



**American International Group, Inc.****AIG NYSE****Insurance - Multiline**

Market Capitalization USD:

**\$41,660.50 mm****CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years. 
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Robert H. Benmosche****Age: 67****CEO Since: 2009**

	2009	2010	2011
<b>Base Salary</b>	\$1	\$3,000,000	\$3,000,000
<b>Discretionary Bonus</b>	\$0	\$0	\$0
<b>Annual Cash Incentive</b>	\$0	\$0	\$0
<b>Benefits and Perquisites</b>	\$204,057	\$25,000	\$22,928
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$204,058</b>	<b>\$3,025,000</b>	<b>\$3,022,928</b>
<b>Increase in Post-Retirement Benefits</b>	\$0	\$18,467	\$28,576
<b>Stock Option Awards</b>	\$0	\$0	\$0
<b>Stock Awards</b>	\$0	\$5,380,802	\$10,932,677
<b>TOTAL COMPENSATION</b>	<b>\$204,058</b>	<b>\$8,424,269</b>	<b>\$13,984,181</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$9,021,045	\$9,888,387	\$6,877,497
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$0	\$3,999,591	\$7,432,218
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$0</b>	<b>\$3,999,591</b>	<b>\$7,432,218</b>

Proxy Date: 5 Apr 2012

Annual Meeting Date: 16 May 2012

Equity Reserves: 2.35%

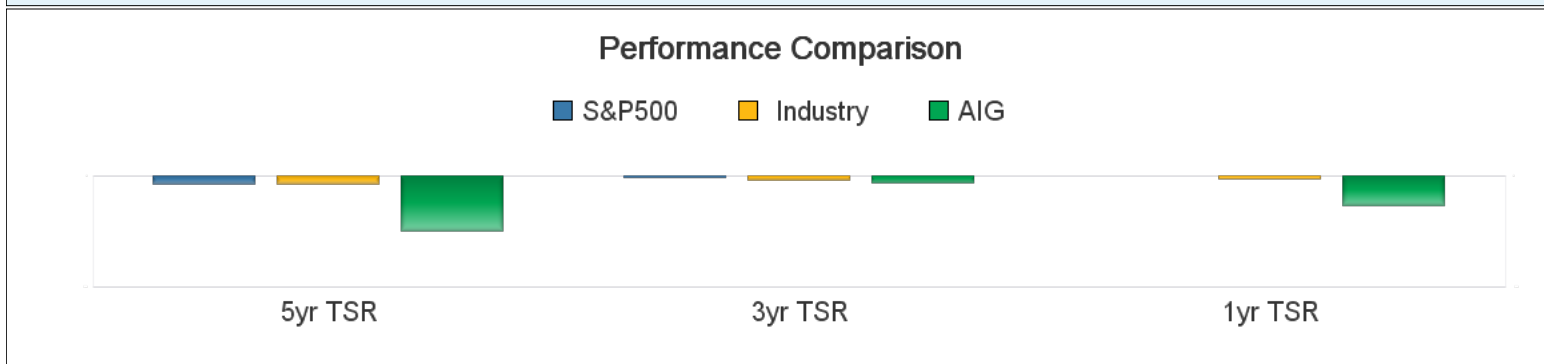
Stock Option Run Rate: 0.49%

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## Peer Comparisons (TRBC) = Financials

Ticker	Company Name	Total Summary CEO Compensation			Market Cap
		2009	2010	2011	
<b>AIG</b>	<b>American International Group, Inc.</b>	<b>\$204,058</b>	<b>\$8,424,269</b>	<b>\$13,984,181</b>	<b>\$41,660,498,570</b>
GS	Goldman Sachs Group, Inc. (The)	\$862,657	\$14,116,423		\$47,822,817,688
PRU	Prudential Financial, Inc.	\$18,425,632	\$22,572,279	\$23,693,441	\$22,773,960,000
BK	Bank of New York Mellon Corporation (The)	\$14,046,435	\$19,379,257	\$17,641,278	\$22,386,895,179
MET	MetLife, Inc.	\$11,600,338	\$13,867,854		\$29,620,393,691
WLP	WellPoint, Inc.	\$13,108,198	\$13,460,445	\$13,258,142	\$23,543,902,947
TRV	Travelers Companies, Inc. (The)	\$20,628,969	\$20,415,060		\$20,405,138,020

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Aetna, Inc., AFLAC, The Allstate Corporation, American Express Company, Ameriprise Financial, Inc., Bank of America Corporation, Bank of New York Mellon, BlackRock, Inc., Capital One Financial Corp., CIGNA Corporation, Citigroup Inc., Chubb Group, Hartford Financial Services, Invesco Ltd., JP Morgan Chase & Co., Lincoln National Corporation, Marsh & McLennan Companies, Inc., MetLife Inc., Principal Financial Group, Inc., Prudential Financial Inc., T. Rowe Price Group, Inc., The Travelers Companies Inc., U.S. Bancorp and Wells Fargo & Company.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Arthur C. Martinez	Chairman	72	Male	3	Outside
Laurette T. Koellner	Member	57	Female	3	Outside
Ronald A. Rittenmeyer	Member	64	Male	2	Outside
Suzanne Nora Johnson	Member	54	Female	4	Outside
W. Don Cornwell	Member	64	Male	1	Outside

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