

**CRD IV GOVERNANCE DISCLOSURES**

## CRD IV Governance Disclosures

### UK Entities

These disclosures are made in respect of J.P. Morgan Securities plc (“JPMSplc”) and J.P. Morgan Europe Limited (“JP MEL”) (each a “Company”, and together the “Companies”). JPMSplc and JP MEL 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 Matters Reserved for the Board which require 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 and 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 (JPMSplc)**

The JPMSplc Board is comprised of seven non-executive directors and four executive directors. The directors are:

### ***Timothy Flynn***

T. Flynn joined the Board of JPMSplc as an Independent Non-Executive Director in June 2020. For further information in relation to T. Flynn, please see the below link.

<https://www.jporganchase.com/about/our-leadership/timothy-flynn>

### ***Clive Adamson***

C. 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 JPMEI and an Independent Non-Executive Director (since September 2021) and the Chair (since March 2022) of Nutmeg Saving and Investment Limited. C. Adamson also serves as a Chair of the UK Audit Committee and is a member of the UK Remuneration Committee. He also holds a number of external directorships, such as Chair (since April 2022) of Ashmore Group plc, an Independent Non-Executive Director and Chair of the Risk Committee of M&G plc and an Independent Non-Executive Director of its subsidiary and Chair of the Risk Committee of Prudential Assurance Company Limited. C. Adamson was formerly a Senior Advisor at McKinsey & Co and was also a Non- Executive Director of Virgin Money UK plc (formerly CYBG plc), (certain of its group entities, which included being the Chair of Virgin Money UK plc's Risk Committee) until his resignation in November 2019. Prior to this, C. 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, C. Adamson held executive positions at Bank of America. C. Adamson holds a Master's in Economics from Cambridge University.

### ***Michael Cole-Fontayn***

M. Cole-Fontayn joined the Board of JPMSplc as an Independent Non-Executive Director in February 2021. M. Cole-Fontayn is the Chair of the Chartered Institute for Securities and Investment, which is the largest professional body for the securities and investment profession in the UK. He is also a Non-Executive Director of Financial Markets Standards Board Limited, Engage with China Limited and The Charlie Waller Memorial Trust, and an Executive Director of Ranmore Advisory Limited. Until 30 June 2021 and for the prior 6 years, M. Cole-Fontayn was Chair of the Association for Financial Markets in Europe, a trade association for leading global and European banks and other significant capital market participants. Prior to this, he was EMEA Chair and CEO of BNY Mellon, responsible for governance, culture and strategy development across the region. Before taking up the EMEA Chair of BNY Mellon, he spent 25 years in various roles at both BNY Mellon and Bank of New York in London, Hong Kong and New York.

### ***Anna Dunn***

A. Dunn joined the Board of JPMSplc in February 2019. A. Dunn has been the Chief Financial Officer for JPMorgan Europe, Middle East, and Africa since 2019. As part of her role, A. Dunn is the chair of the JPMorgan EMEA Regional Oversight Committee, and a member of the JP Morgan EMEA Management Committee. She is also a board member and PRA senior manager under the Senior Manager Regime (SMR), for JPMSplc and JPMorgan Chase Bank, N.A. - London Branch. A. Dunn is a member of the Global OCFO Diversity, Equity & Inclusion Council.

Over the last 20 years A. Dunn has held various Finance roles within JP Morgan in functions ranging from product control, program management, valuation control, financial control, and business management. A. Dunn has worked across Markets businesses including Credit, Rates, FX, Emerging Markets, Securitised Products, and Equities. Most recently A. Dunn was Global Markets Product Controller for the Corporate & Investment Bank. Anna holds a B.A. from Cornell University, is a CFA charter holder and holds a FT Non-Executive Director Diploma. A. Dunn joined JP Morgan's graduate

program in New York in 1995 and relocated to London in 1997 on a two-year assignment. A. Dunn still resides in London, now with a husband and three children.

### ***Ian Green***

I. Green joined the Board of JPMSplc in April 2022 and is the EMEA CRO since October 2019. I. Green is the Firmwide Market Risk Executive and Head of Market Risk for the Corporate & Investment Bank. Earlier in his career he managed Market Risk coverage for the Global Macro businesses in CIB Market Risk and was responsible for the Firmwide MR Stress Testing group, as well as Market Risk for the UK Legal Entities.

I. Green's tenure started in risk coverage for Equity Derivatives at Robert Fleming & Co. and joined our firm after Robert Fleming & Co. was sold to Chase Manhattan Bank in 2000. Since joining, I. Green's held various Market Risk roles in Rates, FX and Fixed Income Exotics over 20 years. I. Green studied Economics at Bristol University, where he graduated with a BSc.

### ***Julia Meazzo***

J. Meazzo joined the Board of JPMSplc in May 2015. On retirement from JPMorgan in February 2021, she became a Non-Executive Director of JPMSplc. J. Meazzo was previously a Managing Director, HR Executive for the EMEA region and HR International Senior Advisor. Prior to this J. Meazzo was the Business Manager for Credit Business and Global Emerging Markets, and HR Business Partner in South Africa. J. Meazzo is currently a director of Protean Results Ltd. Prior to joining J.P. Morgan, J. Meazzo worked for Johnson & Johnson, Proctor & Gamble, and Cap Gemini Management Consulting. J. Meazzo has a degree in Business Commerce from Rhodes University South Africa.

### ***Jane Moran***

J. Moran is an Independent Non-Executive Director of JPMSplc (December 2015) and JP MEL (February 2020). Beginning September 2021, J. Moran is the Chief Information and Digital Officer for Mass General Brigham, the integrated academic healthcare system based in Boston. Prior to this, J. Moran was at Unilever, where she held roles as the Chief Technology Advisor and before this the Chief Information Officer. Prior to joining Unilever, J. 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. J. Moran holds an MBA from Boston University and a BA in History from Brown University.

### ***Edward Ocampo***

E. Ocampo joined the Board of JPMSplc in April 2022 and is the Chair of the Risk Committee. E. Ocampo is an Independent Non-Executive Director of the Financial Markets Standards Board Limited and an independent member of the ICE Swap Rate & Term Reference Rates Oversight Committee. E. Ocampo is also an Affiliate at Rutter Associates. From 2014 to 2018 E. Ocampo was a Senior Advisor in the Markets Directorate at the Bank of England where he led the work to develop and promote alternatives to Libor and contributed to the Fair and Effective Markets Review.

Prior to joining the Bank of England, E. Ocampo was a Managing Director for Morgan Stanley in London where he was Head of Fixed Income Risk Management for EMEA and a member of the board of directors of Morgan Stanley's UK bank. E. Ocampo has over 25 years of experience in the investment banking industry. E. Ocampo received his MBA degree from Stanford University in 1983 and his AB degree in Economics from Princeton University in 1979.

### ***Viswas Raghavan***

V. 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 & Corporate Banking and Chief Executive Officer for J.P. Morgan in Europe, the Middle East and Africa (EMEA). V. Raghavan has over three decades of corporate finance and investment banking experience. As co-head of Global Investment & Corporate Banking, he leads global coverage, product and corporate bankers responsible for corporate finance, mergers and acquisitions, and capital markets. In addition, as CEO for EMEA, V. Raghavan works with 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 lines of business. Since 2000, V. Raghavan has been an integral part of J.P. Morgan's global investment banking business. He has held roles including head of Debt and Equity Capital Markets' for Europe & Asia Pacific, head of Global Equity Capital Markets, and head of Banking for EMEA. Prior to joining J.P. Morgan, V. Raghavan was head of Equity-Linked Capital Markets for Europe and Asia at Lehman Brothers.

V. 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, Birmingham, U.K. V. Raghavan 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 and in 2022 conferred the honour of "Visiting Professor" in the College of Business and Social Sciences.

### **Troy Rohrbaugh**

T. Rohrbaugh joined the Board of JPMSplc as a Non-Executive Director in August 2023. For further information in relation to T. Rohrbaugh, please see the below link.

<https://www.jporganchase.com/about/our-leadership/troy-rohrbaugh>

### **Jason Sippel**

J. Sippel joined the Board of JPMSplc in May 2017. J. Sippel is Global Head of Credit Markets, Equities Trading and Public Finance, with responsibility for the Firm's Cash Equities, Equity Derivatives, Prime Finance and Clearing businesses. J. 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. Prior to his current role, J. Sippel 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, J. Sippel 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. J. 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. J. Sippel is a graduate of Trinity Hall, Cambridge University.

The directors hold the following number of directorships.

	Executive	Non-Executive
Timothy Flynn	0	5*
Clive Adamson	0	3
Michael Cole-Fontayn	1	2
Anna Dunn	1	0
Ian Green	1	0
Julia Meazzo	1	1
Jane Moran	0	1
Edward Ocampo	0	3
Viswas Raghavan	1	0
Troy Rohrbaugh	0	1
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.

\*Held under a waiver from the PRA.

## **J.P. Morgan Europe Limited (JP MEL)**

The JP MEL Board is comprised of five non-executive directors and three executive directors. JP MEL operates a digital consumer bank with the trading name 'Chase' in the UK. The directors are:

### ***Clive Adamson***

C. Adamson joined the board of JP MEL as an Independent Non-Executive Director in April 2020 and has been Chairman of the board since June 2020. Please see his biography above.

### ***Melissa Di Donato***

M. Di Donato joined the Board of JP MEL as an Independent Non-Executive Director in April 2022. M. Di Donato also serves as an independent Non-Executive Director of Porsche AG. M. Di Donato is the Chair and CEO of software leader Kyriba as of September 1, 2023 and also a NED for Mews Systems. She is a former Executive Director and Chief Executive Officer of SUSE, a global leader in innovative, reliable and enterprise-grade open-source solutions. Prior to this, M. Di Donato was the Chief Revenue Officer for ERP Cloud at SAP (2016-2019), EMEA and APJ Area Vice President at Salesforce (2009-16).

M. Di Donato has extensive experience in engineering and product development, sales and general management. She served as an Advisor, Executive in Residence and Board Member at various organisations such as Burgundy Technology (2020-22), and Founders4Schools (2013-2019), and currently serving at Notion Capital (2018 onwards), Vortexa (2019 onwards). She is also a children's book author and the co-founder of Inner Wings, a charitable foundation. M. Di Donato has received several awards and accolades throughout her career such as CEO Today Magazine's Europe Awards 2020, Awards Business Role Model of the Year for U.K. Tech, Digital Masters Award for Excellence in Commercial Management, Women in IT Finalist, the Personality of the Year U.K. for Cloud Computing, one of the Top 10 most influential women in U.K. Technology, and Technology Woman of Achievement award by Women in the City, amongst many others. In September 2022, M. Di Donato was appointed to the Handelsblatt and Bain & Company Female Allstar Board. And she was the inaugural Chair of the 30% Club's Technology Working Group.

### ***Ann Doherty***

A. Doherty joined the Board of JP MEL 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. A. Doherty has overall responsibility for ensuring that J.P. Morgan's 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, A. Doherty worked for KPMG as an international tax manager. During her time at J.P. Morgan, A. Doherty has performed a variety of roles, including product, service, client management and sales. A. Doherty serves as chair of the J.P. Morgan UK foundation governance committee, active member of a number of diversity committees and is a trustee of the social mobility foundation. She is also a board member for J.P. Morgan (Suisse) SA. A. Doherty has a Bachelor of Commerce from University College, Dublin, and is also a Chartered Taxation Advisor.

### ***Lorraine Littell-Pape***

L. Littell-Pape joined the board of JP MEL in October 2019. She was formerly a Managing Director at JPMorgan who was engaged in strategic program management for the Operating Committee. Prior to this role, L. Littell-Pape was the Chief Control Manager for JPMorgan, and led the Firmwide Control Management group, which maintained a strong and consistent control environment across the businesses and functions. As part of that role, L. Littell-Pape had oversight of 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. L. Littell-Pape had also managed the Firmwide Business Resiliency and Program Management. Previous roles include Chief Control Manager for Consumer and Community Banking, COO for Consumer and Business Banking, Chief of Staff to the CAO of JPMorgan Chase, and CAO for Commercial Banking. L. 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***

M. Melling joined the Board of JPMEL as an Executive Director in April 2018. He is currently the CFO of International Consumer Banking and serves as the Chief Financial Officer of JPMEL since June 2020. M. Melling is serving as an Executive Director of Nutmeg Saving and Investment Limited since March 2022. He joined JPMorgan in 1996 and previously served as the EMEA Regional Controller for JPMorgan's legal entities in EMEA (excluding Asset Management). M. Melling has held a number of prior roles, including EMEA and Global Product Controller for Emerging Markets, and Credit and Emerging Markets Middle Office. M. Melling holds a Bachelor of Science in Chemistry from King's College London.

***Jane Moran***

J. Moran joined the Board of JPMEL as an Independent Non-Executive Director in February 2022. Please see her biography above.

***Keith Morgan CBE***

K. Morgan joined the Board of JPMEL as an independent Non-Executive Director and Risk Committee Chair in August 2022. He is also a Non-Executive Director of UK Asset Resolution Ltd, where he served as the Chair of the Risk Committee (until 2020), and is a Non-Executive Director and Chair of ThinCats Group Ltd.

Prior to this, K. Morgan spent eight years at the British Business Bank Plc as founding Chief Executive, Executive Director and Chair of various group subsidiaries. He was Head of Wholly Owned Investments and, in his final year, an Executive Director of UK Financial Investments Ltd (2009-12). He was an Executive at Santander's UK and US businesses (2004-09), including Executive Director at Sovereign Bancorp, USA (2008-09), Chair of Santander Asset Management UK Ltd (2004-07) and Chair of Santander Cards Ltd (2004-07). Before this, K. Morgan was a Partner of LEK Consulting LLP specialising in financial services.

K. Morgan currently serves as a Board Member, Trustee and Chair of the Finance, Audit and General Purposes Committee at the Design Council and is Deputy Chair of the Jephcott Charitable Trust, where he also chairs the Finance Committee. He has over 15 years of experience as a Non-Executive Director with a background spanning retail banking, commercial banking, investment & asset management. In 2020, he was awarded a CBE for services to Small Business Finance.

***Sanoke Viswanathan***

S. Viswanathan joined the board of JPMEL in June 2020 and has been a member of the Operating Committee of the Firm since February 2022. He has been with JPMorgan Chase for thirteen years. S. Viswanathan has been leading the International Consumer Banking business of JPMorgan Chase since its inception in 2018. He is also the Chief Strategy and Growth Officer of the Company. Previously, S. Viswanathan was Chief Administrative Officer of the Corporate and Investment Bank, overseeing Technology, Operations, Data and Analytics, Artificial Intelligence Research and Emerging Technologies. Prior to joining JPMorgan Chase, S. Viswanathan was a partner at McKinsey & Co, and co-head of their global corporate and investment banking practice. He served financial institutions in Asia, Europe and North America on strategy, organization and risk management topics. S. Viswanathan holds an MBA from the Indian Institute of Management, Ahmedabad, and a Bachelors in Mechanical Engineering from the Indian Institute of Technology, Chennai.

The directors hold the following number of directorships.

	Executive	Non-Executive
Clive Adamson	0	3
Melissa Di Donato	0	2
Ann Doherty	1	0
Lorraine Littell-Pape	0	1
Matthew Melling	1	0
Jane Moran	0	1
Keith Morgan	0	3
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 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/disclosures/crd4>