

JPMorgan Chase Bank, N.A., Sydney Branch

Prudential Standard CPS 511 Remuneration Disclosure For The Financial Year Ended 31 December 2024

Background

Under the Prudential Standard CPS 511 Remuneration, APRA-regulated entities are required to annually disclose information on their remuneration frameworks and practice as set out in the Standard. This document details the remuneration framework and practices of JPMorgan Chase Bank, NA, Sydney Branch (JPMCB Sydney Branch) for the 2024 financial year, in compliance with these requirements.

Governance and Oversight

JPMCB Sydney Branch is part of the JPMorgan Chase & Co group of companies ("The Firm"). As part of the Firm, the JPMCB Sydney Branch is governed by the Firmwide compensation philosophy.

The Firm strongly believes that its Firmwide compensation philosophy and its implementation fosters proper governance and regulatory compliance. That philosophy is subject to independent oversight and control by the Compensation and Management Development Committee ("**CMDC**"), a committee of the board of JPMorgan Chase & Co., the ultimate parent company of the Firm.

The CMDC oversees the Firm's compensation programs throughout the year, which enables the Committee to be proactive in its compensation planning to address both current and emerging developments or challenges. Key committee responsibilities related to the compensation programs include but not limited to:

- Periodically reviewing and approving a statement of the Firm's compensation philosophy, principles and practices
- Reviewing the Firm's compensation practices and the relationship among risk, risk management and compensation (including safety and soundness and avoiding practices that could encourage excessive risk-taking)
- Adopting pay practices and approving any necessary formulas, performance metrics or pool calculations in compliance with applicable U.S. and global regulatory, statutory or governance requirements
- Reviewing and approving overall incentive compensation pools (including equity/cash mix)
- Reviewing and approving the design and terms of compensation awards, including recovery/clawback provisions

The Senior Officer Outside Australia (SOOA) is ultimately responsible for JPMCB Sydney Branch's remuneration framework and its effective application, whose responsibilities include:

- Adopting the terms of the APAC Remuneration Policy and approve the Policy Supplement as they apply to JPMCB Sydney Branch (reviewed by Risk and Compliance functions).
- Approving the variable remuneration outcomes for persons in specified roles as follows:
 - Individually for senior managers (excluding SOOA) and executive directors
 - On a cohort basis for highly-paid material risk-takers, other material risk-takers and risk and financial control personnel

In 2024, the CMDC held 6 meetings and the SOOA has held 4 meetings.

Specified Roles

JPMCB Sydney Branch has currently identified persons in Specified Roles to be the following (reviewed from time to time and subject to change):

- Senior Managers: individuals identified as accountable persons under the Financial Accountability Regime (Accountable Persons);
- Material Risk-Takers (MRT): persons whose activities have a material potential impact on the entity's risk profile, performance and long-term soundness. JPMCB Sydney Branch currently identifies its MRTs to be the Accountable Persons;
- Risk and financial control personnel: persons whose primary role is risk management, compliance, internal audit, financial control or actuarial control, including but not limited to Chief Risk Officer, Senior Financial Officer, Heads of Internal Audit, Legal and Compliance.

Compensation philosophy

In addition to the Firm's Purpose and Values, the Firm's Business Principles and culture are fundamental to the Firm's success in how the Firm does business over the long-term. Guided by these Business Principles, the Firm's compensation philosophy is fundamental to our goals of attracting, retaining, and motivating the Firm's workforce in a competitive market. The Firm's compensation philosophy provides the guiding principles that drive compensation-related decisions. The key tenets of the Firm's compensation philosophy are:

- Paying for performance and aligning with shareholders' interests
- Encouraging a culture of shared success
- Attracting and retaining employees
- Integrating risk management and compensation
- No special perquisites and non-performance based compensation
- Maintaining strong governance
- Transparency with shareholders

Link between Pay and Performance

The Firm uses a disciplined pay-for-performance framework to make decisions about the compensation of our employees, so that their compensation is commensurate with the overall performance of the Firm, their respective businesses, and their individual performance.

In accordance with our compensation philosophy, the Firm uses a balanced and holistic approach to assess performance throughout the year against four broad performance dimensions:

- Business Results
- Client/Customer/Stakeholder
- Teamwork & Leadership
- Risk, Controls and Conduct

The Firm has specific expectations under each performance dimension which differ depending on the employee's level and/or role. Demonstrating the expected behaviors consistent with the Firm's Business Principles and Code of Conduct is an important factor in the performance development process and these expectations are generally incorporated into these standard expectations which are available to employees in the Firm's performance development system. Our Purpose and Business Principles and practices should form a significant part of the overall assessment of employees each year. Qualitative performance considerations such as risk, control and conduct standards should be as expected for the role. For employees who have adverse performance in these principles and practices, managers should, where appropriate, override an employee's performance in business results, even where it is strong. Incentive compensation should be reduced or eliminated, as appropriate.

These four performance dimensions appropriately consider short-, and medium-term priorities that drive sustained shareholder value, while accounting for risk, controls and conduct objectives. To promote a proper pay-for-performance alignment, the Firm does not assign relative weightings to these dimensions and also considers other relevant factors, including market practices. No single performance dimension in isolation determines total compensation; however, it is possible for a single significant shortcoming in any performance dimension to have a downward impact on variable compensation without limitation.

Remuneration for the Control Functions is determined by reference to independent objectives and the incentive compensation allocations for these groups are managed separately from the line of business that the Control Functions cover.

Compensation Structure

The Firm's pay-for-performance framework focuses on Total Compensation — base salary and incentive compensation.

Base Salary: Many factors can influence an employee's base salary, such as the role, experience level, market pay levels, location of the job and available talent. Base salary can be all, or a meaningful part, of an employee's Total Compensation, depending on the LOB/function and the employee's role.

Annual Incentive Compensation: The Firm's Annual Incentive Compensation Plan is a discretionary compensation program that aligns with the key tenets included in the Firm's compensation philosophy. The plan serves to motivate and reward employees for delivering sustained results.

Incentive compensation is awarded in cash and/or equity. Generally, as employees become more senior or the impact of their role increases, a greater portion of incentive compensation is awarded in equity.

Equity-based awards (i.e., deferred compensation) generally take the form of Restricted Stock Units ("RSUs") that vest over multiple years. The Firm believes equity-based awards are important to:

- Align employee compensation with creation of shareholder value
- Support the long-term safety and soundness of the Firm with provisions allowing for cancellation or clawback of awards when warranted

While the Firm expects incentive compensation to be paid and to vest according to terms, the Firm believes strong provisions that reward long-term, sustained value while permitting the recovery of incentive compensation (both cash and equity) are important to managing the Firm's businesses.

Strong Accountability and Recovery Provisions

The Firm's compensation program is designed to hold employees accountable, when appropriate, for meaningful actions or issues that negatively impact business performance or the Firm's reputation in current or future years. Risk, controls and conduct issues are therefore carefully considered throughout the Firm's performance development and incentive compensation processes.

To hold individuals responsible for taking risks inconsistent with the Firm's risk appetite and to discourage future imprudent behaviour, the Firm has policies and procedures that enable it to take timely and proportionate actions with respect to accountable individuals, including:

- Reduce or altogether eliminate annual incentive compensation (in-period adjustment)
- Cancel unvested awards, in full or in part (malus)
- Clawback/Recover previously paid incentive compensation (cash and/or equity)
- Demotion, negative performance rating or other appropriate employment actions; and
- Termination of employment

The Firm has a framework in place that provides for recommended impacts to drive consistency. However, the precise actions the Firm may take with respect to accountable individuals, which may also include coaching and training in addition to the above, are based on the relevant circumstances, including the nature of their involvement, the magnitude of the event, the impact on the Firm and local laws.

The Firm maintains clawback/recovery provisions on both cash incentives and deferred awards, which enable the Firm to reduce or cancel unvested awards and recover previously paid compensation in certain situations. While incentive awards are intended and expected to vest according to their terms, the Firm's strong recovery provisions permit recovery of incentive compensation awards in appropriate circumstances. All incentive awards are subject to the Firm's Bonus Recoupment Policy, which is available on the Firm's external website¹.

SOOA has the discretion to challenge remuneration recommendations, including downward adjustments for individuals, cohorts or all personnel.

¹ Available at <https://www.jpmorganchase.com/corporate/About-JPMC/ab-corporate-governance-principles.htm#recoupment>