

Registration No.

199401030666 (316347-D)

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

**CORPORATE GOVERNANCE STATEMENT**

**FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021**

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## CORPORATE GOVERNANCE STATEMENT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

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

Steven Ronald Clayton  
Non-Independent Executive Director/Chief Executive Officer (“CEO”)  
(resigned on 3 January 2022)

Wong Hooi Ching  
Non-Independent Executive Director/Chief Executive Officer (“CEO”)  
(appointed on 3 January 2022)

Robert Armor Morris  
Independent Non-Executive Director

John Terrence Murphy  
Non-Independent Executive Director

Mahani Binti Amat  
Independent Non-Executive Director

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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

**Wong Hooi Ching**

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)

Profile of Directors (continued)

**Osman Tarique Morad**

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, 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.

**John Terrence Murphy**

John Terrence Murphy was appointed to the Board as a Non-Independent Executive Director on 8 January 2019. Mr. Murphy is also a member of the Board Nomination Committee of the Bank.

Mr. Murphy has a Bachelor of Arts degree from Oberlin College, U.S.A. and a Juris Doctor degree from the New York University School of Law. Prior to joining J.P. Morgan, Mr. Murphy was a Corporate Finance Partner in a U.S. law firm based in Japan and a Vice President and Senior Legal Counsel in a U.S. Bank in Japan.

Mr. Murphy joined J.P. Morgan in 2006 and until June 2012, served as Head of Legal & Compliance in Japan. He was a member of the Japan Country Management Committee, a member of the Board of Directors of J.P. Morgan Securities Japan and Chairman of the Japan Reputational Risk Committee. Mr. Murphy is currently the General Counsel – Asia Pacific for J.P. Morgan and oversees legal functionality for all of J.P. Morgan's businesses in Asia. He is a member of the Asia Pacific Executive Committee, the Asia Pacific Management Committee, the Asia Pacific Operating Committee, the Risk and Control Steering Committee and is the Co-Chairman of J.P. Morgan's Asia-based Reputational Risk Committee.

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**BOARD OF DIRECTORS (CONTINUED)**

Profile of Directors (continued)

**Robert Armor Morris**

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 an Associate of the Association of Certified Fraud Examiners, where he was previously 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.

**Mahani Binti Amat**

Mahani Binti Amat was appointed to the Board as an Independent Non-Executive Director on 11 January 2021. Puan 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.

Puan 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.

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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 2021, the Board met 8 times and the attendance at the Board meetings is as follows:

Directors	Attendance
Osman Tarique Morad – Chairman, Independent Non Executive Director	8/8
Steven Ronald Clayton - Executive Director	8/8
Robert Armor Morris - Independent Non Executive Director	8/8
John Terrence Murphy – Executive Director	7/8
Mahani Binti Amat – Independent Non Executive Director	8/8

#### Directors' Training

In 2021, the Board members have received various training programmes on areas relevant to their duties and responsibilities as Directors, covering topics in the areas of Technology and Cyber Security, 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 management'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 2021, 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 2021, the Audit Committee met 4 times and the attendance at the Board Audit Committee meetings 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

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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 key senior management officers.

The Board Nomination Committee meets at least once a year. During the financial year ended 31 December 2021, the Board Nomination Committee met 5 times and the attendance at the Board Nomination Committee meeting is as follows:

Directors	Attendance
Robert Armor Morris – Chairman, Independent Non Executive Director	5/5
Steven Ronald Clayton - Executive Director	5/5
Osman Tarique Morad - Independent Non Executive Director	5/5
John Terrence Murphy - Executive Director	4/5
Mahani Binti Amat – Independent Non Executive Director	5/5

#### 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 key senior management officers 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 2021, the Board Remuneration Committee met 3 times and the attendance at the Remuneration Committee meeting is as follows:

Directors	Attendance
Mahani Binti Amat – Chairman Independent Non Executive Director	3/3
Robert Armor Morris - Independent Non Executive Director	3/3
Osman Tarique Morad - Independent Non Executive Director	3/3



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## **CORPORATE GOVERNANCE STATEMENT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 (CONTINUED)**

### **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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**CORPORATE GOVERNANCE STATEMENT  
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**REMUNERATION**

Compensation philosophy

Our compensation philosophy provides the guiding principles that drive compensation-related decisions across all levels of the Bank. We believe our compensation philosophy promotes an equitable and well-governed approach to compensation, which includes pay-for-performance practices that attract and retain top talent in a competitive market, is responsive to and aligned with shareholders, reinforces our culture and Business Principles, and integrates risk, controls and conduct considerations.

<p><b>Paying for performance and aligning with shareholders' interests</b></p>	<ul style="list-style-type: none"> <li>• In making compensation-related decisions, the Bank focuses on risk-adjusted performance (the Bank's risk and control professionals help contextualize the risk taken to achieve the return) and rewards behaviors that generate sustained value for the Bank. This means that compensation should not be overly formulaic, rigid or focused on the short term.</li> </ul>
<p><b>Encouraging a shared success culture</b></p>	<ul style="list-style-type: none"> <li>• Teamwork and leadership should be encouraged and rewarded to foster a culture that supports our Business Principles.</li> <li>• Contributions should be considered across the Bank, within business units, and at an individual level when evaluating an employee's performance.</li> </ul>
<p><b>Attracting and retaining top talent</b></p>	<ul style="list-style-type: none"> <li>• The Bank's long-term success depends on the talents of its employees. The Bank's compensation philosophy plays a significant role in its ability to attract, properly motivate and retain top talent.</li> <li>• Competitive and reasonable compensation should help attract and retain the best talent to grow and sustain the Bank's business.</li> </ul>
<p><b>Integrating risk management and compensation</b></p>	<ul style="list-style-type: none"> <li>• Risk management, compensation recovery, and repayment policies should be robust and designed to encourage behaving with standards of integrity that are required by the Bank's culture and Business Principles. Excessive risk-taking should be deterred.</li> <li>• Conduct matters should be reviewed following Firmwide frameworks..</li> <li>• Recoupment policies should include recovery of cash and equity compensation.</li> <li>• The Bank's pay practices must comply with applicable rules and regulations, both in the U.S. and globally.</li> </ul>
<p><b>No special perquisites and non-performance based compensation</b></p>	<ul style="list-style-type: none"> <li>• Compensation should be straightforward and consist primarily of cash and equity incentives.</li> <li>• The Bank 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.</li> </ul>

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## CORPORATE GOVERNANCE STATEMENT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 (CONTINUED)

### REMUNERATION (CONTINUED)

#### Compensation philosophy (continued)

<b>Maintaining strong governance</b>	<ul style="list-style-type: none"><li>• Strong corporate governance is fostered by independent oversight by the board of J.P. Morgan Chase &amp; Co. of the executive compensation program, 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.</li><li>• The Firm has a rigorous process in place to review risk, controls and conduct issues at the Firm, line of business, functional, and regional levels, which can impact compensation pools as well as reduce compensation at the individual level, in addition to other employee actions.</li></ul>
<b>Transparency with shareholders</b>	<ul style="list-style-type: none"><li>• 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.</li></ul>

#### 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 discretionary approach to assess performance throughout the year against four broad dimensions:

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

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 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. Compensation should be reduced or eliminated, as appropriate.

These performance dimensions consider short- and medium-term goals that drive sustained shareholder value, while accounting for risk, controls and conduct objectives. All of these performance categories are considered and there is no specific weighting assigned to any one factor, metric or component.

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### REMUNERATION (CONTINUED)

#### Link between Pay and Performance (continued)

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.

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.

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 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

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REMUNERATION (CONTINUED)

Strong Accountability and Recovery Provisions (continued)

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.

Set out below is the total value of remuneration awards for the CEO and each of the directors of the Bank for the financial year ended 2021:

CEO's Remuneration

Remuneration	Unrestricted RM'000	Deferred RM'000
Fixed		
- Cash-based*	1,860	-
- Shares and share-linked instruments	-	-
- Others	-	-
Variable		
- Cash-based*	3,094	-
- Shares and share-linked instruments*	-	1,666
- Others	-	-

\* Fixed Cash based - Annualized salary as at December 31, 2021 for 2021 performance year

\* Variable Cash based - Cash Incentive Compensation for 2021 performance year

\* Variable Shares and share-linked instruments - Restricted Stock Units granted for 2021 performance year

Outstanding Deferred Remuneration	Cash RM'000	Share-Linked RM'000
Vested	-	-
Unvested	-	4,406

Deferred Remuneration	Cash RM'000	Share-Linked RM'000
Awarded	-	1,537
Paid out	-	1,682

Directors' Remuneration

Remuneration	Unrestricted RM'000	Deferred RM'000
Fixed Cash-based		
- Mahani Binti Amat	165	-
- Omar bin Malek Ali Merican	4	-
- Robert Armor Morris	170	-
- John Terrence Murphy	-	-
- Osman Tarique Morad	191	-

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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 awards for the Senior Management of the Bank for the financial year ended 2021:

Remuneration	No. of Senior Management	Unrestricted RM'000	Deferred RM'000
Fixed			
- Cash-based*		7,960	-
- Shares and share-linked instruments		-	-
- Others		-	-
Variable			
- Cash-based*		6,247	-
- Shares and share-linked instruments*	10	-	2,393
- Others		-	-
Guaranteed bonuses		-	-
Sign-on awards		-	-
Severance payments		-	-

\* Fixed Cash based - Annualized salary as at December 31, 2021 for 2021 performance year

\* Variable Cash based - Cash Incentive Compensation for 2021 performance year

\* Variable Shares and share-linked instruments - Restricted Stock Units granted for 2021 performance year

Outstanding Deferred Remuneration	Cash RM'000	Share-Linked RM'000
Vested	-	-
Unvested	-	6,759

Deferred Remuneration	Cash RM'000	Share-Linked RM'000
Awarded	-	2,531
Paid out	-	2,332

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	-	6,759
- 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.