

**CHARTER OF THE
NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF AMERIPRISE FINANCIAL, INC.**

**AS AMENDED AND APPROVED BY THE BOARD OF DIRECTORS
ON OCTOBER 2, 2007**

I. PURPOSES OF THE COMMITTEE

The Nominating and Governance Committee's primary purposes are to:

- Assume a leadership role in shaping the corporate governance of the Company;
- Promote the effective functioning of the Board and its committees;
- Advance the best interests of the Company and its shareholders through the implementation, oversight, and disclosure of sound corporate governance guidelines and practices; and
- Promote the clear and complete disclosure to shareholders of material information regarding the compensation and benefits of the Company's non-management directors.

In performing their duties and responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- One or more officers or employees of the Company whom the Committee member reasonably believes to be reliable and competent in the matters presented;
- Counsel, independent auditors, search firms, compensation consultants, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person; or
- Another committee of the Board as to matters within its designated authority which committee the Committee member reasonably believes to merit confidence.

**II. LEGAL OR OTHER REQUIREMENTS; AUTHORITY; MINIMUM MEMBERSHIP;
MEMBERSHIP REQUIREMENTS; MINIMUM NUMBER OF MEETINGS**

The Committee is established pursuant to Article III, Section 3.01 of the Company's By-Laws. This charter does not limit or supersede any authority granted to the Committee or the Board under the By-Laws. The members of the Committee are appointed annually by the Board on the recommendation of the Nominating and Governance Committee and serve until their successors are duly elected and qualified. Under the By-Laws, the Board has the authority to remove any member (and any alternate member) of the Committee at any time, either for or without cause. The Board determines the number of members on the Committee from time to time, but the number will not be fewer than the minimum number prescribed by applicable law, the By-Laws or

New York Stock Exchange (“NYSE”) requirements. Committee members must satisfy the independence requirements prescribed by the NYSE.

The Board will, on the recommendation of the Nominating and Governance Committee, appoint one of the members of the Committee to serve as Committee Chairman. The Committee Chairman will, as a subcommittee, have the authority to act on behalf of the Committee between meetings. The Committee may also form and delegate its authority to other subcommittees consisting of one or more members when appropriate.

The Committee has the authority, to the extent it deems necessary or appropriate, to retain independent legal, compensation or other advisors, including director search firms. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to ask the Company to provide the Committee with the support of one or more Company officers or employees to assist it in carrying out its duties. The Committee may request any officer or employee of the Company or of the Company’s outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.

The Committee, in its capacity as a Board committee, is directly and solely responsible for the appointment, oversight, amount of compensation, evaluation, retention, and termination of any search firm to be used to identify director candidates or any compensation consultant to be used with respect to the compensation and benefits of non-management directors. Any such search firm or compensation consultant shall report directly to the Committee.

The Company shall provide for appropriate funding, as determined by the Committee, for the payment of the compensation of any search firm, compensation consultant, or other advisor engaged by the Committee and for payment of any administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee will meet as often as the Committee or the Committee Chairman determines, but not less frequently than twice each year.

III. RESPONSIBILITIES OF THE COMMITTEE

The following will be the common recurring activities of the Committee in carrying out its purposes. These activities are set forth as a guide with the understanding that the Committee may diverge from this guide as it considers appropriate in the circumstances.

Charter Review

- Review and reassess the adequacy of this charter annually and recommend to the Board any proposed changes to this charter

Identification and Recommendation of Director Candidates

- Recommend to the Board for approval the criteria to be used by the Committee to identify individuals qualified to become directors, including such specific minimum qualifications, if any, that the Committee believes are necessary for one or more of the Company's directors to possess
- Identify and evaluate individuals as potential director candidates, in light of the criteria approved by the Board and in consultation with the Chairman of the Board
- Evaluate individuals nominated as a director candidate by shareholders in accordance with the requirements of the Company's By-Laws, in light of the criteria approved by the Board and in consultation with the Chairman of the Board
- Evaluate those incumbent directors whose terms will end at the next annual meeting of shareholders, in light of the criteria approved by the Board and their contributions to the effectiveness of the Board and the committees on which they serve, in consultation with the Chairman of the Board
- Recommend to the Board the number of directors to be elected and a slate of nominees for election as directors at the Company's annual meeting of shareholders or at any other meeting at which directors of the Company will be elected
- Recommend to the Board individuals to be appointed as directors in order to fill vacancies or newly-created directorships

Director Independence

- Recommend to the Board categorical or other standards for determining director independence consistent with the rules of the NYSE and other legal or regulatory requirements, and review and reassess such standards on a periodic basis
- Review the independence of directors at least annually, prior to the Company's annual meeting of shareholders, and recommend to the Board which directors should be affirmatively determined by the Board to be independent under the NYSE corporate governance rules

Committee Membership, Structure, and Responsibilities

- Recommend to the Board for approval the membership and Chairman of each Board committee and any subsequent changes in the composition of a committee

- Recommend to the Board for approval such changes in the Board's committee structure or assigned committee responsibilities as the Committee deems advisable
- Confirm that each standing committee of the Board has a charter in effect and that each committee reviews and reassesses its charter at least annually

Director Compensation, Retirement, Equity Ownership, and Orientation and Continuing Education

- Oversee the compensation and benefits of non-management directors and make such determinations or recommendations to the Board for approval as the Committee deems appropriate
- Review and discuss with management the disclosures to be included in the Company's proxy statement for the annual meeting of shareholders relating to the compensation and benefits of the Company's non-management directors
- Recommend to the Board for approval guidelines governing the circumstances under which a director will be required to retire or to submit his or her resignation to the Committee for its consideration
- Recommend to the Board for approval a policy governing the value and the nature of a non-management director's required equity ownership in the Company, including the length of time permitted to attain the required ownership level
- Oversee the orientation and continuing education program for directors

Shareholder Proposals and Communications

- Review timely shareholder proposals properly submitted to the Company and recommend appropriate action to the Board
- Adopt such policies and procedures with respect to communications between shareholders or other interested parties and the Board as it deems appropriate, including the attendance of directors at annual meetings of shareholders

Amendments to the By-Laws or Certificate of Incorporation

- Review proposed amendments to the Company's By-Laws or Certificate of Incorporation and recommend appropriate action to the Board

Compliance with Corporate Governance Rules

- Review and reassess the adequacy of the Company's Corporate Governance Guidelines at least annually and recommend such changes to the Board for approval as the Committee deems appropriate
- Oversee the annual self-evaluation process for the Board and each of its standing committees and report to the Board on the results, including any actions recommended to enhance the effectiveness of the Board and its committees
- Periodically review and assess the Company's compliance with the corporate governance requirements established by the NYSE, the Securities and Exchange Commission, the Sarbanes-Oxley Act of 2002, or other laws and regulations, including any applicable disclosure obligations imposed on the Company

Board and Committee Functions and Administration

- Approve policies governing the minutes kept of Board, committee, and annual shareholder meetings
- Periodically review and assess the processes used to promote the quality and clarity of the information provided to the Board and its committees and make such recommendations to management as the Committee deems appropriate for enhancing such processes

General

- Recommend to the Board such additional actions related to corporate governance policies and practices as the Committee may deem necessary or advisable from time to time
- Report to the Board on the Committee's activities, as appropriate
- Maintain minutes or other records of the Committee's meetings and activities
- Review and assess the quality and clarity of the information provided to the Committee and make recommendations to management as the Committee deems appropriate from time to time for improving such materials
- Conduct an annual performance evaluation of the Committee in accordance with procedures approved by the Nominating and Governance Committee