

Registration No.

199401030666 (316347-D)

J.P. MORGAN CHASE BANK BERHAD
(Incorporated in Malaysia)

CORPORATE GOVERNANCE STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

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CORPORATE GOVERNANCE STATEMENT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

J.P. Morgan Chase Bank Berhad (“the Bank”) is committed to uphold good corporate governance practices in conformity with Bank Negara Malaysia (“BNM”) Policy Document on Corporate Governance which was effective on 3 August 2016.

Governance is a continuing focus at JPMorgan Chase & Co. (“JPMC” or the “Firm”), starting with the JPMC Board of Directors and extending throughout the Firm. The Firm as a whole sets strategy and manages by line of business based on authorities delegated by JPMC and JPMorgan Chase Bank, N.A. (“JPMCB”), and supported by global policies and standards that all staff worldwide are typically required to adhere to, subject to compliance with applicable legal and regulatory standards within each jurisdiction. The activities within the JPMorgan Chase Bank branches and other bank and non-bank subsidiaries are governed in this way in each of the regions in which the Firm operates.

In addition to the above, the Board of Directors (the “Board”) of the Bank also observes JPMC’s Global Code of Conduct. The Code of Conduct sets forth guiding principles and rules of behaviour by which the Bank conducts its daily business with its customers, vendors, shareholders and with its employees. The Code of Conduct applies to all employees and Directors who are required to annually affirm that they are in compliance with it.

BOARD OF DIRECTORS

Composition of the Board

The Board currently comprises five (5) members, of which two (2) are Non-Independent Executive Directors and three (3) are Independent Non-Executive Directors. The Directors who served since the date of the last report are as follows:

Osman Tarique Morad
Independent Non-Executive Director/Chairman

Robert Armor Morris
Independent Non-Executive Director

Mahani Binti Amat
Independent Non-Executive Director

Gail Koh De Josselin
Non-Independent Executive Director

Wong Hooi Ching
Non-Independent Executive Director/Chief Executive Officer (“CEO”)

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BOARD OF DIRECTORS (CONTINUED)

Composition of the Board (continued)

The current composition and size of the Board is appropriate and commensurate with the complexity, scope and operations of the Bank.

The Board of the Bank fulfills the prescribed requirements by BNM to comprise a majority of independent non-executive directors. The maximum tenure of an Independent Non-Executive Director shall be nine (9) years from the date of first appointment as independent non-executive Director.

Profile of Directors

Osman Tarique Morad

Mr. Osman Tarique Morad was appointed to the Board as an Independent Non-Executive Director on 2 January 2019. Mr. Morad is the Chairman of the Board of Directors. He is also a member of the Board Audit Committee, Board Nomination Committee, Board Risk Management Committee and Board Remuneration Committee of the Bank.

Mr. Morad has a Bachelor of Arts degree in Economics/Anthropology from Marlboro College in Vermont, U.S.A. and a Bachelor of Arts degree from the University of Punjab, Lahore, Pakistan. He was a Council and Board member of the Association of Banks in Bahrain, Malaysia and Bangladesh, respectively and an Executive Committee Member on the Bangladesh Forex Dealers Association. He has more than 38 year of experience in banking and finance, working with international banks in the Middle East, South Asia and South East Asia. In a career spent primarily in client facing roles, the last 16 years of which was in a Country CEO position, Mr. Morad has extensive experience in compliance, developing and executing strategy, managing financial performance and building stakeholder relations.

Robert Armor Morris

Mr. Robert Armor Morris was appointed to the Board as an Independent Non-Executive Director on 23 January 2018. Mr. Morris is the Chairman of the Board Audit Committee and the Board Nomination Committee. He is also a member of the Board Risk Management Committee and Board Remuneration Committee of the Bank.

Mr. Morris has a Bachelor of Science degree in Business Economics and Accountancy from Southampton University. He is an Associate of the Institute of Chartered Accountants in England and Wales, a Fellow of the Hong Kong Institute of Certified Public Accountants and previously an Associate of the Association of Certified Fraud Examiners, where he was a board member of its Hong Kong Chapter. He has more than 18 year of experience in corporate banking. He established the East Asia fraud and dispute practices of consultancy firms, including one of the Big Four accounting firms, and was appointed the Area Head of the practice in each case.

He has worked in Asia for most of his 37-year career and has extensive regional experience in lending to corporates, trade finance, financial investigations, dispute services, forensic accounting and financial restructuring projects.

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BOARD OF DIRECTORS (CONTINUED)

Profile of Directors (continued)

Mahani Binti Amat

Ms. Mahani Binti Amat was appointed to the Board as an Independent Non-Executive Director on 11 January 2021. Ms. Mahani is the Chairman of the Board Risk Management Committee and the Board Remuneration Committee. She is also a member of the Board Audit Committee and Board Nomination Committee of the Bank.

Ms. Mahani holds a Bachelor of Economics (majoring in Business Administration) from University of Malaya. She has over 27 years of working experience in the banking industry. Her career started with Bank Negara Malaysia in 1977 where she spent 7 years in Reserves Management. In 1984, she moved on to RHB Bank Berhad in Singapore where she took on various positions in the Treasury and Offshore Banking as well as Consumer Banking. She returned to RHB Bank Berhad, Kuala Lumpur in 2001, where she held senior management positions in the Premium Banking and International divisions, up to her last designation in 2004 as the Executive Vice President of Operations and Services.

Currently, Puan Mahani is an Independent Non-Executive Director of Scicom (MSC) Berhad public listed company on the Main Market of Bursa Securities. She is also an Independent Non-Executive Director of AIA Berhad and AIA Public Takaful Berhad.

Gail Koh De Josselin

Ms. Gail Koh was appointed to the Board as a Non-Independent Executive Director on 16 January 2023. Ms. Gail Koh is also a member of the Board Nomination Committee of the Bank.

Ms. Gail Koh holds a Master of Business Administration and Master of Science in Information Systems from the Baylor University, Texas, United States of America, and a Bachelor of Business Administration from the National University of Singapore.

Ms. Gail Koh has been in the financial services industry for over 20 years. She joined J.P. Morgan in 2012 and is currently the Managing Director, Head of APAC Central Compliance of JP Morgan based in Singapore.

Ms. Gail Koh is also the Head of Conduct and Operational Risk (“CCOR”) for South East Asia (“SEA”) in JP Morgan, responsible for CCOR activities in SEA across all lines of businesses and has oversight over all Compliance regulatory relationships in SEA.

In J.P. Morgan, Ms. Gail Koh is a member and APAC representative of the JP Morgan Global Compliance, CCOR Control Sub-Committee, the APAC CCOR Management Committee, APAC Operating Committee and the Singapore Management Committee.

Prior to JP Morgan, Ms. Gail Koh was with Goldman Sachs, Singapore as Compliance Executive Director.

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BOARD OF DIRECTORS (CONTINUED)

Profile of Directors (continued)

Wong Hooi Ching

Ms. Wong Hooi Ching was appointed to the Board as a Non-Independent Executive Director and Chief Executive Officer of J.P. Morgan Chase Bank Berhad on 3 January 2022. Ms. Wong is a member of the Board and the Board Nomination Committee of the Bank.

Ms. Wong holds a B.A. (Economics) in Accounting and Finance from the University of Manchester, United Kingdom.

Ms. Wong has been in the financial services industry for more than 25 years. She was formerly with Standard Chartered Bank Berhad, Malaysia where during her tenure, she held a number of senior roles as Head of Cash Management, Head of Global Subsidiaries and Financial Institutions and Head of Transaction Banking respectively. Ms. Wong was also formerly with J.P. Morgan Chase Bank Berhad, Malaysia where she was the Head of Treasury Services and ASEAN Lead for Treasury Services Products. Her banking experience also includes positions at Citibank Berhad, Malaysia as Head, Treasury & Trade Solutions and Country Lead, Banking Services Group, as well as Relationship Manager at ABM AMRO Bank Berhad (Royal Bank of Scotland), Malaysia.

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BOARD OF DIRECTORS (CONTINUED)

Roles and Responsibilities of the Board

The Board of Directors is ultimately responsible for the operations, conduct and the financial soundness of the Bank through competent management, reviewing and monitoring the objectives, 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. The Board operates under an approved terms of reference which sets out their roles and responsibilities towards the Bank.

Mechanisms are in place within the Bank to connect the oversight of the Board and the day to day functioning of the Bank's employees to ensure that the Bank conducts its daily businesses in accordance with the Bank's objectives and policies and in compliance with the laws and regulations that govern the Bank's businesses. JPMC's risk management framework and governance structure are intended to provide comprehensive controls and ongoing management of its major risks.

Frequency and Conduct of Board meetings

The Board meets at least six times in a year. The Board receives and reviews regular reports from the management on key operational, risk management, finance, legal and compliance matters. The Board also receives presentations from key businesses on business priorities and new business initiatives.

The Board meeting agenda and papers are distributed to the Directors in advance to allow time for their appropriate review. The proceedings of the Board meetings are minuted and circulated to the Directors for their perusal prior to confirmation at the immediate next Board meeting.

During the financial year ended 31 December 2023, the Board met 7 times and the attendance at the Board meetings is as follows:

Directors	Attendance
Osman Tarique Morad – Chairman, Independent Non Executive Director	7/7
Robert Armor Morris - Independent Non Executive Director	7/7
Mahani Binti Amat – Independent Non Executive Director	7/7
Gail Koh De Josselin – Executive Director	6/6
Wong Hooi Ching - Executive Director	7/7

Directors' Training

In 2023, the Board members have received various training programmes on areas relevant to their duties and responsibilities as Directors, covering topics in the areas of Anti Money Laundering/ Counter Financing Terrorism, Technology and Cyber Security, Climate Risk, Market Risk, Banking Industry, Risk Management and Corporate Governance. The training programmes are in the form of internal training and development resources, online training programs and external seminars/talks.

The Directors had also attended talks, dialogue sessions and focus group sessions organized by Financial Institutions Directors' Education ("FIDE") Forum.

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BOARD COMMITTEES

Board Risk Management Committee

The Board Risk Management Committee is responsible for the oversight of the CEO's and Senior Officer's responsibility for assessing and managing the Bank's credit risk, market risk, interest rate risk, investment risk, liquidity risk and reputational risk.

The Board Risk Management Committee meets at least six times in a year. During the financial year ended 31 December 2023, the Board Risk Committee met 6 times and the attendance at the Board Risk Committee meetings is as follows:

Directors	Attendance
Mahani Binti Amat – Chairman, Independent Non Executive Director	6/6
Osman Tarique Morad - Independent Non Executive Director	6/6
Robert Armor Morris - Independent Non Executive Director	6/6

Board Audit Committee

The primary function of the Board Audit Committee is to provide independent oversight of the Bank's financial reporting and internal control system and ensuring checks and balances with the Bank. The Board Audit Committee also assists the Board of Directors in discharging its statutory duties and responsibilities.

The Board Audit Committee meets at least four times a year. During the financial year ended 31 December 2023, the Audit Committee met 5 times and the attendance at the Board Audit Committee meetings is as follows:

Directors	Attendance
Robert Armor Morris - Chairman, Independent Non Executive Director	5/5
Osman Tarique Morad - Independent Non Executive Director	5/5
Mahani Binti Amat - Independent Non Executive Director	5/5

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BOARD COMMITTEES (CONTINUED)

Board Nomination Committee

The Board Nomination Committee is responsible to provide a formal and transparent procedure for the appointment of Directors and CEO as well as the assessment of effectiveness of individual Directors, board as a whole and performance of the CEO and Senior Officers.

The Board Nomination Committee meets at least once a year. During the financial year ended 31 December 2023, the Board Nomination Committee met 4 times and the attendance at the Board Nomination Committee meeting is as follows:

Directors	Attendance
Robert Armor Morris – Chairman, Independent Non Executive Director	4/4
Osman Tarique Morad - Independent Non Executive Director	4/4
Mahani Binti Amat – Independent Non Executive Director	4/4
Gail Koh De Josselin - Executive Director	4/4
Wong Hooi Ching - Executive Director	4/4

Board Remuneration Committee

The Board Remuneration Committee is responsible to provide a formal and transparent procedure for the remuneration of Directors and CEO. The Board Remuneration Committee also reviews and endorses, where appropriate the remuneration of Senior Officers and Other Material Risk Taker as recommended by regional management and lines of business.

The Board Remuneration Committee meets at least once a year. During the financial year ended 31 December 2023, the Board Remuneration Committee met 2 times and the attendance at the Remuneration Committee meeting is as follows:

Directors	Attendance
Mahani Binti Amat – Chairman Independent Non Executive Director	2/2
Robert Armor Morris - Independent Non Executive Director	2/2
Osman Tarique Morad - Independent Non Executive Director	2/2

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INTERNAL CONTROL FRAMEWORK

The Board of Directors of the Bank is responsible for the Bank's internal control framework for risk management and internal control.

The Bank's internal control framework consists of risk management policies and internal control procedures appropriately embedded in the Bank's business processes and are established in accordance with the nature and extent of the existing and emerging principal risks faced by the Bank. It is also intended to reflect the Bank's sound business practice in pursuing its objectives.

The management of the Bank assists the Board in identifying, evaluating, communicating, escalating and managing principal risks and reviewing the robustness and effectiveness of the risk management policies and internal control procedures. In view of the inherent limitations associated with any internal controls framework, the risk management policies and internal control procedures can only provide reasonable but not absolute assurance of effectiveness against material misstatement, errors, losses or fraud.

The management of the Bank continuously conducts assessments and business monitoring initiatives including business initiated reviews on their key processes, procedures and controls. Key gaps or control weaknesses identified would have corrective actions which are documented, escalated to the management and tracked for closure.

Location Management Committee, Risk/Asset & Liability Committee and Location Operating Committee are key governance committees set up by the Bank as part of the monitoring function to ensure effective management and supervision in accordance with the respective committees' terms of reference.

In order to preserve a strong ethical culture, the Bank has also adopted the JPMC firm-wide Code of Conduct that embeds the values of integrity, fairness and accountability in all that we do.

The Code of Conduct represents the Bank's commitment to operate with the highest level of integrity and ethical conduct. As part of the Conduct, retaliatory actions against any individual for raising legitimate concerns or questions regarding ethical matters, or for reporting suspected violations are prohibited.

Ethics hotlines are made available to all employees who wish to report/voice any concerns on any suspected violations of the law, regulations as well as any actions that do not live up to the Firm's standards of ethical conduct.

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REMUNERATION

Link between Pay and Performance

The Bank 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 Bank, their respective businesses, and their individual performance.

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

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

The Bank has specific expectations of performance under each dimension which differ depending on the employee's level and/or role. Demonstrating the expected behaviors consistent with the Bank's "How We Do 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 Bank's performance development system. How We Do 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 satisfactory overall 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 categories appropriately consider short- and medium-term priorities that drive sustained shareholder value, while accounting for risk, controls and conduct outcomes. To promote a proper pay-for-performance alignment, the Bank does not assign relative weightings to these dimensions and also considers other relevant factors, including market practices. While there is no single performance dimension in isolation that determines compensation, a significant shortcoming in any one dimension may result in downward adjustments to employees' variable compensation, without limits.

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 Bank's disciplined 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.

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REMUNERATION (CONTINUED)

Compensation Structure (continued)

Annual Incentive Compensation: The Bank's Annual Incentive Compensation Plan is a discretionary compensation program that aligns with the key tenets included in the Bank'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 Bank believes equity-based awards are important to:

- Aligning employee compensation with shareholder value creation
- Supporting the long-term safety and soundness of the Bank with provisions allowing for cancellation or clawback of awards when warranted

While the Bank expects incentive compensation to be paid and to vest according to terms, the Bank 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 Bank's businesses.

Strong Accountability and Recovery Provisions

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

To hold individuals responsible for taking risks inconsistent with the Bank's risk appetite and to discourage future imprudent behaviour, the Bank 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
- Cancel unvested awards (in full or in part)
- Clawback/Recover previously paid incentive compensation (cash and/or equity)
- Demotion, negative performance rating or other appropriate employment actions
- Termination of employment

The Bank has a framework in place that provides for recommended impacts to drive consistency. However, the precise actions the Bank 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 Bank and local laws.

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REMUNERATION (CONTINUED)

Strong Accountability and Recovery Provisions (continued)

Set out below is the total value of remuneration for the CEO and each of the directors of the Bank for the financial year ended 2023:

CEO's Remuneration

Remuneration	Unrestricted RM'000	Deferred RM'000
Fixed		
- Cash-based*	1,921	-
- Shares and share-linked instruments	-	-
- Others	-	-
Variable		
- Cash-based*	1,700	-
- Shares and share-linked instruments*	-	916
- Others	-	-

* Fixed Cash based - Annualized salary as at December 31, 2023 for 2023 performance year

* Variable Cash based - Cash Incentive Compensation for 2023 performance year

* Variable Shares and share-linked instruments - Restricted Stock Units granted for 2023 performance year

Outstanding Deferred Remuneration	Cash RM'000	Share-Linked RM'000
Vested	-	-
Unvested	-	1,802

Deferred Remuneration	Cash RM'000	Share-Linked RM'000
Awarded	-	853
Paid out	-	87

Directors' Remuneration

Remuneration	Unrestricted RM'000	Deferred RM'000
Fixed Cash-based		
- Mahani Binti Amat	193	-
- Robert Armor Morris	194	-
- Osman Tarique Morad	215	-
- Gail Koh De Josselin	-	-

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REMUNERATION (CONTINUED)

Senior Officers and Material Risk Takers' Remuneration

Senior Management comprises CEO, Head of Key Businesses, Control functions in addition to designated material risk takers.

Set out below is the total value of remuneration for the Senior Management and Material Risk Takers of the Bank for the financial year ended 2023:

Remuneration	No. of Senior Management and Material Risk Takers	Unrestricted RM'000	Deferred RM'000
Fixed			
- Cash-based*		8,702	-
- Shares and share-linked instruments		-	-
- Others		-	-
Variable			
- Cash-based*		4,862	-
- Shares and share-linked instruments*	10	-	1,609
- Others		-	-
Guaranteed bonuses		-	-
Sign-on awards		-	-
Severance payments		-	-

* Fixed Cash based - Annualized salary as at December 31, 2023 for 2023 performance year

* Variable Cash based - Cash Incentive Compensation for 2023 performance year

* Variable Shares and share-linked instruments - Restricted Stock Units granted for 2023 performance year

Outstanding Deferred Remuneration	Cash RM'000	Share-Linked RM'000
Vested	-	-
Unvested	-	3,668

Deferred Remuneration	Cash RM'000	Share-Linked RM'000
Awarded	-	1,653
Paid out	-	986

Exposure to Implicit and Explicit Adjustments of Deferred and Retained Remuneration	Cash RM'000	Share-Linked RM'000
- Outstanding deferred and retained remuneration exposed to ex-post explicit and implicit adjustments	-	3,668
- Reductions due to ex-post explicit adjustments	-	-
- Reductions due to ex-post implicit adjustments*	-	-

*The outstanding deferred variable remuneration exposed to ex-post implicit adjustments considers the Firm's stock price movement during the reporting period. A negative value will be reported as the amount of reductions due to ex-post implicit adjustments whereas a positive or zero amount will be reported as NIL.