

**J.P. MORGAN CHASE BANK BERHAD
BOARD OF DIRECTORS
CHARTER**

Name of Company:	J.P. MORGAN CHASE BANK BERHAD (the “Bank”)
Last Review	13 February 2025
Functions, Powers & Responsibilities:	The Board of Directors (Board) has the overall responsibility for promoting the sustainable growth and financial soundness of the Bank, and for ensuring reasonable standards of fair dealing, without undue influence from any party. This includes a consideration of the long-term implication of the Board of Directors’ decision on the Bank and its customers, officers and the general public. In fulfilling this role, the Board must: • Approve the risk appetite, business plans and other initiatives which would, singularly or cumulatively, have a material impact of the Bank’s risk profile; • Oversee the selection, performance, remuneration and succession plans of the CEO, control function heads and other members of senior management, such that the Board of Directors is satisfied with the collective competence of senior management to effectively lead the operations of the Bank; • Oversee the implementation of the Bank’s governance framework and internal control framework, and periodically review whether these remain appropriate in light of material changes to the size, nature and complexity of the Bank’s operations; • Oversee the establishment of procedures by management to ensure the businesses remain informed of significant regulatory and compliance matters affecting business units. • Promote, together with senior management, a sound corporate culture within the Bank which reinforces ethical, prudent and professional behavior; • Promote sustainability through appropriate environmental, social and governance considerations in the Bank’s business strategies including the approval and oversight of the development and implementation of the Bank’s climate strategy; • Oversee and approve the recovery and resolution as well as business continuity plans for the financial institution to restore its financial strength, and maintain or preserve critical operations and critical services when it comes under stress; and • Promote timely and effective communication between the Bank and Bank Negara Malaysia on matters affecting or that may affect the safety and soundness of the Bank. Through its oversight role, it is responsible for the overall operations, conduct and financial soundness of the Bank through competent management, reviewing and monitoring 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 is responsible for overseeing and ensuring the effective functioning of its Board Audit Committee, Board Risk Management Committee, Board Nomination Committee and Board Remuneration Committee.

	The Board shall adopt such global operating and control policies as may be recommended by the ultimate parent or associate or affiliate of the ultimate Board parent of the Bank's sole shareholder, subject to compliance with applicable local legal and regulatory standards.
Delegated Responsibilities to:	The Board has delegated specific responsibilities to the Board Audit Committee, Board Risk Management Committee, Board Nomination Committee and Board Remuneration Committee and shall oversee and ensure such Committees operate within the defined roles and responsibilities as set out in the respective terms of references for each of these committees. Each of these committees report to the Board on their deliberations, findings and recommendations.
How are Directors appointed/removed/disqualified:	Clauses 93 – 100 of the Constitution and the provisions of the Companies Act 2016
Quorum	At least half of the board members to be present
Frequency of meetings	How Many Where held How called 6 Meetings per year Registered Office By notice or via Telepresence
Composition of the Board	The Board must comprise a majority of Independent Directors and the Chairman of the Board must be an Independent Director.
Maximum number of external professional commitments	A Director should not hold more than 5 external directorships, in aggregate, in public listed companies ("PLC") or financial institutions (within or outside Malaysia). In addition, a Director should not hold more than 15 external directorships/positions in non-PLCs and non-profit organizations (within or outside Malaysia) Directorships/positions in companies within the same group will be considered as one directorship/position for the purpose of this provision. External directorships and positions in professional bodies, industry associations, statutory bodies, charitable bodies and other non-commercial public-interest entities and directorships and positions that relate to nation building are excluded for the purpose of this provision. Where Directors have multiple external directorships and positions, they shall ensure that they devote sufficient time and attention to the proper performance of their duties as Directors of the Bank.