

**AMERICAN EXPRESS COMPANY**  
**AUDIT AND COMPLIANCE COMMITTEE CHARTER**  
**(as amended and restated as of September 26, 2017)**

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Purpose

The Committee is responsible for assisting the Board of Directors in its oversight responsibilities relating to (i) the integrity of the Company's consolidated financial statements and related financial reporting process; (ii) internal and external auditing, including the qualifications, independence and performance of the independent registered public accounting firm and the performance of the Company's internal audit services function; (iii) the integrity of the Company's systems of internal controls; (iv) legal and regulatory compliance; and (v) the performance of the other Committee functions set forth in this charter.

In discharging its responsibilities, the Committee is not responsible for planning or conducting audits or for any determination that the Company's financial statements and disclosures are complete and accurate or are in accordance with generally accepted accounting principles and applicable rules and regulations. The Company's financial statements are the responsibility of management and the independent registered public accounting firm is responsible for planning and conducting integrated audits to determine whether the financial statements present fairly, in all material respects, the financial position of the Company and whether the Company maintains, in all material respects, effective internal control over financial reporting.

Organization and Certain Responsibilities

The Committee shall be comprised of at least three directors. The members of the Committee shall be appointed by the Board and shall meet the independence, experience and expertise requirements of the New York Stock Exchange listing rules, Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and other applicable laws and regulations. At least one member of the Committee shall be an "audit committee financial expert" as defined by the Securities and Exchange Commission.

No member of the Committee shall simultaneously serve on the audit committees of more than two other public companies.

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

The Committee shall meet periodically with management, including Company's Chief Compliance & Ethics Officer, the Company's Chief Audit Executive and the Company's independent registered public accounting firm in separate executive sessions, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate. Each of the Chief Audit Executive, the General Counsel and the Chief Compliance & Ethics Officer has express authority to communicate directly at any time with the Chair of the Committee about any significant legal, compliance or other matter involving

the Company.

The Committee is empowered to conduct its own investigations into issues related to its responsibilities and to retain independent legal, accounting or other advisors to advise the Committee.

The Company shall provide for appropriate funding, as determined by the Committee in its capacity as a committee of the Board, for payment of compensation to the independent registered public accounting firm employed by the Company for audit, review and attest services rendered to the Company and to any advisors employed by the Committee and for administrative expenses of the Committee.

The Committee shall review and reassess the adequacy of the Committee charter at least annually, and recommend any changes to the Board for approval.

The Committee shall evaluate its performance on an annual basis and establish criteria for such evaluation. The results of the annual evaluation will be discussed with the full Board.

The Committee shall prepare the Audit and Compliance Committee report required to be included in the Company's annual proxy statement.

**In carrying out its oversight responsibilities, the Committee:**

External Auditors

- Has sole authority to appoint and replace the independent registered public accounting firm, who shall report directly to the Committee.
- Is directly responsible for the compensation, retention and oversight of the work of the independent registered public accounting firm.
- Pre-approves all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by the independent registered public accounting firm, including the approval of appropriate policies and procedures for the pre-approval of any such services, and considers whether the provision of permitted non-audit services by the independent registered public accounting firm is compatible with maintaining such firm's independence.
- Pre-approves all auditing services to be performed by accounting firms other than the independent registered public accounting firm (e.g., statutory or regulatory audits outside the U.S. that are not performed by the independent registered public accounting firm), including the approval of appropriate policies and procedures for the pre-approval of any such services.
- Discusses with the Company's independent registered public accounting firm the overall scope and plans for their audits, including the adequacy of staffing and other factors that may affect the effectiveness and timeliness of such audits.
- Approves guidelines for the Company's hiring of employees and former employees of the independent registered public accounting firm.
- Consults with management and the Company's Chief Audit Executive with respect to, and

reviews and evaluates, at least annually, the qualifications, performance and independence of the Company's independent registered public accounting firm in accordance with regulatory requirements and guidelines, including a review and evaluation of the lead partner, receives periodic reports from the independent registered public accounting firm regarding the firm's independence, discusses such reports with the independent registered public accounting firm, reviews all relationships between the independent registered public accounting firm and the Company, and if so determined by the Committee, takes any other appropriate action to satisfy itself of the independence of the Company's independent registered public accounting firm.

- Consults with management and the Company's Chief Audit Executive with respect to, and, at least annually, obtains and reviews a report by the independent registered public accounting firm describing the independent registered public accounting firm's internal quality-control procedures, material issues raised by its most recent internal quality-control review, or peer review (if applicable), or by any inquiry or investigation by governmental or professional authorities for the preceding five years in respect of one or more audits carried out by the independent registered public accounting firm and the response of the independent registered public accounting firm to deal with any such issues, and assures the regular rotation of the lead audit partner, the quality review partner and certain other audit partners of the independent registered public accounting firm as required by law.
- Obtains from the independent registered public accounting firm assurance that the firm is not aware of any matters required to be reported under Section 10A(b) of the Exchange Act.
- Requires, at least every 10 years, a detailed review of the Company's independent registered public accounting firm, including a comparison of resources available in other firms.

#### Internal Auditor

- Reviews and concurs in the appointment, replacement, performance and compensation of the Company's Chief Audit Executive, who shall report directly to the Committee for functional purposes, and reports to the Chief Executive Officer for administrative purposes.
- Annually reviews the experience and qualifications of the senior members of the Internal Audit Department as well as the organizational independence of the Internal Audit Department.
- Reviews and approves the Internal Audit Department's charter, policies, budget and staffing levels, the internal audit plan, and overall risk assessment methodology. •  
Receives periodic communications from the Company's Chief Audit Executive on the completion status of the internal audit plan (including significant changes made to the plan), the adequacy of staffing and other factors that may affect the effectiveness and timeliness of the audits under such plan, as well as the results of internal and external quality assurance reviews of the Internal Audit Department.
- Reviews the significant reports to management prepared by the Internal Audit Department, or summaries thereof, and management's responses.
- Reviews the status of management's corrective actions, or summaries thereof.

## Financial Statements and Disclosure

- Reviews and discusses with management and the independent registered public accounting firm the annual audited financial statements and other financial information to be included in the Company's Annual Report on Form 10-K, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," management's and/or the independent registered public accounting firm's judgment about the quality of accounting principles, the reasonableness of significant judgments and the clarity of the disclosures in the financial statements.
- Discusses the results of the annual audit and any other matters required to be communicated to the Committee by the independent registered public accounting firm under generally accepted auditing standards, applicable law or listing standards, including matters required to be discussed by Public Company Accounting Oversight Board (United States) (PCAOB) Auditing Standards No. 16 and No. 18.
- Reviews with the independent registered public accounting firm any problems or difficulties the independent registered public accounting firm may have encountered in connection with the annual audit or otherwise, including any significant disagreements with management regarding financial reporting.
- Recommends to the Board, based on the reviews and discussions with management and the independent registered public accounting firm described above, whether the annual audited financial statements should be included in the Company's Form 10-K Annual Report.
- Reviews and discusses with the independent registered public accounting firm any significant accounting or auditing issues on which the national office of the independent registered public accounting firm was consulted.
- Reviews and discusses with management and the independent registered public accounting firm the Company's quarterly financial information to be included in the Company's Quarterly Reports on Form 10-Q, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
- Reviews and discusses with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to investors, analysts and ratings agencies.
- Discusses with management and the independent registered public accounting firm the adequacy and effectiveness of the Company's internal control over financial reporting, and management's report and the attestation of the independent registered public accounting firm on the effectiveness of the Company's internal control over financial reporting, including any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting and any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.
- Reviews with management the Company's disclosure controls and procedures and reviews periodically, but in no event less frequently than quarterly, management's

- conclusions about the efficacy of such disclosure controls and procedures.
- Reviews analyses prepared by management and/or the independent registered public accounting firm setting forth any significant financial reporting issues or judgments made in connection with the preparation of the financial statements.
- Periodically reviews and discusses with management and the independent registered public accounting firm accounting policies, critical accounting estimates, and valuation processes and methodologies used in the preparation of the Company's financial statements, as well as any off-balance sheet structures.
- Reviews, at least quarterly, reports from the independent registered public accounting firm on the following matters:
  - all critical accounting policies and practices to be used;
  - any significant change in the selection or application of accounting principles;
  - all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent registered public accounting firm; and
  - other material written communications between the independent registered public accounting firm and management, such as any management representation letter, legal representation letter or schedule(s) of corrected and uncorrected misstatements or out-of-period adjustments.
- Annually reviews with management and approves the credit reserve policy and any major changes to the methodology and reviews quarterly with management the level of credit reserves.
- Reviews with management and the independent registered public accounting firm significant legal and regulatory exposures, including any regulatory inquiries or concerns regarding the Company's financial statements and accounting policies and the potential impact of regulatory initiatives.

### Compliance

- Periodically reviews and approves the Company's Corporate-Wide Compliance Risk Management Policy, which includes the Company's Compliance Risk Tolerance Statement.
- Periodically reviews and approves the Company's Global Anti-Money Laundering Policy.
- Reviews the Company's Annual Compliance Plan.
- Reviews periodic reports from the Chief Compliance & Ethics Officer, and other members of management as appropriate, regarding ongoing enhancements to, and overall effectiveness of, the Company's Corporate-Wide Compliance Risk Management Program and the Company's Anti-Money Laundering Program.
- Reviews management actions on significant compliance matters (e.g., actions taken to remediate significant compliance issues, implement major compliance initiatives, and ensure compliance with open regulatory actions) and the Company's compliance with applicable laws and regulations.

## Other

- Establishes procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- Receives and discusses whistleblower claims, fraud situations and reports from management regarding significant ethics violations under the Company's Code of Conduct and other corporate governance policies.
- Reviews policies governing overall processes for risk assessment and risk management and otherwise liaises with the Risk Committee (which may act through its Chair) as necessary or desirable to permit the Committee to carry out its statutory, regulatory and other responsibilities.
- Receives and discusses reports from management concerning significant operating and control issues identified in internal audit reports, management letters and significant regulatory authorities' examination reports pertaining to the Company and management responses, and regarding the status of any significant special investigations concerning operating and control issues.
- Considers such other matters as the Board or Committee deems appropriate.