

# Delivering on our Commitments



# CODE OF CONDUCT



## OUR VISION

Our vision is . . .

To be the world's first-choice provider of insurance and financial services. We will create unmatched value for our customers, colleagues, business partners and shareholders as we contribute to the growth of sustainable, prosperous communities.

## OUR VALUES

- **People**

Develop diverse talent. Reward excellence.

- **Customer Focus**

Anticipate their priorities. Exceed their expectations.

- **Performance**

Be accountable. Manage risks. Deliver AIG's strength.

- **Integrity**

Work honestly. Enhance AIG's reputation.

- **Respect**

Value all colleagues. Collaborate with one another.

- **Entrepreneurship**

Seize opportunities. Innovate for and with customers.

## DELIVER THE FIRM

The core values and principles set forth in our Code are a reflection of the talents and expertise which distinguish AIG and are an integral component of the value proposition that we bring to our customers, employees and all of our communities as we strive every day to truly Deliver The Firm. In order to execute our Deliver The Firm strategy, AIG expects every employee to collaborate with colleagues throughout the organization, manage risks, comply with all applicable regulations and optimize operational efficiencies.

# A MESSAGE FROM ANASTASIA D. KELLY

In 1919, 27 year old Cornelius Vander Starr founded an insurance agency in Shanghai, China that established the roots of the organization that became AIG. Starr was not a wealthy young man. He built a company by delivering on his commitments to customers and business partners. He acted with respect for local customers and his employees, hard work, entrepreneurial spirit and uncompromising integrity.

Starr's was the right way to build a great company then. There is no other way to run a great company now.

We have an exceptional legacy. This legacy is the strong foundation for our business today in the complex, highly regulated world in which AIG operates. This Code of Conduct is a tool to help each of us live up to our shared corporate Values and the commitments that guide us. This Code is neither a comprehensive resource nor a substitute for sound judgment. It is a summary of standards intended to drive integrity throughout AIG.

In the 130 countries and jurisdictions in which AIG does business, words like integrity, honesty, fairness and accountability are held in common. While words matter, actions matter more. We must incorporate the letter and spirit of these principles into our actions on behalf of AIG. We must deliver on our commitments to each other, customers, business partners, shareholders and the communities where we do business.

AIG is an exceptional organization, providing valuable services to customers around the world. Please join me in building on our great legacy and demonstrating the Values we share in everything we do.

Anastasia D. Kelly

*Executive Vice President, General Counsel,  
and Senior Regulatory and Compliance Officer*

When used in this Code, 'AIG' refers to American International Group, Inc. and its subsidiaries worldwide. Business units and jurisdictions may have other Codes consistent with or more stringent than this Code. These Codes may impose additional responsibilities on AIG employees in those business units and jurisdictions. Concerns regarding potential conflicts between a provision of this Code and local law should be escalated to the compliance officer assigned to your business.

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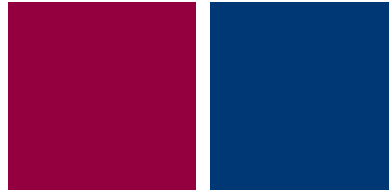
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# ▶ DELIVERING ON OUR COMMITMENTS

*At the core of AIG's business is a promise that we will stand behind our products and services. Personal and organizational integrity are critical to delivering on this promise and protecting our reputation.*



Delivering on our commitments is vitally important to our employees, customers, shareholders and the communities in which we live and do business.

## To Whom Does the Code Apply?

The *AIG Code of Conduct* (“the Code”) provides ethical guidelines for conducting business on behalf of AIG companies. The Code is a resource for all AIG officers and employees. This Code cannot address every issue that we may encounter but it does provide guidance and resources for those times when the right choice is not clear. Additional information, including relevant rules and policies, may be found in links throughout this document as well as in our corporate policies.

Certain AIG business partners, such as agents, and consultants represent AIG to the public, and they are expected to adhere to the spirit of the Code, and to any applicable contractual provisions, when working on behalf of AIG companies.

AIG is a vast organization, and yet we are united by our commitment to deliver on our promises. Each of us has a responsibility to earn the trust that is placed in us.

- Our fellow employees trust us to value and respect them.
- Our customers and business partners trust our integrity.
- Our shareholders trust our stewardship.
- Communities around the world rely on us to be responsible corporate citizens.

This Code of Conduct is organized based on the commitments we deliver to each of these groups of people.

## Individual Responsibilities

Meeting our responsibilities enables our business to succeed and grow, today and in the future.

Each of us is expected to:

- Understand and act according to this Code and AIG's policies, applicable laws and regulations.
- Seek guidance from management, compliance personnel or AIG's legal counsel when you have questions.
- Promptly report concerns about possible violations of this Code or applicable laws and regulations to management or to one of the resources listed on the next page.
- Participate in ethics and compliance training to keep up-to-date on current standards and expectations.

No reason, including the desire to meet business goals, can ever be an excuse for violating laws or regulations.

## Additional Responsibilities for Managers

Each manager is expected to fulfill the following additional responsibilities:

- Serve as a role model for the highest ethical standards and create and sustain a culture of trust, honesty, integrity and respect.
- Be a resource for employees. Ensure that they are aware of, understand, and know how to apply this Code and AIG's policies, applicable laws and regulations in their daily work.
- Seek assistance from other managers or AIG's legal counsel, compliance officers or human resource professionals when unsure of the best response to any given situation.
- Be proactive. Take reasonable actions to prevent and identify misconduct. Report situations that might impact the ability of employees to act ethically on behalf of AIG.

“I EXPECT YOU TO BE HONEST, HARD WORKING, AND TREAT THE COMPANY AS IF YOU OWN IT.”

– C.V. STARR

## Asking Questions and Raising Concerns

Most concerns likely to be faced at work can be resolved by talking to and working with management, Human Resources or the compliance officer assigned to your business. In addition, AIG employees may ask questions, raise concerns or report instances of non-compliance with this Code, AIG policies or applicable laws and regulations by contacting any of the following:

- **AIG's Corporate Compliance Group** at 1-646-857-1877 or e-mail [corporatelegalcompliance@aig.com](mailto:corporatelegalcompliance@aig.com).
- **AIG Compliance Help Line** at 1-877-244-2210 or via the internet, at [www.aigcompliancehelpline.com](http://www.aigcompliancehelpline.com). The Compliance Help Line is staffed by an independent third party that provides written reports to AIG's Corporate Compliance Group. Communications to the Help Line may be made anonymously, subject to local laws. Reports may be made in all major languages from anywhere in the world.

For concerns related to accounting, internal accounting controls or auditing matters, employees may contact either of the above (anonymously through the helpline) or may bring the concern to the attention of the Audit Committee of AIG's Board of Directors by e-mail at [accountinghotline@aig.com](mailto:accountinghotline@aig.com).

## Non Retaliation

AIG prohibits retaliation against any employee for making a good faith report of actual or suspected violations of this Code, laws, regulations or AIG policy.

## Discipline

Violating applicable laws, regulations or this Code, or encouraging others to do so, puts AIG's reputation at risk and therefore may result in disciplinary action. Failing to promptly report known violations by others also may be a violation of this Code. Discipline may include termination of employment and loss of employment-related benefits.

## Waivers of the Code

From time to time, AIG may amend or waive certain provisions of this Code. Any employee who believes that a waiver may be appropriate should discuss the matter with their business unit compliance officer. Only the AIG Board of Directors or its Nominating and Corporate Governance Committee may grant a waiver of a specific provision of the code for an executive officer of AIG.

### THE HEADLINE TEST

For making better decisions

- Is it **Legal**?
- Is it consistent with **AIG's Values and Policies**?
- Is it **Appropriate and Honest**?
- How would my actions be perceived if they appeared in the **Newspaper**?

**Q: My Business Unit sets various goals that we are supposed to achieve. Sometimes I feel pressured to violate the Code to achieve these goals. Is this acceptable?**

A: No. While successful businesses often set high goals and strive to achieve them you should never violate the Code of Conduct or other AIG policies to achieve your goals.

**Q: Our Manager typically does nothing when concerns about potential misconduct are brought to her attention. She has made things difficult for co-workers who have raised issues. Now I have a problem: a co-worker is doing something wrong. What should I do?**

A: Speak up. Our Code says that you should report misconduct and that you can do so without fear of retaliation. While starting with your direct manager is often the best way to get concerns addressed, if you do not believe that it is appropriate or that your manager will help, you should talk to another member of management, human resources, or to the compliance officer assigned to your business. Additionally you may call or e-mail AIG's Compliance Help Line.

**Q: How does the Help Line work?**

A: The Help Line is AIG's 24-hour line for reporting potential issues and concerns. The Help Line is staffed by professionals acting on behalf of AIG. Language translation is available. Subject to local laws, callers may choose to remain anonymous.

**Q: If I think that a local law conflicts with this Code, what should I do?**

A: If you believe local laws conflict with the Code, please discuss the issue with the compliance officer for your business.

# ▶ OUR COMMITMENTS TO EACH OTHER

*The AIG companies have been world leaders in insurance for over 85 years because we have always believed in the power of diverse, talented people to create value and perform for customers and shareholders.*



## Global Diversity and Opportunity

AIG seeks to hire and promote the best talent by providing a dynamic environment that brings people with diverse skills and ideas together. An inclusive, diverse workforce fosters innovation and enhances our position as a global market leader.

AIG relies on the contributions of local people who best understand the cultures in the countries and jurisdictions in which we do business. AIG has always been committed to hiring local expertise and providing local talent with a positive business environment, leadership opportunities and fair compensation.

AIG provides employees with opportunities to learn, excel in their jobs, grow with the organization and profit financially.

## Respecting Others

Treating others with respect means that we do not discriminate on the basis of race, color, religion, sex,

national origin, age, disability, military service, marital status or sexual orientation.

Respect also means valuing each others' differences. We respect each others' opinions and should not treat others in a harassing or threatening manner.



## DELIVERING ON OUR COMMITMENTS

### Respecting Others

- Provide employees with opportunities based on performance and characteristics that are relevant to job performance.
- Abide by local labor and employment laws including those addressing discrimination and harassment.
- Provide a work environment free of improper harassment.
- Escalate concerns you may have regarding your workplace environment to human resources or the compliance officer assigned to your business.



## WARNING SIGNS

### Harassment

- ⊗ Unwelcome gestures or physical contact.
- ⊗ The display of sexually explicit or offensive pictures or other materials.
- ⊗ Sexual or offensive jokes or comments (explicit or by innuendo).

### Safe, Healthy and Secure Workplace

AIG is committed to conducting business in a manner that protects the health, safety and security of AIG employees and customers while they are on AIG premises. Situations that may pose a health, safety, security or environmental hazard must be reported



promptly to management or the appropriate corporate security personnel.

Avoiding security breaches, threats, losses and theft requires that all employees remain vigilant in the workplace and while carrying out AIG business. Notify management or Corporate Security of any issue that may impact AIG's security, emergency readiness, or fire and life safety preparedness.

## Alcohol and Drug Use

Using, selling, possessing or working under the influence of illegal drugs at AIG is prohibited. Excessive or inappropriate use of alcohol while conducting business for AIG is also prohibited.

## Employee Privacy

AIG respects the personal information and property of employees. Access to personal information or employee property is only authorized for appropriate personnel with a legitimate reason to access such information or property. Nonetheless, from time to time, AIG may access and monitor employee internet usage and communications. Subject to local laws, employees shall have no expectation of privacy with regard to workplace communication or use of AIG information technology resources.

“WHAT IS OUR BUSINESS?  
IT'S NO MORE  
THAN A GUARANTEE,  
A PIECE OF PAPER.  
WHAT IT BOILS DOWN  
TO IS PEOPLE.  
AND WE TAKE CARE  
OF OUR PEOPLE.”

– C. V. STARR

# Q&A

## OUR COMMITMENTS TO EACH OTHER

**Q: My supervisor and several of my colleagues tell jokes with a sexual overtone that I find very offensive. I have not complained because I know they will tell me to mind my own business or that I'm making trouble over nothing. Would they be right?**

A: No, they would be wrong. Offensive jokes of a sexual nature, even in private conversations that may be overheard by others, can be a form of harassment. First, you should try to talk to your supervisor and colleagues. If this does not work, or if you think doing so may subject you to retaliation or other problems, talk to a Human Resources representative or contact the compliance officer assigned to your business.

**Q: Isn't diversity just a U.S. issue? Why include it in the Code for a global enterprise like AIG?**

A: Diversity is a worldwide issue. We have always worked together to utilize the unique talents and perspectives of our diverse global workforce. Diversity is one of the key contributors to AIG's success. To make good decisions and serve our customers around the world we need a broad spectrum of perspectives and backgrounds.

**Q: I overheard my manager discussing with one of her peers some private information contained in a co-worker's medical records. What should I do?**

A: Medical information is strictly confidential. Inappropriate sharing of such information is a violation of AIG policy and a breach of trust. You should raise this issue with the appropriate management personnel. If you are uncomfortable raising this issue with management, then report the matter to human resources or the compliance officer assigned to your business. Additionally you may call or e-mail AIG's Compliance Help Line.

# OUR COMMITMENTS IN THE MARKETPLACE

*AIG is known for entrepreneurship. We compete vigorously to create new opportunities for our customers and ourselves. We seek competitive advantages only through legal and ethical business practices.*



## Customer Privacy and Data Security

Our customers expect us to carefully handle and safeguard the business and personal information they share with us. Never compromise a customer's trust by disclosing private information other than to those with a legitimate business need to know.

The classification of information as personal information or business data may differ by country. Employees who handle customer information are responsible for knowing and complying with applicable information privacy and information security laws. In all cases we must maintain appropriate physical, administrative and technical safeguards for personal information and business data.

We must be especially vigilant in following laws, regulations and policies when transferring personal information and business data across country borders. If you have

any questions about information privacy and/or data security, consult your manager, legal counsel and/or the compliance officer assigned to your business.

### Examples of private information include:

- **Personal information:** Information about an individual including name, address, national identity or passport number.
- **Business data:** Information related to the business plans, transactions and financial information of commercial customers, business associates and other parties.

## Conflicts of Interest

Your position at AIG cannot be used for inappropriate personal gain or advantage to you or a member of your family. Any situation that creates, or even appears to create, a conflict of interest between personal interests and the interests of AIG must be avoided. Potential conflicts of interest should be reported to management, who will work with the compliance officer assigned to your business to determine how best to handle the situation.



## DELIVERING ON OUR COMMITMENTS

### Conflicts of Interest

- Always make decisions in the best interest of AIG and our customers – not to advance personal interest.
- Remain aware of how personal activities can lead to potential conflicts, such as taking a second job with or making an investment in an AIG customer, vendor or competitor.
- Discuss with your manager any situation that could be perceived as a potential conflict of interest.
- Proactively address situations that may put your interests or those of a family member or friend in potential conflict with AIG.

## Corporate Opportunities

AIG employees are prohibited from taking for themselves or directing to a third party a business opportunity that is discovered through the use of AIG corporate property, information or position, unless AIG has already been offered and declined the opportunity. AIG employees are prohibited from using corporate property, information or position for personal gain to the exclusion of AIG and from competing with AIG.

## Personal Relationships

Immediate family members, members of your household and individuals with whom you have a close personal relationship should never improperly influence business decisions.

## Outside Activities

On occasion, outside activities can create a potential conflict of interest. The following activities may be considered conflicts and should be reported as set forth below:

- Service with an outside business, whether as an employee, board member, officer, trustee, partner or consultant, and especially any business that currently does or seeks to do business with AIG, or competes or seeks to compete with AIG; prior written approval from your manager is required before engaging in this type of outside activity.

- Service with a foundation, charity or non-profit organization where an employee will be paid for his or her service; prior written approval from your manager is required before engaging in this type of outside activity.
- Service with a foundation, charity or non-profit organization that has a business relationship with AIG. No approval for this type of outside activity is required provided that the employee will not be paid and there is no actual, potential or perceived conflict of interest. If you have a question whether there is a conflict, discuss it with your manager or the compliance officer assigned to your business.
- A presentation, talk, or service on a panel in which you are offered an honorarium. If an employee is compensated for this type of activity, he/she must notify his/her manager in writing of any fees received and may be required to turn the fees received over to AIG.
- Serving as a public official or running for elected office; prior written approval must be obtained from AIG's General Counsel or his/her designee to serve as a public official or run for elected office.

To avoid even the appearance of any conflict with AIG's interests, employees who participate in community support efforts outside of AIG-sponsored programs should never imply AIG endorsement of the effort.

# INTEGRITY


**DELIVERING ON OUR COMMITMENTS**

## Gifts and Entertainment

- Never allow business gifts and entertainment, whether given or received, to improperly influence business decisions.
- Remember if the donor is not present, then the entertainment is subject to gift policies.
- Respect local and cultural sensitivities when exchanging business gifts and entertainment.
- Never provide or accept extravagant gifts or lavish entertainment.
- Never offer anything that could be considered a bribe or other improper payment or gift. When providing gifts or entertainment to government officials, comply with AIG's Anti-Corruption Policy.
- Do not solicit gifts, favors or entertainment.
- Report any gifts valued at more than \$150 USD to your manager and the compliance officer assigned to your business, and turn it over to them for disposition.
- Prior written approval of a manager is required before providing a gift valued at more than \$150 USD.

## Appropriate gifts or entertainment, whether given or received, should:

- Have a specific business purpose.
- Be in good taste and not extravagant or excessive.
- Not be exchanged frequently with the same source.
- Be allowed by AIG's and the recipient's organization's policies.
- Be reasonable, ordinary, customary and lawful in the country or region where they are exchanged.
- Not be intended to improperly influence business decisions.
- If a gift, not be valued in excess of \$150 USD.

## Conflicts of Interest (Cont.)

### Gifts and Entertainment

Modest gifts and appropriate entertainment can help strengthen business relationships, but these business courtesies, whether given or received by AIG employees, must never improperly influence business decisions.

If you are offered a gift that does not meet the criteria set forth in the appropriate gifts or entertainment section on this page, politely decline the gift or entertainment. If declining a gift would be offensive or hurt a business relationship, accept the gift on behalf of AIG and submit a written gift report to your manager within 30 days. The gift must be forwarded to your manager who, together with your compliance officer, will determine the appropriate disposition of the gift. Managers are responsible for collecting gift reports and filing them with their compliance officer.

Cash or cash equivalents, including gift certificates, checks, traveler's checks or money orders, investment securities, negotiable instruments, payment of credit card charges or similar items, cannot be accepted or offered as gifts – regardless of the amount.

Special care must be taken when providing gifts and entertainment to officials or employees of governments or government-owned or controlled enterprises. When providing gifts or entertainment to government officials or employees of government owned or controlled enterprises, you are required to abide by local law and AIG's Anti-Corruption Policy. Consult with the compliance officer assigned to your business if you have any questions regarding gifts or entertainment provided to government officials.

Business units may impose additional gift and entertainment restrictions and reporting requirements.

## Relations with Our Business Partners

Our business partners serve as extensions of AIG. When working on behalf of AIG, business partners are expected to adhere to the spirit of the Code, and to any applicable contractual provisions.

Business partners must not act in a way that is prohibited or considered improper for an AIG employee to perform. We must all ensure that customers, producers, agents, and suppliers do not exploit their relationship with AIG or use AIG's name in connection with any fraudulent, unethical or dishonest transaction.

AIG business partners are expected not to create incentives for AIG employees or others who do business with AIG to violate the Code's standards.

## Supplier Diversity

AIG seeks supplier partnerships with diverse businesses. We particularly value suppliers that share AIG's dedication and commitment to diversity and social responsibility.

Each of us is expected to support AIG's Supplier Diversity Program by promoting the use of suppliers that meet the program's qualifications.

## Fair Dealing

AIG seeks competitive advantages only through legal and ethical business practices. Each of us must conduct business in a fair manner with our customers, service providers, suppliers and competitors. Do not disparage competitors or their products and services. Improperly taking advantage of anyone through manipulation, concealment, abuse of privileged information, intentional misrepresentation of facts or any other unfair practice is not tolerated at AIG.

## DELIVERING ON OUR COMMITMENTS

### Relations with Our Business Partners

- Be aware of business practices of AIG agents and other representatives to ensure that proper means are used to deliver our services.
- Perform appropriate due diligence regarding potential agents, consultants and independent contractors prior to engaging their services.
- Never pressure or encourage AIG suppliers or agents to engage in improper activities.
- Treat suppliers, agents, and other representatives with respect and consideration.

## DELIVERING ON OUR COMMITMENTS

### Fair Dealing

- Conduct business with customers and suppliers in a manner that demonstrates our commitment to fair competition.
- Provide truthful and accurate marketing information.
- Gather information about competitors only according to legal and proper means and in a manner that reinforces AIG's integrity.
- Never use improper or questionable methods to gather information about competitors.
- Never misrepresent yourself or your purpose in business interactions with a potential or current AIG customer or business partner.

# CUSTOMER FOCUS

## Antitrust and Fair Competition

AIG competes vigorously and fairly around the world. We seek to maintain and grow our business through superior products and services - not through improper or anticompetitive practices. We strive to understand and comply with global competition and antitrust laws.

These laws are complex. Employees who are unsure of appropriate practices should consult with the

compliance officer assigned to their business for additional information and clarification.

The following guidelines will help ensure fair business conduct and appropriate competition.

### Do:

- Compete vigorously and lawfully in every market in which AIG participates, making all business decisions independently in the best interest of AIG.
- Obtain competitively sensitive information about AIG's competitors only from lawful and appropriate sources.
- Comment on competitors or their products or services based only on factual information.

### Do not:

- Agree formally or informally with a competitor to fix prices or other terms of sale, rig bids, set production or sales levels, or allocate customers, markets, or territories.
- Discuss any of the following with a competitor: prices, bids, customer sales, commissions, terms of sale, profits, margins, costs, production, inventories, supplies, marketing plans or other competitively sensitive information.
- Attend meetings with competitors at which competitively sensitive information, including the subjects mentioned in the above two bullets, is discussed.
- Agree with others outside of AIG as to which suppliers or customers to do business with.
- Make unsubstantiated or untruthful comparisons to competitors or their products or services.
- Obtain competitively sensitive information from AIG's competitors or those known to have a duty of confidentiality to such competitors.



## W A R N I N G S I G N S

### Antitrust and Fair Competition

Antitrust and competition laws vary among different countries and states. These variations result in certain actions potentially being permitted in some countries or states and prohibited in others. If you encounter any of the activities set forth below and are not sure whether these activities are lawful, contact the compliance officer assigned to your business for advice on how to proceed:

- ⊘ Attempts to dictate or control a customer's resale prices.
- ⊘ Making the sale of any product or service conditional on a customer's purchase of another product.
- ⊘ Offering a customer prices or terms more favorable than those offered to a similarly situated competitor of the customer.
- ⊘ Restricting a customer or supplier from dealing with a competitor.
- ⊘ Selling products or services below cost or other unfair pricing or promotion practices.

# ENTREPRENEURSHIP

## Competitive Information

AIG prohibits using illegal or unethical means to obtain competitor or supplier confidential information, including trade secrets. Obtain competitive information about AIG's competitors only from lawful and appropriate sources. Do not obtain competitively sensitive information from AIG's competitors or those known to have a duty of confidentiality to such competitors.

Never improperly obtain, disclose or use others' trade secrets without appropriate authorization. Offers of confidential information that may have been obtained improperly must be immediately reported to the compliance officer assigned to your business.



## WARNING SIGNS

### Obtaining Competitive Intelligence

- ⊗ Retaining documents or computer records from prior employers.
- ⊗ Pressuring or encouraging new AIG employees to discuss confidential information from previous employers.
- ⊗ Obtaining information through any behavior that could be construed as "espionage", "spying" or which you would not be willing to fully disclose.
- ⊗ Unreasonably relying on third parties' claims that business intelligence was obtained properly.

# Q&A

## OUR COMMITMENTS IN THE MARKETPLACE

**Q: Do data privacy laws cover only sensitive personal data, like ethnicity, medical data, credit card numbers and pension account numbers?**

A: No. Data privacy laws potentially apply to all data about individuals. Customers' e-mail addresses, contact details, preferences, voice and image are all personal data protected by data privacy laws when such data can be linked to an identifiable individual.

**Q: What is meant by a valid business purpose for accepting gifts or entertainment?**

A: AIG employees are paid by AIG to act in its best interests. An example of a valid business purpose for accepting entertainment would be lunch from a business partner to discuss business issues and build a stronger working relationship.

In contrast, accepting gifts of personal items such as jewelry does not further a business interest of AIG. Such gifts should be declined as they may compromise employee loyalty or create an obligation to the giver.

**Q: To help me do a better job at AIG, I kept several documents from my previous employer. These documents describe marketing initiatives my prior employer used. Can I use these documents at AIG?**

A: If the documents contain your former employer's confidential or proprietary information then you cannot use or share this information.

AIG expects all employees to honor any disclosure or use restrictions on confidential information obtained from former employers or other third parties. If you are unsure whether prior employer information would be considered confidential or subject to use restrictions, you should not use or share this information until you have consulted with the compliance officer assigned to your business.

# ▶ OUR COMMITMENTS TO OUR SHAREHOLDERS

*Shareholders entrust their assets to us. AIG safeguards these assets by acting with integrity in all our business practices.*



## **Financial Reporting**

Shareholders, business partners, regulators and the public rely on our financial reports to make decisions. Our financial reports must be truthful, complete, timely, fair, accurate and understandable. To ensure that we consistently meet these standards, only authorized employees may provide financial reports to external parties.

## **Accurate Business Records**

Business records always should be prepared honestly and accurately. Information on business records never should be falsified or altered. We must never be dishonest or deceptive in maintaining AIG records, or otherwise attempt to mislead AIG's management, auditors, regulators or shareholders. Business records include information in any medium, including hard copies, electronic records, e-mails, instant messages, video and backup tapes.

## **Document Retention**

We must always comply with all applicable records management policies. These policies apply to information in any medium, including but not limited to hard copies, electronic records, e-mails, instant messages, video and backup tapes.

We must maintain essential information used for reporting, auditing and other critical purposes in a recoverable format for the duration of assigned retention periods. Information that is of transitory value, with no ongoing importance, or whose retention period has expired according to the applicable records management policy destruction guidelines should be discarded.

AIG may suspend destruction of documents, records, or data due to possible or pending litigation, audits, investigations or regulatory inquiries via a document preservation notice issued to those AIG employees believed to have relevant materials in their possession, custody or control. It is every AIG employee's duty to quickly review any document preservation notice received and follow its instructions carefully. Information subject to a document preservation notice issued by AIG should be retained until otherwise instructed, regardless of the time frame set forth in the applicable records retention policy.

Any questions about how to comply with a document preservation notice should be raised as soon as possible with the contact person identified in the preservation notice. Failure to maintain required documents, records, or data may lead to disciplinary action including, termination of employment and/or civil and criminal liability for AIG and responsible individuals.



## Safeguarding AIG Resources

To best serve our customers and shareholders, it is vital that we demonstrate proper care and use of our resources.

### Physical Property

AIG property, including real estate, equipment and supplies, must be protected from misuse, damage, theft or other improper handling.

Generally, AIG property is meant solely for AIG business, though incidental personal use, such as local telephone calls, appropriately limited personal use of e-mail, minor photocopying or computer use is permitted.

### Intellectual Property

AIG intellectual property consists of any business ideas or information that AIG owns, such as unique products and methodologies. AIG protects its intellectual property through patents, trademarks and copyrights. Each of us is required to safeguard the confidential information and trade secrets belonging to AIG and its business partners.

### Funds

AIG funds are to be used responsibly and solely for AIG business. Corporate credit cards issued to employees for payment of business expenses may not be used for personal expenses. Each of us has a responsibility to safeguard AIG funds from misuse or theft and ensure that AIG receives good value when spending AIG funds. We should only seek reimbursement for actual, reasonable and authorized business expenses.



## DELIVERING ON OUR COMMITMENTS

### Intellectual Property

- Never improperly use AIG intellectual property.
- Never disclose non-public intellectual property without approval.
- Protect AIG intellectual property by obtaining, or helping others obtain, patents, trademarks or copyrights as appropriate.
- Never use a previous employer's intellectual property without permission.
- Never use or copy software or documentation, except as specified in the licensing agreement. AIG respects the limitations placed upon software by the developer or distributor.

### Information Technology Systems

AIG's information technology systems include computers, networking resources, e-mail systems, telephone, voice systems and other computer-processed information. Each of us has a responsibility to protect these systems and the data resident on these systems, from improper access, damage or theft.

Subject to applicable local laws, AIG may have the right to review all electronic mail and other electronic information to determine compliance with this Code, laws, regulations or AIG policy. All electronic information, including without limitation e-mails, instant messages, and voicemails sent or received from an AIG computer, Blackberry or work station may be subject to review.

# PERFORMANCE

# Q&A

## OUR COMMITMENTS TO OUR SHAREHOLDERS

**Q: I think I found an error in a financial summary prepared by an outside auditor. The information is submitted for inclusion in a public disclosure. How should I raise my concern?**

A: It is critical that you notify someone with the authority to address the issue. The error potentially could be serious. You have a responsibility to raise your concern with appropriate individuals immediately. If unsure, contact your manager, the compliance officer for your business, the Compliance Help Line at 1-877-244-2210 or e-mail the Accounting Hotline at [accountinghotline@aig.com](mailto:accountinghotline@aig.com).

**Q: My supervisor asked me to prepare a purchase order for services that cost \$30,000. Her spending authority is only \$25,000. Can I divide the order into two purchase orders to avoid getting higher level approval?**

A: No, you may not. Not getting the proper approvals violates AIG Policy, which is to ensure that adequate internal accounting controls are maintained and operating effectively. If you are uncomfortable telling your supervisor, alert the compliance officer assigned to your business.

**Q: I was attending a meeting with several other AIG managers in a hotel conference room. At lunchtime, everyone left their laptops in the room. I felt uneasy, but I did the same. Should I have done something else?**

A: Yes, the situation should have been handled differently. The laptops and the information on them are AIG property and frequently include confidential or sensitive data. You have a responsibility to ensure that the equipment and information is protected from loss, theft or inadvertent disclosure. You and your co-workers should have either secured the equipment/room or chosen someone to stay with the equipment.

**Q: I just learned that employees of a vendor have been given broad access to our networks. I don't think they need that type of access to do their work. Isn't this putting AIG information at risk? What should I do?**

A: You may be right, but you may not have all the information. You should first discuss the situation with your manager. If further actions are required, you or your manager should contact the compliance officer assigned to your business.

The electronic mail system is AIG property and is intended for business purposes. Occasional, incidental, appropriate personal use of the e-mail system may be permitted if the use does not interfere with any employee's work performance, have undue impact on the operation of the e-mail system, or violate any other AIG policy, guideline, or standard.

E-mail messages and any other communications sent or received using AIG's information technology systems are not to be used to create, store, or transmit information that is hostile, malicious, unlawful, sexually explicit, discriminatory, harassing, profane, abusive or derogatory. These systems also are not to be used to intentionally access Web sites which contain illegal, sexually explicit or discriminatory content.



## WARNING SIGNS

### Protecting Our Sensitive Information

- ⊗ Discussing confidential information loudly or openly when others might be able to hear.
- ⊗ Discussing AIG proprietary information with third parties without authorization and a non-disclosure agreement in place.
- ⊗ Discussions about AIG proprietary information with customers or suppliers without proper approval and knowledge of the status of the relationship as confidential or non-confidential.
- ⊗ Improperly discarding confidential drafts and notes.

# PEOPLE

# ▶ OUR COMMITMENTS AS CORPORATE CITIZENS

*Through our products, services and responsible business practices, AIG strives to improve the quality of life in every country where we do business. Promoting compliance with the laws and regulations that apply to our business is at the foundation of corporate citizenship.*



## Sustainability

Through sustainable practices, each of us can do our part to help AIG make a positive contribution to society and the environment. Our environmental insurance operations lead the way in providing solutions that promote a cleaner and safer environment. Our insurance businesses have long experience in helping our customers recover from natural disasters.

Over the years, the AIG companies have invested in developing “green funds” that invest in projects and technology to benefit the environment. Investing in the countries throughout the world where we do business is a core strategy benefiting local economies and one with a long tradition at AIG.

## Political Activities

It is important that personal political activities or interests do not conflict with responsibilities at AIG or imply AIG’s support. Specifically:

- AIG’s name never should be used by employees running for a political office, other than to identify AIG as their employer.
- Holding or campaigning for political office by AIG employees must not create, or appear to create, a conflict of interest with AIG duties.
- AIG funds or other AIG assets are never to be used for political purposes, including political advocacy (“lobbying”) without first consulting the AIG Vice President–Corporate Affairs or the Director of State Relations of the AIG Law Department.

- Only authorized representatives can make corporate contributions to political candidates for public office on behalf of AIG.

Because laws and regulations governing corporate political activities and contributions are complex, the AIG Corporate Affairs Department or the State Relations Group of the AIG Law Department must be consulted regarding contributions to ensure such contributions and activities are permitted and consistent with AIG’s business strategy for the region.

## Trading in Securities

In conducting AIG business we often learn material, non-public information about AIG, its suppliers and other companies. It is our duty to safeguard this information from improper use. It is against AIG policy, and in many countries it is illegal to:

- Trade securities while in possession of material non-public information.
- Pass material non-public information to anyone who may trade securities based on it or give others recommendations to buy or sell securities.

INSURANCE  
IS “THE  
MAGIC OF  
AVERAGES  
THAT WORKS  
WONDERS  
FOR  
MILLIONS.”

– SIR WINSTON  
CHURCHILL

Additionally, employees may not:

- Engage in speculative trading in securities of AIG or its subsidiaries.
- Engage in hedging transactions using AIG securities.
- “Short sell” AIG securities.
- Trade derivative securities, such as “put” or “call” options, swaps or collars related to AIG securities.

Employees of certain business areas may be subject to pre-clearance requirements in regard to their personal trading activities.

### **Money Laundering Prevention**

AIG is committed to meeting its responsibilities to help prevent money laundering and terrorist financing. These responsibilities generally include identifying clients, monitoring client activity and reporting suspicious or unusual activity consistent with applicable laws. Employees are required to abide by anti-money laundering programs established by AIG and its business units. Suspicious activity reporting requirements are time sensitive. Contact your manager or the compliance officer responsible for money laundering prevention as soon as you have a concern that an activity might be unusual or suspicious.

### **Economic Sanctions, Anti-boycott Laws and Export Control Laws**

In compliance with U.S. and other applicable economic sanctions programs, AIG employees are prohibited from conducting business with or benefiting designated governments, individuals and entities (such as suspected terrorists and narcotics traffickers) as well as individuals and entities that are located in, have certain dealings with or are nationals or agents of particular countries. To determine if a government, individual or entity is subject to these

prohibitions, consult with the compliance officer responsible for sanctions.

AIG employees are prohibited from participating in boycotts unless sanctioned by the U.S. Government. If you are asked to participate in, or to provide information that may be used for the furtherance of such a boycott, report the matter immediately to your designated sanctions compliance officer.

AIG employees must also comply with applicable export control laws. To determine if exports or reexports are subject to controls or prohibitions, consult with the compliance officer assigned to your business.

As a global organization, AIG employees may be asked to follow economic sanctions or embargo laws. Since countries’ laws may conflict, in such a situation it is important to contact the compliance officer responsible for sanctions.

### **Communicating with the Public**

Only persons who are authorized to do so should speak on behalf of AIG, and the information they provide must be full, fair, accurate, timely and understandable. All requests from investors, analysts and the media should be referred to AIG’s Corporate Communications Departments or Investor Relations.

Never give the impression that you are speaking on behalf of AIG in any personal communication, including user forums, blogs, chat rooms and bulletin boards.

### **Communicating with Regulators and Other Government Officials**

Inquiries from regulators – outside the normal course of AIG’s regulatory relationships – must be reported immediately to the compliance officer for your business or a designated AIG attorney before a response is made. Financial reporting related

# RESPECT

inquiries may be responded to by authorized comptrollers. Responses to regulators must contain complete, factual and accurate information. During a regulatory inspection or examination, documents must never be concealed, destroyed or altered, nor should lies or misleading statements be made to regulators. Requests from auditors are subject to the same standards.

## Government Business

Doing business with governments may present different risks than business in the commercial marketplace. Laws relating to contracting with international, federal, state and local agencies generally are more stringent and complex. Certain conduct and practices that might be acceptable in the commercial setting are prohibited in the public sector. You therefore should consult with management, or the compliance officer assigned to your business before you make any decision about doing business with government entities.

## Anticorruption and Bribery

We must never use improper means to influence another's business judgment. No AIG employee, agent, or independent contractor may provide bribes or other improper benefits to another person in order to obtain or retain business or an unfair advantage in any business interaction that involves AIG, our customers, or employees.

Payments or promises to pay something of value to obtain or retain business or otherwise secure an improper advantage must never be made to a government official or employee. Government officials may include senior management of enterprises that are controlled or owned in whole or in part by a government.

Anticorruption laws also prohibit the creation of inaccurate or false books and records and they require companies to develop and maintain adequate controls regarding corporate assets and accounting. All AIG employees and officers are required to comply with the U.S. Foreign Corrupt Practices Act.

Any AIG employee who has knowledge of, or in good faith suspects, a violation of any of these laws, regulations or policies must report them promptly to the compliance officer assigned to your business.

# Q&A

OUR COMMITMENTS  
AS CORPORATE  
CITIZENS

**Q: I heard from my manager that a new supplier is being used in connection with a newly-developed product that will be announced to the public in four weeks. Investing in that supplier seems like a great investment idea. Can I let others know?**

A: No. This type of information is considered material, non-public information. You cannot trade while possessing it, nor should you share it with others who may use the information.

**Q: If I am asked to comment about AIG's financial outlook by a member of the media, may I give my opinion if I state it as such?**

A: No. You should not provide any comments, even personal opinion, to the press without prior approval from AIG Corporate Communications. You should refer all media requests for information to Corporate Communications.

**Q: An executive of a state-owned company has suggested that if we make a donation to a local charity he believes our sales efforts in his country would be more favorably received. I'm uncomfortable with this. What should I do?**

A: You are right to be uncomfortable. The payment may be a violation of anti-bribery laws. Discuss the situation with the compliance officer assigned to your business.



*The AIG Code of Conduct* is not an employment contract. Nothing in the Code should be construed as a promise of any kind or as creating a contract regarding wages or any other working conditions. AIG employees have the unqualified right to terminate their employment relationship at any time for any reason, subject to any written employment agreement. Likewise, subject to any applicable laws and any written employment agreement, AIG has the right to discharge or discipline any employee with or without just cause or prior warning.



American International Group, Inc.  
70 Pine Street  
New York, NY 10270  
[www.aig.com](http://www.aig.com)





**Q: While overseas I was presented a ceremonial gift by a supplier. I didn't feel I could refuse. What should I do now?**

A: The gift may be accepted if: it is valued at less than \$150 USD; it is otherwise consistent with the gift and entertainment policies of AIG and your business unit; and it could not be construed as unduly influencing business decisions.

If refusing or returning a gift valued at more than \$150 USD would be offensive, embarrassing, or hurt a business relationship, the gift may be accepted on behalf of AIG provided that acceptance does not violate any laws. In these instances, notify your manager and compliance officer, promptly turn the gift over to your manager, and file a report regarding the receipt of the gift with your manager.

**Q: I'm an administrative assistant. My manager is very active in local politics and she often asks me to help her copy flyers and plan political events that she hosts on her own time. Since her political work is often related to our industry and to issues that have an impact on AIG, she's asked me to submit some of her expenses for reimbursement. Is this okay?**

A: No, it is not. Your manager's expenses are her own personal contributions. AIG reimbursement of personal political contributions is prohibited by law. Your manager may also be violating our Code and policies if she is asking you to use AIG equipment or other resources, including your work time, to make copies and otherwise assist in planning her personal political activities.

**Q: A business partner offered me tickets to a soccer match. He couldn't use them and he told me he'd throw them out if I didn't take them. May I take the tickets?**

A: Any business entertainment provided to an AIG employee should include a representative from the organization providing the entertainment. Otherwise, as in this case, the business courtesy would be considered a gift and AIG gift receipt standards apply.

**Q: I'm an AIG employee in a sales position. Does AIG's gift policy apply to sales awards?**

A: No. The gift policy does not apply to awards that AIG provides its employees based on sales production, provided that the awards are supported by demonstrable sales objectives and objective compensation criteria.

**Q: I'm confused about antitrust issues. What do I really need to know or do?**

A: Here's a simple standard in this complicated area. If a conversation or situation appears to limit competition in a market between competitors, suppliers or others, discuss it with the compliance officer assigned to your business.

**Q: I live in the U.S., and I'm planning to run for city council. Do I need to get permission from AIG?**

A: You should discuss your plans with management to determine whether any potential AIG business conflict might arise if you run for elected office or are appointed to a political office. For example, complex issues regarding campaign financing and potential conflicts of interest may need to be addressed in connection with running for office. Contact the compliance officer assigned to your business before announcing your candidacy for elected office or accepting appointed office.

# AIG CODE OF CONDUCT

## Acknowledgement

I acknowledge that I have received the *AIG Code of Conduct*.

I acknowledge that as an AIG: (check one)

- Officer
- Employee

I am required to comply with the policies described in the *AIG Code of Conduct*, and failure to do so may subject me to disciplinary action, up to and including termination (and loss of employee benefits) and, if applicable, to criminal or civil proceedings.

I understand if I have a concern about a violation of the *AIG Code of Conduct*, I must promptly report the violation to my manager and/or the compliance officer assigned to my business.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Name: \_\_\_\_\_  
(please print)

AIG Company: \_\_\_\_\_

Department: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_