

CRD IV GOVERNANCE DISCLOSURES



J.P.Morgan

CRD IV Governance Disclosures

UK Entities

These disclosures are made in respect of J.P. Morgan Securities plc (“JPMSplc”) and J.P. Morgan Europe Limited (“JP MEL”) (each a “Company”, and together the “Companies”). JPMSplc and JP MEL are considered significant entities.

Management

The Board of Directors has overall responsibility for maintaining the safety and soundness of the Company and has the responsibility of ensuring that the Company is acting within the strategy, values, standards and controls of the wider JPMorgan Chase & Co. group of companies.

Each Company has Matters Reserved for the Board which require that the Board defines, oversees and is accountable for the implementation of governance arrangements that ensure effective and prudent management. This includes requirements that the Board will approve and oversee the Company's strategic objectives, risk strategy and internal governance, including the segregation of duties in the organisation and the prevention of conflicts of interest. The Board reserves for itself the approval of significant changes to accounting policies and practices, and the approval of annual reports and financial statements. The Board also oversees compliance with regulations.

A regional governance structure has been established to allow the Board to delegate certain matters, not included in the Matters Reserved for the Board, to a governance framework. The Board will monitor and periodically assess the effectiveness of this governance framework and take appropriate steps to address any deficiencies. The Board may also delegate levels of authority to senior management and has responsibility for providing effective oversight of these individuals.

Chair and CEO

Where a Company has a chief executive function registered with the regulator, the role of the Chair and the chief executive officer are held by different individuals.

Knowledge, skills and expertise

In selecting candidates for director of the Board, the Board looks for individuals with strong personal attributes, diverse backgrounds and demonstrated knowledge, skills and expertise in one or more disciplines relevant to our business. The goal is to have a Board consisting of individuals with a combination of skills, experience and personal qualities that will well serve it, its committees, our Firm and our shareholders. The directors are expected to act with honesty, integrity and independence of mind in assessing and challenging senior management, and to commit enough time to the role in order to perform these duties effectively.

Please find below the biographies of the directors.

J.P. Morgan Securities plc (JPMSplc)

The JPMSplc Board is comprised of six non-executive directors and five executive directors. The directors are:

Clive Adamson

C. Adamson is an Independent Non-Executive Director of JPMSplc (since January 2019). He is also an Independent Non-Executive Director (since April 2020) and the Chair (since June 2020) of JPMEI and an Independent Non-Executive Director (since September 2021) and the Chair (since March 2022) of Nutmeg Saving and Investment Limited. C. Adamson also serves as a Chair of the UK Audit Committee and is a member (and interim Chair) of the UK Remuneration Committee. He also holds a number of external directorships, such as Chair (since April 2022) of Ashmore Group plc, an Independent Non-Executive Director and Chair of the Risk Committee of M&G plc and an Independent Non-Executive Director of its subsidiary and Chair of the Risk Committee of Prudential Assurance Company Limited. C. Adamson was formerly a Senior Advisor at McKinsey & Co and was also a Non-Executive Director of Virgin Money UK plc (formerly CYBG plc), (certain of its group entities, which included being the Chair of Virgin Money UK plc's Risk Committee) until his resignation in November 2019. Prior to this, C. Adamson was an Executive Member of the Board, Head of Supervision, and Member of the Executive Committee at the Financial Conduct Authority (FCA). He was with the FCA (formerly the Financial Services Authority) from 2000, where he was a Senior Advisor from 2000 to 2008, Director of the Major Retail Groups division from 2008 to 2013, and a Member of the Executive Committee from 2012 to 2013. Prior to his regulatory roles, C. Adamson held executive positions at Bank of America. C. Adamson holds a Master's in Economics from Cambridge University.

Michael Cole-Fontayn

M. Cole-Fontayn joined the Board of JPMSplc as an Independent Non-Executive Director in February 2021. M. Cole-Fontayn is the Chair of the Chartered Institute for Securities and Investment, which is the largest professional body for the securities and investment profession in the UK. He is also a Non-Executive Director of Financial Markets Standards Board Limited, Engage with China Limited and The Charlie Waller Memorial Trust, and an Executive Director of Ranmore Advisory Limited. Until 30 June 2021 and for the prior 6 years, M. Cole-Fontayn was Chair of the Association for Financial Markets in Europe, a trade association for leading global and European banks and other significant capital market participants. Prior to this, he was EMEA Chair and CEO of BNY Mellon, responsible for governance, culture and strategy development across the region. Before taking up the EMEA Chair of BNY Mellon, he spent 25 years in various roles at both BNY Mellon and Bank of New York in London, Hong Kong and New York.

Anna Dunn

Anna has been the EMEA CFO of JPMorgan Chase since 2019 and was recently appointed UK JP Morgan CEO for the Commercial and Investment Bank. She has over 25 years' experience at the firm. External to JP Morgan, Anna is the Chair of the UK Finance Capital Markets & Wholesale Board, a member of the City of London Competitiveness Advisory Board, and is on the PRA Practitioner Panel. External to JP Morgan, Anna is the Chair of the UK Finance Capital Markets & Wholesale Board, a member of the City of London Competitiveness Advisory Board and is on the PRA Practitioner Panel. Anna holds a B.A. from Cornell University, is a CFA charter holder and holds a FT Non-Executive Director Diploma. Anna resides in London and Herefordshire with her husband and three children.

Ian Green

I. Green has been the CRO and a member of the Board of Directors of JPM Securities PLC since 2022. Green has been the Firmwide lead for Market Risk since 2018 and became EMEA CRO in 2019. I. Green has managed Risk teams across a number of asset classes through his career and also led the development of the Firm's market risk stress testing program. I. Green also co-chairs the Risk & Compliance People Council, focusing on improving employee experience by promoting greater connections, communication and collaboration across teams.

I. Green's tenure started in Equity Derivatives at Robert Fleming & Co. and joined our firm after Robert Fleming & Co. was sold to Chase Manhattan Bank in 2000.

I. Green studied Economics at Bristol University, where he graduated with a BSc. I. Green lives in London with his wife and two teenage sons.

Julia Meazzo

J. Meazzo joined the Board of JPMSplc in May 2015. On retirement from JPMorgan in February 2021, she became a Non-Executive Director of JPMSplc. J. Meazzo was previously a Managing Director, HR Executive for the EMEA region and HR International Senior Advisor. Prior to this, J. Meazzo was the Business Manager for Global Emerging Markets and Credit Trading businesses at JPMorgan.

J. Meazzo is currently a Director of Protean Results Ltd and consults to various business on Governance, Organisational Strategy, and Human Capital Strategy. Prior to joining JP Morgan, J. Meazzo worked for Johnson & Johnson, Proctor & Gamble and Cap Gemini Management Consulting. Ms Meazzo have a B.Com degree from Rhodes University in South Africa.

Jane Moran

J. Moran is an Independent Non-Executive Director of JPMSplc (since December 2015). J. Moran is also the Chief Information and Digital Officer for Mass General Brigham, the integrated academic healthcare system based in Boston. Prior to this, J. Moran was at Unilever, where she held roles as the Chief Technology Advisor and before this the Chief Information Officer. Prior to joining Unilever, J. Moran spent 14 years at Thomson Reuters in both the US and the UK in a number of CIO roles including: CCBN (a Thomson acquisition), Thomson Financial, Thomson Reuters Markets, and finally Global Chief Information Officer. J. Moran holds an MBA from Boston University and a BA in History from Brown University.

Edward Ocampo

E. Ocampo joined the Board of JPMSplc in April 2022 and is the Chair of the Risk Committee. E. Ocampo is an Independent Non-Executive Director of the Financial Markets Standards Board Limited and an independent member of the ICE Swap Rate & Term Reference Rates Oversight Committee. E. Ocampo is also an Affiliate at Rutter Associates. From 2014 to 2018 E. Ocampo was a Senior Advisor in the Markets Directorate at the Bank of England where he led the work to develop and promote alternatives to Libor and contributed to the Fair and Effective Markets Review.

Prior to joining the Bank of England, E. Ocampo was a Managing Director for Morgan Stanley in London where he was Head of Fixed Income Risk Management for EMEA and a member of the board of directors of Morgan Stanley's UK bank. E. Ocampo has over 25 years of experience in the investment banking industry. E. Ocampo received his MBA degree from Stanford University in 1983 and his AB degree in Economics from Princeton University in 1979.

Troy Rohrbaugh

T. Rohrbaugh joined the Board of JPMSplc as a Non-Executive Director in August 2023. For further information in relation to T. Rohrbaugh, please see the below link.

<https://www.jpmorganchase.com/about/our-leadership>

Jason Sippel

J. Sippel joined the Board of JPMSplc in May 2017. J. Sippel has been the co-head of Global Markets since February 2024 J. Sippel has been a trader for the entirety of his J.P. Morgan career, starting in Credit and Rates Derivatives and Exotics Trading before moving to Equities in 2007. His principal focus during that time was in building client franchises, predominantly in structured and corporate derivatives, and in managing the resulting complex risks. Prior to his current role, J. Sippel was the head of Global Prime Services between 2015 and 2016, where he oversaw the Firm's market leading Prime Brokerage and Clearing business lines. Prior to that role, J. Sippel was head of Americas Equities

Trading from 2012 to 2015, where he oversaw the Firm’s Equity Derivatives, High-touch Cash Trading and Block Trading businesses in the region. J. Sippel began his career with J.P. Morgan in Tokyo in 2002 and subsequently held a series of increasingly senior roles in Hong Kong, New York and London. J. Sippel is a graduate of Trinity Hall, Cambridge University.

Grant Ross

G. Ross joined the Board of JPMSplc as an Executive Director and Chief Finance Officer on 21 August 2024. G. Ross is the EMEA Controller for JP Morgan’s Commercial and Investment Bank where he is responsible for legal entity control, financial regulatory reporting, capital strategy, management and policy across the region along with the CIB’s global income attribution team. G. Ross has over 27 years industry experience including previous roles leading global business management teams across Rates, Fixed Income Financing, Currencies & Emerging Markets and Credit Portfolio as well as global product controller roles across Markets and Risk in London and New York. G. Ross has a BSc from University College London.

Conor Hillery

C. Hillery joined the Board of JPMSplc in June 2024 as an Executive Director. C. Hillery is Deputy EMEA Chief Executive Officer. C. Hillery is also Head of Investment Banking for the region. C. Hillery has spent most of his career as an investment banker where he has acted as strategic adviser to a broad range of companies in Europe on capital raisings, mergers and acquisitions, and restructurings. Prior roles at the firm include Global Co-Head of the Financial Institutions Group (2016-20) and Co-Head of UK Investment Banking (2013-16). C. Hillery joined Cazenove & Co. in 2001 and has worked at J. P. Morgan since that time. Prior to that he worked at Kleinwort Benson in London in the firm’s corporate finance department. C. Hillery began his career at KPMG in Dublin where he qualified as a Chartered Accountant. C. Hillery is a graduate of University College Dublin.

The directors hold the following number of directorships.

| | Executive | Non-Executive |
|----------------------|-----------|---------------|
| Clive Adamson | 0 | 3 |
| Michael Cole-Fontayn | 1 | 2 |
| Anna Dunn | 1 | 0 |
| Ian Green | 1 | 0 |
| Julia Meazzo | 1 | 1 |
| Jane Moran | 0 | 1 |
| Edward Ocampo | 0 | 3 |
| Troy Rohrbaugh | 0 | 1 |
| Jason Sippel | 1 | 0 |
| Grant Ross | 1 | 0 |
| Conor Hillery | 1 | 0 |

Directorships held within the same group are counted as one directorship, and those in organisations with non-commercial objectives are not counted.

J.P. Morgan Europe Limited (JP MEL)

The JP MEL Board is comprised of five non-executive directors and four executive directors. JP MEL operates a digital consumer bank with the trading name ‘Chase’ in the UK. The directors are:

Clive Adamson

C. Adamson joined the board of JPMEL as an Independent Non-Executive Director in April 2020 and has been Chairman of the board since June 2020. Please see his biography above.

Melissa Di Donato Roos

M. Di Donato Roos joined the Board of JPMEL as an independent non-executive director in April 2022. M. Di Donato Roos is the Chair and Chief Executive Officer (CEO) at Kyriba, a global liquidity performance software company. M. Di Donato Roos joined Kyriba in September 2023. Prior to this, M. Di Donato Roos was an Executive Director and CEO of SUSE, a global leader in innovative, reliable and enterprise-grade open-source solutions. Early in her career, M. Di Donato Roos was the Chief Revenue Officer for ERP Cloud at SAP (2016-2019), EMEA and APJ Area Vice President at Salesforce (2009-16). M. Di Donato Roos has extensive experience in engineering and product development, sales and general management.

M. Di Donato Roos has served as an Advisor, Executive in Residence and Board Member at various organisations such as Burgundy Technology (2020-22), Notion Capital (2018 onwards), Vortexa (2019-2022), Founders4Schools (2013-2019) and more recently was appointed to the Supervisory Board of Porsche AG (2022 onwards). M. Di Donato Roos is also a member of the Department for Business and Trade's Digital Adoption Taskforce (2024).

M. Di Donato Roos has received several awards and accolades throughout her career such as CEO Today Magazine's Europe Awards 2020, Awards Business Role Model of the Year for U.K. Tech, Digital Masters Award for Excellence in Commercial Management, Women in IT Finalist, the Personality of the Year U.K. for Cloud Computing, one of the Top 10 most influential women in U.K. Technology, and Technology Woman of Achievement award by Women in the City.

Lorraine Littell-Pape

L. Littell-Pape joined the board of JPMEL in October 2019. She was formerly a Managing Director at JPMorgan who was engaged in strategic program management for the Operating Committee. Prior to this role, L. Littell-Pape was the Chief Control Manager for JPMorgan, and led the Firmwide Control Management group, which maintained a strong and consistent control environment across the businesses and functions. As part of that role, L. Littell-Pape had oversight of the Firm's network of Control Managers and partners with business and function executives to drive comprehensive coverage, early operational risk identification and assessment, effective design and evaluation of controls, and sustainable solutions. L. Littell-Pape had also managed the Firmwide Business Resiliency and Program Management. Previous roles include Chief Control Manager for Consumer and Community Banking, COO for Consumer and Business Banking, Chief of Staff to the CAO of JPMorgan Chase, and CAO for Commercial Banking. L. Littell-Pape had previously held a number of line and staff positions in Commercial Banking including banker, market manager and credit executive before moving into a series of staff positions that focused on operations, technology, process improvement, merger integration and strategy.

Matthew Melling

M. Melling joined the Board of JPMEL as an Executive Director in April 2018. He is currently the CFO of International Consumer Banking and serves as the Chief Financial Officer of JPMEL since June 2020. M. Melling is serving as an Executive Director of Nutmeg Saving and Investment Limited since March 2022. M. Melling joined JPMorgan in 1996 and previously served as EMEA Regional Controller reporting to CIB controller and EMEA CFO, responsible for financial reporting (both US standalone and all local prudential reporting) for all EMEA legal entities (excl. Asset management). Responsible for capital planning, reporting and management for regulated entities. Director of all UK regulated legal entities except JPMSplc. Designated SAO (HMRC mandated role – Senior accounting officer) for UK legal entities. M. Melling has held a number of roles, including EMEA and Global Product Controller for Emerging Markets, and Credit and Emerging Markets Middle Office. He started his career in banking on the NatWest Graduate programme, before moving to Chase Manhattan, a heritage J.P. Morgan legal entity. M. Melling holds a Bachelor of Science in Chemistry from King's College London.

Keith Morgan CBE

K. Morgan joined the Board of JPMEL as an independent Non-Executive Director and Risk Committee Chair in August 2022. He is also a Non-Executive Director of UK Asset Resolution Ltd, where he served as the Chair of the Risk Committee (until 2020), and is a Non-Executive Director and Chair of ThinCats Group Ltd.

Prior to this, K. Morgan spent eight years at the British Business Bank Plc as founding Chief Executive, Executive Director and Chair of various group subsidiaries. He was Head of Wholly Owned Investments and, in his final year, an Executive Director of UK Financial Investments Ltd (2009-12). He was an Executive at Santander's UK and US businesses (2004-09), including Executive Director at Sovereign Bancorp, USA (2008-09), Chair of Santander Asset Management UK Ltd (2004-07) and Chair of Santander Cards Ltd (2004-07). Before this, K. Morgan was a Partner of LEK Consulting LLP specializing in financial services.

K. Morgan currently serves as a Board Member, Trustee and Chair of the Finance, Audit and General Purposes Committee at the Design Council and is Deputy Chair of the Jephcott Charitable Trust, where he also chairs the Finance Committee. He is also a member of the Advisory Board of Soho Square Capital LLP. He has over 15 years of experience as a Non-Executive Director with a background spanning retail banking, commercial banking, investment & asset management. In 2020, he was awarded a CBE for services to Small Business Finance.

Sanoke Viswanathan

S. Viswanathan joined the Board of JPMEL in June 2020 and has been a member of the Operating Committee of the Firm since February 2022. For further information in relation to S. Viswanathan, please see the below link. <https://www.jpmorganchase.com/about/leadership/sanoke-viswanathan>

Jakub Fast

J. Fast is the CEO and joined the Board of JPMEL in May 2024 and previously the ICB Lead for the European Expansion. J. Fast joined JPMorgan Chase (JPMC) in 2019 and since then has been part of the leadership team that built the ICB business in the UK. He leads the Manage Money (daily banking) product, the Chase UK Digital Experience, and Onboarding and Origination. Prior to joining JPMorgan Chase, J. Fast was the Head of Product, Customer Segments, Marketing, and International Retail Banking at mBank SA, where he was responsible for the full retail banking P&L and a lending balance sheet of approx. EUR 10 bn.

While at mBank, J. Fast also served on the supervisory boards of mBank Mortgage Bank and mElements, a digital payments startup. J. Fast was previously a partner at McKinsey & Company, working in the US and across Europe, primarily on topics related to retail banking digitization.

J. Fast holds a degree in Master of Arts in Sociology from the University of Warsaw and a degree in Masters of Business Administration from Harvard Business School.

Kevin Watters

K. Watters retired from JPMorgan Chase & Co. in 2017 after spending 18 years with the firm and its predecessors. After his retirement, K. Watters joined the board of JPMEL in April 2024 as an Independent Non-Executive Director.

Prior to his retirement, he was the CEO of Chase Card Services. Prior to joining Card Services, K. Watters served as CEO of Mortgage Banking where he returned the business to profitability following the financial crisis. He transitioned to Mortgage Banking from Business Banking, where he served as CEO for five years. K. Watters was Head of the Corporate Internet Group at Bank One prior to the merger with JPMorgan Chase.

Before joining JPMorgan Chase and Bank One, Kevin worked in finance and operations at McNeil

Consumer Products, a division of Johnson and Johnson; Brand Manager at Procter and Gamble Business; Director at Pinnacle, Inc.; and Senior Manager of Vlastic Foods

Since retiring from the firm, K. Watters has served as an Adjunct Professor in the Freeman School of Business at Tulane University and formerly a Senior Advisor at Lightyear Capital, a private equity firm focused on financial services. In addition, K. Watters is a Board Member for Lendmark Financial Services and FormFree Holdings.

K. Watters has a bachelor’s degree from Lehigh University and a Master of Business Administration from the University of Virginia. K. Watters has served on the Corporate Advisory Board for the University of Virginia’s Darden School and on the Board of Directors for Ixe Grupo Financiero before it’s sale to Grupo Financiero Banorte.

Diane Macfarlane

D. MacFarlane is Head of Securities Services EMEA. In her role, D. MacFarlane is responsible for setting the strategy and managing the P&L for the suite of Custody and Fund Services products provided to institutional investor clients of the firm, servicing some of the largest asset managers in the market. As Head of the EMEA region for Securities Services, D. MacFarlane also has responsibility for the governance of the business and for the Depository Services function.

Additionally, D. MacFarlane joined the board member of JPMEL in February 2024 and sits on the London Branch Oversight Committee for JPMCB NA London

D. MacFarlane has worked at J.P. Morgan for 20 years, working for the Markets business, and the Asset Management arm of the firm prior to joining the Corporate & Investment Bank product team.

D. MacFarlane received a first-class Honors degree in Business Management from City University in London.

The directors hold the following number of directorships.

| | Executive | Non-Executive |
|-----------------------|-----------|---------------|
| Clive Adamson | 0 | 3 |
| Melissa Di Donato | 0 | 2 |
| Lorraine Littell-Pape | 0 | 1 |
| Matthew Melling | 1 | 0 |
| Jakub Fast | 1 | 0 |
| Keith Morgan | 0 | 3 |
| Sanoke Viswanathan | 1 | 0 |
| Diane Macfarlane | 1 | 0 |
| Kevin Watters | 0 | 1 |

Directorships held within the same group are counted as one directorship, and those in organisations with non-commercial objectives are not counted.

Number of directorships

All applicable companies have conducted a review of the number of directorships held by directors, and it has been concluded that no director holds more than the permitted combinations. A process is in place to ensure continuous compliance with the requirement by current directors, and the number

of directorships held by a candidate for the position of director will be reviewed before they are appointed.

Nomination Committees

Nomination committees composed of non-executive directors have been established for JPMSplc and JPMEI, and the requirements set out in SYSC 4.3A.8 and 4.3A.9 have been incorporated into the terms of reference of these committees.

Induction and Training

Directors are provided with a robust induction and training program specific to their role and duties as a director, together with continuous engagement to satisfy their ongoing development requirements.

Diversity

At JPMorgan Chase, we believe that having an inclusive workforce that is reflective of diverse backgrounds and perspectives and creating more equitable access to opportunities in our business pursuits, makes our company stronger and more profitable, as well as a better global corporate citizen. This starts, first and foremost, with taking a broad lens when sourcing talent and building and fostering an inclusive work environment where our employees are respected, trusted and encouraged to bring their authentic and most productive selves to work. It also means actively working to implement an inclusive approach in how we help the communities in which we operate.

We have made progress over the past few years in creating a more diverse and inclusive business. We have also taken a number of steps to build the infrastructure for our firm to deliver on our commitment to DEI. This includes developing and implementing a global DEI strategic framework with clear objectives, controls and accountabilities.

We are managing and executing on our priorities because we believe that DEI is an important part of our firm's ability to be successful in the long term. We know there is more work to do, and we aim to both continue that work and be transparent with our stakeholders about our progress. For more information on the firm's Diversity, Equity & Inclusion strategy, refer to: <https://www.jpmorganchase.com/about/people-culture/diversity-and-inclusion>

The boards of J.P. Morgan Securities Plc and J.P. Morgan Europe Limited place great emphasis on having a diverse membership. Appointments to each board are made on merit, taking into account (among other things) skills, expertise and qualifications for the role, educational and professional background, gender, age and geographical provenance of individual board members and the board collectively.

The boards aim at an appropriate representation of all genders within their management body and that the principle of equal opportunities is respected when selecting members of their board. Each board has a specific objective to aim for 30% female representation by December 2025, taking opportunities to increase the number of female board members over time where that is consistent with other skills and diversity requirements.

As at 31st December 2023, the representation of female directors on the boards was as follows:

J.P. Morgan Securities Plc : 27%

J.P. Morgan Europe: 50%

The firm is also a signatory of the Women in Finance Charter ('WIFC') with a commitment to reach 30% female representation in senior positions by December 2025. The UK wide position for our WIFC

progress as of June 2023 can be found here: <https://www.jpmorgan.com/disclosures/gender-pay-gap-uk/2022-gender-pay-gap-uk>.