

# AMERICAN EXPRESS COMPANY

## CORPORATE GOVERNANCE PRINCIPLES

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The following principles have been approved by the Board of Directors (Board) of American Express Company (Company) and, along with the Company's certificate of incorporation, by-laws and Committee charters, these principles provide the framework for the Company's corporate governance.

### 1. Director Qualifications

A significant majority of the Board shall consist of independent, non-management directors who meet the criteria for independence required by the New York Stock Exchange (NYSE). There shall be no more than two management directors on the Board at any time. Currently, the Company's Chief Executive Officer is the only management director. The Nominating, Governance and Public Responsibility Committee shall be responsible for reviewing the qualifications and independence of the members of the Board.

### 2. Independence of Directors

A director is independent if he or she does not have a material relationship with the Company or any of its subsidiaries as further defined below. The Board has established the following guidelines to assist it in determining director independence. (The terms "immediate family member" and "executive officer" have the meanings set out in the NYSE listing standards.)

A director shall not be considered independent if:

- i. the director is, or has been within the last three years, an employee of the Company (other than an interim Chairman, interim Chief Executive Officer or other interim executive officer) or an immediate family member is, or has been within the last three years, an executive officer of the Company;
- ii. the director or an immediate family member received, during any twelve-month period within the last three years, more than \$120,000 per year in direct compensation from the Company, other than (a) director and committee fees and pension or other deferred compensation for prior service (provided that such compensation is not in any way contingent on continued service), (b) compensation received by the director for former service as an interim Chairman, interim Chief Executive Officer or other interim executive officer or (c) compensation received by an immediate family member for service as an employee (other than an executive officer);
- iii. the director or an immediate family member is a partner of the Company's independent registered public accountant; the director is a current employee of such firm; a member of the director's immediate family is an employee of such firm and personally works on the Company's audit; or the director or immediate family member

was, within the last three years, a partner or employee of such firm and personally worked on the Company's audit;

iv. such director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the Company's present executive officers at the same time serves or served on that company's compensation committee; or

v. the director is a current employee, or has an immediate family member who is a current executive officer, of a company that made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of the other company's consolidated gross revenues in that fiscal year.

The Board has determined that a material relationship with the Company shall be deemed to exist and therefore, the director would not be considered independent if a director is:

i. an executive officer of a not-for-profit (tax-exempt) organization and the annual contributions of the Company and the American Express Foundation to the organization (excluding matching contributions under the Company's gift match program) in any of the last three fiscal years exceeds the greater of \$1 million or 2% of the organization's consolidated gross revenues in that fiscal year;

ii. a partner of or of counsel to a law firm that provides substantial legal services to the Company on a regular basis; or

iii. a partner, officer or employee of an investment bank or consulting firm that provides substantial services to the Company on a regular basis.

The Board also has determined that the following relationships are not material and do not impair a director's independence:

i. The following specific types of transactions (provided, in each case, that for any transactions with an entity in which the director is a current employee or his or her immediate family member is a current executive officer, the amounts involved did not exceed, in any of the last three fiscal years, the greater of \$1 million or 2% of the other entity's consolidated gross revenues in such fiscal year):

a. possession and use of an American Express Card or use of any of the Company's other products or services by a director or his or her immediate family members or other entities in which any of them is an employee (including an executive officer) or a director and/or has an equity interest on terms and conditions substantially similar to those available to other customers in similar circumstances for comparable transactions;

b. incurring indebtedness to the Company, on an American Express Card or otherwise as permitted by law, by a director or his or her immediate family members or other entities in which any of them is an employee (including an executive officer) or a director and/or has an equity interest

on terms and conditions substantially similar to those available to other persons of like creditworthiness for comparable transactions; or

c. transactions involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services;

ii. transactions in the ordinary course of business between the Company and any firm, corporation or other entity where the director or an immediate family member is an employee (including an executive officer) and/or in which the director or an immediate family member has an equity interest, provided that the amounts involved did not exceed, in any of the last three fiscal years, the greater of \$1 million or 2% of the other entity's consolidated gross revenues in such fiscal year.

iii. transactions between the Company and any firm, corporation or other entity (other than a partnership) where the only relationship of the director or an immediate family member to that other entity is as a non-employee director on the other entity's board and/or as a beneficial owner, together with all other related persons (as defined in the Company's Related Person Transaction Policy), of less than a 10% equity interest in the other entity (or, if the other entity is a partnership, the only relationship is as a limited partner holding, together with all other related persons, less than a 10% equity interest in that partnership), regardless of the amount involved;

iv. service as a director, trustee, executive officer and/or employee of a not-for-profit (tax-exempt) organization, including where an executive officer of the Company also serves as a director or trustee of the organization, provided that the aggregate annual amount of contributions by the Company and/or the American Express Foundation to the organization (excluding matching contributions under the Company's gift match program) in any of the last three fiscal years did not exceed the greater of \$1 million or 2% of the organization's consolidated gross revenues in that fiscal year;

v. service on the board of another public company on which an executive officer of the Company also serves as a board member, except for compensation committee interlocks described above;

vi. service as an executive officer of a public company that also uses the Company's independent registered public accountants;

vii. membership in the same professional association, social, fraternal or religious organization or club as an executive officer of the Company;

viii. prior attendance at the same educational institution as an executive officer of the Company; and

ix. payments under directors and officers insurance policies and indemnification payments made in accordance with the Company's charter or by-laws.

In cases where a director has a relationship that is not described above or is otherwise not covered in the above examples, a majority of the Company's independent directors, after considering all of the relevant circumstances, shall make a determination whether or not such

relationship is material and whether or not the director may therefore be considered independent under the NYSE rules. The Company will include an explanation of the basis of any such determination of independence in its next proxy statement.

### **3. Composition and Size of the Board**

The Board should be diverse, engaged and independent.

The Board, acting through the Nominating, Governance and Public Responsibility Committee, seeks a Board of Directors that, as a whole, possesses the mix of experiences, skills, expertise and qualifications necessary to support the current and future success of the Company and function effectively in light of the Company's current and evolving business circumstances. The Board seeks to achieve over time a mix of directors with diverse skills, backgrounds, experience and viewpoints, including with respect to gender and race. In seeking the best candidates, the Board does not discriminate on the basis of ethnicity, sexual orientation, culture or nationality. Moreover, in order to ensure that the Board maintains fresh perspectives, the Nominating, Governance and Public Responsibility Committee also works to achieve a mix of relatively newer and longer tenured directors.

Directors should be persons who have achieved prominence in their field and who also possess deep experience in areas of importance to the Company, such as general management, finance, marketing, technology, law, digital or social media, international business and/or public sector activities. The Nominating, Governance and Public Responsibility Committee seeks directors who have established records of significant accomplishment in leading large, complex organizations.

Directors should possess integrity, independence, energy, forthrightness, analytical skills and commitment to devote the necessary time and attention to the Company's affairs. Directors also should possess the capacity and willingness to challenge and stimulate management, exercise sound judgment and demonstrate the ability to work as part of a team in an environment of trust. Directors should be committed to representing the interests of all shareholders and not to advancing the interests of special interest groups or constituencies of shareholders.

While the Board need not adhere to a fixed number of directors, the Board currently believes that a board composed of 12 - 14 directors will generally offer a sufficiently large and diverse group to address the important issues facing the Company while being small enough to encourage personal involvement and discussion.

#### One-Year Terms; No Term Limits

Directors will be elected at the annual meeting of shareholders for a one-year term, to serve until the next annual meeting of shareholders and until his successor has been elected and qualified.

If a director is elected between annual meetings of shareholders, the initial term of any such director will expire at the next annual meeting of shareholders and until his successor has been elected and qualified.

There is no limit on the number of one-year terms to which a director may be reelected prior to his or her 72<sup>nd</sup> birthday.

As noted above, the Nominating, Governance and Public Responsibility Committee also believes that it is important to have a mix of tenures on the Board, as both newer and longer-tenured directors are vital to the Company's continued success. Directors with shorter tenures provide freshness of thought while longer-tenured directors provide deep knowledge and experience.

#### Change of Status

Any director whose principal occupation substantially changes following his or her initial election or reelection as a director of the Company is required to promptly notify the Nominating, Governance and Public Responsibility Committee of such change and submit a letter offering to resign from the Board at the pleasure of the Nominating, Governance and Public Responsibility Committee. The Nominating, Governance and Public Responsibility Committee shall, after consultation with the Chief Executive Officer, recommend to the Board whether such director should be asked to remain as a director, to resign or to not stand for reelection at the next annual meeting.

#### Director Retirement

A director shall not be eligible for reelection after his or her 72<sup>nd</sup> birthday and directors who have reached the age of 72 should not expect to be re-nominated for election by the Board.

Any director who also serves as Chief Executive Officer of the Company shall retire from the Board effective upon his or her resignation as Chief Executive Officer unless requested by the independent directors to continue to serve as a director for a transitional term.

#### Meeting Attendance

Directors are expected to make every effort to attend the meetings of the Board and the Committees of which they are members and to carefully review all materials distributed to them prior to each meeting. While the Company does not pay directors fees for attending meetings, it is the Company's policy to reduce the annual retainer for board service by \$20,000.00 if a director does not attend at least 75% of his or her aggregate Board and committee meetings in a calendar year. Attendance by telephone or telepresence may be used to facilitate a director's attendance. Further, the Board encourages all of its members to attend the Company's Annual Meeting of Shareholders.

#### Membership on Other Boards

The Board expects individual directors to use their judgment, in light of all other commitments, in accepting directorships of other corporations or charitable organizations and to allow sufficient time and attention to Company matters. In accordance with the Code of Conduct for Directors, directors should advise the Chair of the Nominating, Governance and Public Responsibility Committee, the Company's Chief Executive Officer or the Corporate Secretary prior to accepting an offer to join the board of another public company. As a general matter, a director should not serve on the boards of more than four public

companies (including the Company) or, if the director is an active Chief Executive Officer or equivalent of another public company, on the boards of more than three public companies (including the Company). A director who serves on the Audit and Compliance Committee should not serve on more than two other public company audit committees.

#### **4. Majority Vote Standard for Electing Directors**

The Company's certificate of incorporation and by-laws provide the following majority vote standard for the election of directors.

Except in a contested election, the vote required for the election of a director by the shareholders will be the affirmative vote of a majority of the votes cast in favor of or against such nominee. In a contested election, directors will be elected by a plurality of the votes cast. An election will be deemed contested if there are more nominees than positions on the Board to be filled at the meeting of shareholders as of the fourteenth (14<sup>th</sup>) day prior to the date the Company files its definitive proxy statement with the Securities and Exchange Commission (the "SEC"). The Company's subsequent amendment or supplement of the definitive proxy statement will not affect the status of the election.

In a non-contested election, any incumbent director nominee who is not elected by the shareholders must immediately tender his or her resignation. The Board will decide whether or not to accept the resignation, and will promptly disclose and explain its decision in a Form 8-K filed with the SEC. An incumbent director who tenders his or her resignation pursuant to the majority vote standard will not participate in the Board's deliberations with respect to the resignation. In acting on the resignation, the Board will consider all facts that it deems relevant.

#### **5. Director Responsibilities**

The Board of Directors seeks to promote the best interests of the Company and its shareholders, including by overseeing management in the conduct of the Company's business. A few of the Board's primary areas of oversight are:

##### **a. Annual Business Plan**

At the beginning of each year, the Company's Chief Financial Officer will present to the Board a consolidated annual business plan, and the Board shall discuss the Company's results relative to the plan periodically throughout the year. In addition, at least once a year, each of the Global Business Groups will present an in-depth review of their businesses.

##### **b. Corporate Strategy**

The Board and management shall engage in a comprehensive review and discussion of the Company's strategic goals over the short, medium and long-term, as well as management's plans to achieve such goals.

c. Management Succession

Overseeing that the Company has the appropriate management talent to successfully pursue the Company's strategies is one of the Board's primary responsibilities. The Board, which may act through one or more committees, shall oversee that the Company has in place appropriate planning to address emergency Chief Executive Officer succession, Chief Executive Officer succession in the ordinary course of business and succession for key members of senior management. The Company's Chief Executive Officer succession planning shall include criteria that reflect the Company's business strategies, identification and development of potential internal candidates and formal assessment processes. Directors are expected to become sufficiently familiar with the Company's executive officers as to be able to offer personal feedback on the performance of such officers, including by participating in an annual Executive Talent Review of the experience, capabilities and performance of the Company's senior management.

d. Risk Management

The Board monitors the "tone at the top" and risk culture and oversees emerging strategic risks. The Board oversees risk management through three Board committees: Risk, Audit and Compliance, and Compensation and Benefits. As part of its risk management oversight, the Board receives reports on cybersecurity at least once a year.

**6. Chairman/ Lead Independent Director**

There will be one Chairman of the Board which position may be held by a non-executive Chairman or may be held by the Chief Executive Officer, as the Board determines is appropriate. Currently, the Chief Executive Officer also serves as Chairman of the Board.

If the Chairman is not an independent director, the independent directors shall select a Lead Independent Director from among the independent directors serving on the Company's Board. The Lead Independent Director shall be elected on an annual basis by a majority of the independent directors upon a recommendation from the Nominating, Governance and Public Responsibility Committee.

The Lead Independent Director's duties and powers are to:

- i. Preside at all meetings of the Board at which the Chairman is not present, including the executive sessions of the independent directors, and apprise the Chairman of the issues considered and decisions reached at those sessions;
- ii. Call additional meetings of independent directors as needed;
- iii. Lead the Board in putting forth its expectations for "tone at the top;"
- iv. Meet regularly with the Chairman and serve as liaison between the Chairman and the independent directors;
- v. Facilitate effective and candid communication to optimize Board performance;

- vi. Advise the Chairman of the Board's informational needs and review and approve the types of information sent to the Board and Board meeting agendas;
- vii. Review and approve the schedule of Board meetings to assure that there is sufficient time for discussion of all agenda items;
- viii. Monitor and coordinate with the Chairman on appropriate governance issues and developments;
- ix. Be available as appropriate for consultation and direct communication with major shareholders; and
- x. Perform such other duties as the independent directors may from time to time designate.

All Board members are encouraged to propose the inclusion of additional agenda items for Board meetings that they deem necessary or appropriate in carrying out their duties. In addition, all Board members will have direct and complete access to the Chairman at any time as they deem necessary or appropriate.

## **7. Content and Frequency of Board Meetings**

The Board shall have at least five scheduled Board meetings a year and be on-call to meet more frequently if emergencies or unusual circumstances warrant.

The Chairman of the Board shall establish the agenda for Board meetings in consultation with the Chief Executive Officer if the positions are held by different persons. The Lead Independent Director shall review the Board schedule and agendas and may request changes as he or she deems appropriate in order to assure that the interests and requirements of the non-management and independent directors are appropriately addressed. Any director may request that a matter be placed on the Board's agenda by contacting the Chairman, the Lead Independent Director or the Corporate Secretary. A portion of each regularly scheduled Board meeting will be devoted to a private session in which the Chief Executive Officer and the directors may discuss the condition of the Company's business and other sensitive or confidential matters with the Chief Executive Officer but without the other members of the Company's senior management present.

### Executive Sessions Without Management

The non-management directors shall meet in an executive session without the Chief Executive Officer present at each regularly scheduled Board meeting. The Chairman or Lead Independent Director, as applicable, shall act as chairman at those meetings. The Board shall schedule at least one executive session of independent directors only each year. Any non-management director or independent director may request additional executive sessions of non-management directors or independent directors to discuss any matter of concern. Following each session, the Chairman or Lead Independent Director, as applicable, shall discuss the matters arising from the executive session with the Chief Executive Officer.

## **8. Access to Management and to Outside Experts**

Non-management directors shall have access to individual members of management or to other employees of the Company on a confidential basis. Directors are expected to use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and does not inappropriately disclose any confidential or sensitive information in the possession of the director. Directors are authorized to conduct independent investigations and to hire outside consultants or experts. The Board and each Committee of the Board has the authority to hire at the expense of the Company independent legal, financial or other advisors as they deem necessary.

Directors shall also have access to Company records and files, and directors may contact other directors without informing Company management of the purpose or even the fact of such contact.

## **9. Board Committees**

The Board has determined that a substantial portion of the Board's oversight and governance responsibilities should be carried out by the Committees of the Board. The agenda for each Committee shall be the responsibility of the Committee chair. Each Committee shall report regularly to the Board concerning the Committee's activities.

The Board currently has four standing Committees: the Audit and Compliance Committee; the Compensation and Benefits Committee; the Nominating, Governance and Public Responsibility Committee; and the Risk Committee. Committee structure and composition will be periodically reviewed by the Board.

Three of the standing Committees – the Audit and Compliance Committee, the Compensation and Benefits Committee, and the Nominating, Governance and Public Responsibility Committee – will be composed exclusively of independent directors as required by NYSE rules. In addition, all members of the Audit and Compliance Committee must be financially literate as defined under NYSE rules, and at least one member must be an “audit committee financial expert” as defined in Item 407 of SEC Regulation S-K.

In addition to meeting the independence requirements described in Section 2, members of the Audit and Compliance Committee must also satisfy the independence requirements for Audit Committee members set forth in SEC Rule 10A-3(b), which specifies that Audit and Compliance Committee members may not receive any compensation from the Company other than their directors' compensation and must also not be an affiliate of the Company. In addition to meeting the independence requirements described in Section 2, members of the Compensation and Benefits Committee must also satisfy the independence requirements for Compensation and Benefits Committee members set forth in NYSE Rule 303A.02(a)(ii).

## **10. Annual Evaluations**

### Chief Executive Officer

The Compensation and Benefits Committee, with input from the entire Board and concurrence of the Chief Executive Officer, shall establish performance goals for the Chief

Executive Officer. The goals may be annual or multi-year, as appropriate. At year-end, the Chief Executive Officer will report to the Board on the progress achieved against the goals. In evaluating progress against the goals, the Committee may consider feedback from investors, analysts, customers and employee surveys. The Chief Executive Officer evaluation shall be reviewed in an executive session of the non-management directors before or after discussion with the Chief Executive Officer and will be used by the Committee as a basis for considering the Chief Executive Officer's salary, annual incentive and long-term incentive compensation.

## Directors

The Nominating, Governance and Public Responsibility Committee shall oversee an annual performance evaluation of the Board and its Committees. The evaluation will assess the Board's contribution to the Company and identify areas that the Board believes could be improved and where effective practices should be continued. The results of the evaluation shall be reviewed and discussed with the Board.

## Committees

Each Committee shall perform an annual performance evaluation of its effectiveness. The results of these evaluations will be discussed with the full Board.

### **11. Code of Business Conduct**

Each member of the Board is subject to the Company's Code of Business Conduct for Members of the Board of Directors. The code is intended to focus each director on areas of potential conflicts of interest and other ethical issues, provide mechanisms to report potential conflicts or unethical conduct and help to foster a culture of openness and accountability. Directors are required to review and sign the code annually.

Directors who also serve as employees of the Company are subject to the American Express Code of Conduct for employees.

### **12. Share Ownership by Directors**

The Company believes that each director should have a substantial personal investment in the Company. A personal holding of shares (inclusive of share equivalent units) of the Company with a value of at least \$1,000,000 is expected for each director. Directors should seek to attain this targeted share ownership threshold within five years of joining the Board.

### **13. Director Compensation**

The Nominating, Governance and Public Responsibility Committee is responsible for recommending to the Board compensation and benefit programs for non-employee directors.

The Nominating, Governance and Public Responsibility Committee shall recommend compensation that is appropriate for a corporation of the Company's complexity and size. In order to align the directors' interests with the long-term interests of shareholders, a portion of the directors' compensation will be in the form of cash retainers and a portion will be in the

form of stock grants or share equivalent units. Chairs of the Board Committees will receive additional cash retainers, as determined by the Board. Directors may defer the receipt of their cash retainers.

#### **14. Director Orientation and Continuing Education**

All new directors shall participate in a comprehensive orientation program, including personal briefing sessions from members of senior management on the Company's accounting policies, financial reporting, business strategies and key regulatory issues. On an ongoing basis, directors shall be provided with continuing education on matters relevant to the Company and its business.

#### **15. Communicating Concerns to the Board**

Any person who wishes to communicate with the Board, any of the Company's directors, Committee chairs or the Lead Independent Director may do so in writing. Concerns relating to the Company's financial statements, accounting practices or internal controls should be addressed to the attention of the Chairman of the Audit and Compliance Committee, and concerns relating to the Company's governance practices, business ethics or corporate conduct should be directed to the attention of the Chairman of the Nominating, Governance and Public Responsibility Committee. All correspondence should be sent to:

Corporate Secretary  
American Express Company  
200 Vesey Street, 49<sup>th</sup> Floor  
New York, New York 10285-4913

The Corporate Secretary will refer the correspondence to the appropriate Board or Committee member. However, at the discretion of the Corporate Secretary, material considered to be inappropriate or harassing, unsolicited advertisements or promotional materials and invitations to conferences may not be forwarded to the directors.

#### **16. Confidentiality**

The proceedings and deliberations of the Board and its Committees are confidential. Each director shall maintain the confidentiality of information entrusted to them by the Company and any other confidential information about the Company that comes to them, from whatever source, in their capacity as a director, except when disclosure is authorized by the Company or legally required (in which event of such legally required disclosure, the director shall give notice to the Chairman of the Board, the Lead Director and General Counsel a reasonable time in advance of any such anticipated disclosure, consult with the Company on the advisability of taking legally available steps to resist or narrow such disclosure and assist the Company, at the Company's expense, in taking such steps).

#### **17. Review of Corporate Governance Principles**

The Nominating, Governance and Public Responsibility Committee shall review and recommend changes to these Principles to the Board, as appropriate. Each director may also

suggest changes to these Principles for consideration by the Nominating, Governance and Public Responsibility Committee.

**Amended and Restated as of January 29, 2020**