

AMERICAN INTERNATIONAL GROUP, INC.
REGULATORY, COMPLIANCE AND PUBLIC POLICY COMMITTEE CHARTER
(Effective March 25, 2009)

I. Purpose of Committee

The Regulatory, Compliance and Public Policy Committee (the “Committee”) of the Board of Directors (the “Board”) of American International Group, Inc. (“AIG”) assists the Board in its oversight of AIG’s handling of legal, regulatory and compliance matters and reviews AIG’s position and policies that relate to current and emerging corporate social responsibility and political and public policy issues of significance to AIG and may affect AIG’s business operations, performance or corporate reputation.

The Committee has the authority to take such steps as it deems necessary and appropriate in providing such oversight and review, but the Board reserves the right to approve the settlement or disposition of any legal, regulatory, compliance, corporate social responsibility or public policy matter that requires Board involvement or action.

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 members of the Committee shall be appointed by the Board upon recommendation of the Nominating and Corporate Governance Committee. 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 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 and management, 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.

IV. Committee Duties and Responsibilities

The following are the duties and responsibilities of the Committee:

- A. To review periodically with management, including the General Counsel, the Chief Compliance Officer and the Chief Regulatory Officer, if any, the Company’s relations with regulators or governmental agencies, and any significant legal, compliance or regulatory matters that have arisen and, to the extent appropriate, to coordinate with the Audit Committee or other Committees of the Board on such matters.
- B. To receive reports, at such intervals as the Committee deems appropriate, from the Chief Internal Auditor regarding internal audit’s reviews of AIG’s legal, regulatory and compliance functions and to periodically review with the Chief Internal Auditor such reports.

- C. In accordance with AIG's By-laws, to take any actions which the Committee deems necessary and appropriate on behalf of the Board in connection with the indemnification of directors, officers and employees pursuant to AIG's Restated Certificate of Incorporation, as amended, and By-laws, including the advancement of legal fees and expenses in any pending or threatened legal action or proceeding.
- D. Through one or more of its members, to serve as the representative of the Board to AIG's regulators, enabling direct communication from regulators to the Board on matters deemed appropriate by such regulators.
- E. To review periodically management's development of compliance policies and procedures as are appropriate or necessary.
- F. To review periodically management's development of measures intended to ensure that AIG's policies and procedures on compliance are properly disseminated, understood and followed by AIG employees.
- G. To review periodically management's implementation of AIG's compliance program, and to receive reports of significant violations of AIG's Code of Conduct and AIG's Director, Executive Officer and Senior Financial Officer Code of Business Conduct and Ethics.
- H. To review periodically management's procedures for the receipt, retention and treatment of complaints received by AIG regarding compliance or regulatory matters whether through the AIG Compliance Help Line or any other sources.
- I. To review and report, as appropriate, to the Board with respect to the following:
 - (i) Trends in legislation, regulation, and emerging public policy issues that may affect AIG's business operations, performance, or corporate reputation;
 - (ii) AIG's position on key public policy issues under consideration in legislative, regulatory and judicial forums;
 - (iii) The manner in which AIG conducts its public policies, social and environmental practices, government relations activities, and other issues related or important to AIG's employees, shareholders, customers, vendors and the countries in which AIG does business, in furtherance of its corporate social responsibility, including matters relating to diversity;
 - (iv) Charitable giving and political contributions as provided by AIG's Corporate Governance Guidelines; and
 - (v) AIG's relationships with public interest groups, legislatures, government agencies and the media, as well as with AIG's employees, customers, shareholders, vendors and the communities in which AIG does business; and how those constituencies view AIG as those relationships relate to issues of public policy and social responsibility.

Other Duties and Responsibilities.

- A. To present a summary of the significant actions taken at each Committee meeting to the Board.
- B. To exercise such other powers and authority as the Board shall, from time to time, confer upon it.

V. 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.

VI. 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.