

AMERICAN INTERNATIONAL GROUP, INC.
COMPENSATION AND MANAGEMENT RESOURCES COMMITTEE CHARTER
(Effective September 19, 2023)

I. Purpose

The purpose of the Compensation and Management Resources Committee (the “Committee”) of the Board of Directors (the “Board”) of American International Group, Inc. (“AIG”) is to: (a) oversee AIG’s compensation programs and policies; (b) determine and recommend to the Board for approval the compensation of the Chairman & Chief Executive Officer (“CEO”); (c) review and approve the compensation of the corporate officers subject to Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”, and each such officer, a “Section 16 Officer”); (d) review and discuss, and recommend to the Board for approval, the compensation-related disclosures to be included in AIG’s annual proxy statement; (e) oversee human capital management; and (f) oversee the administration of any AIG policies regarding the recoupment, repayment or forfeiture of compensation.

II. Membership

The Committee shall be comprised of at least three directors, each of whom are independent under the rules of the New York Stock Exchange (“NYSE”) and any other applicable law, rule, or regulation as in effect from time to time and who qualify as a “non-employee director” for purposes of Rule 16b-3 under the Exchange Act. Determinations of independence and qualifications to serve on the Committee shall be made by the Board upon the recommendation of the Nominating and Corporate Governance Committee (“NCGC”). The Chair and other members of the Committee shall be appointed and may be removed by the Board based upon the recommendation of the NCGC.

III. Meetings

- A. The Committee shall meet as frequently as it deems appropriate.
- B. The Chair shall preside at meetings of the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a member of the Committee to serve as the chair of the meeting.
- C. The Corporate Secretary of AIG or another designated individual shall record and keep minutes of all Committee meetings.
- D. The Chair of the Committee shall report regularly to the Board.

IV. Responsibilities

The responsibilities of the Committee shall include:

- A. In consultation with management, reviewing and evaluating AIG’s executive compensation and benefits philosophy and policies generally (subject, if applicable, to shareholder approval), including reviewing and recommending to the Board the adoption, amendment and termination of any incentive compensation and equity-based programs that require Board approval.

- B. Reviewing and approving annual corporate goals, objectives and metrics relevant to the compensation of the Chairman & CEO and evaluating the Chairman & CEO's performance in light of those goals, objectives and metrics.
- C. Determining and recommending that the Board approve (i) the Chairman & CEO's compensation, including salary, incentive or equity compensation, and any special benefits and executive perquisites, based on the evaluation described in paragraph B above; and (ii) any hiring and severance or similar termination payments proposed to be made by AIG to any prospective, current or former CEO.
- D. Reviewing and approving (i) the incentive award performance goals, objectives and metrics for Section 16 Officers and evaluating their performance in light of those goals, objectives and metrics and, based on recommendations from the Chairman & CEO, approving the compensation of Section 16 Officers, including salary, incentive or equity compensation, and any special benefits and executive perquisites; and (ii) any hiring and severance or similar termination payments proposed to be made by AIG to any prospective, current or former Section 16 Officer.
- E. Approving grants pursuant to equity compensation plans unless such authority has been delegated for grants to employees other than to the Chairman & CEO and Section 16 Officers.
- F. Reviewing risk assessments of AIG's compensation programs and policies performed by the Chief Risk Officer of AIG.
- G. Overseeing pension, savings and employee benefit plans.
- H. Establishing and reviewing compliance with stock ownership guidelines for Section 16 Officers.
- I. Producing the Committee report for inclusion in AIG's annual proxy statement, reviewing and discussing with management the report and AIG's Compensation Discussion & Analysis ("CD&A") for inclusion in AIG's annual proxy statement, and based on such review and discussion, recommending that the Board approve AIG's CD&A to be included in AIG's annual proxy statement.
- J. Overseeing human capital management practices and programs, including retention, talent development, compensation and benefits, and diversity, equity and inclusion.
- K. Overseeing AIG's clawback policies regarding the recoupment, repayment or forfeiture of compensation and, as appropriate, recoup incentive compensation pursuant to any applicable policy or policies.

V. Access to Advisors

- A. In coordination with the Chief Human Resources Officer, the Committee shall have access to senior management and may obtain advice and assistance from internal legal, finance, accounting, risk and other advisors.

- B. The Committee shall have the sole authority to retain or obtain the advice of, and terminate, compensation consultants and independent legal and other advisors, as the Committee may deem appropriate in its sole discretion. To the extent required by NYSE rules, the Committee may select and/or receive advice from any such consultant or advisor only after taking into consideration the independence factors, including those enumerated in the NYSE's rules. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of such consultants and advisors. The Committee has sole authority to approve all such consultants' and advisors' fees and other retention terms. AIG shall be responsible for any costs or expenses so incurred.

VI. Delegation of Authority

- A. The Committee shall have the authority to form, and delegate its authority to, one or more subcommittees consisting solely of one or more members of the Committee when it deems it appropriate to do so. Each subcommittee shall have the full power and authority of the Committee as to matters delegated to such subcommittee.
- B. The Committee may delegate to the Chairman & CEO the authority to make grants to employees other than Section 16 Officers under AIG's equity compensation plans as the Committee deems appropriate and in accordance with the terms of such plans.

VII. Performance Evaluation

- A. In coordination with the NCGC, conduct a performance evaluation of the Committee annually and report the results of the review to the Board.

VIII. Amendments

- A. The Committee shall review and reassess this charter from time to time and propose any recommended changes to the Board.