

**AMERICAN EXPRESS COMPANY  
EXECUTIVE COMMITTEE CHARTER  
(as amended and restated as of April 27, 2005)**

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The Committee is responsible for acting in place of the Board of Directors in emergencies or in intervals between meetings of the Board of Directors.

The Committee shall be comprised of at least three members and shall report its activities to the Board at the Board's next meeting.

In carrying out its responsibilities, the Executive Committee shall have all the authority of the Board of Directors, except the Executive Committee shall not have the power to fill vacancies in the Board, fix compensation of directors, repeal or amend by-laws or adopt new by-laws, repeal or amend any resolution of the Board which by its terms cannot be so amended or repealed, or submit to shareholders any action that needs shareholders' approval under the Business Corporation Law of the State of New York.

All acts done and powers conferred by the Executive Committee shall be deemed to be and may be certified as being done or conferred under authority of the Board of Directors.

The Chairman of the Executive Committee shall invite all members of the Board of Directors who are not Committee members to attend meetings of the Committee at which substantive action is to be taken.