

Event Notification
25 January 2017

3-Year Delta-1 Certificate on A Basket of Stocks (in qUSD)

Issuer	J.P. Morgan Structured Products, B.V., Amsterdam, The Netherlands
Programme	J.P. Morgan International Derivatives Ltd. / J.P. Morgan Structured Products B.V. / JPMorgan Chase Bank, N.A. / JPMorgan Chase & Co. Structured Warrant and Certificate Programme
ISIN	NL0011870688
Valoren	33715368
Ticker	SOFTSP

Ex-Date	25 th January 2017
Type of Event	Stock split – 2 for 1
Reference Asset	OTC CN Equity
R-Factor	0.5
Initial Fixing	80.70
New Fixing	40.35
Consequences	As a consequence please be aware that the repayment conditions may change.

Final Term Sheet / Simplified Prospectus

December 12, 2016

23-Dec-19 NL0011870688

THIS DOCUMENT IN ENGLISH IS NOT AVAILABLE IN ANY OFFICIAL SWISS LANGUAGE

This document constitutes a preliminary simplified prospectus for the below referenced proposed issue of Securities pursuant to Art. 5 of the Swiss Federal Act on Collective Investment Schemes ("CISA"). This document is of a summary nature only and made with a view to include those information items required by CISA and its related Ordinance and the Guidelines of the Swiss Bankers Association and the Swiss Structured Products Association on informing investors about structured products. Until the Issue Date the information terms in this document remain indicative and may be amended. A final simplified prospectus will be available on and from the Issue Date.

The financial intermediary represents and agrees that, despite having agreed the terms with J.P. Morgan Securities plc with respect to the proposed issue of Securities, it will not make any offer of such proposed issue of Securities to the public by any means, (including but not limited to the distribution of this document) within the European Economic Area until a prospectus or other final offering documents has been published.

Prospective purchasers of the proposed issue of Securities should carefully consider the information contained in, and evaluation of the Securities should be made on the basis of, the Offering Circular and, when available, the relevant Pricing Supplement (which, together, constitute the only binding documents in relation to the Securities). Copies of both documents are, or will be, obtainable from the Principal Programme Agent at the address set forth below (see "Principal Programme Agent / Paying Agent"). The information is required to help purchasers of the proposed issuance of Securities to understand the nature and the risks of investing in the proposed Securities and this document does not constitute an offering document. It is not marketing material.

The Securities do not constitute a participation in a collective investment scheme in the meaning of CISA and are not licensed by the Swiss Financial Market Supervisory Authority FINMA ("FINMA") thereunder. Accordingly, neither the Securities nor holders of the Securities benefit from protection under CISA or supervision by FINMA and investors are exposed to the credit risk of the Issuer and Guarantor (if applicable). This document is not a prospectus pursuant to Art. 1156 in conjunction with Art. 652a of the Swiss Federal Code of Obligations and, according to Art. 5 para 4 CISA, the prospectus requirement of Art. 1156 of the Swiss Federal Code of Obligations is not applicable. The Securities are not intended to be listed on the SIX Swiss Exchange ("SIX") or any other regulated securities markets in Switzerland and consequently, the information presented in this document does not comply with the information standards set out in the relevant listing rules.

This document has been prepared and is being provided solely for the purpose of and to accompany the distribution of the Securities in Switzerland pursuant to Art. 5 CISA and it must not be used for any other purpose or in any other context than for which it is prepared and provided. This document must not be used for, or in connection with, and does not constitute any offer to, or solicitation by, any person in any other jurisdiction than Switzerland.

This document, as well as the final simplified prospectus (once available), the Offering Circular and, when available, the relevant Pricing Supplement may be obtained free of charge at the offices of the Dealer's branch in Switzerland, J.P. Morgan Securities plc, Zurich Branch, Dreikönigsstrasse 21, CH-8002 Zürich, Switzerland. A copy of this document is available free of charge electronically under www.jpmorgansp.com and from the financial intermediary.

Neither the Issuer, the Guarantor, the Dealer nor any intermediary or other person undertakes to update the information contained in this document other than for the indicative terms contained herein.

3-Year Delta-1 Certificate on a Basket of Stocks (in qUSD)

I. Product Description

Type of Securities to be issued	Share Linked Certificates (the " Securities ") <i>(SSPA Category / EUSIPA Category: 1300 Tracker Certificate) (Further information is available at http://www.svsp-verband.ch/home/index.aspx?lang=en)</i>
Offer Mode	Swiss Distribution
Public Offer Jurisdictions	Switzerland
Programme	J.P. Morgan Structured Products Programme for the issuance of Notes, Warrants and Certificates
Issuer	J.P. Morgan Structured Products B.V. <i>(incorporated as a limited liability company in The Netherlands having its registered office in Amsterdam, The Netherlands) The Issuer is not rated and is not subject to prudential supervision.</i>
Guarantor	JPMorgan Chase Bank, N.A. <i>(a national banking association organised under the laws of the United States of America having its registered office in Columbus, Ohio) Currently rated by Standard & Poor's / Fitch / Moody's: A+ / AA- / Aa3. The Guarantor is subject to prudential supervision and regulation by the U.S. Office of the Comptroller of the Currency. Swiss branch of Guarantor: JPMorgan Chase Bank, N.A., Zurich Branch, Dreikönigsstrasse 21, CH-8002 Zürich, Switzerland.</i>

Specified Currency	US Dollars ("USD")
Number of Securities	30,000 Securities
Issue Price	USD 100.00 The Issue Price may be more than the market value of the Securities as at the Issue Date, and the price, if any, at which the Dealer or any other person is willing to purchase the Securities in secondary market transactions, is likely to be lower than the Issue Price. In particular, where permitted by applicable law, the Issue Price may take into account amounts with respect to commissions relating to the issue and sale of the Securities as well as amounts relating to the hedging of the Issuer's obligations under the Securities, and secondary market prices may exclude such amounts. In addition, whilst the proprietary pricing models of the Dealer are based on well recognised financial principles, other market participants' pricing models may differ or produce a different result.
Reference Amount ("RA")	USD 100.00
Trading Method	This is a Certificate trading in Units
Minimum trading size / investment amount	The Securities may only be traded in a minimum initial amount of 1 Security and, thereafter, in multiples of 1 Security
Trade Date	16 December 2016
Initial Valuation Date	16 December 2016 in respect of Reference Asset n = 1 to 6, 8 to 10, 12, 14 to 23 and 25, 19 December 2016, in respect of Reference Asset n = 7, 11, 13 and 24 <i>(this is the date on which the Initial Share Price is fixed)</i>
Issue Date	23 December 2016 <i>(this is the date on which the Securities are issued and the Issue Price is paid.)</i>
Final Valuation Date	16 December 2019 <i>(this is (i) the date on which the Final Share Price is determined to calculate the Final Redemption Amount payable on the Maturity Date, and (ii) the last trading day of the Securities)</i>
Redemption Date and Settlement Date	23 December 2019 <i>(this is the date on which the Securities are scheduled to be redeemed and the Final Redemption Amount settled, subject to early redemption (if applicable))</i>
Term	3 years (approximately) <i>(the Term starts at the Issue Date and ends at the Maturity Date, subject to early redemption (if applicable))</i>

Reference Asset(s)

n	Reference Asset (each a "Share" and together, the "Shares")	Weighting	Bloomberg code	Initial Share Price	Exchange(s)	Related Exchange(s)
1	Adobe Sys Inc ISIN: US00724F1012	4.00%	ADBE US Equity	103.55	NASDAQ	All Exchanges
2	Amadeus IT Group ISIN: ES0109067019	4.00%	AMS SM Equity	42.865	Soc.Bol SIBE	All Exchanges
3	Autodesk Inc ISIN: US0527691069	4.00%	ADSK US Equity	76.48	NASDAQ	All Exchanges
4	Callidus Software Inc ISIN:	4.00%	CALD US Equity	16.75	NASDAQ	All Exchanges

	US13123E5006					
5	Cancom AG ISIN: DE0005419105	4.00%	COK GY Equity	42.595	Xetra	All Exchanges
6	Cerner Corp ISIN: US1567821046	4.00%	CERN US Equity	48.92	NASDAQ	All Exchanges
7	Chinasoft Intl Ltd ISIN: KYG2110A1114	4.00%	354 HK Equity	3.77	Honk Kong	All Exchanges
8	Compugroup Medical AG ISIN: DE0005437305	4.00%	COP GY Equity	38.21	Xetra	All Exchanges
9	Descartes System Group ISIN: CA2499061083	4.00%	DSG CN Equity	28.34	Toronto	All Exchanges
10	Electronic Arts Inc. ISIN: US2855121099	4.00%	EA US Equity	79.51	NASDAQ	All Exchanges
11	Fuji Soft, Inc. ISIN: JP3816600005	4.00%	9749 JT Equity	2,775	Tokyo	All Exchanges
12	Intuit Inc. ISIN: US4612021034	4.00%	INTU US Equity	117.31	NASDAQ	All Exchanges
13	NCsoft Corporation ISIN: KR7036570000	4.00%	036570 KS Equity	265,500	Korea SE	All Exchanges
14	Nemetschek AG ISIN: DE0006452907	4.00%	NEM GY Equity	51.27	Xetra	All Exchanges
15	Nexus AG ISIN: DE0005220909	4.00%	NXU GY Equity	18.21	Xetra	All Exchanges
16	NVIDIA Corp. ISIN: US67066G1040	4.00%	NVDA US Equity	100.41	NASDAQ	All Exchanges
17	Omniceil Inc., ISIN: US68213N1090	4.00%	OMCL US Equity	33.80	NASDAQ	All Exchanges
18	Open Text Corporation ISIN: CA6837151068	4.00%	OTC CN Equity	80.70	Toronto	All Exchanges
19	RIB Software AG ISIN: DE000A0Z2XN6	4.00%	RIB GY Equity	12.785	Xetra	All Exchanges
20	SAP AG ISIN: DE0007164600	4.00%	SAP GY Equity	81.43	Xetra	All Exchanges
21	Symantec Corporation ISIN: US8715031089	4.00%	SYMC US Equity	24.08	NASDAQ	All Exchanges
22	Synchronoss Technologies, Inc. US87157B1035	4.00%	SNCR US Equity	41.78	NASDAQ	All Exchanges
23	Synopsys, Inc. ISIN:	4.00%	SNPS US Equity	60.11	NASDAQ	All Exchanges

	US8716071076					
24	Trend Micro Incorporated ISIN: JP3637300009	4.00%	4704 JT Equity	4,340	Tokyo	All Exchanges
25	UbiSoft Entertainment SA ISIN: FR0000054470	4.00%	UBI FP Equity	32.65	Euronext Paris	All Exchanges

The above Initial Share Price is subject to adjustment in accordance with the terms and conditions of the Securities as set forth in the Offering Circular.

Final Redemption Amount

In respect of each Security, an amount in the Specified Currency, calculated by the Calculation Agent as follows:

$$RA \times 0.995 \times \left[\text{Max} \left(0\%; \sum_{i=1}^{i=25} \text{Weighting}_i \times \frac{\text{Share Price}_i^T}{\text{Share Price}_i^0} \right) \right]$$

Where:

Share Price_i^T means, with respect to Share (i), the Closing Share Price of such Share as published on the Exchange in respect of the Final Valuation Date.

Share Price_i⁰ means, with respect to Share (i), the Closing Share Price of such Share in respect of the Initial Valuation Date as set out in the column headed "Initial Share Price" in the table above.

Weighting_i means, the Weighting in respect of Share (i) as set out in the column headed "Weighting" in the table above.

For a detailed explanation of the Final Redemption Amount, including calculation examples, investors may contact the Dealer, Dealer's branch in Switzerland, J.P. Morgan Securities plc, Zurich Branch, Dreikönigsstrasse 21, CH-8002 Zürich, Switzerland

Settlement Type

Cash

Extraordinary Hedge Disruption Event

- Extraordinary Hedge Sanctions Event Applicable
- Extraordinary Hedge Bail-in Event Applicable
- Extraordinary Hedge Currency Disruption Event Applicable

Early Payment Amount

Early Payment Amount 1

Hedging Disruption

Not Applicable

Change in Law – Increased Cost

Not Applicable

Insolvency Filing

Not Applicable

Product Structure

Each Security entitles its holder to receive the Redemption Amount in USD on the Redemption Date and Settlement Date. The Redemption Amount is settled in cash. The Securities track the value of the basket of Shares. The Redemption Amount depends on the development of the value of the basket of Shares up to the Final Valuation Date and investors participate in any increase or decrease of the value of the basket of Shares.

Potential profit is not capped. The risk of loss is similar to a direct

investment in the Shares. The maximum loss that an investor may sustain consists of a total loss of the invested amount.

The Securities and the rights associated therewith, including adjustments to the terms of the Securities as a consequence of any corporate action, other events affecting the Shares, any disruptions in the market for the Shares, changes in respect of any legal or regulatory adoption of laws or their interpretation or an event affecting any hedging activity of the Issuer and certain rights of the Issuer to terminate the Securities early, are subject to the terms and conditions set forth in the Offering Circular.

Form of Securities	Swiss Securities
Gross Up	Applicable - exclude 871(m) Taxes from Gross Up
Early Redemption for Tax on Underlying Hedge Transactions	Not Applicable
Business Day Centre(s) for payment	New York
Business Day Convention for payment	Following Business Day Convention
Calculation Agent	J.P. Morgan Securities LLC
Dealer	J.P. Morgan Securities plc
Listing	An application will be made to list the Securities on the SIX Swiss Exchange on or after the Issue Date. No assurances can be given that such application for listing and admission to trading will be granted (or, if granted, will be granted by the Issue Date).
ISIN	NL0011870688
RIC	CH33715368=JPML
Swiss Securities Number (Valor)	33715368
Ticker	SOFTSP
Relevant Clearing System	SIX SIS
Principal Programme Agent / Paying Agent	The Swiss Programme Agent Credit Suisse AG, Transaction and Advisory Group <i>(ZUGG 3, P.O. Box, 8070 Zürich, Switzerland)</i>
Notices	Incidental changes, adjustments and correction to the terms and conditions of the Securities (if issued), will be made available on the following website: jpmorgansp.com
Secondary Market	J.P. Morgan Securities plc intends to act as market maker in relation to the issued Securities and, subject to the conditions specified below, it will use commercially reasonable efforts to provide indicative bid and offer prices on a daily basis, with a maximum bid to offer spread of 1.00% per cent. Any such prices shall be determined in J.P. Morgan Securities plc's sole discretion and shall be subject to prevailing circumstances and no adverse change in market conditions. Accordingly, although J.P. Morgan Securities plc intends to act as market maker, this is not a commitment to purchase any issued Security at a particular time or price and J.P. Morgan Securities plc may suspend or terminate market making at any time, at its own discretion and without notice to holders of issued Securities.
Quotation	Clean

Selling Restrictions	As per the Offering Circular (as defined below) - see section entitled "Subscription and Sale" in the Offering Circular from pages 425 to 454 and additional selling restrictions below. US selling restrictions: Regulation S EEA selling restrictions: Applicable
Governing Law / Jurisdiction of the Securities	Securities: English Law / Courts of England Guarantee: English Law / Courts of England
Guarantee	Unconditional and irrevocable guarantee from the Guarantor for payment and/or performance of any relevant obligation of the Issuer in respect of the Securities, in accordance with and subject to the terms and conditions of the Guarantee. The form of Guarantee is set out in full in the Offering Circular (pages 373 to 376)
Distribution Fees	0.83% p.a. of the Specified Denomination, fee included in the Issue Price
Expenses / Fees charged by the Issuer to Investors Post Issuance	None

Related Documentation

Any Securities to be issued will be issued in accordance with the terms set out in the Offering Circular for the J.P. Morgan Structured Products B.V/ JPMorgan Chase Bank, N.A./ JPMorgan Chase & Co. Structured Products Programme for the issuance of Notes, Warrants and Certificates (the "Programme") dated 27 April 2016 (the "Offering Circular") (as may be further supplemented up to and including the Issue Date) together with the corresponding Pricing Supplement for this specific proposed issue of Securities. The Pricing Supplement will be available on the Issue Date of the Securities. The offering of Securities shall be based solely on the Pricing Supplement prepared for the relevant issue of Securities and the terms contained therein shall be binding between the Issuer and the investor. The Pricing Supplement shall supersede all versions of this document.

Certain capitalised terms used in this document which are not defined shall have the meanings given to them in the Offering Circular.

A copy of the Offering Circular may be obtained from the Luxembourg Stock Exchange's website (<http://www.bourse.lu>) and the J.P. Morgan Retail Derivative Products web portal <https://rsp.jpmorgan.com/spweb/content/download/278413>. A copy of the Offering Circular may also be obtained from the offices of the Swiss Programme Agent at Credit Suisse AG, Transaction Advisory Group, ZUGG 3, P.O. Box, 8070 Zurich, Switzerland.

Copies of the documents mentioned above may be obtained from your J.P. Morgan representative upon request.

Any offering of the securities described in this document will be made in the EEA pursuant to Article 3(2) of Directive 2003/71/EC (as amended, where applicable) and, accordingly, no prospectus is required to be published in connection with such offering in accordance with Directive 2003/71/EC, although a prospectus may be required to be published in connection with any listing of the securities.

The Offering Circular will be supplemented and restated after the date hereof from time to time. Investors who purchase Securities after the date of the applicable Pricing Supplement should review the most recent restatement (if any) of the Offering Circular and each supplement thereafter up to (and including) the date of purchase to ensure that they have the most up to date information on the Issuer and (if applicable) the Guarantor on which to base their investment decision. Note that the terms and conditions of the Securities will remain as described in the applicable Pricing Supplement and the version of the Offering Circular described in the Pricing Supplement, subject to any amendments notified to holders. Each supplement and restatement to the Offering Circular can be found on (www.bourse.lu), (www.ise.ie) and/or the J.P. Morgan Retail Derivative Products web portal (<https://sp.jpmorgan.com/spweb/index.html>).

Swiss Taxation

The following summary on Swiss Taxation and EU Savings Tax does not purport to address all tax consequences of the Securities and is not intended to be, nor should it be construed to be, tax advice. No representation as to the tax consequences to any particular person is made hereby. You are advised to consult your own tax adviser in light of your particular circumstances as to the tax consequences of the Securities. Tax laws can change, possibly with retroactive effect.

(A) Swiss Taxation	The Securities classify as pure derivatives. Withholding Tax, Stamp Taxes: No withholding tax. No stamp duty at issuance (primary market) and on secondary market transactions. Income Tax: For Swiss resident private investors any return on the Instruments is a tax-free private capital gain.
(B) Savings Tax based on the Swiss-EU Agreement	For Swiss paying agents, the Instruments are not subject to EU Savings Tax (TK7).
(C) Foreign Final Withholding Tax	Swiss paying agents may be required to deduct final foreign withholding tax on payments on Securities held by an individual resident in Austria or the UK on an account or deposit with a Swiss paying agent.
(D) U.S. Federal Income Tax Withholding on Dividend Equivalent Payments	Non-U.S. Holders should note that for Securities issued prior to 1 January 2017, recently issued U.S. Treasury regulations that could impose a 30% (or lower treaty rate) withholding tax on amounts that are treated as attributable to U.S. source dividends on equities underlying financial instruments such as the Securities, will not apply. Although not entirely certain, withholding should also not apply to any payment on Securities issued prior to 1 January 2017 if they are physically settled. In no event will the Issuer pay any additional amounts to a Holder on account of such withholding tax.

II. Profit and Loss Prospects

The following seeks to highlight certain key aspects of the profit and loss prospects of the proposed issue of Securities and is qualified in its entirety by, and should be read together with, the entirety of this document, in particular the Sections "Product Structure" and "Important Risks".

Market Expectation	These Securities are a product for Investors who expect the value of the basket of Shares to increase over the life of the Securities.
Effect of the performance of the Share on redemption	
• Positive performance	If the basket of Shares performs positively, investors will receive a return on their investment linked to the positive performance of the basket of Shares.
• Sideways to slightly negative performance	If the basket of Shares performs sideways to slightly negative, investors will receive an amount linked to the performance of the basket of Shares.
• Pronounced negative performance	If the basket of Shares performs negatively, investors may lose some or all of their investment.
Risk Tolerance	Investors in these Securities should be experienced investors. Moreover, they should be familiar with both, derivative products and the stock market.
Profit Potential	Potential profit is unlimited.
Loss Potential	The Investor may lose some or all of the investment as they are fully exposed to the performance of the basket of Shares.

III. Important Risks

Investing in the proposed issue of Securities involves a number of risks. See the section entitled "Risk Factors" in the Offering Circular from pages 26 to 82 and, if applicable, in the Pricing Supplement relating to the specific issue of Securities.

Non-U.S. Holders should note that for Securities issued prior to 1 January 2017, recently issued U.S. Treasury regulations that could impose a 30% (or lower treaty rate) withholding tax on amounts that are treated as attributable to U.S. source dividends on equities underlying financial instruments such as the Securities, will not apply. Although not entirely certain, withholding should also not apply to any payment on Securities issued prior to 1 January 2017 if they are physically settled. In no event will the Issuer pay any additional amounts to a Holder on account of such withholding tax.

Product Specific Risks

The Securities are not capital-protected, and investors must be prepared to sustain a loss of their entire investment in the Securities.

The performance of the Securities is linked to the performance of the Shares. The past performance of the Shares is not indicative of future performance.

The Securities do not have a coupon. Therefore investors forego interest on the invested amount during the term of the Securities.

The prices of the Shares and therefore also the value of the basket are or may be highly volatile, which significantly increases the risk that the investor will make a loss on the investment in the Securities.

Investors are not entitled to receive any dividends paid on any of the Shares and the terms and conditions of the Securities will only be adjusted for distributions and other corporate actions relating to the Shares in certain limited circumstances.

Since the Securities are cash settled, the investor is not in the position to benefit from any increase of the value of the basket or any of the Shares which may occur after the Final Valuation Date.

The Redemption Amount relates to the Reference Amount and the total value of the basket of Shares and not the purchase price paid by an investor. Investors buying the Securities in the secondary market may therefore still make a loss on their investment even if the total value of the basket of Shares on the Final Valuation Date is above the total value of the basket of Shares as of the Initial Valuation Date.

As the currencies of some of the Shares differ from the Denominated Currency of the Securities, the risk of investing in the Securities also involves the risk of fluctuating exchange rates.

Under certain circumstances set forth in the Offering Circular, if the Calculation Agent determines that a specified event, such as, but not limited to a Market Disruption Event (such as a trading disruption, exchange disruption or early closure of an exchange with respect to any of the Shares), Potential Adjustment Event (such as an extraordinary dividend; a separation of rights from the shares), Extraordinary Event (such as delisting, insolvency, merger event, nationalisation or tender offer), Additional Disruption Event (such as a change in law) has occurred, any consequential adjustment to the terms and conditions of the Securities (including substitution or replacement of any of the Shares) or an early redemption may have an adverse effect on the value of such Securities.

In addition to the product specific risk factors highlighted above, investors are exposed to risk factors specific to the Shares, and investors must independently inform themselves about and assess such risks. Under certain circumstances set forth in the Offering Circular, if the Calculation Agent determines that a specified event, such as, but not

limited to a Market Disruption Event (such as a trading disruption, exchange disruption or early closure of an exchange with respect to the Share), Potential Adjustment Event (such as an extraordinary dividend; a separation of rights from the shares), Extraordinary Event (such as delisting, insolvency, merger event, nationalisation or tender offer), Additional Disruption Event (such as a change in law) has occurred, any consequential adjustment to the terms and conditions of the Securities (including substitution or replacement of the Share) or an early redemption may have an adverse effect on the value of such Securities.

In addition to the product specific risk factors highlighted above, investors are exposed to risk factors specific to the Share, and investors must independently inform themselves about and assess such risks.

Currency Risks

Investors should be aware that foreign currency denominated Securities are subject to fluctuations in exchange rates that could have an adverse effect on the value or price of, or income derived from, the investment, even if the Final Redemption Amount or, if applicable, the early redemption amount would otherwise provide for a positive return on the investment.

Liquidity Risks

Liquidity of the Securities in the secondary market may be limited and an active trading market for the Securities is not likely to develop.

Volatility

Investors should take into account that market prices for the Securities may be volatile, depending upon the (often volatile) development of the price, parameter or value of the Share, interest rates, remaining term of the Securities and other factors.

Risks relating to the Issuer and Guarantor

Investors are exposed to the default risk of the Issuer and Guarantor.

The value of the Securities is not only subject to the performance of the Share, but, among others, also to the credit rating and solvency of the Issuer and Guarantor, which may be negatively affected during the term of the Securities. The credit rating of the Guarantor (if applicable) is not a guarantee of credit quality.

The Issuer of the Securities may be substituted without the consent of the holder of Securities.

The Securities represent general contractual unsecured, unsubordinated obligations of the Issuer and ranking pari passu with all other unsecured, unsubordinated obligations of the Issuer, save for obligations preferred by operation of law.

While the Guarantor is subject to prudential supervision and regulation by the U.S. Office of the Comptroller of the Currency and other supervisory authorities, the Issuer is not subject to prudential supervision in The Netherlands or elsewhere.

3-Year Delta-1 Certificate on a Basket of Stocks (in qUSD)

Additional Information

A. General Information

Trade Date	16 December 2016
Payments to Intermediaries	In connection with the offer and sale of the Securities, the intermediary may acquire the Securities from the Dealer at a discount to the Issue Price or at the Issue Price. If the intermediary acquires the Securities at the Issue Price, the Dealer may pay to the intermediary a distribution fee. Such amounts received by the intermediary may be in addition to the brokerage cost/fee normally applied by the intermediary. The purchaser acknowledges that such distribution fee may be retained by the intermediary and that more information may be obtained from the relevant intermediary.
No Investment, Legal, Tax or Accounting Advice	Information in this document reflects current market practices and is not intended to constitute investment, legal, tax, or accounting advice; investors should consult their own advisors on such matters.
Basis of the document etc.	This document is intended to be submitted to selected recipients only. It is provided on the basis that it may not be reproduced, in whole or in part, to any other person without the prior written permission of J.P. Morgan. Although the information in this document has been prepared in good faith from sources which J.P. Morgan believes to be reliable we do not represent or warrant its accuracy and such information may be incomplete or condensed. Opinions and estimates constitute our judgment and are subject to change without notice. This material is not intended as an offer or solicitation for the purchase or sale of any financial instrument or any underlying asset.
Role of J.P. Morgan	<p>J.P. Morgan plays a variety of roles in connection with the proposed issue of Securities including acting as Issuer, Guarantor (if applicable) and Dealer. It may also perform the role of Calculation Agent, which has broad discretionary powers to make various determinations and adjustments in relation to the Securities and hedging of the Issuer's obligations under the Securities. In performing these duties, the economic interests of J.P. Morgan are potentially adverse to the interests of holders of such Securities and may have an adverse effect on the value of the Securities.</p> <p>J.P. Morgan may hold a position or act as market maker in the financial instruments of any issuer discussed herein or act as advisor or lender to such issuer.</p> <p>J.P. Morgan does not act as a fiduciary for or an advisor to any prospective purchaser of the financial instruments discussed herein and is not responsible for determining the legality or suitability of an investment in the Securities by any prospective purchaser.</p> <p>References herein to "J.P. Morgan" or "JPMorgan Group" shall mean J.P. Morgan Chase & Co. and/or any of its affiliates or subsidiaries including, but without limitation to the generality of the foregoing, J.P. Morgan Securities plc.</p>
Warning Notice in relation to the European Economic Area EU	In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "Relevant Member

State”), you represent and agree that YOU HAVE NOT MADE AND WILL NOT MAKE AN OFFER OF THESE SECURITIES TO THE PUBLIC IN THAT RELEVANT MEMBER STATE except that you may make an offer of these securities to the public in that Relevant Member State: -

(a) if the Pricing Supplement in relation to these securities specify that an offer of these securities may be made other than pursuant to Article 3(2) of the Prospectus Directive in that Relevant Member State (a “Non-exempt Offer”), following the date of publication of a prospectus in relation to these securities which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, provided that any such prospectus has subsequently been completed by the Pricing Supplement contemplating such Non-exempt Offer, in accordance with the Prospectus Directive, in the period beginning and ending on the dates specified in such prospectus or Pricing Supplement and the Issuer has consented in writing to its use for the purpose of that Non-exempt Offer;

(b) to any legal entity which is a qualified investor as defined in the Prospectus Directive;

(c) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive); or

(d) in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of securities referred to in (b) to (d) above shall require us or the Issuer to publish a prospectus pursuant to Article 3 of the Prospectus Directive, or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression “an offer of securities to the public” in relation to any securities in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the securities to be offered so as to enable an investor to decide to purchase or subscribe the securities, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State, the expression “Prospectus Directive” means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression “2010 PD Amending Directive” means Directive 2010/73/EU.

The Dealer

In connection with any offer, sale and issue of Securities referred to in this document, the Dealer is acting as principal and not as agent of the proposed issuer of such Securities. Any agreement to issue Securities shall be subject to approval by the proposed issuer of the Securities (or such other issuer as may be agreed between J.P. Morgan and the financial intermediary) as set out in the Pricing Supplement relating to such Securities. The Issuer has no obligation to issue the proposed Securities.

Structured Products Terms of Business

To the extent that the purchaser purchasing the issued Securities for distribution to third parties or, if applicable, introducing broker of such Securities, has not signed the Structured Products Terms of Business of J.P. Morgan Securities plc and its affiliates (the “JPMorgan Group”) (“Terms of Business”) or a distribution agreement with a member of the JPMorgan Group, by its agreement to purchase and distribute to its clients, or procure the purchase of such Securities, such purchaser or introducing broker is deemed to agree to accept and be bound by the Terms of Business, including but not limited to, its obligations owed to J.P. Morgan Securities plc and its affiliates and its covenant to indemnify J.P. Morgan Securities plc and its affiliates for any losses incurred as a

result of any failure by it to comply with its obligations, duties and representations thereunder, and that the purchase and distribution of such Securities are subject to the Terms of Business (copies of the Terms of Business may be obtained on request and, in any event, have been sent to such purchaser or introducing broker by registered mail).

Where the financial intermediary has entered into terms of business with J.P. Morgan Securities plc, the Structured Products Terms of Business, rather than those terms of business, shall govern the financial intermediary's relationship with J.P. Morgan Securities plc in relation to the distribution of the Securities.

Compliance with Anti-Corruption Laws and Regulations

The financial intermediary represents that it is in compliance with, and will remain in compliance with, all laws, rules, and regulations of any jurisdiction applicable to the parties concerning or related to bribery or corruption (Anti-Corruption Laws and Regulations). No part of the payments received by the financial intermediary, directly or indirectly, from J.P. Morgan, will be used for any purpose that would cause a violation of Anti-Corruption Laws and Regulations. J.P. Morgan may terminate the Terms of Business immediately upon written notice in the event that it concludes, in its sole discretion, that the financial intermediary has breached this or any other representation or warranty related to Anti-Corruption Laws and Regulations, or that a breach is substantially likely to occur unless the Terms of Business is so terminated.

Compliance with the Selling Restrictions

When marketing, promoting or purchasing any issued Securities, the financial intermediary represents and warrants to observe the Selling Restrictions as reflected in the Pricing Supplement prepared for the relevant issue of Securities and the terms contained therein.

Additional Selling Restrictions

United States of America

THE SECURITIES (AND THE RELATED GUARANTEE) HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), AND MAY NOT BE AT ANY TIME OFFERED, SOLD, PLEDGED, ASSIGNED, DELIVERED, TRANSFERRED, EXCHANGED, EXERCISED OR REDEEMED WITHIN THE UNITED STATES OR TO OR FOR THE ACCOUNT OR BENEFIT OF ANY U.S. PERSON (AS DEFINED IN THE ACT OR THE U.S. INTERNAL REVENUE CODE OF 1986, AS AMENDED). THE SECURITIES (AND THE RELATED GUARANTEE) ARE BEING OFFERED AND SOLD OUTSIDE THE UNITED STATES TO NON-U.S. PERSONS IN RELIANCE ON REGULATIONS UNDER THE ACT (OR, IN THE CASE OF THE RELATED GUARANTEE MAY ALSO BE OFFERED AND SOLD IN RELIANCE UPON THE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE ACT PROVIDED BY SECTION 3(a)(2) THEREOF AND IN COMPLIANCE WITH REGULATIONS AS SUCH REGULATION IS INCORPORATED INTO THE REGULATIONS OF THE U.S. COMPTROLLER OF THE CURRENCY) AND MAY NOT BE LEGALLY OR BENEFICIALLY OWNED AT ANY TIME BY ANY U.S. PERSON.

United Kingdom

If you are distributing J.P. Morgan "retail investment products" (as such term is defined in the handbook of the Financial Conduct Authority) into the United Kingdom and you are entitled to receive any commission or fee from J.P. Morgan, you represent and warrant to J.P. Morgan that (1) the receipt of such commission or fee is in compliance with the Financial Conduct Authority's rules relating to the distribution of retail investment products (the "RDR Rules") or that the RDR Rules do not apply to you and (2) you will not transfer any part of that commission or fee to any third party who may advise "retail" investors (being any investor falling within the definition of "retail client" in any legislation, regulation and/rule implementing the Markets in Financial Instruments Directive 2004/39/EC) to purchase a J.P. Morgan retail investment product.

If you are authorised by the Financial Conduct Authority or Prudential Regulation Authority and regulated by the Financial Conduct Authority and/or Prudential Regulation Authority to provide investment advice to retail investors in the United Kingdom and you are providing advice to retail investors in respect a J.P. Morgan retail investment product, you undertake not to request any commission or fee from J.P. Morgan and to otherwise reject any such payment offered to you. Under no circumstances shall J.P. Morgan facilitate the payment of an adviser charge on behalf of retail clients in the United Kingdom.

Contracts (Rights of Third Parties) Act 1999

No person other than the Dealer and the financial intermediary shall have any rights under the Contracts (Rights of Third Parties) Act 1999 (the "Act") to enforce any term of the document but this does not affect any right or remedy of a third party which exists or is available apart from that Act.

Governing law

This document shall be governed by English law. In relation to any legal action or proceedings arising out of or in connection with this document ("Proceedings"), each of the parties irrevocably submits to the non-exclusive jurisdiction of the English courts and waives any objection to Proceedings in such courts on the grounds of venue or on the grounds that Proceedings have been brought in an inappropriate forum.

Authorisation and regulation

J.P. Morgan Securities plc is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom.