

**AMERICAN INTERNATIONAL GROUP, INC.**  
**AUDIT COMMITTEE CHARTER**  
**(Effective March 25, 2009)**

**I. Purpose of the Audit Committee**

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of American International Group, Inc. (“AIG”) assists the Board in its oversight of (i) the integrity of AIG’s financial statements, (ii) AIG’s compliance with legal and regulatory requirements, (iii) the qualifications, independence and performance of AIG’s independent auditor and (iv) the performance of AIG’s internal audit function.

**II. Responsibilities**

AIG’s business is managed under the oversight of the Board and the various committees of the Board, including the Committee. The primary responsibility of the Committee is to exercise its business judgment in carrying out the responsibilities described in this Charter in a manner the Committee members believe to be in the best interests of AIG and its shareholders.

The preparation of AIG’s financial statements in accordance with generally accepted accounting principles is the responsibility of management. The independent auditor is responsible for the planning and conduct of audits and determining whether the financial statements present fairly in all material respects AIG’s financial position and results of operations.

**III. Committee Membership**

The Committee shall be comprised of at least three directors, each of whom shall serve at the pleasure of the Board and be “independent” under the rules of the Securities and Exchange Commission (“SEC”), the New York Stock Exchange, Inc. (“NYSE”) listing standards and any other applicable law, rule or regulation. The Board shall appoint a Chairman of the Committee.

Each member of the Committee shall be “financially literate” and at least one member of the Committee shall have “accounting or related financial management expertise” in accordance with the NYSE listing standards. The Chairman and a majority of the members of the Committee shall be “Audit Committee Financial Experts” as defined in the rules of the SEC.

No Committee member shall simultaneously serve on the audit committees of more than two other public companies unless the Board determines that such simultaneous service would not impair the ability of that Committee member effectively to serve on the Committee.

Determinations of independence, audit committee financial expertise, financial literacy and accounting or related financial management expertise shall be made by the Board as the Board interprets such qualifications in its business judgment and in accordance with applicable law and SEC and NYSE rules, regulations and standards.

**IV. Organization**

The Committee will meet at least four times a year or more frequently as it deems necessary or appropriate to carry out its responsibilities.

The Chairman shall, in consultation with other Committee members, set the agenda for and preside at meetings of the Committee. The Secretary of AIG or another designated individual shall record and keep minutes of all Committee meetings.

## **V. Relationship with Independent Auditor**

- A. The independent auditor for AIG is accountable to the Board through the Committee, as representatives of the shareholders. The Committee, in its capacity as a committee of the Board, shall be directly responsible for the appointment, compensation, retention, and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) and any other registered public accounting firm retained for the purpose of preparing or issuing an audit report or performing other audit, review, or attestation services for AIG, and the independent auditor shall report directly to the Committee.
- B. The Committee shall discuss with the independent auditor (1) on an annual basis, the matters required to be discussed by Statement on Auditing Standards Standard No. 61, as it may be amended, relating to the conduct of the audit and (2) on a quarterly basis, the matters required to be discussed by Statement on Auditing Standards Standard No. 100, as it may be amended (“SAS 100”), relating to the conduct of a review of interim financial information.
- C. The Committee shall review with the independent auditor the items as to which the independent auditor is required to report to the Committee pursuant to the rules of the SEC. These include (1) all critical accounting policies and practices to be used, (2) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, (3) the ramifications of the use of such alternative disclosures and treatment, (4) the treatment preferred by the independent auditor and (5) other material written communications between the independent auditor and management.
- D. The Committee shall review with the independent auditor (1) any management letter provided by the independent auditor and management’s response thereto, (2) a summary of the major audit reports issued by the internal auditor department and management’s response thereto, (3) any accounting adjustments that were noted or proposed by the independent auditor but were “passed” (as immaterial or otherwise) and (4) any significant written communications between the audit team and the independent auditor’s national office with respect to auditing or accounting issues in connection with the engagement.
- E. The Committee shall review with the independent auditor the responsibilities, budget, and staffing of AIG’s internal audit function.
- F. The Committee shall review with the independent auditor audit problems or difficulties encountered by the independent auditor in the course of its annual audit work and management’s response, including any restrictions on the scope of the independent auditor’s activities or access to required information, and any significant disagreements with management.
- G. The Committee shall obtain from the independent auditor assurance that the audit was conducted in a manner consistent with Section 10A of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), which sets forth certain procedures to be followed in any audit of financial statements required under the Exchange Act.
- H. As required by the NYSE, the Committee shall, at least annually, obtain and review a report by the independent auditor describing (1) the firm’s internal quality-control procedures, (2) any material issues raised by (a) the most recent internal quality-control review (or peer review) of the firm or (b) any inquiry or investigation by governmental or

professional authorities, within the preceding five years, with respect to one or more independent audits carried out by the firm, and any steps taken to deal with any such issues and (3) all relationships between the independent auditor and AIG, including the matters set forth in the letter provided by the independent auditor pursuant to Public Accounting Oversight Board Rule 3526, to enable the Committee to assess the independent auditor's independence.

- I. The independent auditor shall submit to the Committee annually a formal written statement of the fees billed in each of the last two fiscal years for each of the following categories of services rendered by the independent auditor: (1) the audit of AIG's annual financial statements and the reviews of the financial statements included in AIG's Quarterly Reports on Form 10-Q or services that are normally provided by the independent auditor in connection with statutory and regulatory filings or engagements; (2) assurance and related services not included in clause (1) that are reasonably related to the performance of the audit or review of AIG's financial statements, in the aggregate and by each service; (3) tax compliance, tax advice and tax planning services, in the aggregate and by each service; and (4) all other products and services rendered by the independent auditor, in the aggregate and by each service.
- J. The Committee shall pre-approve all audit and permitted non-audit services from the independent auditor as required by SEC rules.
- K. The Committee shall at least annually evaluate the qualifications, performance, and independence of the independent auditor, including the lead partner of the independent auditor (in each case, in light of SEC and NYSE independence and other applicable standards then in effect). In this regard, the Committee will consider whether the provision of permitted non-audit services is compatible with maintaining the independent auditor's independence and, in the case of tax-related services, will consider the information provided by the independent auditor pursuant to the rules of the Public Company Accounting Oversight Board.

The Committee shall assure the regular rotation of the lead audit partner as required by law and shall consider and discuss with management whether there should be a regular rotation of the independent auditor itself.
- L. The Committee shall present its conclusions with respect to the independent auditor to the Board at least annually.
- M. In addition to the ongoing assessment and annual evaluation of AIG's independent auditor, the Committee will consider at least every three years (or more frequently if the Committee deems it appropriate) whether to conduct a formal Request for Proposal regarding the appointment and retention of the independent auditor for AIG.
- N. The Committee shall set clear policies for AIG's hiring of employees or former employees of the independent auditor.

## **VI. Financial Disclosure**

- A. The Committee shall meet with the independent auditor and AIG's internal auditors, prior to the commencement of the annual audit, to review the planning and scope of the audit.

- B. The Committee shall generally discuss the type and presentation of information to be included in earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies. It is not expected that the Committee will pre-approve each such release or guidance. The Committee shall discuss AIG's quarterly earnings press releases with management and the independent auditor prior to public release.
- C. The Committee shall discuss generally with management and the independent auditor the annual audited financial statements and the quarterly financial statements, including AIG's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations". The Committee shall also review AIG's disclosure controls and procedures with management on a quarterly basis. The Committee shall recommend to the Board whether the audited financial statements should be included in AIG's Annual Report on Form 10-K.
- D. The Committee shall discuss with management, the internal auditors, and the independent auditor major issues regarding accounting principles and financial statement presentations, including (1) any significant change in AIG's selection or application of accounting principles, (2) any major issues relating to the adequacy of AIG's internal controls, (3) any audit steps adopted in light of material control deficiencies, (4) the effect of regulatory and accounting initiatives on AIG's financial statements, (5) analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of AIG's financial statements and (6) any fraud, material or otherwise, that involved management or other employees who have a significant role in AIG's internal controls and that have come to the attention of management, the internal auditors or the independent auditor.

## **VII. Communication with Management and Employees**

- A. The Committee shall review with AIG's General Counsel legal, compliance or regulatory matters that may have a material impact on AIG's business, financial statements or compliance policies and any material reports or inquiries received from regulators and government agencies.
- B. The Committee will meet at least quarterly in separate private sessions with management, the director of the internal auditing department, and the independent auditor to discuss any matters that the Committee believes appropriate. The Committee may request any officer or employee of AIG or its subsidiaries, AIG's outside counsel, or independent auditor to attend a meeting of the Committee or to meet with any members of, or experts and advisors to, the Committee.
- C. The Committee shall establish procedures for the receipt, retention, and treatment of complaints received regarding accounting, internal accounting controls, or auditing matters and for the confidential and anonymous submission by AIG employees of concerns regarding accounting or auditing matters.

## **VIII. Other Duties and Responsibilities**

- A. The Audit Committee shall review and approve the head of internal audit's proposed annual audit plan and financial budget. The Committee shall review the organization of the internal audit department, the adequacy of its resources, and the competence of its staff.

- B. The Committee shall (1) review and approve the appointment, replacement, reassignment or dismissal of the chief internal auditor, who shall report directly to the Committee, (2) be involved in performance reviews of the chief internal auditor, and (3) review and set the compensation of the chief internal auditor.
- C. The Committee shall prepare any report or other disclosure required to be prepared by the Committee pursuant to the rules of the SEC for inclusion in AIG's annual proxy statement.
- D. The Committee shall discuss the guidelines and policies governing the process by which senior management of AIG and the relevant operations of AIG assess and manage AIG's exposure to risk, as well as AIG's major financial risk exposures, and the steps management has taken to monitor and control such exposures. The Committee is not the sole body responsible for oversight of AIG's risk assessment and management. AIG manages and assesses its risk through multiple mechanisms other than the oversight of the Committee, including the oversight of other committees of the Board.
- E. The Committee may delegate authority to individual Committee members, as the Committee deems appropriate, and shall review the actions of such individuals as appropriate. The Chairman is delegated the authority to discuss with the independent auditor the matters required to be discussed by SAS 100.
- F. The Committee shall report regularly to the Board. The Committee shall review with the Board any significant issues that arise with respect to the quality or integrity of AIG's financial statements, AIG's compliance with legal or regulatory requirements, the performance and independence of AIG's independent auditor, and the performance of the internal audit function.
- G. The Committee shall exercise such other powers and authority as the Board shall, from time to time, confer upon it.

#### **IX. Committee Self-Assessment**

The Committee shall conduct an annual evaluation of its performance and report the results of such review to the Board. In connection with that annual review, the Committee shall also recommend to the Board any modifications of this Charter that the Committee deems necessary or appropriate. The format of the self-assessment shall be determined by the Committee.

#### **X. Resources and Authority of the Committee**

The Committee shall have direct access to, and complete and open communication with, senior management and may obtain advice and assistance from internal legal, accounting, and other advisors to assist it. In performing its functions, the Committee is entitled to rely on the findings of fact, advice, reports and opinions of management as well as legal, accounting and other advisors retained by AIG. The Committee may retain, if appropriate, independent legal, accounting, and other advisors to assist it, and may determine the compensation of such advisors, and AIG shall be responsible for any costs or expenses so incurred.