



American Express Management Policy

Policy Reference & Name	:	AEMP17 - Whistleblower Claims Policy
Effective Date	:	March 1, 2019
Policy Sponsor	:	GCO - Managing Counsel, Employment Law Group (ELG)
Policy Custodians	:	GCO – Counsel (ELG); Counsel (Litigation); and Global Security – VP of Security
Policy Overseer	:	Chief Litigation Counsel
		Approval Level Required: <i>Level 4</i>
		Level 1: <i>N/A</i>
Approval Requirement	:	Level 2: <i>N/A</i>
		Level 3: <i>N/A</i>
		Level 4: General Counsel
Level 4 Policy Signatories	:	1. Policy Approver – General Counsel
		2. Policy Sponsor - GCO - Managing Counsel, Employment Law Group (ELG)
		3. Policy Overseer – Chief Litigation Counsel
Policy Scope	:	This is an American Express Management Policy
Next Scheduled Review	:	March 1, 2021
Changes to Previous Policy	:	This revision to the policy has been conformed to AEMP 13 – Significant Ethical Violations and AEMP 32 – Investigations Policy.



American Express Management Policy

Table of Contents

1.0	OVERVIEW AND PURPOSE	Page 3
2.0	SCOPE	Page 3
3.0	KEY DEFINITIONS	Page 3
4.0	ROLES & RESPONSIBILITIES	Page 4
4.1	Manager Responsibilities	Page 4
4.2	Individuals' Responsibilities	Page 4
5.0	POLICY REQUIREMENTS	Page 5
5.1	Allegations That May Form Whistleblower Claims	Page 5
5.2	Investigating Whistleblower claims	Page 5
5.3	Disciplinary Measures	Page 7
5.4	Remediation	Page 7
5.5	Retaliation against Whistleblowers	Page 7
5.6	FRANCE	Page 7
6.0	EXCEPTION / CONFLICT / INTERPRETATION RESOLUTION	Page 8
7.0	POLICY APPROVAL REQUIREMENTS	Page 8
8.0	ENFORCEMENT OF ISSUED POLICIES & PROCEDURES	Page 8
9.0	Policy Implementation	Page 8
10.0	RELATED POLICIES, REGULATORY GUIDELINES AND SUPPORTING DOCUMENTS	Page 8
11.0	REVISION HISTORY	Page 8



American Express Management Policy

1.0 OVERVIEW AND PURPOSE

This policy establishes guidelines and procedures for handling whistleblower claims. By appropriately responding to allegations by employees, suppliers, customers, merchants or contractors that the Company is not meeting its legal or ethical obligations, the Company can better maintain and support an environment where compliance is the norm. An appropriate response to a whistleblower claim includes protecting from retaliation any individual who steps forward in good faith while, at the same time, ensuring that the targets of any allegations have an opportunity to present relevant evidence to explain or defend, and to understand the nature of the allegations.

This policy details what actions should be taken by:

- Individuals who have knowledge of any facts or indications of material or serious breaches of Company policy or the law.
- Company management when whistleblower allegations are made.

2.0 SCOPE

This policy applies to all American Express employees, contractors and other individuals acting in a similar capacity, across all Company business lines, subject to local laws. For individuals in France, please also refer to Section 5.6.

The policy governs procedures that must be followed when allegations of impropriety or irregularity are made by a whistleblower and those allegations (i) regard accounting, internal accounting controls, or auditing matters, (ii) could cause serious damage to the Company's brand or reputation or (iii) could result in a material liability to the Company.

Allegations of impropriety outside the scope of this policy should still be reviewed with the General Counsel's Organization (the "GCO") to determine an appropriate course of action.

3.0 KEY DEFINITIONS

3.1 Whistleblower

A whistleblower is an individual who brings to the attention of Company management an allegation of impropriety within the Company that has not been resolved to the satisfaction of the individual and that prevents the Company from meeting its legal or ethical obligations or from complying with generally accepted accounting principles.



American Express Management Policy

3.2 Target

The target is a person potentially implicated in the whistleblower allegations.

4.0 ROLES & RESPONSIBILITIES

4.1 Manager Responsibilities

Leaders at all levels of the Company are responsible for continually emphasizing integrity as a standard of performance for all individuals.

Leaders who are apprised by employees, suppliers, customers, merchants or contractors that the Company is allegedly not meeting its legal or ethical obligations should contact the GCO so that an appropriate investigation can be conducted pursuant to AEMP 32 – Investigations Policy.

Managers must avoid interfering or doing anything that gives the appearance of interfering with, prejudicing or influencing the investigative process.

4.2 Individuals' Responsibilities

Any individual who suspects a serious breach of Company policy or the law has occurred should report it immediately to his/her leader, and it is expected that most issues are to be resolved appropriately through this channel. If it is impractical or inappropriate for the individual to notify their immediate supervisor, the individual may contact any of the following: the GCO, Internal Audit Group ("IAG"), Global Security, Compliance, Human Resources, or the Amex Ethics Hotline (amex.ethicspoint.com). Contact can be made via the Amex Ethics Hotline website or toll-free telephone number. Although the Amex Ethics Hotline provides for anonymous reporting, the Company encourages individuals who wish to report potential wrongdoing to identify themselves through whatever channel they contact, and to provide only objective factual evidence to support their allegations.

Regardless of what channel is notified of the allegations, the name of the whistleblower may not be disclosed to the target(s) in any jurisdiction that prohibits such a disclosure. In those instances when information needs to be disclosed, such disclosure will only be to those who have a need to know and only to the extent necessary.

Individuals who have reason to believe that a serious breach of Company policy or law has occurred must retain all documents that could be relevant to an investigation of the matter, including information stored in electronic form such as e-mails.

Individuals are expected to cooperate fully with any investigation under this policy, including responding truthfully and completely to investigators, answering questions that may be asked in interviews, and providing documents, records and other materials upon request.



American Express Management Policy

5.0 POLICY REQUIREMENTS

It is Company policy to closely scrutinize and appropriately respond to allegations by employees, suppliers, customers, merchants or contractors that the Company is not meeting its legal or ethical obligations or complying with generally accepted accounting principles when those allegations (i) regard accounting, internal accounting controls, or auditing matters, (ii) could cause serious damage to the Company's brand or reputation or, (iii) could result in a material liability to the Company.

5.1 Allegations That May Form Whistleblower Claims

The following is an indicative list of the types of allegations that form whistleblower claims that fall within the scope of this policy. This list is not intended to be exhaustive.

- Internal business practices that are inconsistent with generally accepted accounting principles.
- Falsification, alteration or substitution of Company records.
- Violations of the American Express Company Code of Conduct including
 - Conflicts of interest
 - Inaccuracy of books and records
 - Insider trading
 - Collusion with competitors
 - Money laundering
 - Data Protection infringements
 - Corruption and bribery
- Authorizing, directing or participating in Significant Ethical Violations (AEMP 13).
- Deliberately concealing Significant Ethical Violations or deliberately withholding relevant information concerning a Significant Ethical Violation.

5.2 Investigating Whistleblower claims

The person receiving information from a whistleblower or related to whistleblower allegations should contact the GCO. As soon as the GCO has been informed, local management should coordinate any further action through the GCO and consistent with AEMP 32 – Investigations



American Express Management Policy

Policy. GCO representatives must notify IAG about any matter falling within the scope of this policy so that IAG can determine whether the matter should be reported to the Audit & Compliance Committee of the Board of Directors.

Individuals should not be questioned, terminated, disciplined or otherwise advised of any investigation, and no such action or similar action should be taken as a result of an investigation until management is instructed to do so by the GCO.

The GCO, in consultation with IAG, Global Security and Human Resources, as appropriate, are responsible for determining the scope of any investigation pursuant to AEMP 32.

Precautions should be taken to preserve the confidentiality of the investigation and the findings. The target of any allegations should have an opportunity to present relevant factual evidence and to understand the nature of the allegations. In France, the target(s) must be notified by the person in charge of the investigation that they are implicated so they can exercise their right of access, correction and objection to the reported data that concerns them. However, the target should not be notified of the allegations prior to the adoption of any protective measures necessary to prevent the destruction of evidence, should such measures be deemed necessary.

Personal data gathered during the course of the investigation must be handled in accordance with local data privacy laws. In all instances, the information gathered must be kept securely and access to such information should be limited to those who need to know in order to perform their job duties. Data that could identify the whistleblower or the target should not be retained any longer than is necessary for the Company to satisfy its legal obligations.

IAG is responsible for tracking all whistleblower claims within the scope of this policy and for ensuring that the tenets of the policy are followed.

To the extent the circumstances arise, the Company, as directed by the GCO, Compliance and Global Security, are to make every effort to cooperate with law enforcement authorities. Law enforcement authorities should not be contacted in whistleblower situations until instructions have been received from a senior leader in the GCO or Global Security. An exception would be in the rare instance when, for example, a theft or similar crime is discovered in the process of being committed and authorities have to be contacted immediately to prevent the crime from being perpetrated. Any communication with law enforcement agencies must be handled or otherwise authorized by Global Security in consultation with the GCO.

5.3 Disciplinary Measures

Once investigated, a decision on what course of action to take based on the findings of the investigation must be approved by the GCO and IAG. After consultation with the GCO, the General Auditor informs the Audit & Compliance Committee as appropriate.

Disciplinary measures depend on the circumstances of the violation. Human Resources and the GCO



American Express Management Policy

are responsible for ensuring that any actions taken are consistent with local consultation and legal requirements. Consideration is given to whether or not a violation is intentional, as well as to the level of good faith shown by a target in cooperating with any resulting investigation or corrective measures. In matters involving Significant Ethical Violations (AEMP 13), no disciplinary action should be taken against any individual without the approval of at least a Senior Counsel-level attorney in the GCO, a Director in Human Resources and a VP in the business unit (or staff group) in which the individual works. The persons making the decision are responsible for notifying IAG of the facts and the disciplinary action taken.

5.4 Remediation

Once investigated, any recommendations on whether and what remediation should be implemented are formulated by the GCO and IAG with input from appropriate functions (e.g., HR, RIM, Finance, etc.). Any matters requiring significant remediation must be reviewed and approved by appropriate senior management before being implemented. After consultation with the GCO, the General Auditor informs the Audit and Compliance Committee of the approved remediation.

5.5 Retaliation against Whistleblowers

No adverse employment action, e.g., termination, counseling, lower rating, etc., may be taken against a whistleblowing individual in retaliation for reporting allegations of impropriety that fall within the scope of this policy and which the individual believes in good faith to be true. Conversely, allegations that are not brought forth in good faith are a misuse of the whistleblower process and may result in disciplinary action against the whistleblower. Any adverse employment action involving a whistleblowing individual should be undertaken only after consultation with Human Resources and the GCO.

5.6 FRANCE¹

This policy applies in France with the following restrictions:

1. Individuals suspecting serious breaches of Company policy or the law are encouraged to report them, but are not obliged to do so.
2. Targets may not obtain information regarding third parties, such as a whistleblower's identity, on the basis of their right of access to their personal data.
3. The whistleblower shall be informed of the receipt of the report of impropriety (although this shall not be considered as an acknowledgement of the admissibility of the report to begin an investigation) and the closure of any investigation that is conducted.

¹ Local GCO and employees in other jurisdictions should look at the appropriate local policy to determine whether there are any applicable local restrictions.



American Express Management Policy

4. In the event the report of impropriety is not followed by an investigation, or if the investigation does not reveal any violation of laws or procedures, any data identifying the whistleblower(s) or the target(s) shall be destroyed within two (2) months.

6.0 EXCEPTION / CONFLICT / INTERPRETATION RESOLUTION

Nothing herein or in any other Company policy (including, but not limited to, the Company Code of Conduct, AEMP 13 – Significant Ethical Violations, AEMP 28 – Competing Partner Confidentiality Operating Policy and AEMP 32 – Investigations Policy), internal confidentiality or non-disclosure agreement or other agreement between the Company and an employee shall in any way impede an individual from communicating directly with any federal, state or local governmental agency or commission about a possible violation of law or regulation.

Contact John Parauda, Managing Counsel, Employment Law Group, GCO, at 212-640-4449 (john.parauda@aexp.com) or Bernadette Miragliotta, Managing Counsel, Litigation Group, GCO, at 212-640-6019 (bernadette.miragliotta@aexp.com)

7.0 POLICY APPROVAL REQUIREMENTS

This policy is to be reviewed, updated, if necessary, and re-approved by the AXP General Counsel at least once every two years from approval date.

8.0 ENFORCEMENT OF ISSUED POLICIES AND PROCEDURES

Senior management of each business, function or bank is ultimately responsible for ensuring adherence to policy within their organizations. **Noncompliance with issued policies or procedures is a breach of the terms of employment and may lead to disciplinary actions which may include termination of employment.**

9.0 POLICY IMPLEMENTATION

This policy is implemented through AXP's Code of Conduct training.

10.0 RELATED POLICIES, REGULATORY GUIDELINES AND SUPPORTING DOCUMENTS

AEMP 13: Significant Ethical Violations

Section 4 of AEMP 13 addresses when a Whistleblower Claim may also involve a Significant Ethical Violation

AEMP 32: Investigations Policy



American Express Management Policy

11.0 REVISION HISTORY

This version of AEMP 17 supersedes the version of this policy issued in December 2016.

12.0 APPENDICES

N/A