

SEPTEMBER 2025

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### **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 ("JPMEL") (each a "Company", and together the "Companies"). JPMSplc and JPMEL are considered significant entities.

### **Management**

The Board of Directors has overall responsibility for maintaining the safety and soundness of the Company, and has the responsibility of ensuring that the Company is acting within the strategy, values, standards and controls of the wider JPMorgan Chase & Co. group of companies.

Each Company has 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:

#### **Blythe Masters**

B. Masters joined the Board of JPMSplc as Chair and Independent Non-Executive Director in January 2025. B. Masters is also Chief Executive Officer of FNZ Group and a Founding Partner and Industry Partner at the fintech specialized private equity and venture capital firm, Motive Partners, where she is also Chair

of Motive Ventures. Additionally, she sits on the board of SymphonyAI.

Prior to joining Motive, B. Masters was the CEO of Digital Asset Holdings, the leading enterprise blockchain fintech company. Previously, she was a member of the Corporate and Investment Bank Operating Committee and firmwide Executive Committee at J.P. Morgan. Her J.P. Morgan career spanned nearly 30 years, fulfilling several roles including Head of Global Commodities, Head of Corporate and Investment Bank Regulatory Affairs, CFO of the Global Investment Bank, Head of Global Credit Portfolio and Credit Policy and Strategy, and Head of Global Structured Credit.

B. Masters is a graduate and Senior Scholar of Trinity College, Cambridge where she received a B.A. in Economics.

#### Clive Adamson

C. Adamson is an Independent Non-Executive Director of JPMSplc (since January 2019) and J.P. Morgan Europe Limited (since April 2020 and as Chair since June 2020). He also serves as the Chair of J. P. Morgan Europe Limited's Nomination Committee and its Audit Committee since March 2025. C. Adamson is also a member of the UK Remuneration Committee, where he will assume the role of Chair, subject to regulatory approval. C. Adamson is also serving as an Independent Non-Executive Director and Chair of Nutmeg Saving and Investment Limited since September 2021.

C. Adamson was a Non-Executive Director of Virgin Money UK plc (formerly CYBG plc) until his resignation in November 2019 and served as an independent Non-Executive Director of Prudential Assurance Company Limited until his resignation in January 2025. 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 Financial Services Authority) from 2000, where he was a Senior Advisor from 2000 to 2008, Director of the Major Retail Groups division from 2008 to 2013, and a Member of the Executive Committee from 2012 to 2013.

Prior to his regulatory roles, he held executive positions at Bank of America and up to March 2022 he was a Senior Advisor at McKinsey & Co. C. Adamson is also an Independent Non-Executive Director of M&G plc (and the Chair of its Risk Committee) and an Independent Non-Executive Director and Chair of Ashmore Group plc and its Nomination Committee (formerly a Senior Independent Director and the Chair of its Audit and Risk Committee).

C. Adamson holds a Masters 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, ,as well as Chair of the Board of International Business and Diplomatic Exchange.

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 is the JPMSplc Chief Executive Officer (from 24 July 2024) and joined the Board of JPMSplc as an Executive Director in February 2019. A. Dunn is a Managing Director and since 2018 has been the Chief Financial Officer for J.P. Morgan in EMEA. A. Dunn is the chair of the JP Morgan EMEA Regional Oversight Committee, a member of the JP Morgan EMEA Management Committee, and a member and Branch Manager of the JPMorgan Chase Bank, N.A. - London Branch.

As part of her external engagements, A. Dunn chairs the Capital Markets and Wholesale Product and Service Board, is a member of the City of London Competitiveness Advisory Board as well as of the PRA Practitioner Panel.

Prior to 2018, A. Dunn was Global Markets Product Controller for the Corporate and Investment Bank. Over the last 20 years, she has held various Finance roles within J.P. Morgan in functions ranging from product control, program management, valuation control, financial control, and business management. A. Dunn has worked across Markets businesses including Credit, Rates, FX, Emerging Markets, Securitised Products, and Equities.

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

#### Ian Green

- I. Green joined the Board of JPMSplc as an Executive Director in April 2022 and is the EMEA Chief Risk Officer 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 also co-chairs the Risk & Compliance People Council, focusing on improving employee experience by promoting greater connections, communication and collaboration across teams.
- 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, he'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 Global Emerging Markets and Credit Trading businesses at JPMorgan.
- J. Meazzo is currently a Director of Protean Results Ltd, Britten-Norman Aerospace and Thorpe House School Trust. Prior to joining JP 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 in South Africa.

### Jane Moran

J. Moran is an Independent Non-Executive Director of JPMSplc (December 2015) and was an Independent Non-Executive Director of JPMEL from 2021 to 2024. Beginning September 2021, J. Moran is the Chief Information and Digital Officer for Mass General Brigham, the integrated academic healthcare system based in Boston, and has an advisory role as part of the Ensemble Health Partners Manager Board.



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 as a Non-Executive Director and is the Chair of the JPMSplc Board Risk Committee. E. Ocampo also serves as a Non-Executive Director of the Financial Market Standards Board and as an Independent Member of the ICE Swap Rate & Term Reference Rates Oversight Committee. In addition, he is an affiliate of Rutter Associates LLC.

From 2018 to 2022, E. Ocampo served as an Advisory Director at Quantile Technologies, a company providing portfolio risk management services for derivatives markets. Prior to this, from 2014 to 2018, E. Ocampo was a Senior Advisor in the Markets Directorate at the Bank of England, where he led efforts to develop and promote alternatives to Libor and contributed to the Fair and Effective Markets Review.

Before joining the Bank of England, E. Ocampo was a Managing Director at Morgan Stanley in London, where he headed Fixed Income Risk Management for EMEA and served as a member of the board of directors of Morgan Stanley's UK bank. E. Ocampo has over 30 years of experience in the investment banking industry.

E. Ocampo holds an MBA from Stanford University (1983) and an AB in Economics from Princeton University (1979).

## 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. <a href="https://www.jpmorganchase.com/about/leadership/troy-rohrbaugh">https://www.jpmorganchase.com/about/leadership/troy-rohrbaugh</a>

### **Grant Ross**

- G. Ross joined the Board of JPMSplc as an Executive Director and Chief Finance Officer on 21 August 2024. He is also a member of the Boards of J.P. Morgan Mansart Management Limited, Max Recovery Limited, and J.P. Morgan Markets Limited. G. Ross is the EMEA Controller for JP Morgan's Commercial and Investment Bank, where he is responsible for legal entity control, financial regulatory reporting, capital strategy, management and policy across the region along with the CIB's global income attribution team. G. Ross has over 28 years industry experience including previous roles leading global business management teams across Rates, Fixed Income Financing, Currencies & Emerging Markets and Credit Portfolio as well as global product controller roles across Markets and Risk in London and New York.
- G. Ross has a BSc from University College London.

#### **Conor Hillery**

- C. Hillery joined the Board of JPMSplc in June 2024 as an Executive Director. C. Hillery is Deputy EMEA Chief Executive Officer, and Head of Investment Banking for the region. He is also a director of The Ireland Fund of Great Britain.
- C. Hillery has spent most of his career as an investment banker where he has acted as strategic adviser to a broad range of companies in Europe and the Middle East on capital raisings, mergers and

acquisitions, and restructurings. Prior roles at the firm include Global Co-Head of the Financial Institutions Group (2016-20) and Co-Head of UK Investment Banking (2013-16). C. Hillery joined Cazenove & Co. in 2001 and has worked at J.P. Morgan since that time. Prior to that he worked at Kleinwort Benson in London in the firm's corporate finance department. C. Hillery began his career at KPMG in Dublin where he qualified as a Chartered Accountant.

C. Hillery is a graduate of University College Dublin.

## Stephen Jefferies

- S. Jefferies joined the Board of JPMSplc in August 2025 as an Executive Director. He is Global Head of Currencies and Emerging Markets, based in London. He is responsible for all fixed income products in the Emerging Markets regions as well as all Foreign Exchange products globally at JPMorgan.
- S. Jefferies joined JPMorgan in 1999 and trained as a market maker in various EMEA Emerging Markets such as Hungary and GCC. Between 2007 and 2009 he relocated to Turkey, running the local trading team as Treasurer of the branch. Since 2009 Steve ran the EMEA Local currency trading business, adding G10 and EM FX in 2014 under the EMEA CEM title. In 2021 he was given the responsibility for Global FX Options, and in 2022 assumed the leadership of CEM. Following the Markets wide leaderships changes in 2024, the FX Services team was brought into the CEM business.
- S. Jefferies studied Mathematics at Oxford University.

The directors hold the following number of directorships.

	Executive	Non-Executive
Blythe Masters	1	2
Clive Adamson	0	3
Michael Cole-Fontayn	0	2
Anna Dunn	1	0
lan Green	1	0
Julia Meazzo	0	3
Jane Moran	0	1
Edward Ocampo	0	2
Troy Rohrbaugh	0	1
Grant Ross	1	0
Conor Hillery	1	0
Stephen Jefferies	1	0

Directorships held within the same group are counted as one directorship, and those in organisations with non-commercial objectives are not counted.

## J.P. Morgan Europe Limited (JPMEL)

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

### Clive Adamson



C. Adamson joined the board of JPMEL 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 Roos

M. Di Donato Roos joined the Board of JPMEL as an independent non-executive director in April 2022. After concluding the role of Chair and Chief Executive Officer (CEO) in 2024 at Kyriba's Department for Science, Innovation and Technology, M.Di Donato Roos continued as an active member serving the Department for Business and Trade's SME Digital Adoption Taskforce. M. Di Donato Roos joined Kyriba in September 2023. Prior to this, M. Di Donato Roos was an Executive Director and CEO of SUSE, a global leader in innovative, reliable and enterprise-grade open-source solutions. Early in her career, M. Di Donato Roos 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 Roos has extensive experience in engineering and product development, sales and general management.

M. Di Donato Roos has served as an Advisor, Executive in Residence and Board Member at various organisations such as Burgundy Technology (2020-22), Notion Capital (2018 onwards), Vortexa (2019 2022), Founders4Schools (2013-2019) and more recently was appointed to the Supervisory Board of Porsche AG (2022 onwards). M. Di Donato Roos is also a member of the Department for Business and Trade's Digital Adoption Taskforce (2024).

M. Di Donato Roos 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.

### Lorraine Littell-Pape

L. Littell-Pape joined the board of JPMEL 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. M. Melling joined JPMorgan in 1996 and previously served as EMEA Regional Controller reporting to CIB controller and EMEA CFO, responsible for financial reporting (both US standalone and all local



prudential reporting) for all EMEA legal entities (excl. Asset management). Responsible for capital planning, reporting and management for regulated entities. Director of all UK regulated legal entities except JPMSplc. Designated SAO (HMRC mandated role – Senior accounting officer) for UK legal entities. M. Melling has held a number of roles, including EMEA and Global Product Controller for Emerging Markets, and Credit and Emerging Markets Middle Office. He started his career in banking on the NatWest Graduate programme, before moving to Chase Manhattan, a heritage J.P. Morgan legal entity.

M. Melling holds a Bachelor of Science in Chemistry from King's College London.

#### 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 specializing in financial services.

K. Morgan is currently a Senior Advisor to Soho Square Capital LLP. He serves as a Board Member, Trustee and Chair of the Finance and Assurance Committee at the Design Council and is Deputy Chair of the Jephcott Charitable Trust. 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.

# **Jakub Fast**

J. Fast is the CEO of JPMEL and joined the Board in May 2024. Previously, J. Fast was the Lead for the European Expansion, and led the product build for Daily Banking, Digital Experience and Onboarding for International Consumer Business (ICB). J. Fast joined JPMorgan Chase (JPMC) in 2019 and since then has been part of the ICB leadership team. Business. Prior to joining JPMorgan Chase, J. Fast was the Head of Product, Customer Segments, Marketing, and International Retail Banking at mBank SA, where he was responsible for the full retail banking P&L and a lending balance sheet of approx. EUR 10 bn.

While at mBank, J. Fast also served on the supervisory boards of mBank Mortgage Bank and mElements, a digital payments startup. J. Fast was previously a partner at McKinsey & Company, working in the US and across Europe, primarily on topics related to retail banking digitization.

J. Fast holds a degree in Master of Arts in Sociology from the University of Warsaw and a degree in Masters of Business Administration from Harvard Business School.

## **Kevin Watters**

K. Watters retired from JPMorgan Chase & Co. in 2017 after spending 18 years with the firm and its predecessors. After his retirement, K. Watters joined the board of JPMEL in April 2024 as an Independent Non-Executive Director. K.Watters is also an Operating Partner at Lightyear Capital and serves on the Board at Lendmark Financial Services as a Non-Executive Director.

Prior to his retirement, he was the CEO of Chase Card Services. Prior to joining Card Services, K. Watters served as CEO of Mortgage Banking where he returned the business to profitability following the

financial crisis. He transitioned to Mortgage Banking from Business Banking, where he served as CEO for five years. K. Watters was Head of the Corporate Internet Group at Bank One prior to the merger with JPMorgan Chase. Before joining JPMorgan Chase and Bank One, Kevin worked in finance and operations at McNeil Consumer Products, a division of Johnson and Johnson; Brand Manager at Procter and Gamble Business; Director at Pinnacle, Inc.; and Senior Manager of Vlasic Foods. After retiring from the firm, K. Watters served as an Adjunct Professor in the Freeman School of Business at Tulane University.

K. Watters has a bachelor's degree from Lehigh University and a Master of Business Administration from the University of Virginia. K. Watters has served on the Corporate Advisory Board for the University of Virginia's Darden School and on the Board of Directors for Ixe Grupo Financiero before it's sale to Grupo Financiero Banorte.

#### **Diane Macfarlane**

D. MacFarlane is Head of Securities Services EMEA. In her role, D. MacFarlane is responsible for setting the strategy and managing the P&L for the suite of Custody and Fund Services products provided to institutional investor clients of the firm, servicing some of the largest asset managers in the market. As Head of the EMEA region for Securities Services, D. MacFarlane also has responsibility for the governance of the business and for the Depository Services function. Additionally, D. MacFarlane is a board member of J.P. Morgan Europe Limited and sits on the London Branch Oversight Committee for JPMCB NA London. D. MacFarlane has worked at J.P. Morgan for 20 years, working for the Markets business, and the Asset Management arm of the firm prior to joining the Corporate & Investment Bank product team.

D. MacFarlane received a first-class Honors degree in Business Management from City University in London.

The directors hold the following number of directorships.

	Executive	Non-Executive
Clive Adamson	0	3
Melissa Di Donato	1	2
Lorraine Littell-Pape	0	1
Matthew Melling	2	0
Kuba Fast	1	0
Keith Morgan	0	3
Diane Macfarlene	1	0
Kevin Watters	0	2

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

### **Diversity Opportunity & Inclusion**

JPMorgan Chase believes that its long-term growth and success depend on its ability to attract, develop and retain talented employees and foster an inclusive work environment.

Board appointments are made based on merit, considering a broad range of attributes and factors such as expertise, skills, qualifications, educational and professional background, as well as geographical provenance of individual board members and the board collectively, as required by the Suitability Guidelines. In identifying individuals for prospective board opportunities, J.P. Morgan Securities Plc and J.P. Morgan Europe Limited will continue to look broadly across a wide spectrum of talent, and continue to incorporate principles of equal opportunity when evaluating talent and making board selections (Wates Principle II: Balance and Diversity). As they explore opportunities to engage a broader set of talent, the boards have established a specific objective to have 30% female representation by December 2025.

The firm is a signatory of the UK Women in Finance Charter ('WIFC') with aims to increase female representation in senior positions. More details can be found here: https://www.jpmorgan.com/disclosures/gender-pay-gap-uk/2023-gender-pay-gap-uk

As at 31 December 2024, the representation of female directors on the boards was as follows:

J.P. Morgan Securities Plc: 28%
J.P. Morgan Europe Limited: 33%