

LAPORAN TAHUNAN PELAKSANAAN TATA KELOLA TERINTEGRASI
INTEGRATED GOOD CORPORATE GOVERNANCE IMPLEMENTATION REPORT

POSISI 31 DESEMBER 2016

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

A. Integrated Governance Structure

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. Bank tidak menemukan nilai-nilai yang mencerminkan kelemahan aspek struktur Tata Kelola Terintegrasi Konglomerasi Keuangan. Namun demikian, konglomerasi akan senantiasa melakukan kajian atas struktur Tata Kelola Terintegrasi Konglomerasi Keuangan untuk menyesuaikan dengan

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 Bank did not identify any values that reflect the weakness of the Integrated Governance Financial conglomeration's structural aspect. Nevertheless, the conglomeration will continually perform review of the financial conglomeration's Integrated Governance structure to adjust with future business complexity.*

kompleksitas usaha di masa yang akan datang.

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. Bank tidak menemukan nilai-nilai yang mencerminkan kelemahan aspek proses Tata Kelola Terintegrasi Konglomerasi Keuangan. Namun demikian, konglomerasi akan senantiasa melakukan kajian atas proses Tata Kelola Terintegrasi Konglomerasi Keuangan untuk menyesuaikan dengan kompleksitas usaha di masa yang akan datang.

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.

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 Bank did not identify any values that reflect the weakness of the Integrated Governance Financial conglomeration's process aspect. Nevertheless, the conglomeration will continually perform review of the financial conglomeration's Integrated Governance process to adjust with future business complexity.*

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. Bank tidak menemukan nilai-nilai yang mencerminkan kelemahan aspek hasil Tata Kelola Terintegrasi Konglomerasi Keuangan. Namun demikian, konglomerasi akan senantiasa melakukan kajian atas hasil Tata Kelola Terintegrasi Konglomerasi Keuangan untuk menyesuaikan dengan kompleksitas usaha di masa yang akan datang.
2. *The Bank did not identify any values that reflect the weakness of the Integrated Governance Financial conglomeration's result aspect. Nevertheless, the conglomeration will continually perform review of the financial conglomeration's Integrated Governance process to adjust with future business complexity.*

Berdasarkan laporan yang telah kami sampaikan kepada Otoritas Jasa Keuangan, hasil penilaian sendiri per 31 Desember 2016 adalah Peringkat **2** atau **Baik**.

*Based on the report submitted to Otoritas Jasa Keuangan, the result of the self assessment as of 31 December 2016 is Rating **2** or **Good**.*

II. STRUKTUR KONGLOMERASI KEUANGAN

Sampai dengan posisi 31 Desember 2016, struktur konglomerasi keuangan terdiri dari:

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

JPMorgan Chase Bank, N.A., cabang Jakarta (“Bank”) 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: *Currency & Emerging Market (CEM), Treasury & Chief Investment Officer (TCIO), Global Corporate Banking (GCB), Commercial Banking (CB), Treasury Services (TS), Trade Finance, Chief Risk Officer (CRO), Senior Country Business Manager (SCBM), Human Resources, Compliance, Legal, and Internal Audit.*

II. FINANCIAL CONGLOMERATION STRUCTURE

As of 31 December 2016 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 (“Bank”) 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: Currency & Emerging Market (CEM), Treasury & Chief Investment Officer (TCIO), Global Corporate Banking (GCB), Commercial Banking (CB), Treasury Services (TS), Trade Finance, Chief Risk Officer (CRO), Senior Country Business Manager (SCBM), Human Resources, Compliance, Legal, and Internal Audit.

PT. JP Morgan Securities Indonesia adalah Perusahaan Perantara Pedagang Efek dan Penjaminan Emisi Efek, dengan ijin usaha 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.

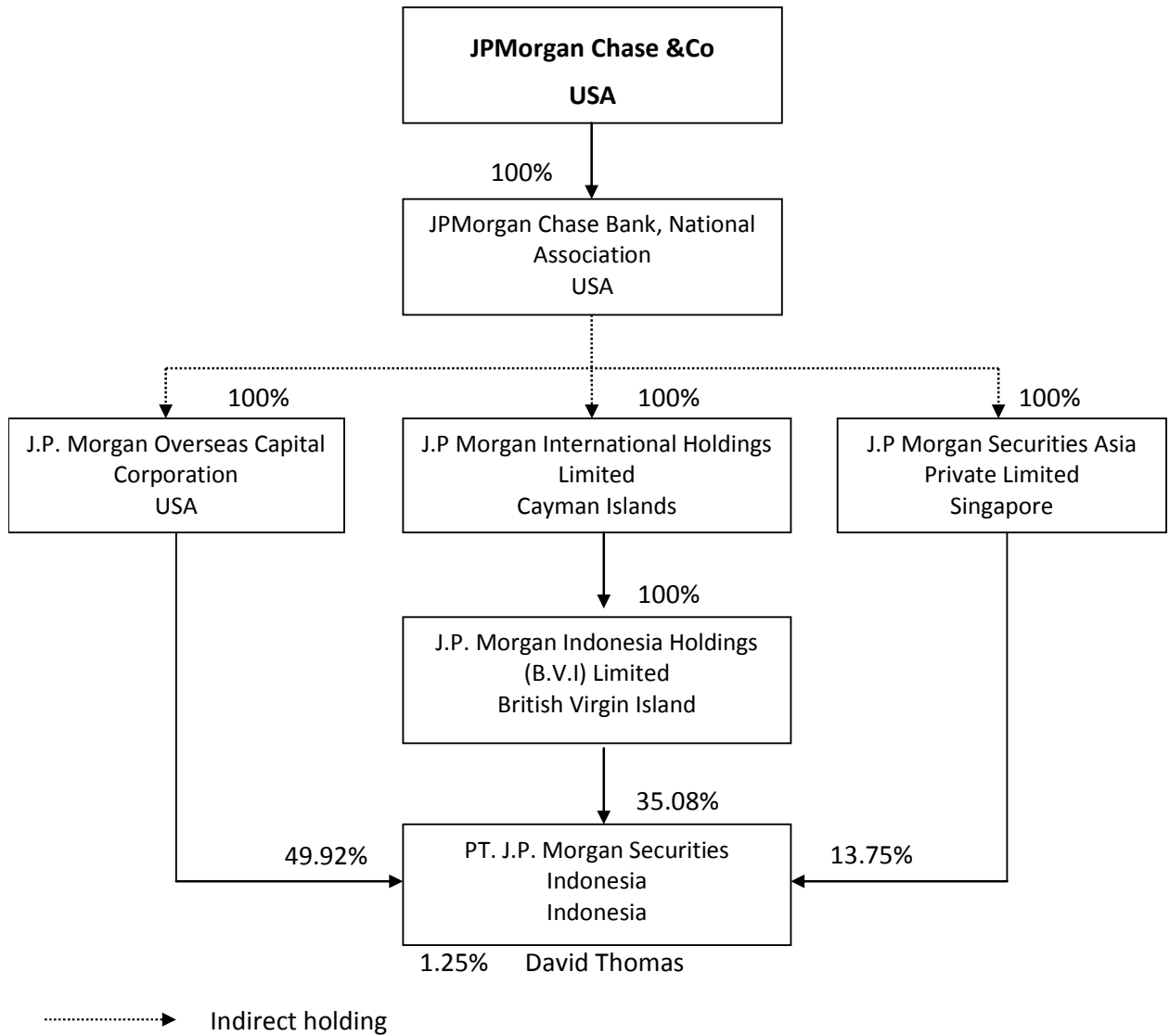
III. SHAREHOLDING STRUCTURE IN THE FINANCIAL CONGLOMERATION

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 / <i>Head of Branch Office</i>
I Putu Widya Margha Putra	Direktur Kepatuhan / <i>Compliance Director</i>
Sony M. Hassan	Anggota Pimpinan Kantor Cabang / <i>Member of Branch Office Leadership</i>
Charles D. Gultom	Anggota Pimpinan Kantor Cabang / <i>Member of Branch Office Leadership</i>
Halim Tjie Kian	Anggota Pimpinan Kantor Cabang / <i>Member of Branch Office Leadership</i>
Nick Barrable	Anggota Oversight Committee/ <i>Member of the Oversight Committee</i>
Jason Lee	Anggota Oversight Committee/ <i>Member of the Oversight Committee</i>
Ramesh Swamy	Anggota Oversight Committee/ <i>Member of the Oversight Committee</i>

b. Lembaga Penyedia 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 / <i>President Director</i>
Myrna Indriati Hamid	Direktur / <i>Director</i>
Edmond	Direktur / <i>Director</i>
Rudy Kusumo	Direktur / <i>Director</i>
Arddanai Marco Sucharitkul	Komisaris / <i>Commissioner</i>

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 berpotensi 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 penilaian 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**. Namun demikian, konglomerasi akan senantiasa melakukan kajian atas Struktur, Proses dan Hasil dari penerapan Tata Kelola Terintegrasi Konglomerasi Keuangan untuk menyesuaikan dengan kompleksitas usaha di masa yang akan datang.

Hormat Kami,

IP. WIDYA MARGHA PUTRA
Direktur Kepatuhan

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**. Nevertheless, the conglomeration will continually perform review of Financial conglomeration's Integrated Governance Structure, Process and Result to adjust with future business complexity.*

**LAPORAN PENILAIAN SENDIRI (SELF ASSESSMENT) PELAKSANAAN TATA
KELOLA TERINTEGRASI BAGI KONGLOMERASI KEUANGAN**
*SELF ASSESSMENT REPORT ON THE IMPLEMENTATION OF INTEGRATED
GOOD GOVERNANCE FOR FINANCIAL CONGLOMERATION*

Entitas Utama: JPMorgan Chase Bank, N.A. Kantor Cabang Jakarta

Main Entity: JPMorgan Chase Bank, N.A. Jakarta Branch

Posisi Laporan: 31 Desember 2016

Report Position: 31 December 2016

Hasil Penilaian Sendiri Pelaksanaan Tata Kelola Terintegrasi <i>Result of the Self Assessment on the Integrated Governance</i>	
Peringkat / <i>Rating</i>	Definisi Peringkat / <i>Rating Definition</i>
2	Baik / <i>Good</i>
Analisis / <i>Analysis</i>	
<p>Struktur Tata Kelola Terintegrasi dinilai Baik karena dalam pelaksanaan Tata Kelola Terintegrasi dilakukan melalui struktur yang telah ada namun mencerminkan kompleksitas usaha saat ini. Bank telah memiliki satuan kerja Kepatuhan, Manajemen Risiko dan Audit Internal untuk melaksanakan fungsi-fungsi kepatuhan, manajemen risiko dan audit internal terintegrasi dengan didukung tim dari kantor regional. Tidak terdapat nilai-nilai yang mencerminkan kelemahan aspek struktur Tata Kelola Terintegrasi Konglomerasi Keuangan selama periode penilaian. Namun demikian, konglomerasi akan melakukan kajian atas struktur Tata Kelola Terintegrasi Konglomerasi Keuangan untuk menyesuaikan dengan kompleksitas usaha di masa yang akan datang.</p> <p><i>The Integrated Governance Structure is rated Good because the implementation of</i></p>	

the Integrated Governance is conducted through existing structures, however reflects the complexity of today's business. The Bank has in place Compliance, Risk Management and Internal Audit units to implement the integrated compliance, risk management and internal audit functions with support from the regional office team. There are no identified values that reflect the weakness of structural aspects of the Financial conglomeration's Integrated Governance during the assessment period. Nevertheless, the conglomeration will perform review of Financial conglomeration's Integrated Governance structure to adjust with future business complexity.

Proses serta Hasil Tata Kelola Terintegrasi telah dilaksanakan melalui struktur yang sudah ada melalui rapat *Oversight Committee* yang menjalankan fungsi Komite Tata Kelola Terintegrasi serta proses internal di masing-masing satuan kerja Kepatuhan, Audit Internal dan Manajemen Risiko. Konglomerasi telah melakukan kaji ulang atas Pedoman Tata Kelola Terintegrasi serta mengirimkan ke OJK laporan-laporan pelaksanaan Tata Kelola Terintegrasi. Tidak terdapat nilai-nilai yang mencerminkan kelemahan aspek proses dan hasil Tata Kelola Terintegrasi Konglomerasi Keuangan selama periode penilaian. Namun demikian, konglomerasi akan melakukan kajian atas proses dan hasil Tata Kelola Terintegrasi Konglomerasi Keuangan untuk menyesuaikan dengan kompleksitas usaha di masa yang akan datang.

The process and results of the Integrated Governance have been implemented through existing structures through Oversight Committee's meetings and oversight as well as internal process within Compliance, Internal Audit and Risk Management units. The conglomeration has reviewed the Integrated Governance Guidelines as well as submitting relevant Integrated Governance reports to OJK. In addition, the conglomeration will perform review of Financial conglomeration's Integrated Governance process to adjust with future business complexity. The Conglomeration did not identify any values that reflect the weakness of process and result aspects of the Financial conglomeration's Integrated Governance during the assessment period. Nevertheless, the conglomeration will continually perform review of Financial conglomeration's Integrated Governance process and results to adjust with future business complexity.