AMERICAN INTERNATIONAL GROUP INC
Form DEF 14A
March 31, 2014
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant þ

Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

þ Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

American International Group, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

þ No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

AMERICAN INTERNATIONAL GROUP, INC.

175 Water Street, New York, N.Y. 10038

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD MAY 12, 2014

March 31, 2014

To the Shareholders of

AMERICAN INTERNATIONAL GROUP, INC.:

The Annual Meeting of Shareholders of AMERICAN INTERNATIONAL GROUP, INC. (AIG) will be held at 175 Water Street, New York, New York, on May 12, 2014, at 9:00 a.m., for the following purposes:

1. To elect the fourteen nominees specified under Election of Directors as directors of AIG to hold office until the next annual election and until their successors are duly elected and qualified;

2. To vote, on a non-binding advisory basis, to approve executive compensation;

3. To act upon a proposal to amend and restate AIG s Restated Certificate of Incorporation to continue to restrict certain transfers of AIG Common Stock in order to protect AIG s tax attributes;

4. To act upon a proposal to ratify the amendment to extend the expiration of the American International Group, Inc. Tax Asset Protection Plan;

5. To act upon a proposal to ratify the selection of PricewaterhouseCoopers LLP as AIG s independent registered public accounting firm for 2014; and

6. To transact any other business that may properly come before the meeting.

Shareholders of record at the close of business on March 17, 2014 will be entitled to vote at the meeting.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be held on May 12, 2014. The Proxy Statement, 2013 Annual Report to Shareholders and other Soliciting Material are available in the Investors section of AIG s corporate website at *www.aig.com*.

By Order of the Board of Directors

JEFFREY A. WELIKSON

Secretary

If you plan on attending the meeting, please remember to bring photo identification with you. In addition, if you hold shares in street name and would like to attend the meeting, you must bring an account statement or other acceptable evidence of ownership of AIG Common Stock as of the close of business on March 17, 2014. If you cannot be present at the meeting, please sign and date your proxy and return it at once or vote your shares by telephone or through the internet.

Table of Contents

AMERICAN INTERNATIONAL GROUP, INC.

175 Water Street, New York, N.Y. 10038

PROXY STATEMENT

March 31, 2014

TIME AND DATE	9:00 a.m. on Monday, May 12, 2014.
PLACE	175 Water Street, New York, New York 10038.
MAILING DATE	This Proxy Statement, 2013 Annual Report and proxy card or voting instructions were either made available to you over the internet or mailed to you on or about March 31, 2014.
ITEMS OF BUSINESS	To elect the fourteen nominees specified under Election of Directors as directors of AIG to hold office until the next annual election and until their successors are duly elected and qualified;
	To vote, on a non-binding advisory basis, to approve executive compensation;
	To act upon a proposal to amend and restate AIG's Restated Certificate of Incorporation to continue to restrict certain transfers of AIG Common Stock in order to protect AIG's tax attributes;
	To act upon a proposal to ratify the amendment to extend the expiration of the American International Group, Inc. Tax Asset Protection Plan;
	To act upon a proposal to ratify the selection of PricewaterhouseCoopers LLP as AIG s independent registered public accounting firm for 2014; and
	To transact any other business that may properly come before the meeting.
RECORD DATE	You can vote if you were a shareholder of record at the close of business on March 17, 2014.
INSPECTION OF LIST OF SHAREHOLDERS OF RECORD	A list of the shareholders of record as of March 17, 2014 will be available for inspection during ordinary business hours during the ten days prior to the meeting at AIG s offices, 175 Water Street, New York, New York 10038.
ADDITIONAL INFORMATION	Additional information regarding the matters to be acted on at the meeting is included in this proxy statement.
PROXY VOTING	YOU CAN VOTE YOUR SHARES OVER THE INTERNET OR BY TELEPHONE. IF YOU RECEIVED A PAPER PROXY CARD BY MAIL, YOU MAY ALSO VOTE BY SIGNING, DATING AND RETURNING THE PROXY CARD IN THE ENVELOPE PROVIDED.

Table of Contents

TABLE OF CONTENTS

Table of Contents

EXECUTIVE SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement. We hope this summary will be helpful to our shareholders in reviewing the proposals. This summary does not contain all of the information you should consider in making a voting decision, and you should read the entire Proxy Statement carefully before voting. These proxy materials are first being sent to shareholders of AIG commencing on or about March 31, 2014. For information on the details of the voting process and how to attend the Annual Meeting, please see Voting Instructions and Information on page 8.

Voting Matters and Vote Recommendation

Proposal		Board Vote Recommendation	For More Information, see:
1.	Election of 14 Directors	FOR EACH DIRECTOR NOMINEE	Election of Directors, page 13
2.	Advisory vote on executive compensation	FOR	Proposal 2-Non-Binding Advisory Vote to Approve Executive Compensation, page 66
3.	Approval of amendment and restatement of AIG's Restated Certificate of Incorporation to continue to restrict certain transfers of AIG Common Stock in order to protect AIG s tax attributes	FOR	Proposal 3-Approval of Amendment and Restatement of AIG's Restated Certificate of Incorporation, page 69
4.	Ratification of the amendment to extend the expiration of the American International Group, Inc. Tax Asset Protection Plan	FOR	Proposal 4-Ratification of Amendment No. 1 to the Tax Asset Protection Plan, page 73
5.	Ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2014	FOR	Proposal 5-Ratification of Selection of PricewaterhouseCoopers LLP, page 78

Table of Contents

Performance Highlights

(a) Insurance pre-tax operating income, accident year loss ratio, as adjusted, and book value per share excluding AOCI are non-GAAP financial measures. For how these measures are calculated, see Appendix B (for insurance pre-tax operating income) and pages 56-57 of AIG s 2013 Annual Report on Form 10-K (for accident year loss ratio, as adjusted, and book value per share excluding AOCI).

(b) Based on AerCap s pre-announcement closing price per share of $24.93 as of December 13, 2013.

(c) AIG did not receive any proceeds from the sale of AIG Common Stock by the Department of the Treasury. See Notes 4, 16, 17 and 24 to the Consolidated Financial Statements included in AIG s 2013 Annual Report on Form 10-K for further discussion of the government support provided to AIG and the Recapitalization.

Table of Contents

PROPOSAL 1 ELECTION OF 14 DIRECTORS

The following table provides summary information about each director nominee. Each director is elected annually by a majority of votes cast.

Name	Age	Director Since	Occupation/Background	Indepen-dent	Other Public Boards	Current Committee Memberships
Robert H. Benmosche	69	2009	President and CEO, AIG		International Lease Finance Corporation (an AIG subsidiary)	
W. Don Cornwell	66	2011	Former Chairman and CEO of Granite Broadcasting Corporation	ü	Avon Products, Inc.; Pfizer Inc.	Compensation and Management Resources Committee; Nominating and Corporate Governance Committee
Peter R. Fisher	57	N/A	Senior Fellow at the Center for Global Business and Government, and Senior Lecturer, at the Tuck School of Business at Dartmouth College; Former Head of Fixed Income Portfolio Management of BlackRock, Inc.	ü		N/A
John H. Fitzpatrick	57	2011	Secretary General of The Geneva Association (term ends May 2014); Former Chief Financial Officer, Head of the Life and Health Reinsurance Business Group and Head of Financial Services of Swiss Re	ü		Audit Committee; Finance and Risk Management Committee (Chair)
William G. Jurgensen	62	2013	Former CEO of Nationwide Insurance	ü	ConAgra Foods, Inc.	Audit Committee; Regulatory, Compliance and Public Policy Committee
Christopher S. Lynch	56	2009	Independent consultant and former National Partner in Charge of Financial Services of KPMG LLP	ü	Federal Home Loan Mortgage Corporation	Audit Committee (Chair); Finance and Risk Management Committee
Arthur C. Martinez	74	2009	Former Chairman, President and CEO of Sears, Roebuck and Co.	ü	Abercrombie & Fitch Co.; HSN, Inc.; IAC/ InterActive Corp*; International Flavors & Fragrances Inc.; Kate Spade & Co.*	Compensation and Management Resources Committee (Chair); Nominating and Corporate Governance Committee; Technology Committee
George L. Miles, Jr.	72	2005	Chairman Emeritus of Chester Engineers, Inc.; Former President and CEO of WQED Multimedia	ü	EQT Corporation; Harley-Davidson, Inc.; HFF, Inc.; WESCO International, Inc.*	Audit Committee; Nominating and Corporate Governance Committee; Technology Committee
Henry S. Miller	68	2010	Chairman of Marblegate Asset Management, LLC; Former Chairman and Managing Director of Miller Buckfire & Co., LLC	ü	Ally Financial Inc.	Finance and Risk Management Committee; Regulatory, Compliance and Public Policy Committee
Robert S. Miller	72	2009	Former CEO of Hawker Beechcraft, Inc.; Former Executive Chairman of Delphi Corporation	ü	Symantec Corporation	**
Suzanne Nora Johnson	56	2008		ü		

			Former Vice Chairman of The Goldman Sachs Group, Inc.		Intuit Inc.; Pfizer Inc.; Visa Inc.	Compensation and Management Resources Committee; Nominating and Corporate Governance Committee (Chair)
Ronald A. Rittenmeyer	66	2010	Chairman, President and CEO of Expert Global Solutions, Inc.; Former Chairman, CEO and President of Electronic Data Systems Corporation	ü	Avaya Inc.; Tenet Healthcare Corporation	Audit Committee; Compensation and Management Resources Committee; Technology Committee (Chair)
Douglas M. Steenland	62	2009	Former President and CEO of Northwest Airlines Corporation	ü	Chrysler Group LLC; Digital River, Inc.; Hilton Worldwide Holdings Inc.; Travelport Limited; International Lease Finance Corporation (an AIG subsidiary)	Finance and Risk Management Committee; Regulatory, Compliance and Public Policy Committee (Chair)
Theresa M. Stone	69	2013	Former Executive Vice President and Treasurer of the Massachusetts Institute of Technology; Former Executive Vice President and Chief Financial Officer of Jefferson-Pilot Corporation; Former President of Chubb Life Insurance Company	ü		Audit Committee; Finance and Risk Management Committee

* Not standing for re-election in 2014.

** Mr. Robert Miller, as Chairman of the Board, is an *ex-officio*, non-voting member of each of the Committees.

Table of Contents

PROPOSAL 2 NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION

2013 marked the first year of our executive compensation program following the end of Troubled Asset Relief Program (TARP) related restrictions and entailed the following:

Balanced Structure: Total compensation consists of market-competitive base salary, 25% to 35% target short-term incentive opportunity and at least 40% target long-term incentive opportunity.

Emphasis on Long-Term Incentives: At least 70% of each executive s total target compensation is at risk and based on performance, and the majority of his or her incentive pay opportunity is based on performance over a 3-year period and paid over a 5-year period.

Deferred Payouts: At least 75% of target incentives and 55% of target total compensation is deferred and subject to our clawback policy.

Direct Link to AIG Performance: Long-term incentives are in the form of performance share units (PSUs) that, for 2013, are earned based on achieving total shareholder return (TSR) and growth in tangible book value per share (excluding AOCI) (TBVPS) measured relative to our peers over a 3-year period, with above-median performance required for target payout.

Share Ownership Requirements: Our Chief Executive Officer is subject to a five times base salary guideline and our other executive officers subject to a three times guideline; 50% of net shares must be retained until the applicable guideline is achieved.

For 2013, approximately 85% of our Chief Executive Officer s total target compensation was at risk and earned based on performance:

In March 2014, the Compensation and Management Resources Committee of the Board approved, and the Board ratified, an award to Mr. Benmosche of 150% of his 2013 target short-term cash incentive opportunity, based on an overall business unit performance modifier of 110% and an individual performance modifier of 136%. AIG s overall business unit performance is determined based on the average of the performance modifiers for AIG Property Casualty, AIG Life and Retirement and United Guaranty Corporation (UGC), weighted 56%, 41% and 3%, respectively. In evaluating Mr. Benmosche s individual performance, the Committee considered his key financial, strategic, operational and organizational achievements during 2013. Payment of 50% of Mr. Benmosche s earned award is deferred until March 2015.

Mr. Benmosche s long-term equity incentive opportunity is earned based on performance (measured by our TSR and growth in TBVPS) over a 3-year period, 2013 through 2015, relative to a comparison peer group.

Table of Contents

PROPOSALS 3 AND 4 PRESERVATION OF LONG-TERM BENEFITS OF AIG TAX ATTRIBUTES

AIG has significant deferred tax assets, which AIG may be able to use to offset future taxable income. At December 31, 2013, AIG had a U.S. federal net operating loss carryforward of approximately $34.2 billion, $1.1 billion in capital loss carryforwards and $5.8 billion in foreign tax credits carryforward (collectively, Tax Attributes). If AIG were to experience an ownership change as defined under Section 382 of the Internal Revenue Code, it is possible that a significant portion of the Tax Attributes would expire before AIG would be able to use them to offset future taxable income.

After careful consideration, the Board of Directors believes the most effective way to continue to preserve the benefits of the Tax Attributes for long-term shareholder value is to (i) amend AIG s Restated Certificate of Incorporation to adopt a Protective Amendment that is a successor to, and is substantively the same as, current Article Thirteen of AIG s Restated Certificate of Incorporation, except that the Protective Amendment would expire on the third anniversary of the date of the 2014 Annual Meeting (current Article Thirteen will expire by its terms on May 11, 2014) and (ii) amend AIG s Tax Asset Protection Plan to extend the expiration date by approximately three years to January 8, 2017, and make other minor technical changes to such Plan. These measures serve as important tools to help prevent an ownership change that could substantially reduce or eliminate the significant long-term potential benefits of the Tax Attributes. Accordingly, the Board of Directors recommends that shareholders amend AIG s Restated Certificate of Incorporation to adopt the Protective Amendment and ratify Amendment No. 1 to the Tax Asset Protection Plan.

PROPOSAL 5 RATIFICATION OF SELECTION OF PRICEWATERHOUSECOOPERS LLP

We are asking shareholders to ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2014.

Table of Contents

VOTING INSTRUCTIONS AND INFORMATION

The enclosed proxy is solicited on behalf of the Board of Directors (Board of Directors or Board) of American International Group, Inc., a Delaware corporation (AIG), for use at the AIG Annual Meeting of Shareholders to be held on May 12, 2014, or at any adjournment thereof (Annual Meeting or 2014 Annual Meeting of Shareholders).

When and where is our Annual Meeting?

We will hold our Annual Meeting on Monday, May 12, 2014 at 9:00 a.m., Eastern Daylight Time, at our offices at 175 Water Street, New York, New York 10038.

How are we distributing our proxy materials?

We are using the rule of the United States Securities and Exchange Commission (SEC) that allows companies to furnish proxy materials to their shareholders over the internet. In accordance with this rule, on or about March 31, 2014, we sent shareholders of record at the close of business on March 17, 2014, a Notice of Internet Availability of Proxy Materials (Notice) or a full set of proxy materials. The Notice contains instructions on how to access our Proxy Statement and Annual Report for the year ended December 31, 2013 (2013 Annual Report) via the internet and how to vote. If you receive a Notice, you will not receive a printed copy of the proxy materials in the mail. Instead, the Notice instructs you on how to access and review all of the important information contained in the proxy materials. The Notice also instructs you on how you may submit your proxy via the internet. If you received a Notice and would like to receive a copy of our proxy materials, follow the instructions contained in the Notice to request a copy electronically or in paper form on a one-time or ongoing basis. Shareholders who do not receive the Notice will receive either a paper or electronic copy of our Proxy Statement and 2013 Annual Report, which will be sent on or about March 31, 2014.

Who can vote at the Annual Meeting?

You are entitled to vote or direct the voting of your shares of AIG s common stock, par value $2.50 per share (AIG Common Stock), if you were a shareholder of record or if you held AIG Common Stock in street name at the close of business on March 17, 2014. On that date, 1,449,044,294 shares of AIG Common Stock (exclusive of shares held by AIG and certain subsidiaries) were outstanding, held by 32,827 shareholders of record. Each share of AIG Common Stock held by you on the record date is entitled to one vote.

Who is a shareholder of record?

During the ten days prior to the Annual Meeting, a list of the shareholders will be available for inspection at the offices of AIG at 175 Water Street, New York, New York 10038.

If you hold AIG Common Stock that is registered in your name on the records of AIG maintained by AIG s transfer agent, Wells Fargo Shareowner Services, you are a shareholder of record.

If you hold AIG Common Stock indirectly through a broker, bank or similar institution, you are not a shareholder of record, but instead hold shares in street name.

What do I need to attend, and vote at, the Annual Meeting?

If you plan on attending the Annual Meeting, please remember to bring photo identification with you, such as a driver s license. In addition, if you hold shares in street name and would like to attend the Annual Meeting, you must bring an account statement or other acceptable evidence of ownership of AIG Common Stock as of the close of business on March 17, 2014, the record date for voting. In order to vote at the Annual Meeting if you hold shares in street name, you will also need a valid legal proxy , which you can obtain by contacting your account representative at the broker, bank or similar institution through which you hold your shares. See How do I vote? for four ways to cast your vote.

What proposals will be voted on at the Annual Meeting?

Five proposals from AIG will be considered and voted on at the Annual Meeting:

1. To elect the fourteen nominees specified under Election of Directors as directors of AIG to hold office until the next annual election and until their successors are duly elected and qualified;

2. To vote, on a non-binding advisory basis, to approve executive compensation;

Table of Contents

3. To act upon a proposal to amend and restate AIG's Restated Certificate of Incorporation to continue to restrict certain transfers of AIG Common Stock in order to protect AIG's tax attributes;

4. To act upon a proposal to ratify the amendment to extend the expiration of the American International Group, Inc. Tax Asset Protection Plan; and

5. To act upon a proposal to ratify the selection of PricewaterhouseCoopers LLP as AIG s independent registered public accounting firm for 2014.

You may also vote on any other business that properly comes before the Annual Meeting.

How does the Board of Directors recommend I vote?

AIG s Board of Directors unanimously recommends that you vote:

1. **FOR** each of the nominees specified under Election of Directors to the Board of Directors.

2. **FOR** the proposal to approve, on a non-binding advisory basis, executive compensation.

3. **FOR** the proposal to amend and restate AIG s Restated Certificate of Incorporation to continue to restrict certain transfers of AIG Common Stock in order to protect AIG s tax attributes.

4. **FOR** the proposal to ratify the amendment to extend the expiration of the American International Group, Inc. Tax Asset Protection Plan.

5. **FOR** the proposal to ratify the selection of PricewaterhouseCoopers LLP as AIG s independent registered public accounting firm for 2014.

How do I vote?

You may cast your vote in one of four ways:

By Submitting a Proxy by Internet. Go to the following website: *www.proxyvote.com*. You may submit a proxy by internet 24 hours a day. To be valid, your proxy by internet must be received by 11:59 p.m., Eastern Daylight Time, on May 11, 2014. Please have your Notice or your proxy card in hand when you access the website and follow the instructions to create an electronic voting instruction form.

By Submitting a Proxy by Telephone. To submit a proxy using the telephone, call 1-800-690-6903 any time on a touch-tone telephone. There is NO CHARGE to you for the call in the United States or Canada. International calling charges apply outside the United States and Canada. You may submit a proxy by telephone 24 hours a day, 7 days a week. Follow the simple instructions provided by the recorded message. To be valid, your proxy by telephone must be received by 11:59 p.m., Eastern Daylight Time, on May 11, 2014.

By Submitting a Proxy by Mail. Mark your proxy card, sign and date it, and return it in the prepaid envelope that has been provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. To be valid, your proxy by mail must be received by 8:00 a.m., Eastern Daylight Time, on May 12, 2014.

At the Annual Meeting. You can vote your shares in person at the Annual Meeting (see What do I need to attend, and vote at, the Annual Meeting?). If you are a shareholder of record, in order to vote at the Annual Meeting, you must present an acceptable form of photo identification, such as a driver s license. If you hold your shares in street name, you must obtain a legal proxy, as described above under What do I need to attend, and vote at, the Annual Meeting? , and bring that proxy to the Annual Meeting.

How can I revoke my proxy or substitute a new proxy or change my vote?

You can revoke your proxy or substitute a new proxy by:

For a Proxy Submitted by Internet or Telephone

Subsequently submitting in a timely manner a new proxy through the internet or by telephone that is received by 11:59 p.m., Eastern Daylight Time, on May 11, 2014; or

Executing and mailing a later-dated proxy card that is received prior to 8:00 a.m., Eastern Daylight Time, on May 12, 2014; or

Voting in person at the Annual Meeting.

9

Table of Contents

For a Proxy Submitted by Mail

Subsequently executing and mailing another proxy card bearing a later date that is received prior to 8:00 a.m., Eastern Daylight Time, on May 12, 2014; or

Giving written notice of revocation to AIG s Secretary at 175 Water Street, New York, New York 10038 that is received by AIG prior to 8:00 a.m., Eastern Daylight Time, on May 12, 2014; or

Voting in person at the Annual Meeting.

If I submit a proxy by internet, telephone or mail, how will my shares be voted?

If you properly submit your proxy by one of these methods, and you do not subsequently revoke your proxy, your shares will be voted in accordance with your instructions.

If you sign, date and return your proxy card but do not give voting instructions, your shares will be voted as follows: FOR the election of AIG s director nominees specified under Election of Directors ; FOR the non-binding shareholder resolution on executive compensation; FOR the amendment and restatement of AIG s Restated Certificate of Incorporation to continue to restrict certain transfers of AIG Common Stock in order to protect AIG s tax attributes; FOR the ratification of the amendment to extend the expiration of the American International Group, Inc. Tax Asset Protection Plan; FOR the ratification of the appointment of PricewaterhouseCoopers LLP as AIG s independent registered public accounting firm for 2014; and otherwise in accordance with the judgment of the persons voting the proxy on any other matter properly brought before the Annual Meeting.

If I hold my shares in street name and do not provide voting instructions, can my broker still vote my shares?

Under the rules of the New York Stock Exchange (NYSE), brokers that have not received voting instructions from their customers ten days prior to the Annual Meeting date may vote their customers shares in the brokers discretion on the proposals regarding the amendment and restatement of AIG's Restated Certificate of Incorporation to continue to restrict certain transfers of AIG Common Stock in order to protect AIG's tax attributes and the ratification of the appointment of independent auditors because these are considered discretionary under NYSE rules. If your broker is an affiliate of AIG, NYSE policy specifies that, in the absence of your specific voting instructions, your shares may only be voted in the same proportion as all other shares are voted with respect to that proposal.

Under NYSE rules, each other proposal, including the election of directors, is a non-discretionary item, which means that member brokers who have not received instructions from the beneficial owners of AIG Common Stock do not have discretion to vote the shares of AIG Common Stock held by those beneficial owners on any of those proposals.

How are votes counted?

Proposal 1 Election of Directors. AIG s By-laws provide that in uncontested elections, directors must receive a majority of the votes cast by the holders of AIG Common Stock. In other words, directors in an uncontested election must receive more votes for their election than against their election. Pursuant to AIG s By-laws and Corporate Governance Guidelines, each nominee who is currently a director has submitted to the Board an irrevocable resignation from the Board that would become effective upon (1) the failure of such nominee to receive the required vote at the Annual Meeting and (2) Board acceptance of such resignation. In the event that a nominee who is currently a director fails to receive the required vote at the Annual Meeting, AIG s Nominating and Corporate Governance Committee will then make a recommendation to the Board on the action to be taken with respect to the resignation. The Board will accept such resignation unless the Committee recommends and the Board determines that the best interests of AIG and its shareholders would not be served by doing so.

Proposal 2 Non-binding Advisory Vote to Approve Executive Compensation. Adoption of the resolution on the non-binding advisory vote to approve executive compensation requires a for vote of a majority of the votes cast by the holders of AIG Common Stock, which votes cast are either for or against the resolution.

Proposal 3 Amendment and Restatement of AIG s Restated Certificate of Incorporation to Continue to Restrict Certain Transfers of AIG Common Stock in order to Protect AIG s Tax Attributes. Approval of the amendment and restatement requires a for vote of a majority of the outstanding shares of AIG Common Stock.

10

Table of Contents

Proposal 4 Ratification of the amendment to extend the expiration of the American International Group, Inc. Tax Asset Protection Plan. Ratification of the amendment to extend the expiration of the American International Group, Inc. Tax Asset Protection Plan requires a for vote of a majority of the votes cast by the holders of AIG Common Stock, which votes cast are either for or against the amendment.

Proposal 5 Ratification of the Selection of PricewaterhouseCoopers LLP as AIG s Independent Registered Public Accounting Firm. Ratification of the selection of accountants requires a for vote of a majority of the votes cast by the holders of AIG Common Stock, which votes cast are either for or against the ratification. Neither AIG s Restated Certificate of Incorporation nor AIG s By-laws require that the shareholders ratify the selection of PricewaterhouseCoopers LLP as its independent registered public accounting firm. AIG s Board is requesting shareholder ratification as a matter of good corporate practice. If the shareholders do not ratify the selection, the Audit Committee will reconsider whether or not to retain PricewaterhouseCoopers LLP, but may still retain PricewaterhouseCoopers LLP. Even if the selection is ratified, the Audit Committee in its discretion may change the appointment at any time during the year if it determines that such change would be in the best interests of AIG and its shareholders.

Broker Non-Votes and Abstentions. Because directors are elected by a majority of the votes cast, an abstention will have no effect on the election, although a director who receives more votes against than for his or her election will be required to resign, subject to the process described above under Proposal 1 Election of Directors. In the case of the non-binding advisory vote to approve executive compensation, the ratification of the amendment to extend the expiration of the American International Group, Inc. Tax Asset Protection Plan and the ratification of the appointment of PricewaterhouseCoopers LLP, only votes cast for or against the proposal will be considered; abstentions, broker non-votes and withheld votes will not be treated as a vote for or against these proposals and therefore will have no effect on the vote. With respect to the proposal to amend and restate AIG s Restated Certificate of Incorporation to continue to restrict certain transfers of AIG Common Stock in order to protect AIG s tax attributes, an abstention, broker non-vote or withheld vote will have the effect of a vote against such proposal.

How many votes are required to transact business at the Annual Meeting?

A quorum is required to transact business at the Annual Meeting. The holders of a majority of the outstanding shares of AIG Common Stock entitled to vote will constitute a quorum.

Proxies marked as abstaining, and any proxies returned by brokers as non-votes on behalf of shares held in street name because beneficial owners discretion has been withheld as to one or more matters on the agenda for the Annual Meeting, will be treated as present for purposes of determining a quorum for the Annual Meeting.

How do I obtain more information about AIG?

A copy of AIG s 2013 Annual Report, which includes AIG s Annual Report on Form 10-K for the year ended December 31, 2013 (AIG s 2013 Annual Report on Form 10-K) filed with the SEC, has been delivered or made available to shareholders. **You also may obtain, free of charge, a copy of the 2013 Annual Report and AIG s 2013 Annual Report on Form 10-K by writing to American International Group, Inc., 175 Water Street, New York, New York 10038, Attention: Investor Relations.** These documents also are available in the Investors section of AIG s corporate website at *www.aig.com.*

Who pays for the expenses of this proxy solicitation?

AIG will bear the cost of this solicitation of proxies. Proxies may be solicited by mail, email, personal interview, telephone and facsimile transmission by directors, their associates, and certain officers and regular employees of AIG and its subsidiaries. In addition to the foregoing, AIG has retained D.F. King & Co., Inc. to assist in the solicitation of proxies for a fee of approximately $20,000 plus reasonable out-of-pocket expenses and disbursements of that firm. AIG will reimburse brokers and others holding AIG Common Stock in their names, or in the names of nominees, for forwarding proxy materials to their principals.

Table of Contents

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Proxy Statement and other publicly available documents may include, and AIG s officers and representatives may from time to time make, projections, goals, assumptions and statements that may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These projections, goals, assumptions and statements are not historical facts but instead represent only AIG s belief regarding future events, many of which, by their nature, are inherently uncertain and outside AIG s control. These projections, goals, assumptions and statements include statements preceded by, followed by or including words such as believe, anticipate, expect, intend, plan, view, target or estimate. These projections, goals, assumptions and statements may address, among other things:

- the monetization of AIG s interests in ILFC, including whether AIG s proposed sale of ILFC will be completed and if completed, the timing and final terms of such sale;
- AIG s exposures to subprime mortgages, monoline insurers, the residential and commercial real estate markets, state and municipal bond issuers and sovereign bond issuers;
- AIG s exposure to European governments and European financial institutions;
- AIG s strategy for risk management;
- AIG s generation of deployable capital;
- AIG s return on equity and earnings per share;
- AIG s strategies to grow net investment income, efficiently manage capital and reduce expenses;
- AIG s strategies for customer retention, growth, product development, market position, financial results and reserves; and
- the revenues and combined ratios of AIG s subsidiaries.

It is possible that AIG s actual results and financial condition will differ, possibly materially, from the results and financial condition indicated in these projections, goals, assumptions and statements. Factors that could cause AIG s actual results to differ, possibly materially, from those in the specific projections, goals, assumptions and statements include:

- changes in market conditions;
- the occurrence of catastrophic events, both natural and man-made;
- significant legal proceedings;

the timing and applicable requirements of any new regulatory framework to which AIG is subject as a savings and loan holding company, as a systemically important financial institution, and as a global systemically important insurer;

concentrations in AIG s investment portfolios;

actions by credit rating agencies;
judgments concerning casualty insurance under- writing and insurance liabilities;

judgments concerning the recognition of deferred tax assets; and

such other factors discussed in:

Part I, Item 1A. Risk Factors in AIG s 2013 Annual Report on Form 10-K; and

Part II, Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations in AIG s 2013 Annual Report on Form 10-K.

AIG is not under any obligation (and expressly disclaims any obligation) to update or alter any projections, goals, assumptions or other statements, whether written or oral, that may be made from time to time, whether as a result of new information, future events or otherwise.

Table of Contents

ELECTION OF DIRECTORS

AIG s Board of Directors currently consists of thirteen directors. All directors serve a one-year term. We are asking our shareholders to elect fourteen directors at the Annual Meeting, to hold office until the next annual election and until their successors are duly elected and qualified. It is the intention of the persons named in the accompanying form of proxy to vote for the election of the nominees listed below. All of the nominees, except for Mr. Fisher, are currently members of AIG s Board of Directors. It is not expected that any of the nominees will become unavailable for election as a director, but if any should become unavailable prior to the Annual Meeting, proxies will be voted for such persons as the persons named in the accompanying form of proxy may determine in their discretion. Directors will be elected by a majority of the votes cast by the shareholders of the AIG Common Stock, which votes are cast for or against election. Pursuant to AIG s By-laws and Corporate Governance Guidelines, each nominee who is currently a director of AIG has submitted to the Board an irrevocable resignation from the Board that would become effective upon (1) the failure of such nominee to receive the required vote at the shareholder meeting and (2) Board acceptance of such resignation. In the event that a nominee who is currently a director of AIG fails to receive the required vote, AIG s Nominating and Corporate Governance Committee will then make a recommendation to the Board on the action to be taken with respect to the resignation. The Board will accept such resignation unless the Board determines (after consideration of the Nominating and Corporate Governance Committee s recommendation) that the best interests of AIG and its shareholders would not be served by doing so.

The Board believes that, if elected, the nominees will continue to provide effective oversight of AIG s business and continue to advance our shareholders interests by drawing upon their collective qualifications, skills and experiences. The following table highlights certain key attributes of our director nominees:

	Professional experience in:
ü Experience managing large, complex, international institutions	
ü High level of financial and accounting literacy	ü insurance and reinsurance
ü Risk oversight/management expertise	ü the financial services industry
ü Corporate governance and strategic oversight experience	ü operations and technology
ü Experience with global consumer, commercial and industrial customers	ü academia, research and regulation

Table of Contents

Below are biographies of each of the nominees for director, including the principal occupation or affiliation and directorships held by each nominee during the past five years.

ROBERT H. BENMOSCHE	**President and Chief Executive Officer, AIG**
Director since 2009	Age 69

Mr. Benmosche has been AIG s President and Chief Executive Officer since August 2009. Previously, he served as Chairman and Chief Executive Officer of MetLife, Inc. from September 1998 to February 2006 (Chairman until April 2006). He served as President of MetLife, Inc. from September 1999 to June 2004, President and Chief Operating Officer from November 1997 to June 1998, and Executive Vice President from September 1995 to October 1997. He joined PaineWebber Group Incorporated in 1982 and his last position was Executive Vice President from 1989 to 1995. Mr. Benmosche has been a director of ILFC, an AIG subsidiary, since June 2010. He also served as a director of Credit Suisse Group AG from 2002 until April 2013, where from 2003 to 2013 he served as a member of the Compensation Committee. In light of Mr. Benmosche s experience managing large, complex, international institutions and his professional experience across industries including insurance, financial services, and operations and technology, AIG s Board has concluded that Mr. Benmosche should be re-elected to the Board.

W. DON CORNWELL	**Former Chairman of the Board and Chief Executive Officer of Granite Broadcasting Corporation**
Director since 2011	Age 66

Mr. Cornwell is the former Chairman of the Board and Chief Executive Officer of Granite Broadcasting Corporation, serving from 1988 until his retirement in August 2009, and Vice Chairman until December 2009. Mr. Cornwell spent 17 years at Goldman, Sachs & Co. where he served as Chief Operating Officer of the Corporate Finance Department from 1980 to 1988 and Vice President of the Investment Banking Division from 1976 to 1988. Mr. Cornwell is currently a director of Avon Products, Inc., where he is Chairman of the Finance Committee and a member of the Audit Committee, and Pfizer Inc., where he is Chairman of the Audit Committee and a member of the Compensation, Regulatory and Compliance and Science and Technology Committees. Mr. Cornwell was Chairman of the Board and Chief Executive Officer of Granite Broadcasting when it filed for voluntary reorganization under Chapter 11 of the U.S. Bankruptcy Code in December 2006 and emerged from its restructuring in June 2007. In light of Mr. Cornwell s experience in finance and strategic business transformations, as well as his professional experience across the financial services industry, AIG s Board has concluded that Mr. Cornwell should be re-elected to the Board.

Table of Contents

PETER R. FISHER

Senior Fellow at the Center for Global Business and Government, and Senior Lecturer, at the Tuck School of Business at Dartmouth College; Former Head of Fixed Income Portfolio Management of BlackRock, Inc.

Age 57

Mr. Fisher is a Senior Fellow at the Center for Global Business and Government, and also a Senior Lecturer, at the Tuck School of Business at Dartmouth College, positions he has held since July 2013. Mr. Fisher previously served as an officer of BlackRock, Inc. and certain of its subsidiaries (BlackRock) from 2004 through 2013, as a Senior Managing Director (2010 to 2013) and a Managing Director (2004 to 2009). While at BlackRock, Mr. Fisher served as Head (2010 to 2013) and as Co-Head (2008 to 2009) of BlackRock s Fixed Income Portfolio Management Group, overseeing portfolio managers responsible for more than $1 trillion of fixed income client accounts and funds, and as Chairman of BlackRock Asia (2005 to 2007). Mr. Fisher has been a Senior Director of the BlackRock Investment Institute since March 2013, and has served in such capacity as an independent consultant since January 2014. Prior to joining BlackRock in 2004, Mr. Fisher served as Under Secretary of the U.S. Department of the Treasury for Domestic Finance from 2001 to 2003, and, in that capacity, served on the board of the Securities Investor Protection Corporation, as a member of the Airline Transportation Stabilization Board and as the U.S. Treasury representative to the Pension Benefit Guaranty Corporation. From 2007 to 2013, Mr. Fisher was a non-executive director of the Financial Services Authority of the United Kingdom, where he was a member of the Risk Committee. Mr. Fisher also worked at the Federal Reserve Bank of New York from 1985 to 2001, ending his service there as an Executive Vice President and Manager of the System Open Market Account. In light of Mr. Fisher s broad experience in asset management and government and his knowledge of the regulation of financial services companies, AIG s Board has concluded that Mr. Fisher should be elected to the Board.

JOHN H. FITZPATRICK

Secretary General of The Geneva Association; Former Chief Financial Officer, Head of the Life and Health Reinsurance Business Group and Head of Financial Services of Swiss Re

Director since 2011

Age 57

Mr. Fitzpatrick is serving a two-year term as Secretary General of The Geneva Association that ends in May 2014. Mr. Fitzpatrick has also been Chairman of Oak Street Management Co., LLC, a commercial real estate investment firm, and Oak Family Advisors, LLC, a private wealth management firm since 2010. From 2006 to 2010, Mr. Fitzpatrick was a partner at Pension Corporation and a director of Pension Insurance Corporation Ltd. From 1998 to 2006, he was a member of Swiss Re s Executive Board Committee and served at Swiss Re as Chief Financial Officer, Head of the Life and Health Reinsurance Business Group and Head of Financial Services. From 1996 to 1998, Mr. Fitzpatrick was a partner in insurance private equity firms sponsored by Zurich Financial Services, Credit Suisse and Swiss Re. From 1990 to 1996, Mr. Fitzpatrick served as the Chief Financial Officer and a Director of Kemper Corporation, a NYSE-listed insurance and financial services organization where he started his career in corporate finance in 1978. From February 2010 until March 2011, Mr. Fitzpatrick was a director of Validus Holdings, Ltd., where he served on the Audit and Finance Committees. Mr. Fitzpatrick is a Certified Public Accountant and a Chartered Financial Analyst. In light of Mr. Fitzpatrick s broad experience in the insurance and reinsurance industry, as well as his professional experience in insurance policy and regulation, AIG s Board has concluded that Mr. Fitzpatrick should be re-elected to the Board.

Table of Contents

WILLIAM G. JURGENSEN	**Former Chief Executive Officer of Nationwide Insurance**
Director since 2013	Age 62

Mr. Jurgensen is the former Chief Executive Officer of Nationwide Mutual Insurance Company and Nationwide Financial Services, Inc., serving from May 2000 to February 2009. During this time, he also served as director and Chief Executive Officer of several other companies within the Nationwide enterprise. Prior to his time in the insurance industry, he spent 27 years in the commercial banking industry. Before joining Nationwide, Mr. Jurgensen was an Executive Vice President with BankOne Corporation (now a part of JPMorgan Chase & Co.) where he was responsible for corporate banking products, including capital markets, international banking and cash management. He managed the merger integration between First Chicago Corporation and NBD Bancorp, Inc. and later was Chief Executive Officer for First Card, First Chicago s credit card subsidiary. At First Chicago, he was responsible for retail banking and began his career there as Chief Financial Officer in 1990. Mr. Jurgensen started his banking career at Norwest Corporation (now a part of Wells Fargo & Company) in 1973. The majority of Mr. Jurgensen s career has involved capital markets, securities trading and investment activities, with the balance in corporate banking. Mr. Jurgensen has been a director of ConAgra Foods, Inc. since 2002, where he has served on the Audit Committee and currently serves on the Human Resources and the Nominating, Governance and Public Affairs Committees. He was also a director of The Scotts Miracle-Gro Company from 2009 to 2013, where he served on the Audit, Finance, and Governance and Nominating Committees. In light of Mr. Jurgensen s experience in insurance, financial services and risk management, AIG s Board has concluded that Mr. Jurgensen should be re-elected to the Board.

CHRISTOPHER S. LYNCH	**Former National Partner in Charge of Financial Services, KPMG LLP**
Director since 2009	Age 56

Mr. Lynch has been an independent consultant since 2007, providing a variety of services to public and privately held financial intermediaries, including corporate restructuring, risk management, strategy, governance, financial accounting and regulatory reporting and troubled-asset management. Mr. Lynch is the former National Partner in Charge of KPMG LLP s Financial Services Line of Business and Banking and Finance Practice. He held a variety of positions with KPMG from 1979 to 2007, including chairing KPMG s Americas Financial Services Leadership team and being a member of the Global Financial Services Leadership and the U.S. Industries Leadership teams. Mr. Lynch has experience as an audit signing partner under Sarbanes Oxley for some of KPMG s largest financial services clients. He also served as a Partner in KPMG s National Department of Professional Practice and as a Practice Fellow at the Financial Accounting Standards Board. Mr. Lynch is a member of the Advisory Board of the Stanford Institute for Economic Policy Research and a member of the National Audit Committee Chair Advisory Council of the National Association of Corporate Directors. Mr. Lynch is currently Non-Executive Chairman of the Federal Home Loan Mortgage Corporation, where he is also a member of the Audit and Compensation Committees. In light of Mr. Lynch s experience in finance, accounting and risk management and strategic business transformations, as well as his professional experience across the financial services industry, AIG s Board has concluded that Mr. Lynch should be re-elected to the Board.

Table of Contents

ARTHUR C. MARTINEZ **Former Chairman of the Board, President and Chief Executive Officer, Sears, Roebuck and Co.**

Director since 2009

Age 74

Mr. Martinez is the former Chairman of the Board, President and Chief Executive Officer of Sears, Roebuck and Co., serving from 1995 to 2000. Mr. Martinez was Chairman and Chief Executive Officer of the former Sears Merchandise Group from 1992 to 1995. He served as Chief Financial Officer of Saks Fifth Avenue from 1980 to 1984, as Executive Vice President from 1984 to 1987 and then as Vice Chairman from 1990 to 1992. Mr. Martinez also served as Chairman of the Board of the Federal Reserve Bank of Chicago from 2000 to 2002. Mr. Martinez is currently a director of Abercrombie & Fitch Co., where he is Non-Executive Chairman, HSN, Inc., where he is Non-Executive Chairman, and International Flavors & Fragrances Inc., where he is the Lead Director and a member of the Audit and the Nominating and Governance Committees. He is also currently a director of IAC/InterActive Corp, where he is Chairman of the Compensation and Human Resources Committee, and Kate Spade & Co. (formerly Fifth & Pacific Companies, Inc.), where he is Chairman of the Compensation Committee and a member of the Audit Committee; Mr. Martinez does not intend to stand for re-election as a director of either company at their annual meetings of shareholders in June 2014 and May 2014, respectively. In the past five years, Mr. Martinez has also served as a director of PepsiCo, Inc. from 1999 to 2012 and ABN AMRO Holding N.V. from 2002 to 2010 and was also Chairman from 2006 until 2010. In light of Mr. Martinez s experience in finance and strategic business transformations, AIG s Board has concluded that Mr. Martinez should be re-elected to the Board.

GEORGE L. MILES, JR. **Chairman Emeritus, Chester Engineers, Inc.; Former President and Chief Executive Officer, WQED Multimedia**

Director since 2005

Age 72

Mr. Miles has been Chairman Emeritus since April 2012 and is the former Executive Chairman of Chester Engineers, Inc. serving from October 2010 to April 2012 and the former President and Chief Executive Officer of WQED Multimedia, serving from 1994 to 2010. Mr. Miles served as an Executive Vice President and Chief Operating Officer of WNET/Thirteen from 1984 to 1994. Prior to WNET/Thirteen, he was Business Manager and Controller of KDKA-TV and KDKA Radio in Pittsburgh; Controller and Station Manager of WPCQ in Charlotte; Vice President and Controller of Westinghouse Broadcasting Television Group in New York; and Station Manager of WBZ-TV in Boston. Mr. Miles is currently a director of HFF, Inc., where he is Chairman of the Audit Committee and serves on the Compensation Committee, Harley-Davidson, Inc., where he serves on the Audit and Nominating and Corporate Governance Committees, EQT Corporation, where he serves on the Executive Committee and as Chairman of the Corporate Governance Committee, and WESCO International, Inc., where he serves on the Compensation Committee; Mr. Miles will not be standing for re-election as a director of WESCO International, Inc. at its annual meeting of shareholders in May 2014. Mr. Miles is a Certified Public Accountant. In light of Mr. Miles experience in accounting as well as his professional experience across the operations and technology industry, AIG s Board has concluded that Mr. Miles should be re-elected to the Board.

Table of Contents

HENRY S. MILLER **Chairman, Marblegate Asset Management, LLC; Former Chairman and Managing Director, Miller Buckfire & Co., LLC**

Director since 2010
Age 68

Mr. Miller has been Chairman of Marblegate Asset Management, LLC since 2009. Mr. Miller was co-founder, Chairman and a Managing Director of Miller Buckfire & Co., LLC, an investment bank, from 2002 to 2011 and Chief Executive Officer from 2002 to 2009. Prior to founding Miller Buckfire & Co., LLC, Mr. Miller was Vice Chairman and a Managing Director at Dresdner Kleinwort Wasserstein and its predecessor company Wasserstein Perella & Co., where he served as the global head of the firm s financial restructuring group. Prior to that, Mr. Miller was a Managing Director and Head of both the Restructuring Group and Transportation Industry Group of Salomon Brothers Inc. From 1989 to 1992, Mr. Miller was a managing director and, from 1990 to 1992, co-head of investment banking at Prudential Securities. Mr. Miller is currently a director of Ally Financial Inc., where he serves on the Risk and Compliance Committee. In light of Mr. Miller s experience in strategic business transformations as well as his professional experience across the financial services industry, AIG s Board has concluded that Mr. Miller should be re-elected to the Board.

ROBERT S. MILLER **Former Chief Executive Officer, Hawker Beechcraft, Inc.; Former Executive Chairman, Delphi Corporation**

Director since 2009
Age 72

Mr. Miller is the former Chief Executive Officer of Hawker Beechcraft, Inc., a manufacturer of aircraft, serving from February 2012 to February 2013. Mr. Miller has also been Chairman of MidOcean Partners, a leading middle market private equity firm, since December 2009. Mr. Miller also served as the Executive Chairman of the Delphi Corporation from 2007 to 2009. He was previously Chairman and Chief Executive Officer of Delphi Corporation from 2005 to 2007. Prior to joining Delphi Corporation, Mr. Miller served in a number of corporate restructuring situations, including as Chairman and Chief Executive Officer of Bethlehem Steel Corporation, Chairman and Chief Executive Officer of Federal Mogul Corporation, Chairman and Chief Executive Officer of Waste Management, Inc., and Executive Chairman of Morrison Knudsen Corporation. He has also served as Vice Chairman and Chief Financial Officer of Chrysler Corporation. Mr. Miller is a director of Symantec Corporation, where he is a member of the Audit and Nominating and Governance Committees. In the past five years, Mr. Miller has also served as a director of Delphi Corporation, Sbarro, Inc. and UAL Corporation (United Airlines). Mr. Miller was Chief Executive Officer of Hawker Beechcraft, Inc. and Chairman and Chief Executive Officer of Delphi Corporation when those companies filed for voluntary reorganization under Chapter 11 of the U.S. Bankruptcy Code in October 2005 and May 2012, respectively. In light of Mr. Miller s experience in managing large, complex, international institutions, his experience in finance, accounting and risk management and strategic business transformations, as well as his professional experience across the financial services industry, AIG s Board has concluded that Mr. Miller should be re-elected to the Board.

Table of Contents

SUZANNE NORA JOHNSON	**Former Vice Chairman, The Goldman Sachs Group, Inc.**
Director since 2008	Age 56

Ms. Nora Johnson is the former Vice Chairman of The Goldman Sachs Group, Inc., serving from 2004 to 2007. During her 21 years at Goldman Sachs, she also served as the Chairman of the Global Markets Institute, Head of the Global Investment Research Division and Head of the Global Investment Banking Healthcare Business. Ms. Nora Johnson is currently a director of Intuit Inc., where she is Chairman of the Acquisitions Committee and serves on the Audit and Risk Committee, Pfizer Inc., where she serves on the Audit, Compensation and Science and Technology Committees, and Visa Inc., where she serves on the Compensation Committee and is Chairman of the Nominating and Corporate Governance Committee. In light of Ms. Nora Johnson s experience in managing large, complex, international institutions, her experience in finance as well as her professional experience across the financial services industry, AIG s Board has concluded that Ms. Nora Johnson should be re-elected to the Board.

RONALD A. RITTENMEYER	**Chairman, President and Chief Executive Officer, Expert Global Solutions, Inc.; Former Chairman, Chief Executive Officer and President, Electronic Data Systems Corporation**
Director since 2010	Age 66

Mr. Rittenmeyer is Chairman, President and Chief Executive Officer of Expert Global Solutions, Inc. (formerly known as NCO Group, Inc.), a global provider of business process outsourcing services since 2011. Mr. Rittenmeyer is also the former Chairman, Chief Executive Officer and President of Electronic Data Systems Corporation, serving from 2005 to 2008. Prior to that, Mr. Rittenmeyer was a Managing Director of the Cypress Group, a private equity firm, serving from 2004 to 2005. Mr. Rittenmeyer also served as Chairman, Chief Executive Officer and President of Safety-Kleen Corp. from 2001 to 2004. Among his other leadership roles, Mr. Rittenmeyer served as President and Chief Executive Officer of AmeriServe Food Distribution Inc. from 2000 to 2001, Chairman, Chief Executive Officer and President of RailTex, Inc. from 1998 to 2000, President and Chief Operating Officer of Ryder TRS, Inc. from 1997 to 1998, President and Chief Operating Officer of Merisel, Inc. from 1995 to 1996 and Chief Operating Officer of Burlington Northern Railroad Co. from 1994 to 1995. Mr. Rittenmeyer is currently a director of Avaya Inc. and of Tenet Healthcare Corporation, where he serves on the Audit, Compensation and Executive Committees. In light of Mr. Rittenmeyer s experience in managing large, complex, international institutions, his experience in finance and strategic business transformations as well as his professional experience across the financial services industry and technology industry, AIG s Board has concluded that Mr. Rittenmeyer should be re-elected to the Board.

Table of Contents

DOUGLAS M. STEENLAND **Former President and Chief Executive Officer, Northwest Airlines Corporation**

Director since 2009

Age 62

Mr. Steenland is the former Chief Executive Officer of Northwest Airlines Corporation, serving from 2004 to 2008, and President, serving from 2001 to 2004. Prior to that, he served in a number of Northwest Airlines executive positions after joining Northwest Airlines in 1991, including Executive Vice President, Chief Corporate Officer and Senior Vice President and General Counsel. Mr. Steenland retired from Northwest Airlines upon its merger with Delta Air Lines, Inc. Prior to joining Northwest Airlines, Mr. Steenland was a senior partner at a Washington, D.C. law firm that is now part of DLA Piper. Mr. Steenland is currently a director of Digital River, Inc., where he is Chairman of the Compensation Committee and serves on the Nominating and Corporate Governance Committee, Travelport Limited, where he serves as Chairman of the Board and Chairman of the Compensation Committee and is a member of the Audit Committee, Chrysler Group LLC, where he serves as Chairman of the Audit Committee, Hilton Worldwide Holdings Inc., where he serves as Chairman of the Audit Committee and a member of the Nominating and Corporate Governance Committee, and ILFC, an AIG subsidiary, where he previously served as Non-Executive Chairman. In the past five years, Mr. Steenland has also served as a director of Delta Air Lines, Inc., and he served until 2008 as a director of Northwest Airlines Corporation. Mr. Steenland was President and Chief Executive Officer of Northwest Airlines Corporation when it filed for voluntary reorganization under Chapter 11 of the U.S. Bankruptcy Code in 2005. In light of Mr. Steenland s experience in managing large, complex, international institutions and his experience in strategic business transformations as well as his professional experience in the airline industry, AIG s Board has concluded that Mr. Steenland should be re-elected to the Board.

THERESA M. STONE **Former Executive Vice President and Treasurer of the Massachusetts Institute of Technology; Former Executive Vice President and Chief Financial Officer of Jefferson-Pilot Corporation; Former President of Chubb Life Insurance Company**

Director since 2013

Age 69

Ms. Stone is the former Executive Vice President and Treasurer of the Massachusetts Institute of Technology (MIT), serving from February 2007 until October 2011. In her role as Executive Vice President and Treasurer, Ms. Stone served as MIT s Chief Financial Officer and was also responsible for MIT s operations, including capital projects, campus planning, facilities operations, information technology, environmental health and safety, human resources, medical services and police. Ms. Stone also served as the Special Assistant to the President of MIT from October 2011 to January 2012. From November 2001 to March 2006, Ms. Stone served as Executive Vice President and Chief Financial Officer of Jefferson-Pilot Corporation (now Lincoln Financial Group). Ms. Stone also served as the President of Chubb Life Insurance Company from 1994 to 1997. Ms. Stone also served as a director of the Federal Reserve Bank of Richmond from 2003 to 2007 and as Deputy Chairman from 2005 to 2007. Ms. Stone began her career as an investment banker, advising clients primarily in the insurance and financial services industries on financial and strategic matters. Ms. Stone served as a director of Progress Energy, Inc. from 2005 to 2012, where she served as Chairman of the Audit and Corporate Performance Committee and a member of the Executive, Finance and Governance Committees. She also served as a director of Duke Energy Corporation during July 2012 following the company s merger with Progress Energy Inc. In light of Ms. Stone s broad experience in both business and academia and her expertise in insurance, finance and management, AIG s Board has concluded that Ms. Stone should be re-elected to the Board.

All of these nominees have lengthy direct experience in the oversight of public companies as a result of their service on AIG s Board and/or those of other public companies and/or as a result of their involvement in the other organizations described above. This diverse and complementary set of skills, experience and backgrounds creates a highly qualified and independent Board of Directors.

Table of Contents

CORPORATE GOVERNANCE

GOVERNANCE

AIG s Board regularly reviews corporate governance developments and modifies its Corporate Governance Guidelines, charters and practices from time to time. AIG s current Corporate Governance Guidelines are included as Appendix A. AIG s Corporate Governance Guidelines and the charters of the Audit Committee, the Compensation and Management Resources Committee, the Finance and Risk Management Committee, the Nominating and Corporate Governance Committee, the Regulatory, Compliance and Public Policy Committee, and the Technology Committee are available in the Corporate Governance section of AIG s corporate website at *www.aig.com* or in print by writing to American International Group, Inc., 175 Water Street, New York, New York 10038, Attention: Investor Relations.

AIG s Director, Executive Officer and Senior Financial Officer Code of Business Conduct and Ethics and a Code of Conduct for employees are available, without charge, in the Corporate Governance section of AIG s corporate website at *www.aig.com* or in print by writing to American International Group, Inc., 175 Water Street, New York, New York 10038, Attention: Investor Relations. Any amendment to AIG s Director, Executive Officer and Senior Financial Officer Code of Business Conduct and Ethics and any waiver applicable to AIG s directors, executive officers or senior financial officers will be posted on AIG s website within the time period required by the SEC and the NYSE.

Using the AIG Director Independence Standards, the Board, on the recommendation of the Nominating and Corporate Governance Committee, determined that Mss. Nora Johnson and Stone and Messrs. Cornwell, Fisher, Fitzpatrick, Jurgensen, Lynch, Martinez, Miles, Henry Miller, Robert Miller, Rittenmeyer and Steenland are independent under NYSE listing standards and the AIG Director Independence Standards. Mr. Morris W. Offit, who retired from the Board at the 2013 Annual Meeting of Shareholders, was also determined by the Board, on the recommendation of the Nominating and Corporate Governance Committee, to be independent under NYSE listing standards and the AIG Director Independence Standards.

In making the independence determinations, the Nominating and Corporate Governance Committee and the Board of Directors considered relationships arising from: (1) contributions by AIG to charitable organizations with which Mss. Nora Johnson and Stone and Messrs. Henry Miller and Offit or members of their immediate families are affiliated; (2) in the case of certain directors, investments and insurance products provided to them by AIG in the ordinary course of business and on the same terms made available to third parties; (3) in the case of Mr. Fisher, payments made in the ordinary course of business between AIG and BlackRock, Inc.; and (4) in the case of Mr. Fitzpatrick, membership fees to The Geneva Association. None of these relationships exceeded the thresholds set forth in the AIG Director Independence Standards.

The Nominating and Corporate Governance Committee and the Board of Directors also considered the relationships between AIG and MidOcean, a private equity firm. Mr. Robert Miller is the Chairman of the investment advisor of MidOcean and several AIG affiliates are committed to invest an aggregate of $110,000,000 in two funds advised by the investment advisor of MidOcean and made capital contributions to these funds of $5,959,197 and $439,826 in 2013 and 2014, respectively, pursuant to these commitments. AIG s commitments to invest predate Mr. Miller becoming a director of AIG and his involvement with MidOcean. Mr. Miller has relinquished any profit interest in these funds to the extent arising from any funds contributed by AIG or affiliates of AIG.

AIG s current policy, as reflected in its By-laws, is that the role of the Chairman should be separate from that of the Chief Executive Officer and that the Chairman should be an independent director. AIG believes that this structure is optimal in AIG s current situation because it permits the Chairman to focus on the governance of the Board and to deal with AIG s various stakeholders while permitting the Chief Executive Officer to focus more on AIG s business.

The Board oversees the management of risk through the complementary functioning of the Finance and Risk Management Committee and the Audit Committee and interaction with other committees of the Board. The Finance and Risk Management Committee oversees AIG s Enterprise Risk Management (ERM) as one of its core responsibilities while the Audit Committee reviews the guidelines and policies governing the process by which AIG assesses and manages risk and considers AIG s major risk exposures and how they are monitored and controlled. The Chairmen of the two committees then coordinate with each other and the Chairmen of the other committees of the Board to help ensure that each committee has received the information that it needs to carry out its responsibilities with respect to risk management. Both the Finance and Risk Management Committee and the Audit Committee report to the Board with respect to any notable risk management issues. The Compensation

Table of Contents

and Management Resources Committee, in conjunction with AIG s Chief Risk Officer, is responsible for reviewing the relationship between AIG's risk management policies and practices and the incentive compensation arrangements applicable to senior executives.

There were thirteen meetings of the Board during 2013. The non-management directors meet in executive session, without any management directors present, in conjunction with each regularly scheduled Board meeting. Mr. Robert Miller, as Non-Executive Chairman of the Board, presided at the executive sessions. For 2012 and 2013, all of the directors attended at least 75 percent of the aggregate of all meetings of the Board and of the committees of the Board on which they served. Under AIG s Corporate Governance Guidelines, any director who, for two consecutive calendar years, attends fewer than 75 percent of the total regular meetings of the Board and the meetings of all committees of which such director is a voting member will not be nominated for re-election at the annual meeting in the next succeeding calendar year, absent special circumstances that may be taken into account by the Board and the Nominating and Corporate Governance Committee in making its recommendations to the Board.

Directors are expected to attend the 2014 Annual Meeting of Shareholders. All directors serving at the time of the 2013 Annual Meeting of Shareholders attended the 2013 Annual Meeting of Shareholders.

AIG has adopted procedures on reporting of concerns regarding accounting and other matters and on communicating with non-management directors. These procedures are available in the Corporate Governance section of AIG s corporate website at *www.aig.com*. Interested parties may make their concerns known to the non-management members of AIG s Board of Directors as a group or the other members of the Board of Directors by writing in care of Vice President Corporate Governance, American International Group, Inc., 175 Water Street, New York, New York 10038 or by email to: *boardofdirectors@aig.com*.

Table of Contents

REPORT OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

Overview

The role of the Nominating and Corporate Governance Committee is to identify individuals qualified to become Board members and recommend these individuals to the Board for nomination, election or appointment as members of the Board and its committees, to advise the Board on corporate governance matters and to oversee the evaluation of the Board and its committees.

Committee Organization

Committee Charter. The Nominating and Corporate Governance Committee s charter is available in the Corporate Governance section of AIG s corporate website at *www.aig.com*.

Independence. The Board of Directors has determined that each member of the Nominating and Corporate Governance Committee is independent, as required by NYSE listing standards.

Conduct of meetings and governance process. During 2013, the Nominating and Corporate Governance Committee held six meetings. In discussing governance initiatives and in preparation for meetings, the Chairman of the Board, the Chairman of the Nominating and Corporate Governance Committee and the Vice President Corporate Governance met and consulted frequently with the other Committee and Board members.

Board Membership and Composition

Nomination and Election of Directors. The Nominating and Corporate Governance Committee evaluated and recommended to the Board of Directors the fourteen nominees under Election of Directors that are standing for election at the 2014 Annual Meeting of Shareholders, based on the criteria set forth in AIG s Corporate Governance Guidelines. A description of the nominees recommended by the Nominating and Corporate Governance Committee is set forth under Election of Directors. The process for identification of director nominees when standing for election for the first time is provided below in Committees Nominating and Corporate Governance Committee.

Independence. The Board of Directors, on the recommendation of the Nominating and Corporate Governance Committee, determined that each of AIG s twelve current non-management directors and the one new director nominee is independent within the meaning of the NYSE listing standards. Mr. Benmosche is the only director nominee who holds an AIG management position and, therefore, is not an independent director.

Nomination of Mr. Fisher. The Nominating and Corporate Governance Committee evaluated and recommended to the Board that Mr. Fisher be nominated for election to the Board. A director search firm that the Committee engaged to assist in identifying potential director nominees brought Mr. Fisher to the Committee s attention as a potential candidate. The Committee believes that Mr. Fisher brings to the Board his experience in asset management and government and his knowledge of the regulation of financial services companies. The Board determined, on the recommendation of the Nominating and Corporate Governance Committee, to nominate Mr. Fisher for election to the Board at the 2014 Annual Meeting of Shareholders. For more information on the experience and background of Mr. Fisher, see Election of Directors.

Diversity Consideration. The Nominating and Corporate Governance Committee does not have a specific diversity policy. Rather, the Nominating and Corporate Governance Committee considers diversity in terms of minority status and gender as factors in evaluating director candidates and also considers diversity in the broader sense of how a candidate s experience and skills could assist the Board in light of the Board s then composition.

Conclusion

During 2013, the Nominating and Corporate Governance Committee performed its duties and responsibilities under the Nominating and Corporate Governance Committee charter.

Nominating and Corporate Governance Committee

American International Group, Inc.

Suzanne Nora Johnson, Chairman

W. Don Cornwell

Arthur C. Martinez

George L. Miles, Jr.

Table of Contents

COMMITTEES

The following table sets forth the current membership on each standing committee of the Board and the number of committee meetings held in 2013. Mr. Benmosche does not serve on any committees of the Board. Mr. Robert Miller serves as an *ex-officio* member of each Committee.

Director	Audit Committee	Compensation and Management Resources Committee	Finance and Risk Management Committee	Nominating and Corporate Governance Committee	Regulatory, Compliance and Public Policy Committee	Technology Committee
W. Don Cornwell		ü		ü		
John H. Fitzpatrick	ü		ü(C)			
William G. Jurgensen	ü				ü	
Christopher S. Lynch	ü(C)		ü			
Arthur C. Martinez		ü(C)		ü		ü
George L. Miles, Jr.	ü			ü		ü
Henry S. Miller			ü		ü	
Robert S. Miller	*	*	*	*	*	*
Suzanne Nora Johnson		ü		ü(C)		
Ronald A. Rittenmeyer	ü	ü				ü(C)
Douglas M. Steenland			ü		ü(C)	
Theresa M. Stone	ü		ü			
Number of meetings in 2013	**13**	**10**	**15**	**6**	**5**	**3**

ü = Member

C = Chairman

* Mr. Robert Miller is an *ex-officio*, non-voting member.

Audit Committee

The Audit Committee, which held thirteen meetings during 2013, assists the Board in its oversight of AIG s financial statements, including internal control over financial reporting, and compliance with legal and regulatory requirements, the qualifications, independence and performance of AIG s independent registered public accounting firm and the performance of AIG s internal audit function. As part of these oversight responsibilities, the Audit Committee discusses with senior management the guidelines and policies by which AIG assesses and manages risk. The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the work of AIG s independent registered public accounting firm. In its oversight of AIG s internal audit function, the Audit Committee also is involved in the appointment or removal, performance reviews and determining the compensation of AIG s chief internal auditor. The Audit Committee s assistance in the Board of Directors oversight of AIG s compliance with legal and regulatory requirements primarily focuses on the effect of such matters on AIG s financial statements, financial reporting and internal control over financial reporting. In considering AIG s compliance with legal and regulatory requirements, the Audit Committee also takes into account the oversight of legal and regulatory matters by the Regulatory, Compliance and Public Policy Committee.

The Board has determined, on the recommendation of the Nominating and Corporate Governance Committee, that all members of the Audit Committee are independent under both NYSE listing standards and SEC rules. The Board has also determined, on the recommendation of the Nominating and Corporate Governance Committee, that all members of the Audit Committee are financially literate and have accounting or related financial management expertise, each as defined by NYSE listing standards, and are audit committee financial experts, as defined under SEC rules. Although designated as audit committee financial experts, no member of the Committee is an accountant for AIG or, under SEC rules, an expert for purposes of the liability provisions of the Securities Act of 1933, as amended (the Securities Act), or for any other purpose.

24

Table of Contents

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee held six meetings in 2013. The Board of Directors has determined that all members of the Nominating and Corporate Governance Committee are independent under NYSE listing standards. The primary responsibilities of the Nominating and Corporate Governance Committee are to identify individuals qualified to become Board members and recommend these individuals to the Board of Directors for nomination, election or appointment as members of the Board and its committees, to advise the Board on corporate governance matters and to oversee the evaluation of the Board and its committees. The Nominating and Corporate Governance Committee also periodically reviews and makes recommendations to the Board regarding the form and amount of director compensation.

The AIG Corporate Governance Guidelines include characteristics that the Nominating and Corporate Governance Committee considers important for nominees for director and information for shareholders with respect to director nominations. AIG s Corporate Governance Guidelines are included as Appendix A. The Nominating and Corporate Governance Committee will consider director nominees recommended by shareholders and will evaluate shareholder nominees on the same basis as all other nominees. Shareholders who wish to submit nominees for director for consideration by the Nominating and Corporate Governance Committee for election at the 2015 Annual Meeting of Shareholders may do so by submitting in writing such nominees names, in compliance with the procedures described in Other Matters Shareholder Proposals for 2015 Annual Meeting in this Proxy Statement.

Compensation and Management Resources Committee

The Compensation and Management Resources Committee, which held ten meetings during 2013, is responsible for determining and approving the compensation awarded to AIG s Chief Executive Officer (subject to ratification or approval by the Board), approving the compensation awarded to the other senior executives under its purview and reviewing and approving the performance measures and goals relevant to such compensation. The Compensation and Management Resources Committee is also responsible for making recommendations to the Board with respect to AIG s compensation programs for senior executives and other employees, for reviewing, in conjunction with AIG s Chief Risk Officer, the relationship between AIG's risk management policies and practices and the incentive compensation arrangements applicable to senior executives, and for oversight of AIG s management development and succession planning programs. These responsibilities, which may not be delegated to persons who are not members of the Compensation and Management Resources Committee, are set forth in the Committee s charter, which is available in the Corporate Governance section of AIG s corporate website at *www.aig.com*.

Forty-three key employees are currently under the purview of the Compensation and Management Resources Committee, including all of the current executive officers named in the 2013 Summary Compensation Table. Mr. Benmosche participates in meetings of the Compensation and Management Resources Committee and makes recommendations with respect to the annual compensation of employees under the Committee s purview other than himself. Pursuant to AIG s By-laws, the Board ratifies or approves the determination of the Compensation and Management Resources Committee as to the compensation paid or to be paid to AIG s Chief Executive Officer.

The Compensation and Management Resources Committee does not determine the compensation of the Board of Directors. The compensation of directors is recommended by the Nominating and Corporate Governance Committee and is approved by the Board.

To provide independent advice, the Compensation and Management Resources Committee engaged Frederic W. Cook & Co. (the Cook firm) as a consultant and has used the services of the Cook firm since 2005. The Compensation and Management Resources Committee directly engaged the Cook firm to provide independent, analytical and evaluative advice about AIG s compensation programs for senior executives, including comparisons to industry peers and comparisons to best practices in general. A senior consultant of the Cook firm regularly attends Committee meetings and provides information on compensation trends along with specific views on AIG s compensation programs. For services related to board and executive officer compensation, the Cook firm was paid $193,739 in 2013.

The Cook firm has provided advice to the Nominating and Corporate Governance Committee on AIG director compensation and market practices with respect to director compensation. The Cook firm reports directly to the Chairman of the Compensation and Management Resources Committee. Other than services provided to the Compensation and Management Resources Committee and the Nominating and Corporate Governance Committee, neither the Cook firm nor any of its affiliates provided any other services to AIG.

Table of Contents

The Board has determined, on the recommendation of the Nominating and Corporate Governance Committee, that all members of the Compensation and Management Resources Committee are independent under NYSE listing standards and SEC rules.

Other Committees

The Finance and Risk Management Committee held fifteen meetings in 2013. The Finance and Risk Management Committee assists the Board in its oversight responsibilities by reviewing and making recommendations to the Board with respect to AIG s financial and investment policies, provides strategic guidance to management as to AIG s capital structure, the allocation of capital to its businesses, methods of financing its businesses and other related strategic initiatives. The Finance and Risk Management Committee also reports to and assists the Board in overseeing and reviewing information regarding AIG s ERM, including the significant policies, procedures, and practices employed to manage liquidity risk, credit risk, market risk, operational risk and insurance risk. The Finance and Risk Management Committee s charter is available in the Corporate Governance section of AIG s corporate website at *www.aig.com.*

The Regulatory, Compliance and Public Policy Committee held five meetings in 2013. The Regulatory, Compliance and Public Policy Committee assists the Board in its oversight of AIG s handling of legal, regulatory and compliance matters and reviews AIG s position and policies that relate to current and emerging corporate social responsibility and political and public policy issues. The Regulatory, Compliance and Public Policy Committee s charter is available in the Corporate Governance section of AIG s corporate website at *www.aig.com.*

The Technology Committee held three meetings in 2013. The Technology Committee assists the Board in its oversight of AIG's information technology projects and initiatives. The Technology Committee s charter is available in the Corporate Governance section of AIG s corporate website at *www.aig.com.*

Table of Contents

COMPENSATION OF DIRECTORS

In 2013, the annual retainer for each non-management director consisted of $150,000 cash and an annual award of Deferred Stock Units (DSUs) in an amount of $90,000. Mr. Robert Miller, as Chairman and an *ex-officio* member of all standing committees of the Board, received an additional annual retainer of $250,000. In 2013, the chairman of each committee received an annual committee retainer of $15,000, except the chairman of the Compensation and Management Resources Committee, who received $20,000, and the chairman of the Audit Committee, who received $25,000. For each other member of each committee, the annual committee retainer was $5,000. Non-management directors can elect to receive annual retainer amounts and committee retainer amounts in the form of DSUs and are also eligible for the AIG Matching Grants Program on the same terms and conditions that apply to AIG employees. See Committees for information on current committee memberships and committee memberships during 2013.

Each DSU provides that one share of AIG Common Stock will be delivered when a director ceases to be a member of the Board and includes dividend equivalent rights that entitle the director to a quarterly payment, in the form of DSUs, equal to the amount of any regular quarterly dividend that would have been paid by AIG if the shares of AIG Common Stock underlying the DSUs had been outstanding. DSUs are granted under the American International Group, Inc. 2013 Omnibus Incentive Plan (2013 Omnibus Incentive Plan).

In March 2014, the Nominating and Corporate Governance Committee completed a review of AIG non-management director compensation. Based on this review, the Nominating and Corporate Governance Committee recommended to the Board, and the Board approved, in each case effective as of the date of the Annual Meeting:

- an increase in the DSU portion of the non-management director annual retainer amount from $90,000 to $100,000;
- an increase in the additional annual retainer for the Chairman of the Board from $250,000 to $260,000;
- an increase in the annual retainer for the Chairman of the Audit Committee from $25,000 to $40,000;
- an increase in the annual retainer for the Chairman of the Finance and Risk Management Committee from $15,000 to $40,000;
- an increase in the annual retainer for the Chairman of the Compensation and Management Resources Committee from $20,000 to $30,000; and
- an increase in the annual retainers for each of the Chairman of the Nominating and Corporate Governance Committee, the Chairman of the Regulatory, Compliance and Public Policy Committee and the Chairman of the Technology Committee from $15,000 to $20,000.

Under director stock ownership guidelines, non-management directors should own a number of shares of AIG Common Stock (including deferred stock and DSUs) with a value equal to at least five times the annual retainer for non-management directors.

Mr. Benmosche did not receive any compensation for his service as a director.

The Cook firm provided advice to the Nominating and Corporate Governance Committee with respect to AIG director compensation and related market practices.

Table of Contents

The following table contains information with respect to the compensation of the individuals who served as non-management directors of AIG for all or part of 2013.

2013 Non-Management Director Compensation

Non-Management Members of the Board in 2013	Fees Earned or Paid in Cash(1)	Stock Awards(2)	All Other Compensation(3)	Total
W. Don Cornwell	$ 160,000	$ 89,975	$ 10,000	$ 259,975
John H. Fitzpatrick	$ 166,154	$ 89,975	$ 0	$ 256,129
William G. Jurgensen	$ 98,462	$ 89,975	$ 0	$ 188,437
Christopher S. Lynch	$ 180,000	$ 89,975	$ 0	$ 269,975
Arthur C. Martinez	$ 178,077	$ 89,975	$ 10,000	$ 278,052
George L. Miles, Jr.	$ 165,000	$ 89,975	$ 0	$ 254,975
Henry S. Miller	$ 160,000	$ 89,975	$ 0	$ 249,975
Robert S. Miller	$ 400,000	$ 89,975	$ 10,000	$ 499,975
Suzanne Nora Johnson	$ 170,000	$ 89,975	$ 10,000	$ 269,975
Morris W. Offit	$ 65,385	$ 0	$ 0	$ 65,385
Ronald A. Rittenmeyer	$ 175,000	$ 89,975	$ 0	$ 264,975
Douglas M. Steenland	$ 320,000	$ 89,975	$ 0	$ 409,975
Theresa M. Stone	$ 98,462	$ 89,975	$ 10,000	$ 198,437

(1) This column represents annual retainer fees and committee and committee chairman retainer fees. For Mr. Fitzpatrick, the amount includes a prorated annual committee chairman retainer fee for his service as Chairman of the Finance and Risk Management Committee. For Mr. Jurgensen and Ms. Stone, the amount includes a prorated annual retainer fee and prorated committee retainer fees for their service as directors from the date of the 2013 Annual Meeting of Shareholders. For Mr. Martinez, the amount includes a prorated annual increased retainer fee, effective from the date of the 2013 Annual Meeting of Shareholders, for his service as Chairman of the Compensation and Management Resources Committee. For Mr. Offit, the amount does not include $60,999, which represents the value of shares of AIG Common Stock delivered when he ceased to be a member of the Board in accordance with the terms of DSUs previously granted and reported. For Mr. Steenland, the amount includes $150,000, which represents the annual retainer fees for his service as a director of ILFC.

(2) This column represents the grant date fair value of DSUs granted in 2013 to directors, based on the closing sale price of AIG Common Stock on the date of grant.

(3) This column represents charitable contributions by AIG under AIG s Matching Grants Program.

Table of Contents

The following table sets forth information with respect to the option and stock awards outstanding at December 31, 2013 for the non-management directors of AIG.

Stock and Option Awards Outstanding at December 31, 2013

Non-Management Members of the Board in 2013	Option Awards(1)	Deferred Stock(2)	Deferred Stock Units(3)
W. Don Cornwell	0	0	5,943
John H. Fitzpatrick	0	0	5,257
William G. Jurgensen	0	0	1,978
Christopher S. Lynch	0	0	6,467
Arthur C. Martinez	0	0	6,467
George L. Miles, Jr.	250	90	6,725
Henry S. Miller	0	0	6,467
Robert S. Miller	0	0	6,467
Suzanne Nora Johnson	0	0	9,562
Morris W. Offit	250	0	0
Ronald A. Rittenmeyer	0	0	6,467
Douglas M. Steenland	0	0	6,467
Theresa M. Stone	0	0	3,201

(1) Represents outstanding option awards made by AIG in 2005 and 2006. All options are exercisable, but have exercise prices far in excess of the value of AIG Common Stock at year-end 2013 ($51.05). The exercise price of the options ranges from $1,250.00 to $1,253.39.

(2) No deferred stock was awarded in 2013. Deferred stock shown was awarded in 2007 and prior years. Receipt of deferred stock is deferred until the director ceases to be a member of the Board.

(3) DSUs shown include DSUs awarded in 2013 and prior years, director s fees deferred into DSUs and DSUs awarded as dividend equivalents. Receipt of shares of AIG Common Stock underlying DSUs is deferred until the director ceases to be a member of the Board. DSUs granted prior to April 2010 were granted under the Amended and Restated 2007 Stock Incentive Plan (2007 Stock Incentive Plan). DSUs granted after April 2010 and prior to May 15, 2013 were granted under the 2010 Stock Incentive Plan and DSUs granted commencing on or after May 15, 2013 were granted under the 2013 Omnibus Incentive Plan.

COMPENSATION AND MANAGEMENT RESOURCES COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

During his or her service on the Compensation and Management Resources Committee, no member served as an officer or employee of AIG at any time or had any relationship with AIG requiring disclosure as a related-party transaction under SEC rules. During 2013, none of AIG s executive officers served as a director of another entity, one of whose executive officers served on the Compensation and Management Resources Committee; and none of AIG s executive officers served as a member of the compensation committee of another entity, one of whose executive officers served as a member of the Board of Directors of AIG.

Table of Contents

OWNERSHIP OF CERTAIN SECURITIES

AIG Common Stock

The following table contains information regarding the only persons who, to the knowledge of AIG, beneficially own more than five percent of AIG Common Stock at January 31, 2014.

	Shares of Common Stock Beneficially Owned	
Name and Address	**Number**	**Percent**
Fairholme Capital Management, L.L.C. (FCM); Bruce R. Berkowitz; Fairholme Funds, Inc. (FFI) 4400 Biscayne Blvd., 9th Floor Miami, FL 33137	104,002,195(1)	6.9%
BlackRock, Inc. 40 East 52nd Street New York, NY 10022	84,112,893(2)	5.7%

(1) Based on a Schedule 13G/A filed on February 14, 2014 by each entity or individual listed. Item 4 to this Schedule 13G/A provides details as to the voting and investment power of each entity or individual as well as the right of each to acquire AIG Common Stock within 60 days. Each of FCM, Mr. Berkowitz and FFI disclaims beneficial ownership of these shares, except to the extent of their pecuniary interest. All information provided in Ownership of Certain Securities with respect to the group is provided based solely on the information set forth in the Schedule 13G/A. In each case, this information may not be accurate or complete and AIG takes no responsibility therefor and makes no representation as to its accuracy or completeness as of the date hereof or any subsequent date. Includes 24,250,009 shares issuable upon the exercise of warrants to purchase AIG Common Stock at an exercise price of $45 per share.

(2) Based on a Schedule 13G filed on February 12, 2014 by BlackRock, Inc. Item 4 to this Schedule 13G provides details as to the voting and investment power of BlackRock, Inc. as well as the right to acquire AIG Common Stock within 60 days. All information provided in Ownership of Certain Securities with respect to this entity is provided based solely on information set forth in the Schedule 13G. This information may not be accurate or complete and AIG takes no responsibility therefor and makes no representation as to its accuracy or completeness as of the date hereof or any subsequent date.

Table of Contents

The following table summarizes the ownership of AIG Common Stock by the current and nominee directors, by the executive officers named in the 2013 Summary Compensation Table in Executive Compensation 2013 Compensation and by the directors and current executive officers as a group. None of the shares of AIG Common Stock listed in the following table have been pledged as security.

	AIG Common Stock Owned Beneficially as of January 31, 2014	
	Amount and Nature of Beneficial Ownership(1)(2)	**Percent of Class(3)**
Robert H. Benmosche	186,886	0.01%
W. Don Cornwell	8,651	(3)
William N. Dooley	47,675	(3)
Peter R. Fisher	0	0
John H. Fitzpatrick	5,266	(3)
Peter D. Hancock	50,032	(3)
David L. Herzog	7,071	(3)
William G. Jurgensen	11,981	(3)
Christopher S. Lynch	9,648	(3)
Arthur C. Martinez	6,478	(3)
George L. Miles, Jr.	7,076	(3)
Henry S. Miller	6,478	(3)
Robert S. Miller	6,478	(3)
Suzanne Nora Johnson	9,579	(3)
Ronald A. Rittenmeyer	6,478	(3)
Douglas M. Steenland	6,478	(3)
Theresa M. Stone	3,996	(3)
Jay S. Wintrob	153,903	0.01%
All Directors and Executive Officers of AIG as a group (26 individuals)	753,969	0.05%

(1) Amount of equity securities shown includes (i) shares of AIG Common Stock subject to options which may be exercised within 60 days as follows: Herzog 5,996 shares, Dooley 9,996 shares, Miles 250 shares, Wintrob 13,996 shares and all directors and current executive officers of AIG as a group 39,489 shares; (ii) shares receivable upon the exercise of warrants which may be exercised within 60 days as follows: Benmosche 400 warrants, Herzog 293 warrants, Dooley 13,797 warrants, Hancock 17,415 warrants, Wintrob 49,230 warrants and all directors and current executive officers of AIG as a group 111,987 warrants; (iii) DSUs granted to each non-employee director with delivery of the underlying AIG Common Stock deferred until such director ceases to be a member of the Board as follows: Cornwell 6,151 shares, Fitzpatrick 5,266 shares, Jurgensen 1,981 shares, Lynch 6,478 shares, Martinez 6,478 shares, Miles 6,736 shares, Henry Miller 6,478 shares, Robert Miller 6,478 shares, Nora Johnson 9,579 shares, Rittenmeyer 6,478 shares, Steenland 6,478 shares, and Stone 3,996 shares; and (iv) 90 shares granted to Miles as a non-employee director with delivery deferred until he ceases to be a member of the Board. Excludes TARP RSUs that were settled in cash. For details on TARP RSUs, see Compensation Discussion and Analysis Historic Compensation Components TARP RSUs."

(2) Amount of equity securities shown excludes the following securities owned by or held in trust for members of the named individual s immediate family as to which securities such individual has disclaimed beneficial ownership: Dooley 404 shares underlying warrants, Hancock 32 shares, Wintrob 200 shares and 106 shares underlying warrants and all directors and current executive officers of AIG as a group 232 shares and 510 shares underlying warrants.

(3) Less than .01 percent.

Table of Contents

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 (Exchange Act) requires directors, certain officers, and greater than ten percent holders of AIG Common Stock to file reports with respect to their ownership of AIG equity securities. Based solely on the review of the Forms 3, 4 and 5 and amendments thereto furnished to AIG and certain representations made to AIG, AIG believes that the only filing deficiencies under Section 16(a) by its directors, officers, and greater than ten percent holders during 2013 were one late filing by Mr. Michael R. Cowan for an award of stock appreciation rights (SARs) upon adjudication of performance under the 2010-2011 Long-Term Incentive Plan and one late filing by each of Mr. Joseph Cook and Mr. Charles S. Shamieh, in each case, for an automatic exercise of SARs earned under the 2009 Long-Term Incentive Plan.

RELATIONSHIPS AND RELATED-PARTY TRANSACTIONS

Co-Investments with AIG

AIG previously established employee investment funds to permit selected employees to participate alongside AIG s merchant banking, venture capital and similar funds. Such employee investment funds have a fee structure that is generally more favorable than that offered by AIG to non-employees. A named executive invested in one such fund, the SunAmerica Venture Fund 2000, L.P., and received tax distributions related to such fund in 2013. See the 2013 Summary Compensation Table, note 4 in 2013 Compensation.

Employment of a Family Member

An adult child of Mr. Benmosche joined AIG as a non-executive employee in September 2013 and received compensation for 2013 of approximately $102,549. He also received benefits generally available to all employees. The compensation for this employee was determined in accordance with our standard employment and compensation practices applicable to employees with similar responsibilities and positions.

Related-Party Transactions Approval Policy

The Board of AIG has adopted a related-party transaction approval policy. Under this written policy, any transaction that involves more than $120,000 and would be required to be disclosed in AIG s Proxy Statement, between AIG or any of its subsidiaries and any director or executive officer, or their related persons, must be approved by the Nominating and Corporate Governance Committee. In determining to approve a related-party transaction, the Nominating and Corporate Governance Committee considers:

- Whether the terms of the transaction are fair to AIG and on terms at least as favorable as would apply if the other party was not or did not have an affiliation with a director, executive officer or employee of AIG;
- Whether there are demonstrable business reasons for AIG to enter into the transaction;
- Whether the transaction would impair the independence of a director; and
- Whether the transaction would present an improper conflict of interest for any director, executive officer or employee of AIG, taking into account the size of the transaction, the overall financial position of the director, executive officer or employee, the direct or indirect nature of the interest of the director, executive officer or employee in the transaction, the ongoing nature of any proposed relationship and any other factors the Nominating and Corporate Governance Committee or its chairman deems relevant.

Table of Contents

EXECUTIVE COMPENSATION

REPORT OF THE COMPENSATION AND MANAGEMENT RESOURCES COMMITTEE

Overview

The Compensation and Management Resources Committee determines and approves the compensation awarded to AIG s Chief Executive Officer (subject to ratification or approval by the Board) and approves the compensation awarded to the other key employees under its purview, oversees AIG s compensation and benefits programs for key and other employees and makes recommendations to the Board with respect to these programs where appropriate, oversees AIG s management development and succession planning programs and produces this Report on annual compensation. In carrying out these responsibilities, our objective is to maintain responsible compensation practices that attract, develop and retain high-performing senior executives and other key employees.

Risk and Compensation Plans

AIG remains committed to continually evaluating and enhancing our risk management control environment, risk management processes and enterprise risk management functions, including through enhancements to its risk governance framework. AIG s compensation practices are integral parts of the company s approach to risk management, and the Committee regularly monitors AIG s compensation programs to ensure they align with sound risk management principles. Since 2009, the Committee has followed a practice of meeting periodically to discuss and review, in consultation with the Chief Risk Officer, the relationship between AIG s risk management policies and practices and the incentive compensation arrangements applicable to senior executives.

Consistent with AIG's compensation philosophy, our executive compensation program is designed to avoid incentives that would encourage employees to take unnecessary or excessive risks that could threaten the value of AIG. In particular, our executive compensation program includes the following features:

- **Balanced mix of base, short-term and long-term pay.** Target long-term incentive opportunity comprises the largest component of an executive s total target direct compensation under our pay structure, which also includes a market-competitive base salary and target short-term incentive opportunity. We believe this structure provides an appropriate balance of fixed and variable compensation, drives achievement of AIG s short- and long-term business strategies and aligns the economic interests of our executives with the long-term interests of AIG and our shareholders.

- **Defined earn-out ranges for incentive awards.** Executive incentive awards are subject to a defined earn-out framework. Earned short-term incentive awards range from 0 to 187.5% of target and long-term incentive awards range from 0 to 150% of target, in each case, taking into account performance.

- **At least 75% of target incentives and 55% of target total compensation is deferred and subject to clawback.** 50% of any earned short-term incentive award is deferred for one year following the end of the annual performance period, and 100% of any long-term incentive award is earned and paid over five years.

- **Long-term incentives use multiple performance measures.** 2013 long-term incentives are 100% in the form of performance share units that will be earned based on achieving total shareholder return and growth in tangible book value per share, each measured relative to AIG s peers.

- **Share ownership requirements.** Under the 2013 structure, executive officers must retain 50% of the after-tax shares they receive as compensation until they achieve a specified ownership level of AIG Common Stock, further fostering an ownership culture focused on long-term performance.

Although AIG is no longer subject to the TARP Standards for Compensation and Corporate Governance (the TARP Standards), Enterprise Risk Management (ERM) prepares an annual risk assessment of AIG s incentive compensation plans for review with the Committee. In July 2013, the

Committee conducted its annual consultation with the Chief Risk Officer to review and discuss this risk assessment and the relationship between AIG s risk management policies and practices and senior executive incentive arrangements. As a result of AIG human resources efforts to streamline and reduce the total number of incentive-based compensation plans, ERM's 2013 review covered AIG's 99 active incentive-based compensation plans with approximately 84,000 eligible plan participants. (Some employees are eligible to participate in more than one plan.) ERM's review was guided by the work of AIG human resources professionals, who developed a profile for each plan based on evaluation of features such as number of participants, mix of incentive pay compared to salary, performance and vesting periods and performance goals. AIG risk officers worked with human resources and assigned a risk rating

Table of Contents

of low, intermediate or high to each plan. After taking into account the information received from AIG human resources, risk officers reviewed all new plans as well as any plans previously classified as high risk or intermediate risk, as well as a sampling of low-risk plans.

As of July 2013, no plans were categorized as high risk. More than 95 percent of all plans, including all plans established during 2013, were categorized as low risk based on the evaluation of the total mix of features of each plan. While these plans vary in structure and payout, the incentive pay is generally discretionary or based on strict performance parameters. Other features incorporated into these plans that mitigate risk include capped payouts, consideration of qualitative aspects of performance, multi-year vesting periods, clawbacks and use of equity and deferrals. As part of this risk review, and as discussed with the Committee, ERM concluded that AIG s compensation policies and practices are not reasonably likely to have a material adverse effect on AIG. ERM expects to update its risk score criteria in 2014 to take account of evolution in industry practice and updated regulatory guidance.

Compensation Discussion and Analysis

The Compensation Discussion and Analysis that follows discusses the principles the Committee has been using to guide its compensation decisions for senior executives. The Committee has reviewed and discussed the Compensation Discussion and Analysis with management. The Cook firm has also reviewed and discussed the Compensation Discussion and Analysis on behalf of the Committee with management and outside counsel. Based on such review and discussions, the Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and in AIG s 2013 Annual Report on Form 10-K.

Compensation and Management Resources Committee
American International Group, Inc.

Arthur C. Martinez, Chairman
W. Don Cornwell
Suzanne Nora Johnson
Ronald A. Rittenmeyer

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

2013 Pay for Performance Highlights

Compensation Program

2013 marked the first year of our executive compensation program following the end of TARP-related restrictions and entailed the following:

Balanced Structure: Total compensation consists of market-competitive base salary, 25% to 35% target short-term incentive opportunity and at least 40% target long-term incentive opportunity.

Emphasis on Long-Term Incentives: At least 70% of each executive s total target compensation is at risk and based on performance, and the majority of his or her incentive pay opportunity is based on performance over a 3-year period and paid over a 5-year period.

Deferred Payouts: At least 75% of target incentives and 55% of target total compensation is deferred and subject to our clawback policy.

Direct Link to AIG Performance: Long-term incentives are in the form of performance share units (PSUs) that, for 2013, are earned based on achieving total shareholder return (TSR) and growth in tangible book value per share (excluding AOCI) (TBVPS) measured relative to our peers over a 3-year period, with above-median performance required for target payout.

We believe our program provides an appropriate balance of fixed and variable pay, drives achievement of AIG s short- and long-term business strategies and aligns the economic interests of our executives with the long-term interests of AIG and our shareholders.

2013 Performance

Our compensation program is designed to align pay with performance. 2013 marked another strong year of strategic transformation and execution at AIG, with a focus on our core businesses. Our 2013 accomplishments include:

Achieved two-year TSR[1] of 113.9% and one-year TSR of 42.4%

Achieved insurance pre-tax operating income[a] of $10.1 billion, representing an improvement of $4.1 billion over prior year

Grew net premiums written by 4%, excluding the effect of foreign exchange

Improved 2013 current accident year loss ratio, as adjusted,[b] by 1.4 points

Increased net flows on investment products by $5.9 billion over prior year

35

Table of Contents

Improved base spread rates for both the Fixed Annuities and Group Retirement product lines

Entered into agreement to sell ILFC to a wholly owned subsidiary of AerCap Holdings N.V.

Achieved growth in 2013 book value per share excluding AOCI[b] from 2012 of about 11%

Achieved $8.7 billion in cash distributions from subsidiaries

Paid $294 million in cash dividends to shareholders, representing first regular dividends post-TARP

Decreased outstanding debt by $6.8 billion and repurchased approximately 12 million shares of AIG Common Stock

(a) Calculated as described below in 2013 Compensation Structure Direct Compensation Components Long-Term Incentive.

(b) Insurance pre-tax operating income, accident year loss ratio, as adjusted, and book value per share excluding AOCI are non-GAAP financial measures. For how these measures are calculated, see Appendix B (for insurance pre-tax operating income) and pages 56-57 of AIG s 2013 Annual Report on Form 10-K (for accident year loss ratio, as adjusted, and book value per share excluding AOCI).

Paying our CEO for Performance.

For 2013, approximately 85% of our Chief Executive Officer s total target compensation was at risk and earned based on performance:

In March 2014, the Committee approved, and the Board ratified, a 2013 short-term cash incentive award of $6 million, representing 150% of Mr. Benmosche s target opportunity. Under AIG s short-term incentive program, earned awards are based on both business unit and individual performance. For Mr. Benmosche, the Committee applied a business unit modifier of 110%, based on the weighted average of the performance modifiers for AIG s three core business units (AIG Property Casualty, AIG Life and Retirement and UGC, weighted 56%, 41% and 3%, respectively), each of which achieved above target performance in 2013. The Committee then applied an individual performance modifier of 136% based on Mr. Benmosche s key AIG-wide financial, strategic, operational and organizational achievements, as described below. Payment of 50% of Mr. Benmosche s earned award is deferred until March 2015.

In April 2013, the Committee granted Mr. Benmosche a target 2013 long-term equity incentive opportunity of $7 million in the form of PSUs. Under AIG s long-term incentive program, the PSUs are earned from 0% to 150% of target based on AIG s achievement of TSR and growth in TBVPS over a 3-year period compared to a peer group. The Committee will adjudicate performance against these two equally weighted metrics at the end of 2015, with performance at no less than the 55th percentile required for target achievement under each metric. Mr. Benmosche s earned PSUs, if any, will vest one-third in January of each of 2016, 2017 and 2018.

Table of Contents

Compensation Philosophy

We structure our compensation program and make enterprise-wide compensation decisions consistent with our compensation philosophy. Our compensation philosophy centers around the following objectives:

Attracting and retaining the strongest employees for AIG s various business needs by providing competitive and consistent compensation opportunities.

Creating a culture of performance management and pay-for-performance by providing total direct compensation opportunities that reward the performance of AIG, AIG s business units and individual employees.

Managing total direct compensation to provide a market-competitive, performance driven structure through a four-part program that takes into account base salary, annual incentives, long-term incentives and benefits and perquisites.

Motivating all AIG employees to achieve sustainable increases in AIG s intrinsic value, which represents a balance of profitability, growth and risk, to drive long-term value creation for shareholders.

Aligning the long-term economic interests of key employees with those of shareholders by ensuring that a meaningful component of each key employee s compensation is represented by AIG securities.

Avoiding incentives that encourage employees to take unnecessary or excessive risks that could threaten the value of AIG by appropriately balancing risk and reward as well as rewarding both annual and long-term performance.

Maintaining strong corporate governance practices by meeting evolving standards of compensation governance and complying with regulations applicable to employee compensation.

Compensation Best Practices

What we do:	What we don t do:
ü Pay for performance	× No tax gross-ups on severance payments or perquisites
ü Comprehensive clawback policy	

ü Share ownership requirements

ü No hedging policy

ü Double-trigger change-in-control benefits

ü Annual risk assessment of compensation plans

ü Independent compensation consultant