



American Express Company
James J. Killerlone III
Corporate Secretary and Chief
Governance Officer



October 10, 2025

Paul Chesser
Director, Corporate Integrity Project
National Legal and Policy Center



VIA UPS & EMAIL: 

RE: Withdrawal Agreement for Shareholder Proposal

Dear Mr. Chesser,

Thank you again for engaging with American Express Company (the Company) regarding the shareholder proposal submitted by the National Legal and Policy Center (NLPC) submitted to the Company for inclusion in its definitive proxy statement for the 2026 Annual Meeting of Shareholders (the Proposal).

As discussed, in exchange for the NLPC's withdrawal of the Proposal the Company agrees to update Section 3, *Composition and Size of the Board*, of the Company's Corporate Governance Principles (Principles) as follows (*red, strikethrough text denotes deleted language*):

“3. Composition and Size of the Board

The Board should be diverse, engaged and independent.

The Board, acting through the Nominating, Governance and Public Responsibility Committee, seeks a Board of Directors that, as a whole, possesses the mix of experiences, skills, expertise and qualifications necessary to support the current and future success of the Company and function effectively in light of the Company's current and evolving business circumstances and risks. The Board seeks to achieve over time a mix of directors with diverse skills, backgrounds, experience and viewpoints, ~~including with respect to gender, race, ethnicity, age, sexual orientation and nationality~~. In seeking the best candidates, the Board does not discriminate on any basis. Moreover, in order to ensure that the Board maintains fresh perspectives, the Nominating, Governance and Public Responsibility Committee also works to achieve a mix of relatively newer and longer-tenured directors.”

A copy of the revised Principles (which will identify the effective date of the amended and restated draft) will be available on the Company's Investor Relations website after approval by the Board of Directors at its December meeting (December 17, 2025).

Your signature below affirms your commitment to withdraw the Proposal in accordance with the Company's undertaking of the revisions detailed above.



American Express Company
James J. Killérlane III
Corporate Secretary and Chief
Governance Officer



Paul Chesser
Director
Corporate Integrity Project

Date: 10/14/25

James J. Killérlane III
Corporate Secretary and Chief Governance
Officer
American Express Company

Date: 10/14/25