

**AMERICAN EXPRESS COMPANY
PUBLIC RESPONSIBILITY COMMITTEE CHARTER
(as amended and restated as of May 18, 2009)**

Purpose

The Committee is responsible for assisting the Board of Directors in its oversight responsibilities relating to the Company's practices and positions on public or social issues which affect the Company's shareholders, employees and customers.

Organization

The Committee shall meet at least two times per year, or more frequently as circumstances warrant, and shall make regular reports to the Board on the Committee's activities.

The Committee shall be comprised of at least three directors who shall be appointed by the Board.

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 responsibilities, the Committee:

- Reviews the Company's philanthropic programs and support of charitable, educational and cultural organizations.
- Reviews the Company's public policy positions advocated in connection with proposed or existing legislation and regulation, both within the United States and internationally, and reviews the manner in which the Company conducts its government relations activities.
- Oversees the nature and amount of the Company's political contributions and operations of the employees' Political Action Committee.
- Considers the impact of the Company's policies and practices on the communities in which it operates and on the environment.
- Reviews all shareholder proposals involving issues of public interest and public responsibility