

2.75yr Partial Principal at Risk Capped Note linked to RTY/SPX

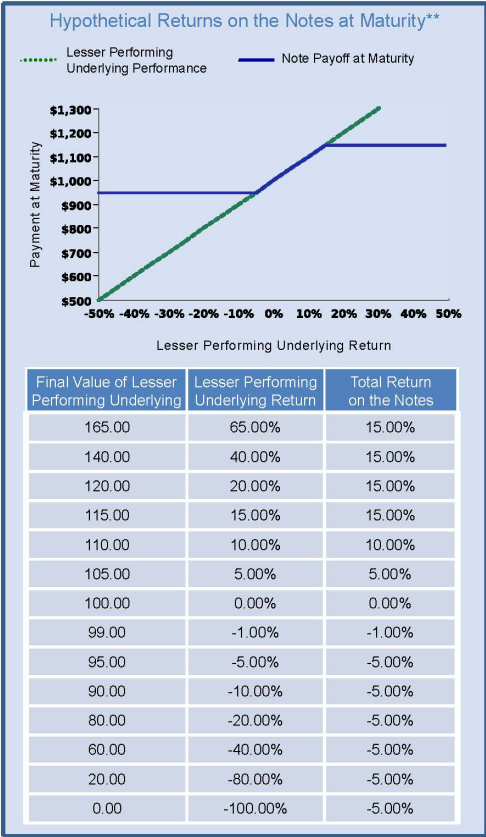
The following is a summary of the terms of the notes offered by the preliminary pricing supplement highlighted below.

Summary of Terms

Issuer: JPMorgan Chase Financial Company LLC
Guarantor: JPMorgan Chase & Co.
Minimum Denomination: \$1,000
Underlyings: Russell 2000® Index and S&P 500® Index
Pricing Date: December 27, 2019
Observation Date: September 27, 2022
Maturity Date: September 30, 2022
Participation Rate: 100.00%
Maximum Loss: 5.00%
Maximum Return: At least 15.00%*
Maximum Amount: At least \$150.00 per \$1,000 principle amount note
Additional Amount: \$1,000 × Lesser Performing Underlying Return × Participation Rate
Payment At Maturity: If the Final Value of each Underlying is greater than its Initial Value, at maturity, you will receive a cash payment, for each \$1,000 principal amount note, of \$1,000 *plus* the Additional Amount, which will not be greater than the Maximum Amount.
If (i) the Final Value of one Underlying is greater than its Initial Value and the Final Value of the other Underlying is equal to its Initial Value or (ii) the Final Value of each Underlying is equal to or less than its Initial Value, your payment at maturity will be calculated as follows:
$$\$1,000 + (\$1,000 \times \text{Lesser Performing Underlying Return})$$

In no event, however, will the payment at maturity be less than \$950.00 per \$1,000 principal amount note.
If the Final Value of either Underlying is less than its Initial Value, you will lose up to 5.00% of your principal amount at maturity.
You are entitled to repayment of at least \$950.00 per \$1,000 principal amount note at maturity, subject to the credit risks of JPMorgan Chase Financial Company LLC and JPMorgan Chase & Co.
48132HAW2
CUSIP:
Preliminary Pricing Supplement: http://sp.jpmorgan.com/document/cusip/48132HAW2/docType/Product_Termsheet/document.pdf

For information about the estimated value of the notes, which likely will be lower than the price you paid for the notes, see the hyperlink above.
Any payment on the notes is subject to the credit risk of JPMorgan Chase Financial Company LLC, as issuer of the notes, and the credit risk of JPMorgan Chase & Co., as guarantor of the notes.
* The actual Maximum Return will be provided in the pricing supplement and will not be less than 15.00%.
**Reflects Maximum Return equal to the minimum Maximum Return set forth herein, for illustrative purposes.
The "total return" as used above is the number, expressed as a percentage, that results from comparing the payment at maturity per \$1,000 principal amount note to \$1,000.
The hypothetical returns shown above apply only at maturity. These hypotheticals do not reflect fees or expenses that would be associated with any sale in the secondary market. If these fees and expenses were included, the hypothetical returns shown above would likely be lower.



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Selected Risks

- The notes may not pay more than 95.00% of the principal amount at maturity.
- Your maximum gain on the notes is limited by the Maximum Amount.
- Your payment at maturity will be determined by the Lesser Performing Underlying.
- Any Payment on the notes at maturity is subject to the credit risk of JPMorgan Chase Financial Company LLC and JPMorgan Chase & Co. Therefore the value of the notes prior to maturity will be subject to changes in the market's view of the creditworthiness of JPMorgan Chase Financial Company LLC or JPMorgan Chase & Co.
- No interest payments, dividend payments or voting rights.
- The tax consequences of the notes may be uncertain. You should consult your tax advisor regarding the U.S. federal income tax consequences of an investment in the notes.
- As a finance subsidiary, JPMorgan Chase Financial Company LLC has no independent operations and has limited assets.
- The notes are subject to the risks associated with small capitalization stocks.
- JPMorgan Chase & Co. is currently one of the companies that makes up the S&P 500® Index.
- You are exposed to the risk of decline in the level of each Index.

The risks identified above are not exhaustive. Please see "Risk Factors" in the applicable product supplement, underlying supplement and "Selected Risk Considerations" in the applicable preliminary pricing supplement for additional information.

Additional Information

SEC Legend: JPMorgan Chase Financial Company LLC and JPMorgan Chase & Co. have filed a registration statement (including a prospectus) with the SEC for any offerings to which these materials relate. Before you invest, you should read the prospectus in that registration statement and the other documents relating to this offering that JPMorgan Chase Financial Company LLC and JPMorgan Chase & Co. has filed with the SEC for more complete information about JPMorgan Chase Financial Company LLC and JPMorgan Chase & Co. and this offering. You may get these documents without cost by visiting EDGAR on the SEC web site at www.sec.gov. Alternatively, JPMorgan Chase Financial Company LLC and JPMorgan Chase & Co., any agent or any dealer participating in the this offering will arrange to send you the prospectus and each prospectus supplement as well as any product supplement, underlying supplement and preliminary pricing supplement if you so request by calling toll-free 1-866-535-9248.

IRS Circular 230 Disclosure: JPMorgan Chase & Co. and its affiliates do not provide tax advice. Accordingly, any discussion of U.S. tax matters contained herein (including any attachments) is not intended or written to be used, and cannot be used, in connection with the promotion, marketing or recommendation by anyone unaffiliated with JPMorgan Chase & Co. of any of the matters addressed herein or for the purpose of avoiding U.S. tax-related penalties.

Investment suitability must be determined individually for each investor, and the financial instruments described herein may not be suitable for all investors. This information is not intended to provide and should not be relied upon as providing accounting, legal, regulatory or tax advice. Investors should consult with their own advisors as to these matters. This material is not a product of J.P. Morgan Research Departments.

Free Writing Prospectus Filed Pursuant to Rule 433, Registration Statement Nos. 333-222672 and 333-222672-01

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