

AMERICAN INTERNATIONAL GROUP, INC.
COMPENSATION AND MANAGEMENT RESOURCES COMMITTEE CHARTER
(Effective March 25, 2009)

I. Purpose of Committee

The Compensation and Management Resources Committee (the “Committee”) of the Board of Directors (the “Board”) of American International Group, Inc. (“AIG”) oversees the administration of AIG’s compensation programs, determines and approves the compensation of the Chief Executive Officer (“CEO”) in accordance with AIG’s By-laws, approves the compensation of other senior executives under its purview, makes recommendations with respect to the compensation programs applicable to senior executives and other employee compensation, oversees AIG’s management development and succession planning programs and produces a Committee report on executive compensation for inclusion in AIG’s annual proxy statement in accordance with the rules and regulations of the Securities and Exchange Commission (“SEC”).

II. Committee Membership

The Committee shall be comprised of at least three directors, each of whom shall serve at the pleasure of the Board and shall be “independent” under the rules of the New York Stock Exchange, Inc. (“NYSE”) and any other applicable law, rule, or regulation. The Board shall appoint a Chairman of the Committee. Each member should also be an “outside director” for purposes of Section 162(m) of the Internal Revenue Code and a “nonemployee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

Determinations of independence shall be made by the Board as the Board interprets such qualifications in its business judgment and in accordance with applicable law and regulation and SEC and NYSE rules and standards.

III. Organization

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

The Chairman shall, in consultation with management and 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.

The Committee may invite such members of management to its meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions.

IV. Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

- A. In consultation with senior management, to make recommendations to the Board with regard to AIG’s general compensation philosophy, oversee the development and implementation of AIG’s compensation programs, and periodically evaluate the competitiveness of its compensation program in relation to its chosen peer group, taking into account AIG’s relative size and performance.

- B. To review and approve performance measures and goals relevant to the compensation of the Chief Executive Officer and other senior executives under its purview, evaluate the performance of the Chief Executive Officer in light of those goals and objectives, and determine and approve either as a committee or together with the other independent directors (as directed by the Board) the Chief Executive Officer's compensation, including salary, bonus, and incentive or equity compensation, based on this evaluation.
- C. To make recommendations to the Board with respect to AIG's compensation plans and equity-based plans, discharge any responsibilities imposed on the Committee by any of these plans, oversee the activities of the individuals and committees responsible for administering these plans and approve and recommend to the Board any new equity compensation plan or any material change to an existing equity compensation plan where shareholder approval is required.
- D. In consultation with senior management, to oversee regulatory compliance with respect to compensation matters.
- E. In consultation with the Chief Risk Officer, meet periodically to discuss and review the relationship between AIG's risk management policies and practices and the incentive compensation arrangements applicable to senior executives.
- F. To review and approve any hiring and severance or similar termination payments proposed to be made by AIG to any prospective, current or former senior executive of AIG under its purview.
- G. To review and approve any special benefits and executive perquisites in effect for senior executives and other aspects of executive compensation and employment policies.
- H. To oversee AIG's employee compensation programs below the senior executive level.
- I. To review the compliance of AIG officers with AIG's Stock Ownership Guidelines.
- J. To oversee and report to the Board on AIG's management development and succession planning programs applicable to the Chief Executive Officer and other key executive positions.
- K. To review AIG's programs to identify and develop managerial talent, to review the performance of managers and to encourage and retain managers.
- L. To exercise such other powers and authority as the Board shall, from time to time, confer upon it.

V. Committee Reports

The Committee shall have the following other duties and responsibilities:

- A. To prepare any report or other disclosure required to be prepared by the Committee pursuant to the rules of the SEC or required by any applicable law or regulation for inclusion in AIG's annual proxy statement.

- B. To present a summary of the actions taken at each Committee meeting to the Board.

VI. 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.

VII. 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, risk, 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, risk and other advisors retained by AIG. The Committee may retain, if appropriate, independent legal, accounting, risk, 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.