

**AMERICAN EXPRESS COMPANY  
NOMINATING AND GOVERNANCE 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 (i) matters pertaining to Chief Executive Officer (“CEO”) succession; (ii) identifying individuals qualified to become members of the Board; (iii) recommending Director nominees for each annual meeting of shareholders and director nominees to fill any vacancies that may occur between meetings of the shareholders; (iv) providing oversight of corporate governance matters at the Company consistent with the long-term best interests of the Company and its shareholders, including as to opportunities and risks related to corporate governance; (v) considering feedback, if any, from shareholders regarding governance matters and providing oversight with respect to the Company’s shareholder engagement practices; (vi) developing and recommending to the Board corporate governance principles and practices applicable to the Company, including as to onboarding and integration of new directors and appropriate on-going education for directors; (vii) administering the Related Person Transaction Policy; (viii) recommending compensation and benefit programs for non-employee directors and policies relating to the tenure, succession and retirement of directors and (ix) overseeing the annual review and evaluation of the performance of the Board and its Committees.

Organization

The Committee shall be composed of at least three directors who shall be appointed by the Board and who shall meet the independence requirements of the New York Stock Exchange listing rules. 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 have the sole authority to retain (and to approve the fees and retention terms of) outside consultants or search firms to advise the Committee with respect to the identification and review of candidates for the Board.

The Committee shall meet at least three times per year, or more frequently as the Committee deems circumstances require, and shall make regular reports to the Board on the Committee’s activities. 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:

- Assures that the Company has in place appropriate planning to address emergency CEO succession, CEO succession in the ordinary course of business and succession for key members of senior management.
- Establishes criteria for selecting new directors which reflect the requirements of the New York Stock Exchange listing standards and which require each candidate to possess independence, integrity, forthrightness, experience in areas of importance to the Company and a commitment to the interests of the Company's shareholders as a whole.
- Considers and recruits candidates, in consultation with the Chairman of the Board and Chief Executive Officer, to fill positions on the Board. The Committee shall also reconsider and reassess the contributions of those directors eligible for reelection and shall review the candidates who may be recommended by shareholders of the company not less than 120 nor more than 90 days prior to the annual meeting of shareholders.
- Recommends the director nominees for approval by the Board and the shareholders.
- Reviews and assesses the adequacy of the Company's corporate governance framework and recommends any changes for approval by the Board.
- Considers and discusses with the Board opportunities and risks, if any, relating to the Company's corporate governance structure and practices.
- Reviews the Board's Committee structure and recommends to the board for its approval directors to serve as members of each Committee, and, in consultation with the Lead Director, as Committee chairs. The Committee shall review and recommend slates annually and shall recommend additional committee members to fill vacancies as needed.
- Facilitates the Board's oversight of the Company's shareholder engagement practices with management and considers feedback, if any, from shareholders regarding governance matters and makes recommendations, as appropriate, to the Board regarding such matters.
- Develops and recommends to the Board corporate governance principles addressing the size, independence, diversity, composition and responsibilities of the Board and its Committees as well as the Board's oversight of management.
- Advises the Board with respect to the charters of the various Committees of the Board.
- Reviews and approves or ratifies any transaction between the Company and a related person, in accordance with the Company's Related Person Transaction Policy.
- Reviews shareholder proposals that may be submitted by shareholders and considers proposed responses or other actions that may be taken.

- Provides suitable programs for the orientation of new directors and the continuing education of incumbent directors.
- Recommends compensation and benefits policies for the non-employee directors. Also recommends tenure, succession and retirement policies for directors.
- Establishes criteria for evaluating the performance of the Committee, conducts an annual evaluation and discusses the results of the annual evaluation with the full Board.
- Oversees the annual performance appraisal of the Board and its Committees.
- Discharges any other responsibilities delegated to the Committee by the Board.