

**AMERICAN EXPRESS COMPANY  
RISK COMMITTEE CHARTER  
(as amended effective July 26, 2016)**

Purpose

The Committee is responsible for assisting the Board of Directors in its oversight responsibilities relating to the Company's management of enterprise-wide risk and related matters. To that end, the Committee's only responsibilities shall be those related to: (i) the Company's enterprise-wide risk management framework; (ii) the policies and procedures established by management to identify, assess, measure and manage key risks facing the Company, including individual credit risk, institutional credit risk, operational risk, market risk, model risk, asset-liability management risk, liquidity risk, and reputational risk; and (iii) capital management, liquidity planning, and resolution planning, as the Board has determined that such activities are inherently related to the Company's management of risk. The Committee also participates in oversight of business, strategy, compliance and other risks, which may be subject to review by the Board or another committee of the Board.

The Committee's role is one of oversight, recognizing that the Company's management is responsible for assessing and managing the Company's risks. The Company's management is responsible for designing, implementing and maintaining an effective and appropriate enterprise-wide risk management program, which is overseen by the Committee in accordance with its responsibilities and powers set forth in this charter. The Company's management is also responsible for providing appropriate reporting and information that will allow the Committee to perform its oversight role effectively.

Organization

The Committee shall be comprised of at least three directors. The members of the Committee shall be appointed by the Board and shall qualify as independent directors under the New York Stock Exchange listing standards. The chairperson of the Committee shall meet the independence requirements set forth in the enhanced prudential standards, as adopted by the Board of Governors of the Federal Reserve System (the "Federal Reserve"). The members of the Committee generally shall have an understanding of risk management principles and practices relevant to the Company and satisfy any regulatory or legal requirements regarding experience, expertise or other qualifications that are or may become applicable to the Committee, including that the Committee include at least one director with risk management experience in identifying, assessing, and managing risk exposures of large, complex financial firms. Such experience shall be commensurate with the Company's capital structure, risk profile, complexity, activities, size, and other appropriate risk-related factors.

Administration

The Committee shall meet at least quarterly and shall meet at such other times, and take such further actions by written consent, as deemed necessary or desirable by the Committee or its Chair. As the Committee determines to be necessary or desirable, the Committee may designate one or more subcommittees to perform any of its duties or responsibilities, and any such subcommittee shall have the full power and authority of the Committee.

The Committee shall fully document and maintain records of its proceedings, including risk management decisions and its review and approval of policies and procedures. The Committee shall report directly to the Board and shall make regular reports to the Board on the Committee's activities and significant risk-management matters.

The Committee shall evaluate its performance on an annual basis according to criteria established by the Committee. The results of the annual evaluation will be discussed with the full Board.

The Committee shall review and reassess the adequacy of the Committee's charter at least annually, and recommend any changes to the Board for approval.

This charter and any amendments hereto shall be approved by the Board.

#### Authority

The Committee shall have the full power and authority to carry out its duties and responsibilities set forth in this charter and as required by applicable law and regulation.

The Committee shall receive and review regular reports on not less than a quarterly basis from the Company's Chief Risk Officer. The Committee shall also receive and review regular reports from other members of senior management regarding matters within the purview of the Committee. As determined by the Committee, the Committee shall periodically meet with the Company's Chief Risk Officer, as well as with other members of senior management, in executive sessions, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem necessary or desirable. Members of senior management shall provide the Committee with any information it requests relating to its responsibilities.

The Chief Risk Officer has express authority to communicate directly at any time with the Chair of the Committee about any significant risk matter involving the Company, and the Chair shall have direct access to the Chief Risk Officer regarding such matters.

The Committee shall have the resources and authority appropriate to fulfill its duties and responsibilities, including those specified in this charter and those otherwise required by applicable law and regulation. The Committee is empowered to conduct its own investigations into issues related to its responsibilities and to retain independent legal, accounting or other advisors to advise the Committee.

The Company shall provide for appropriate funding, as determined by the Committee in its capacity as a committee of the Board, for payment of compensation to any advisors employed by the Committee and for administrative expenses of the Committee.

## Duties and Responsibilities

In carrying out its oversight responsibilities, the Committee shall:

### *Risk Management Framework and Governance:*

- Approve and periodically review the Company's Enterprise-wide Risk Management Policy, including the Risk Appetite Framework, and other risk management policies, as appropriate.
- Oversee the operation of the Company's enterprise-wide risk management framework, processes and methodologies, including risk-based capital requirements, stress testing, Basel implementation and risks related to product development and mergers and acquisitions, and require management to take reasonable steps to ensure that such risk management framework, processes and methodologies satisfies all regulatory requirements and is appropriate for the Company in light of its capital structure, risk appetite, risk profile, complexity, activities, size and other appropriate risk-related factors.
- Review and concur in the appointment and any replacement of, performance, structural position, and compensation of the Chief Risk Officer.
- Evaluate the independence and authority of the Company's risk management functions.

### *Risk Management Oversight:*

- Review and approve enterprise-level risk management objectives and monitor management's execution of such objectives.
- Review management's reports on risk management processes, methodologies, controls and capabilities, and, as appropriate, approve, the policies, processes and systems established by management to manage the risk profile of the Company to be consistent with the Risk Appetite Framework.
- Review with the Chief Risk Officer the adequacy of staffing and resources of the Company's risk management functions.
- Perform such other duties and functions required of the Committee pursuant to the enhanced prudential standards, as adopted by the Federal Reserve from time to time, that are applicable to the Company, and review and, as appropriate, approve matters relevant to the Committee's oversight of the Company's liquidity risk management process pursuant to any such enhanced prudential standards.
- Review and approve the Company's Contingency Funding Plan at least annually and any material revisions thereto.

### *Risk Monitoring and Risk Tolerance:*

- Review the Company's risk profile against its tolerances specified in the Risk Appetite Framework, including significant risk exposures, risk trends in the Company's portfolios and major risk concentrations, and the steps management has taken to monitor, control and report such risk exposures, trends and concentrations.
- Review, approve and monitor risk management actions for cases escalated to the Committee.

### *Capital Management*

- Oversee the Company's capital adequacy, capital management activities and enterprise-wide stress testing framework.
- Review and approve the Company's Capital Management Policy, the Company's Internal Capital Adequacy Assessment Process and the Company's Capital Contingency Plan.
- Review with management (i) capital levels and allocations of capital of the Company and its subsidiaries, as appropriate; (ii) the Company's funding activities; and (iii) the Company's external dividend policy and repurchases of the Company's common shares.
- Review and approve the Company's annual capital plan, including planned capital actions, as part of the Comprehensive Capital Analysis and Review regulatory submission.
- Receive and review reports from the Asset Liability Committee (ALCO).
- Review with management and in advance, where practical, the financial and risk-related aspects of major divestitures and acquisitions, major capital commitments, major borrowings and proposed issuances of equity and non-routine debt securities, whether privately or publicly distributed.
- Review management's investment of the Company's funds, review the parameters of the various portfolios and investment activities and consider management's strategies in view of expectations as to general economic and market conditions.
- Review and recommend approval of the Company's resolution plan (commonly known as the "Living Will") by the Board of Directors.

### *Other Duties and Responsibilities:*

- Receive and discuss reports from the Company's Internal Audit Group regarding the performance of the Company's risk management and capital management functions and other matters that are within the purview of the Committee.
- Receive and discuss reports from management concerning regulatory examination reports and management's responses thereto.
- The Committee (which may act through the Chair of the Committee) shall share information and liaise with the Audit and Compliance Committee as necessary or desirable to permit the Audit and Compliance Committee to carry out its statutory, regulatory, and other responsibilities.
- Consider such other matters and perform such other actions as the Committee, or as the Board, deems necessary or desirable in relation to its risk-management oversight function described in the purpose section of this charter.