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(4) Date Filed:
World Class Board with Deep Expertise and Strong Independent Leadership

**BOARD LEADERSHIP**

**STEPHEN J. SQUERI**
Chairman and CEO, American Express Company

**CHARLENE BARRHEFSKY**
Senior International Partner, WilmerHale

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

**PETER CHELIN**
Founder and CEO, Chermis Entertainment, LLC

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

**ANNE LAUVERGEON**
Chairman and CEO, A.L.P.

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

**RONALD A. WILLIAMS**
Lead Independent Director (Former Chairman and CEO, Adena, Inc.)

**THEODORE J. LEONIS**
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, McKee, 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
- $42.5M 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
- $39M 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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</thead>
<tbody>
<tr>
<td>Base Salary</td>
<td>- Corresponds to experience and job scope</td>
<td></td>
</tr>
<tr>
<td>Annual Incentive Award</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>
<td></td>
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<tr>
<td></td>
<td>- Strategic Imperatives (15%)</td>
<td></td>
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<tr>
<td>Performance RSUs</td>
<td>- 3-year average ROE as compared to performance peers</td>
<td>✓ Performance RSUs include relative ROE comparison and TSR modifier</td>
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<tr>
<td>(60% of LTI)</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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<tr>
<td>Stock Options</td>
<td>- Vest 3 years after grant, with 10-year term</td>
<td></td>
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<td>(20% of LTI)</td>
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#### 2019 Actual CEO Direct Compensation Pay Mix

- Annual Incentive Award 30%
- Base Salary 7%
- Long-Term Incentive Award 63%
- 93% At Risk Pay

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