LAPORAN PELAKSANAAN TATA KELOLA TERINTEGRASI

Tahun 2015

JPMORGAN CHASE BANK, N.A., JAKARTA

LAPORAN TAHUNAN PELAKSANAAN TATA KELOLA TERINTEGRASI

INTEGRATED GOOD CORPORATE GOVERNANCE IMPLEMENTATION REPORT

POSISI 31 DESEMBER 2015

JPMORGAN CHASE BANK, N.A. JAKARTA BRANCH

PT. JPMORGAN SECURITIES INDONESIA

I. LAPORAN PENILAIAN SENDIRI PELAKSANAAN TATA KELOLA TERINTEGRASI

I. INTEGRATED GOOD CORPORATE GOVERNANCE IMPLEMENTATION SELF ASSESSMENT

Berdasarkan analisis terhadap indikator pada seluruh faktor penilaian pelaksanaan Tata Kelola Terintegrasi disimpulkan bahwa:

Based on the analysis of indicators on the factors of the implementation of the Integrated Governance assessment it can be concluded that:

A. Struktur Tata Kelola Terintegrasi

1. Nilai-nilai yang mencerminkan kekuatan aspek struktur Tata Kelola Terintegrasi Konglomerasi Keuangan adalah pelaksanaan Tata Kelola Terintegrasi dilakukan melalui struktur yang telah ada namun mencerminkan kompleksitas usaha saat ini.
2. Nilai-nilai yang mencerminkan kelemahan aspek struktur Tata Kelola Terintegrasi Konglomerasi Keuangan adalah masih kosongnya posisi Satuan Kerja Audit Internal. Namun demikian Direksi Entitas Utama masih dalam proses mengisi

A. Integrated Governance Structure

1. *The values that reflect the strength of the Integrated Governance Financial conglomeration structural aspects is the implementation of Integrated Governance conducted through existing structures, however reflects the complexity of today's business.*
2. *The values that reflect the weakness of the Integrated Governance Financial conglomeration structural aspects is vacant position of Internal Audit Unit. However, the Directors of the Main Entity still in the process of filling vacant Internal Audit Unit position. In*

kosongnya posisi Satuan Kerja Audit Internal. Dalam pelaksanaan audit internal telah dibantu dengan tim dari kantor regional.

the implementation of internal audit has been assisted by a team from the regional office.

B. Proses Tata Kelola Terintegrasi

1. Nilai-nilai yang mencerminkan kekuatan aspek proses Tata Kelola Terintegrasi Konglomerasi Keuangan adalah pelaksanaan proses sesuai dengan *action plan* yang telah disampaikan.
2. Nilai-nilai yang mencerminkan kelemahan aspek proses Tata Kelola Terintegrasi Konglomerasi Keuangan adalah proses masih dalam tahap awal sehingga masih akan dilakukan kajian untuk penyempurnaan proses.

B. Integrated Governance Process

1. *The values that reflect the strength of the Integrated Governance Financial conglomeration process aspects is the implementation of the process according to the action plan that has been submitted.*
2. *The values that reflect the weakness of the Integrated Governance Financial conglomeration process aspects is the process still in its early stages so that they will be reviewed for process improvement in the future.*

C. Hasil Tata Kelola Terintegrasi

1. Nilai-nilai yang mencerminkan kekuatan aspek hasil Tata Kelola Terintegrasi Konglomerasi Keuangan adalah pelaksanaan rapat Oversight Committee yang menjalankan fungsi Komite Tata Kelola Terintegrasi serta Pedoman Tata Kelola Terintegrasi.
2. Nilai-nilai yang mencerminkan kelemahan aspek hasil Tata Kelola

C. Integrated Governance Result

1. *The values that reflect the strength of the Integrated Governance Financial conglomeration result aspects is the implementation of the Oversight Committee meeting which perform the function of the Integrated Governance Committee and issuance of the Integrated Governance Guidelines.*
2. *The values that reflect the weakness of the Integrated Governance Financial*

Terintegrasi Konglomerasi Keuangan adalah proses masih dalam tahap awal sehingga masih akan dilakukan kajian untuk penyempurnaan proses di masa yang akan dating.

conglomeration result aspects is the process still in its early stages so that they will be reviewed for process improvement in the future.

Berdasarkan laporan yang telah kami sampaikan kepada Otoritas Jasa Keuangan, hasil penilaian sendiri per 31 Desember 2015 adalah Peringkat **2** atau **Baik**.

*Based on the report submitted to Otoritas Jasa Keuangan, the result of the self assessment as of 31 December 2015 is Rating **2** or **Good**.*

II. STRUKTUR KONGLOMERASI KEUANGAN

Sampai dengan posisi 31 Desember 2015, struktur konglomerasi keuangan terdiri dari:

- Entitas Utama: JPMorgan Chase Bank, N.A. kantor cabang Jakarta; dan
- Lembaga Jasa Keuangan: PT. JPMorgan Securities Indonesia.

JPMorgan Chase Bank, N.A., cabang Jakarta adalah kantor cabang bank asing yang berkantor pusat di New York, Amerika Serikat dan mempunyai struktur tata kelola perusahaan yang berinduk pada kantor pusat. Bank dipimpin oleh seorang Senior Country Officer yang dibantu oleh beberapa pejabat dan kepala-kepala divisi berikut: Audit, Legal, Global Corporate Banking, Compliance, Treasury & Dealing Room, Treasury Services, Client Credit Management, Senior Finance Officer, Chief Administrative Officer, CIB Operations, Credit Product Delivery, Human Resources, Global Technology & Infrastructure, dan Global Real Estate.

II. FINANCIAL CONGLOMERATION STRUCTURE

As of 31 December 2015 position, the financial conglomeration structure consist of:

- *Main Entity: JPMorgan Chase Bank, N.A. Jakarta branch; and*
- *Financial Services Entity: PT. JPMorgan Securities Indonesia.*

JPMorgan Chase Bank, N.A., Jakarta branch is a branch office of a foreign bank head quartered in New York, United States of America and has a corporate governance structure that is based at the Head Office. The Bank is led by a Senior Country Officer, assisted by several officials and heads of the following divisions: Audit, Legal, Global Corporate Banking, Compliance, Treasury & Dealing Room, Treasury Services, Client Credit Management, Senior Finance Officer, Chief Administrative Officer, CIB Operations, Credit Product Delivery, Human Resources, Global Technology & Infrastructure, and Global Real Estate.

PT. JP Morgan Securities Indonesia adalah Perusahaan Perantara Pedagang Efek dan Penjaminan Emisi Efek yang dikeluarkan oleh Bapepam serta menjadi anggota Bursa Efek Indonesia. Perusahaan dipimpin oleh Dewan Direksi yang dipilih dan ditentukan oleh Pemegang Saham dibantu oleh manajer dari setiap fungsi yang ditetapkan dalam peraturan pasar modal serta diawasi oleh Dewan Komisaris

PT JP Morgan Securities is a broker dealer and underwriter company, registered and licensed by Bapepam and member of Indonesia Stock Exchange.

The company is led by Board of Director appointed by the Shareholders, assisted by manager of each functions in accordance to the capital market regulation and by Board of Commissioner.

III. STRUKTUR KEPEMILIKAN SAHAM PADA KONGLOMERASI KEUANGAN

JPMorgan Chase Bank, N.A., cabang Jakarta adalah kantor cabang bank asing yang berkantor pusat di New York, Amerika Serikat dan dimiliki 100% oleh JPMORGAN CHASE & CO.

Berikut komposisi kepemilikan saham pada PT. JPMorgan Securities Indonesia:

1. J.P. MORGAN INDONESIA HOLDINGS (B.V.I.) LIMITED ("JPMIHL"), 42.500 lembar saham atau 35,08% dari total saham yang diterbitkan perusahaan;
2. J.P. MORGAN SECURITIES ASIA PRIVATE LIMITED ("JPMSA"), 16.656 lembar saham atau 13,75% dari total saham yang diterbitkan perusahaan;
3. J.P. MORGAN OVERSEAS CAPITAL CORPORATION ("JPMOC"), 60.466 lembar saham atau 49,92% dari total saham yang diterbitkan perusahaan; dan
4. DAVID DHARMATRIMURTI THOMAS, 1.514 lembar saham atau 1,25% dari total saham yang diterbitkan perusahaan.

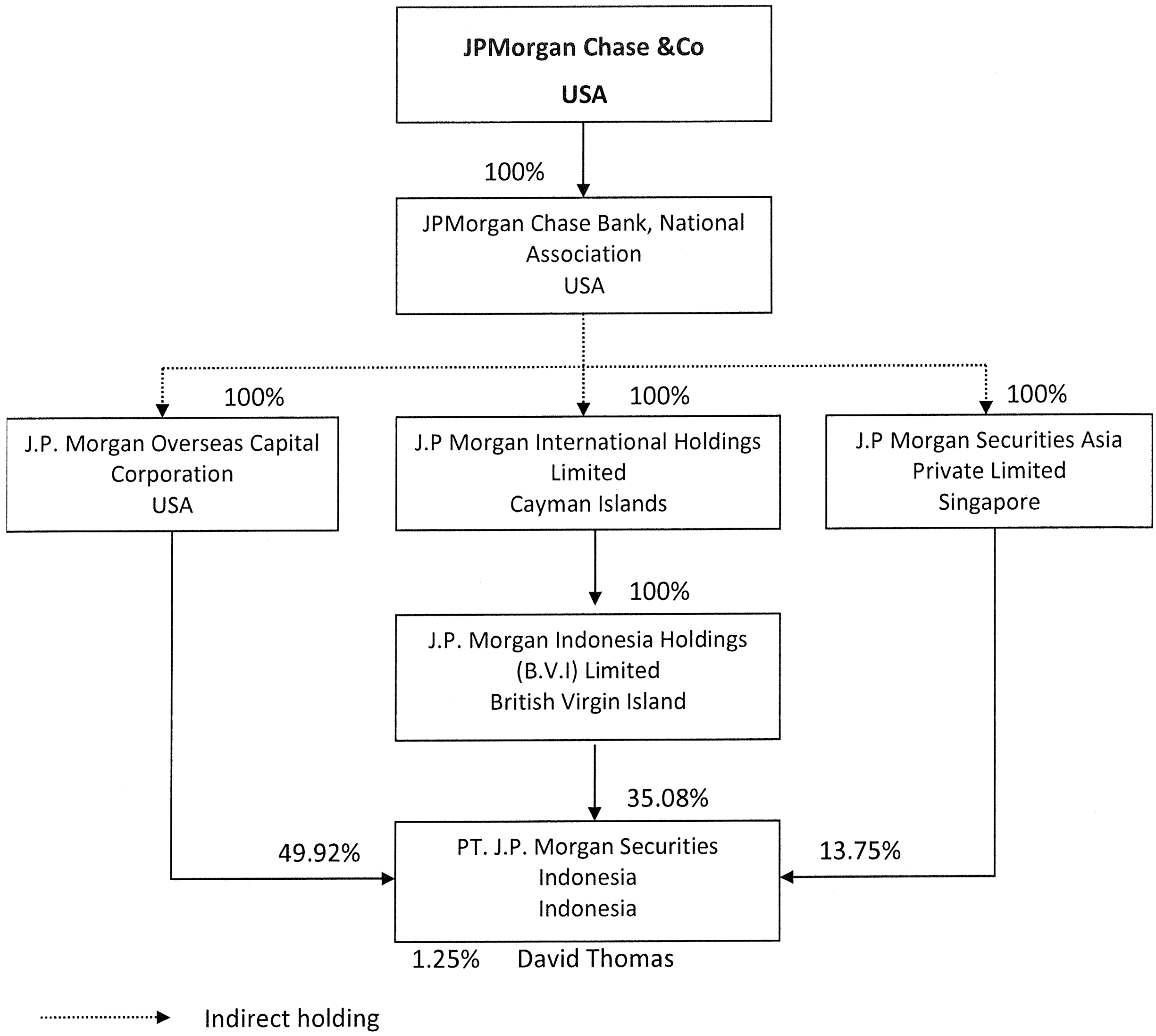
III. SHAREHOLDING STRUCTURE IN THE FINANCIAL CONGLOMERATION

JPMorgan Chase Bank, N.A., Jakarta branch is a branch office of a foreign bank head quartered in New York, United States of America and 100% owned by JPMORGAN CHASE & CO.

Shareholder composition of PT. JPMorgan Securities Indonesia:

1. *J.P. MORGAN INDONESIA HOLDINGS (B.V.I.) LIMITED ("JPMIHL"), 42,500 shares or 35.08% of the total issued shares in the Company;*
2. *J.P. MORGAN SECURITIES ASIA PRIVATE LIMITED ("JPMSA"), 16,656 shares or 13.75% of the total issued shares in the Company;*
3. *J.P. MORGAN OVERSEAS CAPITAL CORPORATION ("JPMOC"), 60,466 shares or 49.92% of the total issued shares in the Company; and*
4. *DAVID DHARMATRIMURTI THOMAS, 1,514 shares or 1.25% of the total issued shares in the Company.*

Struktur Korporasi
Corporate Structure



IV. STRUKTUR KEPENGURUSAN DALAM KONGLOMERASI KEUANGAN

IV. MANAGEMENT STRUCTURE OF THE FINANCIAL CONGLOMERATION

a. Entitas Utama

Berikut merupakan struktur kepengurusan JPMorgan Chase Bank, N.A. kantor cabang Jakarta:

a. Main Entity

Below is the Management structure of JPMorgan Chase Bank, N.A. Jakarta branch:

Nama ***Name***	**Jabatan** ***Position***
Haryanto T. Budiman	Pemimpin Kantor Cabang / *Head of Branch Office*
I Putu Widya Margha Putra	Direktur Kepatuhan / *Compliance Director*
Sony M. Hassan	Anggota Pimpinan Kantor Cabang / *Member of Branch Office Leadership*
Srikanta B. Ramachandra	Anggota Pimpinan Kantor Cabang / *Member of Branch Office Leadership*
Jugie Soebijantoro	Anggota Pimpinan Kantor Cabang / *Member of Branch Office Leadership*
Halim Tjie Kian	Anggota Pimpinan Kantor Cabang / *Member of Branch Office Leadership*
Phillip J. de Josselin	Anggota Oversight Committee/ *Member of the Oversight Committee*
Jason Lee	Anggota Oversight Committee/ *Member of the Oversight Committee*
Ramesh Swamy	Anggota Oversight Committee/ *Member of the Oversight Committee*

b. Lembaga Jasa Keuangan

Berikut merupakan struktur kepengurusan PT. JPMorgan Securities Indonesia:

b. Financial Services Entity

Below is the Management structure of PT. JPMorgan Securities Indonesia:

Nama ***Name***	**Jabatan** ***Position***
David D. Thomas	Direktur Utama / *President Director*
Aditya Srinath	Direktur / *Director*
Myrna Indriati Hamid	Direktur / *Director*
Arddanai Marco Sucharitkul	Komisaris / *Commissioner*

V.KEBIJAKAN TRANSAKSI INTRA-GRUP

Tata kelola transaksi intra-group akan mengacu kepada ketentuan Bank Indonesia tentang Batas Maksimum Pemberian Kredit (BMPK), dan *Regulation W* dan *Regulation K* yang diterbitkan oleh Federal Reserve. Secara internal, terdapat beberapa prosedur yang tidak terkait secara langsung dengan kebijakan transaksi intra-grup namun digunakan untuk mengelola transaksi yang berpotensial memiliki benturan kepentingan.

V. INTRA-GROUP TRANSACTIONS POLICY

The governance on intra-group transactions will refer to Bank Indonesia regulation on Legal Lending Limit, and Regulation W and Regulation K issued by the Federal Reserve. Internally we have procedures indirectly related to the intra-group transactions policy but we use to manage transactions with potential conflict of interests.

KESIMPULAN UMUM

Mengacu pada uraian-uraian tentang pelaksanaan GCG terintegrasi pada Bank kami serta dari hasil penilian sendiri, dapat di simpulkan bahwa secara keseluruhan, tata kelola yang diterapkan oleh Bank kami telah memenuhi prinsip-prinsip dan semangat GCG sebagaimana dimuat dalam Peraturan Otoritas Jasa Keuangan tentang Tata Kelola Terintegrasi. Manajemen Bank telah melakukan GCG yang secara umum **Baik**.

GENERAL CONCLUSION

With reference to the descriptions of the implementation of integrated GCG in our Bank and based on self assessment results, it can be concluded that overall, governance applied by the Bank have met the principles and spirit of corporate governance as stipulated in Otoritas Jasa Keuangan Regulation concerning Integrated Good Corporate Governance. The Bank management has implemented GCG which is generally ***Good****.*

Hormat Kami,

JPMorgan Chase Bank, N.A.
Jakarta Branch

IP. WIDYA MARGHA PUTRA
Direktur Kepatuhan