatory Call Event, the holder may be entitled to a cash amount called the "**Residual Value**" net of any Exercise Expenses (as defined under the heading "Exercise Expenses" in the sub-section titled "What are the fees and charges?" below**)**.

  The Residual Value will be calculated in accordance with a formula by reference to the lowest Spot Price (in respect of a series of bull CBBCs) or the highest Spot Price (in respect of a series of bear CBBCs) of the underlying Shares in the trading session during which a Mandatory Call Event occurs and in the following session, subject to potential extension as further described in Condition 2(C).

  The Residual Value per Board Lot (if any) payable is calculated as follows:

  In respect of a series of bull CBBCs:

  $$\frac{\text{Entitlement} \times (\text{Minimum Trade Price} - \text{Strike Price}) \times \text{one Board Lot}}{\text{Number of CBBC(s) per Entitlement}}$$

  In respect of a series of bear CBBCs:

  $$\frac{\text{Entitlement} \times (\text{Strike Price} - \text{Maximum Trade Price}) \times \text{one Board Lot}}{\text{Number of CBBC(s) per Entitlement}}$$

Where:
"**Minimum Trade Price**" means, in respect of a series of bull CBBCs, the lowest Spot Price of the underlying Shares (subject to any adjustment to such Spot Price as may be necessary to reflect any event as contemplated in Condition 5 such as capitalisation, rights issue, distribution or the like) during the MCE Valuation Period;

"**Maximum Trade Price**" means, in respect of a series of bear CBBCs, the highest Spot Price of the underlying Shares (subject to any adjustment to such Spot Price as may be necessary to reflect any event as contemplated in Condition 5 such as capitalisation, rights issue, distribution or the like) during the MCE Valuation Period;

"**MCE Valuation Period**" means, subject to any extension (as described in further detail in the Conditions), the period commencing from and including the moment upon which the Mandatory Call Event occurs and up to the end of the following trading session on the Stock Exchange; and

"**Spot Price**" means:

(i) in respect of a continuous trading session of the Stock Exchange, the price per Share concluded by means of automatic order matching on the Stock Exchange as reported in the official real-time dissemination mechanism for the Stock Exchange during such continuous trading session in accordance with the Rules and Regulations of the Exchange (the "**Trading Rules**"), excluding direct business (as defined in the Trading Rules); and

(ii) in respect of a pre-opening session or a closing auction session (if applicable) of the Stock Exchange (as the case may be), the final Indicative Equilibrium Price (as defined in the Trading Rules) of the Share (if any) calculated at the end of the pre-order matching period of such pre-opening session or closing auction session (if applicable) (as the case may be) in accordance with the Trading Rules, excluding direct business (as defined in the Trading Rules),

subject to such modification and amendment prescribed by the Stock Exchange from time to time.

If the Residual Value is equal to or less than the Exercise Expenses (if any), you will lose all of your investment.

At expiry

If a Mandatory Call Event has not occurred during the Observation Period, the CBBCs will be terminated on the Expiry Date.

A bull CBBC will be automatically exercised at expiry without the need for the holder to deliver an exercise notice if the Closing Price is above the Strike Price. The more the Closing Price is above the Strike Price, the higher the payoff at expiry. If the Closing Price is at or below the Strike Price, you will lose all of your investment in the bull CBBC.

A bear CBBC will be automatically exercised at expiry without the need for the holder to deliver an exercise notice if the Closing Price is below the Strike Price. The more the Closing Price is below the Strike Price, the higher the payoff at expiry. If the Closing Price is at or above the Strike Price, you will lose all of your investment in the bear CBBC.

Upon the automatic exercise of the CBBCs, the holder is entitled to a cash amount called the "**Cash Settlement Amount**" net of any Exercise Expenses (as defined under the heading "Exercise Expenses" in the sub-section titled "What are the fees and charges?" below) according to the terms and conditions in the Listing Documents. **If the Cash Settlement Amount is equal to or less than the Exercise Expenses (if any), you will lose all of your investment in the CBBCs.**

- **Can you sell the CBBCs before the Expiry Date?**
  Yes. We will make an application for listing of, and permission to deal in, the CBBCs on the Stock Exchange. All necessary arrangements will be made to enable the CBBCs to be admitted into the Central Clearing and Settlement System ("**CCASS**"). Issue of the CBBCs is conditional upon listing approval being granted. From the Listing Date up to the Trading Day immediately preceding the Expiry Date (both dates inclusive), you may sell or buy the CBBCs on the Stock Exchange. No application has been made to list the CBBCs on any other stock exchange.

  The CBBCs may only be transferred in a Board Lot (or integral multiples thereof). Where a transfer of CBBCs takes place on the Stock Exchange, currently settlement must be made not later than two CCASS Settlement Days after such transfer.

  The Liquidity Provider will make a market in the CBBCs by providing bid and/or ask prices. See the section headed "Liquidity" below.

- **What is your maximum loss?**
  The maximum loss in the CBBCs will be your entire investment amount plus any transaction costs.

- **What are the factors determining the price of a CBBC?**
  The price of a CBBC linked to the shares of a company generally depends on the price of the underlying shares (being the underlying Shares for the CBBCs). However, throughout the term of the CBBCs, the price of the CBBCs will be influenced by a number of factors, including:

  - the Strike Price and Call Price of the CBBCs;
  - the likelihood of the occurrence of a Mandatory Call Event;
  - the probable range of Residual Value (if any) upon the occurrence of a Mandatory Call Event;
  - the time remaining to expiry;
  - the interim interest rates and expected dividend payments or other distributions on the underlying Shares;
  - the supply and demand for the CBBCs;
  - the probable range of the Cash Settlement Amount;
  - the depth of the market and liquidity of the underlying Shares;
  - our related transaction cost; and
  - the creditworthiness of the Issuer and our Guarantor.

  Although the price of the CBBCs tends to follow closely the movement in the price of the underlying Shares in dollar value, movements in the price of the CBBCs are affected by a number of factors (including those as set out above) and may not always follow closely the movements in the price of the underlying Shares, especially when the Spot Price is close to the Call Price or there may be expected dividend payments during the life of the CBBCs. It is possible that the price of the CBBCs does not increase as much as the increase (in respect of the bull CBBCs) or decrease (in respect of the bear CBBCs) in the price of the underlying Shares.

Risks of investing in the CBBCs

You must read the section headed "Key Risk Factors" in this document together with the risk factors set out in our Base Listing Document. You should consider all these factors collectively when making your investment decision.

Liquidity

- **How to contact the Liquidity Provider for quotes?**

Liquidity Provider:	J.P. Morgan Broking (Hong Kong) Limited
Address:	23-29/F, Chater House, 8 Connaught Road Central, Hong Kong
Telephone Number:	+852 2800 7878

  The Liquidity Provider is regulated by the Stock Exchange and the Securities and Futures Commission. It is an affiliate of the Issuer and will act as our agent in providing quotes. You can request a quote by calling the Liquidity Provider at the telephone number above.

- **What is the Liquidity Provider's maximum response time for a quote?** The Liquidity Provider will respond within 10 minutes and the quote will be displayed on the Stock Exchange's designated stock page for the CBBCs.

- **Maximum spread between bid and ask prices:** 20 spreads

- **Minimum quantity for which liquidity will be provided:** 20 Board Lots

- **What are the circumstances under which the Liquidity Provider is not obliged to provide liquidity?**

  There will be circumstances under which the Liquidity Provider is not obliged to provide liquidity. Such circumstances include:

  (i) upon the occurrence of a Mandatory Call Event;

  (ii) during the first 5 minutes of each morning trading session or the first 5 minutes after trading commences for the first time on a trading day;

  (iii) during a pre-opening session or a closing auction session (if applicable) or any other circumstances as may be prescribed by the Stock Exchange;

  (iv) when the CBBCs or the underlying Share are suspended from trading for any reason;

  (v) when there are no CBBCs available for market making activities. In such event, the Liquidity Provider shall continue to provide bid prices. CBBCs held by us or any of our affiliates in a fiduciary or agency capacity are not CBBCs available for market making activities;

  (vi) when there are operational and technical problems beyond the control of the Liquidity Provider hindering the ability of the Liquidity Provider to provide liquidity;

  (vii) if the underlying Shares or the stock market experiences exceptional price movement and high volatility over a short period of time which materially affects the Liquidity Provider's ability to source a hedge or unwind an existing hedge; or

  (viii) if the theoretical value of the CBBCs is less than HK$0.01. If the Liquidity Provider chooses to provide liquidity under this circumstance, both bid and ask prices will be made available.

  You should read the sub-section entitled "Possible limited secondary market" under the "Key Risk Factors" section for further information on the key risks when the Liquidity Provider is not able to provide liquidity.

How can you obtain further information?

- **Information about the underlying Company and the underlying Shares**
  You may obtain information on the underlying Shares (including the underlying Company's financial statements) by visiting the Stock Exchange's website at *www.hkex.com.hk* or (if applicable) the underlying Company's website(s) as follows:

Underlying Company	***Website***
BYD Company Limited	http://www.bydglobal.com
WuXi Biologics (Cayman) Inc.	http://www.wuxibiologics.com

- **Information about the CBBCs after issue**
  You may visit our website at *https://www.jpmhkwarrants.com* to obtain information on the CBBCs or any notice given by us in relation to the CBBCs.

- **Information about us and our Guarantor**
  You should read the section "Updated Information about Us and our Guarantor" in this document. You may visit *https://www.jpmhkwarrants.com* to obtain general corporate information about our Guarantor.

We have included references to websites in this document to indicate how further information may be obtained. Information appearing on those websites does not form part of the Listing Documents. We accept no responsibility for the accuracy or completeness of the information appearing on those websites. You should conduct your own due diligence (including without limitation web searches) to ensure that you are viewing the most up-to-date information.

What are the fees and charges?

- **Trading Fees and Levies**

  For each transaction effected on the Stock Exchange, the following trading fees and levies calculated on the value of the consideration for the CBBCs will be payable by each of the seller and the buyer:

  (i) a trading fee of 0.00565 per cent. charged by the Stock Exchange;
  (ii) a transaction levy of 0.0027 per cent. charged by the Securities and Futures Commission; and
  (iii) a transaction levy of 0.00015 per cent. charged by the Accounting and Financial Reporting Council.

  The levy for the investor compensation fund is currently suspended.

- **Exercise Expenses**
  You are responsible for any Exercise Expenses. Exercise Expenses mean any charges or expenses including any taxes or duties which are incurred or withheld in respect of the early termination of the CBBCs upon the occurrence of a Mandatory Call Event or the exercise of the CBBCs at expiry. Any Exercise Expenses will be deducted from the Residual Value or the Cash Settlement Amount payable at expiry (if any, as the case may be). If the Residual Value or the Cash Settlement Amount payable at expiry (as the case may be) is equal to or less than the Exercise Expenses, no amount is payable. As at the date of this document, no Exercise Expenses are payable for cash settled callable bull/bear contracts (including the CBBCs).

- **Stamp Duty**
  No stamp duty is currently payable in Hong Kong on transfer of cash settled callable bull/bear contracts (including the CBBCs).

You should note that any transaction cost will reduce your gain or increase your loss under your investment in the CBBCs.

What is the legal form of the CBBCs?

Each series of the CBBCs will be represented by a global certificate in the name of HKSCC Nominees Limited who is the only legal owner of the CBBCs. We will not issue definitive certificates for the CBBCs. You may arrange for your broker to hold the CBBCs in a securities account on your behalf, or if you have a CCASS Investor Participant securities account, you may arrange for the CBBCs to be held in such account. You will have to rely on the records of CCASS and/or the statements you receive from your brokers as evidence of your beneficial interest in the CBBCs.

Can we adjust the terms or early terminate the CBBCs?

The occurrence of certain events (including, without limitation, a rights issue, bonus issue or cash distribution by the Company, a subdivision or consolidation of the underlying Share or a restructuring event affecting the Company) may entitle us to adjust the terms and conditions of the CBBCs. However, we are not obliged to adjust the terms and conditions of the CBBCs for every event that affects the underlying Shares.

We may early terminate the CBBCs if it becomes illegal or impracticable for us (i) to perform our obligations under the CBBCs as a result of a change in law event, or (ii) to maintain our hedging arrangement with respect to the CBBCs due to a change in law event. In such event, the amount payable by us (if any) will be the fair market value of the CBBCs less our cost of unwinding any related hedging arrangements as determined by us, which may be substantially less than your initial investment and may be zero.

Please refer to Conditions 5, 11 and 13 for details about adjustments or early termination events. Such events may negatively affect your investment and you may suffer a loss.

Mode of settlement for the CBBCs

Subject to early termination upon the occurrence of a Mandatory Call Event, the CBBCs will be automatically exercised on the Expiry Date in integral multiples of the Board Lot if the Cash Settlement Amount is positive. If the Cash Settlement Amount is zero or negative, or is equal to or less than the Exercise Expenses, you will lose all of your investment.

Upon the occurrence of a Mandatory Call Event, the CBBCs will be early terminated and the holder is entitled to the Residual Value (if any) net of any Exercise Expenses.

We will deliver a cash amount in the Settlement Currency equal to the Residual Value or the Cash Settlement Amount payable at expiry net of any Exercise Expenses (if any) no later than the Settlement Date to HKSCC Nominees Limited (as the registered holder of the CBBCs), which will then distribute such amount to the securities account of your broker (and if applicable, its custodian) or to your CCASS Investor Participant securities account (as the case may be). You may have to rely on your broker (and if applicable, its custodian) to ensure that the Residual Value or the Cash Settlement Amount payable at expiry (if any) is credited to your account maintained with your broker. Once we make the payment to HKSCC Nominees Limited, who operates CCASS, you will have no further right against us for that payment, even if CCASS or your broker (and if applicable, its custodian) does not transfer your share of payment to you, or is late in making such payment transfer.

Payment of the Residual Value or the Cash Settlement Amount payable at expiry (if any) may be delayed if a Settlement Disruption Event occurs on the Settlement Date, as a result of which we are unable to deliver such amount through CCASS on such day. See Condition 3(F) for further information.

Where can you read the relevant documents of the CBBCs?

Copies of the following documents are available on the website of the HKEX at *www.hkexnews.hk* and our website at *https://www.jpmhkwarrants.com:*

- each of the Listing Documents (in separate English and Chinese versions), including:
  - this document;
  - our Base Listing Document, which includes our Guarantor's consolidated financial statements for the year ended 31 December 2024 comprising consolidated balance sheets at 31 December 2024 and 2023 and the related consolidated statements of income, changes in stockholder's equity, comprehensive income and cash flows for each of the three years ended 31 December 2024;
  - the supplemental disclosure document dated 24 April 2024 (in separate English and Chinese versions) (the "**2024 First Supplemental Disclosure Document**"), which is a supplemental disclosure document to our base listing document dated 11 March 2024 and includes our financial statements for the year ended 31 December 2023;
- the letter from our auditor, PricewaterhouseCoopers Accountants N.V., consenting to the reproduction of its audit report on our financial statements for the year ended 31 December 2023 in the 2024 First Supplemental Disclosure Document; and
- the letter from our Guarantor's auditor, PricewaterhouseCoopers LLP, agreeing to the inclusion of its audit report on the Guarantor's 2024 consolidated financial statements in the Base Listing Document.

以上各文件可於香港交易所披露易網站*www.hkexnews.hk*以及本公司網站*https://www.jpmhkwarrants.com*瀏覽。

Are there any dealings in the CBBCs before the Listing Date?

It is possible that there may have been dealings in the CBBCs before the Listing Date. If there are any dealings in the CBBCs by us or any of our subsidiaries or associated companies from the Launch Date prior to the Listing Date, we will report those dealings to the Stock Exchange by the Listing Date and such report will be released on the website of the Stock Exchange.

Have the auditors consented to the inclusion of their audit reports in our 2024 First Supplemental Disclosure Document and our Base Listing Document?

Our auditor and our Guarantor's auditor ("**Auditors**") have given and have not since withdrawn their written consent to the inclusion of their audit reports dated 8 April 2024 and 14 February 2025 respectively and/or the references to their names in our 2024 First Supplemental Disclosure Document and our Base Listing Document respectively, in the form and context in which they are included. Their audit reports were not prepared for incorporation into our 2024 First Supplemental Disclosure Document and our Base Listing Document. The Auditors do not own any of our shares or shares in any member of our group, nor do they have the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for our securities or securities of any member of our group.

Authorisation of the CBBCs

The issue of the CBBCs was authorised by resolutions of our board of directors on 3 March 2025. The giving of the Guarantee was authorised pursuant to resolutions of the board of directors of our Guarantor adopted on 8 December 2015.

Selling restrictions

The CBBCs have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), and will not be offered, sold, delivered or traded, at any time, indirectly or directly, in the United States or to, or for the account or benefit of, any U.S. person (as defined in the Securities Act).

The offer or transfer of the CBBCs is also subject to the selling restrictions specified in our Base Listing Document.

Capitalised terms and inconsistency

Unless otherwise specified, capitalised terms used in this document have the meanings set out in the Conditions. If this document is inconsistent with our Base Listing Document, this document shall prevail.

KEY RISK FACTORS

You must read these key risk factors together with the risk factors set out in our Base Listing Document. These key risk factors do not necessarily cover all risks related to the CBBCs. If you have any concerns or doubts about the CBBCs, you should obtain independent professional advice.

Non-collateralised structured products
The CBBCs are not secured on any of our or our Guarantor's assets or any collateral.

Credit risk
If you invest in the CBBCs, you are relying on our creditworthiness and our Guarantor's creditworthiness and of no other person. If we become insolvent or default on our obligations under the CBBCs or our Guarantor becomes insolvent or defaults on its obligations under the Guarantee, you can only claim as our or our Guarantor's unsecured creditor regardless of the performance of the underlying Shares and you may not be able to recover all or even part of the amount due under the CBBCs (if any). You have no rights under the terms of the CBBCs against the Company.

CBBCs are not principal protected and may become worthless
Given the gearing effect inherent in the CBBCs, a small change in the price of the underlying Share may lead to a substantial price movement in the CBBCs.

Unlike stocks, the CBBCs have a limited life and will be early terminated upon the occurrence of a Mandatory Call Event or expire on the Expiry Date. In the worst case, the CBBCs may be early terminated or expire with no value and you will lose all of your investment. The CBBCs may only be suitable for experienced investors who are willing to accept the risk that they may lose all their investment.

The CBBCs can be volatile
Prices of the CBBCs may rise or fall rapidly. You should carefully consider, among other things, the following factors before dealing in the CBBCs:

(i) the Strike Price and Call Price of the CBBCs;

(ii) the likelihood of the occurrence of a Mandatory Call Event;

(iii) the probable range of Residual Value (if any) upon the occurrence of a Mandatory Call Event;

(iv) the time remaining to expiry;

(v) the interim interest rates and expected dividend payments or other distributions on the underlying Shares;

(vi) the supply and demand for the CBBCs;

(vii) the probable range of the Cash Settlement Amount;

(viii) the depth of the market and liquidity of the underlying Shares;

(ix) the related transaction costs (including the Exercise Expenses, if any); and

(x) the creditworthiness of the Issuer and our Guarantor.

The value of the CBBCs may not follow closely the movements in the price of the underlying Shares. If you buy the CBBCs with a view to hedge against your exposure to the underlying Shares, it is possible that you could suffer loss in your investment in the underlying Shares and the CBBCs.

In particular, you should note that when the Spot Price of the underlying Shares is close to the Call Price, the trading price of the CBBCs will be more volatile. The change in the trading price of the CBBCs may not be comparable and may be disproportionate with the change in the price of the underlying Shares. In such case, a small change in the price of the underlying Shares may lead to a substantial price movement in the CBBCs.

You may lose your entire investment when a Mandatory Call Event occurs
Unlike warrants, CBBCs has a mandatory call feature and trading in the CBBCs will be suspended when the Spot Price reaches the Call Price (subject to the circumstances in which a Mandatory Call Event will be reversed as set out in the sub-section titled "Mandatory Call Event is irrevocable" below). No investors can sell the CBBCs after the occurrence of a Mandatory Call Event. Even if the price of the underlying Shares bounces back in the right direction, the CBBCs which have been terminated as a result of the Mandatory Call Event will not be revived and investors will not be able to profit from the bounce-back. Investors may receive a Residual Value after the occurrence of a Mandatory Call Event but such amount may be zero.

Mandatory Call Event is irrevocable
A Mandatory Call Event is irrevocable unless it is triggered as a result of any of the following events:

(i) report of system malfunction or other technical errors of HKEX (such as the setting up of wrong Call Price or other parameters) by the Stock Exchange to us; or

(ii) report of manifest errors caused by the relevant third party price source where applicable by us to the Stock Exchange,

and we agree with the Stock Exchange that such Mandatory Call Event is to be revoked provided that such mutual agreement must be reached no later than 30 minutes before the commencement of trading (including the pre-opening session) (Hong Kong time) on the Trading Day of the Stock Exchange immediately following the day on which the Mandatory Call Event occurs, or such other time as prescribed by the Stock Exchange from time to time.

In such case, the Mandatory Call Event so triggered will be reversed and all trades cancelled (if any) will be reinstated and the trading of the CBBCs will resume.

Delay in Mandatory Call Event notification
We will notify the market as soon as reasonably practicable after the occurrence of a Mandatory Call Event. You should be aware that there may be a delay in our announcement of a Mandatory Call Event due to technical errors, system failures and other factors that are beyond the reasonable control of the Stock Exchange and us.

Non-Recognition of Post MCE Trades
The Stock Exchange and its recognised exchange controller, HKEX, will not incur any liability (whether based on contract, tort, (including, without limitation, negligence), or any other legal or equitable grounds and without regard to the circumstances giving rise to any purported claim except in the case of wilful misconduct on the part of the Stock Exchange and/or HKEX) for, any direct, consequential, special, indirect, economic, punitive, exemplary or any other loss or damage suffered or incurred by us or any other party arising from or in connection with the Mandatory Call Event or the suspension of trading (**"Trading Suspension"**) or the non-recognition of trades after a Mandatory Call Event (**"Non-Recognition of Post MCE Trades"**), including without limitation, any delay, failure, mistake or error in the Trading Suspension or Non-Recognition of Post MCE Trades.

We and our affiliates shall not have any responsibility for any losses suffered as a result of the Trading Suspension and/or Non-Recognition of Post MCE Trades in connection with the occurrence of a Mandatory Call Event, notwithstanding that such Trading Suspension or Non-Recognition of Post MCE Trades may have occurred as a result of an error in the observation of the event.

Fluctuation in the Funding Cost
The Issue Price of the CBBCs is set by reference to the difference between the initial reference spot price of the underlying Shares and the Strike Price, plus the applicable Funding Cost as of the Launch Date. The initial Funding Cost applicable to the CBBCs is specified in the section headed "Key Terms" in this document. It will fluctuate throughout the life of the CBBCs as the funding rate may change from time to time. The funding rate is a rate determined by us based on one or more of the following factors, including but not limited to the Strike Price, the prevailing interest rate, the expected life of the CBBCs, any expected notional dividends in respect of the underlying Shares and the margin financing provided by us.

Residual Value will not include residual Funding Cost
The Residual Value (if any) payable by us following the occurrence of a Mandatory Call Event will not include the residual Funding Cost for the CBBCs. When a Mandatory Call Event occurs, the investors will lose the Funding Cost for the full period.

Our hedging activities
Our trading and/or hedging activities or those of our related parties related to the CBBCs and/or other financial instruments issued by us from time to time may have an impact on the price of the underlying Shares and may trigger a Mandatory Call Event.

In particular, when the Spot Price of the underlying Shares is close to the Call Price, our unwinding activities in relation to the underlying Shares may cause a fall or rise (as the case may be) in the price of the underlying Shares leading to a Mandatory Call Event as a result of such unwinding activities.

Before the occurrence of a Mandatory Call Event, we or our related party may unwind our hedging transactions relating to the CBBCs in proportion to the amount of the CBBCs we repurchase from the market from time to time. Upon the occurrence of a Mandatory Call Event, we or our related party may unwind any hedging transactions relating to the CBBCs. Such unwinding activities after the occurrence of a Mandatory Call Event may affect the price of the underlying Shares and consequently the Residual Value for the CBBCs.

Time decay
All other factors being equal, the value of a CBBC is likely to decrease over time. Therefore, the CBBCs should not be viewed as a product for long term investments.

Possible limited secondary market
The Liquidity Provider may be the only market participant for the CBBCs and therefore the secondary market for the CBBCs may be limited. The more limited the secondary market, the more difficult it may be for you to realise the value in the CBBCs prior to expiry.

You should also be aware that the Liquidity Provider may not be able to provide liquidity when there are operational and technical problems hindering its ability to do so. Even if the Liquidity Provider is able to provide liquidity in such circumstances, its performance of liquidity provision may be adversely affected. For example:

(i) the spread between bid and ask prices quoted by the Liquidity Provider may be significantly wider than its normal standard;

(ii) the quantity for which liquidity will be provided by the Liquidity Provider may be significantly smaller than its normal standard; and/or

(iii) the Liquidity Provider's response time for a quote may be significantly longer than its normal standard.

Adjustment related risk
The occurrence of certain events (including, without limitation, a rights issue, bonus issue or cash distribution by the Company, a subdivision or consolidation of the underlying Shares and a restructuring event affecting the Company) may entitle us to adjust the terms and conditions of the CBBCs. However, we are not obliged to adjust the terms and conditions of the CBBCs for every event that affects the underlying Share. Any adjustment or decision not to make any adjustment may adversely affect the value of the CBBCs. Please refer to Conditions 5 and 11 for details about adjustments.

Possible early termination
The CBBCs will lapse and cease to be valid in the event of liquidation, winding up or dissolution of the Company, except that in the case of a series of callable bear contracts, where we may pay to you the residual value (if any) less our costs of unwinding any related hedging arrangements as determined by us, which may be substantially less than your initial investment and may be zero.

We may also early terminate the CBBCs if it becomes illegal or impracticable for us (i) to perform our obligations under the CBBCs as a result of a change in law event, or (ii) to maintain our hedging arrangement with respect to the CBBCs due to a change in law event. In such event, the amount payable by us (if any) will be the fair market value of the CBBCs less our costs of unwinding any related hedging arrangements as determined by us, which may be substantially less than your initial investment and may be zero. Please refer to Conditions 10 and 13 for details about our early termination rights.

Time lag between early termination or exercise and settlement of the CBBCs
There is a time lag between the early termination or exercise of the CBBCs and payment of the Residual Value or the Cash Settlement Amount payable at expiry net of Exercise Expenses (if any). There may be delays in the electronic settlement or payment through CCASS.

Suspension of trading
If trading in the underlying Shares is suspended on the Stock Exchange, trading in the CBBCs will be suspended for a similar period. In such case, the price of the CBBCs may be subject to a significant impact of time decay due to such suspension and may fluctuate significantly upon resumption of trading, which may adversely affect your investment.

Conflict of interest
We and our subsidiaries and affiliates engage in a wide range of commercial and investment banking, brokerage, funds management, hedging, investment and other activities and may possess material information about the Company and/or the underlying Shares or issue or update research reports on the Company and/or the underlying Shares. Such activities, information and/or research reports may involve or affect the Company and/or the underlying Shares and may cause consequences adverse to you or otherwise create conflicts of interests in connection with the issue of the CBBCs. We have no obligation to disclose such information and may issue research reports and engage in any such activities without regard to the issue of the CBBCs.

In the ordinary course of our business, we and our subsidiaries and affiliates may effect transactions for our own account or for the account of our customers and may enter into one or more transactions with respect to the Company and/or the underlying Shares or related derivatives. This may indirectly affect your interests.

No direct contractual rights
The CBBCs are issued in global registered form and are held within CCASS. You will not receive any definitive certificate and your name will not be recorded in the register of the CBBCs. The evidence of your interest in the CBBCs, and the efficiency of the ultimate payment of the Residual Value or the Cash Settlement Amount payable at expiry net of Exercise Expenses (if any), are subject to the CCASS Rules. You will have to rely on your broker (or, if applicable, its direct or indirect custodians) and the statements you receive from it as evidence of your interest in the CBBCs. You do not have any direct contractual rights against us or our Guarantor. To assert your rights as an investor in the CBBCs, you will have to rely on your broker (and, if applicable, its direct or indirect custodian) to take action on your behalf. If your broker or, if applicable, its direct or indirect custodian:

(i) fails to take action in accordance with your instructions;
(ii) becomes insolvent; or
(iii) defaults on its obligations,

you will need to take action against your broker in accordance with the terms of arrangement between you and your broker to establish your interest in the CBBCs first before you can assert your right of claim against us. You may experience difficulties in taking such legal proceedings. This is a complicated area of law and you should seek independent legal advice for further information.

The Listing Documents should not be relied upon as the sole basis for your investment decision
The Listing Documents do not take into account your investment objectives, financial situation or particular needs. Nothing in the Listing Documents should be construed as a recommendation by us or our affiliates to invest in the CBBCs or the underlying Shares.

Not the ultimate holding company of the group
We and our Guarantor are not the ultimate holding company of the group to which we belong.

Not the same as investing in the underlying Shares
Investing in the CBBCs is not the same as investing in the underlying Share. You have no rights in the underlying Share throughout the term of the CBBCs. Changes in the market value of the CBBCs may not follow closely the movements in the price of the underlying Share, especially when the theoretical value of the CBBCs is at HK$0.01 or below. If you buy the CBBCs with a view to hedge against your exposure to the underlying Share, it is possible that you could suffer loss in your investment in the underlying Share and the CBBCs.

Financial Institutions (Resolution) Ordinance
The Financial Institutions (Resolution) Ordinance (Cap. 628, the Laws of Hong Kong) (the "**FIRO**") was enacted by the Legislative Council of Hong Kong in June 2016. The FIRO (except Part 8, section 192 and Division 10 of Part 15 thereof) came into operation on 7 July 2017.

The FIRO establishes a regime for the orderly resolution of financial institutions with a view to avoiding or mitigating the risks otherwise posed by their non-viability to the stability and effective working of the financial system of Hong Kong, including the continued performance of critical financial functions. The FIRO seeks to empower the resolution authorities with authority to decide whether to initiate the resolution of a financial institution and which stabilization options to apply and other powers to exercise in effecting a resolution. In particular, it is envisaged that subject to certain safeguards, the relevant resolution authority would be provided with powers to affect contractual and property rights as well as payments (including in respect of any priority of payment) that creditors would receive in resolution, including but not limited to powers to write off, or convert into equity, all or a part of the liabilities of the failing financial institution.

The Issuer is not subject to or bound by the FIRO. However, the Guarantor, as an authorised institution regulated by the Hong Kong Monetary Authority, is subject to and bound by the FIRO. The exercise of any resolution power by the relevant resolution authority under the FIRO in respect of the Guarantor may have a material adverse effect on the value of the CBBCs, and as a result, you may not be able to recover all or any amount due under the CBBCs (if any).

Risks specific to underlying Shares traded through multiple counters model
Where the underlying Shares of the CBBCs are traded in HKD and one or more foreign currencies (such as Renminbi) separately through the Stock Exchange's multiple counters model, the novelty and relatively untested nature of the Stock Exchange's multiple counters model may bring additional risks for investing in the CBBCs:

(i) the CBBCs relate to the HKD traded shares of the underlying Company only. Movements in the trading prices of the shares traded in another currency counter should not directly affect the price of the CBBCs;

(ii) if there is a suspension of inter-counter transfer of shares of the underlying Company between different currency counters for any reason, shares of the underlying Company will only be able to be traded in the relevant currency counter on the Stock Exchange, which may affect the demand and supply of the shares of the underlying Company and have adverse effect on the price of the CBBCs; and

(iii) the trading prices on the Stock Exchange of shares of the underlying Company traded in one currency counter may deviate significantly from the trading prices on the Stock Exchange of shares traded in another currency counter due to different factors, such as market liquidity, foreign exchange conversion risk, supply and demand in each counter and the exchange rate fluctuation. Changes in the trading price of HKD traded shares of the underlying Company may adversely affect the price of the CBBCs.

Updated Information about Us and our Guarantor

There is no supplemental information about the Issuer or our Guarantor.

PARTIES

Issuer

J.P. Morgan Structured Products B.V.
Luna ArenA
Herikerbergweg 238
1101 CM Amsterdam
The Netherlands

Guarantor

JPMorgan Chase Bank, National Association
383 Madison Avenue
New York, New York 10179
United States of America

Managers

J.P. Morgan Securities plc
25 Bank Street
Canary Wharf
London E14 5JP
England

J.P. Morgan Securities (Asia Pacific) Limited
23-29/F, Chater House
8 Connaught Road Central
Hong Kong

Liquidity Provider

J.P. Morgan Broking (Hong Kong) Limited
23-29/F, Chater House
8 Connaught Road Central
Hong Kong

Legal Advisers

to the Issuer and the Guarantor
(as to Hong Kong Law)

King & Wood Mallesons
13th Floor
Gloucester Tower
The Landmark
15 Queen's Road Central
Central
Hong Kong

Agent

J.P. Morgan Securities (Asia Pacific) Limited
23-29/F, Chater House
8 Connaught Road Central
Hong Kong

Issuer's Auditor

PricewaterhouseCoopers Accountants N.V.
Thomas R. Malthusstraat 5
1066 JR Amsterdam, P.O. Box 90357
1006 BJ Amsterdam
The Netherlands

Guarantor's Auditor

PricewaterhouseCoopers LLP
Independent Auditor
300 Madison Avenue
New York, New York 10017
United States of America