

**J.P. MORGAN CHASE BANK BERHAD
BOARD OF DIRECTORS
CHARTER**

Name of Company:	J.P. MORGAN CHASE BANK BERHAD (the “Bank”)
Functions, Powers & Responsibilities:	<p>The Board of Directors (Board) has the overall responsibility for promoting the sustainable growth and financial soundness of the Bank, and for ensuring reasonable standards of fair dealing, without undue influence from any party. This includes a consideration of the long-term implication of the Board of Directors’ decision on the Bank and its customers, officers and the general public. In fulfilling this role, the Board must:</p> <ul style="list-style-type: none"> • Approve the risk appetite, business plans and other initiatives which would, singularly or cumulatively, have a material impact of the Bank’s risk profile; • Oversee the selection, performance, remuneration and succession plans of the CEO, control function heads and other members of senior management, such that the Board of Directors is satisfied with the collective competence of senior management to effectively lead the operations of the Bank; • Oversee the implementation of the Bank’s governance framework and internal control framework, and periodically review whether these remain appropriate in light of material changes to the size, nature and complexity of the Bank’s operations; • Promote, together with senior management, a sound corporate culture within the Bank which reinforces ethical, prudent and professional behavior; • Promote sustainability through appropriate environmental, social and governance considerations in the Bank’s business strategies; • Oversee and approve the recovery and resolution as well as business continuity plans for the financial institution to restore its financial strength, and maintain or preserve critical operations and critical services when it comes under stress; and • Promote timely and effective communication between the Bank and Bank Negara Malaysia on matters affecting or that may affect the safety and soundness of the Bank. <p>Through its oversight role, it is responsible for the overall operations, conduct and financial soundness of the Bank through competent management, reviewing and monitoring strategies and business plans of the Bank, ensuring that proper controls are in place and that the business of the Bank is carried out with a high standard of integrity.</p> <p>The Board is responsible for overseeing and ensuring the effective functioning of its Board Audit Committee, Board Risk Management Committee, Board Nomination Committee and Board Remuneration Committee.</p> <p>The Board shall adopt such global operating and control policies as may be recommended by the ultimate parent or associate or affiliate of the ultimate parent of the Bank’s sole shareholder, subject to compliance with applicable local legal and regulatory standards.</p>
Delegated Responsibilities to:	The Board has delegated specific responsibilities to the Board Audit Committee, Board Risk Management Committee, Board Nomination Committee and Board Remuneration Committee and shall oversee and ensure such Committees operate

	within the defined roles and responsibilities as set out in the respective terms of references for each of these committees. Each of these committees report to the Board on their deliberations, findings and recommendations.						
How are Directors appointed/removed/disqualified:	Articles 99 – 106 of the Constitution and the provisions of the Companies Act 2016						
Quorum	Minimum of 50% of total board members						
Frequency of meetings	<table border="0"> <tr> <td><i>How Many</i></td> <td><i>Where held</i></td> <td><i>How called</i></td> </tr> <tr> <td>6 Meetings per year</td> <td>Registered Office or via Telepresence</td> <td>By notice</td> </tr> </table>	<i>How Many</i>	<i>Where held</i>	<i>How called</i>	6 Meetings per year	Registered Office or via Telepresence	By notice
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Composition of the Board	The Board must comprise a majority of independent directors and the Chairman of the Board must be an Independent Director.						