

FORM ADV, PART 2A

APPENDIX 1

WRAP FEE PROGRAM BROCHURE

J.P. Morgan Securities LLC

February 2, 2021

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<http://www.chase.com/managed-account-disclosures>

Client Directed Advisory Programs

Mutual Fund Advisory Portfolio

Unified Managed Account Programs

Chase Strategic Portfolio

J.P. Morgan Core Advisory Portfolio

Separately Managed Account Programs

Advisory Program

Fixed Income Advisory Program

This wrap fee disclosure brochure (“**Brochure**”) provides information about the qualifications and business practices of J.P. Morgan Securities LLC (“**JPMS**”) and our wrap fee investment advisory programs that you should consider before investing in any of the programs. If you have any questions about the contents of this brochure, please contact us at 800-392-5749. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“**SEC**”) or by any state securities authority.

Additional information about JPMS is also available on the SEC’s website at <http://www.adviserinfo.sec.gov>. Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

This wrap fee program ADV disclosure brochure applies to all of your JPMS wrap fee program advisory accounts, including any advisory accounts you open in the future with your Private Client Advisor. Annually we will provide you with a copy of our updated wrap fee program ADV disclosure brochure or a summary of material changes from the brochure previously provided to you.

Please retain this document for future reference as it contains important information if you decide to open new wrap fee program accounts with JPMS. You can obtain a copy of the current Brochure at any time by contacting your individual account representative.

ITEM 2 – MATERIAL CHANGES

This section describes the material and other changes to the Brochure since the last amendment dated October 23, 2020.

The Form ADV, Part 2A Brochure for JPMS is available at <https://www.chase.com/personal/investments/managed-account-disclosures> or by contacting your JPMS investment advisory registered representative.

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ITEM 4 – SERVICES, FEES AND COMPENSATION

A. Description of Firm and Advisory Services

J.P. Morgan Securities LLC (“**JPMS**” or the “**Firm**”) is a wholly-owned subsidiary of JPMorgan Chase & Co. (“**JPMC**”), a publicly-held financial services holding company. JPMC and its affiliates (together “**J.P. Morgan**”) are engaged in a large number of financial businesses worldwide, including banking, asset management, securities brokerage and investment advisory services. JPMS is registered as a broker-dealer with the U.S. Securities and Exchange Commission (“**SEC**”) and is a member of the Financial Industry Regulatory Authority (“**FINRA**”). JPMS’ investment advisory services include sponsoring a variety of wrap fee programs and providing certain consulting services to defined contribution plan sponsors. JPMS offers investment advisory services through three separate sales channels. Similar wrap fee programs that offer the same and similar investment strategies are offered in the different sales channels, and at different fee levels. The investment adviser fee(s) you pay will vary, depending on the Program you select. In particular, You Invest Portfolios, a digital advisory program only offered online, is different than advisory programs offered in the other sales channels, in terms of available investment strategies, service, structure and fees.

This Brochure provides information about JPMS and the wrap fee programs sponsored by JPMS that are available through Private Client Advisors (these wrap fee programs are referred to herein as a “**Program**” or collectively as “**Programs**”). Information about other wrap fee programs sponsored by JPMS are contained in separate Brochures, which can be obtained upon request from your JPMS investment advisory registered representative (“**IAR**”), or at the SEC’s website at www.adviserinfo.sec.gov. JPMS also maintains a separate website, available at www.chase.com/managed-account-disclosures that contains the wrap fee program brochure for the Programs and other important disclosures as well as the advisory brochures for J.P. Morgan Private Investments Inc. (“**JPMPI**”).

INVESTMENT AND INSURANCE PRODUCTS ARE:

- NOT FDIC INSURED • NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY
- NOT A DEPOSIT OR OTHER OBLIGATION OF, OR GUARANTEED BY, JPMORGAN CHASE BANK, N.A. OR ANY OF ITS AFFILIATES
- SUBJECT TO INVESTMENT RISKS, INCLUDING POSSIBLE LOSS OF THE PRINCIPAL AMOUNT INVESTED

You Invest Portfolios: JPMS sponsors a digital advisory program that is not described in this Brochure. It offers investment strategies that are similar to investment strategies available in the Program Accounts, at lower fees. You Invest Portfolios is offered through chase.com or the Chase mobile app. It does not provide the same level of services, and does not offer the same range of investment strategies, options or customization available in Program Accounts.

Investing in securities involves risk of loss that clients should be prepared to bear. The investment performance and success of any particular investment cannot be predicted or guaranteed, and the value of a client's investments will fluctuate due to market conditions and other factors. Investments are subject to various risks including, but not limited to, market, liquidity, currency, economic and political risks, and will not necessarily be profitable. Past performance of investments is not indicative of future performance.

Set forth below are certain material risk factors that are associated with the Program. There are certain other risk factors described elsewhere in this Brochure. For a more complete summary of material risk factors and conflicts of interest associated with the Program, please see the applicable Portfolio Manager's Form ADV Part 2A and/or any applicable prospectuses or other relevant disclosure documents.

General Market Risk. Economies and financial markets throughout the world are becoming increasingly interconnected, which increases the likelihood that events or conditions in one country or region will adversely impact markets or issuers in other countries or regions. Securities in any one strategy may under perform in comparison to general financial markets, a particular financial market or other asset classes, due to a number of factors, including inflation or expectations for inflation), deflation (or expectations for deflation) interest rates, global demand for particular products or resources, market instability, debt crises and downgrades, embargoes, tariffs, sanctions and other trade barriers, regulatory events, other governmental trade or market control programs and related geopolitical events. In addition, the value of a strategy's investments may be negatively affected by the occurrence of global events such as war, terrorism, environmental disasters, natural disasters or events, country instability, and infectious disease epidemics.

Infectious Disease Risk. A worldwide outbreak of COVID-19, a novel coronavirus disease, has negatively affected economies, markets and individual companies throughout the world. The effects of this COVID-19 pandemic to public health, and business and market conditions, including exchange trading suspensions and closures may continue to have a significant negative impact on the performance of a portfolio's investments, increase volatility, and exacerbate other pre-existing political, social and economic risks. The risk of further spreading of COVID-19 has led to significant uncertainty and volatility in the financial markets. The impacts of COVID-19, and other epidemics and pandemics that may arise in the future, could adversely affect the economies of many nations, particular regions, or the entire global economy, individual companies and investment products, and the market in general. The full extent of such impacts cannot necessarily be foreseen. The impacts may be short term or may last for an extended period of time, and may exacerbate other pre-existing political, social and economic risks. The value of a portfolio and the securities in which a portfolio invests may be adversely affected by impacts caused by COVID-19 and other epidemics and pandemics that may arise in the future. The impact of a pandemic may also negatively affect the liquidity of certain of a portfolio's holdings and may make it more difficult to value such holdings. Governments, their regulatory agencies, or self-regulatory organizations may take actions that affect the instruments in which a portfolio invests, or the issuers of such instruments, in ways that could also have a significant negative impact on a portfolio's performance.

Data and Information Risk. Although J.P. Morgan obtains data and information from third party sources that it considers to be reliable, J.P. Morgan does not warrant or guarantee the accuracy and/or completeness of any data or information provided by these sources. J.P. Morgan does not make any express or implied warranties of any kind with respect to such

data. J.P. Morgan shall not have any liability for any errors or omissions in connection with any data provided by third party sources.

Intellectual Property and Technology Risks Involved in International Operations. There can be risks to technology and intellectual property that can result from conducting business outside the United States. This is particularly true in jurisdictions that do not have comparable levels of protection of corporate proprietary information and assets such as intellectual property, trademarks, trade secrets, know-how and customer information and records. As a result, JPMS and its funds can be more susceptible to potential theft or compromise of data, technology and intellectual property from a myriad of sources, including direct cyber intrusions or more indirect routes such as companies being required to compromise protections or yield rights to technology, data or intellectual property in order to conduct business in a foreign jurisdiction.

Cyber Security Risk. As the use of technology has become more prevalent in the course of business, J.P. Morgan has become more susceptible to operational and financial risks associated with cyber security, including: theft, loss, misuse, improper release, corruption and destruction of, or unauthorized access to, confidential or highly restricted data relating to J.P. Morgan and its clients, and compromises or failures to systems, networks, devices and applications relating to the operations of J.P. Morgan and its service providers. Cyber security risks may result in financial losses to J.P. Morgan and its clients; the inability of J.P. Morgan to transact business with its clients; delays or mistakes in materials provided to clients; the inability to process transactions with clients or other parties; violations of privacy and other laws; regulatory fines, penalties and reputational damage; and compliance and remediation costs, legal fees and other expenses. J.P. Morgan's service providers (including any sub-advisers, administrator, transfer agent, and custodian or their agents), financial intermediaries, companies in which client accounts and funds invest and parties with which J.P. Morgan engages in portfolio or other transactions also may be adversely impacted by cyber security risks in their own businesses, which could result in losses to J.P. Morgan or its clients. While measures have been developed which are designed to reduce the risks associated with cyber security, there is no guarantee that those measures will be effective, particularly since J.P. Morgan does not directly control the cyber security defenses or plans of its service providers, financial intermediaries and companies in which they invest or with which they do business.

B. Wrap Fee Programs

The Programs are wrap fee programs designed to address different investment needs and that offer, depending on the Program, a variety of strategies, separately managed account ("SMA") managers, and asset allocations. Clients invest in one or more Programs by establishing one or more Program accounts ("Account"). Clients pay asset-based fees that cover investment management, execution, custody and reporting services. Comparable services may be available at lower aggregate costs on an "unbundled" basis through other firms.

In this Brochure, we refer to: mutual funds that hold more non-traditional investments and employ more complex strategies than traditional mutual funds as "**Liquid Alternative Funds**;" mutual funds, exchange traded funds, and Liquid Alternative Funds collectively as "**Funds**;" single- or multi-asset class investment strategies each as an "**Investment Strategy**;" asset allocation models as "**Models**;" investment advisers that provide separate Models as "**Model Managers**;" the Funds managed by affiliates of JPMS (currently the affiliates that sponsor or manage J.P. Morgan Funds include JPMP and J.P. Morgan Investment Management Inc. ("JPMIM")) as "**J.P. Morgan Funds**;" Funds managed by third parties as "**non-J.P. Morgan Funds**;" investment advisers that provide discretionary investment management in SMAs, and brokerage and reporting services in connection with the Accounts as "**Portfolio Managers**" (JPMIM and JPMP, affiliates of JPMS, each act separately as a Portfolio Manager in the Advisory Program, as described below).

Transition Accounts and Legacy Models/Strategies

In October 2018, certain affiliated bank-managed investment accounts at JPMorgan Chase Bank, N.A. (“**JPMCB**”) transferred into similar JPMS discretionary Program Models and Investment Strategies (“**Transition Accounts**”) with identical investment objectives. See “Program Descriptions” below for more information on the Programs into which Transition Accounts transferred. Transition Accounts are subject to the terms and conditions of the applicable Program client agreements, whereby the features of the relevant Programs as described in this disclosure Brochure apply to the Transition Accounts. See “Client Profile and Account Opening” below for more information on applicable Program client agreements. Transition Accounts in the Programs are subject to the same management fees, and any applicable fee waivers, that were in effect at JPMCB. The asset allocation models and portfolio management for the investment accounts at JPMCB are provided by the same investment management teams that provide Models and Investment Strategies in the Programs.

Certain Transition Accounts continue to be invested in their existing asset allocation models and portfolios which will materially differ from the current Models and Investment Strategies offered in the Programs (“**Legacy Models/Strategies**”). Legacy Models/Strategies portfolio holdings and performance differ from current Models and Investment Strategies as applicable. Legacy Models/Strategies are not available to new Program Accounts. Legacy Models/Strategies trade through JPMS on a different trade implementation system than the current Models and Investment Strategies in the Programs. The non-retirement taxable Transition Accounts in the J.P. Morgan Core Advisory Portfolio and Select Advisory Multi-Manager Strategies in the Advisory Program (which are described below under “Program Descriptions”) are invested in Legacy Models/Strategies; all other Transition Accounts have been conformed to the current Program Models and Investment Strategies.

Overlay Manager and Sub-Adviser

JPMS has retained an affiliate, **JPMP**, as overlay manager (“**Overlay Manager**”) for certain Programs to provide portfolio implementation and coordination services for Program Accounts. JPMP has also been retained to act as sub-adviser (the “**Sub-Adviser**”) for certain of the Programs.

Trade Execution

Client directs brokerage of the account to JPMS. JPMS can designate another broker or dealer if it believes the other broker or dealer will provide better execution than JPMS or its clearing broker. Any such determination will take into account that charges for transactions effected through JPMS or its clearing broker are included in the Advisory Fee (defined below), whereas step-out trades are not. In evaluating whether another broker or dealer will provide better execution, JPMS or its Overlay Manager will consider the full range and quality of a broker’s or dealer’s services including, among other things, execution capability, commission rate, financial responsibility, market making capabilities and responsiveness.

Liquid Alternative Funds

Programs that make Liquid Alternative Funds available do so subject to asset threshold requirements. Liquid Alternative Funds typically invest in assets such as global real estate, commodities, derivatives, leveraged loans, start-up companies and unlisted securities that offer exposure beyond traditional stocks, bonds and cash. These funds may provide a source of returns with a low correlation with the performance of traditional asset classes, such as equities and bonds.

Liquid Alternative Funds utilize strategies similar to hedge funds, but are subject to regulatory limits on illiquid investments, leveraging and amounts invested in any one issuer. (Hedge funds often engage in leveraging, short selling, derivatives and other speculative investment practices that increase the risk of a complete loss of a client’s investment, and often charge performance fees in addition to management fees.) Liquid Alternative Funds may trade more frequently than traditional mutual funds

and generally will hold more non-traditional investments and will employ more complex trading strategies than traditional mutual funds. Liquid Alternative Funds generally will have higher total expense ratios compared to traditional mutual funds plus higher annual operating expenses. Higher fees will negatively impact performance compared to traditional mutual funds. Unlike hedge funds, Liquid Alternative Funds generally cannot charge performance fees in addition to management fees. Liquid Alternative Funds also offer daily liquidity. Although Liquid Alternative Funds can offer diversification within a relatively liquid and accessible structure, they may not have the same type of returns as other alternative investments. The risk characteristics of Liquid Alternative Funds can be similar to those generally associated with other alternative investments and are further described in the prospectus. In addition to the usual market and investment-specific risks of traditional mutual funds, Liquid Alternative Funds carry additional risks based on the strategies they use and the underlying investments made by the Liquid Alternative Funds. These strategies target specific returns or benchmarks, and seek to mitigate or provide exposure to alternative asset classes.

In general, Liquid Alternative Funds are speculative investments that have the potential for significant loss of principal. Investments in Liquid Alternative Funds are only available to certain clients who meet applicable eligibility and suitability requirements, and are approved by JPMS. Because Liquid Alternative Funds involve speculative strategies, clients should fully understand the terms, investment strategy and risk associated with such Funds. For example, the use of aggressive investment techniques, such as futures, forward contracts, swap agreements, derivatives and options, can increase a Liquid Alternative Funds’ volatility and carries a high risk of substantial loss. The risks of a particular Liquid Alternative Fund are described in the prospectus.

Benchmarks

Some Investment Strategies and Funds manage to a benchmark or index. Client portfolio holdings may differ significantly from the securities in the benchmark or index and may also hold far fewer securities than the benchmark or index. As a result, client portfolios can have higher or lower levels of risk and volatility than that of the benchmark or index.

Interest rates (such as LIBOR or EURIBOR) and a wide range of other index levels, rates and values are treated as “benchmarks” and are the subject of recent regulatory reform which can have an impact on Investment Strategies and Funds. For example, Investment Strategies and Funds can invest in securities such as fixed income that utilize interest rate benchmarks.

There are certain risks associated with loans, derivatives, fixed income, floating rate securities and other instruments or investments that rely on a benchmark which changes or is affected by benchmark reforms. While benchmark reforms are intended to make benchmarks more robust, the reforms may cause benchmarks to perform differently than in the past, to disappear entirely or have other consequences which cannot be predicted. This could have a material impact on any investments linked to or referencing such a benchmark. Such impact may include (i) reducing or increasing the volatility of the published rate or level of the benchmark, (ii) early redemption or termination of the investment or (iii) adjustments to the terms of the investment. Any of these impacts may be disadvantageous to investors. In particular, reforms may increase costs and risks associated with investments that use an affected benchmark.

The regulatory authority that oversees financial services firms and financial markets in the U.K. has announced that, from the end of 2021, it will no longer persuade or compel contributing banks to make submissions for purposes of determining the LIBOR rate. The LIBOR rate is intended to represent the rate at which contributing banks may obtain short-term borrowings from each other in the London interbank market. As a result, it is possible that commencing in 2022, LIBOR may no longer be available or no longer deemed an appropriate reference rate upon which to determine the interest rate on or impacting certain loans, derivatives and other instruments or investments comprising some or all of an Investment Strategy’s or Fund’s assets. In light of this eventuality, public and private

sector industry initiatives are currently underway to identify new or alternative reference rates to be used in place of LIBOR. There is no assurance that the composition or characteristics of any such alternative reference rate will be similar to or produce the same value or economic equivalence as LIBOR or that it will have the same volume or liquidity as did LIBOR prior to its discontinuance or unavailability, which may affect the value or liquidity or return on certain investments in the Funds and result in costs incurred in connection with closing out positions and entering into new trades.

Retirement Accounts

For Program Accounts established for retirement plans subject to the Employee Retirement Income Security Act of 1974, as amended (“**ERISA**”) and for Individual Retirement Accounts (“**IRAs**”) (collectively referred to as “**retirement accounts**”), when providing services under the Program, JPMS is a “fiduciary” as that term is defined in Section 3(21)(A) of ERISA and/or Section 4975(e)(3)(B) of the Internal Revenue Code of 1986, as amended (“**IRC**”) with respect to the assets of the retirement accounts invested in the Program. Additionally, for retirement accounts that invest in Programs where JPMPI act as Sub-Adviser or Portfolio Manager, JPMPI is a “fiduciary” as that term is defined in Section 3(21)(A) of ERISA and/or Section 4975(e)(3)(B) of the IRC with respect to the assets that it manages in those Programs.

Retirement accounts can be restricted from investing in Funds that have a certain relationship with J.P. Morgan. As a result, performance of retirement accounts would differ from non-retirement accounts invested in the same strategy.

C. Program Descriptions

Mutual Fund Advisory Portfolio (“MFAP”)

MFAP is a mutual fund and exchange-traded fund (“**ETF**”) managed account program managed and offered by JPMS. In MFAP, the client invests Program Account assets across each selected asset class into one or more open-end mutual funds or ETFs available in the Program.

JPMS has retained JPMPI as the Program’s Sub-Adviser. The Sub-Adviser approves Funds eligible for investment through the Program, defines target asset allocation and provides asset allocation ranges for the Models offered through the Program. The asset allocation and Fund approvals are subject to the oversight of, and pursuant to, an investment policy statement established by JPMS. JPMPI does not manage MFAP account assets on a discretionary basis. Instead, each client directs the investment of the client’s MFAP account assets across each selected asset class into one or more Funds. Each Model consists of Funds in a number of asset classes. Depending on the Model selected, clients choose one or more Funds in each asset class. Each asset class in a Model has a specific allocation range, and the client designates the specific asset allocation percentage desired for each asset class. JPMS is responsible for determining whether an MFAP Model, the allowable ranges in each MFAP Model and the individual Funds in MFAP are suitable for each client.

Funds available through MFAP include both J.P. Morgan Funds and non-J.P. Morgan Funds. Currently, a substantial portion of the assets in MFAP are invested in J.P. Morgan Funds. See “Use of J.P. Morgan Funds and Potential Conflicts of Interest” below for more information on the use of J.P. Morgan Funds.

Clients of MFAP should review the applicable prospectuses for Funds for additional information.

Chase Strategic Portfolio (“CSP”)

On January 9, 2016, CSP was closed to new investors; however, existing CSP clients can continue to hold their accounts and add new assets. On the same date, JPMS commenced offering a similar unified managed account, J.P. Morgan Core Advisory Portfolio.

CSP is a discretionary unified managed account program that is managed and offered by JPMS. In CSP, client assets are invested in a manner

consistent with one of the multi-asset class Investment Strategies made available by JPMS to clients. Assets within an Investment Strategy are generally invested in each asset class through one or more open-end mutual funds or ETFs. For Program Accounts at higher asset levels, assets within an Investment Strategy can be invested across an asset class through one or more Models that include individual securities, *i.e.*, clients with at least \$500,000 in their Accounts can elect to have assets within an Investment Strategy in individual securities in accordance with one or more models following model portfolios provided by the Model Managers. Currently, JPMIM is the only Model Manager, and no unaffiliated Model Managers have been evaluated or selected for inclusion in CSP. See “Use of J.P. Morgan Funds and Model Managers and Potential Conflicts of Interest” below for more information on the use of JPMIM as an affiliated Model Manager. The Form ADV, Part 2A for JPMIM is available at the SEC’s website at www.adviserinfo.sec.gov.

JPMS and JPMPI (as Sub-Adviser) have full discretionary authority, to be exercised in their exclusive judgment and consistent with the Investment Strategy selected by the client, to determine the allocation of assets among Funds and, at appropriate asset levels, one or more Model Managers; to select, add, remove, or replace Funds or Model Managers; and to purchase and sell Funds and other securities for the Account. JPMS has delegated this discretionary authority to JPMPI as the Program’s Sub-Adviser. JPMPI is an affiliate of JPMS and JPMIM. JPMPI determines strategic and tactical allocation for the Investment Strategies and selects the Funds and Model Managers available through the Program using due diligence produced by JPMPI’s affiliates. JPMS oversees the selections using an investment policy statement it established and amends, and remains responsible for overseeing the Sub-Adviser’s performance.

The investment policy statement specifies investment guidelines established by JPMS, including those designed by JPMS to address operational considerations. CSP is subject to certain operational considerations such as Fund concentration, and capacity issues that can affect the timing of certain tactical trades, and can result in the timing or implementation of trades for a client’s Account differing from that of another client or group of clients of JPMS or its affiliates. It is JPMS’ policy, to the extent practicable, to allocate, within its reasonable discretion, investment opportunities among clients over a period of time on a fair and equitable basis.

JPMS has retained JPMPI as the Program’s Overlay Manager for Program Accounts.

J.P. Morgan Funds and non-J.P. Morgan Funds are available in the Program. Currently, a substantial portion of the assets in the Program are invested in J.P. Morgan Funds. JPMIM is the only Model Manager, and no unaffiliated Model Managers have been evaluated or selected for inclusion in the Program. See “Use of J.P. Morgan Funds and Model Managers and Potential Conflicts of Interest” below for more information on the use of J.P. Morgan Funds and affiliated Model Managers.

Option to Use Model Managers

When a client elects to use Model Managers, the opportunities available to such client differs from the opportunities available to clients who do not use Model Managers. As a result, performance of an Account with this election can differ from the performance of other Accounts without this election. Due to this election, the asset allocation in these Models may be different from the asset allocation in those Models without this election.

The Investment Strategy for a particular client is based on the client’s discussion with JPMS and the client’s risk tolerance. For more information on Investment Strategies and related risks, clients should review the Sub-Adviser’s advisory brochure, which can be obtained upon request from their Financial Advisor, at www.chase.com/managed-account-disclosures, or at the SEC’s website at www.adviserinfo.sec.gov.

J.P. Morgan Core Advisory Portfolio (“JPMCAP”)

JPMCAP is a discretionary unified managed account program managed and offered by JPMS. In JPMCAP, client assets are invested in a manner

consistent with one of the single-asset class (Managed Fixed Income and Managed Equities) or multi-asset class (Conservative, Balanced, Growth and Aggressive Growth) Investment Strategies made available by JPMS to clients.

Assets within an Investment Strategy are generally invested in each asset class through one or more open-end mutual funds and ETFs or individual securities in accordance with one or more model portfolios provided by separate Model Managers available through JPMS, subject to the qualifications below. Clients have the option to make certain elections including municipal fixed income options (for taxable accounts) and U.S. focused options, as well as the option to use index-oriented vehicles, Model Managers or non-J.P. Morgan Funds and unaffiliated Model Managers, as described further below.

Clients with at least \$250,000 in their Program Accounts can elect to include Liquid Alternative Funds, see “Liquid Alternative Funds” above for more information a detailed description.

Clients with at least \$750,000 in their Program accounts and that have elected to include Liquid Alternative Funds in their accounts can also elect to have assets within an Investment Strategy invested in individual securities in accordance with one or more Models following Model portfolios provided by Model Managers. The Form ADV, Part 2A for each Model Manager selected for a client’s Program account is available at the SEC’s website at www.adviserinfo.sec.gov.

Funds available through JPMCAP include both J.P. Morgan Funds and non-J.P. Morgan Funds. A substantial portion of the assets in JPMCAP are expected to be invested in J.P. Morgan Funds. In addition, unaffiliated and affiliated Model Managers can be evaluated and selected for JPMCAP accounts. See “Use of J.P. Morgan Funds and Model Managers and Potential Conflicts of Interest” below for more information on the use of J.P. Morgan Funds and affiliated Model Managers.

The Investment Strategy for a particular client is based on the client’s discussion with JPMS and the client’s risk tolerance. The Investment Strategies available in JPMCAP are Conservative, Balanced, Growth, Aggressive Growth, Managed Fixed Income and Managed Equities. The Conservative, Balanced and Growth Investment Strategies are generally available for clients regardless of whether they are eligible to include or have elected to include Liquid Alternative Funds or other securities through Model Managers in their accounts. The Aggressive Growth Investment Strategies are only available to those clients who are eligible for and have elected to include Liquid Alternative Funds, or to include Liquid Alternative Funds and other securities through Model Managers, in their account. Liquid Alternatives are not available in Managed Equities or Managed Fixed Income strategies. For more information on these Investment Strategies and related risks, clients should review the Sub-Adviser’s advisory brochure, which can be obtained upon request from their Financial Advisor, at www.chase.com/managed-account-disclosures, or at the SEC’s website at www.adviserinfo.sec.gov.

The Investment Strategies and types of investment options that are available based on the level of client assets in JPMCAP are summarized in the table below:

Client Program Assets	Available Investment Strategies ³					
	Conservative	Balanced	Managed Fixed Income	Growth	Aggressive Growth	Managed Equities
\$10,000 and over ¹	Yes	Yes	Yes	Yes	No	Yes
\$250,000 and over	Yes	Yes	Yes	Yes	Yes	Yes
\$750,000 and over	Yes	Yes	Yes	Yes	Yes	Yes

Client Program Assets	Available Investments ³			
	Mutual Funds ¹	ETFs ²	Liquid Alternative Funds	Other Securities through Model Managers
\$10,000 and over ¹	Yes	Yes	No	No
\$250,000 and over	Yes	Yes	Yes, on client election	No
\$750,000 and over	Yes	Yes	Yes, on client election	Yes, on client election

¹ Certain Program Accounts with lower asset levels can experience some dispersion from the established Models.

² Clients can elect to have their Program accounts include Index Oriented Vehicles (as defined below) so long as they have not elected to have their Program Accounts include Liquid Alternative Funds or other securities through Model Managers.

³ Does not include Legacy Models/Strategies (see “Transition and Legacy Accounts” above).

JPMS and JPMPI (as Sub-Adviser) have full discretionary authority, to be exercised in their exclusive judgment and consistent with the Investment Strategy selected by the client, to determine the allocation of assets among Funds and, at appropriate asset levels, Liquid Alternative Funds or one or more Model Managers; to select, add, remove or replace Funds and Model Managers; and to purchase and sell Funds and other securities for Program accounts. JPMS has delegated its discretionary responsibilities and authority to JPMPI as the Program’s Sub-Adviser. JPMPI, as the Sub-Adviser, constructs and evaluates the Investment Strategies and selects the Funds and Model Managers available through the Program using due diligence produced by JPMPI’s affiliates. JPMS oversees the selections using an investment policy statement it established and remains responsible for overseeing the Sub-Adviser’s performance.

The investment policy statement specifies investment guidelines established by JPMS, including those designed by JPMS to address operational considerations. These operational considerations, such as Fund concentration, and capacity issues, can affect the timing of certain tactical trades and can result in the timing or implementation of trades for a client’s account differing from that of another client or group of clients of JPMS or its affiliates. It is JPMS’ policy, to the extent practicable, to allocate, within its reasonable discretion, investment opportunities among clients over a period of time on a fair and equitable basis.

JPMS has retained JPMPI as the Program’s Overlay Manager for Program Accounts.

Option to Elect U.S. Focused Models

Clients have the option to elect a U.S. Focused Model within an Investment Strategy. U.S. Focused Models seek to primarily invest in the United States.

Option to Use Index Oriented Vehicles

JPMS and the Sub-Adviser prefer to follow an investment process that maintains the option of using a range of active and passive vehicles, some of which are Index Oriented Vehicles (as defined below) and some of which are not. However, clients can elect to have their accounts (other than cash and liquidity Funds) implemented using Index Oriented Vehicles. The JPMCAP program offers clients the option to implement certain account Investment Strategies using an Index Oriented Vehicle election, as described below.

For purposes of the JPMCAP Index Oriented Vehicle election: “Passively Managed Vehicles” include ETFs and index mutual funds; “Actively

Managed Vehicles” include mutual funds, SMAs and investments in other securities through Model Managers. In determining whether a particular Actively Managed Vehicle or Passively Managed Vehicle can be considered an “Index Oriented Vehicle,” the Sub-Adviser will, using due diligence and vehicle evaluation from its affiliates, consider, among other things, how closely the vehicle’s historical returns track the index the Sub-Adviser is targeting for the relevant asset class as well as the cost, liquidity, and complexity of the vehicle’s strategy. The determination of whether a vehicle is an Index Oriented Vehicle is in the Sub-Adviser’s sole discretion, is subject to change and does not guarantee that an Index Oriented Vehicle will perform in line with, or in excess of, the underlying index. The election does not apply to cash and liquidity Funds.

Clients who have selected the Conservative, Balanced, Growth Investment Strategies or Managed Equities, and who have not elected to include Liquid Alternative Funds or other securities through Model Managers, can elect to use Index Oriented Vehicles to implement their accounts for asset classes other than cash and liquidity Funds. The election to have an account implemented using Index Oriented Vehicles is not available for accounts invested in Aggressive Growth or Managed Fixed Income Investment Strategies. This election directs the Sub-Adviser to use Passively Managed Vehicles except when, in JPMPI’s judgment, active management is expected to closely reflect an underlying index and either (i) to better reflect the overall characteristics of the underlying asset class or market segment, or (ii) is necessary to implement the client’s instructions. Actively managed vehicles typically charge higher management fees than passively managed vehicles. Clients who elect to have their accounts implemented using Index Oriented Vehicles must also elect to have their accounts implemented using non-J.P. Morgan Funds and unaffiliated Model Managers, as defined and further described below.

Clients that have selected the Index Oriented Vehicle election will not be invested in any J.P. Morgan Funds (except for J.P. Morgan-managed cash and liquidity products) or affiliated Model Managers.

If the client is making an election for Index Oriented Vehicles for an existing JPMCAP account, there can be tax consequences as a result of this election. Clients should consult their own tax advisors before making this election. In addition, sales of Funds can be subject to redemption fees. There can be a period of time during which non-Index Oriented Vehicles remain in a client’s account.

When a client elects to implement his or her JPMCAP account using Index Oriented Vehicles, it can affect the ability to make investments, access asset classes, or take advantage of opportunities that are available to clients who do not make that election. As a result, performance of an account with an election can differ from the performance of other accounts without an election.

Option to Use Model Managers

When a client elects to use Model Managers, the opportunities available to such client differs from the opportunities available to clients who do not use Model Managers. As a result, performance of an Account with this election can differ from the performance of other Accounts without this election. Due to this election, the asset allocation in these Models may be different from the asset allocation in those Models without this election.

Option to Use non-J.P. Morgan Funds and Unaffiliated Model Managers

As described below in “Use of J.P. Morgan Funds and Model Managers and Potential Conflicts of Interest,” the Sub-Adviser prefers J.P. Morgan Funds and affiliated Model Managers. However, clients can elect to exclude from their JPMCAP accounts J.P. Morgan managed strategies (except for J.P. Morgan managed cash and liquidity products), including strategies managed by J.P. Morgan where a party other than J.P. Morgan is appointed investment adviser. The Non-Proprietary Strategy Election excludes from JPMCAP accounts J.P. Morgan Funds (except money market mutual funds) and affiliated Model Managers.

Currently, the Non-Proprietary Strategy Election is available for all JPMCAP Investment Strategies, including where clients are eligible for and have

elected to include Liquid Alternative Funds or other securities through Model Managers in their accounts. It is possible that the availability of this election will change in the future.

When a client elects to exclude J.P. Morgan managed strategies, it can affect the ability to make investments, access asset classes, or take advantage of opportunities that are available to clients who do not make the Non-Proprietary Strategy Election. As a result, performance of an account with an election can differ from the performance of other accounts without an election.

To the extent a client holds J.P. Morgan managed investments in an existing JPMCAP account at the time of making the Non-Proprietary Strategy Election, there can be tax consequences as a result of the Non-Proprietary Strategy Election. Clients should consult their own tax advisors before making the Non-Proprietary Strategy Election. In addition, sales of Funds can be subject to redemption fees. There can be a period of time after making the Non-Proprietary Strategy Election during which J.P. Morgan managed investments remain in a client’s account.

Transition Models for Transition Accounts

In June 2019, due to certain tax consequences, JPMS made available additional models for JPMCAP accounts invested in Legacy Models/Strategies (“**Transition Models**”) for clients who request to change their investment strategy. (See “Transition Accounts and Legacy Models/Strategies” section above.) Transition Models will be based on the similar investment strategies as other JPMCAP Models. Certain portfolio holdings for Transition Models will differ from the corresponding current JPMCAP Models. Therefore, although the asset allocation and portfolio management for the Transition Models are provided by the same investment management teams that provide the JPMCAP Models, the performance of the Transition Models will materially differ.

Advisory Program (“Advisory Program”)

The Advisory Program provides JPMS clients with access to a select group of Portfolio Managers to provide discretionary investment management in SMAs, and brokerage and reporting services in connection with the accounts. Clients select the Portfolio Manager and Investment Strategy from among the Portfolio Managers and Investment Strategies made available by JPMS.

The Advisory Program encompasses two distinct products:

- The Portfolio Manager Program (“**PMP**”) provides clients access to affiliated and unaffiliated Portfolio Managers, each of whom offers a specific Investment Strategy (equity and fixed income) and market sector expertise. Currently the only affiliated Portfolio Manager in PMP is JPMIM.
- The Select Advisory Strategies (“**SAS**”) provides access to JPMPI, an affiliated Portfolio Manager, with Investment Strategies that seek to address specific investment objectives, provide exposure to targeted asset classes, capture timely market opportunities and/or address specific client objectives through actively managed portfolios. These Investment Strategies may include a variety of marketable securities, such as stocks, bonds, ETFs and mutual funds, and may leverage the expertise of Model Managers who provide models of securities for certain Investment Strategies. SAS is not offered by all IARs. The SAS Liquidity Management Strategy is not available for retirement accounts.

There are two types of SAS Investment Strategies: (1) single-manager strategies (the “**Single-Manager Strategies**”) for which JPMPI seeks to invest in individual securities; and (2) multi-manager strategies (the “**Multi-Manager Strategies**”) for which JPMPI seeks to invest in one or more Funds available through JPMS, and/or in individual securities following one or more model portfolios that may be provided by affiliated and/or unaffiliated Model Managers. The Form ADV, Part 2A for each Model Manager selected for a client’s Multi-Manager Strategy Account is available at the SEC’s website at www.adviserinfo.sec.gov.

Funds available through certain Investment Strategies in SAS include both J.P. Morgan Funds and non-J.P. Morgan Funds. Affiliates that sponsor or manage J.P. Morgan Funds may include JPMPI and JPMIM. A substantial portion of the assets in the SAS Investment Strategies are expected to be invested in J.P. Morgan Funds. In addition, unaffiliated and affiliated Model Managers will be evaluated and selected for these accounts. See “Important Information About Your Investments and Potential Conflicts of Interest” below for more information on the use of J.P. Morgan Funds and affiliated Model Managers. In the case of Dynamic Multi-Asset Strategy (“DMAS”), an SAS Multi-Manager Strategy, clients can select an Investment Strategy that excludes J.P. Morgan Funds or one that may include J.P. Morgan Funds. JPMS has a conflict in recommending the DMAS Investment Strategy that may include J.P. Morgan Funds. See “Use of J.P. Morgan Funds and Model Managers and Potential Conflicts of Interest in the Multi-Manager SAS” below for more information on the use of J.P. Morgan Funds in Multi-Manager Strategies.

Fixed Income Advisory Program (“FIAP”)

The Program provides JPMS clients with access to two affiliated professional portfolio managers, JPMIM and JPMPI, to manage client assets subject to the investment guidelines and risk tolerance of the client. The Program is designed as a solution for investors with the specific asset class needs or desire to invest in taxable and tax-aware fixed income portfolios consisting of laddered bonds within the risk tolerance of the client’s investor profile. In bond ladder portfolios, the Portfolio Manager buys bonds that have maturities spanning over a designated period of years, and which are intended to be held until maturity.

The FIAP makes available the following Investment Strategies:

- The Discretionary Fixed Income (“DFI”) investment strategies offer access to taxable and municipal tax-aware laddered bond portfolios designed by a team of portfolio managers in JPMIM. These Investment Strategies are available with different average maturities to fit different needs and risk tolerances. The portfolio management team constructs the portfolios using fundamental credit and relative value analysis combined with ongoing credit and security oversight. The team focuses on identifying and monitoring attractive risk/reward investments within client-specified criteria. The DFI portfolios are SMAs that have several additional features, including that portfolio managers can choose to hold bonds to maturity and can choose to reinvest or withdraw coupon interest income. For more information on these Investment Strategies, see the Form ADV, Part 2A for JPMIM which is available at the SEC’s website at www.adviserinfo.sec.gov.
- The Customized Bond Solutions Program (“C-BoS”) investment strategies offer access to taxable and tax-aware customized fixed income portfolios designed by the JPMPI portfolio management team. Customizations are available to meet a client’s investment criteria, including but not limited to state of residence, credit quality, sector, tax treatment, dividend/coupon type and duration preferences. Each portfolio is an SMA that gives clients direct ownership, full transparency and knowledge of all holdings and is supported by ongoing credit analysis performed by a dedicated team. For more information on these Investment Strategies, see the Form ADV, Part 2A for JPMPI which is available at the SEC’s website at www.adviserinfo.sec.gov.

On or after January 1st 2021, the JPMPI portfolio management team for C-BoS will transition to JPMIM, and JPMIM will replace JPMPI as the Portfolio Manager for C-BoS.

Clients select the Investment Strategy from among the Investment Strategies made available by JPMS. Certain Strategies in FIAP are not available for retirement accounts.

D. Client Profile and Account Opening

Prior to opening a Program Account, the IAR consults with the client or prospective client to create a “Client Profile” based upon the client’s responses to questions regarding their financial situation, investment

experience, investment objectives, time horizon, and risk tolerance. The information is evaluated and incorporated into an “Investment Proposal.” Depending on the Program, the Investment Proposal provides a recommendation of one or more Portfolio Managers, Models or Investment Strategies, and specifies Funds and, if appropriate, Model Managers that are included in the Model or Investment Strategy. The recommendation is the result of an objective scoring system based on the client’s responses. Based on the information in the Client Profile and Investment Proposal, the IAR will assist the client in selecting an Investment Strategy, Model or Portfolio Manager and will discuss the recommendation with the client to ensure that it is appropriate for their specific investment needs and risk tolerance. Client agrees to the terms of applicable advisory and brokerage service agreements. The client’s selection of an Investment Strategy or Model is reflected in the Investment Proposal.

For important information about each Fund, including investment objectives, risks, charges, and expenses, clients can read each Fund’s prospectus carefully and consider all the information in it before investing.

MFAP Model Selection

Once the client selects a Model, the client will select the specific Funds in each asset class of client’s Model. The selected Funds and their percentage allocation will be entered on the Investment Proposal. Clients can change the selected Funds and the percentage allocation of any asset class within the ranges for the applicable Model after the Program Account is opened by giving instructions to the IAR.

Multiple Program Accounts in Advisory Program and FIAP

Although only a single Portfolio Manager can be selected for a client Program Account, the client can open multiple Program Accounts as part of their overall strategy. Clients will receive the Portfolio Manager’s Form ADV Part 2A and Part 2B or an equivalent disclosure document (“**Portfolio Manager Disclosure Document**”) from JPMS. Clients should review the Portfolio Manager’s Disclosure Document carefully for important information about the Portfolio Manager.

Restrictions on Management of Accounts

Clients can request reasonable restrictions on management of their Account, subject to JPMS or the Portfolio Manager’s acceptance. Any restrictions a client imposes on the management of the Account can cause the Account to perform differently than similar unrestricted accounts. JPMS may decline an Account when client restrictions are deemed unreasonable.

Implementation of Investment Strategy by JPMS, Overlay Manager or Portfolio Manager

After JPMS opens a Program Account for the client, JPMS, the Overlay Manager or Portfolio Manager, as applicable, will implement the selected Investment Strategy or Model taking into account any reasonable restrictions client has placed on management of the Account. Overlay Manager or Portfolio Manager manages client Accounts in the Programs in accordance with each client’s specific investment guidelines, objectives and any reasonable restrictions on investing in certain securities or types of securities that the client provides to JPMS in writing and JPMS has accepted. Funds selected in MFAP by the client will be purchased in the Account at net asset value (no-load or load-waived) and ETFs at their market price.

Asset Allocation among Managers and Programs

At the client’s request, JPMS will assist the client in developing one or more asset allocations among Portfolio and/or Model Managers and/or Programs based upon information that the client has provided to JPMS. The client is solely responsible for making all decisions regarding the adoption and implementation of any investment objectives or policies and any asset allocation. If the client adopts an asset allocation strategy, the asset allocation can change over time due to fluctuations in market value of assets and/or additions or withdrawals by the client. The client is solely responsible for monitoring its investment objectives and policies, including whether the management of the assets conforms to those investment objectives and policies. The client is also solely responsible for monitoring

any asset allocation on an ongoing basis and determining whether to rebalance and/or reallocate assets among strategies. JPMS is not obligated to review, update, rebalance or provide any other ongoing advice with respect to any asset allocation or the client's investment objectives and policies. The client retains final decision-making authority and responsibility for the selection of, and any changes made to, an asset allocation.

Funding Program Accounts

Cash or securities can be used to fund Program Accounts. Investment management will begin after JPMS has accepted the Account into the Program. Account acceptance may be delayed or rejected if the Account is overfunded or underfunded relative to the amount stated in the Investment Proposal. Cash to fund an Account will be placed in the sweep option selected by the client.

Clients funding Program Accounts with securities direct JPMS, the Model Manager or the Portfolio Manager, as applicable, to liquidate the securities on behalf of the client and allocate the proceeds in accordance with the Investment Strategy selected in the Investment Proposal. JPMS, the Model Manager or the Portfolio Manager, on a best efforts basis, will sell a portion or all of any securities that are not consistent with the Investment Strategy stated in the Investment Proposal. Neither JPMS, the Model Manager nor the Portfolio Manager, will advise clients regarding the liquidation of these securities. Liquidation will be done free of commission charges or spread on fixed income trades unless the trade is placed away from JPMS. See "Trading Away and Associated Costs" below for more detail. Depending on the type of security involved, liquidation may result in redemption charges and taxable gains or losses. Clients should review the potential tax consequences of these liquidations with their tax advisor before funding their Program Account with securities. JPMS does not provide tax advice. If non-U.S. denominated securities are sold, the client will incur currency conversion charges.

When liquidating these securities for purposes of establishing your Account, we will be acting as your broker, not your investment adviser. Liquidations will be effected promptly after acceptance of your Account at the then prevailing market prices. If a particular security cannot be liquidated or is not eligible for the particular Program, it will not be used to fund an Account and will be transferred to a brokerage account.

Rebalancing MFAP, CSP and JPMCAP Accounts

Since rebalancing has tax implications for most clients, unless the Account is in an IRA, or another qualified retirement plan not subject to the ERISA, Program Accounts will be rebalanced only if the percentage variance at the asset class level exceeds a threshold amount that has been established as effective for rebalancing to the Investment Strategy.

MFAP clients can choose to have their Accounts automatically reviewed for rebalancing quarterly, semi-annually or annually. JPMS also will facilitate the rebalancing of a Program Account upon client's direction. In between reviews for rebalancing, a client's Account will drift from the initial asset allocations selected by the client for the Account and can even drift outside of recommended thresholds of a Model.

To rebalance the Account, shares of Funds in the client's Account that are underweight or overweight compared to their asset class percentage in the Model are bought or sold, as applicable, until the Account holdings are consistent with the client's selected Model. Over time, the Funds will appreciate (or depreciate) in value at different rates. Without rebalancing, the change in the percentages of each asset class held will change the level of risk from the risk level that is associated with the original Model.

For CSP and JPMCAP clients, JPMS and JPMPI will continuously review client asset allocations relative to the selected Investment Strategy and will generally rebalance the Program account to the allocation in the chosen Investment Strategy when the asset allocation percentages deviate from established parameters. To rebalance the account, shares of Funds and/or securities held in the models advised by Model Managers that are underweight or overweight compared to their asset class percentages in the Investment Strategy will be bought or sold, as applicable, until the

account holdings are consistent with the Investment Strategy. Over time, the Funds and/or individual securities in the account will appreciate (or depreciate) in value at different rates. Without rebalancing, the change in the percentages of each asset class held will change the level of risk from the risk level that is associated with the allocations in the selected Investment Strategy. Changes in the sale of Fund shares or securities may generate taxable gains or losses in a client Account.

Trade Errors

If a trade error is made in a client's Account, JPMS will take action to make the Account whole. JPMS corrects trade errors in IRA and ERISA Accounts in the impacted Program Account and uses a firm account to correct all other trade errors in non-retirement Program Accounts. If bonds are erroneously sold from a client's Account, it is possible that JPMS, the Model Manager or Portfolio Manager will not be able to find the same bonds to buy back for the Account. In that case, JPMS, the Model Manager or Portfolio Manager will purchase bonds that it believes are equivalent in quality and yield.

Custodian

JPMS, in its capacity as an SEC-registered broker-dealer, provides clearing and trade execution services for and serves as the custodian for the Program Accounts. JPMS is a "qualified custodian" as defined in Rule 206(4)-2 under the Investment Advisers Act of 1940 (the "Advisers Act").

Overlay Manager for CSP and JPMCAP

JPMPI, as the Program Overlay Manager for CSP and JPMCAP, provides portfolio implementation and coordination services to CSP and JPMCAP Program Accounts. Program Overlay Manager services include: (1) managing the Accounts on a discretionary basis by implementing instructions to purchase, hold, or sell securities or shares of Funds; (2) continuously monitoring the Account holdings and coordinating the trading activity; and, (3) implementing specific reasonable restrictions requested by the client that are placed on the client Account.

JPMPI does not review or evaluate the merits of investment instructions from JPMS. For certain securities, clients may elect to have dividends and certain capital gains automatically reinvested. JPMPI does not have any responsibility or liability for JPMS' determinations that the Investment Strategy selected by the client is suitable in light of the client's investment objectives and financial situation.

In providing services to JPMS, Overlay Manager relies on affiliated and unaffiliated third parties to fulfill its services as Overlay Manager.

Model Managers

JPMS has engaged Model Managers to provide non-discretionary investment advice and recommendations through the provision of model portfolios that include individual securities. JPMS or its Sub-Adviser retains investment discretion over Program Account investments. JPMS can add or remove Model Managers to the Programs from time to time. See "Selection and Ongoing Review of Funds and Model Managers" for more information on the selection and removal of Model Managers in the Programs. The Form ADV, Part 2A for each Model Manager selected for a client's Program account is available at the SEC's website at www.adviserinfo.sec.gov.

In the Advisory Program, as Portfolio Manager, JPMPI engages Model Managers to provide non-discretionary investment advice and recommendations through the provision of model portfolios that include Funds or individual securities. The Portfolio Manager retains investment discretion over Program Account investments. The Portfolio Manager can add or remove Model Managers from time to time.

E. Trade Confirmations, Statements and Performance Reporting

Clients will receive trade confirmations of all transactions unless they waive receipt of individual confirmations and instead receive a periodic statement of all transactions that will contain the information required to be in a confirmation. Clients in certain Programs can elect to receive a periodic statement in lieu of individual confirmations and can later choose to receive

from JPMS, at no additional cost, transaction confirmations for any prior transactions effected during the period in which the client previously elected not to receive separate transaction confirmations. Clients will not pay a different fee based upon this election and can rescind this election at any time upon written notice to JPMS. Clients will receive Program Account statements from the custodian of the Programs at least quarterly (monthly for months when there is activity in their Account). Clients generally will also receive quarterly performance reports containing general market commentary and analysis, charts and graphs detailing the quarterly performance of the Program Account versus relevant industry benchmarks and indices, and the trading activity in the Program Account during the quarter. JPMS performs testing of a number of randomly selected Program Accounts to validate the performance calculations.

F. Proxy Voting, Corporate Actions and Other Legal Matters

JPMS and JPMPI will not vote proxies (or give advice about how to vote proxies) relating to securities and other property currently or formerly held in a client's Account. JPMS and its affiliates will not be responsible or liable for: (1) failing to notify a client of proxies, or (2) failing to send to the Proxy Service (defined below) or a client, as applicable, proxy materials or annual reports where JPMS or its affiliates have not received proxies or related shareholder communications on a timely basis or at all.

MFAP, CSP and JPMCAP

Each client has the right to vote, and is responsible for voting, proxies for any securities and other property in the client's Account. In CSP and JPMCAP, clients can appoint an independent services provider designated by JPMS for purposes of voting proxies ("**Proxy Service**") as the client's agent and attorney-in-fact, and authorize the Proxy Service, in its discretion, to vote proxies for any securities and other property in the client's account in accordance with the Proxy Service's proxy voting guidelines in effect from time to time, copies of which are available on request. The Proxy Service is currently Institutional Shareholder Services Inc. ("**ISS**"). Information relating to ISS services is available on the ISS website at www.issgovernance.com. The ISS advisory brochure is available at the SEC's website at www.adviserinfo.sec.gov. The Proxy Service role as the agent of clients applies only to proxies that the Proxy Service generally votes and does not apply to proxies with respect to which the Proxy Service declines to vote. A client who appoints the Proxy Service will not receive proxy materials or annual reports relating to securities and other property for which the Proxy Service has accepted responsibility for voting related proxies. In limited circumstances the Proxy Service will not vote proxies. A client can revoke its appointment of the Proxy Service upon written notice to JPMS at J.P. Morgan Securities LLC, Mail Code: IL1-0291, PO Box 1762, Chicago, IL 60690-1762 Attn: Proxy Voting Opt Out. If a client revokes his or her appointment of the Proxy Service, the client will receive all proxy materials and annual reports related to securities and other property in the client's Account, and will be responsible for voting such proxies directly or instructing any custodian that holds such securities and other property. JPMS can, in its discretion, change the Proxy Service. JPMS will not be deemed to have or exercise proxy voting responsibility or authority by virtue of any authority to hire or change the Proxy Service.

In CSP and JPMCAP, JPMPI will receive and respond to corporate actions with respect to securities in a client's Account, such as: any conversion option; execution of waivers; consents and other instruments; and consents to any plan of reorganization, merger, combination, consolidation, liquidation, or similar plan. Each client has the right and responsibility to take any actions with respect to any legal proceedings, including without limitation, bankruptcies and shareholder litigation, and the right to initiate or pursue any legal proceedings, including without limitation, shareholder litigation, including with respect to transactions, securities or other investments held in the client's account or the issuers thereof. Neither JPMS nor the Sub-Adviser is obligated to render any advice or take any action on a client's behalf with respect to securities or other property held in the client's account, or the issuers thereof, which become the subject of any legal proceedings, including without limitation, bankruptcies and shareholder litigation, to which any securities or other investments held or

previously held in the account, or the issuers thereof, become subject. In addition, neither JPMS nor the Sub-Adviser is obligated to initiate or pursue any legal proceedings, including without limitation, shareholder litigation, on behalf of a client's account, including with respect to transactions, securities, or other investments held or previously held, in the client's account or the issuers thereof.

Client Designation of Portfolio Manager in Advisory Program and FIAP

Unless otherwise provided in your Agreement with JPMS, except in the case of JPMPI, the Portfolio Manager (or its agent) to a client's Account is designated to receive, and act on client's behalf, all shareholder communications (including, but not limited to, proxy statements and other proxy solicitation materials; annual reports and semi-annual reports; corporate actions with respect to securities in a client's Account such as any conversion option, execution of waivers, consents and other instruments; and consents to any plan of reorganization, merger, combination, consolidation, liquidation or similar plan) distributed by the issuers of securities held in client's Account and not required by law to be sent to client. Client can revoke this consent at any time upon written notice to JPMS at J.P. Morgan Securities LLC, Mail Code: IL1-0291, PO Box 1762, Chicago, IL 60690-1762 Attn: Document Services. Such revocation will not affect any other authority given to Portfolio Manager to provide discretionary portfolio management for client's Account. Portfolio Manager will not be obligated to take action or render any advice involving legal action on client's behalf with respect to securities or other investments, which become the subject of legal notices or proceedings, including bankruptcies.

JPMPI as Portfolio Manager in SAS

For the Investment Strategies managed by JPMPI, each client has the right to vote, and is responsible for voting, proxies for any securities and other property in the client's Account. A client can appoint an independent services provider designated by JPMS for purposes of Proxy Service as the client's agent and attorney-in-fact, and authorize the Proxy Service, in its discretion, to vote proxies for any securities and other property in the client's Account in accordance with the Proxy Service's proxy voting guidelines in effect from time to time, copies of which are available on request. The Proxy Service is currently ISS. Information relating to ISS' services is available on ISS' website at www.issgovernance.com. ISS' advisory brochure is available at the SEC's website at www.adviserinfo.sec.gov. The Proxy Service's role as the client's agent applies only to proxies that the Proxy Service generally votes and does not apply to proxies with respect to which the Proxy Service declines to vote, which will not be voted. A client that appoints the Proxy Service will not receive proxy materials or annual reports relating to securities and other property for which the Proxy Service has accepted responsibility for voting related proxies. In limited circumstances, proxies will not be voted by Proxy Service. A client can revoke its appointment of the Proxy Service upon written notice to JPMS at J.P. Morgan Securities LLC, Mail Code: IL1-0291, PO Box 1762, Chicago, IL 60690-1762 Attn: Proxy Voting Opt Out. If a client revokes his or her appointment of the Proxy Service, the client will receive all proxy materials and annual reports related to securities and other property in the client's Account, and will be responsible for voting such proxies directly or instructing any custodian that holds such securities and other property. JPMS may, in its discretion, change the Proxy Service. JPMS will not be deemed to have or exercise proxy voting responsibility or authority by virtue of any authority to hire or change the Proxy Service.

For the Investment Strategies managed by JPMPI, JPMPI will receive and respond to corporate actions with respect to securities in a client's Account, such as: any conversion option; execution of waivers, consents and other instruments; and consents to any plan of reorganization, merger, combination, consolidation, liquidation, or similar plan. JPMPI may, in its sole discretion, delegate this responsibility to a service provider.

Each client has the right and responsibility to take any actions with respect to any legal proceedings, including without limitation, bankruptcies and shareholder litigation, and the right to initiate or pursue any legal proceedings, including without limitation, shareholder litigation, including

with respect to transactions, securities or other investments held in the Client's Account or the issuers thereof. Neither JPMS nor JPMPI is obligated to render any advice or take any action on a client's behalf with respect to securities or other property held in the client's Account, or the issuers thereof, which become the subject of any legal proceedings, including without limitation, bankruptcies and shareholder litigation, to which any securities or other investments held or previously held in the Account, or the issuers thereof, become subject. In addition, neither JPMS nor JPMPI is obligated to initiate or pursue any legal proceedings, including without limitation, shareholder litigation, on behalf of a client's Account, including with respect to transactions, securities or other investments held or previously held, in the client's Account or the issuers thereof.

G. Wrap Account Fees

Program Advisory Fee

Clients pay an annual asset-based account fee for the Program ("Advisory Fee") to JPMS pursuant to the applicable fee schedule and subject to any applicable discounts or adjustments. The fee schedules for the Programs are set forth below expressed as annual percentages. Generally, all Account values used to determine the Advisory Fee described herein are based on the market value of the assets held in the Account on the last business day of the prior month or portion thereof, as determined by JPMS. The Firm charges fees that it believes are reasonable, but these fees are not always the lowest available from other firms, including affiliated ones. Advisory Fees for partial billing periods upon the inception or termination of a Program account will be prorated. The Advisory Fee will be reflected on the Account statement issued by the custodian for the Account.

Clients eligible for and who have elected to invest in other securities through Model Managers also pay a separate fee for the Model Managers, as described below.

The Advisory Fee is an annualized asset-based fee that covers all advisory, administrative, custodial, and brokerage services provided by JPMS. The Advisory Fee for Program Accounts and the Model Manager fees will be computed and payable monthly in arrears based upon the market value of all assets held in the Program account (including cash) on the last business day of the prior month.

Advisory Fee for FIAP:

The Advisory Fee rate for assets invested in the FIAP is 0.70%.

A portion of the Advisory Fee is paid by JPMS to the Portfolio Managers, JPMIM and JPMPI for portfolio management services, and to JPMPI for research and other related services in support of the DFI strategy.

Advisory Fees for MFAP, CSP, JPMCAP, and the Advisory Program (PMP and SAS):

ADVISORY FEE SCHEDULE (Linear) ¹	
Asset Size	Annual Fee
0-\$249,999.99	1.45%
\$250,000.00-\$499,999.99	1.30%
\$500,000.00-\$999,999.99	1.15%
\$1,000,000.00-\$1,999,999.99	1.00%
\$2,000,000.00-\$4,999,999.99	0.75%
\$5,000,000.00-\$9,999,999.99	0.65%
\$10,000,000.00-\$14,999,999.99	0.55%
\$15,000,000.00-\$24,999,999.99	0.50%
\$25,000,000.00-\$49,999,999.99	0.40%
> \$50,000,000	0.30%

¹ The linear fee calculation applies the same rate to the entire portfolio, and will be applied monthly in arrears.

The Advisory Fee rate for assets invested in the SAS Liquidity Management Strategy is 0.40%, a portion of which is paid by JPMS to the Portfolio

Manager, JPMPI, for portfolio management services and for research and other related services in support of the Liquidity Management strategy.

Model Manager Fees

Certain Programs with Models have additional fees charged by Model Managers ("Model Manager Fees"). The Model Manager Fee is an annualized asset-based fee that covers the Model management services provided by Model Managers. These Model Manager Fees are in addition to the Advisory Fees and vary depending on the Model Manager and the asset class. The Model Manager Fees range from 0.10% to 0.45% and only apply to that portion of the Account allocated to the Model and managed by the Model Manager. The Model Manager Fee is not included in the Advisory Fee. JPMS collects the Model Manager Fee from clients and pays the Model Managers.

The Model Manager Fee rates for Model Managers are provided in the table below. These Model Manager Fees are applied to the Model allocation percentage of the Account.

JPMCAP MODEL MANAGER FEES	
Model Manager	Annual Fee
The London Co - US Large Cap Equity	0.28%
WCM Investment Management - Focused Growth International Equity	0.43%
CSP MODEL MANAGER FEES	
Model Manager	Annual Fee
J.P. Morgan Asset Management - US Large Cap Equity	0.28%
J.P. Morgan Asset Management - Municipal Fixed Income	0.12%

The applicable Model Manager Fee rate for a specific Model will be stated in the Investment Proposal for the Account. The client's actual Model Manager Fees will be reflected in the Account statement issued by the custodian for the Account.

Certain Model Managers are affiliated with JPMS. Model Manager Fees of affiliated Model Managers are waived or rebated to client Program Accounts that are IRAs or tax-qualified plans, including plans subject to ERISA. In this case, JPMS may share a portion of the Advisory Fee with the affiliated Portfolio Manager. This revenue sharing arrangement will not affect the total Account Fees due by the client.

Portfolio Manager Fees

The Advisory Program offers SMAs with additional fees charged by Portfolio Managers ("Portfolio Manager Fees"). The Portfolio Manager Fee is an annualized asset-based fee that covers the portfolio management services provided by Portfolio Managers. These Portfolio Manager Fees are in addition to the Advisory Fees and vary depending on the Portfolio Manager and the Investment Strategy. The Portfolio Manager Fee is not included in the Advisory Fee. JPMS collects the Portfolio Manager Fees from clients and pays the Portfolio Managers.

The Portfolio Manager Fees range from approximately 0.10% to 1%. The applicable Portfolio Manager Fee rate for a specific Investment Strategy is provided in the Program client agreement, and the specific Portfolio Manager Fee rate applicable to an Account will be stated in the Investment Proposal for the Account. The client's actual Portfolio Manager Fees will be reflected in the Account statement issued by the custodian for the Account.

Certain Portfolio Managers are affiliated with JPMS. Portfolio Manager Fees of affiliated Model Managers are waived or rebated to client Program Accounts that are IRAs or tax-qualified plans, including plans subject to ERISA. In this case, JPMS may share a portion of the Advisory Fee with the affiliated Portfolio Manager. This revenue sharing arrangement will not affect the total Account Fees due by the client.

No Minimum Fee

No minimum fee requirement is applied to Program Accounts. Program Accounts will be charged the appropriate fee percentage for the asset value in the Program Account or, if applicable, for the value of assets in managed

accounts that have been combined for Advisory Fee calculation purposes (see “Waivers, Reductions and Negotiated Fees” below).

If the Account has at any time qualified for a particular fee rate based on the market value of the Account, the same fee rate shall apply so long as the market value of the Account is no lower than 10% below the minimum asset size required for the applicable fee rate. If the market value of the Account falls below 10% of the minimum asset size required for the current fee rate, the Advisory Fee rate will be assessed using the applicable fee rate reflected in the fee schedule.

Method of Payment

Unless the client has elected to pay the Advisory Fee from a related JPMS managed account, if there are sufficient funds in the money market sweep fund (“MMF”) to pay the entire amount, the Advisory Fee percentage for the Program Account value will be paid out of the MMF within the Program Account. If the MMF does not have sufficient funds to pay the fee in its entirety: in MFAP, CSP and JPMCAP, shares of the most overweight Fund(s) or securities in a model provided by a Model Manager; and in the Advisory Program and FIAP, at the discretion of the Portfolio Manager, securities in the portfolio Account, will be sold to pay the entire fee rather than paying any of the fee from the MMF. If due to withdrawals, payment of fees, or otherwise, the value of the MMF falls to zero or below in MFAP, CSP, and JPMCAP, sufficient shares in the Fund(s) or securities in a model provided by a Model Manager that is currently most overweight in the Investment Strategy based on actual dollar value, and in the Advisory Program and FIAP, at the discretion of the Portfolio Manager, sufficient securities in the portfolio Account, will be sold to clear the debit and replenish the MMF to its current target amount.

Fees Paid to Overlay Manager and Sub-Adviser

JPMS pays to the Sub-Adviser for its sub-advisory services a portion of the fees set forth in the above table to the Sub-Adviser. Those fees range from a minimum of .02% to a maximum of .06% of assets under management.

JPMS also pays the expenses of JPMPI as Overlay Manager in return for its services.

For qualified retirement Accounts where fees to affiliates are waived, JPMS may share a portion of the Advisory Fee with the affiliated manager for the Account.

Best Execution, Trading Away and Associated Costs

Although JPMS has discretion to select brokers or dealers other than the Sponsor or its Affiliates, JPMS generally places such trades through JPMS because the wrap fee paid by each client Account only covers execution costs on trades executed through JPMS or its Affiliates. Execution costs include fees we pay to exchanges and/or regulatory agencies on certain transactions. Certain securities included in portfolios can be less liquid or are traded infrequently. If faced with a liquidity constraint, to fulfill its duty to seek best execution of transactions for client Accounts, JPMS can select broker-dealers other than JPMS or its affiliates to affect a trade for a client Account and any execution costs charged by non-JPMS broker-dealers will be paid by the client Account.

JPMS’ primary objective in broker-dealer selection is to comply with its duty to seek best execution of orders for clients. Best execution does not necessarily mean the lowest commission or price, but instead involves consideration of a number of factors.

Certain Portfolio Managers place all or substantially all of certain types of trades with a broker-dealer other than JPMS for execution depending on the types of securities traded in an Investment Strategy. It is not uncommon for investment managers to trade away in fixed income, foreign security, and small-cap equity strategies. Investment Strategies with such types of securities could be more costly to you than Investment Strategies in which Portfolio Managers more commonly place trades with JPMS for execution.

Portfolio Managers place orders in fixed income or debt securities with broker-dealers other than JPMS. For these fixed income trades, the client

will incur a mark-up, mark-down or spread charged by the other broker-dealer that is not covered by the Advisory Fee.

Fixed income securities are primarily traded in dealer markets. These securities are directly purchased from or sold to a financial services firm acting as a dealer (or principal). A dealer executing such trades may include a commission, a markup (on securities it sells), a markdown (on securities it buys) or a spread (the difference between the price it will buy, or “bid,” for the security and the price at which it will sell, or “ask,” for the security) in the net price at which transactions are executed. The bid and ask are prices quoted by the dealer, so the client should understand that a dealer’s bid price would be the price at which a client is selling their security, and the dealer’s ask price would be the price at which a client is buying the security.

Clients should review an Investment Manager’s Form ADV Part 2A Brochure, ask about an Investment Manager’s trading practices and consider that information carefully before selecting an Investment Manager and its investment strategy. In particular, Clients should carefully consider any additional trading costs associated with a particular Investment Manager and investment strategy before selecting them for their Wrap Fee Program account.

When Portfolio Managers place orders with broker-dealers other than JPMS, the trade confirmation issued by JPMS with the details of the trade shows a price for the traded security that is inclusive (i.e., net) of the commission, mark-up or mark-down paid by the client to the other broker-dealer, but it does not break out or otherwise show the amount of the commission, mark-up or mark-down separately. For more information on trades away from the Firm, please refer to additional disclosures on the JPMS separate website, available at www.chase.com/managed-account-disclosures.

Waivers, Reductions and Negotiated Fees

In its discretion, JPMS can negotiate, reduce or completely waive the Advisory Fee. Reductions and waivers of the Advisory Fee, including discounts or adjustments, are not applicable to the Portfolio Manager Fee. JPMS does not give that discretion to IARs who are salaried employees described in the IAR Compensation section below. Fees are discounted for employees of JPMS and its affiliates. From time to time, Program Fees can be increased (i.e., JPMS may increase the Advisory Fee; the Portfolio Manager or Model Manager may increase the Portfolio or Model Manager Fee). JPMS will promptly notify the client whenever a fee increase is made to the client’s Program Account(s). The Advisory Fee includes investment management, brokerage, execution, custody and reporting services.

A client can combine assets held in Programs other than FIAP and the SAS Liquidity Management Strategy (together a “**Relationship Pricing Group**”) to determine the applicable fee percentage unless prohibited by the terms of a Program or by rules or regulations such as ERISA. Program Accounts subject to the same fee schedule, fee calculation methodology, and under the same tax identification number are automatically linked for Advisory Fee calculations. Clients may request certain family member Program Accounts be added to a Relationship Pricing Group. When the combined assets in the linked accounts are sufficient to reach the next Advisory Fee breakpoint, the client(s) will benefit from a lower overall fee. The combined Advisory Fee is then divided ratably and assessed over all of the related Program Accounts. All linked accounts, within the same Relationship Pricing Group, will have the same Advisory Fee rate applied, subject to applicable discounts. This also applies to ERISA accounts, to the extent such ERISA accounts are included in a Relationship Pricing Group (i.e., for the same ERISA-covered plan).

Subject to restrictions for retirement accounts and asset availability, clients can request, and JPMS may allow, that one of the related accounts (including a non-retirement Program Account or J.P. Morgan bank account) pay the entire Advisory Fee for the combined holdings.

The Program Fees can be more or less than the cost of paying for investment advice, trade execution, custody and reporting services

separately, depending on the cost of these services if provided separately and the level of trading activity in the client's Account.

Portfolio Manager/Model Manager Fees may be more than fees for the same Portfolio Manager/Model Manager services outside the Program, including when offered by affiliates.

Because the Advisory Fee is charged on all assets in the Account, in a low interest rate environment, a client can earn less interest on assets held in the Account as cash or cash alternatives, such as money market funds, than the amount of the Fee the client is paying JPMS with respect to such assets, and therefore the client's net yield with respect to such assets can be negative.

Other Fees and Expenses

Funds pay fees and expenses that are ultimately borne by clients (including but not limited to management fees, brokerage costs, administration and custody fees). The Advisory Fee does not include various additional fees that can be incurred within a client's Program Account, including, but not limited to, Fund fees and expenses; transfer taxes; electronic fund and wire fees; IRA and retirement plan account fees; margin interest; ADR related fees; or any other fees that would reasonably be assessed to a brokerage account. If these fees are for services performed by JPMS or their affiliates, JPMS or an affiliate will receive all or a portion of the revenue from the fee. Additionally, Funds held in a Program Account have annual investment advisory expenses, so clients actually incur two levels of investment management fees: indirect Fund investment advisory fees to the investment adviser of each Fund, and direct Program investment advisory fees to JPMS, Model Managers and Portfolio Managers. If these fees are for services performed by JPMS or its affiliates, JPMS or its affiliates will receive some or all of the revenue from the fee. These Fund fees and expenses are in addition to any fees paid to JPMS as the Program Sponsor and any fees paid to the Portfolio Managers and any fees received by the Sub-Adviser or Model Managers. Clients can review the applicable prospectuses for Funds (including Liquid Alternative Funds) in the Programs for additional information about these fees and expenses. JPMS and its affiliates collectively receive greater revenue if J.P. Morgan Funds or affiliated Model Managers are included in the Programs, and therefore, JPMS and its affiliates have a conflict of interest in including J.P. Morgan Funds or affiliated Model Managers in the Programs. See "Important Information About Your Investments and Potential Conflicts of Interest" below for more information on the use of J.P. Morgan Funds.

The Advisory Fee does not cover brokerage commissions or other charges resulting from transactions not effected through JPMS or its affiliates. In general, JPMS, the Overlay Manager, Model Manager or Portfolio Managers in the Programs place orders in fixed-income or debt securities with broker-dealers other than JPMS. For these trades the client will incur a brokerage commission, mark-up or mark-down charged by the other broker-dealer that is not covered by the Advisory Fee. JPMS, the Overlay Manager, Model Manager or Portfolio Managers in the Program also can choose to place orders in equities and other types of securities with broker-dealers other than JPMS, in which event the client will incur a brokerage commission that is not covered by the Advisory Fee. When JPMS, the Overlay Manager, Model Manager or Portfolio Managers place orders with broker-dealers other than JPMS, the trade confirmation issued by JPMS with the details of the trade shows a price for the traded security that is inclusive (i.e., net) of the commission, mark-up or mark-down paid by the client to the other broker-dealer, but it does not break out or otherwise show the amount of the commission, mark-up or mark-down separately. For more information on trades away from the Firm, please refer to additional disclosures on the JPMS separate website, available at www.chase.com/managed-account-disclosures.

Share Classes available in MFAP, CSP, JPMCAP and Advisory Program SAS Investment Strategies

Mutual funds typically offer different ways to buy shares with different share classes that may assess different fees and expenses. JPMS strives to make available the most appropriate share class on the platform for each

Fund, with the goal of generally obtaining the lowest cost share class. However, for certain Funds, the share classes with the lowest fee structures are not available in a particular Program (e.g., (1) the Fund family restricts access to these share classes or (2) JPMS does not have an agreement with the Fund to distribute the share class in the Programs). Clients should be aware that the share class of a Fund available through the Programs may differ from the share class available to similar accounts managed by or held at JPMS or its affiliates, and that certain lower cost Fund share classes may be available outside of the Programs. Clients should contact their Financial Advisor(s) for information about any limitations on share classes available through the Programs. JPMS through its brokerage accounts have other arrangements with Fund companies that are described in the relevant brokerage documents.

JPMS and its affiliates receive fees or other forms of compensation from the Funds (including money market funds), or their affiliates. JPMS believes that this conflict is addressed in the following ways:

- **12b-1 Distribution Fees:** JPMS receives fees from certain funds pursuant to Rule 12b-1 under the Investment Company Act of 1940 ("Investment Company Act") ("12b-1 Distribution Fees"). Rule 12b-1 allows funds to use fund assets to pay the costs of marketing and distribution of the fund's shares. If JPMS receives 12b-1 Distribution fees, it will rebate these fees to the client.
- **Other Fees:** JPMS enters into agreements with the funds, their investment managers, distributors, principal underwriters, shareholder servicing agents and/or other affiliates of the funds ("Service Providers"). The funds or their Service Providers pay J.P. Morgan fees for providing certain administrative services, which include maintaining and updating separate records for each client, preparing and delivering client statements, tax reporting, proxy voting and solicitation, processing purchase and redemption orders, processing dividends, distributing prospectuses and other fund reports, and responding to client inquiries. These fees for these services are typically called "shareholder servicing fees," when paid for by the fund; however these fees can be referred to as "revenue sharing" when they are paid by the fund Service Provider from its own resources (together referred to as "Servicing Fees"). As of December 31, 2019, the Servicing Fees that JPMS received were up to 25 basis points annually of the fund assets, or a rate of \$8 to \$20 per year per fund position; however, these amounts can change. The receipt by JPMS of these fees creates a conflict of interest in the selection of funds for accounts because the fees are different among funds. Similarly, JPMS has a conflict to recommend mutual funds that pay Servicing Fees instead of ETFs or other securities or products that do not pay any Servicing Fee. The Portfolio Managers or Financial Advisors, who are responsible for managing or recommending investments for Program accounts do not receive any direct financial benefit from the Servicing Fees. To that extent, such Portfolio Managers or Financial Advisors are incentivized to invest in or recommend securities they believe will increase the value of the account. JPMS does not retain any portion of those fees for retirement advisory accounts. When evaluating the fees for, and cost of, a Program, clients should consider the Servicing Fees that JPMS receives in addition to the investment advisory fees. Clients can also request a fund prospectus for additional information regarding fund fees.

Once a particular share class is made available for a particular Fund in a Program, clients can only purchase that share class for such Fund. JPMS periodically reviews the share classes offered by Funds in the Programs, but also relies on the Fund families to inform JPMS when and if these share classes will be made available. If JPMS identifies and makes available a class of shares for a Fund more appropriate than the class of shares previously made available for the Fund, to the extent allowed, JPMS will convert client shares of the Fund to that more appropriate share class of the same Fund. Operational and other considerations can affect the timing

of the conversion of shares, and can cause the timing or implementation of such conversions to differ between clients.

Some of the fund share classes available through the Programs are not necessarily available to clients outside of such Programs. To the extent an account is terminated, clients may not be eligible to continue to hold or purchase certain share classes offered in a Program outside of such Program, as well as outside the firm.

Cash Allocations and the Sweep Feature

Clients in the Program authorize JPMS, to the extent permitted by applicable law, to invest (i.e., “sweep”) available cash balances in the JPMorgan Chase Deposit Account (the “**Deposit Account**”) or one or more money market mutual funds that are managed by affiliates of JPMS. The Deposit Account is the default “sweep” option for Program clients who do not select an available “sweep” alternative.

Cash “swept” or allocated to the Deposit Account is remitted for deposit by JPMS, acting as the client’s agent, into a demand deposit account maintained at JPMCB. Balances in the Deposit Account are covered by FDIC insurance, subject to applicable limits, terms and conditions, but are not protected by the Securities Investor Protection Corporation. JPMS does not review or monitor FDIC insurance limits for clients. Clients are responsible for monitoring the total amount of deposits that they have with JPMCB to determine the extent of FDIC deposit insurance coverage available to them on their deposits. The JPMorgan Chase Deposit Account Disclosure provides further information about the Deposit Account, including the limits, terms and conditions of FDIC insurance coverage.

The interest rate on the Deposit Account may be higher or lower than yields on other available cash alternatives (e.g., money market mutual funds). From time to time, JPMS, the Sub-Advisor or Portfolio Manager, may deem it in the client’s best interest to maintain a certain percentage of assets in cash or cash alternatives, especially when markets are volatile. However, because the Wrap Fee is charged on the value of all assets in the account (including cash and cash alternatives), in a low interest rate environment the net investment return on cash and cash alternatives, including the Deposit Account, will be negative. The current rates and yields for available cash options for Program accounts, including the Deposit Account, can be found online at <https://www.chase.com/personal/investments/sweep-options-yields>. These rates and yields change regularly, so it is prudent to check this website on at least a quarterly basis.

Although there is no charge to clients with respect to the Deposit Account, JPMCB benefits from the Deposit Account because, through the Deposit Account, JPMCB receives a stable, cost-effective source of funding. JPMCB uses customer deposits in the Deposit Account to fund current and new businesses, including lending activities and investments. The profitability on such lending activities and investments is generally measured by the difference, or “spread,” between the interest rate and other costs associated with the Deposit Account paid by JPMCB, and the interest rate and other income earned by JPMCB on the loans and investments made with the deposits. The income that JPMCB earns through its lending and investing activities is usually significantly greater than the interest earned by clients through the Deposit Account. It is typically also greater than the fee earned by all J.P. Morgan entities from managing and distributing money market mutual funds available to Program clients. Additionally, JPMCB has agreed to pay JPMS a monthly flat fee for each account that uses the Deposit Account; however, JPMS is currently waiving receipt of this fee.

Therefore, JPMS and JPMCB have a conflict of interest in offering or utilizing the Deposit Account and in making it the default “sweep” option. JPMS believes that the conflict is addressed through:

- the fact that IARs do not receive any additional compensation for assets held in the Deposit Account as opposed to another cash alternative;
- online disclosure of the available cash options and yields at <https://www.chase.com/personal/investments/sweep-options-yields>;

- the client’s ability to affirmatively select another available “sweep” option and to change the “sweep” option selection to an available alternative at any time;
- the JPMorgan Chase Deposit Account Disclosure provided to the client; and,
- the client’s ability to obtain the prospectus for each money market mutual fund that is an available alternative to the Deposit Account.

Offset of Certain Fees to IRAs and Certain Other Retirement Plan Accounts

If a Program account owned by an IRA, or other client that is a qualified retirement account subject to the prohibited transaction provisions of Section 4975 of the IRC, holds any J.P. Morgan Funds, the actual amount of the J.P. Morgan Funds’ underlying fees paid to J.P. Morgan and associated with Program Account assets will be offset to the Advisory Fee. The offset amount will be automatically applied against the Advisory Fee charged for the period and will appear as a separate line item on the client’s Program Account statement. This offset does not apply to Account investments in non-J.P. Morgan Funds. In addition, for those J.P. Morgan Funds that utilize unaffiliated investment sub-advisers for all or a portion of the Fund portfolio management, the amount of the Fund advisory fees paid to unaffiliated investment sub-advisers is not offset to the Advisory Fee.

IAR Compensation

The Program is recommended to clients by IARs associated with JPMS. Certain IARs are salaried employees, whereas other IARs receive a portion of the Advisory Fee paid to JPMS. For those IARs that receive a portion of the Advisory Fee: (i) the exact portion of the fee paid to the IAR varies among IARs and can also depend upon each IAR’s overall revenue production; and (ii) no compensation is paid to the IAR for Accounts where the total client assets invested through the Firm (including brokerage, managed and annuities) is less than \$50,000 (generally, such Accounts will be assigned to a team of IARs who are salaried employees). The type of compensation paid to IARs will not result in a change to a client’s Advisory Fee.

IARs who receive a portion of the Advisory Fee may discount the Advisory Fee, which, depending on a number of factors, could cause the IAR to earn reduced compensation associated with the discount. IARs subject to this reduction in compensation are incentivized to price Accounts at the stated fee schedule.

JPMS IARs have a number of opportunities for selling products or services in their capacity as JPMS broker-dealer registered representatives or insurance agents. Depending on a number of factors (e.g., the size of the Program Account, changes in its value over time, the number of transactions, and the ability to negotiate fees and commissions), the amount of compensation received by certain IARs and the Firm from a Program Account can be more or less than JPMS and the IAR would receive if the client paid separately for investment advice, brokerage and other services. IARs, for themselves and the Firm, have a financial incentive to recommend the Program, especially when the Advisory Fee would be more than if the services were provided separately, or if the client had purchased a different advisory program sponsored by JPMS. IARs receive less compensation for FIAP and the SAS Liquidity Management Strategy than the other Programs described in this brochure.

Margin Debit Balances

In general, any margin debit balances held by a client cannot be held in a Program Account. This is significant because, for purposes of the calculation of the Advisory Fee, the net market value of the assets on which the fee is based will generally not be reduced by the amount of any margin debit balances held by the client in an account outside of the Program, even if some or all of the proceeds of the loan represented by the margin debit balances are held in the client’s Program Account and even if some or all of the assets in the client’s Program Account are used to collateralize or secure the loan represented by the margin balances. JPMS has a financial incentive for the client to incur margin debt to buy securities in a Program

Account because: (1) the client will be required to pay JPMS or its affiliates interest and fees on the debt; and (2) the net market value of the Program Account will be increased by the value of the additional securities purchased with the margin loan (and will not be offset by the amount of the margin debit held by the client in any account outside of the Program), resulting in a higher fee. In addition, any interest and fees paid by the client in connection with any debit balances held outside the Program Account will not be taken into account in the computation of the net equity or performance of the client's Program Account as reflected in Account statements, performance reports or otherwise.

ITEM 5 – ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

JPMS has established minimum account requirements for client Accounts, which vary based on the investment vehicle (separate account or fund), investment strategy and asset class. JPMS offers and sells the Programs to individuals, trusts, estates, charitable organizations, corporations and other business entities with U.S. addresses. Clients whose Account address becomes a non-U.S. address will generally have their Account terminated from the Program. The Programs are generally available to IRAs and to qualified retirement plans subject to ERISA.

Except for MFAP, the Programs are not intended for investors who seek to maintain control over trading in their account.

The Programs are not intended for investors who have a short-term time horizon (or expect ongoing and significant withdrawals), or who expect or desire to maintain consistently high levels of cash or money market funds.

A. Program Minimums

Program Account minimums are subject to waiver in JPMS' discretion and are waived for client Accounts from time to time. If a Program Account falls below the Program minimum, JPMS can terminate the Program Account at its discretion. The investment, sale or withdrawal of funds or securities from Program Accounts will be effected as soon as practicable subject to market conditions and other factors. Under normal market conditions, it can take 2-4 business days to process the investment (whether initial investments or additions), sale or withdrawal of funds in Program Accounts; however, timeframes can be longer due to market conditions and other factors.

MFAP

Participation in the MFAP Program generally requires a minimum \$50,000 investment.

CSP

Participation in the CSP Program generally requires a minimum \$50,000 investment. Minimum Account values for eligibility to invest in securities in Models provided by Model Managers are determined by JPMS from time to time. Currently, JPMS requires a minimum account value of \$500,000 to invest in other securities through Model Managers. An Account that falls below this minimum as a result of client withdrawals will be rebalanced by the trade implementation team without other securities through Model Managers. JPMS can waive or alter the minimum to invest in Model Managers.

JPMCAP

Participation in the JPMCAP Program generally requires a minimum \$10,000 investment. Minimum account values for eligibility to invest in Liquid Alternative Funds and securities in Models provided by Model Managers are determined by JPMS from time to time. Currently, JPMS requires a minimum account value of \$250,000 to invest in Liquid Alternative Funds, and a minimum account value of \$750,000 to invest in other securities through Model Managers. Accounts that fall below these minimums as a result of client withdrawals will be rebalanced by the trade implementation team without Alternative Funds or other securities through Model Managers. JPMS, at its sole discretion, can waive or alter the minimum account values to be eligible to invest in Liquid Alternative Funds or in other securities through Model Managers.

Advisory Program

Participation in the Advisory Program generally requires a minimum \$50,000 investment for equity accounts and \$100,000 for fixed income accounts. Portfolio Managers can require higher minimum amounts or change the initial account minimums. For SAS Single-Manager Strategies, the Account minimum is \$100,000; and for SAS Multi-Manager Strategies, the Account minimum is \$50,000.

If a Program Account falls below the Portfolio Manager initial account minimum, the Account is subject to termination at the discretion of JPMS or the Portfolio Manager.

FIAP

Participation in the FIAP Program generally requires a minimum investment of \$250,000 for tax-aware DFI strategies and \$500,000 for taxable DFI strategies. C-BoS taxable and tax-aware Investment Strategies generally require a minimum investment of \$1,000,000; however, certain high quality investment grade portfolios, customized preferred portfolios and a version of the tax-aware strategy that limits customization are available with a minimum investment of \$500,000. Portfolio Managers can require higher minimum amounts or change the initial Account minimums. If a Program Account falls below the Portfolio Manager initial account minimum, the Account is subject to termination at the discretion of JPMS or the Portfolio Manager.

B. Cash Balances in Program Accounts

A portion of Program Accounts will be held in cash, cash equivalents or money market funds as part of the overall investment strategy for the Account. Cash and cash equivalents, including money market funds, are subject to the Advisory Fee. For additional information, please see "Cash Allocations and the Sweep Feature" in item 4.

ITEM 6 – PORTFOLIO MANAGER SELECTION AND EVALUATION

A. MFAP, CSP and JPMCAP

Sub-Adviser Method of Analysis in MFAP, CSP and JPMCAP

Set forth below is a general description of the primary methods of analysis that the Sub-Adviser utilizes for the Program. This description is not intended to serve as Fund, Model Manager or Account guidelines. In connection with investments in a Fund or other securities through a Model Manager, the description is qualified in its entirety by the information included in the applicable Fund's prospectus or other relevant offering documentation and/or the applicable investment adviser's or Model Manager's Form ADV disclosure brochures. The Form ADV, Part 2A disclosure brochure for each Model Manager selected for a client's Program Account is available at the SEC's website at www.adviserinfo.sec.gov. JPMS, the Sub-Adviser, and the Manager Solutions Team (defined below) are not responsible for the performance of any Fund or Model Manager (including any J.P. Morgan Fund or affiliated Model Manager), or its compliance with its prospectus, disclosures, laws or regulations, or other matters within the Fund's or Model Manager's control. Each Fund's or Model Manager's adviser is solely responsible for the management of the Fund or Model Manager. JPMS, the Sub-Adviser and the Manager Solution Team cannot ensure that a given Model's or Investment Strategy's investment objective will be attained.

Sub-Advisory Responsibility in MFAP

The Sub-Adviser does not engage portfolio managers to manage Program Accounts. Rather, clients select Funds for their Accounts and designate the specific asset allocation percentage desired for each asset class (within the approved asset allocation ranges).

The Sub-Adviser is responsible for creating target strategic asset allocations and approved asset allocation ranges for each Model, as well as for selecting Funds in each asset class to be made available to clients for their MFAP Accounts, which are selected from Funds that are made available for use in MFAP by an internal governance forum. Clients designate the specific asset allocation percentage desired for each asset

class (within the approved asset allocation ranges). Clients also select one or more Funds in each asset class for their Accounts from those Funds available in the Program. JPMP's investment activities in MFAP are subject to the oversight of and pursuant to an investment policy statement approved by JPMS.

Periodically, the Sub-Adviser reviews with JPMS changes to the Program composition, such as Fund additions, terminations and soft closures. After the effective date of any changes, JPMS notifies affected clients of the changes and any re-balancing to bring their account into conformity. The JPMS product management group determines the number of Funds in an asset class and the overall design of the Program.

Sub-Adviser's Discretionary Investment Process

Depending on the requirements of the Program, the Sub-Adviser is responsible for determining asset allocation, selecting Funds and Model Managers, determining portfolio construction and evaluating Investment Strategies on an ongoing basis subject to the oversight of, and pursuant to, an investment policy statement approved by JPMS.

The Sub-Adviser's approach is generally comparable to the approach to asset allocation, Fund and manager selection, and portfolio construction taken by the Wealth Management division of J.P. Morgan Asset & Wealth Management for Wealth Management's Private Bank ("PB") discretionary accounts.

See "Use of J.P. Morgan Funds and Model Managers and Potential Conflicts of Interest" below for important information on the use of J.P. Morgan Funds and affiliated Model Managers.

Asset Allocation Process

The Sub-Adviser is responsible for establishing and updating the overall strategic and tactical asset allocations for the Models and Investment Strategies. Asset allocations are based on the firm's long-term capital market assumptions, as well as correlation between asset classes. Each Investment Strategy's asset allocation mix is selected to have the appropriate level of risk and return for such investment strategy. This process includes several internal forums. These asset allocations generally are the overall basis for the process described below. The JPMP personnel who perform these functions are shared with JPMCB, an affiliate of JPMS and the Sub-Adviser, and perform substantially similar services for other clients. The Sub-Adviser periodically reviews the Program composition and asset allocation and performance of the Investment Strategies with JPMS. A wealth management internal governance committee periodically reviews the Sub-Adviser's investment activities in the Program. After the effective date of any changes to the target asset allocation or approved asset allocation ranges for a Model, JPMS notifies affected clients of the changes and, if applicable, whether clients need to rebalance to the updated asset allocation to continue the Program Account.

Research Process

The Sub-Adviser uses research from the JPMP Manager Solutions Team ("Manager Solutions Team") to research, select and monitor Funds and Model Managers. The Manager Solutions Team is comprised of employees of JPMCB and other affiliates. Specialists on the Manager Solution Team are supervised persons of JPMP. The Manager Solutions Team conducts due diligence of the Funds, Models and Investment Strategies that are available for use in the relevant Programs, and is responsible for researching and selecting Funds and Model Managers, and for subjecting them to a review process. The due diligence process is designed to subject both J.P. Morgan and non-J.P. Morgan Investment Strategies to the same process; however the Manager Solutions Team applies its discretion and is not required to apply all factors equally to each Fund in the search universe. J.P. Morgan maintains certain capacity limitations on investment positions in non-J.P. Morgan Funds due to liquidity concerns, regulatory requirements, and related internal policies. In circumstances where these limitations mean that the Sub-Adviser would not be able to invest all desired client assets in a particular non-J.P. Morgan Fund, the Manager Solutions Team will likely recommend a J.P. Morgan Fund. The Manager Solutions Team will begin the

search process by defining an applicable universe of managed strategies, which typically will include J.P. Morgan managed strategies when there is one in the desired asset class. The Manager Solutions Team utilizes both quantitative and qualitative assessments during its initial review process. The Manager Solution Team then recommends particular Funds and Model Managers to an internal governance forum, which is responsible for approving or rejecting them. The Manager Solutions Team is also responsible for monitoring and re-evaluating approved Funds and Model Managers as part of its ongoing review process.

Centralized Due Diligence

JPMP's Manager Solutions team provides research on Funds and Portfolio Managers. The "Qualitative Research Process", is used by the Programs. In the Qualitative Research Process, the manager solutions team conducts a qualitative analysis of Funds and SMA Managers on an ongoing basis. The team reviews the portfolio manager's organization, investment process, investment philosophy and performance.

Funds and SMA Managers may be removed from (or no longer be eligible for purchase in) the applicable J.P. Morgan advisory programs if they do not continue to meet these criteria. Initial Fund and Investment Strategy Review and Approval

The internal governance forum approves or rejects new Funds and Model Managers to be made available for the Sub-Adviser to use in the Programs. There can be Funds or Model Managers that are not available in the Programs, but that are available in other programs advised by JPMP or its affiliates. The Manager Solutions Team provides a formal presentation on prospective managed strategies to the governance forum for review. The internal governance forum is expected to consider the same factors in its review and approval process for J.P. Morgan and non-J.P. Morgan managed strategies. These factors include, but are not limited to: (a) an analysis of the manager's overall investment opportunity, (b) investment thesis, (c) track record, (d) performance, (e) terms of the vehicle, (f) reputational risk, (g) potential for conflicts of interest and (h) regulatory issues.

Portfolio Construction

From the pool of strategies, the Sub-Adviser selects the combination of Funds and/or Model Managers that, in its view, fit each Model or Investment Strategy's asset allocation goals and investment objectives. In making portfolio construction decisions, the Sub-Adviser will consider and is permitted to prefer J.P. Morgan Funds, including the Six Circles Funds, and affiliated SMA Managers. The Sub-Adviser is also more likely to select a J.P. Morgan Fund in circumstances where it would not be able to invest all desired client assets in a particular non-J.P. Morgan Fund due to capacity limitations as described under "Research Process" above.

MFAP clients select one or more Funds in each asset class for their Accounts from the Funds available in the Program.

Portfolio Implementation

JPMP (as Overlay Manager) provides portfolio implementation for each individual CSP and JPMCAP client's Program Account. In MFAP, JPMS, not the Sub-Adviser, is responsible for the portfolio implementation in each individual client's Account.

Ongoing Review of Approved Funds and Investment Strategies

Another internal governance forum is responsible for the ongoing monitoring and oversight of Funds and Model Managers as approved and available for the Programs. From time to time, this internal governance forum may place them on probation, or terminate them as part of its ongoing monitoring and oversight responsibilities. The factors considered by the forum are expected to be the same for J.P. Morgan and non-J.P. Morgan managed strategies, as further described above under "Research Process" above. In addition, the Sub-Adviser may be limited from making additional purchases of a Fund due to capacity considerations.

The Sub-Adviser also can, for portfolio construction reasons, remove a Fund or Model Manager from the Programs.

A Fund or Model Manager that is on probation can be held in a client Account, but generally the Sub-Adviser will not direct new purchases until the Fund or Model Manager is removed from probation. During the probation period, the Manager Solutions Team will continue to review the Fund or Model Manager. Generally, a Fund or Model Manager that is terminated will be sold in a client account, and the Sub-Adviser will not direct new purchases of that Fund or Model Manager.

If the Sub-Adviser removes a Fund or Model Manager from the Programs, the assets held in client Accounts will be sold and replaced with another Fund or Model Manager that is approved for use in the Program without notice to clients. When evaluating a replacement Fund or Model Manager, the Sub-Adviser is expected to consider the same factors described above.

If a Model Manager is terminated, the Sub-Adviser will determine whether to re-invest Program account assets in a replacement Fund or Model Manager, and the Sub-Adviser will determine the specific Fund or Model Manager in which to re-invest the assets, using the factors described above.

Removal and Replacement of Funds in MFAP

JPMS Product Management determines the number of Funds in an asset class and the overall design of MFAP. Periodically, the Sub-Adviser reviews with JPMS changes to the MFAP composition, such as Fund additions, terminations, replacement funds and soft closures. The Sub-Adviser will make a new Fund available to Program clients upon JPMS' request, if the Sub-Adviser seeks to fill a gap in the Funds available in the Program, or if a Fund is terminated and no Fund available in the Program is an appropriate replacement.

If a Fund has been terminated from the Program, all new and additional purchases and rebalances allocated to the terminated Fund will be allocated to cash. The Fund shares held in Program Accounts will be sold and replaced with another Fund in the same asset class or the proceeds will be allocated to cash. When evaluating a replacement Fund, the Sub-Adviser is expected to consider the same factors described above and will recommend the replacement fund to JPMS. JPMS will notify affected clients of the Fund termination and the replacement Fund. A client who does not approve of the replacement Fund should contact their IAR to select an alternative Fund. The replacement Fund will be sold and the client-selected Fund will be purchased. Selling the replacement Fund can cause income tax consequences and/or penalties. At times, the alternative Fund will be a J.P. Morgan Fund.

The Manager Solutions Team can also recommend that a Fund be soft-closed. A soft-closed Fund will be removed from the Program and will not be available to new clients. Existing clients can continue to hold shares and purchase additional shares of a soft-closed Fund, or they can choose a different Fund in that asset class. If a soft-closed Fund is reactivated, clients will be notified in a periodic communication or otherwise in writing. If a soft-closed Fund is terminated, it will be replaced as described above.

B. Advisory Program and FIAP

Portfolio Managers Available in the Advisory Program and FIAP

The Portfolio Managers available in FIAP are solely affiliated Portfolio managers, and in the Advisory Program are both affiliated and non-affiliated Portfolio Managers. JPMS uses the same criteria to evaluate affiliated and non-affiliated Portfolio Managers, except in the case of its affiliate JPMPI (see "Affiliated Portfolio Managers and JPMS Conflicts" below). JPMS has a conflict of interest in including affiliated Portfolio Managers in the Program because JPMS and/or its affiliates will receive additional compensation when affiliated Portfolio Managers are selected by clients. For more information, see "Important Information About Your Investments and Potential Conflicts of Interest" below.

JPMS is not responsible for the performance of any Portfolio Manager in the Program or any Portfolio Manager's compliance with laws or regulations, or other matters within the Portfolio Manager's control. Each Portfolio Manager is solely responsible for the management of its designated Accounts. JPMS coordinates services with the Portfolio

Manager, but is not responsible for coordinating services among multiple Portfolio Managers if the client has allocated assets among more than one Portfolio Manager.

The Portfolio Managers in the Program manage the same or substantially similar strategies to those offered in the Program for clients of other affiliated and non-affiliated entities. The fees charged for these strategies can be higher or lower than the Advisory Fee charged in the Program, and the strategies may not be handled identically to the Investment Strategies made available in the Program.

JPMS engages one or more third parties (including affiliates of JPMS) to perform initial and ongoing reviews of Portfolio Managers and Investment Strategies, and performs such periodic reviews itself. These third party vendors also make recommendations to JPMS about which Portfolio Managers and/or Investment Strategies to include in the Program.

JPMS has engaged JPMPI to provide research services to JPMS with respect to JPMIM, the Portfolio Manager in DFI, and Portfolio Managers in PMP, as well as unaffiliated Portfolio Managers.

There is a Fiduciary Oversight Committee ("**Fiduciary Committee**") that seeks to ensure that the Program offers suitable investment products to clients and that assets in the Program are managed in a manner consistent with the goals of the Program and applicable law. The Fiduciary Committee which meets at least quarterly is composed of members of senior management of JPMS. Among other things, the Fiduciary Committee evaluates the investment performance of the Investment Strategies and Portfolio Managers; portfolio composition and risk, and fees; conflicts of interest; and, any material compliance issues affecting Portfolio Managers or the Programs.

Selection of Portfolio Managers and Investment Strategies in the Programs

JPMS reviews or arranges for the review of Portfolio Managers and their Investment Strategies to determine whether they should be included in the Programs. JPMS selects the Portfolio Manager and Investment Strategies for PMP and DFI based upon the research services, including recommendations, provided by JPMPI and such other information and resources that JPMS deems appropriate. The research services provided by JPMPI are described further below.

The decision to include a particular Portfolio Manager and Investment Strategy in the Program is based upon the totality of the results of the review process and does not necessarily reflect a rigid application of any or all of the processes or guidelines applied. JPMS can remove a particular Portfolio Manager and/or Investment Strategy from the Program at any time for any reason and will notify clients that have selected that Portfolio Manager and/or Investment Strategy of the removal.

A Portfolio Manager typically manages Investment Strategies that are not made available through the Program. Each Portfolio Manager available through the Program has entered into a contract with JPMS to manage client Accounts as set forth in the client Program advisory services agreement.

JPMPI's Investment Strategy Selection Process for the SAS Multi-Manager Strategies in the Advisory Program

JPMPI, as Portfolio Manager of the Multi-Manager Strategies, is responsible for portfolio construction, including selecting Funds and Model Managers for these Investment Strategies. JPMPI's process for selecting Funds and Model Managers as available for Portfolio Managers of the Multi-Manager Strategies is described below. See "Use of J.P. Morgan Funds, and Model Managers and Potential Conflicts of Interest for the SAS Multi-Manager Strategies" below for important information on the use of J.P. Morgan Funds and affiliated Model Managers. In providing the manager research services, JPMPI expects to generally follow a similar process to the one described above under "Research Process," "Strategy Approval," "Ongoing Review of Approved Strategies", and "Portfolio Construction" in Item 6.A.

JPMPI Portfolio Management of the C-BoS Investment Strategies in FIAP

JPMPI acts as the Portfolio Manager of three Investment Strategies in C-BoS the: Customized Municipal Bond Portfolio (“**C-MAP**”), Customized Taxable Bond Portfolio (“**C-TAX**”), and Customized Preferreds Portfolio (“**C-PREP**”). JPMPI provides discretionary investment management services to those clients in C-BoS who select the C-MAP, C-TAX or C-PREP Investment strategies. See “Affiliated Portfolio Managers and JPMS Conflicts” below for important information on the use of affiliated Portfolio Managers.

JPMPI generally manages client C-BoS, C-MAP and C-TAX Accounts following a “buy and hold” approach, with the general intention of holding bonds to maturity while maintaining credit oversight. The Portfolio Manager for C-PREP can take an active approach in trading securities in the portfolio while maintaining credit oversight and can, in its discretion, sell for a variety of tactical reasons. This process for C-MAP, C-TAX and C-PREP involves a team that consists of experienced research analysts, traders and portfolio managers. JPMPI’s investment process is research driven with a focus on fundamental analysis. The research process involves both qualitative and quantitative processes to evaluate bond issuers and securities. The team monitors portfolio positions and credit fundamentals. An internal governance forum provides ongoing oversight.

JPMPI Securities Selection Process for C-BoS Investment Strategies

JPMPI, as Portfolio Manager of the C-BoS Investment Strategies, is responsible for securities selection and determining portfolio construction. After JPMPI selects securities for the account, JPMPI will place orders with unaffiliated broker-dealers. In the C-BoS program, clients authorize and direct JPMPI to effect transactions for the account(s) directly with third-party broker-dealers, subject to JPMPI’s duty to seek best execution. For these fixed income trades, clients will incur a mark-up, mark-down or spread charged by the other broker-dealer that is not covered by the wrap fee. JPMPI’s process for selecting securities is described below.

Availability of Customized Services for Clients in C-BoS Investment Strategies

In the C-BoS program, Investment Strategies are customized to individual client investment needs. In C-MAP, clients have the ability to select a duration range, a minimum credit quality and a state preference, if any. In C-TAX, clients have the ability to select a duration range and a minimum credit quality options. The credit quality parameters that each client selects for a particular C-MAP or C-TAX account only apply at the time the portfolio manager initially purchases a particular bond for that account. The portfolio manager may or may not liquidate bonds upon a credit rating downgrade. As a result, a C-MAP or C-TAX account can hold bonds with a credit rating below the client-selected parameter. In C-PREP, clients have the ability to select from various options with respect to dividend or coupon type, tax treatment and industry sectors. For C-MAP accounts, clients also have the ability to prohibit the portfolio managers from purchasing a bond from one individual state should they desire. Collectively, all of the customizations are considered to be a “Customized Portfolio.”

Clients can place reasonable restrictions on the purchase or sale of certain securities for their C-BoS accounts, subject to JPMPI’s acceptance. JPMPI can reject a restriction on the account if it deems the restriction to be unreasonable. Any restrictions on the management of a C-BoS account will cause the account to perform differently than the account would perform without the restrictions.

During the course of the portfolio management of a client Account, a client can change its Customized Portfolio for a C-MAP or C-TAX account. clients can decide whether (1) to immediately restructure the entire C-MAP or C-TAX account based on the new Customized Portfolio (including a sale of current non-conforming holdings in the account) or (2) to adjust the C-MAP or C-TAX account as existing bond positions mature in accordance with the new Customized Portfolio. If the client does not elect for (1) or (2) as previously described, the Portfolio Manager will apply option (2) as a default. Immediately restructuring the entire account to the new Customized Portfolio can result in taxable events upon the sale of positions.

Clients should consult with their own tax adviser to understand any such consequences. However, if the client does not choose an immediate restructuring, the client portfolio may hold positions that are not in line with the new Customized Portfolio.

During the course of the portfolio management of a client Account, a client can change its Customized Portfolio within a C-PREP Account. For a C-PREP Account, clients can only presently restructure an entire C-PREP Account based on the parameters of the new Customized Portfolio (including a sale of any current securities in the Account that do not meet the requirements of the new Customized Portfolio subject to market liquidity and other market conditions). Immediately restructuring the entire account to the new Customized Portfolio can result in taxable events upon the sale of positions. Clients should consult with their own tax adviser to understand any such consequences.

JPMPI Review Process for SAS and C-BoS Investment Strategies

The SAS and C-BoS Investment Strategies are subject to an initial and ongoing internal review process by JPMPI. This is different from the review process applied by JPMPI to the PMP and DFI Investment Strategies described below, and does not involve the Manager Solutions Team or follow the same JPMPI governance procedure for placing an Investment Strategy on probation or terminating ongoing monitoring and oversight responsibilities for an Investment Strategy. However, JPMPI does have a process for taking action on the SAS and C-BoS Investment Strategies if warranted as a result of its ongoing internal review process.

JPMPI Manager Research Services on PMP and DFI Investment Strategies

JPMS has engaged JPMPI to perform manager research services regarding the PMP and DFI Investment Strategies for potential inclusion in the Advisory and Fixed Income Advisory Programs. The manager research services that JPMPI performs for JPMS include: (1) recommending the Portfolio Manager to JPMS for potential inclusion in the Program, (2) ongoing review of the Portfolio Manager selected by JPMS, and (3) recommending that Portfolio Manager selected by JPMS be placed on probation or removed from the Program. The DFI Investment Strategies are managed by an affiliated Portfolio Manager, JPMIM. The PMP Investment Strategies are managed by affiliated Portfolio Managers, including JPMIM, and unaffiliated Portfolio Managers. JPMPI uses its Manager Solutions Team to provide the manager research services and make recommendations to JPMS. In providing the manager research services for the PMP and DFI Investment Strategies, JPMPI expects to generally follow a similar process to the one described under “Research Process,” “Strategy Approval,” “Ongoing Review of Approved Strategies” and “JPMPI Review Process for SAS and C-BoS Investment Strategies,” above.

The manager research services JPMPI provides to JPMS for the PMP and DFI Investment Strategies are not advisory services provided by JPMPI or tailored to clients of the Advisory or Fixed Income Advisory Programs. JPMS (not JPMPI) is solely responsible for selecting the PMP and DFI Portfolio Managers to be made available in the Advisory and Fixed Income Advisory Programs, based upon the information and recommendations provided by the Manager Solutions Team and such other information and resources that JPMS deems appropriate.

JPMPI does not have the authority to place a PMP or DFI Portfolio Manager on probation or to terminate it from the Advisory Program or Fixed Income Advisory Program. Rather, when the Manager Solutions Team’s monitoring process uncovers a significant enough concern, it will likely recommend that JPMS place the PMP or DFI Portfolio Manager on probation or terminate it from the Advisory Program or Fixed Income Advisory Program. JPMS (not JPMPI) is solely responsible for determining whether to place the PMP or DFI Portfolio Manager on probation or to terminate one from the Advisory or Fixed Income Advisory Program. JPMPI can terminate its manager research services on PMP or DFI Portfolio Managers at any time.

Potential Conflicts of Interest in the Research and Review of the SAS, C-BoS, PMP and DFI Investment Strategies

Depending on the Program, JPMPI recommends to JPMS Investment Strategies managed by JPMPI, JPMIM or unaffiliated third parties. JPMPI has an incentive to recommend, and JPMS has an incentive to include, JPMPI and JPMIM-managed Investment Strategies because J.P. Morgan receives more overall fees when these strategies are chosen by clients. Similarly, with respect to manager termination, JPMPI has a greater incentive to recommend that JPMS terminate unaffiliated third-party managers from the Programs, and JPMS has a greater incentive to terminate unaffiliated portfolio managers, particularly where the manager's strategy is similar to one offered by JPMPI or JPMIM.

In addition, with respect to the JPMPI-managed strategies (*i.e.*, C-BoS and SAS), the internal review process that JPMPI follows in recommending a manager to JPMS does not include a process to identify an applicable universe of managed strategies. As a result, one or more strategies managed by affiliates or third parties may outperform the C-BoS or SAS strategies made available to Program clients.

For additional potential conflicts of interest, please refer to Item 9.C., below.

Affiliated Portfolio Managers and JPMS Conflicts

JPMIM and JPMPI are affiliates of JPMS that act as Portfolio Managers in the Program. JPMIM is the Portfolio Manager for certain PMP Investment Strategies and DFI Investment Strategies, and JPMPI is the sole Portfolio Manager for SAS and C-BoS Investment Strategies.

JPMIM and its Investment Strategies in the Program are subject to the same selection and review processes, conducted by the Manager Solutions Team, as unaffiliated Portfolio Managers and Investment Strategies available in other Programs. For disclosures on the distinct review process over JPMPI and its SAS and C-BoS Investment Strategies and potential conflicts related to research and review processes conducted by JPMPI, see "JPMPI Review Process for SAS and C-BoS" and "Potential Conflicts of Interest in the Research and Review of the SAS, C-BoS, PMP and DFI Strategies," above.

JPMS has a conflict of interest in: (1) including JPMIM and JPMPI in the Program; (2) conducting, or having an affiliate research services provider (*i.e.*, JPMPI) conduct, initial and periodic reviews of affiliated Portfolio Managers and their Investment Strategies in the Program; (3) identifying JPMIM, JPMPI and their Investment Strategies, in the Program to clients; and (4) in designating JPMPI and JPMIM Investment Strategies as default replacement Investment Strategies for Program Accounts invested in Investment Strategies that are removed from the Program when a client selects (or is re-invested into) one of their Investment Strategies.

JPMS and its affiliates receive more total revenue than if the client were able to select an Investment Strategy of an unaffiliated Portfolio Manager. JPMS manages this conflict through disclosure to clients and by subjecting affiliated Portfolio Managers to a comprehensive review process.

Termination, Removal, Discontinuance and Replacement of Portfolio Managers and Investment Strategies

As a result of JPMPI's research services and recommendations, and/or other information and events, Portfolio Managers and/or specific Investment Strategies may be terminated, replaced, removed or discontinued from the Programs, in which event JPMS will notify affected clients and will either designate a Portfolio Manager or Investment Strategy in the Program as the default replacement for the Program Account assets invested in the removed Portfolio Manager or Investment Strategy, or recommend liquidation of clients securities in the Portfolio Manager or Investment Strategy. Discontinued Investment Strategies will be liquidated. If JPMS designates a default replacement or liquidation, each affected client will be notified in writing that, unless the client affirmatively selects, in writing, a replacement Investment Strategy in the Program by the date specified by JPMS (within 30 days of notification), the client's assets will automatically be re-invested into the designated replacement Investment

Strategy, without further notice to or consent of the client. In the case of a liquidation recommendation or liquidation of a discontinued Investment Strategy, the Program Account will be terminated from the Program and transferred to a JPMS brokerage account. In designating a default replacement Investment Strategy (if any), JPMS will consider the appropriateness of the Investment Strategies available in the Program as suitable replacements for the removed Investment Strategy. JPMS also will assist the client in identifying a suitable replacement Portfolio Manager and/or Investment Strategy in cases where JPMS does not designate a default replacement Investment Strategy, recommends liquidation, an Investment Strategy is discontinued, or where the client wishes to consider alternatives to the default replacement Investment Strategy designated by JPMS. Such assistance is typically based on the same types of factors used by JPMS to identify Portfolio Managers and Investment Strategies for Program clients in the first instance.

The replacement Portfolio Manager can decline the Account if it deems the client's investment restrictions unreasonable or if the client's Account is below the replacement Portfolio Manager's minimum account size. The replacement Portfolio Manager can sell securities to align the Account with its Investment Strategy, which can have tax consequences for clients.

The Manager Solutions Team's review of DFI and PMP Portfolio Managers and their Investment Strategies and/or other information and events also may result in the Portfolio Manager and/or one or more of its Investment Strategies in the Program being closed to new investors pending further review. During such status, clients cannot select the Portfolio Manager and/or Investment Strategy for the first time, but clients with Program assets already being managed according to an affected Investment Strategy when it was closed to new investors are permitted to contribute additional assets to such client's Account(s). clients invested according to an affected Investment Strategy will be notified in writing that the Portfolio Manager and/or Investment Strategy have been closed to new investors. Further review of the affected Portfolio Manager and/or Investment Strategies by the Manager Solutions Team can result in a re-opening to new investors.

Recommendations of Portfolio Managers in the Advisory Program and FIAP for Particular Clients

In connection with opening a Program Account, clients complete a client Profile that requests information about the client's financial situation, investment experience, investment objectives, time horizon and risk tolerance. Based upon this information, the client, with the consultation of the IAR, will specify in what asset class the Account will be invested. An example of an asset class is Fixed Income. Examples of investment style are U.S. Large Cap Growth, U.S. Small Cap Value, Municipal Fixed Income and Taxable Fixed Income. Based upon the client's asset class selection, the IAR will provide the client with information about the Portfolio Managers available in the Program in the selected asset class and investment style, and will assist client in selecting a Portfolio Manager.

JPMS identifies suitable Investment Strategies for a client based on the investment objectives and other information provided by the client. Once an Investment Strategy has been identified as suitable for a particular client, JPMS identifies specific Portfolio Managers for the client to consider. These recommendations are based on asset size, any client investment restrictions, any client investment guidelines or policies, or other factors that make a particular Portfolio Manager and Investment Strategy suitable for the client. Clients are solely responsible for the selection of Portfolio Managers and Investment Strategies from among those identified by JPMS. JPMS and JPMPI cannot ensure that a given Investment Strategy's investment objective will be attained.

Important Information About Your Investments and Potential Conflicts of Interest

The Portfolio Managers available in the Program include Portfolio Managers affiliated with JPMS. JPMS has a conflict of interest including affiliated Portfolio Managers in the Program because JPMS and/or its affiliates and parent company will receive more overall compensation when

those Portfolio Managers are selected by clients. JPMS manages this conflict through disclosure to clients and by subjecting affiliated Portfolio Managers to a comprehensive review process. For more information on the review of affiliated Portfolio Managers, see “Affiliated Portfolio Managers and Conflicts” above.

Information About Portfolio Managers and Investment Strategies

JPMS provides clients and prospective clients with information about Portfolio Managers, including information that has been prepared by the Manager Solutions Team. The information prepared by JPMS and that is provided by the Manager Solutions Team or by a third party is based on and/or incorporates information provided by Portfolio Managers and other third-party sources. JPMS believes that this information is accurate; however, JPMS does not independently verify or guarantee the accuracy or completeness of the information. JPMS shall have no liability with respect to information provided by Portfolio Managers. Performance information included in the information provided by JPMS is provided by Portfolio Managers. ***This performance is calculated by the Portfolio Managers themselves or by third parties and neither JPMS nor a third party engaged by it reviews Portfolio Manager performance information for JPMS to determine or verify its accuracy or its compliance with presentation standards. Portfolio Manager performance information is not calculated on a uniform and consistent basis.***

Program clients typically receive a quarterly performance review prepared by JPMS summarizing the investment performance of the client's Account(s) for the prior quarter. In preparing such reviews for Program clients, JPMS uses various industry and non-industry standards to measure Account performance. ***Neither JPMS nor any third party reviews the performance information to determine or verify its accuracy or compliance with presentation standards, and the information is not calculated on a uniform and consistent basis. Clients receiving periodic written performance reviews from JPMS should review carefully the disclosures, definitions and other information contained in the reviews.***

Program Account Reports and Disclosures

Performance reviews are not a substitute for regular monthly or quarterly brokerage account statements or IRS Forms 1099, and should not be used to calculate the fees or to complete income tax returns. JPMS and its affiliates are entitled to rely on the financial and other information that clients or any third party provides to JPMS. The client is solely responsible for any information that the client provides to JPMS, and JPMS shall not be liable in connection with its use of any information provided by the client or a third party in the periodic review.

JPMS and its IARs do not provide tax advice, and nothing in the performance review should be construed as advice concerning any tax matter. Neither JPMS nor any of its supervised persons acts as a Portfolio Manager in the Program.

Subject to JPMS' policies and procedures and applicable law, the periodic written performance review provided to Program clients can include information about assets in other accounts. By including assets in the written performance review, JPMS is not undertaking to provide or be responsible for providing any services with respect to those assets.

In preparing account statements and performance reviews, JPMS may use multiple valuation sources that provide different values for a single asset. As a result, the determination of an account's asset values may differ for different purposes and different statements, reviews and reports. Detailed calculations of a client's Account asset values are available from JPMS upon request.

Portfolio Manager Disclosure Documents and Performance

Clients will receive each Portfolio Manager's Portfolio Manager Disclosure Document. Clients should review the Portfolio Manager Disclosure Document carefully for important information about the Portfolio Manager, including risks associated with the selected Investment Strategy (if

applicable). Each Portfolio Manager is solely responsible for the truthfulness, completeness and accuracy of its own disclosure document.

JPMS is not responsible for the performance of any Portfolio Manager or any Portfolio Manager's compliance with applicable laws and regulations or other matters within the Portfolio Manager's control. Each Portfolio Manager is solely responsible for the management of that Portfolio Manager's designated Account(s). If a client selects more than one Portfolio Manager, the Portfolio Managers may engage in contrary transactions with respect to the same security. JPMS will effect transactions for an Account only if and to the extent instructed by a Portfolio Manager. JPMS shall not be responsible for any act or omission of any Portfolio Manager or any misstatement or omission contained in any document prepared by or with the approval of any Portfolio Manager or any loss, liability, claim, damage or expense whatsoever, as incurred, arising out of or attributable to such misstatement or omission.

Portfolio Managers are responsible for obtaining best execution. To learn more about Portfolio Manager trading and execution practices, see each Portfolio Manager's Portfolio Manager Disclosure Document.

C. Use of J.P. Morgan Funds and Model Managers and Potential Conflicts of Interest

Investment Principles and Potential Conflicts of Interest

Conflicts of interest will arise whenever J.P. Morgan has an actual or perceived economic or other incentive in its management of our clients' accounts to act in a way that benefits J.P. Morgan. Conflicts will result, for example (to the extent the following activities are permitted in a client's Account): (1) when J.P. Morgan invests in an investment product, such as a mutual fund, structured product, SMA, or hedge fund issued or managed by a J.P. Morgan affiliate, such as JPMIM or JPMPI; (2) when a J.P. Morgan entity obtains services, including trade execution and trade clearing, from a J.P. Morgan affiliate; (3) when J.P. Morgan receives payment as a result of purchasing an investment product for a client's Account; or (4) when J.P. Morgan receives payment for providing services (including shareholder servicing, recordkeeping or custody) with respect to investment products purchased for a client's Account. Other conflicts will result because of relationships that J.P. Morgan has with other clients or when J.P. Morgan acts for its own account.

Except for FIAP where only affiliated Investment Strategies (Funds and SMAs) are made available, Investment Strategies are selected from both J.P. Morgan and third-party asset managers and are subject to a review process by manager solutions teams. From this pool of strategies, J.P. Morgan portfolio construction teams select those strategies J.P. Morgan believes fit its asset allocation goals and forward looking views in order to meet the investment strategy's investment objective.

Depending on the investments available in each Program, Investment Strategies are selected from both J.P. Morgan Funds and third-party asset managers and are subject to a review process by J.P. Morgan manager research teams. From this pool of Investment Strategies, J.P. Morgan portfolio construction teams select those Investment Strategies J.P. Morgan believes fit its asset allocation goals and forward looking views in order to meet the investment objective of the Investment Strategy or portfolio.

As a general matter, J.P. Morgan prefers J.P. Morgan managed strategies. J.P. Morgan expects the proportion of J.P. Morgan managed strategies will be high (in fact, up to 100 percent) in strategies such as, for example, cash and high-quality fixed income, subject to applicable law and any account-specific considerations. J.P. Morgan may allocate a significant portion of the assets in JPMCAP, CSP and Multi-Manager Select Advisory Strategy to J.P. Morgan Affiliated Funds. That portion varies depending on market or other conditions.

While J.P. Morgan's internally managed Investment Strategies generally align well with J.P. Morgan's forward looking views, and J.P. Morgan is familiar with the investment processes as well as the risk and compliance philosophy of the J.P. Morgan, it is important to note that J.P. Morgan

receives more overall fees when internally managed Investment Strategies are included. In certain Programs (e.g., as discussed in Item 4 above, clients can elect to exclude from their JPMCAP Accounts investments in J.P. Morgan Funds and affiliated Model Managers), J.P. Morgan offers the option of choosing to exclude J.P. Morgan managed strategies (other than cash and liquidity products) in certain portfolios.

When J.P. Morgan selects J.P. Morgan Funds for client Program Accounts, J.P. Morgan receives a fee for managing the J.P. Morgan Funds. As such, J.P. Morgan will receive more total revenue when cash in a client's Account is invested in JPMorgan Money Market Funds than if it were invested in third-party funds. JPMS and JPMPI address this conflict through disclosure to clients and through the investment process described in Item 6 herein. For important information about each J.P. Morgan Fund, including investment objectives, risks, charges, and expenses, clients can read each Fund's prospectus carefully and consider all the information in it before investing.

Separately Managed Accounts

Investment Strategies invested in individual equity or fixed income securities may be managed by JPMPI, JPMCB, or by a third-party manager, including an affiliate. When JPMPI, JPMCB or an affiliate manages these investments, there is a benefit to J.P. Morgan since it increases the overall revenue of J.P. Morgan. Additionally, a manager of an SMA may invest in products that may result in additional revenue to J.P. Morgan.

J.P. Morgan Funds and Third-Party Funds - Other Fees and Expenses

All Funds have various internal fees and other expenses that are paid by managers or issuers of the Funds or by the Funds themselves, but that ultimately are borne by the investor. These fees and expenses are in addition to any fees paid to JPMS, received by JPMPI for acting as Sub-Adviser or received by JPMIM or JPMPI for acting as Portfolio Manager. J.P. Morgan may receive administrative and servicing fees for providing services to both J.P. Morgan Funds and third-party Funds that are held in a client's Account. Please see the discussion of "Share Classes" in Item 4 above for more information on the receipt of administrative and servicing fees. Clients can review the applicable prospectuses for Funds (including Liquid Alternative Funds, as applicable) for more information about these fees and expenses. These payments may be made by sponsors of the Funds (including affiliates of J.P. Morgan), or by the Funds themselves, and may be based on the value of the Funds in the client's Account. Funds or their sponsors may have other business relationships with J.P. Morgan outside of its portfolio management role or with its broker-dealer affiliates of J.P. Morgan, which may provide brokerage or other services that pay commissions, fees and other compensation.

J.P. Morgan Funds - Management Fees

JPMPI or its affiliates may be sponsors or managers of Funds that J.P. Morgan purchases for the client's portfolio. In such case, JPMPI or its affiliates may receive a fee for managing such Funds. As such, JPMPI and its affiliates will receive more total revenue when the client's portfolio is invested in such Funds than when it is invested in third-party funds.

The J.P. Morgan Six Circles Funds (defined below) are mutual funds advised by JPMPI and sub-advised by third-parties. Although considered internally managed strategies, neither JPMS nor its affiliates retain a fee for Fund management or other Fund services.

J.P. Morgan Six Circles Funds

J.P. Morgan developed the J.P. Morgan Six Circles Funds ("Six Circles Funds") exclusively for use in JPMC investment advisory accounts. Since October 2018, the Six Circles Funds have been available in Program Accounts where JPMPI is sub-adviser or Portfolio Manager.

Six Circles Funds are specifically designed for use in discretionary Program Accounts as completion funds to align with JPMC core portfolio views. JPMPI acts as investment advisor to the Six Circles Funds and engages third-party investment managers as sub-advisors to the Six Circles Fund investment portfolios. JPMC will have certain benefits and efficiencies from investing account assets in the Six Circles Funds instead of unaffiliated Funds; however, JPMC does not retain investment advisory fees for managing the Six Circles

Funds through an agreement to waive any investment advisory fees that exceed the fees owed to Six Circles Fund third-party sub-advisors. Six Circles Funds do not pay fees to JPMC for any other services to the Six Circles Funds. Services to the Six Circles Funds are provided by third-party service providers and are generally paid by the Six Circles Funds or JPMC. (The market value of assets invested in the Six Circles Funds will be included in calculating the advisory fees paid on the overall portfolio.)

Six Circles Fund shares may only be purchased in Program Accounts for which JPMC has investment discretion. Clients can choose to close their discretionary Program Account and retain their interest in Six Circles Funds. Six Circles Fund shares must be held through an eligible brokerage account and no new purchases into the Six Circles Funds will be permitted (other than dividend reinvestment). Since the Six Circles Funds are completion portfolios designed to complement and work as part of the overall discretionary portfolio and are not intended to be standalone investments, each Six Circles Fund may underperform as a standalone investment, even in instances where the overall portfolio performs as intended. Further, the overall performance and liquidity of a Six Circles Fund may be negatively affected, and additional transaction costs may be incurred by the Six Circles Fund, as a result of (i) allocation decisions made by JPMC to shift discretionary client assets among the Six Circles Funds and other investments, and (ii) allocation decisions made by JPMC to shift Six Circles Fund assets among different investment strategies and sub-advisors, which may negatively affect the value of Six Circles Fund shares even if they are no longer held through a JPMC portfolio.

For more information about the Six Circles Funds, including the funds' objectives, risks, charges and expenses, go to jpmorgan.com/six-circles-funds-prospectus or call your IAR for a prospectus. Read the prospectus carefully.

Allocation of Affiliated Funds in the Advisory Program

JPMPI can allocate a significant portion of the assets in a Multi-Manager Strategy to J.P. Morgan Funds. That portion varies depending on market or other conditions. There are multiple investment strategies available in Multi-Manager Select Advisory Strategies. Certain investment strategies invest only in mutual funds and ETFs, while other investment strategies also utilize Model Managers.

The following chart illustrates, as of the date indicated, the allocation of J.P. Morgan Affiliated Funds (excluding Six Circles Funds), non-J.P. Morgan Funds, Six Circles Funds, and J.P. Morgan cash for Multi- Manager Select Advisory Strategy. The chart does not reflect strategies that utilize Model Managers. For the Dynamic Multi-Asset Strategy, the chart does not reflect models that elect not to use J.P. Morgan Affiliated Funds.

Year End 2019 - Multi-Manager Select Advisory Strategies				
Multi-Manager SAS Investment Strategy	J.P. Morgan Funds	Non-J.P. Morgan Funds	Six Circles Funds	J.P. Morgan Cash
Absolute Return Fixed Income Strategy	8.74%	88.01%	0.00%	3.25%
Dynamic Multi-Asset Strategy	7.70%	91.45%	0.00%	0.85%
Dynamic Multi-Asset Strategy - Non Prop	0.00%	99.16%	0.00%	0.84%
Dynamic Yield Strategy	0.00%	98.8%	0.00%	1.20%
Emerging Markets Growth and Income Strategy	10.43%	88.72%	0.00%	0.85%
Global Opportunistic Equity Strategy	2.80%	93.33%	0.00%	3.87%
Sustainable Equity Strategy	0.00%	98.89%	0.00%	1.11%
Sustainable Fixed Income Strategy	0.00%	98.92%	0.00%	1.08%

Affiliated Model Managers in CSP, JPMCAP and the Advisory Program

With respect to Model Managers, when an affiliate serves as Model Manager, there is a benefit to J.P. Morgan since it increases the overall revenue of J.P. Morgan. Additionally, both affiliated and unaffiliated Model Managers can invest in products that can result in additional revenue to J.P. Morgan.

Sub-Adviser Allocation of Assets in CSP and JPMCAP

JPMPI can allocate a portion of the assets in CSP and JPMCAP to J.P. Morgan Funds. That portion varies depending on market or other conditions. There are multiple Models in each of the Investment Strategies available in CSP and JPMCAP. Certain Models invest only in mutual funds and ETFs, while other Models can also invest in Liquid Alternative Funds, individual securities through Model Managers and municipal securities. The prior composition of Investment Strategies in CSP and JPMCAP is not intended to predict the future composition of Investment Strategies or use of J.P. Morgan Funds in CSP and JPMCAP. The use of J.P. Morgan Funds, non-J.P. Morgan Funds and JPMorgan Money Market Funds in a client's Account will depend on the client's asset level, the Model selected, reasonable restrictions placed by the client on the management of an Account, and other factors. Each client should review account opening documentation, confirmations and quarterly and annual statements for more information about the actual allocation in his or her Account.

The following charts for CSP and JPMCAP show the allocation of assets between J.P. Morgan and non-J.P. Morgan Funds by Fund type for each Investment Strategy. The charts do not reflect models that elect not to use J.P. Morgan Affiliated Funds, Models that elect only Index Oriented Vehicles, or models that utilize Liquid Alternative Funds (other than the Aggressive Growth investment strategy because all Aggressive Growth investment strategies include Liquid Alternative Funds), Model Managers, or municipal fixed income options. The charts show the difference between the taxable and retirement Models in each Investment Strategy (except for the U.S. Focused Model).

Year End 2019 ¹ - Taxable Models				
CSP Investment Strategy	J.P. Morgan Funds	Non-J.P. Morgan Funds	Six Circles Funds	J.P. Morgan Cash
Fixed Income Focused	8.40%	85.60%	5.00%	1.00%
Conservative	8.00%	80.00%	11.00%	1.00%
Moderate	13.90%	71.10%	14.00%	1.00%
Moderate Growth	10.40%	74.60%	14.00%	1.00%
Growth	8.00%	75.00%	16.00%	1.00%
Aggressive Growth	6.00%	59.00%	34.00%	1.00%

Year End 2019 ¹ - Taxable Models				
JPMCAP Investment Strategy	J.P. Morgan Funds	Non-J.P. Morgan Funds	Six Circles Funds	J.P. Morgan Cash
Aggressive Growth	12.00%	66.00%	21.00%	1.00%
Growth	9.75%	73.25%	16.00%	1.00%
Balanced	12.00%	73.00%	14.00%	1.00%
Conservative	7.00%	81.00%	11.00%	1.00%
Managed Equities	10.00%	55.00%	34.00%	1.00%
Managed Fixed Income	12.00%	87.00%	0.00%	1.00%

Year End 2019 ¹ - Retirement Models				
CSP Investment Strategy	J.P. Morgan Funds	Non-J.P. Morgan Funds	Six Circles Funds	J.P. Morgan Cash
Fixed Income Focused	8.40%	85.60%	5.00%	1.00%
Conservative	11.00%	77.00%	11.00%	1.00%
Moderate	15.10%	69.90%	14.00%	1.00%
Moderate Growth	12.70%	72.30%	14.00%	1.00%
Growth	9.00%	74.00%	16.00%	1.00%
Aggressive Growth	11.00%	54.00%	34.00%	1.00%

Year End 2019 ¹ - Retirement Models				
JPMCAP Investment Strategy	J.P. Morgan Funds	Non-J.P. Morgan Funds	Six Circles Funds	J.P. Morgan Cash
Aggressive Growth	12.00%	66.00%	21.00%	1.00%
Growth	9.00%	74.00%	16.00%	1.00%
Balanced	12.00%	73.00%	14.00%	1.00%
Conservative	7.50%	80.50%	11.00%	1.00%
Managed Equities	11.00%	54.00%	34.00%	1.00%
Managed Fixed Income	12.00%	87.00%	0.00%	1.00%

¹ Does not include Legacy Models/Strategies (see "Transition and Legacy Accounts" above).

Percentages reflect Model allocations as of December 2019.

Allocations shown here are illustrative only, do not necessarily represent actual use of J.P. Morgan Funds and third-party issuers and managers represented in any particular client's account, and can change without notice. In CSP and JPMCAP, JPMPI has full discretionary authority to select securities, investment vehicles and Model Managers, and is not required to adhere to the illustrative allocations pictured here.

Please refer to Item 9, section C for more information on Potential Conflicts of Interest.

Credits for Retirement Accounts holding J.P. Morgan Funds

If a Program account owned by an IRA, or other client that is a qualified retirement plan subject to the prohibited transaction provisions of Section 4975 of the IRC, holds any J.P. Morgan Funds, the actual amount of the J.P. Morgan Funds' underlying fees paid to J.P. Morgan and associated with Program account assets will be credited against the Advisory Fee. See "Offset of Certain Fees to IRAs and Certain Other Retirement Plan accounts" in Item 4 above.

Prospectus Delivery for Discretionary Accounts

A discretionary investment adviser can receive prospectuses and other issuer-related materials on behalf of a client for any mutual funds and ETFs in a client's account with client authorization. JPMS, the Sub-Adviser or Portfolio Manager, as a client's agent, will have access to the prospectuses and issuer-related materials and can rely upon them to make mutual fund and ETF investments on the client's behalf; however, clients will no longer receive such prospectuses or issuer-related materials directly, but can access them via the issuer's website or request copies from the adviser at any time. Prospectuses and issuer-related materials contain important information and detailed descriptions of additional fees and expenses, investment minimums, risk factors and conflicts of interest disclosures, as well as client's rights, responsibilities and liabilities with respect to such investments. Additionally, this Brochure contains other general information regarding fees and expenses, invest minimums, risk factors and conflicts of interest disclosure.

ITEM 7 – CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS

JPMS provides to Overlay and Portfolio Managers a summary of information relevant to the Overlay or Portfolio Manager's services to the client, including the client's name, address, Account number, Social Security number or taxpayer identification number, whether the Account is taxable or non-taxable, the name of the IAR, investment strategy selected, investment restrictions requested by the client and amount invested. The information provided to Overlay and Portfolio Managers is updated if it becomes materially incorrect, such as in the event that the client changes the investment restrictions.

This Item is not applicable to MFAP as MFAP does not involve the engagement of Overlay or Portfolio Managers.

ITEM 8 – CLIENT CONTACT WITH PORTFOLIO MANAGERS

The MFAP Program does not engage portfolio managers to manage Program Accounts; clients select Funds for their Accounts. Clients will generally have no contact with the investment advisers of the Funds. JPMS personnel knowledgeable about the management of the MFAP Program Accounts are available for client consultation upon reasonable request. IARs can assist clients in contacting such personnel.

JPMS, JPMPI and Model Manager personnel knowledgeable about the management of CSP and JPMCAP Program Accounts are available for client consultation on reasonable request. IARs can assist clients in contacting such personnel.

FIAP and Advisory Program Portfolio Managers are available for consultation by clients upon reasonable request. Clients should contact their IAR if they wish to consult with their Portfolio Manager.

ITEM 9 – ADDITIONAL INFORMATION

A. Disciplinary Events

JPMS has been involved in the following material legal or disciplinary events during the last ten years. With respect to the periods before the merger of J.P. Morgan Securities Inc. into Bear, Stearns & Co. Inc. (and the naming of the surviving entity as J.P. Morgan Securities Inc., now J.P. Morgan Securities LLC) on October 1, 2008, and the merger of Chase Investment Services Corp. ("CISC") into J.P. Morgan Securities LLC on October 1, 2012, the events include those involving any of the three entities.

- 1) Between June 2009 and September 2012, JPMorgan, on behalf of itself and its subsidiaries, entered into substantially similar settlements with 47 securities regulators in connection with investigations concerning alleged misrepresentations and omissions in connection with the marketing, sales and distribution of auction rate securities ("ARS"). The principal allegations were that the relevant JPMorgan entities misrepresented to customers that ARS were safe, highly liquid investments comparable to money market instruments, and when the auctions that provided liquidity for ARS failed in February 2008, customers held illiquid ARS instead of the liquid, short-term investments JPMorgan entities had represented them to be and were unable to sell the ARS. Without admitting or denying the allegations, JPMorgan entered into consent decrees pursuant to which the relevant JPMorgan entities repurchased ARS from certain customers and paid fines, penalties, disgorgement and restitution in amounts that varied from state to state.
- 2) In December 2010, CISC submitted a letter of acceptance, waiver, and consent ("AWC") to FINRA pursuant to which the Firm was censured, fined and required to provide remediation to customers who purchased unit investment trusts ("UITs") and did not receive applicable sales charge discounts. Additionally, CISC's UIT purchase confirmations failed to disclose that a deferred sales charge may be imposed. Without admitting or denying the allegations, CISC consented to the findings and paid a monetary fine of \$100,000.

- 3) In June 2011, JPMS agreed with the SEC to resolve the SEC's inquiry regarding certain collateralized debt obligations ("CDOs"). Specifically, JPMS agreed to a settlement of allegations that it was negligent in not providing additional disclosure in marketing materials for a CDO called Squared CDO 2007-1, Ltd ("Squared"). The SEC's complaint alleged that JPMS represented in marketing materials that the collateral manager selected the investment portfolio for Squared but failed to disclose that the hedge fund that purchased the subordinated notes (or "equity") issued by Squared, and which also took the short position on roughly half of the portfolio's assets, played a significant role in the selection process. Without admitting or denying the allegations, JPMS consented to the entry of a final judgment against it by the United States District Court for the Southern District of New York. The Final Judgment permanently restrains and enjoins JPMS from violating Sections 17(a)(2) and (3) of the Securities Act of 1933 in the offer or sale of any security or security-based swap agreement, orders JPMS to pay disgorgement of \$18.6 million, together with prejudgment interest thereon in the amount of \$2 million, and a civil penalty in the amount of \$133 million, and orders JPMS to comply with certain undertakings related to the review and approval of offerings of certain mortgage securities.

- 4) In July 2011, JPMS resolved an SEC investigation regarding conduct alleged to have taken place on the firm's municipal derivatives desk. The SEC alleged that prior to at least 2005, JPMS made misrepresentations and omissions in connection with bidding on certain municipal reinvestment instruments, which the SEC alleged affected the prices of certain reinvestment instruments, deprived certain municipalities of a presumption that the reinvestment instruments were purchased at fair market value, and/or jeopardized the tax-exempt status of certain securities. Without admitting or denying the allegations, JPMS consented to the entry of a final judgment against it by the United States District Court for the District of New Jersey. The Final Judgment permanently enjoins JPMS from violating Section 15(c)(1)(A) of the Securities Exchange Act of 1934 and orders it to pay \$51.2 million to certain municipalities and other tax-exempt issuers.

In coordination with the SEC settlement, JPMorgan and certain of its affiliates, including JPMS, also entered into settlements with other agencies to resolve concurrent investigations regarding conduct alleged to have taken place on the firm's municipal derivatives desk relating to certain municipal derivative transactions occurring in or prior to 2006. Those settlements are as follows: JPMorgan Chase Bank, N.A. entered into a Formal Agreement and a Consent Order for a Civil Money Penalty with the Office of the Comptroller of the Currency and agreed to pay \$35 million; JPMorgan, JPMS and JPMorgan Chase Bank, N.A. entered into a Closing Agreement of Final Determination of Tax Liability and Specific Matters with the Internal Revenue Service and agreed to pay \$50 million; and JPMorgan entered into written agreements with the Antitrust Division of the U.S. Department of Justice, the Federal Reserve Bank of New York, and 25 State Attorneys General. JPMorgan agreed to pay \$75 million in connection with its agreement with the State Attorneys General. Of the total funds to be paid, \$129.7 million will be eligible for distribution to municipalities and other tax-exempt issuers. The Firm also consented to implement various remedial measures, including enhanced compliance policies and procedures.

- 5) In October 2011, CISC consented to the entry of an order of the Florida Office of Financial Regulation in connection with allegations that the Firm engaged in the investment advisory business within the State of Florida without three (3) individuals being registered as investment advisor representatives in the State of Florida. CISC paid an administrative fine in the amount of \$30,000.
- 6) In November 2011, CISC submitted an AWC to FINRA pursuant to which the Firm was fined, censured and required to provide remediation to customers who purchased certain unit investment

trusts (“**UITs**”) and floating rate funds. FINRA alleged that the Firm failed to establish systems and procedures adequate to supervise the sales of such UITs and floating rate funds. Without admitting or denying the allegations, CISC consented to the entry of FINRA’s findings, paid a monetary fine of \$1.7 million and agreed to compensate customers that suffered losses as a result of the alleged supervisory failures.

- 7) In November 2012, the SEC filed a complaint against JPMS and several of its affiliates in the District Court for the District of Columbia. The complaint related primarily to Bear Stearns’ alleged failure to disclose information regarding settlements entered into by a Bear Stearns affiliate with originators of loans that had been securitized into residential mortgage-backed securities (“**RMBS**”) trusts beginning in or about 2005. The complaint also alleged that JPMS, in connection with an RMBS offering by a J.P. Morgan affiliate in 2006, failed to include in the RMBS prospectus supplement’s delinquency disclosures approximately 620 loans that the SEC asserted were more than 30 days delinquent at the cut-off date for the offering. Based on the alleged misconduct described above, the complaint alleged that the defendants violated Sections 17(a)(2) and (3) of the Securities Act of 1933. In settlement of the action, the defendants submitted an executed Consent agreeing to the entry of judgment, without admitting or denying allegations made in the proceeding (other than those relating to the jurisdiction of the District Court over it and the subject matter). In January 2013, the District Court entered a judgment against the defendants that enjoined them from violating, directly or indirectly, Sections 17(a)(2) and (3) of the Securities Act. Additionally, the judgment required the defendants to pay disgorgement in the amount of \$177,700,000, prejudgment interest in the amount of \$38,865,536, and a civil monetary penalty of \$84,350,000.
- 8) On December 18, 2015, JPMS and JPMCB (together “**Respondents**”) entered into a settlement with the SEC resulting in the SEC issuing an order (“**Order**”). The Respondents consented to the entry of the order that finds that JPMS violated Sections 206(2), 206(4), and 207 of the Investment Advisers Act of 1940 and Rule 206(4)-7 and JPMCB violated Sections 17(a)(2) and 17(a)(3) of the Securities Act of 1933. The Order finds that JPMCB negligently failed to adequately disclose (a) from February 2011 to January 2014, a preference for affiliated mutual funds in certain discretionary investment portfolios (the “**Discretionary Portfolios**”) managed by JPMCB and offered through J.P. Morgan’s U.S. Private Bank (the “**U.S. Private Bank**”) and the Chase Private Client lines of business; (b) from 2008 to 2014, a preference for affiliated hedge funds in certain of those portfolios offered through the U.S. Private Bank; and (c) from 2008 to August 2015, a preference for retrocession-paying third-party hedge funds in certain of those portfolios offered through the U.S. Private Bank. With respect to JPMS, the Order finds that from May 2008 to 2013, JPMS negligently failed to adequately disclose, including in documents filed with the SEC, conflicts of interest associated with its use of affiliated mutual funds in CSP program, specifically, a preference for affiliated mutual funds, the relationship between the discounted pricing of certain services provided by an affiliate and the amount of CSP assets invested in affiliated products, and that certain affiliated mutual funds offered a lower-cost share class than the share class purchased for CSP. In addition, the Order finds that JPMS failed to implement written policies and procedures adequate to ensure disclosure of these conflicts of interest. Solely for the purpose of settling these proceedings, the Respondents consented to the Order, admitted to the certain facts set forth in the Order and acknowledged that certain conduct set forth in the Order violated the federal securities laws. The Order censures JPMS and directs the Respondents to cease-and-desist from committing or causing any violations and any future violations of the above-enumerated statutory provisions. Additionally, the Order requires the

Respondents to pay a total of \$266,815,000 in disgorgement, interest and civil penalty.

Concurrently, on December 18, 2015, JPMCB reached a settlement agreement with the Commodity Futures Trading Commission (“**CFTC**”) to resolve its investigation of JPMCB’s disclosure of certain conflicts of interest to discretionary account clients of J.P. Morgan Private Bank’s U.S.-based wealth management business. In connection with the settlement, the CFTC issued an order (“**CFTC Order**”) finding that JPMCB violated Section 4o(1)(B) of the Commodity Exchange Act (“**CEA**”) and Regulation 4.41(a)(2) by failing to fully disclose to certain clients its preferences for investing certain discretionary portfolio assets in certain commodity pools or exempt pools, namely (a) investment funds operated by J.P. Morgan Asset Management and (b) third-party managed hedge funds that shared management and/or performance fees with an affiliate of JPMCB. The CFTC Order directs JPMCB to cease-and-desist from violating Section 4o(1)(B) of the CEA and Regulation 4.41(a)(2). Additionally, JPMCB shall pay \$40 million as a civil penalty to the CFTC and disgorgement of \$60 million satisfied by disgorgement to be paid to the SEC by JPMCB and an affiliate in a related and concurrent settlement with the SEC.

For a copy of the Order, please go to <http://www.sec.gov/litigation/admin/2015/33-9992.pdf>.

- 9) On or about July 28, 2016, JPMS and JPMCB entered into a Consent Agreement (“**Agreement**”) with the Indiana Securities Division (“**ISD**”). The Respondents consented to the entry of the Agreement that alleged that certain conduct of the Respondents was outside the standards of honesty and ethics generally accepted in the securities trade and industry, in violation of 710 Ind. Admin. Code§ 4-10-1(23) (2016). Specifically, the Agreement alleged that between 2008 and 2013, JPMS failed to disclose to Indiana investors that certain proprietary mutual funds purchased for CSP clients offered institutional shares that were less expensive than the institutional shares JPMS chose for CSP clients. In addition, the Agreement alleged that from February 2011 to January 2014, no account opening document or marketing materials disclosed to Indiana investment management account clients or Indiana J.P. Morgan Investment Portfolio clients that JPMCB preferred to invest client assets in proprietary mutual funds, and that between 2008 and January 2014, JPMCB did not disclose its preference for investing certain investment management account assets in certain proprietary hedge funds to Indiana clients. Lastly, the Agreement alleged that JPMCB did not disclose its preference for placement-agent-fee-paying third-party hedge fund managers in certain investment management accounts to Indiana clients until August 2015. Solely for the purpose of settling these proceedings, the Respondents consented to the Agreement, with no admissions as to liability. In the Agreement, the Respondents agreed to pay a total of \$950,000 to resolve the ISD’s investigation.
- 10) In October 2018, JPMS submitted an AWC to FINRA pursuant to which JPMS was censured and required to certify in writing to FINRA that it had engaged in a risk-based review of Chase Wealth Management (CWM) client-facing third-party vendors, that it had corrected any issues detected, and that JPMS had established and implemented systems and policies and procedures (written or otherwise) reasonably designed to achieve compliance with applicable FINRA and NASD rules. JPMS had discovered and self-reported to FINRA that a vendor responsible for the automated realignment of portfolio assets (“rebalancing”) and the calculation of fees was not rebalancing certain accounts due to technology upgrades by the vendor. Similarly, the vendor had converted to a new billing platform that caused billing errors that went undetected. JPMS paid total restitution of \$4,620,140 to impacted customers and provided substantial assistance to FINRA by proactively undertaking an extensive lookback concerning its complex and systemic failures and reporting-related findings on an

ongoing basis. Without admitting or denying the findings, JPMS consented to the sanctions and to the entry of findings that it failed to establish and maintain a system and procedures reasonably designed to monitor and evaluate the performance of the vendor that handled certain Functions on behalf of the firm.

- 11) On January 9, 2020, JPMS entered into a settlement with the SEC² resulting in the SEC issuing an administrative order (the “**2020 Order**”). JPMS consented to the entry of the 2020 Order, which found that JPMS violated Section 17(a)(2) and 17(a)(3) of the Securities Act of 1933. The 2020 Order found that JPMS negligently omitted to state from at least January 2010 through December 2015 that (a) it received greater compensation from eligible customers’ purchases of more expensive mutual fund share classes, resulting in eligible customers not having sufficient information to understand that JPMS had a conflict of interest from sales of the more expensive share classes; and (b) the purchase of the more expensive share classes, when the customers were otherwise eligible for less expensive share classes, would negatively impact the overall return on the eligible customers’ investments, in light of the different fee structures for the different fund share classes. The 2020 Order also found that JPMS did not have adequate systems and controls in place to determine whether eligible customers were eligible to purchase the less expensive share classes. Solely for the purpose of settling this proceeding, JPMS consented to the 2020 Order, without admitting or denying the findings set forth in the 2020 Order. The 2020 Order censured JPMS and directed JPMS to cease-and-desist from committing or causing any violations and any future violations of Securities Act Sections 17(a)(2) and 17(a)(3). Additionally, the 2020 Order required JPMS to pay a total of \$1,822,438 in disgorgement, pre-judgment interest, and civil penalty.
- 12) On March 9, 2020, JPMS entered into an agreed order (the “**March 2020 Order**”) with the Kentucky Department of Financial Institutions (“**KDFI**”). JPMS consented to the entry of the March 2020 Order that alleged that JPMS failed to disclose conflicts of interest arising from preferences for J.P. Morgan Funds, in violation of KRS 292.320 and 808 KAR 10:450§2(8)(c) and (11)(a). Specifically, the March 2020 Order alleged that, between 2008 and 2013, JPMS failed to disclose to Kentucky investors that (i) CSP was designed and operated with a preference for J.P. Morgan Funds, (ii) there was an economic incentive to invest CSP assets in J.P. Morgan Funds as a result of discounted pricing for services provided to JPMS for CSP by a JPMS affiliate, and (iii) until November 2013, JPMS failed to disclose to CSP clients the availability of certain less expensive J.P. Morgan Fund share classes. Solely for the purpose of settling these proceedings, JPMS consented to the March 2020 Order, with no admissions as to liability. JPMS agreed to pay a total of \$325,000 to resolve the KDFI investigation.
- 13) In September 2020, JPMS, together with JPMC and JPMCB (collectively, “**JPMorgan**”) agreed to an administrative resolution with the CFTC for violations of the CEA and CFTC regulations related to manipulation, attempted manipulation and spoofing, as well as a charge against JPMS for failure to supervise. As described in the CFTC’s Order, from at least 2008 through 2016, former JPMorgan traders placed hundreds of thousands of spoof orders of precious metals futures and U.S. treasuries (“**UST**”) futures on exchanges, and, on occasion, engaged in manipulation related to precious metals barrier options. The CFTC Order further states that JPMS failed to identify, adequately investigate, and put a stop to misconduct, despite red flags, including internal surveillance alerts, inquiries from CME and the CFTC, and internal allegations of misconduct. JPMorgan consented to the entry of the CFTC Order without admitting or denying the findings contained therein, except to the extent that admissions were made in the related resolutions, described below, with the United States Department of Justice, Criminal Division, Fraud Section, and the United States Attorney’s

Office for the District of Connecticut (together, “**DOJ**”) and the SEC. JPMS also agreed to an administrative resolution with the SEC for violations of Section 17(a)(3) of the Securities Act of 1933. Pursuant to the SEC Order, JPMS admitted to hundreds of manipulative trading events involving spoofing by certain former JPMorgan traders in the UST cash securities secondary market between April 2015 and January 2016. JPMC separately entered into a deferred prosecution agreement (“**DPA**”) with DOJ with respect to a criminal information, charging JPMC with two counts of wire fraud (the “**Information**”) related to the same conduct underlying the CFTC and SEC Orders. JPMS and JPMCB also agreed to certain terms and obligations of the DPA. JPMorgan admitted, accepted, and acknowledged responsibility for the acts of its officers, directors, employees, and agents as described in the Information and the Statement of Facts accompanying the DPA, and that the allegations described therein are true and accurate. In resolving these three actions, JPMorgan agreed to pay a total of \$920,203,609 to DOJ, CFTC, and SEC, consisting of civil and criminal monetary penalties, restitution, and disgorgement. JPMorgan agreed to cease and desist from any further violations, and also agreed, among other things, to certain cooperation, remediation, and reporting requirements.

B. Other Financial Industry Activities and Affiliations

JPMS’ primary business is providing brokerage products and services as a bank-affiliated broker-dealer and making available to its customers, in addition to investment advisory services, a variety of bank, securities and insurance products through its affiliates. JPMS’ officers, managers and IARs spend the majority of their time in administrative or supervisory duties with broker-dealer activities rather than investment advisor activities.

JPMS is affiliated with several other SEC registered broker-dealers, investment companies, investment advisers, insurance agencies, mortgage companies and JPMorgan Chase Bank, N.A. Other registered investment advisers, collectively referred to as “**JPMorgan Asset Management**,” are affiliated with JPMS under the common ownership by JPMorgan Chase & Co. JPMIM, an Affiliated Portfolio Manager serves as the investment adviser to the various J.P. Morgan Funds. Program clients, by selecting a Program, Model or Investment Strategy which uses affiliated Portfolio Managers, or by investing in J.P. Morgan Funds within their Program Account, should note that JPMC receives more overall fees. JPMS affiliates will benefit from such selection and/or purchase as the result of receipt of the investment advisory fees. JPMS addresses this conflict through disclosure to clients.

JPMS can receive as additional compensation distribution (Rule 12b-1) fees on money market fund assets held in Program Accounts. If a client selects a money market fund for which an affiliate of JPMS serves as investment advisor, the client will pay both its pro rata share of the money market funds advisory fees paid to JPMS or an affiliate, as well as the Advisory Fee on the assets invested in the money market fund. However, any 12b-1 fees received by JPMS will be credited to the client’s Program Account.

C. Material Relationships with Related Persons and Potential Conflicts of Interest

JPMS has certain relationships or arrangements with related persons that are material to its advisory business or its clients. Below is a description of such relationships and some of the conflicts of interest that arise from them. JPMS has adopted policies and procedures reasonably designed to appropriately prevent, limit or mitigate conflicts of interest that arise between JPMS and its Affiliates. These policies and procedures include information barriers designed to prevent the flow of information between JPMS and certain other Affiliates, as more fully described below.

The use of affiliates to provide services to clients creates certain conflicts of interest for JPMS, JPMIM and JPMPI. Among other things, there are financial incentives for JPMS, JPMIM and JPMPI affiliates, including its parent company, JPMorgan Chase & Co., to favor affiliated service providers over non-affiliated service providers, and compensation of supervised

persons of JPMS, JPMIM and JPMPI generally is directly or indirectly related to the financial performance of JPMC.

Affiliated Portfolio Managers in the Advisory Program and FIAP

JPMS and IARs can recommend to clients Portfolio Managers that are affiliated with JPMS. Should clients select an affiliated Portfolio Manager, it is important to note that JPMC receives more overall fees when affiliated portfolio managers are used. JPMS addresses this through disclosure to clients.

Affiliated Fund Advisors and Model Managers

Funds, including money market funds, pay fees and expenses that are ultimately borne by clients. Clients can review the applicable prospectuses for Funds in the Program for additional information about these fees and expenses. These fees and expenses are in addition to the Advisory Fee. See “Other Fees and Expenses” in Item 4 above for more information.

Affiliates of JPMS provide investment advisory and other services to the J.P. Morgan Funds for compensation. Therefore, because JPMS and its affiliates will in the aggregate receive more revenue when Program Accounts are invested in J.P. Morgan Funds than they would receive if the Program Accounts were invested in non-J.P. Morgan Funds, JPMS has a conflict of interest when Program Accounts are invested in J.P. Morgan Funds. The use of affiliated Model Managers in the Programs is also a benefit to JPMS and its affiliates since it increases the overall revenue of affiliates of JPMS and their parent company. JPMS addresses this conflict through disclosure and subjecting the J.P. Morgan Funds and non-J.P. Morgan Funds to the investment process described in Item 6 above. See “Important Information About Your Investments and Potential Conflicts of Interest” in Item 6 above for more information on the use of J.P. Morgan Funds.

Securities Allocations and Limitations

JPMS is part of a large financial services firm. In connection with providing investment advisory services to its clients, JPMS uses the products or services of its affiliates or other related persons, as described both above and below. JPMS and/or its affiliates can receive more compensation from certain accounts that use strategies similar to those used by Program Accounts (“**Similar Accounts**”) than it or its affiliates receive from Program Accounts. JPMS or its affiliates has a conflict of interest to the extent that JPMS or an affiliate has a proprietary investment in Similar Accounts, the Portfolio Managers have personal investments in Similar Accounts, or the Similar Accounts are investment options in JPMS’ or its affiliates’ employee benefit plans.

JPMS and its affiliates maintain certain investment limitations on the positions in securities, or other financial instruments, that JPMS or its affiliates will take on behalf of its various clients due to, among other things: (i) liquidity concerns, (ii) operational considerations, (iii) regulatory requirements applicable to JPMS or its affiliates, and (iv) internal policies related to such concerns or requirements, in light of the management of multiple portfolios and businesses by JPMS and its affiliates. Such policies preclude JPMS or its affiliates from purchasing certain securities for clients, and can cause JPMS to sell certain securities held in client accounts.

Potential conflicts of interest can arise with both the aggregation and allocation of securities transactions and allocation of investment opportunities because of market factors or investment restrictions imposed upon JPMS and its affiliates by law, regulation, contract or internal policies. Allocations of aggregated trades, particularly trade orders that were only partially completed due to limited availability and allocation of investment opportunities generally, could raise a potential conflict of interest as JPMS or its affiliates can have an incentive to allocate securities that are expected to increase in value to favored accounts. JPMS mitigates this conflict by using equitable guidelines adopted by JPMS and affiliates to allocate trade orders among Program Accounts.

A potential conflict of interest also can arise if transactions in one account closely follow related transactions in a different account, such as when a purchase increases the value of securities previously purchased by another

account or when a sale in one account lowers the sale price received in a sale by a second account.

ADR Fees in CSP, JPMCAP and the Advisory Program

The Overlay Manager and Portfolio Managers can place orders for shares of foreign companies on foreign exchanges and convert the shares to ADRs for client Accounts and for their client’s portfolios, if the total cost of the purchase and conversion is better than directly purchasing the ADRs. To the extent that a subsidiary of J.P. Morgan assists in the conversion of foreign stock, JPMS affiliates will receive additional compensation from the transaction but in no event should the total cost of the purchase and conversion costs exceed the cost if they had originally purchased the ADR in U.S. markets.

Fractional Shares in CSP, JPMCAP and the Advisory Program

In order to comply with principal trade restrictions, orders for the Programs are routed for agency execution. Where permissible by applicable law, and after complying with applicable regulatory requirements, we can route orders for clients for execution as principal. Fractional shares, for example, are created as a result of the division of an account or a transfer into the Program Account from an outside firm. As an accommodation to a client, fractional shares can be sold on a principal basis to JPMS at the same price as whole shares of the same issuer are sold to a third party.

Distribution and Other Fees and Revenue Sharing

JPMS receives distribution fees from certain mutual funds pursuant to Rule 12b-1 under the Investment Company Act of 1940. If JPMS receives 12b-1 fees on load-waived Class A shares, it will credit these fees to the client’s Program Account. JPMS, directly or indirectly, receives servicing or administrative fees for certain Funds that are held in a client’s Account. Please see the discussion of “Share Classes” in Item 4 above for more information on the receipt of administrative and servicing fees. In addition, JPMS’ affiliates receive licensing fees for their indices used by unaffiliated ETFs or other product sponsors.

JPMS has negotiated revenue sharing arrangements with a number of mutual funds and mutual fund families. Some of these mutual funds are available in the Programs, and JPMS will receive additional revenue on either the mutual fund assets in Program Accounts or on the initial purchase of these mutual funds. Some of the mutual funds make revenue sharing payments to JPMS for mutual funds held in brokerage accounts for which JPMS does not provide investment advisory services. Additional information about these arrangements is available at <https://www.chase.com/content/dam/chasecom/en/investments/documents/understanding-revenue-sharing.pdf>.

IARs are not compensated from JPMS’ receipt of shared revenues received from mutual funds.

J.P. Morgan’s Use and Ownership of Trading Systems

JPMS may effect trades on behalf of program accounts through exchanges, electronic communications networks, alternative trading systems and similar execution systems and trading venues (collectively, “**Trading Systems**”), including Trading Systems in which J.P. Morgan has a direct or indirect ownership interest. J.P. Morgan will receive indirect proportionate compensation based upon its ownership percentage in relation to the transaction fees charged by such Trading Systems in which it has an ownership interest. An up-to-date list of all Trading Systems through which JPMS might trade and in which J.P. Morgan has an ownership interest can be found at <https://www.jpmorgansecurities.com/pages/am/securities/legal/ecn>. Such Trading Systems (and the extent of J.P. Morgan’s ownership interest in any Trading System) may change from time to time. JPMS addresses this conflict by disclosure to its clients.

Ownership Interest in J.P. Morgan Stock

Certain asset management firms (each, an “asset manager”) through their funds and separately managed accounts currently hold a 5% or more ownership interest in J.P. Morgan publicly traded stock. This ownership

interest presents a conflict of interest when JPMCB, JPMS, JPMPI and J.P. Morgan (collectively “JPM”) recommends or purchases the publicly traded security of the asset manager or the separately managed accounts or funds that are managed or advised by the asset manager. JPM addresses this conflict by disclosing the ownership interest of the asset manager and by subjecting the asset manager’s separately managed accounts and funds to a research process. Additionally, the financial advisers and portfolio managers that may purchase or recommend securities, separately managed accounts and funds of an asset manager that has an ownership interest in J.P. Morgan do not receive any additional compensation for that purchase or recommendation. A fund ownership interest in J.P. Morgan can cause the fund and its affiliates to determine that they are unable to pursue a transaction or the transaction will be limited or the timing altered. J.P. Morgan monitors ownership interests in J.P. Morgan for regulatory purposes and to identify and mitigate actual and perceived conflicts of interest. As of December 31, 2019, both Vanguard and BlackRock hold more than a 5% interest in J.P. Morgan.

Payment for Order Flow

JPMS may pay from time to time for certain order flow in the form of discounts, rebates, reductions of fees or credits. As a result of sending orders to certain trading centers, JPMS receives payment for order flow in the form of discounts, rebates, reductions of fees or credits. Under some circumstances, the amount of such remuneration may exceed the amount that JPMS is charged by such trading centers. This does not alter JPMS’ obligation as a broker-dealer and its policy to route customer orders to the trading center where it believes clients will receive the best execution, taking into account, among other factors, price, transaction cost, volatility, market depth, quality of service, speed and efficiency.

J. P. Morgan’s Use of Index Products

JPMS or one of its affiliates develop or own and operate stock market and other indexes based on investment and trading strategies developed by JPMS or its affiliates or assist unaffiliated entities in creating indexes that are tracked by certain ETFs utilized by JPMS or an affiliate. Some of the ETFs for which an affiliate of JPMS acts as investment adviser (the “JPM ETFs”) seek to track the performance of these indexes. JPMS and its affiliates, from time to time, manage client accounts that invest in these JPM ETFs. In addition, JPMS and its affiliates manage client accounts which track the same indexes used by the JPM ETFs or which are based on the same, or substantially similar, strategies that are used in the operation of the indexes and the JPM ETFs. The operation of the indexes, the JPM ETFs and client accounts in this manner give rise to potential conflicts of interest. For example, client accounts that track the same indexes used by the JPM ETFs may engage in purchases and sales of securities relating to index changes prior to the implementation of index updates or the time as of which the JPM ETFs engage in similar transactions because the client accounts may be managed and rebalanced on an ongoing basis, whereas the JPM ETFs’ portfolios are only rebalanced on a periodic basis corresponding with the rebalancing of an index. These differences can result in the client accounts having more favorable performance relative to that of the index and the JPM ETFs or other client accounts that track the index. Other conflicts include the potential for unauthorized access to index information, allowing index changes that benefit JPMS or other client accounts and not the investors in the JPM ETFs. JPMS and its affiliates have established certain information barriers and other policies to address the sharing of information between different businesses within JPMS and its affiliates, including with respect to personnel responsible for maintaining the indexes and those involved in decision-making for the JPM ETFs. In addition, as described above, JPMS has adopted a code of ethics.

Other Compensation from ETFs

Certain ETFs in which account assets are invested in for the Programs execute transactions for their portfolios through JPMS or an affiliate as broker-dealer, and JPMS or an affiliate receives traditional brokerage compensation and fees from the ETFs in connection with these transactions. Such compensation presents a conflict of interest between JPMS and Program clients because JPMS has a financial incentive to invest

Program account assets in such ETFs: (1) in the hope or expectation that increasing the amount of assets invested with the ETFs will increase the number and/or size of transactions placed by the ETFs for execution by JPMS or an affiliate or other related person, and thereby result in increased compensation to JPMS and its affiliates and other related persons in the aggregate; and (2) to benefit the ETFs and thereby preserve and foster valuable brokerage relationships with the ETFs.

Portfolio Manager Trading Practices in the Advisory Program and FIAP

Certain Portfolio Managers can execute trades for institutional and other non-wrap fee clients before executing trades for clients in SMA programs, such as the “Advisory Program” and “Fixed Income Advisory Program.” As a result, Program Accounts can pay a higher price, or receive a lower price, than the Portfolio Manager’s trades in the same security for institutional or other clients. Trade execution practices of the Portfolio Managers are described in the Portfolio Manager Disclosure Document, which is provided to Program clients.

Principal Transactions in the Advisory Program and FIAP

Certain Portfolio Managers can effect securities transactions through JPMS or a related person, acting as a broker or dealer, subject to best execution obligations. In connection with transactions executed for Program Accounts, when permitted by applicable law and JPMS policy, JPMS, acting on behalf of client Accounts, from time to time enters into transactions in securities and other instruments with or through JPMC, and causes Accounts to engage in principal transactions. A “principal transaction” occurs if JPMS, acting on behalf of client Accounts, knowingly buys a security from, or sells a security to, JPMS or its Affiliate’s own account.

When acting as principal (typically in connection with transactions in certain fixed income securities), and in accordance with applicable law, JPMS or its affiliate can charge a “dealer spread” (i.e., the difference between the bid price and the offer price), which will be incorporated into the net price paid (for purchases) or received (for sales) by the client in the transaction. Dealer spreads charged to the client and received by JPMS or its affiliates are not covered by and are in addition to the Advisory Fee. Therefore, by acting in a principal capacity, JPMS or its affiliates can earn additional amounts at the expense of the client, JPMS and its affiliates and parent company have a financial interest in JPMS or its affiliates acting in such capacity in connection with transactions in Program Accounts that conflict with the client’s interest regarding the payment of dealer spreads.

JPMorgan Chase Bank, N.A.

JPMCB is a national banking association affiliated with JPMS and is subject to supervision and regulation by the U.S. Department of Treasury’s Office of the Comptroller of the Currency. JPMCB provides investment management, trustee, custody, and other services to both institutional and non-institutional clients. See Item 4 for additional conflicts of interest and other information relating to the sweep Deposit Account.

All (or substantially all) IARs are employees of JPMCB. In their capacities as employees of JPMCB and outside of the Program, IARs may market and sell to clients products and services of JPMCB and be compensated in connection with such sales.

D. Participation or Interest in Client Transactions and Other Conflicts of Interest

J.P. Morgan Acting in Multiple Commercial Capacities

J.P. Morgan is a diversified financial services firm that provides a broad range of services and products to its clients and is a major participant in the global currency, equity, commodity, fixed-income and other markets in which JPMS client Accounts invest. J.P. Morgan is typically entitled to compensation in connection with these activities and the Program clients will not be entitled to any such compensation. In providing services and products to clients other than JPMS’ clients, J.P. Morgan, from time to time, faces conflicts of interest with respect to activities recommended to or performed for JPMS clients on one hand and for J.P. Morgan’s other clients on the other hand. For example, J.P. Morgan has and continues to seek to

develop banking and other financial and advisory relationships with numerous U.S. and non-U.S. persons and governments. J.P. Morgan also advises and represents potential buyers and sellers of businesses worldwide. JPMS client Accounts have invested in, and in the future may invest in, such entities represented by J.P. Morgan or with which J.P. Morgan has a banking, advisory or other financial relationship. In addition, certain clients of J.P. Morgan, including JPMS clients, invest in entities in which J.P. Morgan holds an interest, including a J.P. Morgan Fund or J.P. Morgan ETF. In providing services to its clients and as a participant in global markets, J.P. Morgan, from time to time, recommends or engages in activities that compete with or otherwise adversely affect a JPMS client account or its investments. It should be recognized that such relationships can preclude JPMS' clients from engaging in certain transactions and can also restrict investment opportunities that would otherwise be available to JPMS clients. For example, J.P. Morgan is often engaged by companies as a financial adviser, or to provide financing or other services, in connection with commercial transactions that are potential investment opportunities for JPMS' clients. There are circumstances in which advisory accounts are precluded from participating in such transactions as a result of J.P. Morgan's engagement by such companies. J.P. Morgan reserves the right to act for these companies in such circumstances, notwithstanding the potential adverse effect on JPMS' clients. In addition, J.P. Morgan derives ancillary benefits from providing investment advisory, custody, administration, prime brokerage, transfer agency, fund accounting and shareholder servicing and other services to JPMS' clients, and providing such services to JPMS' clients enhances J.P. Morgan's relationships with various parties, facilitate additional business development, and enable J.P. Morgan to obtain additional business and generate additional revenue.

The following are descriptions of certain additional conflicts of interest and potential conflicts of interest that are associated with the financial or other interests that JPMS and J.P. Morgan have in transactions effected by, with or on behalf of its clients. In addition to the specific mitigants described further below, JPMS has adopted policies and procedures reasonably designed to appropriately prevent, limit or mitigate conflicts of interest. In addition, many of the activities that create these conflicts of interest are limited and/or prohibited by law, unless an exception is available.

J.P. Morgan or JPMS' related persons provide financial, consulting, investment banking, advisory, brokerage (including prime brokerage) and other services to, and receive customary compensation from, an issuer of equity or debt securities held by client Accounts. Any fees or other compensation received by J.P. Morgan in connection with such activities will not be shared with the Program clients or used to offset fees charged to Program clients. Such compensation could include financial advisory fees, monitoring fees, adviser fees or fees in connection with restructurings or mergers and acquisitions, as well as underwriting or placement fees, financing or commitment fees, trustee fees and brokerage fees.

Additionally, from time to time, directors, officers and employees of JPMS serve on the board of directors or hold another senior position with a corporation, investment fund manager or other institution which may desire to sell an investment to, acquire an investment from or otherwise engage in a transaction with, JPMS clients. The presence of such persons in such circumstances may require the relevant person to recuse himself or herself from participating in the transaction or cause JPMS, a corporation, investment fund manager or other institution to determine that it (or its client) is unable to pursue the transaction because of a potential conflict of interest. In such cases, the investment opportunities available to JPMS clients and the ability of such clients to engage in transactions or retain certain investments or assets will be limited.

Investing in Securities which JPMS or a Related Person Has a Material Financial Interest

Recommendation or Investments in Securities that the Adviser or Its Related Persons also Purchase or Sell

JPMS and its related persons recommend or invest securities on behalf of its clients that JPMS and its related persons also purchase or sell. As a

result, positions taken by JPMS and its related persons may be the same as or different from, or made contemporaneously or at different times than, positions taken for clients of JPMS. As these situations involve actual or potential conflicts of interest, JPMS has adopted policies and procedures relating to personal securities transactions, insider trading and other ethical considerations. These policies and procedures are intended to identify and mitigate actual and perceived conflicts of interest with clients and to resolve such conflicts appropriately if they do occur. The policies and procedures contain provisions regarding pre-clearance of employee trading, reporting requirements and supervisory procedures that are designed to address potential conflicts of interest with respect to the activities and relationships of related persons that might interfere or appear to interfere with making decisions in the best interest of clients, including the prevention of front-running. In addition, JPMS has implemented monitoring systems designed to ensure compliance with these policies and procedures.

J.P. Morgan's Proprietary Investments

JPMS, J.P. Morgan and any of their directors, partners, officers, agents or employees, also buy, sell or trade securities for their own accounts or the proprietary accounts of JPMS and/or J.P. Morgan. JPMS and/or J.P. Morgan, within their discretion, and can make different investment decisions and take other actions with respect to their proprietary accounts than those made for client accounts, including the timing or nature of such investment decisions or actions. Further, JPMS is not required to purchase or sell for any client account securities that it, J.P. Morgan, and any of their employees, principals or agents may purchase or sell for their own accounts or the proprietary accounts of JPMS or J.P. Morgan. JPMS, J.P. Morgan and their respective directors, officers and employees face a conflict of interest as they will have income or other incentives to favor their own accounts or the proprietary accounts of JPMS or J.P. Morgan.

Conflicts of Interest Created by Contemporaneous Trading

Positions taken by a certain client account may also dilute or otherwise negatively affect the values, prices or investment strategies associated with positions held by a different client account. For example, this can occur when investment decisions for one client are based on research or other information that is also used to support portfolio decisions by JPMS or an affiliate for a different client following the same, similar or different investment strategies or by an affiliate of JPMS in managing its clients' accounts. When a portfolio decision or strategy is implemented for an account ahead of, or contemporaneously with, similar portfolio decisions or strategies for JPMS or an affiliate's other client (whether or not the portfolio decisions emanate from the same research analysis or other information), market impact, liquidity constraints or other factors could result in one account being disadvantaged or receiving less favorable investment results than the other account, and the costs of implementing such portfolio decisions or strategies could be increased.

In addition, it is also perceived as a conflict of interest when activity in one account closely correlates with the activity in a similar account, such as when a purchase by one account increases the value of the same securities previously purchased by another account, or when a sale in one account lowers the sale price received in a sale by a second account. Furthermore, if JPMS or an affiliate manages accounts that engage in short sales of securities in which other accounts invest, JPMS or an affiliate could be seen as harming the performance of one account for the benefit of the account engaging in short sales if the short sales cause the market value of the securities to fall. Also, certain private funds managed by JPMS or its affiliates hold exclusivity rights to certain investments and therefore, other clients are prohibited from pursuing such investment opportunities.

E. Trade Errors

Trade errors and other operational mistakes occasionally occur in connection with the management of funds and client Accounts. JPMS has developed policies and procedures that address the identification and correction of trade errors. Errors can result from a variety of situations including, situations involving portfolio management (e.g., inadvertent

violation of investment restrictions) trading, processing or other functions (e.g., miscommunication of information, such as wrong number of shares, wrong price, wrong account, calling the transaction a buy rather than a sell and vice versa, etc.). JPMS policies and procedures require that all errors affecting client Accounts be resolved promptly and fairly. Under certain circumstances, JPMS considers whether it is possible to adequately address an error through cancellation, correction, reallocation of losses and gains or other means. The intent of the policy is to restore a client Account to the appropriate financial position considering all relevant circumstances surrounding the error.

F. Code of Ethics

JPMS has adopted the JPMS Code of Ethics (the “Code of Ethics”) pursuant to Rule 204A-1 under the Advisers Act. The Code of Ethics is designed to ensure that JPMS and its supervised persons comply with applicable federal securities laws and place the interests of clients first in conducting personal securities transactions. The Code of Ethics imposes certain restrictions on securities transactions in the personal accounts of covered persons to help avoid or mitigate conflicts of interest, as described more fully below. A copy of the Code of Ethics is available free of charge to any client upon request by contacting your client service representative or financial adviser.

The Code of Ethics contains policies and procedures relating to:

Account holding reports, personal trading, including reporting and pre-clearance requirements for all personnel of JPMPI; confidentiality obligations to clients set forth in the JPMC privacy notices; conflicts of interest, which includes guidance relating to restrictions on trading on MNPI, gifts and entertainment, political and charitable contributions and outside business activities; and escalation guidelines for reporting Code of Ethics violations.

In general, the personal trading rules under the Code of Ethics require that accounts of JPMS personnel be maintained with an approved broker and that all trades in reportable securities for such accounts be pre-cleared and monitored by compliance personnel. The Code of Ethics also prohibits certain types of trading activity, such as short-term and speculative trades. JPMS personnel must obtain approval prior to engaging in all covered security transactions, including those issued in private placements. In addition, JPMS personnel are not permitted to buy or sell securities issued by JPMC during certain periods throughout the year. Certain “Access Persons” (defined as persons with access to non-public information regarding JPMS’ recommendations to clients, purchases, or sales of securities for client accounts and advised funds) are prohibited from executing personal trades in a security or similar instrument five business days before and after a client or fund managed by that Access Person transacts in that security or similar instrument. In addition, Access Persons are required to disclose household members, personal security transactions and holdings information. These disclosure obligations and restrictions are designed to mitigate conflicts of interest that arise if Access Persons transact in the same securities as advisory clients.

Additionally, all JPMS personnel are subject to the JPMC firm-wide policies and procedures including those found in the JPMC Code of Conduct (the “Code of Conduct”). The Code of Conduct sets forth restrictions regarding confidential and proprietary information, information barriers, private investments, outside business activities and personal trading. All JPMC employees, including JPMS personnel, are required to familiarize themselves, comply, and attest annually to their compliance with provisions of the Code of Conduct’s terms as a condition of continued employment.

G. Review of Accounts

Clients have ongoing reasonable access, during normal business hours, to an IAR or a centralized team of IARs, who are available for consultation regarding clients’ Program Accounts. IARs are an essential component of the Programs and provide clients with nondiscretionary advisory services and Account maintenance support.

JPMS contacts clients at least once annually to determine whether there have been any changes in the client’s financial situation, investment objectives or investment restrictions that would require changes to the client’s Program Account. To ensure that the Program and the selected Model, Investment Strategy and/or Portfolio Manager remain suitable for the client, Clients are instructed to promptly notify their IAR or JPMS of any material changes to their investment objectives and/or financial situation.

As most Program Accounts are managed in a similar manner according to the Model or Investment Strategy selected by the client, JPMS does not review individual trades or individual Program Accounts. As described in this Brochure, JPMS periodically reviews Model composition, Funds available, Investment Strategies, Model Managers and the Portfolio Managers available in the Programs to assure that the Models, Funds, Model Managers, Investment Strategies and Portfolio Managers continue to meet the Program requirements. For Program Accounts that have requested investment restrictions, JPMS periodically monitors the Accounts to ensure compliance with the requested investment restrictions.

JPMS, JPMPI, JPMIM and Model Manager personnel who are knowledgeable about the management of client Program Accounts are available for client consultation upon reasonable request.

The information in this Brochure does not include all the specific review features associated with each Model, Fund, Investment Strategy, Model Manager and Portfolio Manager. Clients are urged to ask questions regarding JPMS’ or JPMPI’s review process applicable to a particular Model, Model Manager, Fund, Investment Strategy or Portfolio Manager, to read all product-specific disclosures, and to determine whether a particular Model, Model Manager, Fund, Investment Strategy, Portfolio Manager or type of security is suitable for their Account in light of their circumstances, investment objectives and financial situation.

Clients receive Account statements from the custodian at least quarterly and also receive quarterly performance reports. See “Trade Confirmations, Statements and Performance Reporting” above.

JPMS does not provide tax advice, and the Account reviews should not be construed as tax advice. Account reviews are not a substitute for careful review of Account statements or tax reporting forms.

If a client requests tax harvesting, JPMS or the Portfolio Manager may sell certain investments at a gain or loss to offset the client’s tax liability. If utilizing tax harvesting, the client’s account holdings can differ from those accounts that do not utilize such election, and therefore performance will likely differ. JPMS or the Portfolio Manager may reject a client’s request for tax harvesting in whole or in part, at its discretion.

H. Client Referrals and Other Compensation

Program Accounts are offered and sold only through IARs associated with JPMS. JPMS does not engage any unaffiliated third-party cash solicitation or referral arrangements to refer prospective new Program clients to JPMS. However, pursuant to an agreement between JPMS and JPMCB, an affiliate, JPMCB can compensate its employees for referring clients to JPMS for various products and services, including the Program and other advisory products and services. Any such payments to JPMCB employees shall not increase the total account fees paid by the client.

I. Financial Information

JPMS is not aware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to its clients, nor has JPMS been the subject of a bankruptcy petition at any time during the past ten years.