

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

I. Purpose of Committee

The Finance and Risk Management Committee (the “Committee”) of the Board of Directors (the “Board”) of American International Group, Inc. (“AIG”) (i) assists the Board in its oversight responsibilities by reviewing and making recommendations to the Board with respect to AIG’s financial and investment policies, (ii) provides strategic guidance to management as to AIG’s capital structure, the allocation of capital to its businesses, methods of financing its businesses and other related strategic initiatives, (iii) has the power to approve issuances, investments, dispositions and other transactions and matters in the amounts delegated to the Committee by the Board (other than those reserved to the Board pursuant to AIG’s policy for transactions and matters requiring Board approval (the “Board Approval Policy”)), (iv) counsels and advises finance, investment or other similar committees of AIG’s subsidiaries, or if no such committee exists at a subsidiary, the Board of Directors of such subsidiary¹ and (v) reports to and assists the Board in overseeing and reviewing information regarding AIG’s enterprise risk management, including the significant policies, procedures, and practices employed to manage liquidity risk, credit risk, market risk, operational risk and insurance risk.

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 a majority of whom shall be “independent” under the rules of the New York Stock Exchange, Inc. (“NYSE”). The Board shall appoint a Chairman of the Committee.

Determinations of independence shall be made by the Board as the Board interprets such qualifications in its business judgment and in accordance with NYSE rules, regulations 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.

All action taken by the Committee shall be reported to the Board as the Committee deems appropriate or as the Board may request.

IV. Overview of Risk Management

AIG has established an Enterprise Risk Management (“ERM”) function, headed by the Chief Risk Officer (“CRO”), to assist AIG’s business leaders, management, the Committee and the Board to identify, assess, quantify, manage and mitigate the risks undertaken by AIG in its businesses. Additionally, ERM, within its Strategic Risk Management Framework, assesses emerging risks, risk strategies and aggregations and asset and liability management.

¹ For purposes of this Charter, AIG’s subsidiaries shall not include Transatlantic Holdings, Inc.

AIG has established a Group Risk Committee (“GRC”), to assess all significant risk issues at AIG on a global basis. The GRC is the senior risk committee and is chaired by the CRO. The GRC sets risk limits, tolerances and risk appetite for the AIG, sets liquidity and solvency policies and delegates risk authorities. The GRC oversees AIG’s internal risk management committees and provides final management decisions on risk concentrations by category.

AIG also has established other internal group risk management committees to help ensure adequate risk measurement, management and mitigation of AIG’s exposures to risk. These committees include the: Credit Risk Committee, Liquidity Risk Committee, Catastrophic & Emerging Risks Committee, CSFT Committee² and Global and Regional Pricing Committees.

V. Committee Duties and Responsibilities

To the extent not covered by the Board Approval Policy, the following are the duties and responsibilities of the Committee:

A. Capital Structure and Financing

- Approve the issuance by AIG of one or more series of debt securities, shares of non-convertible, non-exchangeable preferred stock, promissory notes, commercial paper, guarantees, keep well and support agreements or other similar securities or instruments (or any programs relating to the foregoing), the entering into of repurchase and reverse repurchase agreements, borrowing facilities, loan agreements, reimbursement agreements, letter of credit facilities, collateral security or pledge agreements and other arrangements with banks and other lenders and similar or related transactions.
- Approve any issuance of common stock of AIG, including securities convertible into or exchangeable for common stock of AIG up to a level specified by the Board.
- Review and recommend approval by the Board of issuances of common stock of AIG, including securities convertible into or exchangeable for common stock of AIG above any level specified by the Board.
- Review quarterly, or more frequently as the Committee may deem appropriate, reports concerning the capital structure and financing activities of AIG and subsidiaries of AIG.
- Approve capitalization of new subsidiaries of AIG and approve capital contributions and intercompany indebtedness and other support provided to existing subsidiaries of AIG above any level delegated to management.
- Review and recommend approval by the Board of dividend proposals and policies relating to AIG common stock.
- Review and recommend the number of shares or aggregate value of any AIG common stock purchases in the open market or in other transactions in connection with any

² A CSFT is any transaction or product that may involve a heightened legal, regulatory, accounting or reputational risk that is developed, marketed or proposed by AIG or a third party.

repurchase program to be authorized by the Board and, subject to any limit established by the Board, authorize the timing, price and manner of any common stock purchases by AIG.

B. *Mergers and Acquisitions*

- Recommend to the Board approval of any transaction by AIG or any of its subsidiaries involving the acquisition or disposition by AIG or any of its subsidiaries of a business, entity or assets where the aggregate amount of consideration from AIG or any of its subsidiaries (including the assumption of debt and other liabilities), or received by AIG or any of its subsidiaries, exceeds the amount delegated to management by the Board.

C. *Management of Investments*

- Review the asset and liability management policies of AIG and its subsidiaries.
- Review the cash management policies of AIG and its subsidiaries.
- Review quarterly, or more frequently as the Committee may deem appropriate, reports concerning the invested assets of AIG and its subsidiaries, including financial performance, and the asset and liability management of AIG and its subsidiaries.

D. *Risk Management*

- The CRO reports to the Chief Executive Officer and the Committee and provides overall leadership and direction for AIG's ERM function.
- Review AIG's significant risk assessment and risk management policies.
- Receive information regarding the activities of ERM and matters related to AIG's aggregate risk profile as appropriate.
- Review the appointment and performance of the CRO.
- Receive information, as the Committee may deem necessary or appropriate, with respect to:
 - Activities of the Credit Risk Management Department, the Independent Valuation & Market Risk Management Department, the Operational Risk Management Department and the Liquidity Risk Management Department;
 - Risk management strategies, emerging risks, risk mitigation strategies, and other matters related to the management of risks pertaining to the insurance segments; and
 - Matters related to legal, regulatory, and compliance risk from the General Counsel
- At least annually, receive reports from the CRO on:
 - Management's communication of risk management policies throughout the organization;

- The structure for the assignment of responsibility for risks; and
- The management of AIG's risks from the perspective of relevant constituencies, including rating agencies, regulators, customers, distributors, investors (including the U.S. government), employees and others.

The Chairman of the Committee shall coordinate with:

- the Chairman of the Audit Committee to help ensure that both the Committee and the Audit Committee have received all information necessary to permit them to fulfill their duties and responsibilities with respect to risk assessment and risk management; and
- the Chairman 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 but do not encourage senior executives to take excessive risks that threaten the value of AIG.

E. *Operations*

- Review and recommend approval by the Board of the annual budget of AIG.
- Approve proposals for capital or other expenditures in excess of the level delegated to management by the Board for a transaction or series of related transactions, including the acquisition, expansion, leasing, construction and disposition of offices and other facilities and the acquisition or licensing of computer hardware, software or other systems.

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, 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.