

## Key Information Document

This document provides you with key information about this investment product. It is not marketing material. The information is required by law to help you understand the nature, risks, costs, potential gains and losses of this product and to help you compare it with other products.

You are about to purchase a product that is not simple and may be difficult to understand.

Product name	Defensive Certificate 8.50% Italian Equity Linked Coupon Target 90% Protected due 2028
Product identifier	ISIN: XS2779833115 Common Code: 277983311
Listings	Borsa Italiana SeDeX
PRIP manufacturer	J.P. Morgan SE (www.jpmorgan-key-information-documents.com). J.P. Morgan SE is an indirect principal subsidiary of JPMorgan Chase & Co. in Germany. The product issuer is Defensive Certificates PLC, a public limited company incorporated under the laws of the Republic of Ireland. Call +49 69 71241133 for more information.
Competent authority of the PRIP manufacturer	Authorised as a credit institution by the Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) and supervised by the BaFin and the Deutsche Bundesbank
Date and time of production	12 March 2024 14:30 London local time

### 1. What is this product?

Type	English law governed certificates
Term	The product has a fixed term and will be due on 7 July 2028, subject to the occurrence of an early termination event.
Objectives (Terms that appear in bold in this section are described in more detail in the table(s) below.)	The product is designed to provide a return in the form of (1) contingent interest payments linked to the performance of a basket of <b>reference shares</b> and (2) a cash payment on termination of the product linked to (i) the value of <b>collateral fund shares</b> held by the <b>issuer</b> and (ii) the performance of a basket of <b>reference shares</b> , subject in each case to the occurrence of an early termination event resulting in early termination of the product. The product has a fixed term and will terminate on the <b>maturity date</b> , unless terminated early.

Interest: If the product has not terminated early then on each **interest payment date** you will receive an interest amount calculated by multiplying (1) the **product notional amount** by (2) the interest rate and then applying the **day count fraction** to adjust this amount to reflect the length of the **interest period**. The interest rate in respect of any **interest period** will be equal to (a) if on the **valuation date** immediately preceding such **interest payment date** the **reference share worst performance** is greater than or equal to 80 per cent., 8.50 per cent. per annum; or (b) otherwise, the interest amount will be zero.

Termination on the **maturity date**: If the product has not terminated early, on the **maturity date**, you will receive a cash payment in the **product currency** equal to (subject to the extent of the secured assets held by the **issuer** for this series): (i) 100 per cent. of EUR 1,000, minus (ii) the **redemption deduction amount**, plus (iii) subject to a minimum amount of zero, the product's *pro rata* share of the aggregate redemption amount in respect of the **collateral fund shares** payable on their maturity date, less the aggregate **product notional amount**.

Early termination following an early termination event: Certain early termination events may lead to an early termination of the product, including (i) early termination of the **swap agreement** in accordance with its terms (whether by the **issuer** or the **swap counterparty**) as a result of certain default or termination events (including following the occurrence of certain regulatory events), (ii) certain tax events in relation to the product, (iii) certain events of default in relation to the product (including certain events of default in relation to the **collateral fund shares** or default by the **custodian** or the **principal paying agent**), (iv) a tax-related early repayment or redemption of the **collateral fund shares**, (v) certain tax events in relation to the **collateral fund shares** of the **issuer**, (vi) the determination by the **product calculation agent** that the market value of the product is less than, or equal to 30.00 per cent. of the **product notional amount**, (vii) the occurrence of certain events in respect of the **fund**, including: (a) insolvency in respect of the **fund**, its management company or any of its service providers, (b) a merger or other consolidation in respect of the **fund**, (c) a termination of the **fund**, (d) nationalisation of the **fund**, (e) any litigation involving the **fund** or (f) events which affect the calculation of the net asset value and performance of the **fund**, (viii) the occurrence of certain extraordinary events with respect to any **reference share**, including: (a) a merger or tender offer in respect of a **reference share**, (b) a nationalisation of any of the **reference shares** or assets of any of the **reference share** issuers, (c) an insolvency filing or other similar proceedings affecting any of the **reference share** issuers which impact on the transferability of the **reference share** or (d) a delisting of the relevant **reference share** on an exchange; or (ix) as a result of the occurrence of certain additional disruption events with respect to any **reference share**, including: (a) a change in any applicable law, or a change in the interpretation of any applicable law, pursuant to which it has (or, it will, within the next 15 days prior to the maturity of the Certificates) become unlawful or illegal to hold, acquire or dispose of any of the **reference shares** or (b) any issuer of the **reference shares** becomes subject to insolvency or similar proceedings. If the product becomes subject to early termination following such early redemption event, the **collateral fund shares** will be liquidated, the **swap agreement** will terminate and the product will terminate on the early redemption date. On the early redemption date you will receive a cash payment equal to (A) the lower of (i) the **product notional amount** and (ii) the product's *pro rata* share of liquidation proceeds of the **collateral fund shares**, plus (if positive) or minus (if negative) (B) the product's *pro rata* share of any termination payment payable under the **swap agreement**, plus (C) subject to a minimum amount of zero, the product's *pro rata* share of liquidation proceeds of the **collateral fund shares** less the **product notional amount**, minus (D) the product's *pro rata* share of any claims that rank in priority to the product.

Your initial investment is not protected. The termination payment under the **swap agreement** will be based on the value, to the determining party, of the **swap agreement** as at the early termination date, taking into account all of the amounts that would have been payable by each party thereunder if the **swap agreement** had not terminated (and the credit support assets posted to the **issuer** by the **swap counterparty**). This amount could be negative (in which case the termination payment would be made by the determining party) or positive (in which case the termination payment would be made by the other party). The termination payment will usually be calculated by the **swap counterparty**, unless the **swap counterparty's** default triggered the termination of the **swap agreement**. You may not make any profit and you may lose some or all of your initial investment.

Underlying market	Single fund share repackaging	Product calculation agent	J.P. Morgan Securities plc
Product notional amount	EUR 1,000	Issue date	18 April 2024
Product currency	Euro (EUR)	Maturity date	7 July 2028
Interest period	Each period from, and including, an <b>interest payment date</b> (or 7 July 2024, in the case of the initial <b>interest period</b> ) to, but excluding, the next <b>interest payment date</b> (or the <b>maturity date</b> , in the case of the final <b>interest period</b> )	Trade date	18 April 2024
Valuation date	2 December 2024 and 30 June in each year from, and including, 2025 to, and including, 2028 and with a final valuation date on 30 June 2028	Day count fraction	30/360
Collateral fund shares	Up to EUR 100,000,000 Class I Shares in Smart Global Defence Zero Coupon Finco AM Fund due 30 June 2028	Swap counterparty	J.P. Morgan SE
Reference share worst performance	The value determined by the <b>product calculation agent</b> by dividing (a) the <b>reference share level</b> in respect of the worst performing <b>reference share</b> by (b) the <b>initial reference share level</b> in respect of the worst performing <b>reference share</b>	Swap agreement	A derivative transaction between <b>issuer</b> and <b>swap counterparty</b> whereby: (i) <b>issuer</b> pays <b>swap counterparty</b> an initial amount in EUR on the <b>issue date</b> of the product; (ii) <b>swap counterparty</b> pays <b>issuer</b> in EUR an amount equal to the aggregate of the interest amounts payable by <b>issuer</b> under the series on or about each <b>interest payment date</b> ; and (iii) if the <b>redemption deduction amount</b> is greater than zero, <b>issuer</b> pays <b>swap counterparty</b> an amount equal to the aggregate of the <b>redemption deduction amount</b> payable by the <b>issuer</b> under the series on the <b>maturity date</b>

<b>Reference share</b>	Each of the following: (i) INTESA SANPAOLO SPA, (ii) STELLANTIS NV and (iii) ENI SPA	<b>Reference share level</b>	In respect of any <b>reference share</b> and a <b>valuation date</b> , the official closing price of such <b>reference share</b> on the relevant exchange or quotation system as of the scheduled closing time on such <b>valuation date</b>
<b>Initial reference share level</b>	In respect of any <b>reference share</b> , the initial price of such <b>reference share</b> on 18 April 2024	<b>Fund</b>	Class I Shares in Smart Global Defence Zero Coupon Fineco AM Fund
<b>Credit support assets</b>	The credit support provided by the <b>swap counterparty</b> to the <b>issuer</b> in respect of its obligations under the <b>swap agreement</b>	<b>Interest payment dates</b>	9 December 2024, 7 July 2025, 7 July 2026, 7 July 2027 and the <b>maturity date</b>
<b>Redemption deduction amount</b>	An amount equal to the product of (i) EUR 1,000 and (ii) the higher of (a) zero and (b) the lower of (x) 10 per cent. and (y) 100 per cent. less the <b>reference share worst performance</b> in respect of the final <b>valuation date</b> .	<b>Subscription period</b>	From and including 14 March 2024 to and including 11 April 2024

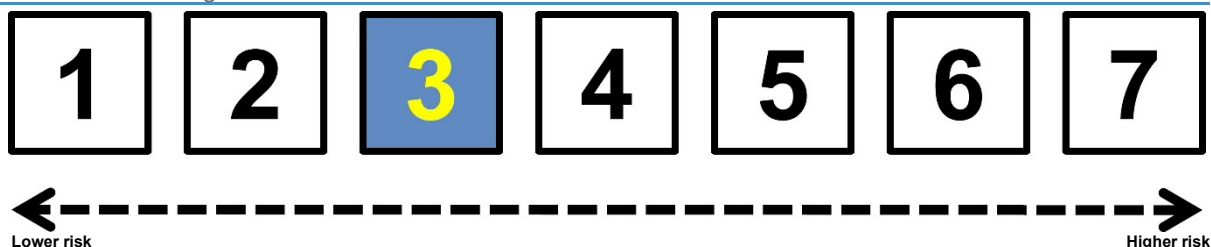
Intended retail investor

The product is intended to be offered to retail investors who fulfil all of the criteria below:

- they have the ability to make an informed investment decision through sufficient knowledge and understanding of the product and its specific risks and rewards, with experience of investing in and/or holding a number of similar products providing a similar market exposure;
- they seek income, expect the movement in the underlying to perform in a way that generates a favourable return and have an investment horizon of the recommended holding period specified below;
- they accept the risk that the **issuer** could fail to pay or perform its obligations under the product but otherwise they are only able to bear a partial loss of their investment; and
- they are willing to accept a level of risk to achieve potential returns that is consistent with the summary risk indicator shown below.

## 2. What are the risks and what could I get in return?

Risk indicator



The risk indicator assumes you keep the product for 4 years and 3 months. The actual risk can vary significantly if you cash in at an early stage and you may get back less.

The summary risk indicator is a guide to the level of risk of this product compared to other products. It shows how likely it is that the product will lose money because of movements in the markets or because we are not able to pay you.

We have classified this product as 3 out of 7, which is a medium-low risk class. This rates the potential losses from future performance at a medium-low level, and poor market conditions are very unlikely to impact our capacity to pay you.

**To the extent the currency of the country in which you purchase this product or your account currency differs from the product currency, please be aware of currency risk. You will receive payments in a different currency so the final return you will get depends on the exchange rate between the two currencies. This risk is not considered in the indicator shown above.**

This product does not include any protection from future market performance so you could lose some or all of your investment.

If we are not able to pay you what is owed, you could lose your entire investment.

Inflation erodes the purchasing value of cash over time and this may result in the decline in real terms of any capital reimbursed or coupon you may be paid under the investment.

For detailed information about all risks relating to the product please refer to the risk sections of the prospectus and any supplements thereto as specified in the section "7. Other relevant information" below.

Performance scenarios

**What you will get from this product depends on future market performance. Market developments in the future are uncertain and cannot be accurately predicted.**

**The scenarios shown are illustrations based on results from the past and on certain assumptions. Markets could develop very differently in the future.**

<b>Recommended holding period</b>		<b>4 years and 3 months</b>	
<b>Example Investment</b>		<b>EUR 10,000.00</b>	
<b>Scenarios</b>		<b>If you exit after 1 year</b>	<b>If you exit after recommended holding period</b>
<b>Minimum</b>	<b>There is no minimum guaranteed return. You could lose some or all of your investment.</b>		
<b>Stress scenario</b>	<b>What you might get back after costs</b>	EUR 8,378	EUR 9,000
	Average return each year	-16.22%	-2.47%
<b>Unfavourable scenario</b>	<b>What you might get back after costs</b>	EUR 9,080	EUR 9,359
	Average return each year	-9.20%	-1.56%
<b>Moderate scenario</b>	<b>What you might get back after costs</b>	EUR 9,440	EUR 12,244
	Average return each year	-5.60%	4.92%
<b>Favourable scenario</b>	<b>What you might get back after costs</b>	EUR 11,157	EUR 13,400
	Average return each year	11.57%	7.18%

The figures shown include all the costs of the product itself, but may not include all the costs that you pay to your advisor or distributor. The figures do not take into account your personal tax situation, which may also affect how much you get back.

The stress scenario shows what you might get back in extreme market circumstances.

The scenarios shown represent possible outcome calculated based on simulations.

## 3. What happens if the issuer is unable to pay out?

The product is issued as a new series of the **issuer** and is secured by assets for the relevant series only. Thus, in the event the **issuer** is unable to pay out, the creditors of a given series have no recourse to the assets of any other series. The assets for this product series are made up of (1) the **collateral fund shares** held by the **issuer**, (2) the **swap agreement** and (3) the **credit support assets** (together, the **secured assets**). The product is secured by the secured assets dedicated to this product.

In the event of default by the **issuer** of amounts payable under the product, the **trustee** may or shall (if requested by the requisite number of investors and the **trustee** has been indemnified and/or secured and/or prefunded to its satisfaction) give notice that the product is due and payable on the early redemption date at the cash payment described above. If such notice is not given within a specified timeframe, the product will automatically become due and payable on the early redemption date at such cash payment. The **broker** will liquidate the **collateral fund shares** and the **credit support assets**, the proceeds of which will be used for payments on early termination of the product on the early redemption date. If the **broker** has not liquidated the **collateral fund shares** and the

**credit support assets** by a certain date the **issuer** will be unable to pay the cash payment described above in full on the early redemption date. The security over the secured assets will thereby become enforceable and the **trustee** can, or will (if directed by the requisite number of investors or, in certain circumstances, by the **swap counterparty** and the **trustee** has been indemnified and/or secured and/or prefunded to its satisfaction) take action to enforce the security over the secured assets, which may include a liquidation of the **collateral fund shares** and the **credit support assets**, the proceeds of which will be used for payments due to investors. Therefore, the amount reimbursed to each investor in the event of default by the **issuer** will be determined on the basis of the amounts recovered by the **broker** or the **trustee**, as the case may be. Thus, investors' attention is drawn to the fact that the amount reimbursed may be substantially lower than the **product notional amount** and investors run the risk of not recovering the sums to which they are entitled, including any interest amount(s), and of losing all or part of the amount invested.

Principal Paying Agent	The Bank of New York Mellon, London Branch	Dealer	J.P. Morgan SE
Broker	J.P. Morgan Securities plc	Trustee	U.S. Bank National Association
Custodian	The Bank of New York Mellon, London Branch	Issuer	Defensive Certificates PLC

#### 4. What are the costs?

The person advising on or selling you this product may charge you other costs. If so, this person will provide you with information about these costs and how they affect your investment. The tables show the amounts that are taken from your investment to cover different types of costs. These amounts depend on how much you invest, how long you hold the product. The amounts shown here are illustrations based on an example investment amount and different possible investment periods.

We have assumed:

- In the first year you would get back the amount that you invested (0% annual return). For the other holding period(s) we have assumed the product performs as shown in the moderate scenario.
- EUR 10,000.00 is invested.

Costs over time

Scenarios	If you exit after 1 year	If you exit after recommended holding period
Total costs	EUR 374	EUR 484
Annual cost impact*	3.9%	1.2% each year

\*This illustrates how costs reduce your return each year over the holding period. For example, it shows that if you exit at the recommended holding period your average return per year is projected to be 6.1% before costs and 4.9% after costs.

Composition of costs

One-off costs upon entry or exit		If you exit after one year
Entry costs	3.0% of the amount you pay in when entering this investment. These costs are already included in the price you pay.	EUR 300
Exit costs	0.0% of your investment before it is paid out to you. We do not charge an exit fee for this product if you hold the product to maturity, but the person selling you the product may do so.	EUR 0
Ongoing costs		
Management fees and other administrative or operating costs	The impact of the costs that the management company of the fund takes for the first year for managing the fund. These costs decrease in each subsequent year.	EUR 74
Transaction costs	Not Applicable	Not Applicable

Different costs apply depending on the investment amount.

#### 5. How long should I hold it and can I take money out early?

##### Recommended holding period: 4 years and 3 months

The product aims to provide you with the return described under "1. What is this product?" above. However, this only applies if the product is held to maturity. It is therefore recommended that the product is held until 7 July 2028 (maturity).

The product does not guarantee the possibility to disinvest other than by selling the product either (1) through the exchange (if the product is exchange traded) or (2) off-exchange, where an offer for such product exists. Save as otherwise disclosed in exit costs (see section "4. What are the costs?" above), no fees or penalties will be charged by the **issuer** for any such transaction, however an execution fee might be chargeable by your broker if applicable. By selling the product before its maturity, you may receive back less than you would have received if you had kept the product until maturity.

**Withdrawal right:** Pursuant to article 30, par. 6 of the Legislative Decree of 24 February 1998, no. 58, the effects of the subscription agreements with reference to "door-to-door selling" will be suspended for seven days from the date of the subscription by the investor. Within such terms, you can withdraw by means of a notice to the financial promoter or the distributors without any expenses or other fees. Pursuant to article 67-duodecies of the Legislative Decree of 6 September 2005, no. 206 (the Consumer Code), an investor that can be qualified as a consumer for the purposes of the Consumer Code is entitled to a fourteen day period in which it can withdraw from the agreement subscribed through "distance selling techniques" without penalty and without giving any reason. Within such terms, the effects of the subscription agreements will be suspended and you can withdraw by means of a notice to the **issuer**/distributor without any expenses or other fees.

Exchange listing	Borsa Italiana SeDeX	Price quotation	Units
Smallest tradable unit	1 unit		

In volatile or unusual market conditions, or in the event of technical faults/disruptions, the purchase and/or sale of the product can be temporarily hindered and/or suspended and may not be possible at all.

#### 6. How can I complain?

Any complaint regarding the conduct of the person advising on, or selling, the product can be submitted directly to that person.

Any complaint regarding the product or the conduct of the manufacturer of this product can be submitted in writing at the following address: J.P. Morgan SE, KID complaints, Complaints Management, TaunusTurm, Taunustor 1, 60310, Frankfurt am Main, Germany, by email to: [kid.complaints@jpmorgan.com](mailto:kid.complaints@jpmorgan.com) or at the following website: [www.jpmorgan-key-information-documents.com](http://www.jpmorgan-key-information-documents.com).

#### 7. Other relevant information

Any additional documentation in relation to the product, in particular, the issuance programme documentation, any supplements thereto and the product terms are published on [www.defensivecertificatesplc.com](http://www.defensivecertificatesplc.com), all in accordance with relevant legal requirements. These documents are also available free of charge from The Bank of New York Mellon, One Canada Square, London, E14 5AL, United Kingdom.

The information contained in this Key Information Document does not constitute a recommendation to buy or sell the product and is no substitute for individual consultation with your bank or advisor. The offering of this product has not been registered under the U.S. Securities Act of 1933. This product may not be offered or sold, directly or indirectly, in the United States of America or to U.S. persons. The term "U.S. person" is defined in Regulation S under the U.S. Securities Act of 1933, as amended.