

**AMERICAN EXPRESS COMPANY**  
**COMPENSATION AND BENEFITS COMMITTEE CHARTER**  
**(as amended and restated as of July 21, 2015)**

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General Authority and Purpose

Subject to the terms and limitations set forth in this Charter, the Compensation and Benefits Committee (the “Committee”) of American Express Company (the “Company”) has the authority of the Company’s Board of Directors (the “Board”), including the authority to adopt, amend and terminate, with respect to:

- (a) the compensation of, and the compensation plans and arrangements covering, the executive officers and designated key employees of the Company; and
- (b) the employee benefit plans of the Company (as such types of plans are defined in the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), regardless of whether such plans are actually maintained in the United States or subject to the provisions of ERISA).

The Committee may delegate certain of its responsibilities to one or more of its members or to executive officers or designated senior executives, to the extent permissible under this Charter, the Company’s bylaws, the terms of the applicable plans, laws, rules, regulations and listing standards, and subject to any limitations imposed by the Board from time to time.

Responsibilities

Subject to the limitations set forth in this Charter and to applicable laws, rules, regulations and listing standards the Committee will be responsible for the following matters:

- Approving an overall compensation philosophy and strategy for the Company and its executive officers, including the selection of performance measures aligned with the Company’s business strategy.
- Reviewing strategic, financial and operational goals and payout schedules for the purpose of annual and longer-term incentive pay, and assessing Company performance against those goals for purposes of determining incentive amounts.
- Reviewing and approving the corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer (the “CEO”), evaluating the CEO’s performance in light of these goals and objectives, and, either as a committee or with the other independent directors (as directed by the Board), determining and approving the compensation level (e.g., salary, annual incentive awards, long-term incentives, perquisites and other non-cash benefits) of the CEO based on this evaluation.

In determining the long-term incentive component of the compensation of the CEO, the Committee shall take into consideration the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years.

- Reviewing the individual performance of other executive officers under its purview in determining and approving the compensation levels of the executive officers, other than the CEO, and other designated key employees of the Company.
- Approving, amending or terminating any employment or severance arrangement with the CEO, an executive officer or a designated senior executive of the Company.
- Approving, amending or terminating the Company's Change in Control protection provisions for the CEO, executive officers and designated key employees of the Company.
- Reviewing and approving the Company's perquisites available to executive officers.
- Taking any action with respect to "performance-based compensation," as defined for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code").
- Taking any action with respect to the equity compensation of the executive officers and the designated key employees of the Company.
- Reviewing and approving clawback provisions under the Detrimental Conduct policy.
- Reviewing and approving stock ownership guidelines for the executive officers and senior executives of the Company.
- In accordance with applicable regulations, reviewing the Company's compensation practices to ensure that they do not encourage excessive risk taking, including obtaining input from the Chief Risk Officer, and taking into account risk outcomes in making its compensation determinations.
- Periodically reporting to the Board a summary of its deliberations.
- Making recommendations to the Board with respect to actions that are subject to Board or shareholder approval and that involve cash-based or equity-based incentive compensation plans.
- Reviewing shareholder proposals, regarding executive compensation matters, that are required to be included in the Company's annual proxy statement.
- Reviewing and discussing with management the "compensation discussion and analysis," recommending such report to the Board for inclusion in the Company's proxy statement,

producing the “compensation committee report” on executive officer compensation, and recommending Say on Pay and related frequency proposals to the Board for approval, each as may be required by the Securities and Exchange Commission to be included in the Company’s annual proxy statement for the annual meeting of shareholders.

- Periodically reviewing this Charter and recommending any changes to the Board for approval.
- Conducting an annual self-evaluation of its performance and sharing the results of the evaluation with the Board.
- Retaining or obtaining the advice of legal, accounting or other advisors and compensation consultants (each of the foregoing, an “advisor”) in its sole discretion. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisor retained by the Committee. Before selecting or receiving advice from an advisor, the Committee must take into consideration all factors relevant to the advisor’s independence from management, including any factors required under New York Stock Exchange listing standards, it being understood that these factors must only be taken in consideration with respect to those advisors falling within the scope of the New York Stock Exchange listing standards’ requirement.
- Performing such other duties as are assigned to the Committee by the Board from time to time.

The Committee shall have full access to all relevant records of the Company and may request any employee of the Company or other person to meet with the Committee or its advisors.

#### Organization and Operations

The Committee will be composed of at least three directors, each of whom must be:

- (a) an “independent director” as defined by the New York Stock Exchange listing standards for compensation committee members;
- (b) a “non-employee director” as defined by Rule 16b-3 under the Securities Exchange Act of 1934, as amended; and
- (c) an “outside director” as defined for purposes of Section 162(m) of Code.

The members of the Committee and its Chair will be appointed by the Board, and may be removed by the Board at any time, with or without cause.

The Committee will meet at least three times per year, or more frequently as necessary, with portions of each meeting conducted in executive session, if appropriate, without management present.

The Company shall provide for appropriate funding, as determined by the Committee , for payment of reasonable compensation to any advisors retained by the Committee and for administrative expenses of the Committee.

### Designations

The Board has designated the employees of the Company in Bands 35 and above as “key employees” and the employees in Bands 70-95 as “senior executives,” each for purposes of this Charter. If the Company changes its current system of classifying employees in compensation bands, then the references to “Bands 35 and above” and “Bands 70-95” in this Charter will be construed to mean the compensation level(s) in the new or revised system that most closely approximates these bands under the current system.