



**BYLAWS OF AMERICAN INTERNATIONAL GROUP, INC.
EMPLOYEE STATE POLITICAL ACTION COMMITTEE**

ARTICLE I

Name. The name of this committee shall be the American International Group, Inc. Employee State Political Action Committee (hereinafter referred to as the "PAC").

ARTICLE II

Location. The principal office of the PAC shall be located at 80 Pine Street, New York, NY. The PAC may have such other offices, either within or without the State of New York, as the PAC Board may determine or as the affairs of the PAC may require from time to time.

ARTICLE III

Purpose. The PAC is established to promote and facilitate the accumulation of voluntary contributions from the executive and administrative personnel and qualifying members of the Board of Directors of American International Group, Inc. (the "Company") for the support of political parties and candidates for nomination or election to federal office in the United States, and for support of political parties and candidates at the nonfederal level in accordance with state and local law.

The PAC is structured as a "political organization" under the Internal Revenue Code (26 U.S.C. § 527) and as a "separated segregated fund" of the Company under the Federal Election Campaign Act of 1971, as amended (the "Act"). The PAC is affiliated with, but operated independently of, the American International Group, Inc. Employee Political Action Committee. As permitted by law, the Company will provide resources needed only for the establishment, administration and solicitation costs of the PAC.

The PAC shall not accept contributions from persons determined to be "covered associates" under the Securities and Exchange Commission's ("SEC") pay-to-play Rule for investment advisers, 17 C.F.R. § 275.206(4)-5, any person subject to Rule G-37 of the Municipal Securities Rulemaking Board, any person subject to Rule 2030 of the Financial Industry Regulatory Authority, any person subject to the swap dealer pay-to-play Rule 13.451 of the Commodity Futures Trading Commission, or any person subject to SEC Rule 15Fh-6 (if issued). The PAC also shall not accept contributions from any person treated by Company policy as being covered by any of the aforementioned pay-to-play rules. (Hereinafter persons covered by this paragraph will be referred to simply as "covered associates.")

ARTICLE IV

Governance and Officers. The strategy of the PAC shall be managed by its Board of Directors. The PAC Board shall consist of no fewer than seven (7) Directors, who shall be appointed by the Chairman of the PAC ("Chairman") in close coordination with the Company's senior leadership. Foreign nationals without permanent resident status are neither eligible Directors nor shall they participate in any manner in the management of the PAC. The Chairman of the PAC shall be the Head of AIG Federal and State Government Affairs. Directors shall serve for such terms as may be determined by the Chairman. Directors shall serve in their position until a successor is chosen and qualified or until their earlier removal or upon their leaving the employ of the Company or its affiliates. The Chairman shall also be a member of the Board. The Chairman may create such formal or informal advisory groups as deemed appropriate. In the event there is a temporary vacancy in the position of Chairman, the remaining Board

members shall choose from among their ranks a temporary acting Chairman, who shall serve in that role until the vacancy in the position of Chairman is filled.

The Chairman shall preside over the meetings of the Directors. A meeting may be called by the Chairman or when it is necessary that a matter relating to the affairs of the PAC be considered at such meeting. Directors may participate in any meeting by means of a conference telephone or similar communications equipment.

In the case of a vote on any matter specified in these bylaws, a majority of the directors participating at a meeting shall constitute a quorum. In the event of a tie vote, the vote of the Chairman shall be determinative.

The Treasurer of the PAC shall be selected by, and serve at the pleasure of, the Chairman. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the PAC; receive and give receipts for monies due and payable to the PAC from any source whatsoever; and deposit all such monies in the name of the PAC in such banks or other depositories as shall be selected by the PAC; and in general perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the Chairman.

In addition, the Chairman and his designees shall be responsible for maintaining such books and records as are required under the Act and regulations promulgated thereunder; for signing and filing such reports as are required under this Act and regulations; for ensuring that the PAC complies with any other requirements of the Act and regulations as may be necessary; and for ensuring that the PAC complies with any state or local campaign finance laws pertaining to the activity of the PAC.

In the event there is a temporary vacancy in the position of Treasurer, the Designated Agent (Assistant Treasurer) appointed as provided in the next paragraph shall temporarily assume the responsibilities of Treasurer of the PAC until the vacancy in the position of Treasurer is filled.

As required by applicable laws or as deemed appropriate for other reasons, the Chairman may appoint other officers of the PAC, including a separate Custodian of Records, and Designated Agent (Assistant Treasurer) to prevent disruption of PAC operations.

No foreign national without permanent resident status may participate in the operations or administration of the PAC or in any decisions to make contributions or expenditures in connection with any federal or nonfederal election. No covered associate may participate in the operations or administration of the PAC or in any decisions to make contributions or expenditures in connection with any federal or nonfederal election.

ARTICLE V

Solicitation of Voluntary Contributions. Contributions to the PAC may be solicited only from executive and administrative personnel of the Company, as well as from all employees pursuant to the "twice-yearly" solicitation procedures under the Act and regulations. Contributions to the PAC shall be wholly voluntary. No contribution shall be accepted which is earmarked for any political committee, activity or candidate. Contributions shall be distributed by the Treasurer at the discretion of the Chairman in accordance with the criteria set forth in Article VI. The Treasurer shall return to the donor any contribution which exceeds in amount the limits set by applicable law or is otherwise impermissible.

The PAC is prohibited from accepting anonymous contributions, or receiving or making contributions in the name of another. This means that no individual or the Company may assist another to make a contribution, whether through a bonus, an expense account or other form of reimbursement that conceals

the source of the true contributor. The PAC shall neither solicit nor accept directly or indirectly any contribution not lawful under the Act and regulations, including from any foreign national without permanent resident status. No contribution shall be r accepted from a covered associate.

PAC funds shall not be commingled with those of any individual or other organization, nor shall they inure to the private benefit of any contributor to, or officer of, the PAC.

For purposes of the contribution limits under the Act and regulations, contributions received and made by the PAC shall be aggregated with contributions received and made by any affiliated PAC.

ARTICLE VI

Distribution of Funds. In determining how contributions to candidates or other recipients shall be distributed, the Chairman shall consider the recommendations of the PAC Board and other knowledgeable persons, except that no discussions about contributions shall be had with covered associates. Any disbursement by the PAC shall be drawn on the account or accounts established at the PAC's depository or depositories as designed under Article VII below.

ARTICLE VII

Checks, Deposits and Funds. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the PAC shall be signed by the Treasurer or the Designated Agent.

All funds of the PAC shall be deposited within ten days of receipt by the Treasurer or the Designated Agent to the credit of the PAC in such banks or other depositories as permitted by the Act, and as indicated on the PAC's Statement of Organization. The Treasurer or the Designated Agent may accept on behalf of the PAC any contribution as permitted by the Act.

ARTICLE VIII

Books and Records. The PAC shall keep correct and complete books and records of accounts at the principal office of the PAC. All books and records of the PAC may be inspected by a member of the PAC Board for any proper purpose at any reasonable time.

ARTICLE IX

Dissolution. The PAC may be dissolved at any time by a vote of a majority of the PAC Board. In the case of dissolution, the PAC shall disburse any remaining funds in accordance with applicable law. All documents necessary for dissolution may be executed by the Chairman and Treasurer.

ARTICLE X

Amendments to Bylaws. These bylaws may be altered, amended or repealed and new bylaws may be adopted by the written consent of a majority of the members of the PAC Board.

These Bylaws are approved and adopted by the American International Group PAC on this 16th day of June, 2016.