

## **Long-Term Incentive Award Policy – Grant Practices and Procedures Amended and Restated as of January 30, 2013**

### **Summary**

The Board of Directors (the “Board”) of Ameriprise Financial, Inc. (“Ameriprise” or the “Company”) believes that Long-Term Incentive Awards (“LTIA”) are an important factor in the Company’s ability to attract, motivate and retain experienced and highly qualified employees who will have a direct impact on the future success of the Company. The Board and its Compensation and Benefits Committee (the “Committee”) recognize that there are significant legal, tax, regulatory and accounting implications inherent in the granting of LTIA. The Committee has approved these grant practices and procedures to help promote consistent administration and effective compliance for the LTIA program with various legal, tax, regulatory and accounting requirements. These grant practices and procedures (the “Policy”) were first approved by the Committee on December 4, 2007 and incorporate and enhance the practices and procedures previously approved by the Committee. Any exceptions or material changes to this Policy must be approved by the Committee.

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### **Scope of Practices and Procedures**

Ameriprise currently issues LTIA under various equity incentive plans, including the shareholder-approved Ameriprise Financial 2005 Incentive Compensation Plan, as amended and restated effective April 30, 2014 (collectively the “Plans”), as such plans may be amended, restated or supplemented from time to time. The grant practices and procedures outlined below govern the issuance of non-qualified stock options, restricted stock awards, restricted stock unit awards and performance share unit awards to eligible participants of Ameriprise (individually or collectively “Awards”). However, these practices and procedures do not apply to grants, if any, made to non-management Ameriprise directors of the Board under the Plan.

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### **Approval Procedures**

Executive Officers – The Committee shall approve all Awards made to all “Executive Officers” of Ameriprise (as identified pursuant to Rule 16a-1(f) issued under Section 16 of the Securities Exchange Act of 1934, as amended, in a resolution approved by the Ameriprise Board from time to time), and certain other senior executives of Ameriprise as determined from time to time by the Committee in its sole discretion. To avoid the timing and practical issues inherent

in obtaining approvals through a unanimous written consent, all Awards for Executive Officers shall be approved at in-person or telephonic meetings of the Committee.

Other Recipients – The Awards made to recipients other than Executive Officers may be approved by either the Committee or the Chairman and Chief Executive Officer of Ameriprise (the “CEO”) through a delegation of authority (the “CEO Delegation”) made to the CEO by the Board and the Committee. Under the CEO Delegation, the CEO may approve Awards to eligible participants other than Executive Officers, pursuant to such terms and conditions as may be determined by the Committee from time to time. The Committee has established a limit on the aggregate number of shares underlying Awards that may be approved through the CEO Delegation in a calendar year. This annual limit is currently 500,000 shares of common stock per calendar year, which is either reestablished each year as a new limit or modified by the Committee pursuant to its annual review of this limit.

Documentation of Approvals – Awards approved by the Committee will be properly documented in the meeting minutes and related materials for the Committee meeting. For Awards made pursuant to the CEO Delegation, the Human Resources Department will prepare a written monthly schedule that lists the Awards proposed for approval by the CEO. This schedule shall include the name of the individual recipient, the Award value, and the form of Award. The CEO will approve and sign the monthly schedule of Awards on or before the first trading day of the each month, which is the only Grant Date permitted for Awards made pursuant to the CEO Delegation. The Committee shall receive for its information in its meeting materials regular reports of the recipients and the number and type of Awards approved pursuant to the CEO Delegation, including copies of the monthly lists of approved Awards.

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## **Timing of Awards**

Annual Awards – Under its current LTIA program, the Committee has established a practice of granting Awards to eligible participants, including Executive Officers, on an annual basis. The Committee has approved written rules and guidelines for the annual Awards to define the eligible participants, the size and type of Awards granted to each participant, and other plan design details. Except for annual Awards granted to the employees of certain foreign subsidiaries designated by management, the annual Awards are typically approved by the Committee at its late January or early February meeting.

The effective grant date (“Grant Date”) of annual Awards shall be the date of the Committee meeting. In the event, however, that the date of the Committee meeting at which annual Awards are approved falls within a regularly scheduled quarterly blackout period, the annual Awards will not become effective and priced until two full business days after the public release of fourth quarter and full year earnings results for the preceding year. In no event will the Grant Date be a date that precedes the date of the Committee meeting. For the sake of illustration, if the Committee meets on a Tuesday during a regularly schedule blackout period, it will approve the annual Awards. If earnings are publicly released the next day, the blackout period would end at the close of business on Friday of that week. The annual Awards approved by the Committee would then become effective and priced on the following Monday, in accordance with our normal procedures for pricing the awards.

The Grant Date for annual Awards made to newly-hired employees must always follow the employee’s actual employment start date.

Annual Awards to the Employees of Certain Foreign Subsidiaries –

Notwithstanding any other provision of these policies and procedures related to the timing of Awards, when the Committee approves annual Awards to the employees of a foreign subsidiary of Ameriprise at a meeting other than the one held in late January or early February the Grant Date shall be the date of the Committee meeting unless the Committee expressly designates another Grant Date in the resolutions approving such Awards. The Committee meeting at which annual Awards are granted to the employees of certain foreign subsidiaries designated by management, if any, will typically be held in March of each year. The Committee has adopted this rule to accommodate the unique operational, administrative, and other practices used by certain of Ameriprise’s foreign subsidiaries to collect the performance-related data on which Awards are based.

Off-Cycle Awards – For off-cycle Awards approved pursuant to the CEO Delegation, there is a fixed timing of the Grant Date for the Awards each month. Awards may only become effective and their exercise price or value determined as of the first trading day of a month. If the CEO approves the Awards on the first trading day of a month, that date shall be the Grant Date. If the CEO approves the Awards on any date after the first trading day of a month, the Grant Date shall be the first trading day of the month immediately following the date of approval.

The Grant Date for Awards made to newly-hired or promoted employees under the CEO Delegation must always follow the employee’s actual employment start date or promotion date.

The Committee may also approve off-cycle Awards at a regularly scheduled or special meeting of the Committee, which is a requirement for any off-cycle Awards made to Executive Officers. In order for there to be consistency with the process for off-cycle Awards approved under CEO Delegation, the Grant Date for such Awards shall be the date of the Committee meeting if it is held on the first trading day of a month. If the meeting is held after the first trading day of a month, the Grant Date shall be the first trading day of the month immediately following the date of the Committee meeting.

Special Considerations Related to the Timing of Awards. In order to eliminate the opportunity to manipulate the timing of Awards based on either positive or negative nonpublic material information and to provide clear and candid disclosure to the Company's shareholders with respect to the timing of Award grants, the method for determining annual and off-cycle Award Grant Dates established in the preceding two sections shall be strictly adhered to by the Committee and the CEO. Neither the Committee nor the CEO has any authority to change the Grant Dates established under this policy.

The Committee shall make its annual grants regardless of whether any of its members is aware of either positive or negative nonpublic material information about the Company or its securities on the date of the meeting.

Inasmuch as the date of the Committee's late January or early February meeting is established at the Board's organization meeting held the preceding April, there is no chance that the Committee will be able to predict the type of information it will be aware of at the time that it makes its annual grants of Awards nine months later.

Furthermore, the Committee shall make its annual grants of Awards regardless of whether the blackout period just ended has been extended to prohibit the Committee members, other directors, executive officers or other employees from trading in the Company's securities due to their awareness of material nonpublic information about the Company or its securities. This policy is designed to avoid signaling the possibility of a material event or announcement to other employees by the delay of the expected grant of annual Awards and to avoid the significant administrative and practical issues that would result from such a delay.

In those cases where the Committee makes an off-cycle grant of an Award to a newly-hired or promoted Executive Officer at a regularly scheduled or special meeting, the Committee may make the grant regardless of whether any of its members is aware of positive or negative material nonpublic information about

the Company or its securities on the date of the meeting. This policy shall apply regardless of whether the date of the Committee meeting or the Grant Date falls within a regular quarterly or special blackout period that applies to members of the Committee. The CEO, acting pursuant to CEO Delegation, shall approve off-cycle grants of Awards regardless of whether he is aware of positive or negative material nonpublic information about the Company or its securities on the date that he signs the schedule of Awards. This policy shall apply regardless of whether the date on which the CEO signs the schedule of Awards or the Grant Date falls during a regular quarterly blackout period or a special blackout period that applies to the CEO.

In order to promote transparency and candid disclosure to the Company's shareholders, this LTIA policy shall be posted on the Company's public Web site, together with a brief explanation of the anticipated Grant Dates for the following year. Management shall also include an explanation of reference to this LTIA Policy in the Compensation Discussion and Analysis contained in each annual meeting proxy statement, together with a reference to the web site where it may be found and an explanation of how a shareholder may obtain a copy of the policy free of charge.

Option Exercise Price – The exercise price for all stock option Awards made on or after September 28, 2006, under the 2005 Incentive Compensation Plan, whether approved by the Committee or pursuant to the CEO Delegation, shall not be less than 100 percent of the Fair Market Value (as defined in the Plan) of a share of Ameriprise common stock on the Grant Date.

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## Award Formula

Under the current Plans' design, the Ameriprise LTIA program includes the issuance of restricted stock awards, restricted stock units, performance share awards and non-qualified stock options. The practice is to have the Committee or the CEO (pursuant to CEO Delegation) approve the total market value of each Award. The Human Resources Department then performs formula calculations to determine the number of shares, share units, or options that were approved on the Grant Date and that will be issued pursuant to terms of the Plan. In the event the formula results in fractional shares, all such fractional shares will be rounded down to the nearest whole share for Executive Officers.

Stock Options – The number of options awarded will be determined according to the following formula:

Total dollar value of the Award as approved, divided by the product of the Fair Market Value (as defined in the Plan) of a share of Ameriprise common stock on the Grant Date times the Black-Scholes Factor (“BSF”).

The BSF will be equal to the ratio of the Black-Scholes value of an Ameriprise non-qualified stock option, using the valuation assumptions consistent with FASB ASC Topic 718 estimates for determining option expense, to the fair market value of a share of common stock. The BSF will be updated periodically as the valuation assumptions and estimates change for the determination for FASB ASC Topic 718 option expense.

Restricted Stock Awards or Restricted Stock Units – The number of shares or share units awarded will be determined according to the following formula:

Total dollar value of the Award as approved, divided by the Fair Market Value (as defined in the Plan) of a share of Ameriprise common stock on the Grant Date.

Performance Share Units – Performance share units are long-term incentive awards that have a three-year performance period. At the end of the performance period, participants receive a number of shares of Ameriprise common stock based on the performance results achieved. Only the CEO and Executive Officers are eligible to receive performance share units. The number of performance share units granted to a participant is determined in the same manner as that described immediately above for restricted stock units.

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## Share Usage

The Committee shall receive in its meeting materials regular reports on the number of Awards that have been issued under the Plans and the activity affecting the changes in number of Awards outstanding. The Committee shall also receive regular updates on the status of all Plan limits so that the Committee is aware of share usage against both the Plans’ registration limit and the Plans’ limitation on full value awards.

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## Terms and Conditions

Terms and conditions of an Award are set forth in the Plans and the related documents and agreements. The practices and procedures outlined in this Policy are intended to be consistent with the Plans and their terms, but if there are any conflicts between these practices and procedures and the Plans and related documents and agreements, the Plans and the related documents and agreements will control.

In addition, the descriptions in this Policy of the Plans, LTIA's, and related compensation considerations are necessarily general. Shareholders and other interested parties are strongly encouraged to refer to the Compensation Discussion and Analysis and related compensation disclosures contained in our most recent annual meeting proxy statement for additional information. In the event that there is any conflict between this Policy and the disclosures in our public filings with the United States Securities and Exchange Commission, the latter will control.