I. Purpose

The purpose of the Risk Committee (the “Committee”) of the Board of Directors (the “Board”) of American International Group, Inc. (“AIG”) is to assist the Board in overseeing and reviewing information regarding AIG’s enterprise risk management and AIG’s overall risk framework, risk appetite and management’s identification, measurement, management, monitoring and reporting of key risks facing AIG.

II. Membership

The Committee shall be comprised of at least three directors, a majority of whom shall be “independent” under the rules of the New York Stock Exchange (“NYSE”) and any other applicable law, rule, or regulation as in effect from time to time. Determinations of independence shall be made by the Board upon the recommendation of the Nominating and Corporate Governance Committee (“NCGC”). The Chair and other members of the Committee shall be appointed and may be removed by the Board based upon the recommendation of the NCGC.

III. Meetings

A. The Chair shall preside at meetings of the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a member of the Committee to serve as the chair of the meeting.

B. The Corporate Secretary of AIG or another designated individual shall record and keep minutes of all Committee meetings.

C. The Chair of the Committee shall report to the Board from time to time.

IV. Responsibilities

The duties and responsibilities of the Committee shall include:

A. Reviewing the enterprise risk management practices and risk framework of AIG and matters related to AIG’s aggregate risk profile and risk appetite.

B. Reviewing assessments of key risks conducted by AIG’s Enterprise Risk Management Group and related risk management policies.

C. Reviewing risk management strategies, emerging risks, risk mitigation strategies and other matters related to the management of risks pertaining to AIG’s businesses.

D. Reviewing operational risks that can manifest themselves or span across key risk types, including climate risk, concentration risk, cyber risk, and data and information security risk, as well as steps taken by management to control for such risks.
E. Reviewing the appointment, removal and performance of the Chief Risk Officer ("CRO").

F. Reviewing, from time to time, reports from the CRO with respect to:
   1. Management’s communication of risk management policies throughout the organization;
   2. The structure for the assignment of responsibility for risks; and
   3. The management of AIG’s risks from the perspective of relevant constituencies, including rating agencies, regulators, and others.

G. The Chair of the Committee shall coordinate with the Chair of the Compensation and Management Resources Committee to help ensure that AIG’s compensation arrangements are designed to provide incentives that are consistent with the interests of AIG’s stakeholders and do not encourage senior executives to take excessive risks.

V. Delegation of Authority

A. The Committee shall have the authority to form, and delegate its authority to, one or more subcommittees consisting solely of one or more members of the Committee when it deems it appropriate to do so. Each subcommittee shall have the full power and authority of the Committee as to matters delegated to such subcommittee.

VI. Performance Evaluation

A. In coordination with the NCGC, the Committee shall, from time to time, conduct a performance evaluation of the Committee and report the results to the Board.

VII. Amendments

A. The Committee shall review and reassess this charter from time to time and propose any recommended changes to the Board.