

AMERICAN EXPRESS COMPANY
INNOVATION AND TECHNOLOGY COMMITTEE CHARTER
(as amended and restated as of November 28, 2017)

Purpose

The Committee is responsible for assisting the Board of Directors (the “Board”) in its oversight responsibilities relating to matters of innovation and technology.

Organization

The Committee shall be comprised of at least three directors who shall be appointed by the Board. The members of the Committee and its Chair shall be appointed by the Board, and may be removed by the Board at any time, with or without cause. The Committee may, in its discretion, delegate all or a portion of its responsibilities to a subcommittee of the Committee.

The Committee shall meet at least two times per year and more frequently as the Committee may determine circumstances require, and shall make regular reports to the Board on the Committee’s activities.

The Committee shall have the authority to retain outside experts or advisors and shall have sole authority to approve the fees and retention terms of any such advisors.

The Committee shall conduct an annual performance evaluation of the Committee and shall review its charter annually and recommend any proposed changes to the Board.

Responsibilities

In carrying out its oversight responsibilities, the Committee shall:

- A. **Innovation and Technology Approaches.** Facilitate the Board’s review, discussion and understanding of the Company’s major strategies and plans, as developed by management, relating to the below (and make recommendations to the Board, as appropriate, concerning such strategies and plans):
 1. The Company’s overall strategy and approach to technological and commercial innovation, including how the Company takes into account the relationship between such innovation and the Company’s prospects, performance, growth and competitive position and relevant trends in innovation and technology that could significantly affect the Company and the industries in which it operates.
 2. The Company’s innovation and technology acquisition process and other related business development activities designed to provide ongoing business growth; and

3. Measurement and tracking systems in place designed to achieve successful innovation.

B. Other Activities. Perform such other activities as the Committee deems appropriate, or as requested by the Board.