

IFPR Annual Disclosure Report

as at 31 December 2023

JPMorgan Asset Management International Limited (JPMAMIL)

JPMorgan Asset Management (UK) Limited (JPMAMUK)

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1. Executive summary

Introduction

As UK investment firms undertaking activities within the scope of the UK Markets in Financial Instruments Directive ("MIFID"), JPMorgan Asset Management International Limited ("JPMAMIL", an investment firm group which contains 6 regulated legal entities including JPMorgan Asset Management (UK) Ltd ("JPMAMUK")) & JPMorgan Asset Management (UK) Limited ("JPMAMUK") are subject to the prudential requirements of the Investment Firms Prudential Regime ("IFPR") contained in the MIFIDPRU Prudential sourcebook for MIFID Investment Firms of the FCA Handbook. Under the IFPR's firm categorisation, both JPMAMIL & JPMAMUK are categorised as non-small non-interconnected ("non-SNI") MIFIDPRU investment firms.

Both JPMAMIL & JPMAMUK are required to publish disclosures in accordance with the provisions outlined in MIFIDPRU 8 of the IFPR. These requirements are supplemented by the guidance set out in MIFIDPRU 8 published by the FCA. The objective of these disclosures is to increase the transparency of the risk, governance, remuneration and investment management practices of the Firm ("JPMAMIL" and "JPMAMUK").

This disclosure for JPMAMIL & JPMAMUK is prepared annually on an individual basis and is proportionate to the size, organisation, nature, scope and complexity of the Firm's activities. In accordance with IFPR, investment firms are required to publicly disclose information on the Firm's own funds (financial strength), behaviour (investment policy) and culture (risk management, governance, and remuneration). This document provides transparency and accountability regarding JPMAMIL & JPMAMUK's business activities. All quantitative disclosures are made as of 31st December 2023.

Scope of Application (8.1.7)

The disclosures in this document are made in respect of JPMorgan Asset Management International Limited ('JPMAMIL') and JPMorgan Asset Management (UK) Limited ('JPMAMUK')

■ JPMorgan Asset Management International Limited

JPMAMIL is a investment firm group consistent with regulatory definitions in MIFIDPRU.

■ JPMorgan Asset Management (UK) Limited

JPMorgan Asset Management (UK) Limited provides investment management services and products across multiple asset classes to institutional and, through pooled fund vehicles, retail investors, including public, corporate and union employee benefit funds, mutual funds, corporations, foundations, endowments, insurance companies, other financial institutions, and governments and their agencies.

Both the entities jointly will be addressed as legal entities in this document.

Firm categorisation

JPMAMIL group is a non-SNI MIFIDPRU investment firm.

JPMAMUK is a non-SNI MIFIDPRU investment firm.

Reference Date

This document has been prepared as at 31st December 2023, which is the accounting reference date and financial year-end for JPMAMIL and JPMAMUK.

Means of Disclosure (8.1.13 - 8.1.17)

The disclosure report will be published on at least an annual basis on the website of JPMorgan Chase & Co. at: <https://jpmorganchaseco.gcs-web.com/ir/sec-other-filings/basel-pillar-and-lcr-disclosures/pillar-uk>

The ultimate parent of the entities in scope of the disclosure is JPMorgan Chase & Co. ("JPMorgan Chase" "the firm" "JPMC"), a financial holding company incorporated under Delaware law in 1968. Firmwide disclosure is made under Basel III requirement and is available using the same link as the UK regulated entities disclosure. The report should be read in conjunction with the Annual Report on Form 10-K and the Quarterly Report on Form 10-Q which have been filed with the U.S. Securities and Exchange Commission and available at the following link: <http://investor.shareholder.com/jpmorganchase/sec.cfm>.

2. Risk management objectives and policies (MIFIDPRU 8.2.1R)

A firm must disclose its risk management objectives and policies for the categories of risk addressed by: (1) MIFIDPRU 4 (Own funds requirements), (2) MIFIDPRU 5 (Concentration risk), and (3) MIFIDPRU 6 (Liquidity). In doing so the legal entities perform an internal assessment of the applicable risks and their relevant harm to clients, markets and the firm. This section address the overall risk managements activities.

MIFIDPRU 4 (Own funds requirements)

Capital risk is the risk the Firm has an insufficient level or composition of capital to support the Firm's business activities and associated risks during normal economic environments and under stressed conditions.

A strong capital position is essential to the legal entity's business strategy and competitive position. Maintaining a strong balance sheet to manage through economic volatility is considered a strategic imperative of the Firm's Board of Directors, CEO and Operating Committee. The Firm and legal entity's capital management strategy focuses on maintaining long-term stability to enable the Firm to build and invest in market-leading businesses, even in highly stressed environments. Senior management considers the implications on the legal entity's capital prior to making significant decisions that could impact future business activities. In addition to considering the legal entity's earnings outlook, senior management evaluates all sources and uses of capital with a view to ensuring the legal entity's capital strength.

Key capital risks include the risk of not meeting capital requirements. Accordingly, the capital management framework is designed to ensure that the legal entity is adequately capitalised at all times primarily in relation to:

- minimum regulatory capital requirements (own funds threshold requirement under IFPR), plus any individual capital guidance requirement if set by the FCA;
- financial viability throughout the economic cycle, with the ability to address any material potential harm that may result from its ongoing activities;
- wind down in an orderly manner, minimising harm to consumers or to other market participants
- senior management's risk appetite expressed, for example, through the application of an internal capital buffer and preferred minimum capital requirements above those prescribed by regulation.

The Internal Capital Adequacy and Risk Assessment ("ICARA") process is a fundamental driver of the management of JPMAMIL and those subsidiaries included within the ICARA regulatory group, including JPMAMUK. The ICARA is reviewed and approved by the Board of Directors. The ICARA document is fully refreshed on an annual basis and is embedded into the day-to-day management of the business. Escalation of issues is driven by a business as usual ("BAU") framework of specific triggers, set in terms of capital requirements, movements in capital requirements and resources, and other measures.

MIFIDPRU 5 (Concentration risk)

Concentration Risk refers to any significant concentration of factors (e.g. single name, positions, etc.) that may lead to financial losses for the firm.

JPMAMIL considers the following potential sources of concentration risk:

- Credit including cash balances, settlement account, seed capital
- Client / distribution channel
- Product
- Geographical.

Concentration risks are reviewed twice a year. These reviews do not show significant concentration risks which would pose a threat to the viability of JPMAMIL to operate as a going concern.

MIFIDPRU 6 (Liquidity)

Liquidity risk is the risk that the Firm will be unable to meet its contractual and contingent obligations or that it does not have the appropriate amount, composition and tenor of funding and liquidity to support its assets and liabilities.

The primary objectives of the Firm's liquidity management are to ensure the Firm's core businesses and material legal entities are able to operate in support of client needs and meet contractual and contingent financial obligations through normal economic cycles as well as during stress events. Liquidity and funding is managed using a centralised, global approach and is designed, amongst other objectives, to identify constraints on the transfer of liquidity between legal entities and ensure an appropriate amount of surplus liquidity is maintained at a Firmwide and the legal entity level.

JPMAMIL is self-funding, from fee income generated from diversified sources with no undue reliance on individual clients, sectors or products. Since JPMAMIL does not undertake any trading activities, take deposits, undertake maturity transformation, or place material reliance on leverage, the largest liquidity risks arise from risk events, such as failure to receive fees, significant cash flows resulting from an operational risk error, unexpected large seed capital requirements, large regulatory fines, and cash flow related to currency hedges. As the Group entities have a simple liquidity risk profile, are self-funding, and do not experience significant intra-day fluctuations in cash balances, intra-day risk is considered insignificant. JPMAMIL does not rely on wholesale funding for its liquidity requirements and therefore is not subject to risks in relation to those markets.

JPMAMIL's entities maintains adequate high quality liquidity resources at all times, by ensuring that there is immediate access to funds by use of the Firm's demand deposit accounts and the use of third party deposit accounts. Under forecasting and stress testing scenarios, JPMAMIL does not rely on funding sources that are not used in its daily operations.

Risk Management Activities

Risk is an inherent part of JPMorgan Chase's business activities. The Firm's overall objective is to manage its business, and the associated risks, in a manner that balances serving the interests of its clients, customers and investors, and protecting the safety and soundness of the Firm.

The Firm believes that effective risk management requires, among other things:

- Acceptance of responsibility, including identification and escalation of risks by all individuals within the Firm;
- Ownership of risk identification, assessment, data and management within each of the LOBs and Corporate; and
- A Firmwide risk governance and oversight structure.

The Firm follows a disciplined and balanced compensation framework with strong internal governance and independent oversight by the Board of Directors (the "Board"). The impact of risk and control issues is carefully considered in the Firm's performance evaluation and incentive compensation processes.

Risk Organisation

The Firm's risk governance framework is managed on a Firmwide basis. The Firm has an Independent Risk Management ("IRM") function, which is comprised of Risk Management and Compliance. The Firm's Chief Executive Officer ("CEO") appoints, subject to approval by the Risk Committee of the Board of Directors (the "Board Risk Committee"), the Firm's Chief Risk Officer ("CRO") to lead the IRM function and maintain the risk governance framework of the Firm. The framework is subject to approval by the Board Risk Committee through its review and approval of the Risk Governance and Oversight Policy.

The Firm's CRO oversees and delegates authority to the Firmwide Risk Executives ("FREs"), the Chief Risk Officers of the LOBs and Corporate ("LOB CROs"), and the Firm's Chief Compliance Officer ("CCO"), who, in turn, establish Risk Management and Compliance organizations, develop the Firm's risk governance policies and standards, and define and oversee the implementation of the Firm's risk governance framework. The LOB CROs oversee risks that arise in their LOBs and Corporate, while FREs oversee risks that span across the LOBs and Corporate, as well as functions and regions. Each area of the Firm giving rise to risk is expected to operate within the parameters identified by the IRM function, and within the risk and control standards established by its own management.

The first line of defence consists of each LOB, Treasury and CIO, and certain Other Corporate initiatives, including their aligned Operations, Technology and Control Management. The first line of defence owns the identification of risks within their respective organizations and the design and execution of controls to manage those risks. Responsibilities also include adherence to applicable laws, rules and regulations, and implementation of the risk governance framework established by IRM, which may include policies, standards, limits, thresholds and controls.

The second line of defence is the IRM function, which is separate from the first line of defence and is responsible for independently measuring risk, as well as assessing and challenging the risk management practices of the first line of defence. IRM is also responsible for the identification of

risks within its respective organization, adherence to applicable laws, rules and regulations and for the development and implementation of policies and standards with respect to its own processes.

Risk Governance

The independent status of the IRM function is supported by a risk governance and oversight structure that provides channels for the escalation of risks and issues to senior management, the FRC, and the Board of Directors, as appropriate.

Global Legal Entity Risk Governance

JPMorgan Chase conducts its businesses through Legal Entities (LEs) located across different jurisdictions globally. It is incumbent on lines of business (LOBs) and corporate functions (CFs) to manage risk at the level of the LE under the 3 Lines of Defence (3LOD) model and to adhere to associated regulatory requirements. The Risk Management and Compliance (RM&C) organization, as described in the Risk Oversight and Governance Policy and CCOR Management Oversight Policy has established the RM&C LE Framework to define how RM&C provides oversight to the LEs and satisfies local governance responsibilities which can be articulated as follows:

- The RM&C LE Forum (LE Forum) oversees the framework as the governing body, supported by the RM&C LE Framework team (LE Framework Team)
- LEs are tiered based on RM&C factors which define appropriate levels of LE governance and oversight and the requirement for appointment of LE Risk Managers (LERMs), or Chief Risk Officers (CROs) where required by regulatory designations and/or LE Compliance, Conduct and Operational Risk (CCOR) Officers (LECOs)
- LE level execution should adhere to Firmwide standards unless there is a regulatory requirement in a specific jurisdiction. Any “Deviations” from Firmwide Policies, Standards, Frameworks, Procedures or other Governing Documents and local addendums, require to be systematically logged and reviewed as conflicts or contradictions to Firmwide Frameworks
- LERMs are accountable for the holistic LE Risk oversight
- LECOs are accountable for holistic LE CCOR oversight, including Operational Risk except in jurisdictions where local regulations set the requirements for Operational Risk to be overseen by Risk Management, in these jurisdictions the LERM is accountable for Operational Risk oversight

Legal Entity Forum

The LE Forum acts as the governing body for the Risk Management & Compliance (RM&C) LE Framework and acts as a Project Steering Group for agreeing to decisions, assumptions, milestones and implementation across the regions

Legal Entity Risk Tiering

The purpose of the LE Tiering exercise is to classify LEs into Tier 1, 2, 3 or 4 and A, B, C or D respectively, based on Risk and CCOR criteria, based on qualitative and quantitative factors to

determine the risk profile of the entity. This classification then determines minimum standards for LE oversight and governance. LERMs are assigned to all LEs tiered 1, 2 and 3, and LECOs are assigned to all LEs Tiered A, B and C, but their responsibilities differ based on the minimum requirements for oversight and governance of the LE based on the LE Tier, in addition to any local regulatory requirements. Local requirements may trigger deviation from minimum requirements but will not necessarily warrant an increase in Tier as a result. LE Risk Contacts are assigned to LEs Tiered 4 and LE CCOR Contacts are assigned to LEs Tiered D for the purpose of participating in the Tiering exercise.

Risk Appetite Framework

Risk Appetite is a high-level statement of the firm's tolerance for risk. The Firm's Risk Appetite frameworks govern the firm's overall appetite for risk, as outlined in the Quantitative and Qualitative Risk Appetite policies. Both quantitative and qualitative risks are used to monitor and measure the Firm's Risk Appetite. The Risk Appetite frameworks integrate risk and controls, earnings, capital management, liquidity management and return targets to set the Firm's Risk Appetite in the context of its objectives for key stakeholders, including, but not limited to shareholders, depositors, regulators and clients.

JPMC's quantitative risk appetite is set and approved by JPM's CEO, Chief Financial Officer ("CFO") and Chief Risk Officer ("CRO"), prior to approval by the Board Risk Committee. JPMC's Firm level Qualitative Risk Appetite statement must be reviewed and approved by the Board Risk Committee at-least annually. The Qualitative Risk Appetite statement will require JPMC CRO and CEO approval prior to the approval by the Board Risk Committee. Risk Appetite results for quantitative and qualitative risks are reviewed with the Firmwide Risk Committee ("FRC") and Board Risk Committee, at least quarterly.

The Firmwide Risk Appetite frameworks and associated risk appetite levels must be reviewed at least annually, and risk appetite results for quantitative parameters and qualitative risks that are incorporated into the Firmwide Risk Appetite framework must be reviewed at least quarterly, with the appropriate governing bodies as specified in the Quantitative Risk Appetite Policy and the Qualitative Risk Appetite Policy. Notification and escalation requirements are also specified in both policies.

Risk Appetite is a business as usual ("BAU") risk management framework which includes ongoing assessment of Firm and LOB performance against risk appetite. Risk Appetite is designed to assess the Firm's performance under normal and moderately stressed conditions. Firm level risk appetite is set such that profitability of the Firm is the primary loss absorbing mechanism. Risk Appetite is part of the Firm's ongoing capital management process, including the assessment of planned capital actions through the quarterly review of Risk Appetite results.

The Firm's Quantitative Risk Appetite policy is applicable to JPMAMIL. The legal entity's governance and quantitative parameters reflect local regulations, operations and business strategy.

Similar to the Firm, the risk appetite for JPMAMIL is established by JPMAMIL Board taking into consideration the entity's capital, liquidity positions, earnings power, and business model. JPMAMIL Risk Appetite considers potential harms to markets and clients, and the risks it faces.

Harm to markets: JPMAMIL acknowledges that in certain circumstances it could harm the wider financial markets. JPMAMIL's Board aims that JPMAMIL avoids any market disruption.

Harm to clients: JPMAMIL's clients may be subject to adverse outcomes due to operational risk, cyber risk, poor investment performance, credit risk and overall fiduciary risk. JPMAMIL's board aims that JPMAMIL maintains operational risk at adequate residual levels, avoids unfair client outcome and reputational harm. JPMAMIL risk appetite for these risks is established through quantitative parameters.

Harm to firm: JPMAMIL faces a number of risks that can affect its capital and liquidity resources. JPMAMIL's board aims that JPMAMIL generates sufficient income throughout an adverse financial downturn, maintains adequate liquidity resources at all times, capital resources do not fall under the minimum regulatory capital plus an appropriate buffer, can deploy seed capital within the assigned market limit, which is set by the Board, and does not get exposed to excessive credit risk.

JPMAMIL risk appetite for these risks is established through quantitative parameters. JPMAMIL Board approves the overall Risk Appetite framework.

Identification and Assessment of Key Risks

Risk Identification (Risk ID) is a firmwide framework and process for the assessment and documentation of risks across all risk categories into a single, firmwide inventory. Risk types reflected in the MRI are Strategic Risk, Credit and Investment Risk, Market Risk and Operational Risk.

The Risk Identification process forms the basis of the JPMAMIL ICARA. JPMAMIL assesses the potential harms that may arise to Market, Client and to the Firm for all of the risks identified to align to the IFPR requirement. The approach is to assign the risks to the primary source of harm while acknowledging that second and third order impact are possible. Below follows some of the more material potential harms for JPMAMIL.

Operational Risk

Operational risk is the risk of an adverse outcome resulting from inadequate or failed internal processes or systems; human factors; or external events impacting the Firm's processes or systems.

Operational Risk includes compliance, conduct, legal, and estimations and model risk. Operational risk is inherent in the Firm's activities and can manifest itself in various ways, including fraudulent acts, business disruptions (including those caused by extraordinary events beyond the Firm's control), cyber attacks, inappropriate employee behavior, failure to comply with applicable laws, rules and regulations or failure of vendors or other third party providers to perform in accordance with their agreements. Operational Risk Management attempts to manage operational risk at appropriate levels in light of the Firm's financial position, the characteristics of its businesses, and the markets and regulatory environments in which it operates.

Operational Risk Management Framework

JPMAMIL Group conforms to the Firmwide Compliance, Conduct, and Operational Risk ("CCOR") Management Framework designed to enable the Firm to govern, measure, monitor & test, manage and report on the Firm's operational risk.

The lines of business and corporate functions are responsible for managing operational risk. The Control Management Organisation, which consists of control managers within each line of business and corporate function, is responsible for the day-to-day execution of the CCOR Management Framework. They also evaluate the effectiveness of their control environments to determine where targeted remediation efforts may be necessary.

The Firm's Global Chief Compliance Officer ("CCO") and Firmwide Risk Executive for Operational Risk is responsible for defining the CCOR management framework and establishing minimum standards for its execution. The line of business and corporate functions aligned CCOR Lead Officer reports to the Global COO and Firmwide Risk Executive ("FRE") for Operational Risk and Qualitative Operational Risk Appetite and are independent of the respective businesses or functions they oversee.

The CCOR management framework is included in the Risk Governance and Oversight Policy that is reviewed and approved by the Board Risk Committee on a periodic basis.

JPMAMIL utilises the International Legal Entity Operational Risk Framework for operational risk capital quantification. The Operational Risk Scenario Analysis process utilizes the outcome of the Risk Identification process to derive a list of material operational risk scenarios (Risk Segmentation) that can be quantified (Risk Quantification) and used to estimate the capital (Risk Aggregation) for the entity.

In addition, JPMAMIL's Risk Appetite framework includes a quantitative parameter for operational risk.

Credit Risk

Credit risk is the risk associated with the default or change in credit profile of a client, counterparty or customer. In its wholesale businesses, J.P. Morgan is exposed to credit risk through its underwriting, lending, market-making, and hedging activities with and for clients and counterparties, as well as through its operating services activities (such as cash management and clearing activities), securities financing activities, investment securities portfolio, and cash placed with banks. Credit Risk for JPMAMIL is driven by seed capital, Mandatory Investment Plan (MIP) and associated hedges, co-investments, as well as cash balances, settlement accounts and receivables.

Seed capital and other collective investment undertakings

Credit risk exposure primarily arises from seed capital investments. Seed capital investments are defined as initial equity capital invested in mutual funds managed by JPMAMIL. Once a fund is commercially viable, generally within one to three years, the seed capital investment is generally redeemed entirely or reduced significantly, unless approved otherwise. JPMAMIL undertakes some market hedging of the seed capital holdings using futures contracts and credit derivatives. The Board accepts the risk associated with such investments on the understanding that initial investments are upon inception designed to be limited in duration, and that there is a set limit of total seed capital investment.

Mandatory Investment Plan (MIP)

Certain employees have part of their compensation tied up to the performance of some JPM funds over a number of years, the Mandatory Investment Plan. As part of this plan, the relevant employees select the funds to which their compensation will be related. JPMAMIL holds a mix of assets and long futures as a proxy to MIP participants' funds selection as an economic hedge in order to minimize income statement exposure in relation to market volatility. In order to optimize hedging efficiency, JPMAMIL reviews its seed capital assets, MIP assets and MIP liabilities on a net basis. Contingent on the net exposures to major market indices, JPMAMIL holds both long and short futures contracts and credit derivatives to hedge the market risk associated with these net positions.

Co-Investments

Co-investments are defined as equity capital invested alongside third-party investors typically in privately distributed collective vehicles managed by JPMAMIL, including open-ended funds such as hedge funds, and closed-ended funds such as private equity funds or certain real asset funds. As a general matter, JPMAMIL seeks to minimise the amount of co-investment to levels that support third-party fund raising. Management fees and performance fees, if any, may or may not be charged on co-investments. JPMAMIL may, from time to time, invest capital to facilitate the establishment of, or redeem ownership interests, of a privately distributed fund. Although these other principal investments are not made alongside third party investors, they provide the same risk exposure as, and are regarded as, co-investments.

Investments in JPM Liquidity funds

JPMAMIL invests excess cash reserves in JPM Liquidity funds as part of its ongoing liquidity management.

Seed capital, Mandatory Investment Plan, Co-Investments and investments in JPM Liquidity funds are recorded as Credit risk and not Market risk since JPMAMIL does not have a trading book. For regulatory capital, credit risk measurement is based on a stress test.

Other credit exposures

JPMAMIL is exposed to credit risk through cash balances held in demand deposit accounts, settlement accounts which comprise debtors arising from the purchase and sale of units in collective investment undertakings, intercompany exposures and client and third party fee accruals.

For regulatory capital JPMAMIL employs methodologies for estimating the likelihood of obligor or counterparty default and the loss severity given a default event. Based on these factors, JPMAMIL estimates credit losses for its exposures.

Credit Risk Monitoring and Management

JPMAMIL's credit exposures and above refreshed capital charges are monitored and overseen by AM EMEA Finance and AM EMEA Risk Management. To enable monitoring of credit risk and effective decision-making, credit exposures and the above refreshed regulatory capital charges are reported to the monthly Capital and Liquidity Review Committee meeting. The Capital and Liquidity Review Committee reports to the Asset Management EMEA Risk Committee and the Board. In addition, JPMAMIL's Risk Appetite framework includes a quantitative parameter for credit risk.

Market Risk

Market Risk definition

Market risk is the risk associated with the effect of changes in market factors such as interest and foreign exchange rates, equity and commodity prices, credit spreads or implied volatilities, on the value of assets and liabilities held for both the short and long term. The Firm, through its LOBs, may be exposed to market risk as a result of various financial activities, including trading, funding, underwriting and investing.

Risk Governance

JPMAMIL's approach to market risk governance mirrors the Firmwide approach which is established by the Firmwide Market Risk Management Policy and implemented by the firmwide Market Risk Management Procedure. The AM EMEA Chief Risk Officer and Market Risk are responsible for considering the Firmwide market risk processes with respect to the legal entity, accounting for both Firmwide and local market risk management requirements.

JPMAMIL Risk Profile

Market risk for JPMAMIL is driven by residual foreign currency exposures. All balance sheet exposures greater than a defined threshold in currencies other than the entity's functional currency are hedged to the entity's functional currency, in order to minimise the volatility of the translation adjustment arising from the revaluation of non-functional currency assets and liabilities held on the balance sheet.

Market Risk Measurement

There is no single measure to capture market risk and therefore the Firm uses various metrics both statistical and non-statistical to assess risk. The appropriate set of risk measures utilised for a given business activity is tailored based on business mandate, risk horizon, materiality, market volatility and other factors. For JPMAMIL regulatory capital, market risk measurement is based on stress testing.

Market Risk Monitoring and Management

JPMAMIL's unhedged currency exposures in GBP with JPM affiliates are monitored and overseen by AM EMEA Finance, with the above capital charge recalculated on a quarterly basis and reported quarterly at the AM EMEA Capital and Liquidity Review Committee and the Board. JPMAMIL's Risk Appetite framework includes a quantitative parameter for market risk.

Business Risk including concentration risk

Business risk is defined as any risk to a firm arising from changes in its business, including: the acute risk to earnings posed by falling or volatile income; the broader risk of a firm's business model or strategy proving inappropriate due to macro-economic, geopolitical, industry, regulatory or other factors; and the risk that a firm may not be able to carry out its business plan and desired strategy.

Risk Management

Business risk as it impacts capital is managed through the entities' strategic and business planning.

Risk Reporting and Measurement

JPMAMIL's stress testing programme is an important component in managing, measuring and reporting business risk, testing the Firm's financial resilience in a range of severe economic and market conditions. For example, quarterly baseline and stressed capital plans are prepared under the ICARA framework, which include P&L projections (as well as RWAs and the overall capital position) over the three-year time horizon modelled.

Risk Mitigation

Capital projections are used as a tool to help mitigate business risk. If the baseline capital projections, which include P&L projections from the LOB, show a reduction in the earnings, this could be an indicator that a strategy is not implemented successfully.

Business risk is managed via the corporate governance structure. As such, JPMAMIL management has determined that this category of risk is better covered by means of qualitative mitigating measures rather than by allocating internal capital, and does not consider it necessary to assign specific additional capital against this risk.

Climate related financial risk

Climate risk is the risk associated with the impacts of climate change on the Firm's clients, customers, operations and business strategy. Climate change is viewed as a driver of risk that may impact existing types of risks managed by the Firm. Climate risk is categorized into physical risk and transition risk.

Physical risk refers to economic costs and financial loss associated with a changing climate. Acute physical risk drivers include the increased frequency or severity of climate and weather events, such as floods, wildfires and tropical storms. Chronic physical risk drivers include more gradual shifts in the climate, such as rising sea levels, persistent changes in precipitation levels and increases in average ambient temperatures. Transition risk refers to the financial and economic implications associated with a societal adjustment to a low carbon economy. Transition risk drivers include possible changes in public policy, adoption of new technologies and shifts in consumer preferences. Transition risks may also be influenced by changes in the physical climate.

Risk Governance and policy framework

The Firm has a Climate Risk team, led by the Firmwide Risk Executive for Climate Risk, that is responsible for establishing the firmwide framework and strategy for managing climate risk. The team engages across the Firm to help integrate climate considerations into existing risk management frameworks, as appropriate.

Other responsibilities of the Climate Risk team include:

- Setting policies, standards, procedures and processes to support identification, escalation, monitoring and management of climate risk across the Firm
- Developing metrics, scenarios, and stress testing mechanisms designed to assess the range of potential climate-related financial and economic impacts to the Firm
- Establishing a Firmwide climate risk data strategy and the supporting climate risk technology infrastructure

The LOBs and Corporate are responsible for the identification, assessment and management of climate risks present in their business activities and for adherence to applicable climate-related laws, rules and regulations.

JPMAMIL & JPMAMUK approach to managing climate change risks

JPMAMIL's approach to managing climate risk is driven by the Firmwide Climate Risk Management Framework which sets the principles for the climate risk management in the Legal Entity.

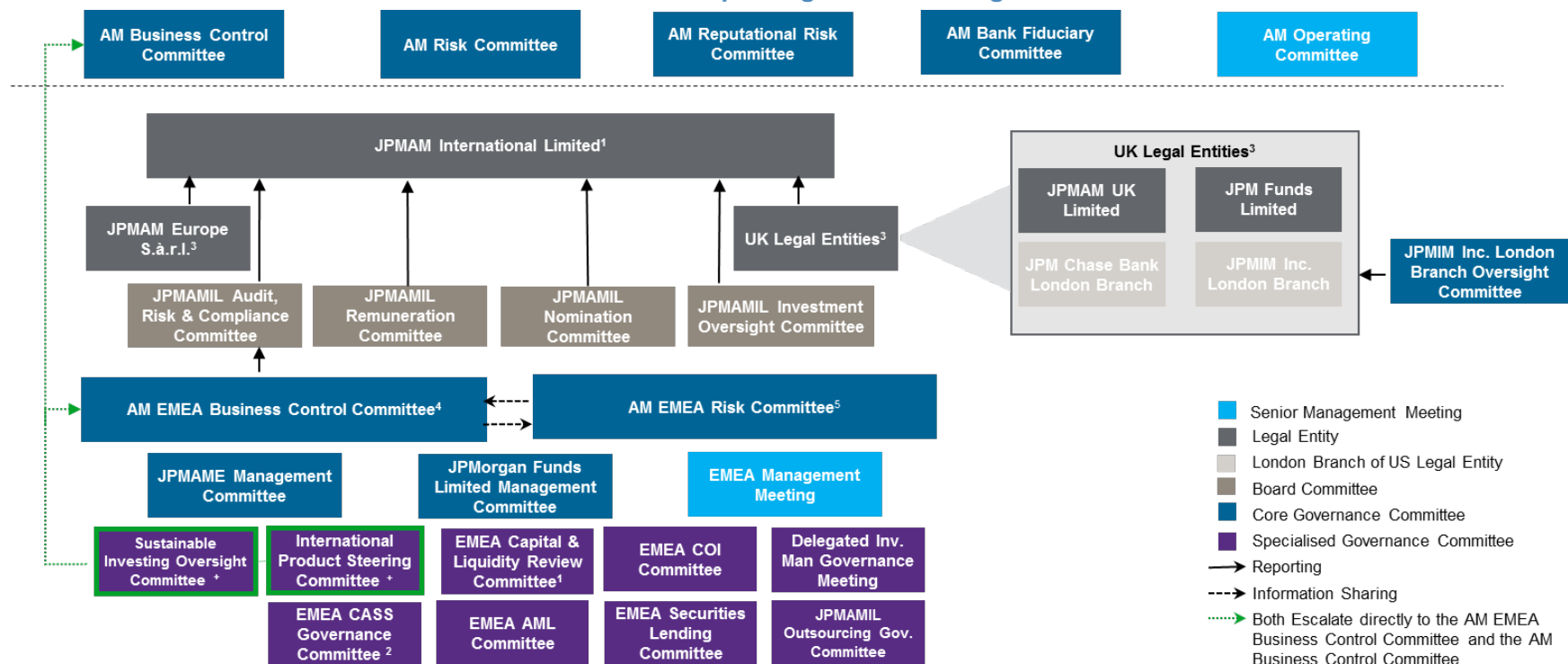
As an investment manager, assets that JPMAM (UK) manage are owned by the client, not the Company, and therefore asset valuation fluctuations do not directly impact the Company's balance sheet. The Company maintains broad client diversification, across both geographical distribution and sectors. JPMAM (UK) does not own the buildings in which it operates, nor does it possess other material long-term investments or liabilities. Therefore, JPMAM (UK)'s financial exposure to climate-related risk is predominantly related to future profitability, driven by potential volatility in revenues from managing client assets and variability in expenses. JPMAMIL is exposed to asset valuation fluctuations through its credit exposures: seed capital, mandatory investment plan and hedges.

JPMAMIL measures and assess the impact of transition risk on the above credit exposures through a climate risk stress scenario. This climate risk stress scenario does not give rise to additional regulatory capital requirement. JPMAMIL also considers a natural disaster scenario driven by environmental factors as part of its operational risk scenarios.

3. Governance arrangements (MIFIDPRU 8.3)

Governance summary - The legal entity governance framework is owned by the legal entity Boards, supported by the legal entity Audit, Risk and Compliance Committee and other sub-committees designated to cover specific responsibilities as detailed below and supplemented by the firmwide and regional governance frameworks.

Governance Structure underpinning AM EMEA Regulated Entities



- All specialised governance committees, the JPMAME Management Committee, JPMorgan Funds Limited Management Committee and the EMEA Business Committee escalate to the AM EMEA Risk Committee and AM EMEA Business Control Committee (dependent on meeting frequency)
 - The Investment Oversight Committee additionally escalates to the Investment Strategy Review Group.
 - The Management Committees for JPM Funds Ltd and JPMAME also escalate to their respective boards
 - Additionally escalates to: ¹ JPMAM International Limited, ² JPM Funds Limited ³ AM Operating Committee, ⁴ AM Business Control Committee, ⁵ AM Risk Committee
 * The International Product Steering Committee (IPSC) is responsible for approving UK and EU fund launches. The Sustainable Investing Oversight Committee (Global) oversees corporate engagement, proxy voting, sustainable investing criteria and ESG integration.

Board of Directors

The JPMAMIL Board of Directors has overall responsibility for oversight of the JPMAMIL Group of legal entities. The Board is responsible for seeking to ensure that the Group's legal entities act within the framework and overall strategy and control of the global Firm and that it complies with all applicable laws and regulations:

- The JPMAMIL Board is informed of any significant internal control issues within the Group and receives information on events or developments that could expose the Group to substantial loss;
- The JPMAMIL Board is responsible for the oversight of the Group's capital and liquidity requirements as well as its risk management strategy and risk appetite. The JPMAMIL Board is also responsible for the Group's ICARA; and
- The JPMAMIL Board relies on the activities of the subsidiaries' individual directors and senior managers to maintain the legal entity control environment. For entities which are subject to the Senior Managers Regime ("SMR"), this is formalised in (a) the Senior Management Functions ("SMFs") roles within the FCA SMR; and (b) certifications under the FCA Certification Regime.

As at 31 December 2023, the Boards of each of JPMAMIL and JPMAMUK were comprised of seven Directors.

Directorships (MIFIDPRU 8.3.2R)

The number of directorships held (executive & non-executive) held by each member of the management team.

Table 1: Group Directorship for JPMAMIL & JPMAMUK

Senior Management Function (SMF)	Name	Group Directorships	Other Directorships in scope of MIFIDPRU 8.3.1R(2)
SMF 9: Chair, SMF 10: Chair of Risk Committee, SMF 11: Chair of Audit Committee, SMF 13: Chair of Nomination Committee	Ruston Smith	1	5
SMF 3 (Executive Director), SMF 1 (Chief Executive)	Patrick Thomson	1	0
SMF 3 (Executive Director), SMF 2 (Chief Finance)	Stephen Pond	1	0
SMF 3 (Executive Director)	Dana Haimoff	1	0
Notified NED	Sarah Heffron Nichomoff	1	0
SMF 12: Chair of Remuneration Committee	Deborah Reidy	1	6
SMF 3 (Executive Director)	Katy Thorneycroft	1	0

Note: Directorships held within the same group are counted as a single directorship, and those in organisations with non-commercial objectives are disregarded

Diversity Policy

At JPMorgan Chase, we believe that having an inclusive workforce that is reflective of diverse backgrounds and perspectives, and creating more equitable access to opportunities in our business pursuits, makes our company stronger and more profitable, as well as a better global corporate citizen. This starts, first and foremost, with taking a broad lens when sourcing talent and building and fostering an inclusive work environment where our employees are respected, trusted and encouraged to bring their authentic and most productive selves to work. It also means actively working to implement an inclusive approach in how we help the communities in which we operate.

We have made progress over the past few years in creating a more diverse and inclusive business. We have also taken a number of steps to build the infrastructure for our firm to deliver on our commitment to DEI. This includes developing and implementing a global DEI strategic framework with clear objectives, controls and accountabilities.

We are managing and executing on our priorities because we believe that DEI is an important part of our firm's ability to be successful in the long term. We know there is more work to do, and we aim to both continue that work and be transparent with our stakeholders about our progress. For more information on the firm's Diversity, Equity & Inclusion strategy, refer to: <https://www.jpmorganchase.com/about/people-culture/diversity-and-inclusion>

The boards of JPMAMIL and JPMAM UK place great emphasis on having a diverse membership. Appointments to each board are made on merit, taking into account (among other things) skills, expertise and qualifications for the role, educational and professional background, gender, age and geographical provenance of individual board members and the board collectively.

The boards aim at an appropriate representation of all genders within their management body and that the principle of equal opportunities is respected when selecting members of their board. Each board has a specific objective to aim for 30% female representation by December 2025, taking opportunities to increase the number of female board members over time where that is consistent with other skills and diversity requirements.

As at 31st December 2023, the representation of female directors on the boards was as follows:

- JPMAMIL (JPMorgan Asset Management International Limited): 57%
- JPMAM UK (JPMorgan Asset Management (UK) Limited): 57%

The firm is also a signatory of the Women in Finance Charter ('WIFC') with a commitment to reach 30% female representation in senior positions by December 2025. The UK wide position for our WIFC progress as of June 2023 can be found here: <https://www.jpmorgan.com/disclosures/gender-pay-gap-uk/2023-gender-pay-gap-uk>

JPMAMIL Audit, Risk and Compliance Committee ("JPMAMIL ARCC")

The JPMAMIL Group operates a system of control and risk committees and forums that facilitate the monitoring and enhancement of controls and provide a means of escalating potential issues to senior management. The Asset Management EMEA Risk and the Asset Management EMEA Business Control Committees escalate any items deemed material to the JPMAMIL ARCC which in turn onward reports and escalates to the Boards of the relevant legal entities within the JPMAMIL Group including the JPMAMIL Board.

The purpose of the JPMAMIL ARCC, as set out in the Committee's Terms of Reference, is to constructively challenge and contribute to the development of the JPMAMIL Group's risk strategy and to seek to ensure that any significant risk decisions taken are aligned to both the global Firm's risk strategy and that of the JPMAMIL Group. The JPMAMIL ARCC also assists the JPMAMIL Board in its oversight responsibility to:

- Consider both current and future risk appetite and overall risk strategy, and the implementation of that strategy, including assessing and managing the legal entities' credit risk, market risk, structured interest rate risk, principal risk, liquidity risk, country risk, operational risk, fiduciary risk, model risk, reputational risk, conduct risk and risk capital;
- Ensure that there is in place an effective system reasonably designed to evaluate and control such risks throughout the legal entities;
- Manage capital and legal entity liquidity planning and analysis; and
- Provide effective risk management and ensure that the risk management function is sufficiently resourced to enable it to perform its function effectively.

The membership of the JPMAMIL ARCC comprises three independent Non-Executive Directors.

In response to the Investment Firms Prudential Regime that was implemented on 01 January 2022, the FCA approved the Firm's modification application for the JPMAMIL Group of regulated legal entities to continue to leverage the existing aggregated legal entity approach that is provided by the JPMAMIL ARCC.

JPMAMIL Nomination Committee ("JPMAMIL NomCo")

The primary purpose of the JPMAMIL NomCo is to ensure sufficient time and independent consideration is dedicated to evaluating potential candidates for the in-scope legal entity Boards, including assessing the appropriate balance of knowledge, skills, diversity and experience.

- Evaluating and ensuring that there is an appropriate balance of knowledge, skills, diversity and experience on the in-scope legal entity Boards;
- Leading the process for Board appointments, identifying and nominating, for approval by the in-scope legal entity Boards, candidates; and
- Ensuring that plans are in place for orderly succession for the in-scope legal entity Boards.

JPMAMIL Investment Oversight Committee ("JPMAMIL IOC")

The primary purpose of the JPMAMIL IOC is to assist the in-scope legal entities in meeting their responsibilities that relate to the oversight of the management of investment strategies in line with their mandate, risk limits, peer group, investment style and legal and regulatory requirements. The Committee will assist the in-scope legal entities by undertaking the following tasks/functions:

- Executing a risk-based systematic review of Investment Engines throughout the year with a focus on:
 - Portfolio construction
 - Risk management

- Performance attribution and competitor analysis

- Quarterly review of an executive summary that identifies over/under performance outliers by investment engine as well as the following for funds that follow them and other accounts where applicable:
 - Performance (relative and absolute)
 - Competitive rankings
 - Flows
 - Capacity management
 - Material changes e.g. material changes to investment strategy
 - Guideline breaches
 - Liquidity considerations and/or themes by asset class
 - Fair Valuation impacts and maximum swing factor changes
 - Principal Adverse Impacts of in-scope funds relative to the associated benchmark

In addition, the Group has established a Remuneration Committee (“JPMAMIL RemCo”) formed of relevant non-executive members of the Boards of entities within the Group (the “Boards”). Further details are provided on page 30.

4. Own funds (MIFIDPRU 8.4)

The Firm only holds Common Equity Tier 1 Capital ("CET1") which is comprised of share capital, other audited reserves and retained earnings. Deductions are made from CET1 capital per MIFIDPRU 3.3.6, as identified below:

JPMAMIL Group:

- intangible assets
- deferred tax assets
- defined benefit assets
- indirect holdings of CET1 capital of financial sector entities where the firm does not have a significant investment in those entities
- any current year dividends

JPMAMUK:

- deferred tax assets
- indirect holdings of CET1 capital of financial sector entities where the firm does not have a significant investment in those entities
- any current year dividends

In accordance with MIFIDPRU 8.4, the Firm is required to provide information regarding its Own Funds instruments in addition to how these reconcile to the balance sheet. The composition of own funds is illustrated in more detail in Tables 3 and 4 below, with Table 5 and 6 demonstrating how this aligns to the balance sheet within the audited financial statements.

Table 7 discloses the main features of the Own Funds instruments issued by JPMAMIL Group and JPMAMUK. CET1 is the highest quality of capital and typically represents share capital, reserves and audited profit.

Table 2: OF1 – Composition of regulatory own funds JPMAMIL

Item	Amount (GBP 000s)	Source for reference
Own funds	2,622,980	
Tier 1 capital	2,622,980	
Common equity tier 1 capital	2,622,980	
Fully paid up capital instruments	220,000	a
Retained earnings	2,430,879	b
Accumulated other comprehensive income	108,074	c
Other reserves	68,388	d
(-) Total deductions from common equity tier 1	(204,361)	
CET1: Other capital elements, deductions and adjustments	(204,361)	

Source based on reference numbers/letters of the balance sheet in the audited financial statements

Table 3: OF1 – Composition of regulatory own funds JPMAMUK

Item	Amount (GBP 000s)	Source for reference
Own funds	1,062,534	
Tier 1 capital	1,062,534	
Common equity tier 1 capital	1,062,534	
Fully paid up capital instruments	24,000	e
Retained earnings	1,078,566	f
Accumulated other comprehensive income	10,400	g
Other reserves		
(-) Total deductions from common equity tier 1	(50,432)	
CET1: Other capital elements, deductions and adjustments	(50,432)	

Source based on reference numbers/letters of the balance sheet in the audited financial statements

**Table 4: OF2 – Reconciliation of regulatory own funds to balance sheet
in the audited financial statements for JPMAMIL**

		Balance sheet as in published/audited financial statements (GBP 000s) As at 31 st Dec 2023	Cross- reference to template OF1
<i>Assets - Breakdown by asset classes according to the balance sheet in the audited financial statements</i>			
Fixed Assets			
1	Intangible Assets	101,456	
2	Tangible Assets	3,885	
3	Financial assets and other receivables	3,789	
Total Fixed Assets		109,130	
Current Assets			
4	Debtors	1,966,619	
5	Financial assets	687,260	
6	Cash at bank and in hand	1,791,599	
Total Current Assets		4,445,478	
Total Assets		4,554,608	
Current Liabilities			
<i>Liabilities - Breakdown by liability classes according to the balance sheet in the audited financial statements</i>			
7	Creditors: amounts falling due within one year	(1,608,958)	
Non-Current Liabilities			
8	Creditors: amounts falling due after more than one year	(114,783)	
Total Liabilities		(1,723,741)	
Net Assets		2,830,867	
Capital and Reserves			
9	Called up share capital	220,000	a
10	Capital contribution reserves	185,542	c
11	Revaluation reserve	(77,467)	c
12	Other Reserves	68,388	d
13	Profit and Loss account	2,430,878	b
Total Shareholders' funds		2,827,341	
14	Minority Interest	3,526	
Capital Employed		2,830,867	

**Table 5: OF2 – Reconciliation of regulatory own funds to balance sheet
in the audited financial statements for JPMAMUK**

		Balance sheet as in published/audited financial statements (GBP 000s) As at 31 st Dec 2023	Cross- reference to template OF1
<i>Assets - Breakdown by asset classes according to the balance sheet in the audited financial statements</i>			
Fixed Assets			
1	Intangible Assets	—	
2	Tangible Assets	495	
3	Financial assets and other receivables	—	
Total Fixed Assets		495	
Current Assets			
4	Debtors	789,890	
5	Financial assets	9,291	
6	Cash at bank and in hand	751,896	
Total Current Assets		1,551,077	
Total Assets		1,551,572	
Current Liabilities			
<i>Liabilities - Breakdown by liability classes according to the balance sheet in the audited financial statements</i>			
7	Creditors: amounts falling due within one year	(333,443)	
Non-Current Liabilities			
8	Creditors: amounts falling due after more than one year	(105,163)	
Total Liabilities		(438,606)	
Net Assets		1,112,966	
Capital and Reserves			
9	Called up share capital	24,000	e
10	Capital contribution reserves	10,400	g
11	Revaluation reserve	—	g
12	Profit and Loss account	1,078,566	f
Total Shareholders' funds		1,112,966	
13	Minority Interest	—	
Capital Employed		1,112,966	

The table below provides information on CET1 instruments issued by the firm. There were no changes since the last financial year.

Table 6:OF3 – Main features of own instruments issued by the firm for JPMAMIL & JPMAMUK

Capital Instruments Main Features	JPMAMIL £1 ordinary shares	JPMAMUK £1 ordinary shares
Issuer	JPMAMIL	JPMAMUK
Unique identifier (e.g. CUSIP, ISIN or Bloomberg identifier for private placement)	Private Placement	Private Placement
Governing law(s) of the instrument	English	English
Eligible at solo/(sub-) consolidated/ solo&(sub-)consolidated	Solo and Consolidation	Solo
Instrument type (types to be specified by each jurisdiction)	Ordinary shares with full voting rights	Ordinary shares with full voting rights
Amount recognised in regulatory capital (Currency in million, as of most recent reporting date)	£220m	£24m
Nominal amount of instrument	£1.00	£1.00
Issue price	£1.00	£1.00
Redemption price	N/A	N/A
Accounting classification	Share capital	Share capital
Original date of issuance	£99 - 5th April 2001 £220,000,000 - 29th Sept 2003	£10,000 - 1st April 1974. £2,490,000 - 12th Aug 1987. £3,500,000 - 13th Mar 2000, £18,000,000 - 16th April 2003
Perpetual or dated	Perpetual	Perpetual
Original maturity date	No Maturity	No Maturity
Fully discretionary, partially discretionary or mandatory (in terms of timing)	Fully discretionary	Fully discretionary
Fully discretionary, partially discretionary or mandatory (in terms of amount)	Fully discretionary	Fully discretionary
Noncumulative or cumulative	Non-cumulative	Non-cumulative
Convertible or non-convertible	Non-convertible	Non-convertible
Full details of all regulatory capital instruments are available from Companies House		

5. Own funds requirement (MIFIDPRU 8.5)

In accordance with MIFIDPRU 4.3.2 the requirement is to hold own funds in excess of the greater of K-Factors, Fixed Overhead Requirement ("FOR") or its Permanent Minimum Requirement ("PMR"). In accordance with MIFIDPRU 8.5, disclosures related to K-Factor requirements and FOR are required as detailed below:

The Own Funds Requirement is equal to the higher of:

- a. Permanent Minimum Capital Requirement ("PMR"),
- b. Fixed Overhead Requirement ("FOR"), or
- c. K-Factor Requirement ("KFR")

The FOR is a proxy for the amount of own funds which must be held to allow the firm to wind-down in an orderly way. The FOR is equal to 25% of the firm's annual relevant expenditure. The KFR is the amount of own funds required to cover the risk of harm from the ongoing operation of the firm's business falling within the following risk categories:

- Assets for which the firm is responsible captures the value of assets an investment firm manages for its clients ("K-AUM"), amount of client money it holds ("K-CMH") and the value of assets it safeguards and administers for clients ("K-ASA").
- Execution activity undertaken by the firm captures the value of orders that an investment firm handles for clients ("K-COH") and the daily value of transactions it enters through dealing on own account or the execution of orders on behalf of clients ("K-DTF").
- K-CMG, K-CON, K-NPR and K-TCD are not in scope as the firm does not have a trading book.

The KFR provides for risk sensitive capital requirements based on the activities of the firm.

5.1 K-Factor Requirement (KFR) and Fixed Overhead Requirement (FOR)

Table 7: K-Factor and Fixed Overhead Requirement - JPMAMIL & JPMAMUK

			JPMAMIL	JPMAMUK
Risk of Harm	K-factor	Description	£m's	£m's
Risk to Clients	K-AUM	Assets Under Management	46.9	43.9
	K-COH	Client Orders Handled	5.3	—
Risk to Firm	K-DTF	Daily Trading Flow	35.4	35.4
Total of K-Factor requirement			87.6	79.3
Fixed Overhead Requirement			174.8	135.6

5.2 Adequacy of Own Funds

In addition to the business as usual ("BAU") capital monitoring framework, the legal entities use the Internal Capital Adequacy and Risk Assessment ("ICARA") process to ensure they are adequately capitalised in relation to their risk profile and appetite, not only as at the ICARA date, but through the economic cycle and under a range of severe but plausible stress scenarios.

The ICARA is a regulatory requirement of the Financial Conduct Authority (FCA) and an important tool for the entity's Board and Senior Management. The ICARA consists of a number of interlinked components that form part of management and decision-making processes such as the firm's risk appetite, strategy, capital and risk management frameworks, stress testing, recovery planning and wind-down planning.

The ICARA results are reviewed by management and reviewed and approved by the Board of Directors. The ICARA informs the Board of Directors of the ongoing assessment of the entity's processes for managing the sources and uses of capital and liquidity as well as compliance with supervisory expectations for capital planning and adequacy of own funds. This forward-looking assessment of own funds requirements given the business strategy, risk profile, risk appetite and capital plan result in potential impacts to entity's earnings, capital resources, own funds requirements and balance sheet.

Stress testing assesses the potential impact of alternative economic and business scenarios on the legal entity's earnings and capital. Economic scenarios, and the parameters underlying those scenarios, are defined centrally and applied uniformly across the businesses. These scenarios are articulated in terms of global market shocks, which generate short-term but severe trading losses; and idiosyncratic operational risk events. The scenarios are intended to capture and stress key vulnerabilities and idiosyncratic risks facing the legal entities.

6. Remuneration policy and practices (MIFIDPRU 8.6)

Background

This section sets out the remuneration disclosures required under the Investment Firms Prudential Regime (the “IFPR”), in accordance with the provisions outlined in MIFIDPRU 8 of the IFPR, in relation to the UK Asset Management Entities in scope of IFPR (the “Group”), including JPMorgan Asset Management (UK) Limited (“JPMAMUK”), and the JPMorgan Asset Management International Limited consolidated group (“JPMAMIL”), and in respect of the remuneration period (“Performance Year”) ending 31 December 2023. In accordance with the MIFIDPRU 8 requirements, the Group has provided a level of detail that is appropriate to its size and internal organisation, and to the nature, scope, and complexity of its activities.

The Group is part of the J.P. Morgan Chase & Co group of companies. In this section, the terms “J.P. Morgan” or “Firm” refer to the J.P. Morgan Chase & Co. group of companies, and each of the entities in that group globally, unless otherwise specified.

This section sets out general principles. Details of specific remuneration programmes are set forth in the relevant plan terms and conditions as in force from time to time.

Qualitative Disclosure

As part of the Firm, the Group applies J.P. Morgan’s global compensation philosophy and pay practices. The qualitative remuneration disclosures required under IFPR and the Capital Requirements Regulation (“CRR”) for all employees of the Firm’s subsidiaries and branches located in EMEA, including staff of the Group, is available in the most recent EMEA Remuneration Policy Disclosure at:

<https://jpmorganchaseco.gcs-web.com/ir/sec-other-filings/basel-pillar-and-lcr-disclosures/pillar-eu>

Additional qualitative disclosures specific to the Group

The Group complied with the applicable remuneration requirements of the IFPR, as implemented in the Financial Conduct Authority Handbook SYSC 19G (the “Remuneration Rules”). The following additional disclosures should therefore be read in conjunction with the EMEA Remuneration Policy Disclosure:

Remuneration governance and decision making

- The Group has a Remuneration Committee (“RemCo”) formed of relevant non-executive members of the Boards of entities within the Group (the “Boards”).
- The RemCo reviews the remuneration policies applicable to the Group (the “Remuneration Policies”) on an annual basis, recommends them to the relevant Boards for adoption, and oversees their implementation. The Boards last reviewed and adopted the Remuneration Policies that applied for the 2023 Performance Year in June 2023, with no material changes noted.

- The Group's Risk and Compliance functions are involved in the review of the Remuneration Policies, including reviewing the Group's approach to the designation of those roles which could potentially have a material impact on the risk profile of the Group ("IFPR Identified Staff" or "Material Risk Taker"). The Internal Audit function performs a central and independent review of the implementation of the Remuneration Policies on an annual basis, and relevant findings are reported to the the Boards.
- The RemCo did not engage the services of a remuneration consultant during the Performance Year.
- More details on the decision-making procedures and governance surrounding the development of the Remuneration Policy and practices adopted by the Firm can be found in section 1 (Governance and Oversight) of the EMEA Remuneration Policy Disclosure.

Remuneration policies, principles and practices

- Section 1 (Governance and Oversight) of the EMEA Remuneration Policy Disclosure also sets out:
 - the Firm's approach to the remuneration of all staff, including staff of the Group;
 - the Firm's "compensation philosophy" that guides its remuneration policies and practices; and
 - the objectives underlying the Firm's financial incentives.
- Details of the different components of remuneration, as categorised into fixed and variable components, and a summary of incentives created by the remuneration policies and practices applicable to staff in the Firm (including staff of the Group) and Identified Staff (including IFPR Identified Staff) are described in section 2 (Compensation Structure) of the EMEA Remuneration Policy Disclosure.

Link between pay and performance

- As described in the Firm's compensation philosophy, as set out in the EMEA Remuneration Policy Disclosure, the Firm focuses on risk adjusted performance and rewards behaviours that generate sustained value for the Firm when making remuneration related decisions. It uses a disciplined pay-for-performance framework to make decisions about remuneration so that remuneration is commensurate with the overall performance of the Firm, the respective businesses (such as the Group companies) and individual performance.
- More information on the link between Incentive Compensation ("IC") and performance is set out in section 3 (Link between Pay and Performance) of the EMEA Remuneration Policy Disclosure, including:
 - the Firm's key financial and non-financial performance drivers in determining performance at a Firm, Group and individual level; and

- a description of how the key performance drivers are used to set discretionary bonus pools, including financial and non-financial metrics, and adjustments for current and future risks.

Identification and remuneration of IFPR Identified Staff

- The Group undertakes an annual review of its staff against the qualitative criteria set out in SYSC 19G.5 to identify its IFPR Identified Staff. This IFPR Identified Staff group is reviewed on an ongoing basis and IFPR Identified Staff are notified of their status and the impact on their remuneration structure. Individuals classified as IFPR Identified Staff for the group under SYSC 19G.5 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; and
 - staff members who have authority to take decisions approving or vetoing the introduction of new products.
- As well as the criteria set out in SYSC 19G.5, consideration has also been given to internal criteria, including roles responsible for one of the key risk types identified in the group's Internal Capital Adequacy and Risk Assessment ("ICARA") and employees of one of the group entities who are designated as Tier 1 employees under the Federal Reserve standards.

Structure of remuneration for IFPR Identified Staff

- The structure which applies to relevant IFPR Identified Staff is as follows:
 - at least 40% of IC is deferred, rising to a minimum of 60% where IC is GBP 500,000 or more;
 - the deferral period is at least three years, with vesting generally in three equal tranches on or around the anniversaries of the grant date;
 - at least 50% of IC (both deferred and total) is delivered in non-cash instruments, which may include notional instruments in managed funds (Mandatory Investor Plan or "MIP"), Retained Stock or Restricted Stock Units ("RSUs");

- relevant MIP, Retained Stock and RSUs are subject to a six month, post-vesting retention period during which the underlying J.P. Morgan shares acquired or cash-based award may not be sold, pledged, assigned or transferred to a private brokerage account;
 - no dividends, dividend equivalents or interest are paid on the instruments until vesting;
 - IC is subject to malus and clawback provisions which reflects the requirements of the Remuneration Rules, in addition to the firmwide recovery provisions and the Firm's Bonus Recoupment Policy; and
 - all members of IFPR Identified Staff's compensation is structured with reference to an appropriate fixed to variable pay ratio.
- The above structure was deemed to be appropriate based on the group's business cycle, nature of the business and its risk profile.

Other payments

- The Firm's policy (including that applied to IFPR Identified Staff) on guaranteed variable compensation and severance pay is set out in section 2 of the EMEA Remuneration Policy Disclosure under "Awards to new hires and leavers".

Other applicable remuneration requirements

- Relevant subsidiaries in the Group also comply with the applicable remuneration requirements of the Alternative Investment Fund Manager Directive ("AIFMD"), the UCITS V Directive and the Solvency II Directive. For members of Identified Staff who are identified for more than one of the applicable regulatory regimes in EMEA, their remuneration is structured in accordance with the 'most stringent' regime, as determined on a provision by provision basis.

Quantitative Disclosure

Table 8: Total remuneration awarded for performance period: JPMAMIL

In GBP thousands	Senior Management	Other IFPR Identified Staff	Other Staff
Total remuneration	30,397	20,695	417,124
Of which: fixed remuneration	7,828	5,341	240,585
Of which: variable remuneration	22,569	15,354	176,539

JPMAMIL identified 45 members of IFPR Identified Staff.

'Other Staff' figure includes employees of the group who are not members of IFPR Identified Staff, including those employees who may be Identified Staff under other UK and European Union regulations.

No members of IFPR Identified Staff received guaranteed variable remuneration.

In line with the exemption under MIFIDPRU 8.6.8R(7), in order to prevent individual identification of a member of IFPR Identified Staff or information that could be associated with a particular member of IFPR Identified Staff, information on severance payments to IFPR Identified Staff is not disclosed.

One member of IFPR Identified Staff benefited from the exemption set out in SYSC 19G5.9R, relating to the provisions of SYSC 19G.5.9R (2) (a), (b), (c) and (d). In line with the exemption under MIFIDPRU 8.6.8R(7), in order to prevent individual identification of a member of IFPR Identified Staff or information that could be associated with a particular member of IFPR Identified Staff, their remuneration is not disclosed.

Table 9: Total remuneration awarded for performance period: JPMAMUK

In GBP thousands	Senior Management	Other IFPR Identified Staff	Other Staff
Total remuneration	28,893	20,695	355,389
Of which: fixed remuneration	6,770	5,341	198,695
Of which: variable remuneration	22,123	15,354	156,694
Of which: cash-based	8,941	7,084	
Of which: non-deferred	7,471	5,804	
Of which: deferred	1,470	1,279	
Of which: shares	4,900	2,164	
Of which: non-deferred	1,603	511	
Of which: deferred	3,297	1,652	
Of which: share-linked instruments	8,282	6,107	
Of which: non-deferred	—	—	
Of which: deferred	8,282	6,107	
Of which: other forms	—	—	
Of which: non-deferred	—	—	
Of which: deferred	—	—	

JPMAMUK identified 39 members of IFPR Identified Staff.

'Other Staff' figure includes employees of JPMAMUK who are not members of IFPR Identified Staff, including those employees who may be Identified Staff under other UK and European Union regulations.

No members of IFPR Identified Staff received guaranteed variable remuneration.

In line with the exemption under MIFIDPRU 8.6.8R(7), in order to prevent individual identification of a member of IFPR Identified Staff or information that could be associated with a particular member of IFPR Identified Staff, information on severance payments to IFPR Identified Staff is not disclosed.

One member of IFPR Identified Staff benefited from the exemption set out in SYSC 19G5.9R, relating to the provisions of SYSC 19G.5.9R (2) (a), (b), (c) and (d). In line with the exemption under MIFIDPRU 8.6.8R(7), in order to prevent individual identification of a member of IFPR Identified Staff or information that could be associated with a particular member of IFPR Identified Staff, their remuneration is not disclosed.

Table 10: Deferred remuneration awarded for previous performance period JPMAMUK

In GBP thousands	Senior Management	Other IFPR Identified Staff
Total amount of deferred remuneration awarded for previous performance periods	21,866	16,082
Of which: due to vest in the financial year in which the disclosure is made	8,323	6,513
Of which: due to vest in subsequent financial years	5,382	4,049
Of which: due to vest in the financial year in respect of which the disclosure is made	8,161	5,520
Of which: withheld as a result of performance adjustment	—	—

7. Investment policy

At J.P. Morgan Asset Management, we manage the voting rights of the shares entrusted to us in the same way as we would manage any other asset. Our proxy voting policies and procedures are designed to vote in the best long-term interests of our clients. J.P. Morgan Asset Management has comprehensive proxy voting policies and guidelines.

Overall responsibility for the formulation of proxy voting policies and guidelines rests with the regional Proxy Committees, whose role is to review J.P. Morgan Asset Management's proxy voting policies and guidelines in respect to investee companies and to provide an escalation point for voting and corporate governance issues. The committees are composed of senior research analysts, portfolio managers, the Global Head of Stewardship (who sits on each regional Committee) and members of the Investment Stewardship team, as well as compliance and risk specialists. The committees escalate to the Sustainable Investing Oversight Committee (SIOC). See the section on "Governance" for more information on SIOC.

We derive information for the voting process from a variety of sources. These include publicly available material provided by a company during, or resulting from, discussion with the company itself, third-party proxy voting advisory services, and internal and external research. Where third-party proxy voting advisors help to analyze proposals, these are analyzed in conjunction with the J.P. Morgan Asset Management custom proxy voting guidelines and other relevant material to reach an independent decision. Further detail of our policy are available at am.jpmorgan.com

The following templates includes information on voting rights and behaviour in respect of investments held by the JPMAMUK or on behalf of clients where the aggregate holdings controlled exceeds 5% of total voting rights at any point in the year.

JPMAMIL does not directly or indirectly hold any investments in reference securities on a regulated exchange and thus has no voting rights.

The proportion of voting rights attached to shares held directly or indirectly by JPMAMIL and JPMAMUK in accordance with MIFIDPRU 8.7 are outlined in table IP1 below.

Table 11: IP1: Proportion of Voting rights for JPMAMUK

	Company Name	LEI	Proportion of voting rights attached to shares held directly or indirectly
1	4IMPRINT GROUP PLC	GB0006640972	9.68 %
2	ALPHA GROUP INTERNATIONAL PL	GB00BF1TM596	6.71 %
3	ASHTED TECHNOLOGY HOLDINGS	GB00BLH42507	6.12 %
4	BALFOUR BEATTY PLC	GB0000961622	5.14 %
5	BLOOMSBURY PUBLISHING PLC	GB0033147751	5.36 %
6	BYTES TECHNOLOGY GROUP PLC	GB00BMH18Q19	8.56 %
7	CARD FACTORY PLC	GB00BLY2F708	9.41 %
8	DUNELM GROUP PLC	GB00B1CKQ739	7.18 %
9	EQUALS GROUP PLC	GB00BLS0XX25	6.94 %
10	ERGOMED PLC	GB00BN7ZCY67	6.17 %
11	FIDELITY CHINA SPECIAL SITUA	GB00B62Z3C74	8.03 %
12	FINSBURY GR&INC TRUST-ORD	GB0007816068	7.98 %
13	H&T GROUP PLC	GB00B12RQD06	5.38 %
14	HOLLYWOOD BOWL GROUP PLC	GB00BD0NVK62	8.70 %
15	HUNTING PLC	GB0004478896	9.41 %
16	INCHCAPE PLC	GB00B61TVQ02	5.16 %
17	INTERDIGITAL INC	US45867G1013	8.04 %
18	JET2 PLC	GB00B1722W11	5.23 %
19	JPMORGAN UK SMALLER COMPANIES INVESTMENT TRUST PLC	GB00BF7L8P11	6.24 %
20	MAN GROUP PLC/JERSEY	JE00BJ1DLW90	5.56 %
21	MITIE GROUP PLC	GB0004657408	5.07 %
22	MONEYSUPERMARKET.COM	GB00B1ZBKY84	5.62 %
23	MORGAN SINDALL GROUP PLC	GB0008085614	5.22 %
24	NEXT FIFTEEN COMMUNICATIONS	GB0030026057	6.40 %
25	OSB GROUP PLC	GB00BLDRH360	8.75 %
26	PREMIER FOODS PLC	GB00B7N0K053	7.07 %
27	PROLOGIS INC	US00163T1097	7.40 %
28	SDI GROUP PLC	GB00B3FBWW43	6.74 %
29	SERICA ENERGY PLC	GB00B0CY5V57	5.84 %
30	STHREE PLC	GB00B0KM9T71	7.49 %
31	TELECOM PLUS PLC	GB0008794710	6.27 %
32	WARPAINT LONDON PLC	GB00BYMF3676	5.20 %
33	WATCHES OF SWITZERLAND GROUP	GB00BJDQQ870	6.20 %
34	WINCANTON PLC	GB0030329360	5.53 %
35	XPS PENSIONS GROUP PLC	GB00BDDN1T20	5.08 %

IP2: Voting Behaviour

JPMAMIL and JPMAMUK voting behaviour for the financial year ending 31 December 2023 is outlined in tables IP02.01 to IP2.03 below.

Table 12: IP2.01: Description of voting behaviour for JPMAMUK

		JPMAM UK
Row	Item	Value
1	Number of relevant companies in the scope of disclosure	35
2	Number of general meetings in the scope of disclosure during the past year	39
3	Number of general meetings in the scope of disclosure in which the firm has voted during the past year	38*
4	Does the investment firm inform the company of negative votes prior to the general meeting? (Yes/No/Other – please explain)	Other - where we consider a vote to be meaningful and material to long-term shareholder value, we may communicate with a company after a negative vote to explain our rationale. For more information, please visit the J.P. Morgan Asset Management - Investment Stewardship website. https://am.jpmorgan.com/gb/en/asset-management/institutional/about-us/investment-stewardship/
5	On a consolidated basis, does the investment firm group possess a policy regarding conflicts of interests between relevant entities of the group? (Yes/No)	Yes
6	If yes, summary of this policy	The firm has policies in place to manage conflicts of interest, perceived and potential conflicts of interest For more information please visit https://am.jpmorgan.com/content/dam/jpm-am-aem/global/en/investment-stewardship/SRDII-Statement-of-adherence.pdf

* Corrected figure. The previous figure of 39 was erroneous.

Table 13: IP2.02 Voting Behaviour percentage for JPMAMUK

		JPMAMUK	
Row	Item	Value	Percentage (of all resolutions)
1	General meetings resolutions:	980	100.00 %
2	the firm has approved management's recommendation	954	97.35 %
3	the firm has opposed management's recommendation	12	1.22 %
4	in which the firm has abstained	14	1.43 %
5	General meetings in which the firm has opposed at least one resolution	6	0.61 %

NB: figures / percentages may not be exact, due to rounding

Table 14: IP2.03: Voting Behaviour in resolutions by theme for JPMAMUK

Row	Item	JPMAMUK			Total
		Voted for	Voted against	Abstained	
1	Voted resolutions by theme during the past year:				
2	Board structure	423	2	12	437
3	Executive remuneration	97*	9*	2	108
4	Auditors	103	—	1	104
5	Environment, social, governance not covered by rows 2-4	18	—	—	18
6	Capital transactions	179	—	—	179
7	External resolutions (e.g. shareholder proposals)	—	—	—	—
8	Other	133	1	—	134
9	Percentage of all resolutions put forward by the administrative or management body that are approved by the firm	1	—	—	980

*Corrected data, these figures were previously transposed.

Table 15: IP3: Use of Proxy adviser firms for JPMAMUK

Entity	Explanation of the use of proxy advisor firms
JPMAMUK	J.P. Morgan Asset Management uses proxy advisors to inform and augment its proprietary research for engagement and voting. For more information on the proxy advisors used and how J.P. Morgan Asset Management monitors service providers, please see the J.P. Morgan Asset Management website at am.jpmorgan.com

Table 16: IP4: Table on voting guidelines for JPMAMUK

Entity	Explanation of the use of proxy advisor firms
JPMAMUK	JPMAM has developed and published a detailed set of proxy voting guidelines, with the objective of encouraging corporate action that enhances shareholder value. please see the J.P. Morgan Asset Management website at am.jpmorgan.com

8. Glossary of Acronyms

AuM	Assets under Management
BAU	business as usual
CCOR	Compliance, Conduct, and Operational Risk
CEO	Chief Executive officer
CET1	Common Equity Tier 1
CIO	Chief Investment Office
COO	Chief Operations Officer
CRO	Chief Risk Officer
CRR	Capital Requirements Regulation
EMEA	Europe, Middle East and Africa
FCA	Financial Conduct Authority
FOR	FOR
FRC	Firmwide Risk Committee
FRE	Firm Risk Executive
IC	Incentive Compensation
ICARA	Internal Capital Adequacy and Risk Assessment
IFPR	Investment Firms Prudential Regime
JPMAMUK	J.P. Morgan International (UK) Limited
JPMAMIL	J.P. Morgan Asset Management International Limited
JPMAMIL Group	JPMAMIL Regulatory Consolidation Group (excluding JPMorgan Life Limited)
JPMorgan Chase	JPMorgan Chase and Co
K-ASA	Assets Safeguarded and Administered
K-AUM	Assets Under Management
K-CMH	Client Money Held
K-COH	Client Orders Handled
K-DTF	Daily Trading Flow
KFR	K-Factor Requirement
LEs	legal entities
LOB	Line of Business
MIFIDPRU	The new prudential sourcebook for investment firms
non-SNI	Non-Small and Non-interconnected Investment
P&L	Profit and Loss
PMR	Permanent Minimum Capital Requirement
RemCo	Remuneration Committee
Risk ID	Risk Identification
RM&C	Risk Management and Compliance
RSUs	Restricted Stock Units
SIOC	Sustainable Investing Oversight Committee (SIOC).
SNI	Small and Non-interconnected Investment
UCITS	Collective Investment in Transferable Securities