

HOW AND WHEN WE GRANT EQUITY AWARDS

On December 4, 2007, the Compensation and Benefits Committee (the “Committee”) of our Board of Directors approved a Long-Term Incentive Award Policy-Grant Practices and Procedures (the “Policy”). We have provided a copy of the Policy, as most recently amended and restated, on our website for your information.

The Policy governs the issuance of equity awards such as stock options, restricted stock, restricted stock units and other share based awards under our equity award plans (the “Plans”). The Plans include the Ameriprise Financial 2005 Incentive Compensation Plan, as amended and restated effective April 30, 2014. Among other matters, the Policy addresses: equity award approval procedures; the timing of equity award grants; the exercise price of certain equity awards; and share usage and reporting.

We want to highlight the section of the Policy captioned “Special Considerations Related to the Timing of Awards.” In order to eliminate the opportunity to manipulate the timing of equity awards based on either positive or negative nonpublic material information and to provide our shareholders with clearer and more candid disclosure about our timing of equity award grants, the Policy establishes a fixed schedule of the permissible dates for the grant of equity awards.

Furthermore, the Policy provides that the Committee and our Chairman and Chief Executive Officer will make grants to be effective as of the scheduled permissible grant dates regardless of whether they are aware of either positive or negative nonpublic material information about Ameriprise Financial or our securities at the time that they approve the grants.

The Policy is intended to:

- avoid signaling to our employees or others that a nonpublic material event or announcement is pending by delaying scheduled equity award grants;
- treat off-cycle grant recipients equally by providing the same exercise prices for stock options and the same share values for restricted stock awards made during the same time period;
- avoid difficult subjective judgments about the materiality of information based on facts and circumstances that may change quickly;
- avoid the significant administrative and recordkeeping problems associated with multiple random grant dates; and
- promote the effective auditing and oversight of our equity compensation programs.

We encourage you to read the Policy carefully. The Committee has reserved the authority to amend or revoke the Policy. If the Committee exercises that authority, we will promptly post the amended Policy or other information on this page of our website.