J.P. Morgan AG
Remuneration Report 2014

(Disclosure Pursuant to EU Directive 575/2013, Article 450 & 16 (1) Instituts-Vergütungsverordnung)

May 2015

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J.P.Morgan

Contents

Background

This document sets out the remuneration disclosures required pursuant to the Capital Requirements Regulation[1] in relation to J.P. Morgan AG (the "**Company**").

The Company is part of the J.P. Morgan Chase & Co. group of companies. In this disclosure, the terms "**J.P. Morgan**" or "**Firm**" refers to that group, and each of the entities in that group globally, unless otherwise specified.

As part of the Firm, the Company is subject to J.P. Morgan's global compensation practices and principles. These practices and principles are further described below, which should be read together with the Firm's US Proxy Statement[2] (the "**Proxy Statement**"). In addition, the Company complies with the requirements under German Stock Corporation Law as amended by the Act on Adequateness of Board Remuneration (Gesetz zur Angemessenheit der Vorstandsvergütung) and the Requirements for the Compensation in Financial Institutions (Institutsvergütungsverordnung, "**InstVergV**"). Further details on the Company's compliance with these local requirements are set out below in Section Three.

This disclosure sets out general principles, which apply to all remuneration arrangements. Details of specific remuneration programmes are set forth in the relevant plan terms and conditions as in force from time to time.

[1] This report is prepared in accordance with Article 450 of the Capital Requirements Regulation (Regulation EU 575/2013).

[2] 2015 Proxy Statement is available at : http://investor.shareholder.com/jpmorganchase/index.cfm

Section One: Governance of Remuneration Policy

The Firm's Compensation & Management Development Committee ("CMDC")

The Firm strongly believes that its remuneration policy and its implementation should foster proper governance and regulatory compliance. That policy is subject to independent oversight and control by the CMDC, a committee of the board of J.P. Morgan Chase & Co, the ultimate parent company of the Firm.

The CMDC is composed entirely of independent directors and met 6 times in relation to performance year 2014. Its key responsibilities relating to compensation include:

- Defining the Firm's compensation philosophy
- Reviewing and approving overall incentive compensation pools (including percentage paid in equity/cash)
- Reviewing and approving compensation for our Operating Committee and, for the CEO, making a recommendation to the Board for consideration and ratification by the independent directors
- Reviewing and approving the terms of compensation awards, including recovery/clawback provisions
- Reviewing the Firm's compensation practices as they relate to risk and control (including the avoidance of practices that encourage excessive risk taking)

The CMDC performs the aforementioned roles on an ongoing basis so that our compensation program is proactive in addressing both current and emerging challenges. In addition, we have Control Forums facilitated by Human Resources at the Firm, line-of-business and regional levels ("**HR Control Forums**"), the outcomes of which are factored into our compensation programs. These processes are discussed below in more detail.

For performance year 2014, the CMDC and Board of Directors elected not to engage the services of a compensation consultant. Instead, the Firm's Human Resources department provided the CMDC and the Board with both internal and external compensation data and regular updates in an effort to comply with relevant rules and guidance from our regulators and applicable laws.

Compensation Philosophy

Our compensation philosophy provides guiding principles that drive compensation-related decision-making across every level of our Firm, including the Company. We believe that well-established and clearly communicated core compensation values drive fairness and consistency across our Firm.

The table below sets forth a summary of our compensation philosophy:

Tying pay to performance and aligning with shareholders' interests	• In making compensation related decisions, we focus on multi-year, long-term, risk-adjusted performance and reward behaviors that generate sustained value for the Firm, which means compensation should not be overly rigid, formulaic or focused on the short term.
Encouraging a shared success culture	• Teamwork should be encouraged and rewarded to foster a "shared success" culture. • Contributions should be considered across the Firm, within business units, and at an individual level when evaluating an employee's performance.
Attracting and retaining top talent	• Our long-term success depends on the talents of our employees. Our compensation system plays a significant role in our ability to attract, motivate and retain top talent. • Competitive and reasonable compensation should help attract and retain the best talent to grow and sustain our business.
No special perquisites and non-performance based compensation	• An executive's compensation should be straightforward and consist primarily of cash and equity incentives. • We do not have special supplemental retirement or other special benefits just for executives, nor do we have any change in control agreements, golden parachutes, merger bonuses, or other special severance benefit arrangements for executives.
Maintaining strong governance	• Independent board oversight of the Firm's compensation practices and principles and their implementation should foster proper governance and regulatory compliance. • Our CMDC is composed entirely of independent directors. It defines the Firm's compensation philosophy, reviews and approves the Firm's overall incentive compensation pools, and approves compensation for our Operating Committee, including the terms of compensation awards.
Transparency with shareholders	• As a Firm, we believe that an essential component of good governance is transparent disclosure to shareholders relating to our executive compensation program. Specifically, we believe that all material terms of our executive pay program, and any actions on our part in response to significant events should be disclosed to shareholders, as appropriate, in order to provide them with enough information and context to assess our program and practices, and their effectiveness.

Pay practices are aligned with compensation philosophy

We believe the effectiveness of our compensation program is dependent upon how well our pay practices are aligned with our compensation philosophy. The table below illustrates the strong alignment between our compensation philosophy and pay practices.

• **Compensation principles** We believe our compensation principles pro-mote a best practice approach to compensation, including: (1) aligning with shareholder interests; (2) attracting and retaining top talent; (3) integrating risk with compensation; (4) maintaining strong governance; (5) tying pay to performance; and (6) transparency.	• **Hedging/pledging policy** All employees are prohibited from the hedging of unvested restricted stock units, and unexercised options or stock appreciation rights.
• **Pay at risk** The majority of Operating Committee compensation is "at-risk" and contingent on achievement of business goals that are integrally linked to shareholder value and safety and soundness.	• **Strong clawback policy** Comprehensive recovery provisions enable us to cancel or reduce unvested awards, or require repayment of cash or equity compensation already paid.
• **Pay for sustained performance** For senior employees, RSUs are subject to a three-year deferral. A substantial portion of awards is subject to cancellation if thresholds are not met over this period, with final payout levels based on our stock price at time of vesting (i.e., if our stock price goes down, award value goes down and vice-versa).	• **Competitive benchmarking** To make fully informed decisions on pay levels and pay practices, we benchmark ourselves against peer groups. We believe external market data is an important component of attracting and retaining top talent, while driving shareholder value.
• **Risk events impact pay** In making pay decisions, we consider material risk and control issues, at both the Firm and line-of-business levels, and make adjustments to compensation, when appropriate.	• **Responsible use of equity** We manage our equity program responsibly, using only approximately 1% of weighted average diluted shares in 2014. In addition, our share buyback program significantly reduces shareholder dilution.
• **Strong share ownership guidelines** A significant percentage of incentive compensation should be in stock that vests over multiple years.	• **Shareholder outreach** Each year, we solicit feedback from our investors on our compensation programs and practices. The CMDC strongly considers this feedback when making compensation decisions.

Section Two: Remuneration System Design

Components of compensation

Our compensation structure is designed to contribute to the achievement of the Firm's short-term and long-term strategic and operational objectives, while avoiding excessive risk-taking inconsistent with the Firm's risk management strategy. This is accomplished in part through a balanced total compensation program comprised of a mix of fixed compensation (including base salary), and variable compensation in the form of cash incentives and long-term, equity based incentives that vest over time. In 2014, the Company obtained the relevant shareholder approval in accordance with Article 94(1)g of CRD IV (and its local German implementation) to pay employees, including senior management, a maximum ratio of fixed to variable compensation of 1 : 2.

Variable compensation (annual and long-term incentives)

We believe that our variable compensation programs serve a fundamental role in motivating our employees to deliver sustained shareholder value and rewarding them with an appropriate mix of short- and long-term incentives aligned to performance.

Incentive compensation can be composed of the following:

- Immediate cash
- Retained Stock (vested at grant, subject to a 6 month holding period – only awarded to "Identified Staff" as defined below)
- RSUs (vesting period 24 and 36 months post grant for the majority of staff)
- Deferred cash (awarded to Identified staff only)

Restricted Stock Units ("RSUs")

The equity portion of incentive compensation is awarded in the form of RSUs (each RSU represents a right to receive one share of common stock on the vesting date).

The percentage of incentive compensation being deferred and awarded is higher for more highly compensated employees, thus increasing the aggregate value subject to the continued performance of the Firm's stock. For 2014, Managing Directors were subject to a 35% minimum deferral irrespective of their level of compensation. Senior executives of the Firm received at least 50% (and in some cases, substantially more) of their incentive compensation in stock.

Employees of the Firm, including the Company, designated as Identified Staff under guidance of the European Banking Authority under the Capital Requirements Directive IV ("**CRD IV**") ("**Identified Staff**") are subject to more prescriptive rules in respect of their variable compensation. For Identified Staff, the proportion deferred is at least in line with the deferral rules as defined in the InstVergV rules and may be greater for certain employees in certain circumstances.

Generally, 50% of the RSU portion of the award vests on the second anniversary of the grant date and 50% vests on the third anniversary of the grant date. Awards are subject to the Firm's right to cancel an unvested or unexercised award (malus), and to require repayment of the value of certain shares distributed under awards already vested (clawback) in certain circumstances, as further described below.

Deferred Cash

For Identified Staff, deferred incentives may also be awarded in the form of deferred cash which vests over a 3-year period subject to terms and conditions (e.g., in respect of forfeiture and clawback) consistent with RSUs awarded in respect of the same performance year. Vesting of deferred cash awards are subject to the same rights of malus and clawback as RSUs, as set out below.

Other non-cash benefits

No non-cash benefits are provided as part of variable compensation.

Performance measurement

The Firm has a rigorous and disciplined performance management process, which actively manages the performance of its employees through the year. To that end, after setting yearly objectives, we use both quantitative and qualitative criteria to assess performance during the compensation cycle, and to then inform individual compensation determinations.

A balanced assessment of employees' performance is undertaken taking account of business and financial results, risk and control outcomes, client/customer goals (where appropriate), and other priorities including people and leadership objectives. Risk and control is a key focus for the Firm and there are three expectations specific to this assessment: (1) Drives a robust risk/control environment (2) Demonstrates expected risk/control behaviors and (3) Identifies, escalates and remediates issues.

These four performance categories appropriately consider short-, medium- and long-term goals that drive sustained shareholder value, while accounting for risk and control outcomes. There is no specific weighting assigned to any one factor, metric or component.

The Firm then uses three broad categories as a general guideline on performance ratings:

- Exceeds expectations
- Meets expectations
- Needs improvement

Individual business areas have the flexibility to use additional differentiation, e.g. within the broad "Meets Expectations" category.

Given the diverse nature of our Firm, our evaluation of the Firm does not lend itself to a simple formulation to determine a single "score" or outcome that is indicative of overall performance. The CMDC therefore utilizes a balanced and disciplined approach so that its performance assessment reflects Firm, line of business and individual performance over a multi-year period.

Risk adjustment

To encourage a culture of risk awareness and personal accountability we approach our incentive compensation arrangements through an integrated risk, finance, compensation and performance management framework.

Pay and performance for our senior employees is also tied to extensive risk and control features that perform the following functions:

- Maintain extensive review processes to evaluate risk and control behaviors and to hold executives accountable
- Active engagement, transparency and assessments of risk and control issues by control function heads, leaders and subject matter experts across the Firm
- Strong clawback and recovery provisions cover all forms of incentive compensation combined with formal and disciplined processes for review and determinations

We believe that disciplined risk management, compensation recovery, and repayment policies should be robust enough to deter excessive risk-taking. Risk disciplines and control forums should generate honest, fair and objective evaluations and identify individuals responsible for any risk-related events and their accountability.

Risk & control review process

Our executive compensation program is designed to hold executives accountable, when appropriate, for material actions or items that negatively impact business performance in current or future years.

The Firm implemented in 2013 an enhanced risk review process across the company that further strengthens the connection between risks, controls and compensation. The process, structured as HR Control Forums, enables senior management to evaluate relevant risk and control issues that surface in various forums (such as, Risk Committees and Business Control Committees) and, when appropriate, to initiate human resources-related remedial actions including but not limited to compensation adjustments, performance rating impacts, cancellation/forfeiture/claw back of previously granted awards, or separation of employment. Decisions on HR-related impacts are made once the full investigation of the individual's association with the issue has occurred and all the facts are known. HR Control Forums are conducted on a quarterly basis at various levels of the Firm and geographies including:

- **Line of Business Control Forums** — Each line of business ("LOB") reviews material risk and control issues related to its specific line of business and firmwide. Control Forums are also conducted for Corporate functions.
- **Regional Control Forums** — Potential risks that may arise in a given geography (both within an LOB and across LOBs) are also identified and assessed. Issues are referred to LOB forums or escalated to the firmwide forums, as appropriate.
- **Firmwide Control Forums** — Aggregate findings, including actions recommended from LOB/Corporate Function/Regional Forums, are reviewed and the CMDC is provided a summary of overall items and receives more detailed information on significant items.

Performance management reviews for Identified Staff and Tier 1 employees

In addition to the HR Control Forums, the Firm also conducts robust performance assessments for all "material risk takers", including members of the Firm's Operating Committee, Identified Staff, and "Tier 1" employees identified under guidance of the Federal Reserve in the US.

Part of the robust review process includes soliciting feedback directly from risk and control professionals who independently assess employees' risk and control behavior. The feedback from the risk and control process is a critical input into managers' evaluations of Tier 1 / Identified Staff employee performance and compensation as it helps to identify individuals responsible for significant risk and control behavior or conduct issues, supervisory issues (e.g., failure to supervise, anticipate a material issue, or take appropriate action when the issue arose), and other risk and control related issues that impact the Firm.

For 2014, we expanded components of the enhanced performance evaluation to over 15,000 employees of the Firm in an effort to more formally assess performance on a holistic basis. During 2014, we also implemented new online training for risk and control reviewers and new training for managers in order to further strengthen the process.

Holding individuals accountable

To hold individuals responsible for taking risks inconsistent with the Firm's risk appetite and to discourage future imprudent behavior, policies and procedures that enable us to take prompt and proportionate actions with respect to accountable individuals include:

- Reduction of annual incentive compensation (in full or in part);
- Cancellation of unvested awards (in full or in part);
- Recovery of previously paid compensation (cash and/or equity); and
- Taking appropriate employment actions (e.g., termination of employment, demotion, negative rating).

The precise actions we take with respect to accountable individuals are based on the nature of their involvement, the magnitude of the event and the impact on the Firm. A description of our recovery provisions is set out below.

Code of Conduct

All staff are provided with the Firm's Code of Conduct at hire, and ongoing, which clearly sets the Firm's expectations for appropriate behaviour, independence and avoidance of conflicts of interest. This policy also underpins the recovery and clawback provisions of the remuneration structure.

Clawback/recovery provisions

We maintain clawback/recoupment provisions on both cash incentives and equity awards, which enable us to reduce or cancel unvested awards and recover previously paid compensation in certain situations. Incentive awards are intended and expected to vest according to their terms, but strong recovery provisions permit recovery of incentive compensation awards in appropriate circumstances. The following table provides details on the extensive clawback provisions that apply to Identified Staff and Tier 1 employees.

LONGSTANDING EQUITY CLAWBACK PROVISIONS

CLAWBACK TYPE		CLAWBACK TRIGGER	VESTED	UNVESTED
Restatement		• In the event of a **material restatement of the Firm's financial results** for the relevant period (under our recoupment policy adopted in 2006) • This provision **also applies to cash incentives**	✓	✓
Misconduct		• If the employee engaged in conduct detrimental to the Firm that causes material financial or reputational harm to the Firm	✓	✓
		• If award was based on **materially inaccurate performance metrics,** whether or not the employee was responsible for the inaccuracy	✓	✓
		• If award was based on a **material misrepresentation** by the employee	✓	✓
Risk-related		• If the employee improperly or with gross negligence **failed to identify,** raise or assess, in a timely manner and as reasonably expected, issues and/or concerns with respect to **risks material to the Firm**	✓	✓
	Protection-based vesting (RSUs)[3]	• If a line of business in which the employee is employed or exercises responsibility **did not meet its annual line of business financial threshold** or, in the case of an Operating Committee member, such a trigger is exercised for a participant(s) in a line of business they exercise responsibility		✓
		• If for any one calendar year during the vesting period, **pre-provision net income is negative,** as reported by the Firm[4]		✓
		• If, for the three calendar years preceding the vesting date, the Firm **does not meet a 15% cumulative return on tangible common equity**[4]		✓

AWARD TYPE

Recovery procedures

Issues that may require recovery determinations can be raised at any time, including in meetings of the Firm's risk committees, HR Control Forums, annual assessments of employee performance and when material risk-takers resign or their employment is terminated by the Firm. Our well-defined process to govern these determinations is as follows:

- A formal compensation review would occur following a determination that the cause and materiality of a risk-related loss, issue or other set of facts and circumstances warranted such a review.

- The CMDC is responsible for determinations involving Operating Committee members (determinations involving the CEO are subject to ratification by independent members of the Board). The CMDC has delegated authority for determinations involving other employees to the Head of Human Resources, who will facilitate determinations involving all other employees based on reviews and recommendations made by a committee generally composed of the

3 These provisions apply to RSUs granted in 2012 and after, and may result in cancellation of up to a combined total of 50% of the award.
4 These provisions only apply to members of the Firm's Operating Committee.

Firm’s senior Risk, Human Resources, Legal, Compliance and Financial officers and the chief executive officer of the line of business for which the review was undertaken.

Section Three: Local Governance Structure

In accordance with the German Stock Corporation Act and InstVergV, the Management Board (Vorstand) of J.P. Morgan AG is competent and responsible for the remuneration of the employees of J.P. Morgan AG.

German law establishes additional requirements for the remuneration of the Management Board of J.P. Morgan AG.

The Supervisory Board (Aufsichtsrat) of J.P. Morgan AG will apply the remuneration principles developed by the Firm with the minimum discretion to consider additional measures in order to meet strict local compliance requirements.

The Supervisory Board of J.P. Morgan AG has held six meetings in the calendar year 2014. The newly established Remuneration Control Committee (“Vergütungskontrollausschuß”) has met twice in 2014.

Section Four: Quantitative Information[5]

General

The following disclosures are in relation to the Company's Identified Staff.

Aggregate remuneration information broken down by business area

In EUR thousands	Total Compensation 2014	# of staff
J.P. Morgan AG	3,620	12

Total Compensation

In EUR thousands	Fixed Compensation 2014	Variable Compensation			
		Cash 2014	Equity Awards 2014	Deferred Cash Awards 2014	Retained Stock Awards 2014
Total	2,303	413	453	196	255

Deferred Compensation as at 31 December 2014

In EUR thousands	Deferred compensation - outstanding (unvested, value as at 31 Dec 14)	Deferred compensation -awarded during 2014 (value at award)	Deferred compensation - paid out during 2014 (value at pay-out)
Total	1,284	649	260

Sign-on and Severance Payments

No sign-on or severance payments were made to material risk takers during 2014.

2014 Remuneration Banding for Annual Compensation of Individuals Earning at least EUR 1 Million

No material risk takers receiving compensation exceeding EUR 1 million.

[5] This information was revised in October 2015 as to scope, and to report all information in EUROs.