

**CHARTER OF THE
COMPENSATION AND BENEFITS COMMITTEE
OF THE BOARD OF DIRECTORS OF AMERIPRISE FINANCIAL, INC.**

**AS AMENDED AND APPROVED BY THE BOARD OF DIRECTORS
ON DECEMBER 4, 2013**

I. PURPOSES OF THE COMMITTEE

The Compensation and Benefits Committee's primary purposes are to:

- Establish the philosophy and objectives that will govern the Company's compensation and benefits programs;
- Oversee and approve the compensation and benefits paid to the Company's chief executive officer and other executive officers; and
- Promote the clear and complete disclosure to shareholders of material information regarding the compensation and benefits of the Company's chief executive officer, chief financial officer, and its other named executive officers.

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

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

**II. LEGAL OR OTHER REQUIREMENTS; AUTHORITY; MINIMUM MEMBERSHIP;
MEMBERSHIP REQUIREMENTS; MINIMUM NUMBER OF MEETINGS**

The Committee is established pursuant to Article III, Section 3.01 of the Company's By-Laws. This charter does not limit or supersede any authority granted to the Committee or the Board under the By-Laws. The members of the Committee are appointed annually by the Board on the recommendation of the Nominating and Governance Committee and serve until their successors are duly elected and qualified. Under the By-Laws, the Board has the authority to remove any member (and any alternate member) of the committee at any time, either for or without

cause. The Board determines the number of members on the Committee from time to time, but the number will not be fewer than the minimum number prescribed by applicable law, the By-Laws or New York Stock Exchange (“NYSE”) requirements. Each committee member must: (i) satisfy the applicable independence requirements prescribed by the corporate governance listing standards of the NYSE; (ii) be an “outside director” as defined for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended; and (iii) be a “non-employee director” as defined for purposes of Rule 16b-3 promulgated by the United States Securities and Exchange Commission.

The Board will, on the recommendation of the Nominating and Governance Committee, appoint one of the members of the Committee to serve as Committee Chairman. The Committee Chairman will, as a subcommittee, have the authority to act on behalf of the Committee between meetings. The Committee may also form and delegate its authority to other subcommittees consisting of one or more members when appropriate. The Committee may also delegate its authority to one or more officers or employees of the Company to the extent permitted by law or the governing compensation plan document.

The Committee has the authority, to the extent it deems necessary or appropriate, to retain or obtain advice from compensation consultants, independent legal counsel, or other advisers, including the Company’s in-house counsel, outside counsel retained by management, or a compensation consultant or adviser engaged by management, without regard to the other adviser’s independence from management. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to ask the Company to provide the Committee with the support of one or more Company officers or employees to assist it in carrying out its duties. The Committee may request any officer or employee of the Company or of the Company’s outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee, in its capacity as a Board committee, is directly and solely responsible for the appointment, oversight, amount of compensation, evaluation, retention, and termination of any compensation consultant, legal counsel, or other adviser retained by the Committee to assist and advise the Committee in the discharge of the Committee’s responsibilities. Any such compensation consultant or adviser shall report directly to the Committee with respect to matters within the scope of the Committee’s responsibilities. The Committee shall adopt a written policy with respect to retaining or obtaining advice from compensation consultants, legal counsel, or other advisers, including consideration of such independence factors as may be mandated by the applicable corporate governance listing standards of the NYSE and such other independence factors as the Committee may deem appropriate.

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

The Committee will meet as often as the Committee or the Committee Chairman determines, but not less frequently than three times each year.

III. RESPONSIBILITIES OF THE COMMITTEE

The following will be the common recurring activities of the Committee in carrying out its purposes. These activities are set forth as a guide with the understanding that the Committee may diverge from this guide as it considers appropriate in the circumstances.

Charter Review

- Review and reassess the adequacy of this charter annually and recommend to the Board any proposed changes to this charter

Establishment of a Compensation and Benefits Philosophy and Objectives

- Adopt a written statement of the philosophy and objectives that will govern the Company's compensation and benefits programs
- Identify the types of behavior and results that the Company's compensation and benefits programs are designed to reward
- Identify each element of compensation and benefits paid to the Company's executive officers
- Review periodically the justification for the payment of each element of compensation and benefits to the Company's executive officers
- Determine how the amount and, where applicable, the formula for each element of compensation and benefits paid to executive officers will be determined
- Determine how each element of compensation and benefits paid to the Company's executive officers and the decisions made with respect to that element fit within the Company's compensation and benefits philosophy and objectives, and affect decisions regarding other elements

Oversight of the Performance and Compensation of the Chief Executive Officer and Other Executive Officers

- Periodically assess the competitiveness of the compensation levels and practices for executive officers and approve and regularly review the composition of a peer group to be used as a market reference point for this purpose
- Establish and periodically review stock ownership and retention guidelines for executive officers and confirm that such guidelines are being adhered to by each executive officer
- Periodically review the Company's policies relating to the recoupment or clawback of incentive awards and the hedging or pledging of Company stock by executive officers and confirm that such policies continue to be appropriate
- Review and approve the corporate goals and objectives relevant to the chief executive officer's compensation
- Evaluate the chief executive officer's performance in light of the goals and objectives established by the Committee
- Following consultation with the other independent directors in executive session, determine and approve the chief executive officer's compensation based on the Committee's evaluation of his or her performance and the comments received from the other independent directors. In order to allow those independent directors not serving on the Committee adequate time to review the Committee's proposed actions with respect to the chief executive officer's compensation, the Committee's Chairman shall send to each such director a written summary of such actions in advance of the Board meeting at which the action will be discussed. In addition, the Committee's Chairman will make himself or herself available to answer related questions from any such director in advance of such meeting.
- Following consultation with the chief executive officer, determine and approve the compensation of executive officers other than the chief executive officer
- Evaluate and approve any arrangement that provides for payments to an executive officer at, following, or in connection with his or her retirement, resignation, severance or other termination of employment, a change in his or her responsibilities, or a change in control of the Company
- Regularly review the type and incremental cost to the Company of the perquisites and personal benefits received by the Company's executive officers pursuant to policies approved by the Committee

Oversight of Incentive and Equity-Based Compensation Plans and Practices

- Oversee the incentive compensation plans and practices in place throughout the Company, to the extent and in the manner set forth in relevant regulatory guidance or rules, especially with respect to whether such plans and practices create risks that are reasonably likely to have a material adverse effect on the Company
- Recommend for approval by the Board of Directors or the shareholders incentive and equity-based compensation plans
- Perform such duties as may be prescribed for the Committee by the governing plan document
- Adopt a policy governing the grant of awards made under equity-based compensation plans, including the timing of such awards
- In determining the long-term incentive component of the chief executive officer's compensation, consider the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at peer group companies, and such awards previously given to the chief executive officer

Disclosure, Proposals, and Recommendations to Shareholders

- Review and discuss with management the Compensation Discussion and Analysis required by the rules of the Securities and Exchange Commission
- Based upon the Committee's review and discussions with management of the Compensation Discussion and Analysis, determine whether to recommend to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's annual report or proxy statement for the annual meeting of shareholders
- Approve and authorize for inclusion in the Company's annual report or proxy statement for the annual meeting of shareholders the required Committee report over the names of the Committee members
- Recommend to the Board of Directors for approval: the form and content of any management proposal relating to a shareholder advisory vote to approve the compensation of certain executive officers; and a policy setting forth how often such a proposal will be submitted to shareholders for a vote
- Recommend to the Board of Directors the form and content of any response to shareholder proposals relating to executive compensation matters

- Consider the results of the most recent shareholder advisory vote on the compensation of the Company's named executive officers when determining policies or making decisions related to the Company's executive compensation program to the extent that the Committee deems such voting results to be relevant

Succession Planning

- Confirm that: appropriate chief executive officer and management succession plans are in place; appropriate measures have been taken to provide for the effective management of the Company in the event of an emergency; and that such plans and measures are reviewed and discussed regularly by the Board

Employee Pension, Defined Contribution, Welfare Benefit, and Similar Plans

- Exercise all powers of the Board of Directors with respect to the Company's pension, defined contribution, welfare benefit, and similar plans worldwide, except as provided in the next sentence. The Committee shall have no authority to adopt or terminate any of the following: funded plans covered by the Employee Retirement Income Security Act of 1974, as amended; retiree medical arrangements; material international plans; or unfunded plans with a material financial impact. For purposes of these limitations, any plan or arrangement with an estimated annual expense greater than \$5 million shall be deemed to be material. Nothing in this charter shall be interpreted to confer fiduciary status on the Committee or any Committee member with respect to such plans.

General

- Take or recommend to the Board such additional actions related to compensation and benefits policies, practices, and matters as the Committee may deem necessary or advisable from time to time
- Report to the Board on the Committee's activities, as appropriate
- Maintain minutes or other records of the Committee's meetings and activities
- Review and assess the quality and clarity of the information provided to the Committee and make recommendations to management or the Committee's compensation consultant as the Committee deems appropriate from time to time for improving such materials
- Conduct an annual performance evaluation of the Committee in accordance with procedures approved by the Nominating and Governance Committee