J.P. Morgan Asset Management EMEA Remuneration Policy Statement

Last Updated: October 2023

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Background

This document sets out a summary of the compensation (remuneration) policy applying to J.P. Morgan's subsidiaries and branches in its Asset Management Line of Business located in Europe, the Middle East and Africa (the "**Legal Entities"**, collectively the "**AM EMEA Business**"), in respect of the performance year ending 31 December 2022.

In this document, the terms "**J.P. Morgan**" or "**Firm**" refers to the JPMorgan Chase & Co. group of companies, and each of the entities in that group globally, unless otherwise specified. As part of the Firm, the AM EMEA Business is governed by J.P. Morgan's global compensation philosophy and pay practices. This document should therefore be read together with the Firm's latest U.S. Proxy Statement (the "**Proxy Statement**")[1] and the latest EMEA Remuneration Policy Disclosure[2].

This document sets out general principles that are subject to specific provisions contained within the relevant plan terms and conditions as in force from time to time.

This policy statement reflects the UK Asset Management businesses' implementation of the Investment Firms Prudential Regime ("**IFPR**"), effective from the 2022 Performance Year, details of which can be found in the latest IFPR Annual Disclosure Report[3].

[1] Most recent Proxy Statement is available at: http://investor.shareholder.com/jpmorganchase/index.cfm

[2] EMEA Remuneration Policy Disclosure available at: https://jpmorganchaseco.gcs-web.com/ir/sec-other-filings/basel-pillar-and-lcr-disclosures/pillar-eu

[3] JPMAMIL / JPMAMUK IFPR Annual Disclosure Report available at: https://jpmorganchaseco.gcs-web.com/ir/sec-other-filings/basel-pillar-and-lcr-disclosures/pillar-uk

1. Governance and Oversight

Compensation & Management Development Committee

At the global level, the Firm's Compensation & Management Development Committee ("**CMDC**"), a committee of the Board of JPMorgan Chase & Co, the ultimate parent company of the Firm, comprising entirely of non-management directors, provides independent oversight relating to Firmwide compensation practices. The CMDC is comprised entirely of independent directors. The CMDC's charter and current membership can be found on the Firm's website[4].

The CMDC oversees the Firm's compensation programs throughout the year, which enables the programs to be proactive in addressing both current and emerging developments or challenges. The key committee responsibilities of the CMDC related to the Firm's compensation programs include:

- Periodically reviewing and approving a statement of the Firm's compensation philosophy, principles and practices
- Reviewing the Firm's compensation practices and the relationship among risk, risk management and compensation (including safety and soundness and avoiding practices that could encourage excessive risk taking)
- Adopting pay practices and approving any necessary formulas, performance metrics or pool calculations in compliance with applicable U.S. and global regulatory, statutory or governance requirements
- Reviewing and approving overall incentive compensation pools (including equity/cash mix)
- Reviewing the business-aligned incentive compensation plan governance, design and evaluation framework
- Reviewing over multiple meetings and approving compensation for the Firm's Operating Committee and, for the CEO, making a compensation recommendation to the Board for consideration and ratification by the independent directors
- Reviewing compensation information for employees who are material risk takers under Federal Reserve standards ("**Tier 1 employees**"), Identified Staff (as defined below in the 'Regulatory Considerations' section) or other similar standards (collectively, "**Designated Employees**")
- Reviewing and approving the design and terms of compensation awards, including recovery/clawback provisions

Additionally, the CMDC holds an annual joint session with the Board's Risk Committee to review the firmwide HR and compensation practices, including:

- How the Firm integrates risk, controls and conduct considerations into key HR practices including performance development, compensation, promotion and succession planning
- Compensation features and elements designed to discourage imprudent risk-taking (e.g. multi-year vesting, clawbacks, prohibition on hedging, etc.)
- Annual incentive pool processes for lines of business ("**LOBs**") and functions
- Regulatory updates which have impacted or may impact HR practices in the future

The committees are also provided with information on the Firm's performance development process, a summary of risk, controls, and conduct feedback, and updates regarding HR Control Forum issues.

[4] CMDC Charter and current membership is available at: https://www.jpmorganchase.com/corporate/About-JPMC/ab-compensation-management.htm

The CMDC met formally 7 times in the 2022 performance year. The Firm's Human Resources department continue to provide 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 the Firm's regulators and applicable laws.

Compensation Philosophy

The Firm's Business Principles and culture are fundamental to the Firm's success in how the Firm does business over the long-term. Guided by these Business Principles, the Firm's compensation philosophy is fundamental to the Firm's goals of attracting, retaining, and motivating the Firm's workforce in a competitive market. The Firm's compensation philosophy provides the guiding principles that drive compensation-related decisions across all levels of the Firm, including the AM EMEA Business.

The table below sets forth a summary of the Firm's compensation philosophy:

Compensation philosophy	
Paying for performance and aligning with shareholders' interests	• In making compensation-related decisions, the Firm focuses on risk-adjusted performance (the Firm's risk and control professionals help contextualise the risk taken to achieve the return) and rewards behaviours that generate sustained value for the Firm. This means that compensation should not be overly formulaic, rigid or focused on the short term.
Encouraging a shared success culture	• Teamwork and leadership should be encouraged and rewarded to foster a culture that supports our Business Principles. • 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 and diverse talent	• The Firm's long-term success depends on the talents of its employees. The Firm's compensation philosophy plays a significant role in its ability to attract, properly motivate and retain top and diverse talent. • Competitive and reasonable compensation should help attract and retain the best talent to grow and sustain the Firm's business. • Diversity, equity and inclusion priorities and progress are incorporated into year-end performance evaluations and compensation decisions for Operating Committee members and a select group of senior leaders.
Integrating risk management and compensation	• Risk management, compensation recovery, and repayment policies should be robust and designed to encourage behaving with standards of integrity that are required by the Firm's culture and Business Principles. Excessive risk-taking should be deterred. • Conduct matters should be reviewed following Firmwide frameworks. • Recoupment policies should include recovery of cash and equity compensation. • The Firm's pay practices must comply with applicable rules and regulations, both in the U.S. and globally.
No special perquisites and non-performance based compensation	• Compensation should be straightforward and consist primarily of cash and equity incentives. • The Firm does not have special supplemental retirement or other special benefits just for executives, nor does it have any change in control agreements, golden parachutes, merger bonuses, or other special severance benefit arrangements for executives.

Maintaining strong governance	• Strong corporate governance is fostered by independent Board oversight of the executive compensation program by the CMDC, including defining the Firm's compensation philosophy, reviewing and approving the Firm's overall incentive compensation pools, and approving compensation for the Operating Committee, including the terms of compensation awards. • The Firm has a rigorous process in place to review risk, control, and conduct issues at the Firm, line of business, functional, and regional level, which can impact compensation pools as well as reduce compensation at the individual level, in addition to other employee actions.
Transparency with shareholders	• Transparency to shareholders regarding the Firm's executive compensation program is important. The Firm discloses all material terms of its executive pay program, and any actions on the part of the Firm in response to significant events, as appropriate.

Pay practices

Highlighted below are pay practices that are integral to the Firm's compensation program:

Alignment of pay practices with compensation philosophy	
• **Principles-based compensation philosophy** Guiding principles that drive compensation-related decision-making across all levels of the Firm.	• **Competitive Benchmarking** The Firm evaluates pay levels and pay practices against relevant market data.
• **Robust anti-hedging/anti-pledging provisions** Strict prohibition on hedging and pledging of unvested awards and shares owned.	• **Responsible use of equity** The Firm used less than 1% of weighted average diluted shares in 2022 for employee compensation.
• **Clawback Provisions** Comprehensive recovery provisions that enable the Firm to cancel or reduce unvested awards and require repayment of previously awarded compensation, if appropriate.	• **Risk, Controls, and Conduct impacts pay** The Firm considers material risk, controls, and conduct issues and makes adjustments to compensation, if appropriate.
• **Pay-at-Risk** Appropriately balanced short-, medium-, and long-term incentives linked to sustained shareholder value, safety and soundness.	• **Robust Shareholder Engagement** Each year, the JPMorgan Chase & Co Board receives feedback from shareholders on a variety of topics, including the Firm's compensation programs and practices.

In addition, Operating Committee members are required to retain significant portions of net shares received from awards to increase ownership over the long-term. Further details on stock ownership and retention requirements are included in the Firm's Proxy Statement.

Regulatory considerations

As a financial services business, the Legal Entities in the AM EMEA Business are subject to multiple regulations on compensation.

Many of these regulations require the Firm to identify employees who, due to their role and / or responsibilities, are designated as "material risk takers" (also referred to as "**Identified Staff**"). Often

Identified Staff are governed by more prescriptive rules in respect to their compensation, including the structure of their incentive (variable) compensation.

The Firm does not pay variable remuneration through vehicles or methods that are intended to facilitate non-compliance with any applicable remuneration rules.

In relation to the IFPR, relevant UK Legal Entities in the AM EMEA Business designate individuals as Identified Staff based on the guidance set out by the Financial Conduct Authority ("**FCA**") in Handbook SYSC 19G ("**IFPR Identified Staff**"). Under the Alternative Investment Fund Managers Directive ("**AIFMD**") and the latest iteration of the Undertakings for Collective Investment in Transferable Securities Directive ("**UCITS V**"), relevant Legal Entities in the AM EMEA Business are also required to identify individuals who, due to their role and / or responsibilities, could potentially have a material impact on their risk profile or that of the Alternative Investment Funds ("**AIFs**") and UCITS funds they manage. Individuals are designated as Identified Staff under AIFMD and UCITS V based on the guidance set out by the European Securities and Markets Authority and any applicable local regulations ("**AIFMD Identified Staff**" and "**UCITS Identified Staff"** respectively. Additionally, under the Solvency II Directive ("**Solvency II**") one Legal Entity in the AM EMEA Business is also required to identify individuals who, due to their roles and / or responsibilities, could potentially have a material impact on that entity's risk profile. Solvency II Identified Staff, together with IFPR, AIFMD and UCITS Identified Staff, are referred to as "**Identified Staff**").

Individuals classified as Identified Staff for the relevant entities in the AM EMEA Business may include (but are not limited to):

- the management body in its management and/or supervisory function;
- senior management;
- staff members with managerial responsibility for business units carrying on certain regulated activities;
- staff members with managerial responsibility for the activities of a control function;
- staff members with managerial responsibility for the prevention of money laundering and terrorist financing;
- staff members responsible for managing a material risk;
- staff members responsible for managing IT, information security, and/or outsourcing arrangements of certain critical or important functions;
- staff members who have authority to take decisions approving or vetoing the introduction of new products; and
- heads of Portfolio Management and other senior Portfolio Managers (depending on the size and materiality of the funds they manage)

The Identified Staff groups are reviewed on an ongoing basis and Identified Staff are notified of their status and any impact on their remuneration structure. An individual may be Identified Staff under one or more of IFPR, AIFMD, UCITS V and Solvency II.

Legal Entity governance

The CMDC periodically reviews the Firm's compensation philosophy and its implementation, which include pay-for-performance practices that attract and retain top talent, are aligned with shareholders, reinforce the Firm's culture and Business Principles, integrate risk, controls, and conduct considerations, and comply with relevant requirements. The CMDC receives updates on material regulatory developments which may impact remuneration structure or practices to understand the Firm's obligations in this area, including in relation to the AM EMEA Business.

In addition, where applicable, the Board of Directors of the relevant Legal Entities in the AM EMEA Business are responsible for reviewing, adopting and /or approving, at least annually, the terms of the applicable remuneration policy, and overseeing its implementation as it applies to the entity.

In 2018, the Firm established the JPMorgan Asset Management International Limited ("**JPMAMIL**") Remuneration Committee ("**AM RemCo**") formed of relevant non-executive members of the Boards of the JPMAMIL Group. Its primary purpose is to oversee compliance by the in-scope legal entities with applicable UK and European Union remuneration regulations.

At the time of publication, the relevant Boards last reviewed the applicable remuneration policy in June and July 2023. Following the UK Asset Management business' implementation of IFPR and subsequent update to the policy in 2022, the Boards found that no material changes were required to the policy for 2023 and were satisfied with its implementation

AM EMEA's Risk and Compliance functions are involved in the review of the applicable remuneration policy, including reviewing the approach to the identification of its Identified Staff. The Internal Audit function annually conducts independent testing that includes an evaluation of the design, implementation and effectiveness of the Firm's remuneration policies, including an assessment of compliance with regulatory requirements, and its findings are reported to the relevant Boards.

Measures taken to avoid conflicts of interest

The Firm's compensation governance practices contain a number of measures to avoid conflicts of interest, including the following:

- The CMDC is composed entirely of independent directors and provides independent oversight of the Firm's compensation philosophy
- All employees who are part of the Firm's annual review process are evaluated against common performance dimensions to help facilitate a balanced assessment of employee performance. Employees in roles which could expose the Firm to greater risks, including Identified Staff, are subject to a more disciplined evaluation process, including soliciting additional formal Risk and Control Feedback from Control Function reviewers on an annual basis
- All employees are prohibited from the hedging and pledging of unvested equity awards and unexercised options or stock appreciation rights. Operating Committee members are also prohibited from the hedging and pledging of shares owned outright or through deferred compensation
- There is active engagement, transparency and assessments of risk and control issues by Risk, Compliance and Internal Audit ("**Control Function**") heads, senior management and subject matter experts across the Firm
- 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 LOBs that the Control Functions cover
- The Firm's Chief Executive Officer, Chief Risk Officer, Chief Financial Officer and Director of Human Resources review incentive compensation pool recommendations which are then presented to the CMDC in December. Additionally, the CMDC holds an annual joint session with the Board Risk Committee in December to review Firmwide Human Resources and compensation practices including how the Firm integrates risk, controls and conduct considerations into key HR practices including performance development, compensation, promotion and succession planning In January, the CMDC makes the ultimate decision on the appropriate incentive pool after the joint committee discussion
- Individual compensation decisions are also subject to oversight and governance, including HR review. Total compensation recommendations for highly paid individuals are shared for review with the Firm's Operating Committee and the CMDC
- Strong clawback and recovery provisions enable the Firm to cancel or reduce unvested awards and require repayment of previously awarded compensation, if appropriate

- Performance development and related compensation processes focus on delivering products and services to maintain a focus on safeguarding, developing and deepening long term and sustained client relationships based on client needs
- A portion of the variable remuneration for certain of the Investor population (including Portfolio Managers and Research Analysts) of the AM EMEA business are subject to a mandatory deferral under the Mandatory Investor Plan ("**MIP**") which track the funds they manage/contribute to. The Firm has assessed the potential conflicts of interest arising from this arrangement and is satisfied that the best interests of clients are better served by aligning variable pay to the performance of the funds under management

2. Compensation Structure

The Firm's pay-for-performance framework focuses on Total Compensation – base salary and incentive pay based on the performance of the Firm, the LOB or function, and the individual. This includes a holistic evaluation of an employee's performance across Performance Dimensions and Firmwide Expectations.

Fixed compensation is set at a level which allows a fully flexible policy on incentive (variable) compensation, including the possibility to pay zero incentive compensation. Where applicable, the Firm complies with limits on the ratio between fixed and variable compensation, in accordance with regulations.

The following sections set out the components of compensation that may be available to staff of the AM EMEA Business.

Components of fixed compensation

Fixed compensation consists primarily of base salary. Many factors can influence an employee's base salary, such as the role, experience level, market pay levels for comparable jobs, 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 employees role. Base salary is typically reviewed annually as part of the year-end planning cycle, with any increases generally taking effect in February of the following year.

Individual salary increases are managed within the context of the Firm's annual salary budget. The Firm's overall annual salary budgets are determined after reviewing expenses, economic outlook, market competition, country-specific inflation and other relevant factors.

Base salaries are supplemented by benefits and pension contributions, provided in accordance with local market practice and company objectives. They include, but are not limited to, the provision of (typically) defined contribution pension plans (including certain matched employer contributions), medical coverage, life insurance and other routine employment benefits. In certain locations, employees may receive fixed allowances reflecting their role, responsibilities or experience ("**Fixed Allowances**") or local costs of living ("**Local Allowances**"). Fixed Allowances and Local Allowances are not based on performance, and are generally paid in cash on a monthly basis.

In the case of employees on international assignments, other fixed allowances may be provided in addition to base salary taking into account living costs and applicable tax rates in their host country and/or the role to which the member of staff has been assigned ("**Assignment Allowances**"). Such staff may participate in the pension arrangements as are applicable to their home country and be eligible for tax/legal support.

The Firm does not provide discretionary pension benefits based on performance.

Components of incentive (variable) compensation

In the AM EMEA Business, incentive (variable) compensation is primarily delivered through the Firm's Annual Incentive Compensation Plan, a discretionary compensation program that aligns with the key tenets included in the Firm's compensation philosophy. The plan serves to motivate and reward employees for delivering sustained results and demonstrates a heavy focus on risk, controls, and conduct and the Firm's Business Principles.

Discretionary incentive compensation ("**IC**") delivered under this plan can be composed of the following:

- Cash Incentive
- Retained Stock (awarded to Identified Staff)
- Restricted Stock Units ("**RSUs**")
- Performance Share Units ("**PSUs**") (only awarded to members of the Firm's Operating Committee)

- Deferred Cash (primarily awarded to Identified Staff)
- MIP (only awarded to certain employees in the Asset & Wealth Management LOB)

Awards are subject to the Firm's right to cancel or reduce an unvested or unexercised award ("**Malus"**), and require repayment of the value of certain shares distributed under awards already vested ("**Clawback**") in certain circumstances, as further described below. Further details on these components of IC are set out below.

Cash Incentive

The portion of IC payable in cash is generally delivered shortly after the end of the relevant performance year. Generally, as employees become more senior or the impact of their role increases, a greater portion of IC will be awarded in deferred vehicles (see below).

Retained Stock

For Identified Staff, a portion of non-deferred IC may be delivered in immediately vested stock which is subject to a post-vesting retention period during which the shares acquired may not be sold, pledged, assigned, hedged or transferred. The length of this retention period and the proportion of IC delivered in Retained Stock is at least in line with the minimum required by the applicable regulations under which they are designated as Identified Staff.

Restricted Stock Units

The deferred equity portion of IC is awarded in RSUs (each RSU represents a right to receive one share of JPMorgan Chase common stock on the vesting date). Dividend equivalents are paid on the RSUs at the time actual dividends are paid on common stock, other than where prohibited under local regulations.

The percentage of IC 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 employees who are not designated as Identified Staff, 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. For Identified Staff, generally the RSU portion may vest in equal annual tranches pro-rata over the relevant deferral period, but no faster.

Also for Identified Staff, the RSUs may be subject to a post-vesting retention period during which the shares acquired may not be sold, pledged, assigned, hedged or transferred. The length of this retention period, the proportion of IC deferred in equity and the length of the deferral period is at least in line with the minimum required by the applicable regulations under which they are designated as Identified Staff.

Performance Share Units

The Firm has a long-term incentive compensation program consisting of Performance Share Units ("**PSUs**"), which are currently only awarded to members of the Firm's Operating Committee. Further details are set out in the Firm's Proxy Statement.

Deferred Cash

For Identified Staff, deferred incentives may also be awarded in the form of deferred cash which vests over a multi-year period in line with RSUs awarded in respect of the same performance year. Interest is accrued on Deferred Cash and paid at, and subject to, vesting other than where prohibited under local regulations.

Mandatory Investor Plan

For staff in the AM EMEA Business, deferred incentives may also be awarded in fund-tracking units under the Mandatory Investor Plan. Selected individuals in the "Investor" population (including

Portfolio Managers and Research Analysts) are subject to a mandatory deferral of long-term incentive compensation under the MIP. Sales employees on a selective basis may also participate in the MIP on a voluntary basis.

In general, MIP awards provide for a rate of return equal to that of the particular fund(s), thereby aligning the investment professional's pay with that of the client's experience/return and to provide a direct long-term link between how the investment professional performs and how they are paid. Subject to any minimum mandatory non-cash instruments requirements for relevant Identified Staff, for investment professionals participating in public market investing activities, 50% of their long-term incentives are subject to a mandatory deferral in the MIP, and the remaining 50% can be granted in the form of RSUs or additional participation in the MIP at the election of the investment professional .

For the portion of long-term incentives subject to mandatory deferral in the MIP (50%), the incentives are allocated to the fund(s) the investment professional contributes to, as determined by their respective manager and reviewed by senior management (e.g. in the case of a portfolio manager, the specific fund(s) a portfolio manager is named on).

Other Compensation Plans

In addition to the Annual Incentive Compensation Plan described above, a small number of employees in the AM EMEA Business may also participate in business aligned incentive compensation plans, tailored to the specific needs for their business and/or relevant market practice. All such local compensation plans are in line with the Firm's compensation philosophy described above.

Specifically within the Alternatives business in AM, employees may participate in compensation plans that link pay and performance directly to the experience of the investors in the fund(s) subject to any minimum mandatory non-cash instruments required for relevant Identified Staff. This may be by way of a share in the annual management fees paid by clients to the fund and/or a share in the investor returns generated by the fund above a return hurdle (e.g. "performance fees" or "carried interest").

These compensation plans are overseen by a committee including HR, Risk, Legal, Compliance, Control Management and Finance professionals, as well as business representatives. The Firm generally retains discretion to adjust, amend or cancel the outcomes of these plans, and risk, controls and conduct factors are taken into account.

Awards to new hires and leavers

The AM EMEA Business does not award guaranteed variable compensation except that it may make such guaranteed awards on an exceptional basis when hiring new staff where limited to the first year of employment. Such awards would not be made if the relevant Legal Entity did not have a sound and strong capital base.

The Firm may replace unvested awards forfeited by new hires from their previous employer ("**Buy-out Awards**") if such awards align with the long term interests of the AM EMEA Business. Buy-outs for Identified Staff are structured to comply with the appropriate regulatory requirements.

All payments made on termination of employment must align with local legal and regulatory requirements and must be consistent with the Firm's aim of ensuring that individuals are not rewarded for failure or misconduct (this includes no "golden parachutes"). Identified Staff are subject to an enhanced exit process prior to separating from the Firm to determine the circumstances surrounding the employee's termination, including seeking feedback from senior Control Function employees to see if they are associated with any known or potential emerging risk, controls, and conduct issues that may warrant current or potential future monitoring for forfeiture or clawback of an award.

In cases of redundancy and similar situations, employees may be eligible to receive a payment and/or arrangements under relevant social plans, policies, practices, agreements or local laws,

under which such payments and/or arrangements will be determined in accordance with formulas set out in the applicable social plans, policies, practices, agreements or local laws.

Compensation of Non-Executive Directors

Non-Executive Directors receive only fixed compensation, based on their experience, role (including Board Committee membership) and time commitment. Where a Non-Executive Director also performs an executive role within another part of the Firm, the individual's variable compensation reflects only their executive duties. Such Non-Executive Directors may still be eligible to receive a fixed annual fee based on their time commitment.

3. Link between Pay and Performance

As described in the Firm's compensation philosophy, in making compensation related decisions, the Firm focuses on risk adjusted performance and rewards behaviours that generate sustained value for the Firm. This means compensation should not be overly formulaic, rigid or focused on the short-term.

The CMDC uses a disciplined pay-for-performance framework to make decisions about compensation so that compensation is commensurate with the overall performance of the Firm, the respective businesses and individual performance.

Setting of incentive compensation pools

Each major LOB and function is allocated incentive compensation funding as part of the annual year-end compensation process.

These compensation pools are determined by executive management and the CMDC based on a holistic review of the performance of the Firm and LOB/function, and take into consideration several key criteria including:

- Business results
- Risk, Controls, and Conduct
- Progress against the Firm's key strategic framework
- Alignment with the Firm's Business Principles
- Market competition and trends
- Other qualitative factors, such as major staffing decisions and organisational change

A variety of financial measures are used to assess the Firm's financial performance, including but not limited to Revenue, Net Income, Return on Capital in excess of cost of capital, Shareholder Value Added ("**SVA**"), and Return on Tangible Common Equity. Financial performance is measured at multiple levels where possible, including LOB and sub-LOB level.

Incentive compensation is determined in the context of the Firm's capital and liquidity considerations, it is completely flexible and dicretionary and each LOB incurs capital charges as if they were stand-alone businesses as part of the allocation process that underscores incentive accruals and pool determinations.

Performance Development

The Firm's performance development process actively manages the performance of its employees through the year, taking into account both what has been accomplished and how it was accomplished. To that end, the Firm uses both quantitative and qualitative criteria to assess performance and to then inform individual compensation determinations.

Performance Dimensions

All employees who are part of the Firm's annual review process are evaluated against four broad performance dimensions:

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

These performance dimensions appropriately consider short, medium and long-term priorities that drive sustained shareholder value, while accounting for risk, controls, and conduct objectives. To promote a proper pay-for-performance alignment, the Firm does not assign relative weightings to these dimensions and also considers other relevant factors, including market practices. No single

performance dimension in isolation determines total compensation; however, it is possible for a single significant shortcoming in any performance dimension to have a downward impact on variable compensation without limitation.

Performance Goals and expectations

The Firm has specific expectations under each performance dimension which differ depending on the employee's level and / or role. Demonstrating the expected behaviours consistent with the Firm's 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 Firm's performance development system. These also contain an expectation that the Firm's managers hire, train and retain great diverse employees, promote an inclusive work environment and engage in diversity initiatives.

Employees may set additional goals against each performance dimension in collaboration with their manager. As priority setting is an ongoing and iterative process, employees and their managers may, through regular check-ins, discuss progress against goals throughout the year.

The Risk, Controls and Conduct dimension is a key focus for the Firm and there currently are three expectations specific to this dimension: (1) Drives a robust risk and control environment, (2) Demonstrates expected behaviours, and (3) Identifies, escalates and remediates issues. In addition, Environmental, Social, and Governance ("**ESG"**) matters are an important consideration in how the Firm does business - including how the Firm develops products and services, serve the Firm's customers, support employees and help lift the Firm's communities – and so may also be incorporated into individual goals depending on the employee's role.

As described above, the compensation and performance development process for Control Functions is determined by reference to priorities that are independent from the LOBs that the Control Functions support.

Performance feedback

Managers and employees receive holistic performance feedback, including on Risk, Controls, and Conduct, gathered in a number of ways, including from the employee's peers, managers, colleagues, direct reports and other team members. Where relevant, feedback may also be gathered on performance in respect of a specific legal entity. The Firm expects managers to address performance issues on an ongoing basis. During the annual review process, if an employee has failed to demonstrate performance on the applicable expectations required for their role it will be noted in their performance review and other impacts may be considered as appropriate, including compensation and other employment and HR-related decisions. Code of Conduct violations that rise to the level of Written Warning are embedded into the performance development process to be incorporated into the manager's overall performance evaluation of the employee.

Performance ratings

The Firm operates a multiple ratings approach using a 3-point scale (with no overall rating) to assess employees at every level against each of the performance dimensions, with the exception of the Risk, Controls, and Conduct dimension.

Managers record a performance rating against each performance dimension reflecting the employee's performance considering performance goals, firmwide expectations by level and any feedback received. The 3-point performance rating scale is as follows:

- Strong
- On Track
- Growth Area

For the Risk, Controls, and Conduct rating, managers evaluate Managing Directors, Executive Directors and Identified Staff either as "As Expected for Role" or "Less Than Expected". Managers answer a question for Vice President and below employees as to whether they exhibit behaviours

in line with the Risk, Controls, and Conduct expectations. The manager's determination of a rating is informed by their own direct knowledge of the employee's risk taking activities and risk outcomes, reported conduct issues, as well as feedback the manager has received from various sources of information, such as those noted above and in the following section.

Performance Development reviews for Identified Staff

Identified Staff are subject to the enhanced review process, which is designed to hold individuals responsible for operating in line with the Firm's risk appetite and for demonstrating expected risk, controls and conduct behaviours. A part of the enhanced review process is "Risk and Control Feedback", which includes soliciting feedback directly from risk and control professionals who are expected to raise any significant issues that they are aware of and consider relevant to the Risk, Controls, and Conduct expectations for the employee's role. This feedback is one source of feedback provided to managers to focus on the risk, controls and conduct of their employee.

This input is used in managers' evaluations of the performance of Identified Staff and the determination of the employee's Risk, Controls, and Conduct Evalution.

Performance Development reviews for Investors

When conducting the balanced assessment of performance, for relevant employees and to the extent relevant to their role, consideration of behaviours that deliver good consumer outcomes should be embedded within the common performance dimensions: Business Results; Risk, Controls, and Conduct; Client / Customer / Stakeholder; and Teamwork and Leadership. Consistent with ensuring good outcomes for customers, there should be no incentive or sales targets that could provide an incentive on employees to recommend a particular product or service to retail customers where an alternative would better meet a customer's need.

In addition, for select employees in the Portfolio Management population, regard is also given to the performance of relevant funds / strategies.

The performance dimensions for investment professionals are evaluated annually based on several factors that drive investment outcomes and value—aligned with client objectives— including, but not limited to:

- Investment performance, generally weighted more to the long-term, with specific consideration as it relates to portfolio managers for performance relative to competitive indices or peers over one-, three-, five- and ten-year periods;
- Individual contribution relative to the client's risk and return objectives;
- Business results, as described above; risk, controls and conduct objectives; client/customer/stakeholder objectives, teamwork and leadership objectives; and
- Adherence with the Firm's compliance, risk, regulatory and client fiduciary responsibilities including, as applicable, adherence to the JPMAM Sustainability Risk Integration Policy, which contains relevant financially material Environmental, Social and Corporate Governance ("ESG") factors that are intended to be assessed in investment decision-making, per investment objectives.

In addition to the above performance dimensions for assessing the performance of investment professionals, the firm-wide pay-for- performance framework, together with the overall performance of the relevant business unit and investment team, is integrated into the final assessment of IC for an individual investment professional. Feedback from JPMorgan's risk and control professionals is considered in assessing performance and compensation.

4. Risk Management

As described in J.P. Morgan's compensation philosophy, risk management, compensation recovery and repayment policies should be robust and designed to encourage behaving with the standards of integrity that are required by the Firm's culture and Business Principles. Excessive risk-taking should be deterred.

Risk, Controls, and Conduct review process

The Firm has an enterprise-wide framework to assess employee conduct-related matters, and review trends that may expose the Firm to material financial, reputational, compliance and other operating risks.

Actual or potential misconduct of individuals involved in matters that create material risk and control concerns are escalated to the Firm's HR Control Forums process. Misconduct in this context is defined as:

- Intentional employee misconduct or behaviour in a manner injurious to the firm; or
- Gross negligence in performance of job function(s), including gross negligence in managerial oversight of employees who commit misconduct, in a manner injurious to the firm
- Gross negligence in managerial oversight would likely entail reasonable evidence of misbehaviour or misconduct, material error, fraud or misleading information or failure to take expected steps as a senior manager that resulted in or could have resulted in a materially negative consequence to the Firm, business or clients.

Issues may be raised through LOBs / functions (Regional and Global), Control Committee, Risk Committee, or HR Control Forum Members on behalf of their functions (Audit, Legal, Risk, Compliance, and Control Management).

The process is both bottom up (Region/LOB) and top down (Firm-wide) and includes various touch points through the year to review risk, controls, and conduct issues, culminating with the year-end Firmwide HR Control Forum.

The Firmwide HR Control Forums review outputs from and provide feedback to LOB/ Functions/regional HR Control Forums and provide constructive challenge.

Holding Staff Accountable

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

The vast majority of issues are reviewed and dispositioned through the Firm's Code of Conduct Policy and Know Your Employee Framework. Certain employees, including Identified Staff, are subject to an enhanced performance evaluation process, described above, which feeds into year end compensation decision-making, where appropriate. There is also the HR Control Forum process where the CMDC reviews a summary of outcomes of the Firmwide HR Control Forums and the outcomes of these Forums are factored into incentive compensation, where appropriate.

Identified Staff are also subject to an enhanced exit process prior to separating from the Firm to assess if there are any known risk, control or conduct issues, or the potential for material risk, control or conduct issues that may be pertinent to the employee's departure treatment or that may cause a negative impact to the Firm.

To hold individuals responsible for taking risks inconsistent with the Firm's risk appetite and to discourage future imprudent behaviour, the Firm has policies and procedures that enable it to take prompt 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 precise actions the Firm may take with respect to accountable individuals are based on the relevant circumstances, including the nature of their involvement, the magnitude of the event, the impact on the Firm, and local laws. A description of the relevant recovery provisions is set out below.

Malus and Clawback provisions

The Firm maintains Malus and Clawback provisions on both cash incentives and deferred awards, which enable the Firm to reduce or cancel unvested awards and recover previously paid and / or vested compensation in certain situations. While incentive awards are intended and expected to vest and / or pay out according to their terms, the Firm's strong recovery provisions permit recovery of incentive compensation awards in appropriate circumstances.

All incentive awards are subject to the Firm's Bonus Recoupment Policy, which is available on the Firm's external website[5]. In addition, all incentive awards for Identified Staff are subject to the extensive Malus and Clawback provisions summarised in the table below, as well as additional provisions where required by local regulations.

EQUITY CLAWBACK REVIEW PROVISIONS — AWARD TYPE

CLAWBACK TYPE	CLAWBACK TRIGGER	VESTED	UNVESTED
Restatement	• In the event of a **material restatement of the Firm's financial results** for the relevant period • 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, or engaged in knowing and willful misconduct related to employment	✓	✓
	• If the award was based on **material misrepresentation** by the employee	✓	✓
	• If the employee is terminated **for cause**	✓	✓
Risk-related and other	• 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**	✓	✓
	• If the award was based on **materially inaccurate performance metrics**, whether or not the employee was responsible for the inaccuracy	✓	✓
Protection Based Vesting [6]	• If a LOB 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, i**f awards granted to participants in a LOB **for which the Operating Committee member exercised responsibility** were in whole or in part cancelled because the LOB did not meet its annual LOB financial threshold		✓
	• If **performance in relation to the priorities** for an Operating Committee member's position, or if the Firm's performance in relation to the priorities for which they share responsibility as a member of the Operating		✓

[5] Available at https://www.jpmorganchase.com/corporate/About-JPMC/ab-corporate-governance-principles.htm#recoupment
[6] Provisions apply to PSUs and RSUs granted after 2011 and may result in cancellation of up to a total of 50% of the award.

	Committee, **has been unsatisfactory for a sustained period of time**[7]	
	• If for any one calendar year during the vesting period, **pre-tax pre-provision income is negative**, as reported by the Firm[7]	✓
	• If, for the three calendar years preceding the third year vesting date, the Firm **does not meet a 15% cumulative return on tangible common equity**[7]	✓

Culture and Conduct

The Firm reinforces its culture and remains focused on managing employee conduct. The Business Principles are embedded throughout the employee lifecycle, starting with the onboarding process and extending to ongoing training, compensation, promoting and rewarding employees; and the Firm's performance development and compensation processes are designed to hold employees accountable for their conduct, where appropriate.

The Firm strives to clearly and frequently communicate its expectations that all employee conduct must adhere to the highest ethical standards encompassed by the Business Principles, including through town hall meetings and senior leadership messages, business conduct training and by including culture and conduct related questions in the Firm's listening and engagement surveys.

The Firm endeavours to promote a culture of respect that allows every employee to feel safe and empowered at work. To that end, the Firm has in place employee training and protocols for preventing, reporting and addressing sexual, discriminatory or other misconduct and prohibits retaliation against an individual because the person reported a concern or assisted with any inquiry or investigation.

With the Business Principles serving as a guide for how the Firm does business, the Firm's Code of Conduct (the "**Code**") is a collection of principles designed to assist employees and directors in making decisions about their conduct in relation to the Firm's business. All employees are trained on the principles of the Code, and must annually affirm that they have read, understand, and are in compliance with the Code.

Alongside this framework is the Firm's Conduct Risk Program which is governed by the Compliance, Conduct and Operational Risk Management Policy which establishes the framework for governance, identification, measurement, monitoring, and testing, management and reporting within the Firm. Conduct Risk is the responsibility of each LOB, function, and employee and each LOB or function is accountable for identifying and managing its conduct risk to provide appropriate engagement, ownership and sustainability of a culture consistent with the Business Principles. The CMDC provides oversight of the Firm's culture, including reviewing updates from management regarding significant employee conduct issues.

The Firm's performance development and incentive compensation processes (see Section 3 above) are consistent with the Conduct Risk Management Standard, including the management of actual or potential misconduct of individuals who may be involved in material risk and control issues which can be escalated to the HR Control Forums (see Section 4 above).

[7] These provisions only apply to members of the Firm's Operating Committee and the Firm's Firmwide Controller.

5. Equal Pay and Equal Opportunity

The Firm is committed to equal pay for equal work. As outlined in the Firm's Equal Opportunity, Anti-Discrimination and Anti-Harassment Policy, the Firm is also committed to providing equal opportunity in accordance with applicable local law in all areas of people management, including recruitment, employment, assignment, transfer, promotion, compensation, benefits and training. The Firm's remuneration policies and practices are consistent with this commitment and do not discriminate on the basis of gender or any other personal characteristic protected under applicable local law or the Firm's Code of Conduct.