

AMERICAN INTERNATIONAL GROUP, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
(Effective September 19, 2023)

I. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of American International Group, Inc. (“AIG”) is to: (a) identify and recommend qualified candidates for election to the Board; (b) recommend committee and committee chair assignments; (c) evaluate and recommend appropriate corporate governance practices; (d) oversee succession planning for the Chairman & Chief Executive Officer; (e) oversee performance evaluations of the Board and its committees; and (f) oversee AIG’s positions on public policy issues of significance to AIG, charitable spending and political contributions.

II. Membership

The Committee shall be comprised of at least three directors, each of whom shall be 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. The Chair and other members of the Committee shall be appointed and may be removed by the Board based upon the recommendation of the Committee.

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:

Nominations

- A. In consultation with the Chairman & Chief Executive Officer and the Lead Independent Director, identifying and evaluating candidates qualified to serve as directors under the criteria set forth in AIG’s Corporate Governance Guidelines.
- B. Evaluating candidates recommended by shareholders and management under the criteria set forth in AIG’s Corporate Governance Guidelines.

- C. Recommending to the Board a slate of director nominees to be proposed for election to the Board at meetings of shareholders.
- D. Making recommendations to the Board regarding committee and committee chair assignments.
- E. Making recommendations to the Board as to determinations of director independence.
- F. Determining, and recommending that the Board determine, with respect to members of the Audit Committee, whether a candidate is an “audit committee financial expert” and is “financially literate” as defined under the rules of the Securities and Exchange Commission and/or has “accounting or related financial management expertise” in accordance with NYSE rules.

Corporate Governance

- G. Reviewing AIG’s corporate governance framework, including the Certificate of Incorporation, By-Laws, Corporate Governance Guidelines and other Board policies and, where appropriate, recommending any changes to the Board.
- H. Reviewing the appropriate size and composition of the Board and its committees and, where appropriate, recommending any changes to the Board.
- I. Reviewing and, in consultation with the chairs of the Board’s committees, advising the Board regarding committee charters, structure and responsibilities, including making recommendations to the Board regarding the dissolution of existing committees or the creation of additional committees.
- J. Overseeing and reporting to the Board on succession planning with respect to AIG’s Chairman & Chief Executive Officer.
- K. Overseeing performance evaluations of the Board and its committees. The format and process for the performance evaluations shall be determined by the Committee in coordination with the Chairman & Chief Executive Officer and Lead Independent Director, and, periodically, will be conducted with assistance from an independent consultant or advisor.
- L. Reviewing and recommending to the Board the (i) appropriate form and amount of compensation for non-management directors and (ii) minimum stock ownership guidelines for non-management directors.
- M. Reviewing and making recommendations to the Board regarding AIG’s responses to shareholder proposals.
- N. Recommending to the Board whether to accept or reject the resignation tendered by an incumbent director (i) who received a greater number of votes cast “against” than votes “for” in an uncontested election or (ii) whose principal occupation or principal responsibilities outside of AIG has changed.

- O. Reviewing the Company's advancement of expenses or indemnification of directors, officers and employees.
- P. Reviewing, and as appropriate, approving or ratifying, all related party transactions.
- Q. Reviewing reports regarding charitable spending, political contributions and lobbying activities by AIG and its subsidiaries.
- R. Overseeing AIG's policies, practices and reporting with respect to current and emerging public policy issues of significance to AIG, including issues of significance relating to climate, sustainability, corporate social responsibility and social and governance activities.

V. Access to Advisors

- A. In coordination with the Corporate Secretary, 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 authority to retain and terminate independent legal and other advisors as the Committee may deem appropriate. The Committee shall be responsible for the appointment, compensation and oversight of the work of such advisors. The Committee has authority to approve all such advisors' and firms' 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.

VII. Performance Evaluation

- A. The Committee shall conduct a performance evaluation annually of the Committee and report the results 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.