

## American Express Co

Country: United States  
 Meeting Type: AGM  
 Meeting Date: 27 April 2005  
 ISIN Code: US0258161092

Item	Description	Issue	TMF Vote	Mgmt Vote
1.1	Elect Director Daniel F. Akerson  <i>Not considered independent and there are insufficient independent directors on the board.</i>	B. Directors and Remuneration	WITHHOLD	FOR
1.2	Elect Director Charlene Barshefsky  <i>Not considered independent and there are insufficient independent directors on the board.</i>	B. Directors and Remuneration	WITHHOLD	FOR
1.3	Elect Director William G. Bowen  <i>Not considered independent and there are insufficient independent directors on the board.</i>	B. Directors and Remuneration	WITHHOLD	FOR
1.4	Elect Director Ursula M. Burns	B. Directors and Remuneration	FOR	FOR
1.5	Elect Director Kenneth I. Chenault  <i>Chairman and CEO. Combined roles at the top of the company and there are insufficient independent directors on the board.</i>	B. Directors and Remuneration	WITHHOLD	FOR
1.6	Elect Director Peter R. Dolan	B. Directors and Remuneration	FOR	FOR
1.7	Elect Director Vernon E. Jordan, Jr.  <i>Not considered independent and there are insufficient independent directors on the board.</i>	B. Directors and Remuneration	WITHHOLD	FOR
1.8	Elect Director Jan Leschly	B. Directors and Remuneration	FOR	FOR
1.9	Elect Director Richard A. McGinn	B. Directors and Remuneration	FOR	FOR
1.10	Elect Director Edward D. Miller	B. Directors and Remuneration	FOR	FOR
1.11	Elect Director Frank P. Popoff	B. Directors and Remuneration	WITHHOLD	FOR

*Not considered independent and there are insufficient independent directors on the board.*

1.12	Elect Director Robert D. Walter	B. Directors and Remuneration	FOR	FOR
2	Ratify Auditors	C. Auditors	FOR	FOR
3	Company-Specific--Compensation-Related	B. Directors and Remuneration	ABSTAIN	AGAINST
	<i>Shareholder proposal. The proponent is asking shareholders to approve this resolution which, if passed, will ensure that no future new stock options are awarded to anyone and it will also prohibit the repricing or renewal of any current stock options. The proponent argues that the level of option grants in recent years have increased too much and that there are other ways in which to award executives and other employees, including through the issuance of stock. The Board recommends a vote against this resolution. The Board also states that, in recent years, the company has reduced the grant of stock options to executives and employees, and already requires shareholder approval for repricing options. Although some concerns are shared, the proposal appears overly restrictive.</i>			
4	Report on Political Contributions	II. Corporate Social Responsibility	FOR	AGAINST

*The proponent requests that the Company provide an annual report disclosing: (1) policies and procedures for political contributions (both direct and indirect) made with corporate funds; (2) monetary and non-monetary contributions to political candidates, political parties, political committees and other political entities; (3) a business rationale for each of the company's political contributions or donations; and (4) the identities of the persons in the company who participated in making the decisions to contribute or donate. The company recommends voting against this proposal as it already agrees to provide this information to interested shareholders upon request, and it generally reports its political contributions with the appropriate government agencies. The proposal is considered in line with the transparency principle and does not appear to imply unreasonable demands and is therefore supported.*