

**CHARTER OF THE  
EXECUTIVE COMMITTEE  
OF THE BOARD OF DIRECTORS OF AMERIPRISE FINANCIAL, INC.**

**AS APPROVED BY THE BOARD OF DIRECTORS  
ON SEPTEMBER 12, 2008**

**I. PURPOSES OF THE COMMITTEE**

The Executive Committee's purposes are to allow the timely and efficient exercise of the powers and authority of the Board of Directors in the intervals between regularly scheduled meetings of the Board of Directors and to advise the Chairman of the Board on matters relating to the effectiveness of and management's communication with the Board of Directors and its committees.

The Board of Directors intends that all substantive matters affecting the Company in the ordinary course of business shall be brought before the Board of Directors as a whole for discussion and action whenever possible. Nevertheless, the Board recognizes the need for flexibility and the timely exercise of the Board's powers and authority on substantive and other matters which, in the opinion of the Chairman of the Committee, require Board action before the next regularly scheduled meeting of the Board but do not merit the calling of a special meeting of the board, subject to the limitations on the Committee's authority contained in Section III(C) of this charter. The Board of Directors may from time to time delegate to the Committee the Board's authority to act on specific matters affecting the Board or the Company.

In performing their duties and responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- One or more officers or employees of the Company whom the Committee member reasonably believes to be reliable and competent in the matters presented;
- Counsel, independent auditors, consultants, advisors, or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person; or
- Another committee of the Board as to matters within its designated authority which committee the Committee member reasonably believes to merit confidence.

**II. LEGAL OR OTHER REQUIREMENTS; AUTHORITY; MINIMUM MEMBERSHIP; MEMBERSHIP REQUIREMENTS**

The Committee is established pursuant to Article III, Section 3.01 of the Company's By-Laws. This charter does not limit or supersede any authority granted to the Committee or the Board under the By-Laws. The members of the Committee shall be: the then serving Chairman of the Board of Directors, who shall serve as the Committee Chairman; and the then serving chairmen of the Audit, Compensation and Benefits, and Nominating and Governance Committees of the Board of Directors, each of whom shall serve until his or her successor is duly elected and qualified. Under the By-Laws, the Board has the authority to remove any member of the Committee at any time, either for

or without cause. The presence of members of the Committee constituting a majority of the Committee's total authorized membership shall constitute a quorum for the transaction of business; *provided*, that no quorum shall be deemed to exist unless the Chairman of the Committee is present.

The Committee has the authority, to the extent it deems necessary or appropriate, to retain independent legal counsel, consultants, or other advisors. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to ask the Company to provide the Committee with the support of one or more Company officers or employees to assist it in carrying out its duties. The Committee may request any officer or employee of the Company or of the Company's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.

The Company shall provide for appropriate funding, as determined by the Committee, for the payment of the compensation of any legal counsel, consultant or other advisor engaged by the Committee and for payment of any administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee will meet upon the call of its Chairman, but shall not be required to meet a minimum number of times each year.

### III. RESPONSIBILITIES OF THE COMMITTEE

*The following will be the common recurring activities of the Committee in carrying out its purposes. These activities are set forth as a guide with the understanding that the Committee may diverge from this guide as it considers appropriate in the circumstance, subject to the limitations on the Committee's authority set forth in this section.*

#### (A) Exercising The Powers And Authority Of The Board of Directors

Except as otherwise provided in the section of this charter captioned "Limitations On The Committee's Authority", the Committee may exercise all such powers and authority of the Board of Directors, including without limitation the approval of resolutions on behalf of the Board. All actions taken by the Committee from time to time shall be deemed to be, and may be certified in writing by the Company's Corporate Secretary as being, taken by and under the authority of the Board of Directors.

#### (B) Advising The Chairman Of The Board

The Committee shall provide advice on such subjects related to the effectiveness of and management's communication with the Board of Directors and its committees as the Committee Chairman may raise from time to time for the Committee's consideration.

#### (C) Limitations On The Committee's Authority

(1) Notwithstanding any other provision of this charter, the Committee shall not have the power or authority to do any of the following:

- (a) Amend the Company's By-Laws;

(b) Make any recommendation to shareholders that requires shareholder approval;

(c) Take any action that is specifically designated as a responsibility of the Audit, Compensation and Benefits, or Nominating and Governance Committees of the Board of Directors in the charter of the committee;

(d) Amend or revoke any resolution approved by the Board of Directors that by its terms may be amended or revoked only by the Board of Directors as a whole;

(e) Approve any item that requires the approval of the Board of Directors pursuant to the Statement of Powers Reserved to the Board of Directors of Ameriprise Financial, Inc., as amended from time to time; or

(f) Take any action that is not permitted to be taken by the Board of Directors or a committee of the Board under the Delaware General Corporation Law or other applicable laws or regulations, the Company's Certificate of Incorporation or By-laws, or contracts or agreements to which the Company is a party.

(2) Upon the motion of any independent director sitting on the Committee, any matter before the Committee shall be decided by the majority vote of the entire Board of Directors, provided that at least two of the independent directors vote in favor of the motion. The Chairman of the Committee shall recuse himself from voting on any such motion.

(D) General

- Report to the Board on the Committee's activities, as appropriate
- Maintain minutes or other records of the Committee's meetings and activities