

**AMERICAN EXPRESS COMPANY**  
**INNOVATION AND TECHNOLOGY COMMITTEE CHARTER**  
**(as adopted as of July 19, 2010)**

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**Purpose**

The Committee is responsible for assisting the Board of Directors 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 of Directors. 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 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.** Review and make recommendations to the Board on major strategies and plans, as developed by management, relating to:
  1. The Company's approach to technological and commercial innovation.
  2. The innovation and technology acquisition process to assure ongoing business growth; and
  3. Measurement and tracking systems in place to achieve successful innovation.
- B. **Other Activities.** Perform such other activities as the Committee deems appropriate, or as requested by the Board.