

CRD IV GOVERNANCE DISCLOSURES

CRD IV Governance Disclosures

UK Entities

These disclosures are made in respect of J.P. Morgan Securities plc (“JPMSplc”), J.P. Morgan Markets Limited (“JPMML”) and J.P. Morgan Europe Limited (“JPMEL”) (each a “Company”, and together the “Companies”). JPMSplc, JPMML and JPMEL 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 a Matters Reserved for the Board which requires 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 v. 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

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

Clive Adamson

Mr 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 JPMEL. He was a Non-Executive Director of Virgin Money UK plc (formerly CYBG plc) (and certain of its group entities, which included being the Chair of Virgin Money UK plc's Risk Committee) until his resignation in November 2019. Mr Adamson was formerly a member of the Board of J.P. Morgan International Bank Limited (JPMIB) from September 2015 as an Independent Non-Executive Director and was Chair of the JPMIB Board from September 2016 until JPMIB's merger with J.P. Morgan Bank Luxembourg S.A. in January 2019. Prior to this, Mr 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, he held executive positions at Bank of America. Mr Adamson is also an Independent Non-Executive Director of M&G plc (and the Chair of its Risk Committee) and also a Senior Independent Director and the Chair of the Audit and Risk Committee of Ashmore Group plc. He is also currently a Senior Advisor at McKinsey & Co. Mr Adamson holds a Master's in economics from Cambridge University.

Sir Winfried Bischoff

Sir Winfried Bischoff (Sir Win) is an Independent Non-Executive Director and Chair of the Board and of the Nomination Committee of JPMSplc. He is also an Independent Non-Executive Director and Chair of the Risk Committee of JPMEL (since October 2019) and the Chair of the UK Remuneration Committee. He is a Member of the International Advisory Board of Akbank TAS, Turkey, and was until recently the Chair of the Financial Reporting Council and previously the Chair of Lloyds Banking Group plc (2009-2014). Sir Win has substantial experience of leading complex international committees and boards. His background spans a range of sectors, including banking and capital markets, finance and government regulation and public policy. He was CEO and then Chair of Schroders plc (1984-2000), Chair of Citigroup Europe (2000-2009) and interim CEO and then Chair of Citigroup Inc. (2007-2009). Since 1983 he has served on the boards of 10 major public companies (five in the UK, three in the US, two in Europe). Sir Win was awarded a Knighthood in the New Year Honours List in 2000 for services to the banking industry, and an Honorary Doctorate in Science by City University, London, in the same year. In 2016 he was awarded a Non-Executive Director Lifetime Achievement Award.

Andrew Cox

Mr Cox joined the Board of JPMSplc in November 2001. He is also a director of JPMML since June 2008. Mr Cox is a Managing Director, CRO of JPMSplc and head of CIB Reputational Risk and leads the team's involvement in securities due diligence for the Corporate and Investment Bank. He joined the Firm in 1987 and has worked in both New York and London, primarily in Risk but with roles in technology and trading room business management. Mr Cox was previously head of Credit Risk for the EMEA region until 2019. He graduated with a BSc(hons) in Physics from Kings College London.

Anna Dunn

Ms Dunn joined the Board of JPMSplc in February 2019. Ms Dunn is a Managing Director who in October 2018 was appointed CFO for J.P. Morgan in EMEA. Most recently Ms Dunn was Global Markets Product Controller for the Corporate and Investment Bank. Over the last 20 years, she has held various Finance roles within J.P. Morgan in functions ranging from product control, program management, valuation control, financial control, and business management. Ms Dunn has worked across Markets businesses including Credit, Rates, FX, Emerging Markets, Securitised Products, and

Equities. Ms Dunn holds a B.A. from Cornell University, and is a CFA charter holder. She joined J.P. Morgan's graduate program in New York in 1995 and relocated to London in 1997.

Timothy Flynn

Mr Flynn joined the Board of JPMSplc as an Independent Non-Executive Director in June 2020. He has been an Independent Non-Executive Director of JPMorgan Chase & Co. since May 2012 and of JPMorgan Chase Bank, N.A. since May 2016. He is also the Chair of the UK Audit and Compliance Committee, a role he has held since June 2020.

Mr Flynn was Chair of KPMG International from 2007 until his retirement in 2011. From 2005 until 2010, he served as Chair and from 2005 to 2008 as CEO of KPMG LLP in the US. Before that, Mr Flynn was Vice Chair, Audit and Risk Advisory Services, with operating responsibility for the Audit, Risk Advisory and Financial Advisory Services practices. Mr Flynn has been a director of United Healthcare since 2017, Alcoa Corporation since 2016, and of Wal-Mart Stores, Inc. since 2012. He was a director of the Chubb Corporation from 2013 until its acquisition in 2016. He previously served as a Trustee of the Financial Accounting Standards Board, a Member of the World Economic Forum's International Business Council and a director of the International Integrated Reporting Council.

Julia Meazzo

Ms Meazzo joined the Board of JPMSplc in May 2015. She is a Managing Director, HR Executive for the EMEA region and HR International Senior Advisor. Prior to this she was the Business Manager for Credit Business and Global Emerging Markets, and HR Business Partner in South Africa. Prior to joining J.P. Morgan, Ms Meazzo worked for Johnson & Johnson, Procter & Gamble, and Cap Gemini Management Consulting. Ms Meazzo has a degree in Business Commerce from Rhodes University South Africa.

Professor Scott Moeller

Professor Moeller joined the Board of JPMSplc as an Independent Non-Executive Director in July 2012. He is also the Chair of the JPMSplc Risk Committee, a role he has held since 2013. He has been a Director and Chair of the Risk Committee of JPMML since June 2020. Professor Moeller is Professor in the Practice of Finance at The Business School (Cass), City, University of London where he is also the director and founder of the Mergers & Acquisition Research Centre. Prior to his teaching and research, he spent six years at Deutsche Bank in London in several senior management positions in the investment bank including head of the bank's private equity group. Prior to Deutsche Bank, he worked first at Booz Allen & Hamilton management consultants for over five years and then at Morgan Stanley for over 12 years in New York, Japan, and then as co-manager and member of the Board of Morgan Stanley in Germany. Professor Moeller is a graduate of Yale College (BA with honours), the Yale Graduate School (MA) and the Yale School of Management (MBA).

Jane Moran

Ms Moran is an Independent Non-Executive Director of JPMSplc (December 2015) and JP MEL (February 2020). Ms Moran was recently named Chief Technology Advisor for Unilever. Prior to this, Ms Moran served as Unilever's Chief Information Officer for five years. At Unilever, Ms Moran is focused on driving innovation through partnerships and collaborations, evaluating emerging technology to inform and drive Unilever's Digital Strategy, supporting the process and technology design of end to end operations, managing the cyber security strategy and operations function, and evolving the Technology Strategy through enhancement of Unilever's technology platforms.

Prior to joining Unilever, Ms 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. Ms Moran holds a MBA from Boston University and a BA in History from Brown University.

Daniel Pinto

Mr Pinto joined the Board of JPMSplc in September 2007. Mr Pinto is Co-President and CEO of JPMorgan Chase & Co. and a Member of its Operating Committee. Mr Pinto has spent his career at J.P. Morgan and its predecessor companies. He began as a financial analyst and foreign exchange trader at Manufacturers Hanover in 1983 in Buenos Aires. In 1992, he was appointed head of Sales for Chemical Bank, responsible for clients in Argentina, Uruguay and Paraguay. Shortly after, he became head trader and Treasurer of Chemical Bank in Mexico. Mr Pinto moved to London in 1996 to oversee local markets in Eastern Europe, the Middle East, Africa and Asia for Chase Manhattan, later taking charge of the markets side of the Firm's emerging-market business. In early 2006, he was made global head of Emerging Markets. He was given added responsibility for the Global Credit Trading and Syndicate business in early 2008. In 2009, he was made co-head of Global Fixed Income for the Investment Bank before becoming sole head of the group in 2012. He was also made co-CEO of the Corporate and Investment Bank in 2012, and became sole CEO in 2014.

Viswas Raghavan

Mr Raghavan joined the Board of JPMSplc in September 2016 and is the CEO for J.P. Morgan in EMEA. He is also the co-head of Global Investment Banking for the Corporate and Investment Bank. As CEO for EMEA, Mr Raghavan works with the Senior Country Officers and business heads across J.P. Morgan, to ensure that clients are able to take full advantage of the Firm's local knowledge and global capabilities, across all businesses. In addition, as co-head of Global Investment Banking, Mr Raghavan leads a team of coverage and product bankers responsible for corporate finance, mergers and acquisitions, and capital markets. He has over two decades of corporate finance experience and, since 2000, he has been an integral part of J.P. Morgan's EMEA business. He has held roles including head of Debt and Equity Capital Markets' for Europe & Asia Pacific, head of Global Equity Capital Markets, and mostly recently, head of Banking for EMEA. Prior to joining J.P. Morgan, Mr Raghavan was head of Equity-Linked Capital Markets for Europe and Asia at Lehman Brothers.

Mr Raghavan graduated from The University of Bombay, India with a BSc in Physics and holds a BSc Honours degree in Electronic Engineering & Computer Science from Aston University. He is also a Chartered Accountant with the Institute of Chartered Accountants in England & Wales. In 2016, he was awarded an honorary Doctorate in Science (DSc) by Aston University.

Jason Sippel

Mr Sippel joined the Board of JPMSplc in May 2017. Mr Sippel is head of Global Equities, with responsibility for the Firm's industry-leading Cash Equities and Equity Derivatives franchises. In addition, Mr Sippel works with Investor Services in leading the Global Prime Services business, including Prime Brokerage, Equity Financing and Agency Clearing. Mr 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. More recently, Mr Sippel took on additional responsibilities in Cash Equities trading. Prior to his current role, he 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, he 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. Mr 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. He is a graduate of Trinity Hall, Cambridge University.

The directors hold the following number of directorships.

	Executive	Non-Executive
Clive Adamson	0	4
Sir Winfried Bischoff	0	2
Andrew Cox	1	0
Anna Dunn	1	0
Timothy Flynn	0	4
Julia Meazzo	1	0
Professor Scott Moeller	1	2
Jane Moran	1	2
Daniel Pinto	1	0
Dr Viswas Raghavan	1	0
Jason Sippel	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 Markets Limited

The JPMML Board is comprised of two non-executive directors and four executive directors. The directors are:

Jonathan Cossey

Mr Cossey joined the board of JPMML in April 2020. He is also the CEO of JPMML. He is currently a Managing Director and the Global Head of Prime Finance, a position he has held since October 2016 when he transitioned from being the Global Head of Equity Finance and Head of EMEA Prime Brokerage. Prior to this, Mr Cossey was the EMEA Head of Equity Finance and responsible for managing the Balance Sheet and Liquidity Management functions of the PBEF business, a position he held since Oct 2011 when he joined J.P. Morgan. Mr Cossey started his career in Finance in 1992. He moved to Nomura in 1994 where he held a variety of positions across the Prime Brokerage and Equity Finance arena during 15 years of tenure.

Andrew Cox

Mr Cox joined the Board of JPMML in June 2008. Please see his biography above.

Matthew Melling

Mr Melling joined the Board of JPMML in May 2014. He is also the CFO of JPMML and a director of JPMEL since April 2018. He is currently a Managing Director and the EMEA Regional Controller reporting to the CIB Controller and the EMEA CFO, with responsibility for financial reporting (both in the US and all local Prudential reporting) for JPMorgan's legal entities in EMEA (excluding Asset Management). Mr Melling is the designated Senior Accounting Officer (a role mandated by HMRC) for all of J.P. Morgan's CIB UK entities. Mr Melling joined J.P. Morgan in 1996 and 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. Mr Melling holds a Bachelor of Science in Chemistry from King's College London.

Professor Scott Moeller

Professor Moeller joined the Board of JPMML as an Independent Non-Executive Director in January 2020. He is also the Chair of the JPMML Risk Committee. Please see his biography above.

Ryan O'Grady

Mr O'Grady joined the board of JPMML in June 2016. He is the Head of Credit Product Development and Co-head of the Infrastructure Finance and Advisory (IFA) group. In his 21 years at the Firm, Mr O'Grady has held a range of roles across our Markets business, including as co-head of Global Fixed Income Syndicate and in late 2016 – as head of Credit Product Development (CPD). The CPD team seeks to coordinate the product agenda within Credit markets, across derivatives and cash instruments, in order to better deliver these solutions to our issuer and investor clients. During this time, Mr O'Grady has championed the expansion of the Firm's syndication capacities to support the distribution of illiquid assets, which is particularly relevant to the challenges of infrastructure finance.

Rosemary Quinlan

Ms Quinlan joined the Board of JPMML as an Independent Non-Executive Director in May 2020. She is also the Chair of the JPMML Board and the Chair of the JPMML Nomination Committee. Ms Quinlan has a career in international financial services that spans over 29 years. She has been a board director since 2006 and an independent non-executive director since 2013, with experience in the Energy, Pharma, Branded Consumer, Technology and Media Industries. She has been approved by the SSM (ECB), the CBI, the PRA and the FCA.

Prior to 2013, Ms Quinlan was a global executive and Board-level strategic change manager working with global banks in Ireland, the UK, the Netherlands and the US, with experience across a broad range of banking products and industries.

Ms Quinlan currently also serves as an independent non-executive director on the boards and committees of Ulster Bank Ireland DAC, Royal Sun Alliance Insurance Ireland DAC, Dodge and Cox Funds Worldwide plc, J.P. Morgan Dublin plc, and J.P. Morgan Bank (Ireland) plc.

The directors hold the following number of directorships.

	Executive	Non-Executive
Jonathan Cossey	1	0
Andrew Cox	1	0
Matthew Melling	1	0
Scott Moeller	1	2
Ryan O'Grady	1	0
Rosemary Quinlan	0	4

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

The JPMEL Board is comprised of three non-executive directors and four executive directors. The directors are:

Clive Adamson

Mr Adamson joined the Board of JPMEL as an Independent Non-Executive Director in April 2020. Please see his biography above.

Sir Winfried Bischoff

Sir Win Bischoff joined the Board of JPMEL as an Independent Non-Executive Director in October 2019. Please see his biography above.

Ann Doherty

Ms Doherty joined the Board of JPMEL in February 2015. She is currently a Global Senior Client Advisor, Platform Sales – Securities Services and is responsible globally for a number of our most complex asset management clients, within the Platform Sales’ Securities Services team. Ms Doherty has overall responsibility for ensuring that our Securities Services clients have the best possible experience and to support their business strategy with innovative solutions to help them grow. Before joining J.P. Morgan in 1992, Ms Doherty worked for KPMG as an international tax manager. During her time at J.P. Morgan, Ms Doherty has performed a variety of roles, including product, service, client management and sales. Ms Doherty serves on the J.P. Morgan UK foundation governance committee, the EMEA diversity council and is a trustee of the social mobility foundation. She is also a board member for J.P. Morgan (Suisse) SA. Ms Doherty has a Bachelor of Commerce from University College, Dublin, and is also a Chartered Taxation Advisor.

Lorraine Littell-Pape

Ms Littell-Pape joined the board of JPMEL in October 2019. She is the Managing Director and Chief Control Manager for JPMorgan Chase & Co. and leads the Firmwide Control Management group which maintains a strong and consistent control environment across the businesses and functions. She oversees 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. Prior to her current role, Ms Littell-Pape was the Chief Control Manager for Consumer and Community Banking. Previous roles include COO for Consumer and Business Banking, Chief of Staff to the CAO of JPMorgan Chase, and CAO for Commercial Banking. Ms 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

Mr Melling joined the Board of JPMEL in April 2018. Please see his biography above.

Jane Moran

Ms Moran joined the Board of JPMEL as an Independent Non-Executive Director in February 2020. Please see her biography above.

Sanoke Viswanathan

Mr Viswanathan is the CEO of JPMEL and joined the board of JPMEL in June 2020. He has been with J.P. Morgan for ten years. Prior to his current role as head of the International Consumer business, he was the Chief Administrative Officer of J.P. Morgan’s Corporate and Investment Bank. In that role, he oversaw Technology, Operations, Controls, Data and Analytics, and Emerging Technologies. He was responsible for a 35,000+ person organisation and chaired the firm’s Analytics Council. Mr

Viswanathan was also previously head of Corporate Strategy for JPMorgan Chase and worked with the CEO and Operating Committee to set strategic direction for the Firm. Prior to joining J.P. Morgan, he was a partner at McKinsey & Co, where he served financial institutions in Asia, Europe and North America. He specialised in strategy, and operational transformation and led large-scale, multi-year projects including the operational transformation of a large retail bank in Malaysia, set up of contact-centre operations for a leading US retail bank, and the greenfield build of a retail bank in India.

The directors hold the following number of directorships.

	Executive	Non-Executive
Clive Adamson	0	4
Sir Winfried Bischoff	0	2
Ann Doherty	1	0
Lorraine Littell-Pape	1	0
Matthew Melling	1	0
Jane Moran	1	2
Sanoke Viswanathan	1	0

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, JPMML and JPMEL, 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 programme specific to their role and duties as a director, together with continuous engagement to satisfy their ongoing development requirements.

Diversity

For further information in relation to diversity please refer to the below link.
<https://www.jpmorgan.com/country/GB/en/emea/crd4>