J.P. Morgan

JPMorgan Chase Bank, National Association, New Zealand Branch and associated JPMorgan Chase Bank, New Zealand group

Disclosure Statement

For the year ended 31 December 2015
Disclosure Statement
For the twelve months ended 31 December 2015

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1. DEFINITIONS

In this Disclosure Statement, unless the context otherwise requires:

<table>
<thead>
<tr>
<th>Term</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Registered Bank</td>
<td>The worldwide operations of JPMorgan Chase Bank, National Association or JPMorgan Chase Bank, NA. This includes the Banking Group</td>
</tr>
<tr>
<td>NZ Branch</td>
<td>The New Zealand operations of Registered Bank conducted through its New Zealand branch</td>
</tr>
<tr>
<td>JPMCC</td>
<td>JPMorgan Chase &amp; Co, the ultimate holding company of the Registered Bank</td>
</tr>
<tr>
<td>Banking Group</td>
<td>The consolidated New Zealand operations of the Registered Bank, and includes the business conducted through NZ Branch and the Registered Bank's subsidiaries and associated companies operating in New Zealand, being J.P. Morgan Australia Limited, J.P. Morgan Markets Australia Pty Limited and J.P. Morgan Securities Australia Limited.</td>
</tr>
</tbody>
</table>

Unless otherwise defined in this Disclosure Statement, terms defined in the Registered Bank Disclosure Statements (Overseas Incorporated Registered Banks) Order 2014 (as amended) ("the Order") have the same meaning in this document.

2. CORPORATE INFORMATION

Registered Bank

JPMorgan Chase Bank, National Association

Address of the Registered Bank's principal office

1111 Polaris Parkway
Columbus, Ohio, 43240
USA

Ultimate Holding Company

JPMorgan Chase & Co.

Ultimate Holding Company's Address for Service

270 Park Avenue
New York, New York 10017-2014
USA

Incorporation

The Registered Bank is a commercial bank offering a wide range of banking services to its customers both domestically and internationally. It is chartered by the Office of the Comptroller of the Currency (OCC), a bureau of the United States Department of the Treasury. The Registered Bank's main office is located in Columbus, Ohio.

The Registered Bank was organised in the legal form of a banking corporation under the laws of the State of New York on 26 November 1968 for an unlimited duration. On 13 November 2004 it converted from a New York State banking corporation to a national banking association. On the same date Bank One, National Association (Chicago, Illinois) and Bank One, National Association (Columbus, Ohio) merged into JPMorgan Chase Bank, with the Registered Bank being the surviving legal entity.

The Registered Bank is one of the principal, wholly-owned subsidiaries of JPMCC. The ordinary shares of JPMCC are listed on the New York and London Exchanges and form part of the Dow Jones Industrial Average Index of the New York Stock Exchange. JPMCC delisted its shares from the Tokyo Exchange effective Sunday, 26 April 2015.

JPMorgan Chase Bank, N.A. New Zealand Banking Group
3. FINANCIAL SUPPORT

Ranking of Local Creditors in Winding-up

NZ Branch is a branch of the Registered Bank and is not a separate legal entity. Therefore, assets and liabilities of NZ Branch are consolidated in the balance sheet of the Registered Bank.

The rights of all creditors of the Registered Bank, including those located in New Zealand, in the event of the Registered Bank's insolvency, would be governed by the U.S. Federal Deposit Insurance Act of 1950. Under U.S. federal law, the Office of the Comptroller of the Currency, as the appropriate federal banking regulator of national banks, is empowered to declare a national bank insolvent, and appoint the Federal Deposit Insurance Corporation (the "FDIC") as receiver. In this role, the FDIC is authorised to liquidate the assets of the insolvent institution and distribute the proceeds to the institution's creditors. Payment to holders of insured deposits held in the Registered Bank's U.S. Branches, administrative expenses of the receiver and secured creditors rank in priority of payment over all other unsecured creditors, including depositors in the Registered Bank's non-U.S. branches (such as NZ Branch) who would then rank pari passu in order of payment. The basic insurance amount is US$250,000 per U.S. depositor per insured. In addition, U.S. federal law provides that national banks are not required to repay deposits at their non-U.S. branches if the relevant branch cannot pay them due to an action by the local government preventing payment or an act of war, insurrection or civil strife, unless the bank has expressly agreed in writing to repay the deposits under those circumstances.

Guarantee Arrangements

No material obligations of the New Zealand business of the Registered Bank (or the Banking Group) are guaranteed as at the date of signing the Disclosure Statement.

4. CORPORATE GOVERNANCE

Directors of the Registered Bank

The name, occupation, professional qualifications and country of residence of each Director of the Registered Bank are as follows:

James S Crown
Independent Director, President of Henry Crown and Company
BA - Hampshire College; Law Degree - Stanford University Law School
United States of America

Laban P Jackson, Jr
Independent Director, Chairman and Chief Executive Officer of Clear Creek Properties, Inc.
US Military Academy
United States of America

Marianne Lake
Executive Director, Chief Executive Officer, President, and Chief Financial Officer
BSc of Physics - Reading University
United Kingdom

William C Weldon
Independent Director, Retired Chairman and CEO, Johnson and Johnson
Quinnipiac University
United States of America

Matthew E Zames
Executive Director and Chief Operating Officer
Massachusetts Institute of Technology
United States of America

Address to which communications addressed to the Directors may be sent

Office of the Secretary
JPMorgan Chase Bank, National Association
270 Park Avenue
New York, New York 10017-2070
United States of America
Non-banking group companies of which the Directors of the Registered Bank are directors

The following Directors of the Registered Bank hold the following directorships:

- Mr Crown is a director of Henry Crown and Company and General Dynamics Corporation, companies incorporated in the United States of America
- Mr Jackson is a director of Clear Creek Properties, Inc., a company incorporated in the United States of America
- Mr Weldon is a director of CVS Health Corporation, The Chubb Corporation, and Exxon Mobil Corporation, companies incorporated in the United States of America

In addition, the Directors of the Registered Bank are directors of a number of companies which are either wholly-owned subsidiaries of the Registered Bank, are of a charitable or philanthropic nature, or relate to their personal superannuation or business affairs, and which are not listed in this document.

Director Related Transactions

There are no transactions between the Directors and the Registered Bank or any member of the Banking Group as at the date of this Disclosure Statement which have either been entered into on terms other than those which would in the ordinary course of business of the Registered Bank or any member of the Banking Group, be given to any other person of like circumstances or means, or which could otherwise be reasonably likely to materially influence the exercise of the Directors’ duties.

Responsible Persons authorised in writing to sign this Disclosure Statement in accordance with section 82 of the Reserve Bank of New Zealand Act 1989 on behalf of each Director

The name, occupation, professional qualifications and country of residence of each Responsible Person are as follows:

Robert C Priestley
Senior Country Officer, JPMorgan Australia and New Zealand Group, and Chief Executive Officer, ASEAN
Bachelor of Commerce - University of Melbourne; Association of Chartered Accountants; Fellow of the Australian Institute of Management
Australia

Warren Davis
Senior Country Business Manager, JPMorgan Australia and New Zealand Group
Australia

New Zealand Chief Executive Officer

The name, occupation, professional qualifications and country of residence of the New Zealand Chief Executive Officer who held office at any time during the reporting period ended 31 December 2015 are as follows:

Mark R Lawrence
Chief Executive Officer - New Zealand
Bachelor of Commerce - Otago University
New Zealand

In his capacity as Chief Executive Officer of New Zealand, Mr Mark Lawrence reports to Mr Warren Davis.

Address to which communications addressed to the Responsible Persons, and the New Zealand Chief Executive Officer, may be sent

JPMorgan Chase Bank, National Association - New Zealand Branch
PO Box 5652
Lambton Quay, Wellington 6145
New Zealand

Non-banking group companies of which the New Zealand Chief Executive Officer is a director

Mr Lawrence is a director of JP Morgan Trust Company (New Zealand) Limited.
New Zealand Chief Executive Officer Related Transactions

There are no transactions between the New Zealand Chief Executive Officer and the Registered Bank or any member of the Banking Group as at the date of this Disclosure Statement which have either been entered into on terms other than those which would, in the ordinary course of business of the Registered Bank or any member of the Banking Group, be given to any other person of like circumstances or means, or which could otherwise be reasonably likely to materially influence the exercise of the New Zealand Chief Executive Officer’s duties.

Name and address of any auditor whose report is referred to in this Disclosure Statement

PricewaterhouseCoopers
201 Sussex Street
Sydney NSW 1171
Australia

PricewaterhouseCoopers LLP
300 Madison Avenue
New York, New York 10017
United States of America

Transactions with Related Persons

JPMCC has adopted a policy entitled “Transactions with Related Persons Policy” (Policy) which sets forth JPMCC’s policies and procedures for reviewing and approving transactions with related persons (i.e., JPMCC’s Directors, executive officers and their immediate family members). The transactions covered by the Policy include any financial transaction, arrangement or relationship in which JPMCC (including the Registered Bank) is a participant, where:

- the related person has or will have a direct or indirect material interest; and

- the aggregate amount involved will or may be expected to exceed US$120,000 in any fiscal year.

After becoming aware of any transaction which may be subject to the Policy, the related person is required to report all relevant facts with respect to the transaction to the General Counsel of JPMCC.

Upon determination by the General Counsel that a transaction requires review under the Policy, the material facts of the transaction and the related person’s interest in the transaction are provided, in the case of Directors, to the Governance Committee of JPMCC and, in the case of executive officers, to the Audit Committee.

The transaction is then reviewed by the applicable committee, which determines whether approval or ratification of the transaction shall be granted. In reviewing a transaction, the applicable committee considers facts and circumstances which it considers relevant to its determination. Material facts may include:

- management’s assessment of the commercial reasonableness of the transaction;

- the materiality of the related person’s direct or indirect interest in the transaction;

- whether the transaction may involve an actual or the appearance of a conflict of interest; and

- if the transaction involves a Director, the impact of the transaction on the Director’s independence.

Certain types of transactions are pre-approved in accordance with the terms of the Policy. These include transactions in the ordinary course of business involving financial products and services provided by, or to, JPMCC (including the Registered Bank), including loans, provided such transactions are in compliance with the Sarbanes-Oxley Act, Federal Reserve Board Regulation O and other applicable laws and regulations.

Conflicts of Interest

The Conflicts Office of JPMCC monitors the Registered Bank’s business activities to avoid or manage any conflicts of interests and related reputation risks. The Conflicts Office reviews transactions, products and activities that may pose significant risks to the Registered Bank’s reputation as a result of actual or perceived conflicts of interest. Any transaction, product or activity that raises significant reputation risk for the Registered Bank as a result of actual or perceived conflicts of interest must be referred to the Conflicts Office for review and approval. JPMCC’s policy entitled “Global Conflicts Policy” (and related, business-specific modifications) describes the activities subject to the Registered Bank’s conflicts risk management and the requirements for reporting them.
Regulation O

Regulation O of the Federal Reserve Board of the United States of America establishes requirements for loans and other extensions of credit that the Registered Bank may make to persons affiliated with the Registered Bank. The purpose of Regulation O is to protect the soundness of financial institutions in the United States of America by preventing unwarranted extensions of credit by a financial institution to persons affiliated with the financial institution that could put the financial institution's capital at risk. Regulation O prohibits the Registered Bank from lending to its Directors and their related interests unless such extensions of credit:

- are made on substantially the same terms and conditions, including interest rates and collateral, as those prevailing at the time for comparable transactions with unrelated third parties;
- are made following credit underwriting procedures that are not less stringent than for comparable transactions with unrelated third parties; and
- do not involve more than the normal risk of repayment or present other unfavourable features.

The New Zealand Chief Executive Officer is not subject to Regulation O.

Corporate Governance and Risk Management

The Registered Bank's Board and management execute their duties with regards to meeting prudential and statutory requirements by setting in place prudent risk management policies and controls.

The risk management framework and governance structure of the Registered Bank is intended to provide comprehensive controls and ongoing management of the major risks inherent in its business activities.

Audit Committee and Internal Audit

The Banking Group relies on JPMCC’s firmwide Internal Audit function, which is an independent function that provides objective assurance guided by a philosophy of adding value to improve the operations of the organization. It assists the organization in accomplishing its objectives by bringing a systematic and disciplined approach to evaluate and improve the effectiveness of the organization’s governance, risk management, and internal control processes.

The scope of Internal Auditing encompasses, but is not limited to, the examination and evaluation of the adequacy and effectiveness of the design of the organization’s governance, risk management, and internal control processes as well as the quality of performance in carrying out assigned responsibilities to achieve the organization’s stated goals and objectives.

The General Auditor reports functionally to the Audit Committee of the Board of Directors and administratively to the Chief Executive Officer. This reporting relationship is designed to ensure the ongoing independence of the Internal Audit function in order to provide for the objectivity of its findings, recommendations and opinions.

Internal Audit follows a comprehensive four year risk-based cycle audit plan, which is developed after risk assessments are completed at the Audit Universe Item (AUI) level (“Bottom Up” Risk Assessment). The plan is supplemented to ensure that key risks, controls, and topics obtain adequate coverage in the plan year (referred to as the “Top Down” Analysis). Depending on the nature and risk profile of the business and the related audit objectives, one or more of the following audit activity types may be leveraged:

- Audit - Examination of significant business and operational key risks and the controls established to mitigate those risks, including compliance with laws, regulations and established policies and procedures.
- Post-acquisition Review - Performed upon the purchase of an entire company, the purchase of a portfolio from another business, the in-sourcing of a business process from another company, or participation in a joint venture to assess the control environment of the acquired company/process in relation to JPMCC standards.
- Targeted Control Review - Focused on a select group of key risks and controls to allow Internal Audit to quickly assess and communicate whether key controls are operating effectively or require remediation.
- Continuous Monitoring - Performed to monitor business risk profiles, analyze changes, and adjust risk assessments and planned coverage, as necessary.
- Change Activity - Encompasses any event with significant impact on the control environment, including new products/businesses, new/significantly revised regulations, new accounting pronouncements, large-scale remediation programs, system development/implementation, business migrations/consolidations, business divestitures and branch/office closures.
- Audit Issue Validation - Audit performs validation on internal audit and regulator identified issues within 60 days of issue closure.
Audit Committee and Internal Audit (continued)

The Audit Committee is composed of three non-management Directors who are required by regulations to meet the independence and expertise requirements. The purpose of the Audit Committee is to assist the Board oversight of:

- The independent registered public accounting firm’s qualifications and independence;
- The performance of the JPMCC’s internal audit function and the independent registered public accounting firm; and
- Management’s responsibilities to assure that there is in place an effective system of controls reasonably designed to:
  - Safeguard the assets and income of JPMCC;
  - Assure the integrity of JPMCC’s financial statements; and
  - Maintain compliance with JPMCC’s ethical standards, policies, plans and procedures, and with laws and regulations.

Conditions of Registration

The Registered Bank was entered into the Reserve Bank of New Zealand register of registered banks effective 1 October 2007.

As at 31 December 2015, the registration of JPMorgan Chase Bank, N.A. (“the registered bank”) in New Zealand is subject to the following conditions (the “Conditions of Registration”):

1. That the banking group does not conduct any non-financial activities that in aggregate are material relative to its total activities.
   
   In this condition of registration, the meaning of “material” is based on generally accepted accounting practice.

2. That the banking group’s insurance business is not greater than 1% of its total consolidated assets.
   
   For the purposes of this condition of registration, the banking group’s insurance business is the sum of the following amounts for entities in the banking group:
   
   (a) if the business of an entity predominantly consists of insurance business and the entity is not a subsidiary of another entity in the banking group whose business predominantly consists of insurance business, the amount of the insurance business to sum is the total consolidated assets of the group headed by the entity; and
   
   (b) if the entity conducts insurance business and its business does not predominantly consist of insurance business and the entity is not a subsidiary of another entity in the banking group whose business predominantly consists of insurance business, the amount of the insurance business to sum is the total liabilities relating to the entity’s insurance business plus the equity retained by the entity to meet the solvency or financial soundness needs of its insurance business.
   
   In determining the total amount of the banking group’s insurance business—
   
   (a) all amounts must relate to on balance sheet items only and must comply with generally accepted accounting practice; and
   
   (b) if products or assets of which an insurance business is comprised also contain a non-insurance component, the whole of such products or assets must be considered part of insurance business.

   For the purposes of this condition of registration,—

   “insurance business” means the undertaking or assumption of liability as an insurer under a contract of insurance:

   “insurer” and “contract of insurance” have the same meaning as provided in sections 6 and 7 of the Insurance (Prudential Supervision) Act 2010.
Conditions of Registration (continued)

3. That the business of the registered bank in New Zealand does not constitute a predominant proportion of the business of the registered bank.

4. That no appointment to the position of the New Zealand chief executive officer of the registered bank shall be made unless:
   (a) the Reserve Bank has been supplied with a copy of the curriculum vitae of the proposed appointee; and
   (b) the Reserve Bank has advised that it has no objection to that appointment.

5. That JPMorgan Chase Bank, N.A. complies with the requirements imposed on it by the Office of the Comptroller of the Currency and the Federal Reserve Bank of New York.

6. That, with reference to the following table, each capital adequacy ratio of JPMorgan Chase Bank, N.A. must be equal to or greater than the applicable minimum requirement.

<table>
<thead>
<tr>
<th>Capital adequacy ratio</th>
<th>Minimum Requirement</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Equity Tier 1 capital</td>
<td>4.5 percent</td>
</tr>
<tr>
<td>Tier 1 capital</td>
<td>6 percent</td>
</tr>
<tr>
<td>Total capital</td>
<td>8 percent</td>
</tr>
</tbody>
</table>

For the purposes of this condition of registration, the capital adequacy ratios—

(a) must be calculated as a percentage of the registered bank’s risk weighted assets; and

(b) are otherwise as administered by the Office of the Comptroller of the Currency and the Federal Reserve Bank of New York.

7. That liabilities of the registered bank in New Zealand, net of amounts due to related parties (including amounts due to a subsidiary or affiliate of the registered bank) do not exceed NZ$15 billion.

8. That retail deposits of the registered bank in New Zealand do not exceed $200 million. For the purposes of this condition, retail deposits are defined as deposits by natural persons, excluding deposits with an outstanding balance which exceeds $250,000.

9. That, for a loan-to-valuation measurement period, the total of the business of the registered bank in New Zealand’s qualifying new mortgage lending amount in respect of APIL with a loan-to-valuation ratio of more than 70%, must not exceed 5% of the total of the qualifying new mortgage lending amount in respect of APIL arising in the loan-to-valuation measurement period.

10. That, for a loan-to-valuation measurement period, the total of the business of the registered bank in New Zealand’s qualifying new mortgage lending amount in respect of ANPIL with a loan-to-valuation ratio of more than 80%, must not exceed 10% of the total of the qualifying new mortgage lending amount in respect of ANPIL arising in the loan-to-valuation measurement period.

11. That, for a loan-to-valuation measurement period, the total of the business of the registered bank in New Zealand’s qualifying new mortgage lending amount in respect of non-Auckland loans with a loan-to-valuation ratio of more than 80%, must not exceed 15% of the total of the qualifying new mortgage lending amount in respect of non-Auckland loans arising in the loan to valuation measurement period.

12. That the business of the registered bank in New Zealand must not make a residential mortgage loan unless the terms and conditions of the loan contract or the terms and conditions for an associated mortgage require that a borrower obtain the registered bank’s agreement before the borrower can grant to another person a charge over the residential property used as a security for the loan.

In these conditions of registration, “banking group” means the New Zealand business of the registered bank and its subsidiaries as required to be reported in group financial statements for the group’s New Zealand business under section 461B(2) of the Financial Markets Conduct Act 2013.
Conditions of Registration (continued)

"business of the registered bank in New Zealand" means the New Zealand business of the registered bank as defined in the requirement for financial statements for the New Zealand business in section 461B(1) of the Financial Markets Conduct Act 2013.

"generally accepted accounting practice" has the same meaning as in section 8 of the Financial Reporting Act 2013.

"liabilities of the registered bank in New Zealand" means the liabilities that the registered bank would be required to report in financial statements for its New Zealand business if section 461B(1) of the Financial Markets Conduct Act 2013 applied.

In conditions of registration 9 to 12:–

"ANPIL", “APIL”, "loan-to-valuation ratio", “non-Auckland loan”, “qualifying new mortgage lending amount in respect of [...]" and "residential mortgage loan" have the same meaning as in the Reserve Bank of New Zealand document entitled "Framework for Restrictions on High-LVR Residential Mortgage Lending" (BS 19) dated November 2015, where the version of the Reserve Bank of New Zealand document “Capital Adequacy Framework (Standardised Approach)” (BS2A) referred to in BS19 for the purpose of defining these terms is that dated November 2015.

"loan-to-valuation measurement period" means a period of six calendar months ending on the last day of the sixth calendar month, the first of which ends on the last day of April 2016.

These conditions of registration came into effect on 1 November 2015 and incorporated the following changes:

- updated references to a revised version of “Framework for Restrictions on High-LVR Residential Mortgage Lending” (BS19) which includes changes to the high-LVR restrictions applying to different types of residential mortgage loans and changes to the loan categories that are exempt from the speed limits;
- imposed revised high-LVR speed limits, in line with the revised BS19, and removed certain conditions in relation to LVR restrictions; and
- removed superseded references to the Financial Reporting Act 1993 and redundant capital adequacy requirements.

The changes have no impact to the Registered Bank because the Registered Bank does not issue mortgages in New Zealand.

5. PENDING PROCEEDINGS OR ARBITRATION

There are no pending proceedings or arbitration of which we are aware that may have a material adverse effect on the Banking Group, nor, to the extent publicly available, that may have a material adverse effect on the Registered Bank.

6. CURRENT CREDIT RATING OF THE REGISTERED BANK

The Registered Bank has the following general credit ratings applicable to long term senior unsecured obligations payable in any country or currency and applicable in New Zealand, in New Zealand dollars:

<table>
<thead>
<tr>
<th>Rating Agency/Corporation</th>
<th>Current Rating</th>
<th>Previous Credit Rating (if changed in the previous two years)</th>
<th>Outlook</th>
</tr>
</thead>
<tbody>
<tr>
<td>Moody’s Investor Services, Inc</td>
<td>Aaa3</td>
<td>-</td>
<td>Stable</td>
</tr>
<tr>
<td>Standard &amp; Poor’s Corporation</td>
<td>A+</td>
<td>-</td>
<td>Stable</td>
</tr>
<tr>
<td>Fitch IBCA, Inc</td>
<td>AA+</td>
<td>A+ (changed on 19 May 2015)</td>
<td>Stable</td>
</tr>
</tbody>
</table>
Legend to Rating Scales

<table>
<thead>
<tr>
<th>Long Term Debt Ratings</th>
<th>Moody's (a)</th>
<th>S&amp;P (b)</th>
<th>FITCH (b)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Highest quality/Extremely strong capacity to pay interest and principal</td>
<td>Aaa</td>
<td>AAA</td>
<td>AAA</td>
</tr>
<tr>
<td>High quality/Very strong</td>
<td>Aa</td>
<td>AA</td>
<td>AA</td>
</tr>
<tr>
<td>Upper medium grade/Strong</td>
<td>A</td>
<td>A</td>
<td>A</td>
</tr>
<tr>
<td>Medium grade (lowest investment grade)/Adequate</td>
<td>Baa</td>
<td>BBB</td>
<td>BBB</td>
</tr>
<tr>
<td>Predominately speculative/Less near term vulnerability to default</td>
<td>Bb</td>
<td>BB</td>
<td>BB</td>
</tr>
<tr>
<td>Speculative, low grade/Greater vulnerability</td>
<td>B</td>
<td>B</td>
<td>B</td>
</tr>
<tr>
<td>Poor to default/Identifiable vulnerability</td>
<td>Caa</td>
<td>CCC</td>
<td>CCC</td>
</tr>
<tr>
<td>Highest speculations</td>
<td>Ca</td>
<td>CC</td>
<td>CC</td>
</tr>
<tr>
<td>Lowest quality, no interest</td>
<td>C</td>
<td>C</td>
<td>C</td>
</tr>
<tr>
<td>Payment in default, in arrears - questionable value</td>
<td></td>
<td>D</td>
<td>D</td>
</tr>
</tbody>
</table>

(a) Moody’s applies numeric modifiers to each generic ratings category from Aa to B, indicating that the counterparty is:
(1) in the higher end of its letter rating category
(2) in mid-range
(3) in lower end

(b) S&P and Fitch apply plus (+) or minus (-) signs to ratings from AA to CCC, to indicate relative standing within the major rating categories.

7. INSURANCE BUSINESS AND NON-CONSOLIDATED ACTIVITIES
The Banking Group does not conduct any insurance business.
The Registered Bank does not conduct in New Zealand, outside of the Banking Group, any insurance business or non-financial activities.

8. OTHER MATERIAL MATTERS
There are no other matters relating to the business or affairs of the Registered Bank and the Banking Group which are not contained elsewhere in this Disclosure Statement which, if disclosed, would materially adversely affect the decision of a person to subscribe for debt securities of which the Registered Bank or any member of the Banking Group is the issuer.

9. FINANCIAL STATEMENTS OF THE REGISTERED BANK AND BANKING GROUP
Attached to, and forming part of, this Disclosure Statement are the most recent publicly available audited financial statements of the Registered Bank (consolidated) for the twelve months ended 31 December 2015 prepared in accordance with US GAAP.
The most recent publicly available Disclosure Statement of the Banking Group and the Registered Bank can be accessed online at http://www.jpmorgan.com/pages/international/newzealand
10. STATEMENT BY THE DIRECTORS AND NEW ZEALAND CHIEF EXECUTIVE OFFICER

Each Director, and the New Zealand Chief Executive Officer, after due enquiry, believe that:

- This Disclosure Statement contains all the information that is required by the Registered Bank Disclosure Statements (Overseas Incorporated Registered Banks) Order 2014 (as amended) as at the date on which this Disclosure Statement is signed;
- The Registered Bank has complied with all conditions of registration that applied during the full year accounting period;
- NZ Branch had systems in place to monitor and control adequately the material risks of the Registered Bank's Banking Group, including credit risk, concentration of credit risk, interest rate risk, currency risk, equity risk, liquidity risk and other business risks, and that those systems were being properly applied during the full year accounting period; and
- This Disclosure Statement is not false or misleading as at the date on which this Disclosure Statement is signed.

The current directors of the Registered Bank are James S Crown, William C Weldon, Matthew E Zames, Laban P Jackson Jr, and Marianne Lake.

This Disclosure Statement is signed by Mr Davis as a Responsible Person on behalf of each of the Directors, and Mr Lawrence, New Zealand Chief Executive Officer

Warren Davis

Date

Mark Lawrence

Date

Signed on behalf of the Directors of JPMorgan Chase Bank N.A.

Director

Date

day of 2016

Director

Date

day of 2016
### 11. FIVE YEAR SUMMARY FOR THE BANKING GROUP

<table>
<thead>
<tr>
<th></th>
<th>Audited 12 months</th>
<th>Audited 12 months</th>
<th>Audited 12 months</th>
<th>Audited 12 months</th>
<th>Audited 12 months</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>31/12/2015</td>
<td>31/12/2014</td>
<td>31/12/2013</td>
<td>31/12/2012</td>
<td>31/12/2011</td>
</tr>
<tr>
<td></td>
<td>$'000</td>
<td>$'000</td>
<td>$'000</td>
<td>$'000</td>
<td>$'000</td>
</tr>
<tr>
<td><strong>STATEMENT OF COMPREHENSIVE INCOME</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Interest income</td>
<td>20,336</td>
<td>14,808</td>
<td>13,464</td>
<td>27,491</td>
<td>30,573</td>
</tr>
<tr>
<td>Interest expense</td>
<td>(14,901)</td>
<td>(9,044)</td>
<td>(7,459)</td>
<td>(16,094)</td>
<td>(13,681)</td>
</tr>
<tr>
<td>Net interest income</td>
<td>5,435</td>
<td>5,764</td>
<td>6,005</td>
<td>11,397</td>
<td>16,892</td>
</tr>
<tr>
<td>Other operating income</td>
<td>11,660</td>
<td>13,477</td>
<td>3,373</td>
<td>2,394</td>
<td>34,567</td>
</tr>
<tr>
<td>Total operating income</td>
<td>17,095</td>
<td>19,241</td>
<td>9,378</td>
<td>13,791</td>
<td>51,459</td>
</tr>
<tr>
<td>Credit impairment losses</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Operating expenses</td>
<td>(11,254)</td>
<td>(10,284)</td>
<td>(12,382)</td>
<td>(9,263)</td>
<td>(8,279)</td>
</tr>
<tr>
<td>Net profit/(loss) before taxation</td>
<td>5,841</td>
<td>8,957</td>
<td>(3,004)</td>
<td>4,528</td>
<td>43,180</td>
</tr>
<tr>
<td>Income tax (expense)/benefit</td>
<td>(1,857)</td>
<td>(2,583)</td>
<td>880</td>
<td>(2,155)</td>
<td>(16,652)</td>
</tr>
<tr>
<td>Net profit/(loss) after taxation</td>
<td>3,984</td>
<td>6,374</td>
<td>(2,124)</td>
<td>2,373</td>
<td>26,528</td>
</tr>
<tr>
<td>Other comprehensive income, net of tax</td>
<td>(30)</td>
<td>(194)</td>
<td>159</td>
<td>(1,441)</td>
<td>131</td>
</tr>
<tr>
<td>Total comprehensive income for the period</td>
<td>3,954</td>
<td>6,180</td>
<td>(1,965)</td>
<td>932</td>
<td>26,659</td>
</tr>
<tr>
<td>Repatriation to / (reimbursement from) Head Office</td>
<td>3,954</td>
<td>6,180</td>
<td>(1,965)</td>
<td>422</td>
<td>2,188</td>
</tr>
</tbody>
</table>

| **STATEMENT OF FINANCIAL POSITION** |                   |                   |                   |                   |                   |
| Total assets          | 883,856           | 1,016,408         | 969,680           | 745,754           | 1,007,102         |
| Total individually impaired assets | -                | -                | -                | -                | -                |
| Total liabilities     | 883,856           | 1,016,408         | 969,680           | 745,754           | 970,450           |
| Head office accounts  | -                 | -                 | -                 | 36,652            |                   |

Amounts included in the above statement are fully disclosed in the audited financial statements. None of the profit and loss in the above periods is attributable to non-controlling interests.