Section 1: DEFA14A (DEFA14A)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.   )

Filed by the Registrant ☒ Filed by a Party other than the Registrant ☐

Check the appropriate box:
☐ Preliminary Proxy Statement
☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
☐ Definitive Proxy Statement
☒ Definitive Additional Materials
☐ Soliciting Material Pursuant to §240.14a-12

AMERICAN EXPRESS COMPANY
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):
☒ No fee required.
☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.
☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
Key Priorities for 2020

- Support our colleagues and win as a team
- Protect our customers and the brand
- Structure the company for growth in the future
- Remain financially strong
# COVID-19 Response: Powerfully backing our colleagues, communities and customers

## Colleagues
- Work from home arrangements in all locations across the globe
- Committed to no COVID-19 related layoffs in 2020
- Continuing to pay salaries of colleagues impacted by virus without using other paid leave
- Paying for all COVID-19 testing and treatment costs under U.S. medical plans

## Communities
- Over $6M in grants to support organizations providing PPE, developing vaccines and feeding people in impacted communities
- Matching up to $1M in U.S. Card Member donations to Feeding America using Membership Rewards points
- Working with strategic partners to provide hotel rooms for front-line workers

## Card Members
- Customer pandemic relief program with payment deferrals with no credit bureau reporting, as well as interest and late fee waivers
- Adding a range of offers, credits and rewards for a variety of “stay at home” services for both consumers and small businesses
- Waiving American Express Travel fees on modifications to eligible upcoming trips

## Merchants
- #StayHome and #ShopSmall campaign
- Created a StandForSmall coalition to support small business
- Extending the amount of time merchants have to respond to a Card Member disputes
- Raising contactless transaction thresholds to reduce physical contact at the point of sale
World Class Board with Deep Expertise and Strong Independent Leadership

BOARD LEADERSHIP

STEPHEN J. SQUERI
Chairman and CEO, American Express Company

CHARLENE BARSHESFSKY
Senior International Partner, WilmerHale

JOHN J. BRENNAN
Chairman Emeritus and Senior Advisor, The Vanguard Group, Inc.

PETER CHERNIN
Founder and CEO, Chernin Entertainment, LLC

RALPH DE LA VEGA
Former Voo Chairman, AT&T Inc.

ANNE LAUVERGEON
Chairman and CEO, A.T.P.

MICHAEL O. LEAVITT
Founder and Chairman, Leavitt Partners, LLC

RONALD A. WILLIAMS
Lead Independent Director, Former Chairman and CEO, Astra, Inc.

THEODORE J. LEONISI
Founder, Chairman and CEO, Monumental Sports & Entertainment, LLC

KAREN L. PARKHILL
EVP and CFO, Medtronic

LYNN A. PIKE
Former President, Capital One Bank

DANIEL L. VASELLA
Honorary Chairman and Former Chairman and CEO, Novartis AG

CHRISTOPHER D. YOUNG
Former CEO, McAlister, LLC

2020

2020

2018
# Board Committee Focus – Key Highlights

## Audit and Compliance

**Integrity of Financial Statements**
- Oversees internal and external audit and the Company’s systems of internal controls

**Company Culture & Ethics**
- 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

## Compensation and Benefits

**Compensation and Pay Structure**
- Works with Chief Colleague Experience Officer and the Chief Risk Officer to ensure our overall compensation programs appropriately balance risk with business incentives and that business performance is achieved without taking imprudent or excessive risk

**Pay Equity**
- Regularly reviews our compensation practices to ensure they support pay equity and transparency

## Nominating, Governance and Public Responsibility

**Succession Planning**
- Considers and recommends candidates for election to the Board
- Supports the Board with respect to CEO and key management succession planning

**Corporate Social Responsibility**
- Considers the impact of the Company’s policies and practices on the communities in which it operates and on the environment
- Reviews the Company’s practices and positions on environmental and social issues and the impact those issues have on the Company’s business and key stakeholders

## Risk

**Enterprise-wide Risk Management**
- Oversees the Company’s enterprise-wide risk management framework and related policies and procedures

**Information and Cyber Security**
- Continually monitors the quality and effectiveness of the Company’s technology security, data privacy and disaster recovery capabilities
- Annually approves the Company’s information security program, which consists of controls designed to identify, protect, detect, respond to and recover from information and cybersecurity incidents
How We Approach Environmental, Social and Governance

Our approach to environmental, social and governance (ESG) is a natural extension of both our mission—to become essential to our customers by providing differentiated products and services to help them achieve their aspirations—and our commitment to doing what is right. Our executive management reviews and evaluates performance and long-term goals with respect to ESG matters within their business units. The Board’s Nominating, Governance and Public Responsibility Committee reviews our Corporate Social Responsibility program, monitors progress against our goals and provides guidance on our efforts.

Promoting Responsible Business Practices

Maintain the highest standards of ethics and integrity

- The Amex Ethics Hotline is available 24/7 for employees, contractors, vendors and others to raise ethical or compliance concerns
- Each colleague receives Global Regulatory Learning Enterprise Essential Training

Caring For Our Communities

Strengthen the communities in which we operate and engage citizens

- $42M in charitable giving from grants provided by the Company, our Foundation, our Center for Community Development and gift matching programs.
- 7M estimated citizen volunteers engaged, in part, by grants from American Express

Managing Our Operations Responsibly

Reduce our environmental footprint

- 100% renewable electricity powered our operations
- Zero net carbon emissions

Serving Our Colleagues

Foster a diverse and inclusive culture and support our colleagues’ professional and personal goals

- 20 weeks of gender-neutral paid parental leave for U.S. colleagues
- Maintained 100% score on the Human Rights Campaign’s Corporate Equality Index and inclusion on Bloomberg’s Gender-Equality Index
- 88% of colleagues participated in personal or professional development trainings

Delivering For Our Customers & Partners

Meet the evolving needs of our customer base and make our products and services better for society

- Launched the first-ever American Express Card manufactured primarily from recovered plastic found in the oceans and on the coasts
- $95M donated through U.S. Card Members program from 2010 to 2019 to benefit charitable causes

Compensation: Shareholder Engagement Themes

The Board continues to consider the long-term interests of the Company and our shareholders when making decisions regarding our compensation program.

Engagement and Feedback Themes

- Continued robust shareholder outreach on governance and compensation, including engaging with investors representing approximately half of our shares outstanding since January 2019
- Key feedback themes that have emerged from our dialogues:
  - Acknowledgement of the Compensation and Benefits Committee’s (CBC) responsiveness to prior feedback (e.g., more transparent CD&A disclosure)
  - Recent changes to the long-term incentive plan have strengthened our pay for performance alignment (e.g., elimination of cash-based long-term incentives)
  - Our pay programs link compensation outcomes with our business strategy
  - Support for our commitment to continued engagement with shareholders
## Compensation Program Supports Strategic Goals

<table>
<thead>
<tr>
<th>Element</th>
<th>Performance Measures</th>
<th>Key Features and Developments</th>
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<tbody>
<tr>
<td>Base Salary</td>
<td>• Corresponds to experience and job scope</td>
<td></td>
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<tr>
<td><strong>Annual Incentive Award</strong></td>
<td>• Shareholder (55%)</td>
<td>✓ Performance measured against single company scorecard for all executives to promote enterprise thinking</td>
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<tr>
<td></td>
<td>• Customer (15%)</td>
<td></td>
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<tr>
<td></td>
<td>• Colleague (15%)</td>
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<tr>
<td></td>
<td>• Strategic Imperatives (15%)</td>
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<tr>
<td><strong>Performance RSUs</strong></td>
<td>• 3-year average ROE as compared to performance peers</td>
<td>✓ Performance RSUs include relative ROE comparison and TSR modifier</td>
</tr>
<tr>
<td>(60% of LTA)</td>
<td>• Relative TSR as compared to performance peers</td>
<td>✓ Goals are rigorous yet achievable through sustained long-term performance</td>
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<td><strong>Stock Options</strong></td>
<td>• Vest 3 years after grant, with 10-year term</td>
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<td>(20% of LTA)</td>
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### 2019 Actual CEO Direct Compensation Pay Mix

![Diagram showing compensation pay mix]

- **Annual Incentive Award**: 39%
- **Base Salary**: 7%
- **93% At Risk Pay**: 93%
- **Long-Term Incentive Award**: 63%

*Program supports the right balance of short- and long-term incentives, as well as control/compliance goals*