



CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT
Related to Contract/Amendment/Solicitation
EDS # 163551

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting the EDS:

K2 Intelligence, LLC

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

the Applicant

B. Business address of the Disclosing Party:

845 Third Avenue
FL 15
NEW YORK, NY 10022
United States

C. Telephone:

917-281-3253

Fax:

D. Name of contact person:

Ms. Renee Lercher

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains:

EXPERT PROFESSIONAL INTEGRITY MONITORING SERVICES

G. Which City agency or department is requesting this EDS?

DEPT OF PROCUREMENT SERVICES

Specification Number

938807

Contract (PO) Number

129570

Revision Number

0

Release Number

0

User Department Project Number

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Limited liability company

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

Delaware

Registered to do business in the State of Illinois as a foreign entity?

Yes

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.2 Does the Disclosing Party have any officers?

Yes

1.a.4 List below the full names and titles of all executive officers of the entity.

Title:	CEO
Officer:	Mr. Jeremy Kroll
Role:	Officer

Title:	CFO
Officer:	Ms. Renee Lercher
Role:	Officer

Title:	Chairman
Officer:	Mr. Jules Kroll
Role:	Officer

Title:	Corporate Secretary
Officer:	Ms. Leslie Regenbaum
Role:	Officer

B. CERTIFICATION REGARDING CONTROLLING INTEREST

1.b.1 Are there any individuals who directly or indirectly control the day-to-day management of the Disclosing Party as a general partner, managing member, manager, or other capacity?

Yes

1.b.2 List all general partners, managing members, managers, and any others who directly or indirectly control the day-to-day management of the Disclosing Party. Don't include any legal entities in this answer- these will be named later:

Name:	Mr. Jeremy Kroll
Title:	CEO

Name:	Mr. Jules Kroll
Title:	Chairman

Name:	Ms. Renee Lercher
Title:	CFO

Name:	Alan S Bernikow
Title:	Director

1.b.3 Are there any legal entities that directly or indirectly control the day-to-day management of the Disclosing Party as a general partner, managing member, manager, or other capacity?

Yes

1.b.4 List all legal entities that function as general partners, managing members, managers, and any others who directly or indirectly control the day-to-day management of the Disclosing Party. Each legal entity listed below must submit an EDS on its own behalf.

Name: K2 Intelligence, Inc.

Title:

Business Address: 845 Third Avenue, FL 15
New York, NY 10022 United States

Name: K2 Intelligence Holdings, Inc.

Title:

Business Address: 845 Third Avenue, FL 15
New York, NY 10022 United States

Name: K2-FIN Holdings, Inc.

Title:

Business Address: 845 Third Avenue, FL 15
New York, NY 10022 United States

Name: American Home Assurance Compnay

Title:

Business Address: 175 Water Street
New York, NY 10038 United States

Name: Alan S Bernikow

Title:

Business Address: 207 Benedict Avenue
Staten Island, NY 10314 United States

Name: Jeremy M Kroll

Title:

Business Address: 845 West End Avenue
Apt 9EF
New York, NY 10025 United States

Name: Jules Kroll

Title:

Business Address: 20 Parsonage Point
Rye, NY 10580 United States

Name: K2 Global Partners, LLC

Title:

Business Address: 845 Third Avenue, FL 18
New York, NY 10022 United States

Name: AIG Property Casualty U.S., Inc.

Title:

Business Address: 175 Water Street
New York, NY 10038 United States

Name: AIG Property Casualty Inc.

Title:

Business Address: 175 Water Street
New York, NY 10038 United States

Name: American International Group, Inc.

Title:

Business Address: 175 Water Street
New York, NY 10038 United States

2. Ownership Information

Please provide ownership information concerning each person or entity that holds, or is anticipated to hold (see next paragraph), a direct or indirect beneficial interest in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

Please disclose present owners below. Please disclose anticipated owners in an attachment submitted through the "Additional Info" tab. "Anticipated owner" means an individual or entity in existence at the time application for City action is made, which is not an applicant or owner at such time, but which the applicant expects to assume a legal status, within six months of the time the City action occurs, that would render such individual or entity an applicant or owner if they had held such legal status at the time application was made.

- K2 Intelligence, Inc. - 100.0% - EDS 163556
 - K2 Intelligence Holdings, Inc. - 100.0% - EDS 163557
 - K2 Integrity Holdings, Inc. - 100.0% - EDS 163558
 - American Home Assurance Company - 8.27% - EDS 163559
 - AIG Property Casualty U.S., Inc. - 100.0% - EDS 163560
 - AIG Property Casualty Inc. - 100.0% - EDS 163561
 - American International Group, Inc. - 100.0% - EDS 163562
 - K2 Global Partners, LLC - 48.7% - EDS 163563
 - Jules Kroll - 62.0%
 - Jeremy M Kroll - 29.0%
 - Alan S Bernikow - 9.0%

Owner Details

Name	Business Address
AIG Property Casualty Inc.	175 Water Street New York, NY United States
AIG Property Casualty U.S., Inc.	175 Water Street New York, NY United States
Alan S Bernikow	207 Benedict Avenue Staten Island, NY United States
American Home Assurance Company	175 Water Street New York, NY United States
American International Group, Inc.	175 Water Street New York, NY United States
Jeremy M Kroll	845 West End Avenue Apt 9EF New York, NY United States
Jules Kroll	20 Parsonage Point Rye, NY

	United States
K2 Global Partners, LLC	845 THIRD AVENUE
	FL15
	NEW YORK, NY
	United States
K2 Integrity Holdings, Inc.	845 Third Avenue, FL 15
	New York, NY
	United States
K2 Intelligence Holdings, Inc.	845 Third Avenue
	FL 15
	NEW YORK, NY
	United States
K2 Intelligence, Inc.	845 Third Avenue
	FL 15
	NEW YORK, NY
	United States

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

No

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

No

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in [Chapter 2-156 of the Municipal Code](#) ("MCC")) in the Disclosing Party?

No

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist (as defined in [MCC Chapter 2-156](#)), accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

1. Has the Disclosing Party retained or does it anticipate retaining any legal entities in connection with the Matter?

Yes

2. List below the names of all legal entities which are retained parties.

Name:	Georges & Synowiecki
Anticipated/Retained:	Retained
Business Address:	20 South Clark Street Suite 400 Chicago, IL 60603 United States
Relationship:	Subcontractor - MWDBE
Fees (\$\$ or %):	50588
Estimated/Paid:	Estimated

Name:	Berkeley Research Group
Anticipated/Retained:	Anticipated
Business Address:	70 W Madison, Suite 5000 Chicago, 60602 United States
Relationship:	Subcontractor - non MWDBE
Fees (\$\$ or %):	48750.00
Estimated/Paid:	Estimated

Name:	MWB Consult LLC

Anticipated/Retained: Retained
Business Address: 3637 Oak Street, Unit #1
 Jacksonville, FL 32205 United States
Relationship: Subcontractor - non MWDBE
Fees (\$\$ or %): 36925.00
Estimated/Paid: Estimated

Name: Ringold Financial Management Services
Anticipated/Retained: Retained
Business Address: 850 South Wabash Avenue, Suite 320
 Chicago, IL 60605 United States
Relationship: Subcontractor - MWDBE
Fees (\$\$ or %): 256575
Estimated/Paid: Estimated

3. Has the Disclosing Party retained or does it anticipate retaining any persons in connection with the Matter?

No

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under [MCC Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

No

B. FURTHER CERTIFICATIONS

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any [Affiliated Entity](#) has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an

individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

I certify the above to be true

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

I certify the above to be true

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#).

I certify the above to be true

5. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#), nor any [Agents](#) have, during the 5 years before the date of this EDS, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the 5 years before the date of such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in [MCC Subsection 2-92-320\(a\)\(4\)\(Contracts Requiring a Base Wage\)](#); [\(a\)\(5\)\(Debarment Regulations\)](#); or [\(a\)\(6\)\(Minimum Wage Ordinance\)](#).

I certify the above to be true

6. Neither the Disclosing Party, nor any [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

7. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

I certify the above to be true

8. [FOR APPLICANT ONLY]

- i. Neither the Applicant nor any "controlling person" [[see MCC Chapter 1-23, Article I](#) for applicability and defined terms] of the Applicant is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to

- commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any "sister agency" ; and
- ii. the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City.

NOTE: If [MCC Chapter 1-23, Article I](#) applies to the Applicant, that Article's permanent compliance timeframe supersedes 5-year compliance timeframes in this Section V.

I certify the above to be true

9. [FOR APPLICANT ONLY] The Applicant and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed as having an active exclusion by the U.S. EPA on the [federal System for Award Management](#) ("SAM")

I certify the above to be true

10. [FOR APPLICANT ONLY] The Applicant will obtain from any contractors/ subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in Certifications (2) and (9) above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Applicant has reason to believe has not provided or cannot provide truthful certifications.

I certify the above to be true

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in [MCC Section 2-32-455\(b\)](#), the Disclosing Party

is not a "financial institution"

D. CERTIFICATION REGARDING FINANCIAL INTEREST IN CITY BUSINESS

Any words or terms defined in [MCC Chapter 2-156](#) have the same meanings if used in this Part D.

1. In accordance with [MCC Section 2-156-110](#): To the best of the Disclosing Party's knowledge after reasonable inquiry, does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

No

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

SECTION VI -- CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

Is the Matter federally funded? For the purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

No

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other

City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

- B. The City's Governmental Ethics Ordinance, [MCC Chapter 2-156](#), imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC [Chapter 1-23](#), Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by [MCC Chapter 1-23](#) and [Section 2-154-020](#).

I acknowledge and consent to the above

APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [MCC Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to [MCC Section 2-154-010](#), is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to [MCC Section 2-92-416??](#)

No

APPENDIX C-PROHIBITION ON WAGE & SALARY HISTORY SCREENING

This Appendix is to be completed only by an Applicant that is completing this EDS as a "contractor" as defined in [MCC Section 2-92-385](#). That section, which should be consulted (www.amlegal.com), generally covers a party to any agreement pursuant to which they: (i) receive City of Chicago funds in consideration for services, work or goods provided (including for legal or other professional services), or (ii) pay the City money for a license, grant or concession allowing them to conduct a business on City premises.

On behalf of an Applicant that is a contractor pursuant to [MCC Section 2-92-385](#), I hereby certify that the Applicant is in compliance with [MCC Section 2-92-385\(b\)\(1\)](#) and (2), which prohibit: (i) screening job applicants based on their wage or salary history, or (ii) seeking job applicants' wage or salary history from current or former employers. I also certify that the Applicant has adopted a policy that includes those prohibitions.

This certification shall serve as the affidavit required by [MCC Section 2-92-385\(c\)\(1\)](#).

Yes

ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

List of vendor attachments uploaded by City staff

Form 10K
Form 10Q 1st Quarter
Form 10Q 3rd Quarter
Proxy Statement

List of attachments uploaded by vendor

None.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 06/10/2021

Ms. Renee Lercher

Vice President Revenue Accounting

K2 Intelligence, LLC

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2020

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 1-8787



American International Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

13-2592361

(I.R.S. Employer Identification No.)

175 Water Street, New York, New York

(Address of principal executive offices)

10038

(Zip Code)

Registrant's telephone number, including area code (212) 770-7000

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, Par Value \$2.50 Per Share	AIG	New York Stock Exchange
5.75% Series A-2 Junior Subordinated Debentures	AIG 67BP	New York Stock Exchange
4.875% Series A-3 Junior Subordinated Debentures	AIG 67EU	New York Stock Exchange
Stock Purchase Rights		New York Stock Exchange
Depository Shares Each Representing a 1/1,000th Interest in a Share of Series A		
5.85% Non-Cumulative Perpetual Preferred Stock	AIG PRA	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of the voting and nonvoting common equity held by nonaffiliates of the registrant (based on the closing price of the registrant's most recently completed second fiscal quarter) was approximately \$26,860,000,000.

As of February 9, 2021, there were outstanding 864,790,669 shares of Common Stock, \$2.50 par value per share, of the registrant.

DOCUMENTS INCORPORATED BY REFERENCE

Document of the Registrant

Form 10-K Reference Locations

Portions of the registrant's definitive proxy statement for the 2021 Annual Meeting of Shareholders

Part II, Item 5 and Part III, Items 10, 11, 12, 13 and 14

AMERICAN INTERNATIONAL GROUP, INC.
ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2020
TABLE OF CONTENTS

Form 10-K

Item Number	Description	Page
Part I		
ITEM 1.	Business	3
	• Our Global Business Overview	3
	• AIG's Operating Structure	5
	• Diversified Mix of Businesses	6
	• Human Capital Management	7
	• Regulation	9
	• Available Information about AIG	20
ITEM 1A.	Risk Factors	21
ITEM 1B.	Unresolved Staff Comments	46
ITEM 2.	Properties	46
ITEM 3.	Legal Proceedings	47
ITEM 4.	Mine Safety Disclosures	47
Part II		
ITEM 5.	Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	47
ITEM 6.	Selected Financial Data	48
ITEM 7.	Management's Discussion and Analysis of Financial Condition and Results of Operations	49
	• Cautionary Statement Regarding Forward-Looking Information	49
	• Use of Non-GAAP Measures	51
	• Critical Accounting Estimates	53
	• Executive Summary	69
	• Consolidated Results of Operations	78
	• Business Segment Operations	84
	• Investments	116
	• Insurance Reserves	126
	• Liquidity and Capital Resources	139
	• Enterprise Risk Management	153
	• Glossary	174
	• Acronyms	177
ITEM 7A.	Quantitative and Qualitative Disclosures about Market Risk	178
ITEM 8.	Financial Statements and Supplementary Data	179
	Reference to Financial Statements and Schedules	179
ITEM 9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	326
ITEM 9A.	Controls and Procedures	326
ITEM 9B.	Other Information	327
Part III		
ITEM 10.	Directors, Executive Officers and Corporate Governance	328
ITEM 11.	Executive Compensation	328
ITEM 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	328
ITEM 13.	Certain Relationships and Related Transactions, and Director Independence	328
ITEM 14.	Principal Accounting Fees and Services	328
Part IV		
ITEM 15.	Exhibits, Financial Statement Schedules	328
ITEM 16.	Form 10-K Summary	333
Signatures		334



**Maximizing Industry
Leadership and
Global Footprint**

**Creating Value through Profitable
Growth and a Culture of
Underwriting and Operational Excellence**

American International Group, Inc. (AIG)

is a leading global insurance organization. We provide a wide range of property casualty insurance, life insurance, retirement solutions, and other financial services to customers in approximately 80 countries and jurisdictions. These diverse offerings include products and services that help businesses and individuals protect their assets, manage risks and provide for retirement security. AIG common stock is listed on the New York Stock Exchange.

In addition to natural catastrophes, in 2020, AIG effectively managed through COVID-19 and its collateral effects on the global economy thanks to the strong foundation created since late 2017 to instill a culture of underwriting excellence, adjust risk tolerances, implement a best-in-class reinsurance program, de-risk our balance sheet and maintain a balanced investment portfolio. We continue this momentum and embark on an important phase of our journey in becoming a top-performing company with our proactive leadership transition and corporate structure changes to come.

In this Annual Report, unless otherwise mentioned or unless the context indicates otherwise, we use the terms “AIG,” the “Company,” “we,” “us” and “our” to refer to American International Group, Inc., a Delaware corporation, and its consolidated subsidiaries. We use the term “AIG Parent” to refer solely to American International Group, Inc., and not to any of its consolidated subsidiaries.

About AIG

World-Class Insurance Franchises

that are among the leaders in their geographies and segmentations, providing differentiated service and expertise.

Breadth of Loyal Customers

including millions of clients and policyholders ranging from multi-national Fortune 500 companies to individuals throughout the world.

Broad and Long-Standing Distribution Relationships

with brokers, agents, advisors, banks and other distributors across all lines of business.

Highly Engaged Global Workforce Recognized for Inclusivity

with more than 25 percent participating in Employee Resource Groups that foster a culture of inclusion, engage employees and help create a sense of belonging.

Balance Sheet Quality and Capital Strength

as demonstrated by over \$66 billion in shareholders' equity and AIG Parent liquidity sources of \$15.0 billion as of December 31, 2020.

2021 Priorities

- **Separation of Life and Retirement Business from AIG** – Pursue separation of Life and Retirement business from AIG in a manner intended to maximize value for shareholders and other stakeholders and establish two strong, market-leading companies
- **Business Mix & Targeted Growth** – Build on strategic portfolio improvement and product diversity by focusing on growing segments of our business that perform well and are aligned with our underwriting strategy
- **Leadership, Culture and Talent** – Maintain focus on attracting, developing and retaining world-class employees; further promote diversity, equity and inclusion at all levels through continued support of robust employee resource and development programs and recruitment strategies
- **Underwriting Excellence and Pricing Discipline** – Continue to enhance General Insurance portfolio rate adequacy through use of underwriting framework and guidelines and clear communication of risk appetite; continue long-standing disciplined approach in Life and Retirement with respect to product pricing and features
- **AIG 200** – Continue progress on multi-year initiatives to support underwriting excellence, modernize our operating infrastructure, enhance user and customer experiences and become a more unified company
- **Optimize Risk Management** – Optimize risk profile through disciplined underwriting, reinsurance programs and asset-liability management in the investment portfolio
- **Capital Management** – Maintain strong capitalization and financial flexibility for our businesses, implement a stand-alone capital structure for our Life and Retirement business and recapitalize AIG Parent debt to create long-term shareholder value

2020 Highlights

Resilient General Insurance Portfolio from Underwriting Discipline

Manageable impact of COVID-19 and natural catastrophes reflected in 2020 Calendar Year Combined Ratio of 104.3 compared to 99.6 in 2019. 2020 Accident Year Combined Ratio, As Adjusted^(a) of 94.1 compared to 96.0 in 2019 showed continued improvement due to underwriting discipline, limit management and continued focus on expense reduction

Continued Solid Returns from Life and Retirement

Full-Year 2020 Adjusted Pre-tax Income of \$3.5 billion compared to \$3.6 billion in 2019

Results reflect diversified product portfolio and balanced risk profile^(b)

Effective Risk Management

Established Syndicate 2019 with Lloyd's to access strategic partners to participate in peak zones while facilitating growth in AIG's high net worth business, and completed the sale of our majority interest in Fortitude Group Holdings, LLC (Fortitude Holdings) to mitigate a significant portion of our legacy risks^(c)

(a) Non-GAAP measure – for reconciliation of Non-GAAP to GAAP measure see *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A)*.

(b) On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG.

(c) For further discussion on the Fortitude Holdings transaction see *Note 1 to the Consolidated Financial Statements*.

AIG's Operating Structure

In the fourth quarter of 2020, AIG's chief operating decision makers modified their view of AIG's businesses and how they allocate resources and assess performance. The new operating structure no longer includes a Legacy segment. AIG now reports the results of its businesses through three segments – General Insurance, Life and Retirement and Other Operations. Prior periods were revised to conform to the current period presentation.

General Insurance consists of two operating segments – North America and International. Life and Retirement consists of four operating segments – Individual Retirement, Group Retirement, Life Insurance and Institutional Markets. Certain run-off life insurance portfolios previously reported in our Legacy segment have been realigned into the Life Insurance operating segment. The run-off high net worth (private placement variable universal life and private placement variable annuity) and structured settlement portfolios previously reported in our Legacy segment have been realigned into the Institutional Markets operating segment. Other Operations is primarily comprised of corporate, our institutional asset management business and consolidation and eliminations. On October 26, 2020, we announced our intention to separate our Life and Retirement business from AIG.

Consistent with how we manage our business, our General Insurance North America operating segment primarily includes insurance businesses in the United States, Canada, Bermuda, and our global reinsurance business, AIG Re. Our General Insurance International operating segment includes regional insurance businesses in Japan, the United Kingdom, Europe, Middle East and Africa (EMEA region), Asia Pacific, Latin America and Caribbean, and China. International also includes the results of Talbot Holdings, Ltd. as well as AIG's global specialty business.

For further discussion on our business segments see Item 7. MD&A and Note 3 to the Consolidated Financial Statements.

Business Segments

General Insurance

General Insurance is a leading provider of insurance products and services for commercial and personal insurance customers. It includes one of the world's most far-reaching property casualty networks. General Insurance offers a broad range of products to customers through a diversified, multichannel distribution network. Customers value General Insurance's strong capital position, extensive risk management and claims experience and its ability to be a market leader in critical lines of the insurance business.



General Insurance includes the following major operating companies: National Union Fire Insurance Company of Pittsburgh, Pa. (National Union); American Home Assurance Company (American Home); Lexington Insurance Company (Lexington); AIG General Insurance Company, Ltd. (AIG Sonpo); AIG Asia Pacific Insurance, Pte, Ltd.; AIG Europe S.A.; American International Group UK Ltd.; Validus Reinsurance, Ltd. (Validus Re); Talbot Holdings Ltd. (Talbot); Western World Insurance Group, Inc. and Glatfelter Insurance Group (Glatfelter).

Life and Retirement

Life and Retirement is a unique franchise that brings together a broad portfolio of life insurance, retirement and institutional products offered through an extensive, multichannel distribution network. It holds long-standing, leading market positions in many of the markets it serves in the U.S. With its strong capital position, customer-focused service, breadth of product expertise and deep distribution relationships across multiple channels, Life and Retirement is well positioned to serve growing market needs. On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG.



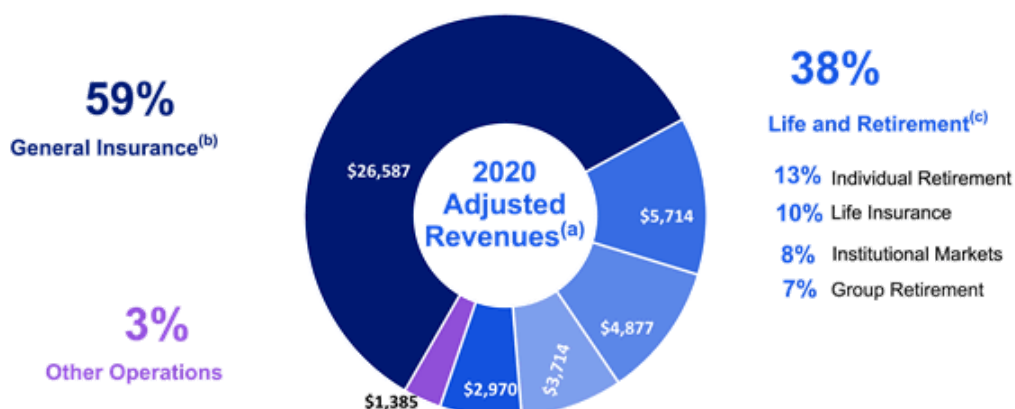
Life and Retirement includes the following major operating companies: American General Life Insurance Company (AGL); The Variable Annuity Life Insurance Company (VALIC); The United States Life Insurance Company in the City of New York (U.S. Life); Laya Healthcare Limited and AIG Life Limited.

Other Operations

Other Operations primarily consists of income from assets held by AIG Parent and other corporate subsidiaries, deferred tax assets related to tax attributes, corporate expenses and intercompany eliminations, our institutional asset management business and results of our consolidated investment entities, General Insurance portfolios in run-off previously reported within Legacy as well as the historical results of our legacy insurance lines ceded to Fortitude Reinsurance Company Ltd. (Fortitude Re).

Diversified Mix of Businesses

(dollars in millions)



(a) Our Total revenues were \$43.7 billion in 2020. The graph above represents Adjusted revenues. For reconciliation of Adjusted revenues to Total revenues see Note 3 to the Consolidated Financial Statements.

(b) General Insurance adjusted revenues is comprised of \$10.3 billion and \$13.4 billion of Net premiums earned in North America and International, respectively, and \$2.9 billion in Net investment income.

(c) On October 26, 2020, we announced our intention to separate our Life and Retirement business from AIG.

Geographic Concentration

In 2020, 5.5 percent of our property casualty direct premiums were written in the state of California, and 15.6 percent and 7.3 percent were written in Japan and the United Kingdom, respectively. No other state or foreign jurisdiction accounted for more than five percent of our property casualty direct premiums.

For further information on our business segments see Note 3 to the Consolidated Financial Statements.

How We Generate Revenues and Profitability

We earn revenues primarily from insurance premiums, policy fees and income from investments.

Our expenses consist of policyholder benefits and losses incurred, interest credited to policyholders, commissions and other costs of selling and servicing our products, interest expense and general operating expenses.

Our profitability is dependent on our ability to properly price and manage risk on insurance and annuity products, to manage our portfolio of investments effectively and to control costs through expense discipline.

Investment Activities of Our Insurance Operations

Our insurance companies generally receive premiums and deposits well in advance of paying covered claims or benefits. In the intervening periods, we invest these premiums and deposits to generate net investment income that, along with the invested funds, is available to pay claims or benefits. As a result, we generate significant revenues from insurance investment activities.

The practice for managing the investments of the insurance companies places primary emphasis on meeting the specific needs of each business unit. The investment objectives are the generation of investment income, preservation of capital, liquidity management and growth of surplus to support the insurance products. The majority of assets backing our insurance liabilities consist of fixed maturity securities issued by corporations, municipalities and other governmental agencies, as well as structured securities collateralized by, among other assets, residential and commercial real estate and commercial mortgage loans.

For additional discussion of investment strategies see Item 7. MD&A – Investments.

Loss Reserve Development Process

The liability for unpaid losses and loss adjustment expenses (loss reserves) represents the accumulation of estimates for unpaid claims, including estimates for claims incurred but not reported (IBNR) for our General Insurance companies and the related expenses of settling those losses.

The process of establishing loss reserves is complex and inherently imprecise because it must take into consideration many variables that are subject to the outcome of future events. As a result, informed subjective estimates and judgments about our ultimate exposure to losses are an integral component of our loss reserving process. Because reserve estimates are subject to the outcome of future events, changes in prior year estimates are unavoidable in the insurance industry. These changes are sometimes referred to as “prior year loss development”, “reserve development” or variations thereof.

For further discussion on loss reserves and of prior year loss development see Item 7. MD&A – Critical Accounting Estimates – Insurance Liabilities – Loss Reserves, Item 7. MD&A – Insurance Reserves – Loss Reserves, and Note 13 to the Consolidated Financial Statements.

Human Capital Management

We believe that a major strength of AIG is the dedication, commitment and loyalty of our colleagues. AIG’s key human capital management objectives include attracting, developing and retaining the highest quality talent.

At December 31, 2020, we had approximately 45,000 employees based in over 50 countries, with 42 percent in North America, 40 percent in the Asia Pacific region and the remaining 18 percent in the EMEA region, United Kingdom and Latin America.

To improve our employee experience and assess the health of our organization, we periodically undertake cultural and employee engagement surveys. In August 2019, AIG conducted an Organizational Health Index survey, which was responded to by approximately 80 percent of our workforce and which covered topics across multiple dimensions, including leadership, business operations and effectiveness, diversity, equity and inclusion and customer focus. In response to this feedback, our colleagues’ ideas and suggestions have been applied across AIG and informed the development of the AIG 200 operational programs. In January 2021, we launched our second Organizational Health Index survey to give our colleagues another opportunity to share their insights, gather input on how AIG has progressed over the past year and continue to help make AIG a more rewarding place to work.

We believe that we foster a constructive and healthy work environment for our employees and colleagues. Some examples of key programs and initiatives that are designed to attract, develop and retain our diverse workforce include:

Competitive Compensation and Benefits. Under the oversight of the Compensation and Management Resources Committee of our Board of Directors, we seek to align the compensation of our employees with AIG's overall performance and provide competitive compensation opportunities to attract and retain highly skilled employees for our various business needs. Both management and the Compensation and Management Resources Committee of our Board of Directors engage the services of third-party compensation consultants and advisors to help us monitor the market competitiveness of our incentive programs. We provide a performance-driven compensation structure that consists of base salary, short- and long-term incentive. We also offer comprehensive benefits to support the health and wellness needs of our colleagues, including subsidized health care plans, life insurance and disability, wellness and mental health benefits, liberal paid time off and parental leave policies and matching 401(k) contributions.

Health and Safety. AIG cares about the health and safety of its employees. In response to the COVID-19 crisis, we quickly and effectively transitioned 90 percent of our employees to remote work and established a cross-functional COVID-19 Task Force to ensure that AIG implemented best practices to protect the safety of colleagues while continuing to serve clients, distribution partners and other stakeholders. The COVID-19 Task Force is also responsible for our return-to-office planning, which is informed by a Return to Workplace survey recently completed by our employees.

Through our Employee Assistance Program, AIG provides employees with mental health resources, including counseling sessions and webinars. AIG also funded a pandemic financial assistance program developed to provide financial assistance to employees in the form of low or no-interest loans. Further, in December 2020, we launched our Compassionate Colleagues Fund to aid employees in overcoming serious financial hardships, with an initial contribution of \$2 million by AIG. Since then voluntary contributions by employees have grown the size of the fund designed to help their fellow colleagues.

Career Development. AIG has developed numerous programs to foster leadership, growth and development opportunities for our employees. We believe that professional development is a positive investment in our talent. Our goal is to build skills of our employees by providing ample opportunities to access learning and development that enhances their abilities to perform in their current or future roles. As such, AIG makes available a library of on-demand learning options, combined with immersive learning experiences to build skills at all levels. In addition, we offer tuition and certification and training reimbursement programs to encourage employees to enhance their education, skills and knowledge for their continued growth.

Our management places significant importance and attention on promoting internal talent and succession planning. Accordingly, we review our talent development and succession plans for each of our functions and operating segments annually, to identify and develop a pipeline of diverse talent for positions at all levels of the organization. In 2020, 27 percent of all our open positions were filled with internal talent.

Diversity and Inclusion. AIG is committed to creating an inclusive workplace focused on attracting, retaining and developing diverse talent that fosters a culture of belonging for all employees. To that end, each member of the executive leadership team has a diversity, equity and inclusion objective embedded in their individual performance goals tied to their annual short-term incentive awards. In September 2020, AIG established an Executive Diversity Council, tasked with monitoring diversity, equity and inclusion initiatives as an integral part of AIG's business strategies. In addition, in October 2020, AIG appointed a new Chief Diversity Officer to coordinate the Company's efforts in creating meaningful strides as it relates to diversity, equity and inclusion. Management periodically reports to the Compensation and Management Resources Committee of our Board of Directors on initiatives and progress on various human capital management initiatives and metrics, including diversity, equity and inclusion.

AIG sponsors over 130 Employee Resource Groups (ERGs), which are groups of employees who come together based on a shared interest in a specific dimension of diversity. AIG's global ERG network spans 13 different dimensions of diversity and is open to all employees. The ERGs are a cornerstone of our diversity, equity and inclusion efforts. Our ERGs represent and support our diverse workforce, facilitate networking and connections with peers, and create a culture of inclusion and engagement within AIG. In 2020, more than 17,000 global colleagues participated in Courageous Conversations, a training program about unconscious bias and systemic racism.

In addition, AIG has developed three leadership programs targeted at our diverse talent pool. AIG's Women's Executive Leadership Initiative and the Executive Men's Development Initiative (for men of color) seek to hone executive leadership skills of high-potential employees. Our Accelerated Leadership Development program matches mid-level men and women of color in AIG's leadership pipeline with senior executive mentors and coaches them on essential senior management and executive leadership skills.

Regulation

OVERVIEW

Our operations around the world are subject to regulation by many different types of regulatory authorities, including insurance, securities, derivatives, investment advisory and thrift regulators in the United States and abroad. The insurance and financial services industries are generally subject to close regulatory scrutiny and supervision.

Our insurance subsidiaries are subject to regulation and supervision by the states and jurisdictions in which they do business. We expect that the domestic and international regulations applicable to us and our regulated entities will continue to evolve for the foreseeable future.

In particular, significant legislative and regulatory activity has occurred at both the U.S. federal and state levels, as well as globally, in response to COVID-19 and its impact on insurance consumers. For example, many jurisdictions have issued regulations and guidance advising or requiring insurers to offer accommodations to policyholders adversely impacted by COVID-19, including requirements to defer payment of, or refund, premiums, postpone policy lapses, and have sought information and data from insurers on a number of topics, including operational preparedness, policyholder data, claims data, and other matters. While some of these legislative and regulatory initiatives have expired, resurgence of the COVID-19 virus may lead to a renewal of those initiatives. A number of U.S. states have also passed legislation or issued other guidance that creates a presumption of coverage under workers' compensation insurance for certain people impacted by COVID-19. In most cases, the presumption applies to first responders and medical professionals, but some states apply the scope of the presumption more broadly, and efforts are underway in other states to further expand the scope of the presumption. Members of the U.S. Congress have held discussions and sought information with respect to business interruption, travel and other insurance lines impacted by the COVID-19 crisis and legislators both in the U.S. and overseas are discussing a number of potential loss-sharing programs, some of which contemplate participation by insurers, including a proposed pandemic risk insurance bill relating to business interruption and event cancellation insurance. In the EU and UK, insurance regulators have issued recommendations or requirements for insurance groups subject to their jurisdiction to temporarily suspend discretionary dividend payments and share buybacks for the benefit of shareholders, and variable remuneration policies such as cash bonuses. We cannot predict what form legal and regulatory responses to concerns about COVID-19 and related public health issues will take, or how such responses will impact our business. We continue to actively monitor these developments and to cooperate fully with all government and regulatory authorities as they develop their responses.

In addition to the information set forth elsewhere in this Annual Report on Form 10-K, our regulatory status is also discussed in Item 1A. Risk Factors – COVID-19 is adversely affecting, and is expected to continue to adversely affect, our global business, financial condition and results of operations, and its ultimate impact will depend on future developments that are uncertain and cannot be predicted, including the scope, severity and duration of the crisis, and the governmental, legislative and regulatory actions taken and court decisions rendered in response thereto.

U.S. REGULATION

Dodd-Frank

On July 21, 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank), which brought about extensive changes to financial regulation in the United States, was signed into law. On July 8, 2013, the Financial Stability Oversight Council (Council) made a determination that material financial distress at AIG could pose a threat to U.S. financial stability. On September 29, 2017, the Council rescinded its determination that material financial distress at AIG could pose a threat to U.S. financial stability and as a result, AIG is no longer designated as a nonbank systemically important financial institution (nonbank SIFI). With the rescission of its designation as a nonbank SIFI, AIG is no longer subject to the consolidated supervision of the Board of Governors of the Federal Reserve System (FRB) or subject to the enhanced prudential standards set forth in Dodd-Frank and its implementing regulations. Although the Council has rescinded its designation of AIG as a nonbank SIFI, certain provisions of Dodd-Frank remain relevant to insurance groups generally.

- The Council has authority to determine, subject to certain statutory and regulatory standards, that any nonbank financial company be designated as a nonbank SIFI subject to supervision by the FRB and enhanced prudential standards. The Council may also recommend that state insurance regulators or other regulators apply new or heightened standards and safeguards for activities or practices that nonbank financial services companies, including insurers, engage in.

- Title II of Dodd-Frank (Orderly Liquidation Authority) provides that a financial company whose largest United States subsidiary is an insurer may be subject to a special orderly liquidation process outside the Bankruptcy Code. That process is to be administered by the Federal Deposit Insurance Corporation upon a determination that the company is: (i) in default or in danger of default, (ii) would have serious adverse effects on U.S. financial stability were it to fail and be resolved, (iii) is not likely to attract private sector alternatives to default and (iv) is not suitable for resolution under the Bankruptcy Code. Dodd-Frank authorizes possible assessments to cover the costs of any special resolution of a financial company conducted under Title II. U.S. insurance subsidiaries of any such financial company, however, would be subject to rehabilitation and liquidation proceedings under state insurance law.
- Title VII of Dodd-Frank provides for significantly increased regulation of and restrictions on derivatives markets and transactions that have affected and, as additional regulations come into effect, could affect various activities of insurance and other financial services companies, including (i) regulatory reporting for swaps and security-based swaps, (ii) mandated clearing through central counterparties and execution through regulated swap execution facilities for certain swaps and security-based swaps and (iii) margin and collateral requirements. Although the Commodities Futures Trading Commission (CFTC), which oversees and regulates the U.S. swap, commodities and futures markets, has finalized most of its requirements, the Securities and Exchange Commission (SEC) has yet to finalize the majority of rules comprising its security-based swap regulatory regime. Increased regulation of and restrictions on derivatives markets and transactions could increase the cost of our trading and hedging activities, reduce liquidity and reduce the availability of customized hedging solutions and derivatives.
- Dodd-Frank mandated a study to determine whether stable value contracts should be included in the definition of "swap." If that study concludes that stable value contracts are swaps, Dodd-Frank authorizes certain federal regulators to determine whether an exemption from the definition of a swap for stable value contracts is appropriate and in the public interest. Certain of our affiliates participate in the stable value contract business. We cannot predict what regulations might emanate from the aforementioned study or be promulgated applicable to this business in the future.
- Title V of Dodd-Frank authorizes the United States to enter into covered agreements with foreign governments or regulatory entities regarding the business of insurance and reinsurance. On September 22, 2017, the U.S. and the European Union (EU) entered into such an agreement, and on December 18, 2018, the U.S. signed a covered agreement with the United Kingdom (UK) in anticipation of the UK's withdrawal of its membership in the EU, commonly referred to as Brexit. *For additional information, see – International Regulation.*
- Dodd-Frank established the Bureau of Consumer Financial Protection (BCFP), an independent agency within the FRB, to regulate certain non-insurance consumer financial products and services offered primarily for personal, family or household purposes. Insurance products and services are not within the BCFP's general jurisdiction. Broker-dealers and investment advisers are not subject to the BCFP's jurisdiction when acting in their registered capacity.
- Dodd-Frank established the Federal Insurance Office (FIO) to serve as the central insurance authority in the federal government. While not serving a regulatory function, FIO performs certain duties related to the business of insurance. FIO serves as a non-voting member of the Council, has authority to collect information on the insurance industry and recommend prudential standards, monitors market access issues, represents the United States in international insurance forums, has authority to determine, after consulting with the relevant State and the United States Trade Representative, if certain regulations are preempted by covered agreements, and assists the Secretary of the Treasury in administering the Terrorism Risk Insurance Program under the Terrorism Risk Insurance Act of 2002.

On February 3, 2017, the President of the United States signed an Executive Order that directed the Secretary of the Treasury, in consultation with federal financial regulators, to assess all laws, rules and policies that regulate the U.S. financial system, including requirements put into place under Dodd-Frank since 2010, and to recommend necessary changes to make sure they conform to certain core principles. Treasury divided its review into four parts and published four reports: Banks and Credit Unions (June 12, 2017), Capital Markets (October 6, 2017), Asset Management and Insurance (October 26, 2017) and Nonbank Financials, Fintech and Innovation (July 31, 2018). In its report on insurance regulation, Treasury identified several areas for improvement at the federal and state levels and defined the role it intends for federal agencies. Among the points made in the report:

- Treasury expressed support for an activities-based approach to regulating systemic risk in the insurance industry rather than designating individual entities as nonbank SIFIs;
- Treasury recommended continued U.S. engagement in international standard-setting forums and charged FIO with coordinating the efforts of the federal government, state regulators, the National Association of Insurance Commissioners (NAIC), and other stakeholders on the issues within its scope, such as covered agreements, matters related to the Terrorism Risk Insurance Program, and standard-setting at the International Association of Insurance Supervisors (IAIS), including discussions regarding capital and liquidity requirements;
- Treasury expressed support for robust liquidity risk management programs for insurers and encouraged regulators to continue work on addressing potential liquidity risk in the insurance sector; and

- Treasury supported the Department of Labor (the DOL) in delaying full implementation of the final fiduciary rule issued by the DOL in April 2016 (the DOL Fiduciary Rule) until relevant issues were further evaluated and addressed by the DOL, SEC, and state insurance regulators working together. The DOL Fiduciary Rule was subsequently vacated by the U.S. Court of Appeals for the Fifth Circuit. *For additional information regarding legislative and regulatory developments surrounding a standard of care for the sale of investment products and services, see – ERISA and – Standard of Care Developments below.*

In addition, on April 21, 2017 the President of the United States directed the Secretary of the Treasury to evaluate and provide recommendations regarding the Council's processes for designating nonbank SIFIs. The Treasury published a report pursuant to this directive on November 17, 2017, recommending that the Council prioritize an activities-based approach to regulating systemic risk rather than designating individual entities, and recommending that the Council increase the analytical rigor of its designation analyses, enhance engagement with relevant regulators and transparency to the public, and provide a clear off-ramp to designated nonbank SIFIs. On December 4, 2019, the Council finalized amendments to its guidance on nonbank financial company designations. The new guidance prioritizes an activities-based approach to monitoring and addressing potential systemic risk, and indicates that the Council will pursue entity-specific nonbank SIFI designations only if a potential risk or threat cannot be adequately addressed through an activities-based approach. The guidance became effective on January 29, 2020. We will continue to monitor developments resulting from these changes.

Insurance Regulation

Certain states and other jurisdictions require registration and periodic reporting by (re)insurance companies that are licensed in such jurisdictions and are controlled by other entities. Applicable legislation typically requires periodic disclosure concerning the entity that controls the registered insurer and the other companies in the holding company system and prior approval of intercompany transactions and transfers of assets, including in some instances payment of dividends by the (re)insurance subsidiary, within the holding company system. This legislation also requires any person or entity desiring to purchase more than a specified percentage (commonly 10 percent) of our outstanding voting securities to obtain regulatory approval prior to such purchase. Our subsidiaries are registered under such legislation in those jurisdictions that have such requirements.

Our U.S. (re)insurance subsidiaries are subject to regulation and supervision by the states and other jurisdictions in which they do business. The method of such regulation varies but generally has its source in statutes that delegate regulatory and supervisory powers to a state insurance official. The regulation and supervision relate primarily to the financial condition of the insurers and their corporate conduct and market conduct activities. This includes approval of policy forms and rates, the standards of solvency that must be met and maintained, including with respect to risk-based capital, the standards on transactions between (re)insurance company subsidiaries and their affiliates, including restrictions and limitations on the amount of dividends or other distributions payable by (re)insurance company subsidiaries to their parent companies, the licensing of insurers and their agents, restrictions on the size of risks that may be insured under a single policy, deposits of securities for the benefit of policyholders, requirements for acceptability of reinsurers, periodic examinations of the affairs of (re)insurance companies, the form and content of reports of financial condition required to be filed, reserves for unearned premiums, losses and other purposes and enterprise risk management and corporate governance requirements. Our (re)insurance subsidiaries are also subject to requirements on investments, which prescribe the kind, quality and concentration of investments they can make. In general, such regulation is for the protection of policyholders rather than the creditors or equity owners of these companies.

U.S. states have state insurance guaranty associations in which insurers doing business in the state are required by law to be members. Member insurers may be assessed by the associations for certain obligations of insolvent insurance companies to policyholders and claimants. Typically, states assess member insurers in amounts related to the member's proportionate share of the relevant type of business written by all members in the state. The protection afforded by a state's guaranty association to policyholders of insolvent insurers varies from state to state.

In the U.S., the NAIC is a standard-setting and regulatory support organization created and governed by the chief insurance regulators from the 50 states, the District of Columbia and five U.S. territories. The NAIC itself is not a regulator, but, with assistance from the NAIC, state insurance regulators establish standards and best practices, conduct peer review and coordinate regulatory oversight. Every state has adopted, in substantial part, the Risk-Based Capital (RBC) Model Law promulgated by the NAIC or a substantially similar law, which allows states to act upon the results of RBC calculations, and provides four incremental levels of regulatory action regarding insurers whose RBC calculations fall below specific thresholds. Those levels of action range from the requirement to submit a plan describing how an insurer would regain a specified RBC ratio to a mandatory regulatory takeover of the company. The RBC formula is designed to measure the adequacy of an insurer's statutory surplus in relation to the risks inherent in its business and computes a risk-adjusted surplus level by applying discrete factors to various asset, premium, reserve and other financial statement items, or in the case of interest rate and equity return (C-3) market risk, applying stochastic scenario analyses. These factors are developed to be risk-sensitive so that higher RBC requirements are applied to items exposed to greater risk. The

statutory surplus of each of our U.S. based (re)insurance companies exceeded RBC minimum required levels as of December 31, 2020.

If any of our (re)insurance entities fell below prescribed levels of statutory surplus, it would be our intention to provide appropriate capital or other types of support to that entity. *For additional information, see Item 7. MD&A – Liquidity and Capital Resources – Liquidity and Capital Resources of AIG Parent and Subsidiaries – Insurance Companies.*

The NAIC's Model Regulation "Valuation of Life Insurance Policies" (Regulation XXX) requires insurers to establish additional statutory reserves for term life insurance policies with long-term premium guarantees and universal life policies with secondary guarantees (ULSGs). NAIC Actuarial Guideline 38 (Guideline AXXX) clarifies the application of Regulation XXX as to these guarantees, including certain ULSGs. In December 2012, the NAIC approved a new Valuation Manual (VM) containing a principle-based approach to life insurance company reserves. Principle-based reserving (PBR) is designed to tailor the reserving process to more closely reflect the risks of specific products, rather than the factor-based approach typically employed historically. The VM became effective on January 1, 2017, after revisions to the NAIC's model Standard Valuation Law were enacted by the requisite number of states, representing the required premium volume. Variable Annuity (VA) reserving requirements are contained in subsection 21 of the VM (VM-21), and replace the previous Actuarial Guideline XLIII (AG 43) requirements, which also employed a principle-based approach. Substantial revisions to VM-21 have been adopted effective January 1, 2020, with options for early adoption or phased-in adoption. We have not elected either of these adoptions, and instead have applied VM-21 in full, effective January 1, 2020, to both new and existing VA business. VM-21 is also referred to as "VA PBR". Subsection 20 of the Valuation Manual (VM-20) applies to individual life insurance reserves, most notably term insurance and universal life with secondary guarantees (ULSG). VM-20 is also referred to as "Life PBR", and replaces Regulation XXX and Guideline AXXX for new life insurance business issued after January 1, 2017. As permitted by applicable regulations, we deferred implementation of Life PBR until January 1, 2020, and have implemented it as of such date with respect to relevant policies issued on or after January 1, 2020. *See Item 1A. Risk Factors and Note 19 to the Consolidated Financial Statements for risk and additional information related to these statutory reserving requirements.*

The NAIC's Insurance Holding Company System Regulatory Act (the Model Holding Company Act) and the Insurance Holding Company System Model Regulation include (i) provisions authorizing NAIC commissioners to act as global group-wide supervisors for internationally active insurance groups and participate in international supervisory colleges, and (ii) the requirement that the ultimate controlling person of a U.S. insurer file an annual enterprise risk report with its lead state regulator identifying risks likely to have a material adverse effect upon the financial condition or liquidity of its licensed insurers or the insurance holding company system as a whole. All of the states where AIG has domestic insurers have enacted a version of the revised Model Holding Company Act, including the enterprise risk reporting requirement.

The NAIC's Risk Management and Own Risk and Solvency Assessment Model Act (ORSA) requires that insurers maintain a risk management framework and conduct an internal own risk and solvency assessment of the insurer's material risks in normal and stressed environments. All of the states where AIG has domestic insurers have enacted a version of ORSA. The NAIC has also adopted a Corporate Governance Annual Disclosure Model Act (CGAD) that requires insurers to submit an annual filing regarding their corporate governance structure, policies and practices. All of the states where AIG has domestic insurers have enacted a version of the CGAD.

ERISA

We provide products and services to certain employee benefit plans that are subject to the Employee Retirement Income Security Act of 1974, as amended (ERISA), and/or the Internal Revenue Code of 1986, as amended (the Internal Revenue Code). Plans subject to ERISA include certain pension and profit sharing plans and welfare plans, including health, life and disability plans. As a result, our activities are subject to the restrictions imposed by ERISA and the Internal Revenue Code, including the requirement under ERISA that fiduciaries must perform their duties solely in the interests of ERISA plan participants and beneficiaries, and that fiduciaries may not cause a covered plan to engage in certain prohibited transactions. The applicable provisions of ERISA and the Internal Revenue Code are subject to enforcement by the DOL, the Internal Revenue Service (IRS) and the Pension Benefit Guaranty Corporation.

Standard of Care Developments

In our Life and Retirement business, we and our distributors are subject to laws and regulations regarding the standard of care applicable to sales of our products and the provision of advice to our customers. In recent years, many of these laws and regulations have been revised or reexamined while others have been newly adopted. We continue to closely follow these legislative and regulatory activities. Changes in standard of care requirements or new standards issued by governmental authorities, such as the DOL, the SEC, the NAIC or state regulators and/or legislators, may affect our businesses, results of operations and financial condition.

DOL Fiduciary Rule

In June 2020, the DOL issued final guidance consistent with the June 2018 decision of the Fifth Circuit Court of Appeals which vacated the DOL's Fiduciary Rule that redefined who would be considered a "fiduciary" for purposes of transactions with ERISA qualified plans, related plan participants and Individual Retirement Accounts. The DOL's final guidance formally reinstated the previous five-part test for determining who is an investment advice fiduciary, and also reinstated related exemptions which had been modified by the vacated guidance. In December 2020, the DOL issued the final version of a new prohibited transaction exemption, for parties that qualify as investment advice fiduciaries, which is intended to broadly align with the SEC's Best Interest Regulation (discussed under "*SEC Best Interest Regulation*" below) as well as other relevant standards of care requirements. The terms of the DOL's exemption impose impartial conduct standards (including a best interest standard), as well as:

- disclosure obligations,
- a duty to establish, maintain, and follow policies and procedures intended to comply with the exemption, and
- a duty to perform an annual retrospective review for compliance with the exemption.

We have reviewed the final DOL exemption and associated preamble, both for applicability and for the impact the exemption may have on our businesses and operations, including the scope of any applicable fiduciary status and duties. As a general matter, where fiduciary status would be applicable, we would expect to be able to utilize the processes and procedures we implemented for the SEC's Best Interest Regulation to satisfy some or all of the corresponding provisions in the DOL guidance. Nevertheless, implementation may still result in increased compliance obligations and costs for certain of our Life and Retirement businesses.

SEC Best Interest Regulation

On June 30, 2020, Regulation Best Interest (Regulation BI), which establishes new rules regarding the standard of care a broker must meet when making a recommendation to a retail customer in connection with the sale of a security or other covered recommendation, and Form CRS, which requires enhanced disclosure by broker-dealers and investment advisers regarding client relationships and certain conflicts of interest issues, became effective. Both had been adopted by the SEC in June 2019 as part of a package of final rulemakings and interpretations, at the same time as the SEC issued two interpretations under the Investment Advisers Act of 1940. The first interpretation addressed the standard of conduct applicable to SEC-registered investment advisers, including details regarding the fiduciary duty owed to clients, required disclosures and the adviser's continuous monitoring obligations. The second interpretation clarified when investment advice would be considered "solely incidental" to brokerage activity for purposes of the broker-dealer exclusion from SEC investment adviser registration. These two SEC interpretations became final upon publication. The SEC has also issued multiple sets of FAQs on certain aspects of Regulation BI and Form CRS, and the SEC could provide additional guidance regarding these final rules and further clarify its interpretations through the issuance of additional FAQs and other publications.

We have evaluated the impact of the package of final rulemakings and interpretations on us and our customers, distribution partners and financial advisers, and have implemented and enhanced processes and procedures, where needed, to comply with the final rules and interpretations. These efforts and enhancements have resulted in increased compliance costs primarily for Group Retirement.

State Developments

In February 2020, the NAIC adopted revisions to its Suitability in Annuity Transactions Model Regulation (#275) (NAIC Model) implementing a best interest standard of care applicable to sales and recommendations of annuities. The new NAIC Model conforms in large part to Regulation BI, providing that all recommendations by agents and insurers must be in the best interest of the consumer under known circumstances at the time an annuity recommendation is made, without placing agents' or insurers' financial interests ahead of the consumers' interest in making a recommendation. Specifically, the model requires agents and carriers to act with "reasonable diligence, care and skill" in making recommendations. The revisions also include enhancements to the current model's supervision system to assist in compliance. Certain states have already adopted amendments to their suitability rules based on the NAIC Model revisions, and we expect that additional states will do so. We are closely monitoring these developments, including state-level variations from the NAIC Model. We are also implementing and enhancing processes and procedures, where needed, designed to comply with the NAIC Model and state-specific revisions.

In addition, certain state insurance and/or securities regulators and legislatures have adopted, or are considering adoption of, their own best interest or fiduciary standards, some of which are broader in scope than the NAIC Model. For example, in July 2018, the New York State Department of Financial Services adopted a best interest standard of care regulation applicable to annuity and life transactions through issuance of the First Amendment to Insurance Regulation 187 – Suitability and Best Interests in Life Insurance and Annuity Transactions (Regulation 187). The compliance date for Regulation 187 was August 1, 2019 for annuity products and was February 1, 2020 for life products. As amended, Regulation 187 requires producers to act in their client's best interest when making point-of-sale and in-force recommendations, and provide in writing the basis for the recommendation, as well as the facts and analysis to support the recommendation. The amended regulation also imposes additional duties on life insurance companies in

relation to these transactions, such as requiring insurers to establish and maintain procedures designed to prevent financial exploitation and abuse. We have implemented and enhanced processes and procedures, where needed, designed to comply with this regulation.

Besides New York, other states have also adopted, or are considering adopting, legislative and/or regulatory proposals involving best interest or fiduciary duty standards with applicability to insurance producers, agents, financial advisors, investment advisers, broker-dealers and/or insurance companies. While many of them generally impose (or would impose) a best interest standard, not unlike the standard in Regulation BI and the NAIC Model, the proposals also reflect a variation of fiduciary and non-fiduciary standards, and they vary in scope, applicability and timing of implementation. We are closely monitoring these developments and evaluating their potential impacts on our products and services, our customers, distribution partners and financial advisors, and the life and retirement industry overall in the U.S.

SECURE Act

On December 20, 2019 the Setting Every Community Up for Retirement Enhancement (SECURE) Act was signed into law as part of larger federal appropriations legislation. The SECURE Act includes many provisions affecting qualified contracts, some of which became effective upon enactment on January 1, 2020 or later, and some of which were retroactively effective. Some of the SECURE Act provisions that became effective on January 1, 2020, include, without limitation: an increase in the age at which required minimum distributions generally must commence, to age 72, from the previous age of 70 ½; new limitations on the period for beneficiary distributions following the death of the plan participant or individual retirement account (IRA) owner; elimination of the age 70 ½ restriction on IRA contributions (combined with an offset to the amount of eligible qualified charitable distributions by the amount of post-70 ½ IRA contributions); a new exception to the 10 percent additional tax on early distributions for the birth or adoption of a child, which also became an allowable plan distribution event; and, reduction of the earliest permissible age for in-service distributions from pension plans and certain Section 457 plans to 59 ½. Some of the changes in law made by the SECURE Act are complex and still require further regulatory guidance. We have implemented new processes and procedures, where needed, designed to comply with the new requirements.

CARES Act

On March 27, 2020, the U.S. enacted the Coronavirus Aid, Relief, and Economic Security (CARES) Act to mitigate the economic impacts of the COVID-19 crisis. This legislation contains multiple provisions, including some that provide greater access to assets held in tax-qualified retirement plans and IRAs for qualifying individuals, which have relevance to the products and services offered by Individual Retirement and Group Retirement. The relief provided in the CARES Act includes, among others, temporary liberalization of access to distributions and loans, and loan repayment suspension, for eligible individuals in many defined contribution retirement plans; a waiver of the 10% additional tax on qualifying distributions which otherwise applies to early distributions (generally, prior to age 59 ½) from retirement plans and IRAs; and a temporary waiver of required minimum distributions due to be taken in 2020 from retirement plans and IRAs. We implemented an array of forms, processes and procedures to assist in making these provisions available to plan sponsors, plan participants and IRA owners. All of these temporary provisions expired by the end of 2020. Any additional liberalization would require enactment of new legislation.

COVID-19 Relief Legislation

On December 21, 2020, the House and Senate passed the Consolidated Appropriations Act, 2021 (the Act), which was signed into law on December 27, 2020, to further mitigate the economic impacts of the COVID-19 crisis. The Act contains multiple provisions, including some that impact retirement plans and other that update the fixed interest rate assumptions used to qualify life insurance policies, which have relevance to the products and services offered by Life Insurance, Individual Retirement and Group Retirement. At this time, we cannot predict what or the extent of the impact the provisions of the Act will ultimately have on our Life and Retirement businesses.

Securities, Investment Adviser, Broker-Dealer and Investment Company Regulation

Our investment products and services are subject to applicable federal and state securities, fiduciary, including ERISA, and other laws and regulations. The principal U.S. regulators of these operations include the SEC, Financial Industry Regulatory Authority (FINRA), CFTC, Municipal Securities Rulemaking Board, state securities commissions, state insurance departments and the DOL.

Our variable life insurance, variable annuity and mutual fund products generally are subject to regulation as “securities” under applicable federal securities laws, except where exempt. Such regulation includes registration of the offerings of these products with the SEC, as well as recordkeeping, reporting, and other requirements. This regulation also involves the registration of mutual funds and other investment products offered by our businesses, and the separate accounts through which our variable life insurance and variable annuity products are issued, as investment companies under the Investment Company Act of 1940, as amended (Investment Company Act), except where exempt. The Investment Company Act imposes requirements relating to compliance, corporate

governance, disclosure, recordkeeping, registration and other matters. In addition, the offering of these products may involve filing and other requirements under the securities laws of the states and other jurisdictions where offered, including the District of Columbia and Puerto Rico. Our separate account investment products are also subject to applicable state insurance regulation.

We have several subsidiaries that are registered as broker-dealers under the Securities Exchange Act of 1934, as amended (Exchange Act) and are members of FINRA, and/or are registered as investment advisers under the Investment Advisers Act of 1940, as amended (Advisers Act). In addition to registration requirements, the Exchange Act, the Advisers Act, and the regulations thereunder, impose various compliance, disclosure, qualification, recordkeeping, reporting and other requirements on these subsidiaries and their operations. Broker-dealers and investment advisers, and their licensed representatives, are also subject to standard of care obligations. *See – Standard of Care Developments above.* State securities laws also impose filing and other requirements on broker-dealers, investment advisers and/or their licensed representatives, except where exempt. The SEC, FINRA and other governmental regulatory bodies also have the authority to examine regulated entities, such as our broker-dealer and investment adviser subsidiaries, and to institute administrative or judicial proceedings that may result in censure, fines, prohibitions or restrictions on activities, or other administrative sanctions.

Further, our licensed sales professionals appointed with our broker-dealer and/or investment adviser subsidiaries and our other employees, insofar as they sell products that are securities, including wholesale and retail activity, are subject to the Exchange Act and to examination requirements and regulation by the SEC, FINRA and state securities commissioners. Regulation and examination requirements also extend to our subsidiaries that employ or control those individuals.

Privacy, Data Protection and Cybersecurity

We are subject to U.S. laws and regulations that require financial institutions and other businesses to protect personal and other sensitive information and provide notice of their practices relating to the collection, disclosure and other processing of personal information. We also are subject to U.S. laws and regulations requiring notification to affected individuals and regulators of security breaches. Below we highlight a few, key, recently-enacted regulations.

On March 1, 2019, the NYDFS cybersecurity regulation became fully effective, requiring covered financial services institutions to implement a cybersecurity program designed to protect information systems. The regulation imposes specific technical safeguards as well as governance, risk assessment, monitoring and testing, third-party service provider incident response and reporting and other requirements. AIG companies covered by the regulation annually file certifications of compliance. Requirements under the NYDFS' cybersecurity regulation are similar in many, but not all, respects to those under the NAIC Model Law, as described below.

In October 2017, the NAIC adopted the Insurance Data Security Model Law (NAIC Model Law), which would require insurers, insurance producers and other entities required to be licensed under state insurance laws to develop and maintain a written information security program, conduct risk assessments, oversee the data security practices of third-party service providers and other related requirements. Legislation based on the NAIC Model Law has been enacted in eleven states and may be enacted in other states.

Effective January 1, 2020, California enacted the California Consumer Privacy Act of 2018 (CCPA). The CCPA contains a number of new requirements regarding the personal information of California consumers as defined by the statute, including new individual rights and mandatory disclosures regarding consumers' personal information. The statute also establishes a private right of action in some cases if consumers' personal information is subject to a data breach as a result of a business' failure to implement and maintain reasonable security practices.

For information on privacy, data protection and cybersecurity regulation in the EU and other international jurisdictions, see International Regulation – Privacy, Data Protection and Cybersecurity.

Thrift Regulator

AIG Federal Savings Bank, our trust-only federal thrift subsidiary, is supervised and regulated by the Office of the Comptroller of the Currency.

INTERNATIONAL REGULATION

Insurance and Financial Services Regulation

A substantial portion of our business is conducted in foreign countries. The degree of regulation and supervision in foreign jurisdictions varies. Generally, our subsidiaries operating in foreign jurisdictions must satisfy local regulatory requirements; licenses issued by foreign authorities to our subsidiaries are subject to modification or revocation by such authorities, and therefore these subsidiaries could be prevented from conducting business in certain of the jurisdictions where they currently operate.

Certain jurisdictions require registration and periodic reporting by (re)insurance companies that are licensed in such jurisdictions and are controlled by other entities. Applicable legislation typically requires periodic disclosure concerning the entity that controls the registered insurer and the other companies in the holding company system and prior approval of intercompany transactions and transfers of assets, including in some instances payment of dividends by the (re)insurance subsidiary within the holding company system. Our subsidiaries are registered under such legislation in those jurisdictions that have such requirements.

In addition to these licensing and other requirements, our foreign operations are also regulated in various jurisdictions with respect to currency, policy language and terms, advertising, amount and type of security deposits, amount and type of reserves, amount and type of capital to be held, amount and type of local investment and the share of profits to be returned to policyholders on participating policies. Our foreign operations are subject to local tax laws and regulations as well. Some foreign countries regulate rates on various types of policies. Certain countries have established reinsurance institutions, wholly or partially owned by the local government, to which admitted insurers are obligated to cede a portion of their business on terms that may not always allow foreign insurers, including our subsidiaries, full compensation. In some countries, regulations governing constitution of technical reserves and remittance balances may hinder remittance of profits and repatriation of assets.

Legislation in the EU could also affect our international (re)insurance operations. The EU issues Directives and Regulations on a wide range of topics that impact financial services. Insurance companies operating in the EU are subject to the Solvency II framework. The Prudential Regulation Authority, the United Kingdom's (UK's) prudential regulator, is the lead prudential supervisor for our new UK entity, American International Group UK Limited (AIG UK). The UK's Financial Conduct Authority has oversight of AIG UK for consumer protection and competition matters. For example, we are subject to the UK's Senior Managers and Certification Regime (SMCR), legislation that is intended to reduce harm to consumers and strengthen market integrity by making senior individuals more accountable for their conduct and competence. The SMCR comprises 3 elements: the Senior Managers Regime, which requires that firms appoint an individual with responsibility for each senior management function and subjects such individuals to regulatory pre-approval; the Certification Regime, which requires firms to certify (on an on-going basis) the fitness and propriety of certain employees who could harm the firm, its customers or the market; and the Conduct Rules, which are high-level standards of behavior expected of those working in financial services.

The Luxembourg insurance regulator, the Commissariat aux Assurances, is the insurance regulator for AIG Europe SA, which serves our European Economic Area (EEA) and Swiss policyholders. For information on the UK's withdrawal of its membership in the EU, see – Brexit. In addition, financial companies that operate in the EU are subject to a range of regulations enforced by the national regulators in each member state in which that firm operates. The EU has also established a set of regulatory requirements under the European Market Infrastructure Regulation (EMIR) that include, among other things, risk mitigation, risk management, regulatory reporting and clearing requirements. Solvency II governs the insurance industry's solvency framework for the EU, including minimum capital and solvency requirements, governance requirements, risk management and public reporting standards. In accordance with Solvency II, the European Commission is required to make a determination as to whether a supervisory regime outside of the EU is "equivalent."

On September 22, 2017, the U.S. Treasury Department and the Office of the U.S. Trade Representative, on behalf of the U.S., and the EU signed the bilateral Covered Agreement, which is intended to address issues regarding the application of Solvency II requirements to U.S.-based insurance groups as well as other (re)insurance regulatory issues. Certain aspects of the agreement remain subject to an implementation timetable in the U.S. and the EU, which may delay or even prevent the agreement from being fully implemented. In particular, the U.S. states have been given a period of five years to comply with the agreement's reinsurance collateral provisions. After 42 months, FIO must begin evaluating a potential preemption determination with respect to any state law not in compliance with the aim of assuring full compliance within the five-year timeframe. The agreement may be terminated (following mandatory consultation) by notice from one party to the other effective in 180 days, or at such time as the parties may agree.

Under the agreement, AIG will be supervised at the worldwide group level only by its relevant U.S. insurance supervisors, and will not have to satisfy EU Solvency II group capital, reporting and governance requirements for its worldwide group. The agreement, however, would permit the imposition of EU Solvency II group capital requirements if, after five years from the signing of the agreement, a U.S. insurer is not subject to a group capital assessment by its applicable state regulator. The NAIC is in the process of developing a group capital calculation that, if adopted by the states within the five-year time period, is expected to satisfy this condition. The agreement further provides that if the summary risk reports submitted to the supervisory authority of a host jurisdiction expose any serious threat to policyholder protection or financial stability in such host state, the host supervisor may request further information from the insurance group and/or impose preventive or corrective measures with respect to the (re)insurer in its jurisdiction. The agreement also seeks to impose equal treatment of U.S. and EU-based reinsurers that meet certain qualifications. In the U.S., once fully implemented, the agreement requires U.S. states to lift reinsurance collateral requirements on qualifying EU-based reinsurers and provide them equal treatment with U.S. reinsurers or be subject to federal preemption. While this provision does not preclude AIG from continuing to request collateral from an EU reinsurer that is party to a bilateral reinsurance transaction, it is unclear how much collateral AIG will be able to obtain from EU reinsurers going forward.

On December 18, 2018, the U.S. Treasury Department and the Office of the U.S. Trade Representative signed the Bilateral Agreement between the U.S. and the UK on Prudential Measures Regarding Insurance and Reinsurance. The terms of the agreement are substantially similar to the U.S.-EU Covered Agreement. The agreement has been entered into in order to maintain regulatory certainty and market continuity in connection with the UK's exit from the EU. The agreement is still subject to U.S. and UK internal requirements and procedures. In addition, the agreement notes with respect to the date of entry into force that the UK must take into account its obligations arising in respect of any agreement between the EU and the UK pursuant to Article 50 of the Treaty on European Union, which sets out the process under which an EU member state may withdraw from the EU.

The Bermuda Monetary Authority (the BMA) regulates AIG's operating (re)insurance subsidiaries in Bermuda. The Insurance Act 1978 and its related regulations, as enforced by the BMA, impose a variety of requirements and restrictions on our Bermuda operating (re)insurance subsidiaries including: the filing of annual statutory financial returns; the filing of annual GAAP financial statements for commercial (re)insurers; compliance with minimum enhanced capital requirements; compliance with the BMA's Insurance Code of Conduct; compliance with minimum solvency margins and liquidity ratios (the latter for general business (re)insurers); limitations on dividends and distributions; preparation of an annual Financial Condition Report for commercial (re)insurers providing details of measures governing the business operations, corporate governance framework, solvency and financial performance; and restrictions on certain changes in control of regulated (re)insurers.

The Registrar of Companies (the ROC) regulates the compliance by AIG's entities in Bermuda which carry on a Relevant Activity, as defined in Bermuda's Economic Substance Act 2018 and related Economic Substance Regulations 2018 (as amended, the ES Laws). The purpose of the ES Laws is to ensure that Bermuda does not facilitate the use of structures which attract profits but which do not reflect real economic activity that is being undertaken in Bermuda. The ROC imposes the filing of an annual declaration form demonstrating compliance with the requirements of the ES Laws by entities which carry on a Relevant Activity.

The Japan Financial Services Agency (JFSA) regulates AIG's operating insurance and reinsurance subsidiaries in Japan. The JFSA has extensive authority under the Insurance Business Act and related regulations to oversee company licensing, sales practices, business conduct, investments, reserves and solvency, among other items. Our Japanese insurance and reinsurance operations are required to maintain a minimum solvency margin ratio (SMR), which is a measure of capital adequacy. The failure to maintain an appropriate SMR, or comply with other similar indicators of financial health, could result in the JFSA imposing corrective actions on our operations.

Privacy, Data Protection and Cybersecurity

The EU General Data Protection Regulation (GDPR) took effect in May 2018. The GDPR aims to introduce consistent data protection rules across the EU, and its scope extends to entities established within the EEA (i.e., EU member states plus Iceland, Liechtenstein and Norway) and also extends to certain entities not established in the EEA (in certain instances, if they solicit or target individuals in the EU to offer goods or services to EEA data subjects or monitor personal behavior of EEA data subjects (e.g., in an online context)).

We have sought to address these new requirements regarding the processing of personal data about individuals, including mandatory security breach reporting, new and strengthened individual rights, evidenced data controller accountability for compliance with the GDPR principles (including fairness and transparency), maintenance of data processing activity records and the implementation of "privacy by design", including through the completion of mandatory Data Protection Impact Assessments in connection with higher risk data processing activities. Sanctions for non-compliance with the GDPR are more onerous than the previous regulatory regime with the potential for fines of up to 4 percent of global revenue for the most serious infringements.

We also are subject to other international laws and regulations that require financial institutions and other businesses to protect personal and other sensitive information and provide notice of their practices relating to the collection, disclosure and other processing of personal information and to obtain consent pertaining to such processing. We are also subject to laws and regulations requiring notification to affected individuals and regulators of security breaches. In addition, we must comply with laws and regulations regarding data localization and the cross-border transfer of information, an example of which is described below.

On July 16, 2020, the European Court of Justice (Court) ruled that the protection provided by the EU-U.S. privacy shield with respect to data export mechanisms used to transfer personal data from the EEA to the U.S. was inadequate. On November 10, 2020, the European Data Protection Board (EDPB) adopted recommendations outlining European data protection authorities' expectations for how data exporters, supported by data importers, should approach international cross-border data transfers of personal data following the Court's decision. Such approach includes suggested supplemental technical, organizational and contractual measures companies can adopt to help comply with GDPR and protect against overreaching government surveillance outside of Europe.

For additional information on U.S. privacy, data protection and cybersecurity regulation, see U.S. Regulation – Privacy, Data Protection and Cybersecurity.

FSB and IAIS

The Financial Stability Board (FSB) consists of representatives of national financial authorities of the G20 countries. The FSB itself is not a regulator but is focused primarily on promoting international financial stability. It does so by coordinating the work of national financial authorities and international standard-setting bodies as well as developing and promoting the implementation of regulatory, supervisory and other financial policies. The FSB has issued a series of frameworks and recommendations to address such issues as systemic financial risk, financial group supervision, capital and solvency standards, effective recovery and resolution regimes, corporate governance including compensation, and a number of related issues associated with responses to the financial crisis.

The IAIS represents insurance regulators and supervisors of more than 200 jurisdictions (including regions and states) in nearly 140 countries and seeks to promote globally consistent insurance industry supervision. The IAIS itself is not a regulator, but one of its activities is to develop insurance regulatory standards for use by local authorities across the globe. The FSB has charged the IAIS with developing a framework for measuring and mitigating systemic risks posed by the insurance sector, and the IAIS has developed standards relative to many of the areas of focus of the FSB, which go beyond the IAIS' basic Insurance Core Principles. The IAIS has adopted ComFrame, a Common Framework for the Supervision of Internationally Active Insurance Groups (IAIGs). ComFrame sets out qualitative and quantitative standards tailored to the international activity and size of IAIGs. These standards assist supervisors in collectively addressing an IAIG's activities and risks, identifying and avoiding supervisory gaps and coordinating supervisory activities, particularly between the group-wide supervisor and other involved supervisors. ComFrame provides standards for group supervision, governance and internal controls, enterprise risk management, and recovery and resolution planning. As part of ComFrame, the IAIS is developing a risk-based global insurance capital standard (ICS) applicable to IAIGs, with the purpose of creating a common language for supervisory discussions of group solvency of IAIGs. We currently meet the criteria set forth to identify an IAIG.

The IAIS has adopted ICS Version 2.0 for a five year monitoring phase, an initial phase commencing January 2020, during which ICS Version 2.0 will be used for confidential reporting to group-wide supervisors and discussion in supervisory colleges, but will not trigger supervisory action. The purpose of the monitoring period is to monitor the performance of the ICS over a period of time, and not to assess the capital adequacy of IAIGs. During the monitoring period, the IAIS will collect and consider feedback from supervisors, stakeholder engagement, a public consultation, and the results of an economic impact assessment, all of which could result in changes to ICS Version 2.0.

At the conclusion of the five year monitoring period, the IAIS has agreed to a second phase of implementation, whereby the ICS will be applied as a group-wide prescribed capital requirement, defined as a solvency control level above which the supervisor does not intervene on capital adequacy grounds.

Confidential reporting of ICS Version 2.0 will include reporting by IAIGs of a reference ICS, a consolidated group-wide measure based on a standard method for determining capital requirements and a market adjusted valuation of assets and liabilities. In recognition that the United States and other interested jurisdictions are developing an Aggregation Method (AM) to a group capital calculation, the IAIS is aiding in the development of the AM, including the collection of data from interested jurisdictions. Although the AM is not part of ICS Version 2.0, the IAIS aims to be in a position by the end of the monitoring phase to assess whether the AM provides substantially the same outcome as the ICS, in which case it will be considered an outcome-equivalent approach to the ICS. The IAIS has begun work on developing criteria to assess whether the AM provides comparable outcomes to the ICS, including a project plan focused on delivery by the end of the monitoring period.

The IAIS has adopted a Holistic Framework for the assessment and mitigation of systemic risk in the insurance sector, for implementation beginning in 2020. The Holistic Framework recognizes that systemic risk can emanate from specific activities and exposures arising from either sector-wide trends or concentrations in individual insurers. The Holistic Framework consists of:

- ☐ an enhanced set of supervisory policy measures for macroprudential purposes (including supervisory requirements applied to insurers targeting liquidity risk, macroeconomic exposure, and counterparty exposure; enhanced macroprudential supervision; crisis management and planning; and supervisory powers of intervention),
- ☐ an annual IAIS global monitoring exercise to assess trends and to detect the potential build-up of systemic risks (including an assessment of the possible concentration of systemic risks at individual insurers),
- ☐ mechanisms for collective IAIS discussion and assessment, including coordinated supervisory responses when needed, and
- ☐ an IAIS assessment of the consistency of implementation across jurisdictions.

In light of the IAIS adoption of the Holistic Framework, the FSB decided to continue its suspension of the identification of global systemically important insurers (G-SII). In November 2022, based on the initial years of implementation of the Holistic Framework, the FSB will review the need to either discontinue or re-establish an annual identification of G-SIIs.

The standards issued by the FSB and/or the IAIS are not binding on the United States or other jurisdictions around the world unless and until the appropriate local governmental bodies or regulators adopt laws and regulations implementing such standards. At this time, as these standards have been adopted only recently and in some cases remain under development, it is not known how the IAIS' frameworks and/or standards might be implemented in the United States and other jurisdictions around the world, or how they might ultimately apply to us.

Brexit

On June 23, 2016, the UK held a referendum in which a majority voted for the UK to withdraw its membership in the EU, commonly referred to as Brexit. The UK left the EU on January 31, 2020. Under the negotiated withdrawal agreement, there was an 11 month "transition period" during which EU rules continued to apply in the UK and the UK and EU negotiated their future relationship. On December 24, 2020, a Trade and Cooperation Agreement (TCA) was reached between the UK and the EU which applies provisionally from January 1, 2021 until February 28, 2021, and is expected to be extended until April 30, 2021. While the TCA covers areas like economic and security co-operation, tariff-free trade in goods, social security coordination, law enforcement and judicial cooperation in criminal matters, among others, it is largely silent on financial services which are expected to be addressed in subsequent negotiations.

AIG has significant operations and employees in the UK and other EU member states. Prior to December 1, 2018, our General Insurance business operated through AIG Europe Limited (AEL), a UK-incorporated insurer with branches across the EEA. These branches operated through the EU concept of Freedom of Establishment, which allows an insurer in any member state to establish branch operations in any other member state but with a single capital pool and a single prudential regulator (which in this case was the UK's Prudential Regulation Authority as AEL was UK-authorized). In addition, the various establishments of AEL were able to sell insurance products across borders into other member states under the EU principle of Freedom of Services. The UK government did not pursue continued UK membership of the EU single market and so AEL's structure would not have remained efficient or able to take advantage of these freedoms beyond the transitional period.

As a result, in order to prepare for Brexit, on December 1, 2018, we completed a reorganization of our operations and legal entity structure in the UK and the EU through the establishment of a new European subsidiary in Luxembourg, AIG Europe S.A. (AESA), which has branches across the EEA and Switzerland, and a new UK subsidiary, AIG UK. Business written by AEL's branches in the remaining EEA countries was transferred to AESA, along with business previously written on a Freedom of Services basis from AEL's UK operations. The remaining business written by AEL's UK operations was transferred to AIG UK and AEL was merged into AESA, allowing AIG to operate in both the EEA and UK on a standalone basis.

This reorganization addressed the uncertainty for UK insurers generated by Brexit because it ensured that notwithstanding the loss of Freedom of Establishment and Freedom of Services in the EU for UK financial institutions, AIG will be able to continue to service and pay claims on existing policies, and write new and renewal business where the insured risk is located in the remaining EEA countries. AIG has also put measures in place to adapt to other changes arising from Brexit such as the issuance of additional documentation to motorists it insures who travel cross border and continues to monitor other risks including, for example, the effect of the ending of the transition period and the TCA on the wider UK and EU economies and on its investments.

Derivatives

Regulation of and restrictions on derivatives markets and transactions have been proposed or adopted outside the United States. For instance, the EU has also established a set of new regulatory requirements for EU derivatives activities under EMIR. These requirements include, among other things, various risk mitigation, risk management, margin posting, regulatory reporting and, for certain categories of derivatives, clearing requirements. Aside from certain margin obligations, these requirements are now in force. There remains the possibility of increased administrative costs with respect to our EU derivatives activities and overlapping or inconsistent regulation depending on the ultimate application of cross-border regulatory requirements between and among U.S. and non-U.S. jurisdictions.

Markets in Financial Instruments Directive (MiFID) II

The Markets in Financial Instruments Directive (MiFID II) and Markets in Financial Instruments Regulation took effect in Europe on January 3, 2018. MiFID II and the related regulations are intended to create transparency in market trading by, for example, imposing trade and transaction reporting and other requirements. AIG Asset Management (Europe) Limited has and continues to implement new policies, procedures and reporting protocols required to ensure compliance with this legislation and its related rules.

Available Information about AIG

Our corporate website is www.aig.com. We make available free of charge, through the Investor Information section of our corporate website, the following reports (and related amendments as filed with the SEC) as soon as reasonably practicable after such materials are electronically filed with, or furnished to, the SEC:

- ☐ Annual Reports on Form 10-K
- ☐ Quarterly Reports on Form 10-Q
- ☐ Current Reports on Form 8-K
- ☐ Proxy Statements on Schedule 14A, as well as other filings with the SEC

Also available on our corporate website:

- ☐ *Charters for Board Committees: Audit, Nominating and Corporate Governance, Compensation and Management Resources, Risk and Capital, and Technology Committees*
- ☐ *Corporate Governance Guidelines*
- ☐ *Director, Executive Officer and Senior Financial Officer Code of Business Conduct and Ethics (we will post on our website any amendment or waiver to this Code within the time period required by the SEC)*
- ☐ *Employee Code of Conduct*
- ☐ *Related-Party Transactions Approval Policy*

Except for the documents specifically incorporated by reference into this Annual Report on Form 10-K, information contained on our website or that can be accessed through our website is not incorporated by reference into this Annual Report on Form 10-K. Reference to our website is made as an inactive textual reference.

ITEM 1A | Risk Factors

Risk Factor Summary

The following is a summary of the material risks and uncertainties that could adversely affect our business, financial condition and results of operations. You should read this summary together with the more detailed description of each risk factor contained below.

Market Conditions

- COVID-19 is adversely affecting, and is expected to continue to adversely affect, our global business, financial condition and results of operations, and its ultimate impact will depend on future developments that are uncertain and cannot be predicted, including the scope, severity and duration of the crisis, and the governmental, legislative and regulatory actions taken and court decisions rendered in response thereto.
- Deterioration of economic conditions, geopolitical tensions or weakening in global capital markets may materially affect our businesses, results of operations, financial condition and liquidity.
- Sustained low, declining or negative interest rates, or rapidly increasing interest rates, have materially and adversely affected and may continue to materially and adversely affect our profitability.

Reserves and Exposures

- The amount and timing of insurance and reinsurance liability claims are difficult to predict and such claims may exceed the related liability for unpaid losses and loss adjustment expenses or future policy benefits, or the liabilities associated with certain guaranteed benefits and indexed features accounted for as embedded derivatives at fair value.
- Reinsurance may not be available or affordable and may not be adequate to protect us against losses.
- Our consolidated results of operations, liquidity, financial condition and ratings are subject to the effects of natural and man-made catastrophic events.
- Concentration of our insurance, reinsurance and other risk exposures may have adverse effects.
- Following the Majority Interest Fortitude Sale, our largest reinsurance counterparty, Fortitude Re, is no longer affiliated with us, and a failure by Fortitude Re to perform its obligations could have a material effect on our business, results of operations or liquidity and the accounting treatment of our reinsurance agreements with Fortitude Re could also lead to volatility in our net income.
- Interest rate fluctuations, increased lapses and surrenders, declining investment returns and other events may require our subsidiaries to accelerate the amortization of deferred policy acquisition costs (DAC) and record additional liabilities for future policy benefits.
- Losses due to nonperformance or defaults by counterparties can materially and adversely affect the value of our investments, our profitability and sources of liquidity.
- Climate change may adversely affect our business and financial condition.

Investment Portfolio and Concentration of Investments

- Our investment portfolio is concentrated in certain segments of the economy, and the performance and value of our investment portfolio are subject to a number of risks and uncertainties, including changes in interest rates and credit spreads.
- Our valuation of investments and derivatives may include methodologies, estimations and assumptions that are subject to differing interpretations and could result in changes to investment valuations that may materially adversely affect our results of operations, financial condition and liquidity or lead to volatility in our net income.

Liquidity, Capital and Credit

- AIG Parent's ability to access funds from our subsidiaries is limited.
- Our internal sources of liquidity may be insufficient to meet our needs, including providing capital that may be required by our subsidiaries.
- We may not be able to generate cash to meet our needs due to the illiquidity of some of our investments.
- A downgrade in the Insurer Financial Strength ratings of our insurance or reinsurance companies could limit their retention of customers and in-force business and retaining customers and business, and a downgrade in our credit ratings could adversely affect our business, our results of operations or our liquidity.

- Changes in the method for determining LIBOR and the upcoming phasing out of LIBOR and uncertainty related to LIBOR replacement rates may affect our business and results of operations.

Business and Operations

- No assurances can be given that the separation of our Life and Retirement business will occur or as to the specific terms or timing thereof. In addition, the separation could cause the emergence or exacerbate the effects of other risks to which AIG is exposed.
- Failure to effectively execute on AIG 200 could result in costs that are greater than expected, savings that are less than expected and disruption to our businesses that could have a material effect on our operations or financial condition.
- Pricing for our products is subject to our ability to adequately assess risks and estimate losses.
- Guarantees within certain of our products may increase the volatility of our results.
- Our foreign operations expose us to risks that may affect our operations.
- Our restructuring initiatives may not yield our expected reductions in expenses and improvements in operational and organizational efficiency.
- We may experience difficulty in marketing and distributing products through our current and future distribution channels and the use of third parties may result in additional liabilities.
- We are exposed to certain risks if we are unable to maintain the availability of our critical technology systems and data and safeguard the confidentiality and integrity of our data, which could compromise our ability to conduct business and adversely affect our consolidated financial condition or results of operations.
- Third parties we rely upon to provide certain business and administrative services on our behalf may not perform as anticipated, which could have an adverse effect on our business and results of operations.
- Business or asset acquisitions and dispositions may expose us to certain risks.
- Significant legal proceedings may adversely affect our results of operations or financial condition.
- Our risk management policies and procedures may prove to be ineffective and leave us exposed to unidentified or unanticipated risk, which could adversely affect our businesses or result in losses.

Regulation

- Our businesses are heavily regulated and changes in laws and regulations may affect our operations, increase our insurance subsidiary capital requirements or reduce our profitability.
- Actions by foreign governments, regulators and international standard setters could result in substantial additional regulation to which we may be subject.

Estimates and Assumptions

- Estimates used in the preparation of financial statements and modeled results used in various areas of our business may differ materially from actual experience.
- If our businesses do not perform well and/or their estimated fair values decline, we may be required to recognize an impairment of our goodwill or to establish a valuation allowance against the deferred income tax assets, which could have a material adverse effect on our results of operations and financial condition.

Competition and Employees

- We face intense competition in each of our businesses.
- Competition for employees in our industry is intense, and managing key employee succession is critical to our success. We may not be able to attract and retain the key employees and highly skilled people we need to support our business.

Risk Factors

Investing in AIG involves risk. In deciding whether to invest in AIG, you should carefully consider the following risk factors. Any of these risk factors could have a significant or material adverse effect on our businesses, results of operations, financial condition or liquidity. They could also cause significant fluctuations and volatility in the trading price of our securities. Readers should not consider any descriptions of these factors to be a complete set of all potential risks that could affect AIG. These factors should be considered carefully together with the other information contained in this report and the other reports and materials filed by us with the SEC. Further, many of these risks are interrelated and could occur under similar business and economic conditions, and the occurrence of certain of them may in turn cause the emergence or exacerbate the effect of others. Such a combination could materially increase the severity of the impact of these risks on our businesses, results of operations, financial condition and liquidity above and beyond a risk's singular impact.

MARKET CONDITIONS

COVID-19 is adversely affecting, and is expected to continue to adversely affect, our global business, financial condition and results of operations, and its ultimate impact will depend on future developments that are uncertain and cannot be predicted, including the scope, severity and duration of the crisis, and the governmental, legislative and regulatory actions taken and court decisions rendered in response thereto. The COVID-19 crisis, and the governmental and regulatory responses thereto, are causing ongoing economic and societal disruption. We are continually assessing the impact and, due to the evolving and disruptive nature of the COVID-19 crisis, cannot estimate its ultimate impact on our business, financial condition and results of operations. We also cannot, at this time, estimate the full extent to which the crisis has caused and will continue to cause certain risks to our global business, including those discussed herein, to be heightened or realized.

Adverse changes and developments affecting the global economy, including the significant global economic downturn and increased volatility in financial and capital markets and credit spreads, individually and in the aggregate, have had and may continue to have negative effects on our overall investment portfolio. While, to date, the short-term economic impacts of COVID-19 have been largely offset by intervention taken by governments and monetary authorities, it remains difficult to quantify the potential long-term financial impacts on our investment portfolio. Further, as the COVID-19 crisis continues, there can be no assurance that governments and monetary authorities will continue to intervene and if they do, whether such intervention will be successful. Within our investment portfolio, there is concentrated exposure to certain segments of the economy, including real estate and real estate-related investments, which exposes us to negative impacts from the deferral of mortgage payments, renegotiated commercial mortgage loans or outright mortgage defaults, as well as significant exposure to certain industries negatively impacted by the economic downturn, such as energy. There is also the potential for permanent or longer term acceleration in macro trends such as work from home and online shopping that may negatively impact elements of our investment portfolio such as commercial real estate.

Moreover, continued low interest rates and the slowdown in the U.S. or global economy, which may continue or increase in severity, have adversely affected and may continue to adversely affect the values of, and the performance of and cash flows derived from, some of the investment assets we hold. These circumstances may also lead to increased defaults or distressed situations among the investments in our investment portfolio. In addition, actions taken by governments as well as monetary authorities such as the FRB have been implemented to curtail the impact of economic disruption in the capital markets. The discontinuation of such programs in advance of substantial economic recovery could adversely impact the performance of our investment portfolio. Finally, market volatility has created and may continue to create dislocations, decreases or variations in observable market activity or availability of information used in the valuation of our assets and liabilities, which could negatively impair the estimates and assumptions used to run our business or result in greater variability and subjectivity in our investment decisions.

Furthermore, market disruptions and uncertainty have negatively affected and may negatively affect our credit ratings or ratings outlook or our ability to generate or access liquidity we may need to operate our business and meet our obligations, including to pay interest on our debt, discharge or refinance our maturing debt obligations, meet capital needs of our subsidiaries, and to satisfy our regulatory capital and liquidity ratios. If the economic downturn persists or worsens, or economic recovery is prolonged, an increased number of clients and policyholders may face difficulty paying insurance premiums and global regulators may seek to implement new or renew existing premium relief measures to alleviate such difficulties, especially as certain industries, such as travel, are dislocated, which could impair our cash flows. As a holding company, AIG Parent depends on dividends, distributions and other payments from its subsidiaries for its liquidity needs; these subsidiaries' ability to pay dividends, make distributions or otherwise generate parent liquidity may, depending on the scope, severity and duration of the COVID-19 crisis, be reduced to the extent they are unable to generate sufficient distributable income or in the event regulators suspend or otherwise restrict dividends or other payments from subsidiaries to parent companies. We also depend on access to capital markets and other financing sources, including our \$4.5 billion revolving syndicated credit facility, and access to these funding sources may become restricted or unavailable, and the terms on which additional financing is available may be adversely affected or limited, if the COVID-19 crisis continues to impair the global economy.

Our insurance businesses have experienced and may continue to experience increased claim volume under our Life and Retirement Insurance products, which are offered primarily in the U.S., the jurisdiction that currently has the highest number of COVID-19 cases and deaths worldwide, and our General Insurance policies, which are offered both in the U.S. and internationally, including commercial property (business interruption), travel, trade credit, accident and health, workers' compensation, directors and officers, event cancellation and liability insurance. Beginning in March 2020, we experienced an increase in mortality claims, which we expect to continue until the COVID-19 crisis subsides, and decreased demand for certain of our insurance product lines, such as travel insurance, and it is unclear when such demand will return. In addition, COVID-19 adversely affected our premiums and deposits in some of our insurance lines, including our Life and Retirement products. If the economic contraction continues or increases in severity, or the economic recovery is prolonged, we expect these impacts will continue in 2021 and possibly beyond. Further, our policies with premium adjustment features tied to exposure levels, as is the case in certain specialty and casualty lines, may be triggered, resulting in premium reductions. In response to the COVID-19 crisis and the resulting ongoing adverse, economic, financial and market impacts, we have made and may continue to make changes to underwriting guidelines or product design. We may also incur higher expenses in our insurance businesses and higher legal costs as a result of coverage disputes, including class actions and other proceedings that have been or may in the future be filed against us, our insureds, or others in the United States, the UK or other jurisdictions seeking coverage for COVID 19-related losses or alleging bad-faith denials of coverage for such losses. The outcome of coverage decisions may in turn affect the perceived value of the products we offer and therefore the demand for them.

While we seek to mitigate our exposure to loss through reinsurance, the availability of reinsurance relief will typically depend on several factors, including the timing and nature of how individual claims manifest, which may not be immediately known. Furthermore, due to the scope, severity and uncertain duration of the COVID-19 crisis, reinsurance may not be available or, if available, may be more difficult or costly to obtain in general or for certain types of coverage, such as natural catastrophes, going forward. In addition, reinsurance terms and conditions may change whereby, even if reinsurance is available, the coverage provided may not be the same or similar to the reinsurance terms and conditions currently available in the reinsurance market.

Increased economic uncertainty or increased unemployment resulting from the economic impacts of the COVID-19 crisis have resulted and may continue to result in policyholders cancelling or not renewing insurance policies or may result in policyholders seeking sources of liquidity such as policy loans and withdrawals at rates greater than expected. If policyholder behavior, including lapse and surrender rates, significantly exceed or vary from our expectations, it could have a material adverse effect on our business, requiring our subsidiaries to accelerate the amortization of deferred policy acquisition costs and record additional liabilities for future policy benefits.

Government officials have recommended or mandated precautions to mitigate the spread of COVID-19, including prohibitions on congregating in heavily populated areas, social distancing requirements, stay-at-home orders and similar measures. As a result, we implemented work-from-home business continuity plans for non-essential staff globally. Our results may be adversely impacted by these and other actions taken to contain or reduce the impact of COVID-19, and the extent of such impact will depend on future developments, which are highly uncertain and cannot be predicted. Moreover, the extended remote work environment puts stress on our business continuity plans and may prove them to be less effective than expected. Our business operations may also be significantly disrupted if our critical workforce, key vendors, third-party providers or other counterparties we transact business with, are unable to work effectively, including because of illness, quarantines, government and regulatory actions in response to COVID-19 or other reasons, or if the technology on which our remote business operations rely, some of which is developed and maintained by third parties, is disrupted or impaired or becomes unavailable. Certain pre-existing operational risks have been and may continue to be exacerbated, notably with respect to potential phishing or other cybersecurity-related events and our increased reliance on technology, including technology of our employees and service providers. Other pre-existing operational risks, such as privacy incidents, fraud, operational resilience and risks related to the operations and resiliency of our vendors, third-party providers and other counterparties, may also be exacerbated. Further, significant disruption to our businesses could adversely affect the timing or terms of, or our ability to execute, key business strategies, transactions and initiatives, such as the separation of the Life and Retirement business and AIG 200, resulting in higher costs or reduced savings or lower profit than was expected.

As noted herein, legislative and regulatory initiatives and court decisions following major catastrophes (such as pandemics) could require us to pay insureds beyond the provisions of their original insurance policies and may prohibit the application of a deductible, resulting in inflated and unanticipated catastrophe claims; or impose other restrictions after the occurrence thereof, which would reduce our ability to mitigate exposure. For example, COVID-19 has given rise to regulatory measures intended to encourage or require insurers to assist policyholders adversely impacted by COVID-19 (in some cases with retroactive effect), including lapse, payment or rate increase moratoriums, premium refunds, contributions to relief funds and similar measures. While some of these legislative and regulatory initiatives have expired, with the resurgence of the COVID-19 virus, legislative and regulatory authorities have extended certain of these initiatives and may seek to renew or impose more of them until the COVID-19 crisis subsides. These initiatives could impair our cash flows and, without regulatory relief, could reduce our subsidiaries' capital ratios. In addition, in certain jurisdictions legislative initiatives have emerged requiring contribution to relief funds or threatening to require insurers to provide insurance coverage beyond the scope of the original contract by re-writing contracts on a retroactive basis, including with respect to the availability of business interruption coverage in commercial property policies, or creating insurance solutions prospectively. Such legislative and regulatory initiatives or court decisions could result in requirements or restrictions that negatively impact our business operations or require us to pay beyond the provisions of original insurance policies and assumed reinsurance contracts. Finally, the adverse impacts of COVID-19 on Federal and state tax revenues could lead to increased taxes and assessments on insurers in order to address budget shortfalls.

Models utilizing historic information on correlations among macroeconomic factors, our insurance products and our investment portfolio may not reflect the relationship between macroeconomic factors, our insurance products and our investment portfolio in the current environment, as a result of the unique nature of the pandemic and the intervention by regulators monetary authorities to mitigate the impacts on policyholders and the broader economy. This could increase volatility in estimates.

Due to the evolving and disruptive nature of the COVID-19 crisis, we cannot estimate its ultimate impact at this time. Depending on the scope, severity and duration of the COVID-19 crisis, the events described above have adversely affected and may continue to have an adverse effect, which could be material, on our business, results of operations and financial condition. In addition, we could experience other potential impacts as a result of COVID-19, including, but not limited to, potential impairment charges to the carrying amounts of goodwill, deferred tax assets, and increased reserve builds to levels that are difficult to accurately estimate. Further, new and potentially unforeseen risks beyond those described above and in other Risk Factors herein may arise as a result of the COVID-19 crisis and the actions taken by governmental and regulatory authorities to mitigate its impact. Even after the crisis subsides, it is possible that the U.S. and other major economies will experience a prolonged recession or a prolonged economic recovery, in which event our businesses, results of operations and financial condition could be materially and adversely affected.

See also "Reinsurance may not be available or affordable and may not be adequate to protect us against losses" and "Our consolidated results of operations, liquidity, financial condition and ratings are subject to the effects of natural and man-made catastrophic events" below.

Deterioration of economic conditions, geopolitical tensions or weakening in global capital markets may materially affect our businesses, results of operations, financial condition and liquidity. Our businesses are highly dependent on global economic and market conditions. Weaknesses in economic conditions and the capital markets or market volatility have in the past led, and may in the future lead to, among other consequences, a poor operating environment, erosion of consumer and investor confidence, reduced business volumes, deteriorating liquidity and declines in asset valuations. Adverse economic conditions may result from global economic and political developments, including plateauing business activity and inflationary pressures in developed

economies, civil unrest, uncertainty surrounding China's ability to successfully maintain growth as well as ongoing trade disputes between the U.S. and China, the effects of Brexit (as defined below) on business investment, hiring, migration and labor supply and intensifying trade protectionism including through tariffs, subsidies and other government actions. These and other market, economic, and political factors could have a material adverse effect on our businesses, results of operations, financial condition and liquidity in many ways, including (i) lower levels of consumer and commercial business activities that have decreased and may continue to decrease revenues and profitability and thus impair goodwill, deferred tax assets or other long-term assets, (ii) widening of credit spreads and higher than expected defaults that could reduce investment asset valuations, increase credit losses across numerous asset classes, and increase statutory capital requirements, (iii) increased market volatility and uncertainty that could decrease liquidity, increase borrowing costs and limit access to capital markets, (iv) the reduction of investment income generated by our investment portfolio, (v) disruption to our business operations in countries experiencing geopolitical tensions as well as increased costs associated with meeting customer needs in such regions, and (vi) impeding our ability to execute strategic transactions. Other ways in which we have in the past been, and could in the future be, negatively affected by economic conditions include, but are not limited to: increases in policy surrenders and cancellations; write-offs of deferred policy acquisition costs; increases in liability for future policy benefits due to loss recognition on certain long-duration insurance and reinsurance contracts; and increases in expenses associated with third-party reinsurance, or decreased ability to obtain reinsurance at acceptable terms.

For a discussion regarding the effects of the COVID-19 crisis on the global economy, see "COVID-19 is adversely affecting, and is expected to continue to adversely affect, our global business, financial condition and results of operations, and its ultimate impact will depend on future developments that are uncertain and cannot be predicted, including the scope, severity and duration of the crisis, and the governmental, legislative and regulatory actions taken and court decisions rendered in response thereto" above.

Sustained low, declining or negative interest rates, or rapidly increasing interest rates, have materially and adversely affected and may continue to materially and adversely affect our profitability. Interest rates have been declining globally, including in the United States, and in many cases, at or near historic lows. Changes in interest rates may be correlated with inflation trends, which would impact our loss trends. Sustained low interest rates have negatively affected and may continue to negatively affect the performance of our investments and reduce the level of investment income earned on our investment portfolios. We experience lower investment income as well as lower sales of new Life and Retirement insurance products and policies when a low or declining U.S. interest rate environment persists, and/or interest rates turn or, in certain circumstances remain negative across various global economies. For example, the low interest rate environment has negatively affected sales of interest rate sensitive products in our industry and negatively impacted the profitability of our existing business as we reinvest cash flows from investments, including due to increased calls and prepayments of fixed maturity securities and mortgage loans, at rates below the average yield of our existing portfolios. Due to practical and capital markets limitations, we have not been and may not be able to fully mitigate our interest rate risk by matching exposure of our assets relative to our liabilities. Continued low levels of interest rates have and could continue to impair our ability to earn the returns assumed in the pricing and the reserving for our products at the time they were sold and issued.

On the other hand, in periods of rapidly increasing interest rates, we may not be able to replace, in a timely manner, the investments in our general account with higher yielding investments needed to fund the higher crediting rates necessary to keep interest rate sensitive products competitive. Therefore, we may have to accept a lower investment spread and, thus, lower profitability, or face a decline in sales and greater loss of existing contracts and related assets. In addition, policy loans, surrenders and withdrawals tend to increase as policyholders seek investments with higher perceived returns as interest rates rise. These impacts may result in significant cash outflows requiring that we sell investments at a time when the prices of those investments are adversely affected by the increase in interest rates, which could result in realized investment losses. An increase in interest rates could also have a material adverse effect on the value of our investment portfolio, for example, by decreasing the estimated fair values of the fixed income securities that constitute a substantial portion of our investment portfolio. This in turn could adversely affect our ability to realize our deferred tax assets.

RESERVES AND EXPOSURES

The amount and timing of insurance and reinsurance liability claims are difficult to predict and such claims may exceed the related liability for unpaid losses and loss adjustment expenses or future policy benefits, or the liabilities associated with certain guaranteed benefits and indexed features accounted for as embedded derivatives at fair value. We regularly review the adequacy of the established liability for unpaid losses and loss adjustment expenses or future policy benefits, as well as liabilities associated with certain guaranteed benefits and indexed features accounted for as embedded derivatives at fair value. We also conduct extensive analyses of our reserves and embedded derivatives during the year. Our liability for unpaid losses and loss adjustment expenses, future policy benefits and embedded derivatives, however, may develop adversely and materially impact our businesses, results of operations, financial condition and liquidity.

For General Insurance, estimation of ultimate net losses, loss expenses and the liability for unpaid losses and loss adjustment expenses is a complex process, particularly for both long-tail and medium-tail liability lines of business. These lines include, but are not limited to, excess casualty, workers' compensation, general liability, commercial automobile liability, environmental and crisis management coverages, Financial Lines, insurance and risk management programs for large corporate customers and other customized structured insurance products, as well as excess and umbrella liability, errors and omissions, products liability, programs and specialty. There is also greater uncertainty in establishing reserves with respect to new business, particularly new business that is generated with respect to more recently introduced product lines. In these cases, there is less historical experience or knowledge and less data upon which the actuaries can rely. Estimating reserves is further complicated by unexpected claims or unintended coverages that emerge due to changing conditions, such as unanticipated claims as a result of COVID-19. These emerging issues may increase the size or number of claims beyond our underwriting intent and may not become apparent for many years after a policy is issued.

While we use a number of analytical reserve development techniques to project future loss development, the liability for unpaid losses and loss adjustment expenses has been and may continue to be significantly affected by changes in loss cost trends or loss development factors that were relied upon in setting the liability for unpaid losses and loss adjustment expenses. For example, in 2018, we recorded net adverse prior year development of \$366 million, in adjusted pre-tax income (loss), to strengthen our General Insurance liability for unpaid losses and loss adjustment expenses, reflecting adverse development in classes of business with long reporting tails, primarily in Casualty and Financial Lines. Whereas, in 2020 and 2019, we recorded favorable net development of \$76 million and \$294 million, respectively, including \$396 million and \$442 million in 2020 and 2019, respectively, in U.S. Workers' Compensation. These changes in loss cost trends or loss development factors could be due to changes in actual versus expected claims and losses, difficulties in predicting changes, such as changes in inflation, unemployment duration, or other social or economic factors affecting claims, including the effects of the COVID-19 crisis, judicial and legislative approaches, and changes in the tort environment. Any deviation in loss cost trends or in loss development factors might not be identified for an extended period of time after we record the initial loss reserve estimates for any accident year or number of years.

For Life and Retirement, establishment and ongoing calculations of future policy benefits is a complex process, with significant judgmental inputs and assumptions. Experience may develop adversely such that additional reserves must be established or the value of embedded derivatives may increase. Adverse experience could arise out of a severe short-term event such as a pandemic or changes to policyholder behavior during stressed economic periods, or due to misestimation of long-term assumptions such as mortality, mortality improvement, interest rate, equity market and expense assumptions. Certain variables, such as policyholder behavior can be difficult to estimate and have a significant impact on reserves and embedded derivatives. Life and Retirement future policy benefits and embedded derivatives and related assumptions are reviewed regularly and we regularly carry out loss recognition and cash flow testing.

For a further discussion of our loss reserves see Item 7. MD&A – Critical Accounting Estimates – Insurance Liabilities – Loss Reserves and Insurance Reserves – Loss Reserves and Note 13 to the Consolidated Financial Statements.

For more information regarding these products see Notes 5 and 14 to the Consolidated Financial Statements, Item 1. Business – Regulation, and Item 7. MD&A – Critical Accounting Estimates – Guaranteed Benefit Features of Variable Annuity Products.

Reinsurance may not be available or affordable and may not be adequate to protect us against losses. Our subsidiaries are major purchasers of third-party reinsurance and we use reinsurance as part of our overall risk management strategy. Our reinsurance business also purchases retrocessional reinsurance, which allows a reinsurer to cede to another company all or part of the reinsurance obligations originally assumed by the reinsurer. While reinsurance does not discharge our subsidiaries from their obligation to pay claims for losses insured or reinsured under our policies, it does make the reinsurer liable to the subsidiaries for the reinsured portion of the risk. For this reason, reinsurance is an important tool to manage transaction and insurance line risk retention and to mitigate losses, including as a result of catastrophes. Market conditions beyond our control may impact the availability and cost of reinsurance or retrocessional reinsurance and could have a material adverse effect on our business, results of operations and financial condition. For example, reinsurance may be more difficult or costly to obtain after a year with a large number of major catastrophes. We may, at certain times, be forced to incur additional costs for reinsurance or may be unable to obtain sufficient reinsurance on acceptable terms. In the latter case, we would have to accept an increase in exposure to risk, reduce the amount of business written by our subsidiaries or seek alternatives in line with our risk limits or a combination thereof.

Additionally, we are exposed to credit risk with respect to our subsidiaries' reinsurers to the extent the reinsurance receivable is not secured, or is inadequately secured, by collateral or does not benefit from other credit enhancements. We also bear the risk that a reinsurer is, or may be, unwilling to pay amounts we have recorded as reinsurance recoverables for any reason, including that (i) the terms of the reinsurance contract do not reflect the intent of the parties to the contract or there is a disagreement between the parties as to their intent, (ii) the terms of the contract cannot be legally enforced, (iii) the terms of the contract are interpreted by a court or arbitration panel differently than expected, (iv) the reinsurance transaction performs differently than we anticipated due to a flawed design of the reinsurance structure, terms or conditions, or (v) a change in laws and regulations, or in the interpretation of the laws

and regulations, materially impacts a reinsurance transaction. The insolvency of one or more of our reinsurers, or the inability or unwillingness of such reinsurers to make timely payments under the terms of our contracts or payments in an amount equal to our reinsurance recoverable, could have a material adverse effect on our results of operations and liquidity.

Additionally, the use of reinsurance placed in the capital markets may not provide the same levels of protection as traditional reinsurance transactions. Any disruption, volatility and uncertainty in these markets, such as following a major catastrophic event, may limit our ability to access such markets on terms favorable to us or at all. Also, to the extent that we intend to use structures based on an industry loss index or other non-indemnity trigger rather than on actual losses incurred by us, we could be subject to residual risk.

We currently have limited catastrophe reinsurance coverage for terrorist attacks. Further, the availability of private sector reinsurance for terrorism is limited. We benefit from the Terrorism Risk Insurance Program Reauthorization Act (TRIPRA), which provides U.S. government risk assistance to the insurance industry to manage the exposure to terrorism incidents in the U.S. TRIPRA was reauthorized in December 2019 for a further seven years. Under TRIPRA, once our losses for certain acts of terrorism exceed a deductible equal to 20 percent of our direct commercial property and casualty insurance premiums for covered lines for the prior calendar year, the federal government will reimburse us for 80 percent of losses in excess of our deductible, up to a total industry program limit of \$100 billion. TRIPRA does not cover losses in certain lines of business such as personal property and personal casualty. We also rely on the government sponsored and government arranged terrorism reinsurance programs, including pools, in force in applicable non-U.S. jurisdictions.

For additional information on our reinsurance recoverable, see Item 7. MD&A – Enterprise Risk Management – Insurance Risks – Reinsurance Activities – Reinsurance Recoverable.

For a discussion regarding the impact of the Majority Interest Fortitude sale on our reinsurance program, see “Following the Majority Interest Fortitude Sale, our largest reinsurance counterparty, Fortitude Re, is no longer affiliated with us, and a failure by Fortitude Re to perform its obligations could have a material effect on our business, results of operations or liquidity and could also lead to volatility in our net income” below.

For a discussion regarding the effects of the COVID-19 crisis on our reinsurance program, see “COVID-19 is adversely affecting, and is expected to continue to adversely affect, our global business, financial condition and results of operations, and its ultimate impact will depend on future developments that are uncertain and cannot be predicted, including the scope, severity and duration of the crisis, and the governmental, legislative and regulatory actions taken and court decisions rendered in response thereto” above.

Our consolidated results of operations, liquidity, financial condition and ratings are subject to the effects of natural and man-made catastrophic events. Events such as hurricanes, windstorms, hailstorms, flooding, earthquakes, wildfires, solar storms, war or other military action, acts of terrorism, explosions and fires, cyber-crimes, product defects, pandemics, such as COVID-19, and other highly contagious diseases, mass torts, civil unrest and other catastrophes have adversely affected our business in the past and could do so in the future. For example, we incurred pre-tax catastrophe losses of \$2.4 billion in 2020, which included losses in our General Insurance business from the COVID-19 crisis, windstorms and hailstorms, hurricanes, wildfires and civil unrest, and pre-tax catastrophe losses of \$1.3 billion in 2019, which included losses from typhoons in Japan, Hurricane Dorian, a tornado in Dallas and wildfires in California.

Catastrophic events, and any relevant regulations, could result in losses in any business in which we operate, and could expose us to:

- ☐ widespread claim costs associated with property, workers’ compensation, accident and health, travel, business interruption and mortality and morbidity claims;
- ☐ loss resulting from a decline in the value of our invested assets;
- ☐ limitations on our ability to recover deferred tax assets;
- ☐ loss resulting from actual policy experience that is adverse compared to the assumptions made in product pricing;
- ☐ revenue loss due to decline in customer base;
- ☐ declines in value and/or losses with respect to companies and other entities whose securities we hold and counterparties we transact business with and have credit exposure to, including reinsurers; and
- ☐ significant disruptions to our physical infrastructure, systems and operations.

Natural and man-made catastrophic events are generally unpredictable. Our exposure to catastrophe-related loss depends on various factors, including the frequency and severity of the catastrophes, the availability of reinsurance, the rate of inflation and the value and geographic or other concentrations of insured companies and individuals. Vendor models and proprietary assumptions and processes that we use to manage catastrophe exposure may prove to be ineffective due to incorrect assumptions or estimates. For example, modeling for terrorism, cyber events and pandemics may be more difficult and less reliable.

In addition, legislative and regulatory initiatives and court decisions following major catastrophes (both natural and man-made) could require us to pay the insured beyond the provisions of the original insurance policy and may prohibit the application of a deductible, resulting in inflated and unanticipated claims; or impose other restrictions after the occurrence of a major catastrophe, which would reduce our ability to mitigate exposure.

For further details on potential catastrophic events, including a sensitivity analysis of our exposure to certain catastrophes, see Item 7. MD&A – Enterprise Risk Management – Insurance Risks.

For a discussion regarding the effects of climate change on our business, see “Climate change may adversely affect our business and financial condition” below.

For a discussion regarding the effects of the COVID-19 crisis on our business, see “COVID-19 is adversely affecting, and is expected to continue to adversely affect, our global business, financial condition and results of operations, and its ultimate impact will depend on future developments that are uncertain and cannot be predicted, including the scope, severity and duration of the crisis, and the governmental, legislative and regulatory actions taken and court decisions rendered in response thereto” above.

Concentration of our insurance, reinsurance and other risk exposures may have adverse effects. We are exposed to risks as a result of concentrations in our insurance and reinsurance policies, investments, derivatives and other obligations that we undertake for customers and counterparties. We manage these concentration risks by monitoring the accumulation of our exposures to factors such as exposure type and size, industry, geographic region, counterparty and other factors. We also seek to use third-party reinsurance, hedging and other arrangements to limit or offset exposures that exceed the retention and risk appetite limits we define as part of our Risk Appetite Statement. In certain circumstances, however, these risk management arrangements may not be available on acceptable terms or may prove to be ineffective for certain exposures. Our risk exposures under insurance and reinsurance policies, derivatives and other obligations are, from time to time, compounded by risk exposure assumed in our investment business. Also, our exposure for certain single risk coverages and other coverages may be so large that adverse experience compared to our expectations may have a material adverse effect on our consolidated results of operations or result in additional statutory capital requirements for our subsidiaries.

In addition, the proposed separation of our Life and Retirement business, if consummated, could increase the materiality of these potential concentrations in the remaining portfolio. *For further discussion of risks associated with the separation of the Life and Retirement business from AIG, see “No assurances can be given that the separation of our Life and Retirement business will occur or as to the specific terms or timing thereof. In addition, the separation could cause the emergence or exacerbate the effects of other risks to which AIG is exposed” below.*

Also see Item 7. MD&A – Business Segment Operations – General Insurance – Business Strategy and – Outlook – Industry and Economic Factors, and Item 7. MD&A – Business Segment Operations – Life and Retirement – Business Strategy and – Outlook – Industry and Economic Factors.

Following the Majority Interest Fortitude Sale, our largest reinsurance counterparty, Fortitude Re, is no longer affiliated with us, and a failure by Fortitude Re to perform its obligations could have a material effect on our business, results of operations or liquidity and the accounting treatment of our reinsurance agreements with Fortitude Re could also lead to volatility in our net income. As of June 2, 2020, we consummated the Majority Interest Fortitude Sale, upon which Fortitude Holdings, the parent of Fortitude Re, became controlled 71.5% by affiliates of The Carlyle Group Inc. and 25% by affiliates of T&D Holdings, Inc., and our ownership interest in Fortitude Holdings was reduced to 3.5%. As of December 31, 2020, approximately \$30.5 billion of reserves from AIG’s Life and Retirement Run-Off Lines and approximately \$4.1 billion of reserves from AIG’s General Insurance Run-Off Lines, related to business written by multiple wholly-owned AIG subsidiaries, had been ceded to Fortitude Re under these reinsurance transactions. While we retained a seat on the board of managers of Fortitude Holdings, our ability to influence its operations going forward will be very limited. Our subsidiaries continue to remain primarily liable to policyholders under the business reinsured with Fortitude Re. As a result, and if Fortitude Re is unable to successfully operate independently, or other issues arise that affect its financial condition or ability to satisfy or perform its obligations to our subsidiaries under the various reinsurance arrangements in force between Fortitude Re and such subsidiaries, we could experience a material adverse effect on our results of operations and liquidity to the extent the amount of collateral posted in respect of our reinsurance receivable is inadequate. Further, upon the occurrence of certain triggers on the part of Fortitude Re under the applicable reinsurance agreements, our subsidiaries may elect or may be required, to recapture the business ceded under such reinsurance agreements, which would result in a substantial increase to our net insurance liabilities. In addition, pursuant to certain risk-sharing arrangements, AIG may be required to pay Fortitude Re for certain adverse development in property casualty related reserves, based on an agreed methodology, that may occur on or prior to December 31, 2023, up to a maximum payment of \$500 million.

Furthermore, the accounting treatment for the various reinsurance agreements can lead to volatility in our net income. These reinsurance transactions between AIG and Fortitude Re were structured as modified coinsurance (modco) for the Life and Retirement Run-Off Lines and loss portfolio transfer arrangements with funds withheld (funds withheld) for the General Insurance Run-Off Lines.

In modco and funds withheld arrangements, the investments supporting the reinsurance agreements, and which reflect the majority of the consideration that would be paid to the reinsurer for entering into the transaction, are withheld by, and therefore continue to reside on the balance sheet of, the ceding company (i.e., AIG and its subsidiaries) thereby creating an obligation for the ceding company to pay the reinsurer (i.e., Fortitude Re) at a later date. Additionally, as AIG maintains ownership of these investments, AIG will maintain its existing accounting for these assets (e.g., the changes in fair value of available for sale securities will be recognized within other comprehensive income). As a result of the deconsolidation resulting from the Majority Interest Fortitude Sale, AIG has established a funds withheld payable to Fortitude Re while simultaneously establishing a reinsurance asset representing reserves for the insurance coverage that Fortitude Re has assumed. The funds withheld payable contains an embedded derivative and changes in fair value of the embedded derivative related to the funds withheld payable are recognized in earnings through realized capital gains (losses). This embedded derivative is considered a total return swap with contractual returns that are attributable to various assets and liabilities associated with these reinsurance agreements.

For further discussion on the sale of Fortitude Holdings see Item 7 MD&A – Consolidated Results of Operations.

For further discussion of our exposure to credit risk of reinsurers, see “Reinsurance may not be available or affordable and may not be adequate to protect us against losses” above.

Interest rate fluctuations, increased lapses and surrenders, declining investment returns and other events may require our subsidiaries to accelerate the amortization of deferred policy acquisition costs (DAC) and record additional liabilities for future policy benefits. We incur significant costs in connection with acquiring new and renewal insurance business. DAC represents deferred costs that are incremental and directly related to the successful acquisition of new business or renewal of existing business. The recovery of these costs is generally dependent upon the future profitability of the related business, but DAC amortization varies based on the type of contract. For long-duration traditional business, DAC is generally amortized in proportion to premium revenue and varies with lapse experience. Actual lapses in excess of expectations can result in an acceleration of DAC amortization, and therefore, adversely impact our pre-tax income.

DAC for investment-oriented products is generally amortized in proportion to actual and estimated gross profits. Estimated gross profits are affected by a number of factors, including levels of current and expected interest rates, net investment income and spreads, net realized capital gains and losses, fees, surrender rates, mortality experience, policyholder behavior experience and equity market returns and volatility. If actual and/or future estimated gross profits are less than originally expected, then the amortization of these costs would be accelerated in the period this is determined and would result in a charge to income. For example, if interest rates rise rapidly and significantly, customers with policies that have interest crediting rates below the current market may seek competing products with higher returns and we may experience an increase in surrenders and withdrawals of life and annuity contracts, and thereby a strain on cash flow. Additionally, this would also result in a decrease in expected future profitability and an acceleration of the amortization of DAC, and therefore lower than expected pre-tax income earned during the then current period.

We also periodically review products for potential loss recognition events, principally insurance-oriented products. This review involves estimating the future profitability of in-force business and requires significant management judgment about assumptions including, but not limited to, mortality, morbidity, persistency, maintenance expenses and investment returns, including net realized capital gains (losses). If actual experience or revised future expectations result in projected future losses, we may be required to amortize any remaining DAC and record additional liabilities through a charge to policyholder benefit expense in the then current period, which could negatively affect our results of operations.

For further discussion of DAC and future policy benefits, see Item 7. MD&A – Critical Accounting Estimates and Notes 9 and 13 to the Consolidated Financial Statements.

Losses due to nonperformance or defaults by counterparties can materially and adversely affect the value of our investments, our profitability and sources of liquidity. We are exposed to credit risk arising from exposures to various counterparties related to investments, derivatives, premiums receivable, certain General Insurance businesses and reinsurance recoverables. These counterparties include, but are not limited to, issuers of fixed income and equity securities we hold, borrowers of loans we hold, customers, trading counterparties, counterparties under swaps and other derivatives contracts, reinsurers, corporate and governmental entities whose payments or performance we insure, joint venture partners, clearing agents, exchanges, clearing houses and other third parties, financial intermediaries and guarantors. These counterparties may default on their obligations to us due to bankruptcy, insolvency, receivership, financial distress, lack of liquidity, adverse economic conditions, operational failure, fraud, government intervention and other reasons. In addition, for exchange-traded derivatives, such as futures, options as well as “cleared” over-the-counter derivatives, we are generally exposed to the credit risk of the relevant central counterparty clearing house and futures commission merchants through which we clear derivatives. Defaults by these counterparties on their obligations to us could have a material adverse effect on the value of our investments, business, financial condition, results of operations and liquidity.

Additionally, if the underlying assets supporting the structured securities we invest in are expected to default or actually default on their payment obligations, our securities may incur losses.

Climate change may adversely affect our business and financial condition. AIG supports the scientific consensus that climate change is a reality of increasing global concern. Climate change, indicated by higher concentrations of greenhouse gases, a warming atmosphere and ocean, wildfires, diminished snow and ice, and sea level rise, appears to have contributed to unpredictability, increase in the frequency and severity of natural disasters and the creation of uncertainty as to future trends and exposures. As such, climate change potentially poses serious financial implications for the insurance industry in areas such as underwriting, claims and investments, as well as risk capacity, financial reserving and operations.

Climate change exposes us to physical risks which may challenge our ability to effectively underwrite, model and price catastrophe risk particularly if the frequency and severity of catastrophic events such as pandemics, hurricanes, tornadoes, floods, wildfires and windstorms and other natural disasters continue to increase. For example, losses resulting from actual policy experience may be adverse as compared to the assumptions made in product pricing as well as mortality assumptions and our ability to mitigate our exposure may be reduced.

Climate change-related risks may also adversely impact the value of the securities that we hold or lead to increased credit risk of other counterparties we transact business with, including reinsurers. Our reputation or corporate brand could also be negatively impacted as a result of changing customer or societal perceptions of organizations that we either insure or invest in due to their actions (or lack thereof) with respect to climate change. In addition, regulators have imposed and may continue to impose new requirements or issue new guidance aimed at addressing or mitigating climate change-related risks. These emerging regulatory initiatives, or any policies adopted by investors to address changing societal perceptions on climate change, could result in increased compliance cost to our businesses and changes to our corporate governance and risk management practices, and may affect the type of assets we hold in our investment portfolio. We cannot predict the long-term impacts of climate change on our business and results of operations.

For a discussion regarding risks associated with other catastrophic events, see “Our consolidated results of operations, liquidity, financial condition and ratings are subject to the effects of natural and man-made catastrophic events” above.

INVESTMENT PORTFOLIO AND CONCENTRATION OF INVESTMENTS

Our investment portfolio is concentrated in certain segments of the economy, and the performance and value of our investment portfolio are subject to a number of risks and uncertainties, including changes in interest rates and credit spreads. Our results of operations and financial condition have in the past been, and may in the future be, adversely affected by the degree of concentration in our investment portfolio. For example, we have significant exposure to real estate and real estate-related investments, including residential mortgage-backed, commercial mortgage-backed and other asset-backed securities and residential and commercial mortgage loans. We also have significant exposures to financial institutions and, in particular, to money center banks and global banks, certain industries, such as energy and utilities, the U.S. federal, state and local government issuers and authorities, and global financial institutions, governments and corporations. Events or developments that have a negative effect on any particular industry, asset class, group of related industries or geographic region may adversely affect the valuation of our investments to the extent they are concentrated in such segments. Our ability to sell assets in such segments may be limited. In addition, the COVID-19 crisis may exacerbate the risks of a concentrated investment portfolio given market volatility. For a discussion regarding the effects of the COVID-19 crisis on our investment portfolio, *see “COVID-19 is adversely affecting, and is expected to continue to adversely affect, our global business, financial condition and results of operations, and its ultimate impact will depend on future developments that are uncertain and cannot be predicted, including the scope, severity and duration of the crisis, and the governmental, legislative and regulatory actions taken and court decisions rendered in response thereto” above.*

Our investments are also subject to market risks and uncertainties, including, in addition to interest rate risk, changes in the level of credit spreads, currency rates, and commodity and equity prices, each of which has affected and will continue to affect the value of investments in our investment portfolio as well as the performance of, and returns generated by, such investments. The discontinuation of actions taken by legislators and monetary authorities in advance of substantial economic recovery could adversely impact the performance of our investment portfolio. *For a discussion regarding risks associated with interest rate volatility, see “Sustained low, declining or negative interest rates, or rapidly increasing interest rates, have materially and adversely affected and may continue to materially and adversely affect our profitability” above.*

Furthermore, our alternative investment portfolio, which is subject to increased volatility in equity markets, includes investments for which changes in fair value are reported through pre-tax income. An economic downturn or decline in the capital markets may have a material adverse effect on our investment income, including as a result of decreases in the fair value of alternative investments.

Our valuation of investments and derivatives may include methodologies, estimations and assumptions that are subject to differing interpretations and could result in changes to investment valuations that may materially adversely affect our results of operations, financial condition and liquidity or lead to volatility in our net income. During periods of market disruption, it has been and may continue to be difficult to value certain of our investments or derivatives if trading becomes less frequent and/or market data becomes less observable. There may be cases where certain assets in normally active markets with significant observable data become inactive with insufficient observable data due to the financial environment or market conditions in effect at that time. As a result, valuations may include inputs and assumptions that are less observable or require greater estimation and judgment as well as valuation methods that are more complex. These values may not be realized in a market transaction, may not reflect the value of the asset and may change very rapidly as market conditions change and valuation assumptions are modified. Decreases in value and/or an inability to realize that value in a market transaction or other disposition may have a material adverse effect on our results of operations, financial condition and liquidity.

For a discussion regarding volatility in accounting as it relates to Fortitude Re, see “Following the Majority Interest Fortitude Sale, our largest reinsurance counterparty, Fortitude Re, is no longer affiliated with us, and a failure by Fortitude Re to perform its obligations could have a material effect on our business, results of operations or liquidity and could also lead to volatility in our net income” above.

LIQUIDITY, CAPITAL AND CREDIT

AIG Parent’s ability to access funds from our subsidiaries is limited. As a holding company, AIG Parent depends on dividends, distributions and other payments from its subsidiaries to fund dividends on AIG Common Stock and Preferred Stock, to fund repurchases of AIG Common Stock and debt obligations and to make payments due on its obligations, including its outstanding debt. The majority of our investments are held by our regulated subsidiaries. Certain of our subsidiaries are limited in their ability to make dividend payments or other distributions to AIG Parent in the future because of the need to support their own capital levels or because of regulatory limits and restrictions or rating agency requirements. Our decision to pursue strategic changes or transactions in our business and operations may also subject our subsidiaries’ dividend plans to heightened regulatory scrutiny and could make obtaining regulatory approvals for extraordinary distributions by our subsidiaries, if any are sought, more difficult. We are also subject to certain other restrictions on our capital from time to time. For example, following the closing of the sale of our controlling interest in Fortitude Holdings in June 2020, we contributed approximately \$835 million of the proceeds to certain of our insurance company subsidiaries. The inability of our subsidiaries to make payments, dividends or other distributions in an amount sufficient to enable AIG Parent to meet its cash requirements could have an adverse effect on our operations, and on our ability to pay dividends, repurchase AIG Common Stock and debt obligations or to meet our debt service obligations.

Our internal sources of liquidity may be insufficient to meet our needs, including providing capital that may be required by our subsidiaries. We need liquidity to pay our operating expenses, interest on our debt, maturing debt obligations and to meet capital needs of our subsidiaries, including to maintain regulatory capital ratios, comply with rating agency requirements and meet unexpected cash flow obligations as well as pursuant to capital maintenance agreements we have in place with certain subsidiaries. If our liquidity is insufficient to meet our needs, at such time, we may need to have recourse to third-party financing, external capital markets or other sources of liquidity, which may not be available or could be prohibitively expensive. The availability and cost of any additional financing at any given time depends on a variety of factors, including general market conditions, the volume of trading activities, the overall availability of credit, regulatory actions and our credit ratings and credit capacity. It is also possible that, as a result of such recourse to external financing, customers, lenders or investors could develop a negative perception of our long- or short-term financial prospects. Disruptions, volatility and uncertainty in the financial markets, and downgrades in our financial strength or credit ratings, may limit our ability to access external capital markets at times and on terms favorable to us to meet our capital and liquidity needs or prevent our accessing the external capital markets or other financing sources. If AIG Parent is unable to satisfy a capital need of a subsidiary, the credit rating agencies could downgrade the subsidiary’s financial strength ratings or the subsidiary could become insolvent or, in certain cases, could be seized by its regulator.

For a further discussion of our liquidity, see Item 7. MD&A – Liquidity and Capital Resources.

For further discussion of rating agency requirements, see “A downgrade by one or more of the rating agencies in the Insurer Financial Strength ratings of our insurance or reinsurance companies could limit their ability to write or prevent them from writing new business and impair their retention of customers and in-force business, and a downgrade in our credit ratings could adversely affect our business, our results of operations or our liquidity” below.

We may not be able to generate cash to meet our needs due to the illiquidity of some of our investments. Our subsidiaries have a diversified investment portfolio. However, economic conditions as well as adverse capital market conditions, including a lack of buyers, the inability of potential buyers to obtain financing on reasonable terms, volatility, credit spread changes, interest rate changes, foreign currency exchange rates and/or decline in collateral values have in the past impacted, and may in the future impact, the liquidity and value of our investments.

For example, we have made investments in certain securities that are generally considered illiquid, including certain fixed income securities and certain structured securities, privately placed securities, investments in private equity funds and hedge funds, mortgage loans, finance receivables and real estate. Collectively, investments in these assets had a fair value of \$65 billion at December 31, 2020. Adverse changes in the valuation of real estate and real estate-linked assets, deterioration of capital markets and widening credit spreads have in the past, and may in the future, materially adversely affect the liquidity and the value of our investment portfolios, including our residential and commercial mortgage related securities portfolios.

In the event additional liquidity is required by one or more of our companies, it may be difficult for us to generate additional liquidity by selling, pledging or otherwise monetizing these or other of our investments at reasonable prices and time frames.

A downgrade by one or more of the rating agencies in the Insurer Financial Strength ratings of our insurance or reinsurance companies could limit their ability to write or prevent them from writing new business and impair their retention of customers and in-force business, and a downgrade in our credit ratings could adversely affect our business, our results of operations and our liquidity. Insurer Financial Strength (IFS) ratings are an important factor in establishing the competitive position of insurance or reinsurance companies. IFS ratings measure an insurance or reinsurance company's ability to meet its obligations to contract holders and policyholders.

Credit rating agencies estimate a company's ability to meet its ongoing financial obligations and high IFS and credit ratings help maintain public confidence in a company's products, facilitate marketing of products and enhance its competitive position. Downgrades of the IFS ratings of our insurance or reinsurance companies could prevent these companies from selling, or make it more difficult for them to succeed in selling, products and services, or result in increased policy cancellations, lapses and surrenders, termination of, or increased collateral posting obligations under, assumed reinsurance contracts, or return of premiums. Under credit rating agency policies concerning the relationship between parent and subsidiary ratings, a downgrade in AIG Parent's credit ratings could result in a downgrade of the IFS ratings of our insurance or reinsurance subsidiaries. Similarly, under credit rating agency policies, a downgrade of the IFS ratings of our insurance and reinsurance subsidiaries could also result in a downgrade in AIG Parent's credit ratings.

In addition, a downgrade of our long-term debt ratings by one or more of the major rating agencies could potentially increase our financing costs and limit the availability of financing. A downgrade would also require us to post additional collateral payments related to derivative transactions to which we are a party, and could permit the termination of these derivative transactions. This could adversely affect our business, our consolidated results of operations in a reporting period and/or our liquidity.

In response to the announcement by AIG in October 2020 of its intention to separate the Life and Retirement business from AIG, Fitch placed the credit ratings of AIG on "Rating Watch Negative," Moody's placed the debt ratings of AIG on review for downgrade and S&P placed the credit ratings of AIG and the financial strength ratings of most of the General Insurance subsidiaries on CreditWatch with negative implications. Moody's and Fitch affirmed the financial strength ratings and outlooks on AIG's insurance subsidiaries. Rating agencies may take further actions, including as a result of any decisions relating to our intent to separate our Life and Retirement business, which could adversely affect our business.

For a further discussion of rating agency actions in response to AIG's announced intention to separate its Life and Retirement business from AIG, see Item 7. MD&A – Liquidity and Capital Resources – Recent Rating Agency Actions.

Changes in the method for determining LIBOR and the upcoming phasing out of LIBOR and uncertainty related to LIBOR replacement rates may affect our business and results of operations. The UK Financial Conduct Authority announced in 2017 that it would no longer compel banks to submit London Interbank Offered Rate (LIBOR) rates after 2021. On November 30, 2020, the ICE Benchmark Administration Limited ("IBA"), which is supervised by the UK Financial Conduct Authority, announced a proposal to extend the publication of the most commonly used USD LIBOR settings until June 30, 2023. However, the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation, and the Office of the Comptroller of the Currency continue to strongly encourage banks to cease entering into new contracts that use USD LIBOR as a reference rate as soon as practicable and in any event by December 31, 2021. Since the initial announcement in 2017, we have been monitoring developments and determining how our hedging strategies, asset portfolio, liabilities, systems and operations may be affected in, and in the transition to, a post-LIBOR environment.

Potential changes to LIBOR, as well as uncertainty related to such potential changes and the establishment of any alternative reference rates, may adversely affect the market for LIBOR-based securities and could adversely impact the substantial amount of derivatives contracts used to hedge our assets, insurance and other liabilities. In addition, the discontinuance of LIBOR or changes or reforms to the determination or supervision of LIBOR may result in a sudden or prolonged increase or decrease in reported LIBOR, which could have an adverse impact on the market for LIBOR-based securities or the value of our investment portfolio and the derivatives contracts used to hedge our assets, insurance and other liabilities.

While markets are developing alternative reference rates, questions concerning liquidity and how to appropriately adjust these rates to eliminate any economic value transfer at the time of transition remain a significant concern for us and others in the marketplace. The effect of any changes or reforms to LIBOR or discontinuation of LIBOR on new or existing financial instruments to which we have exposure or on our businesses will vary depending on (i) existing fallback provisions in individual contracts and (ii) whether, how, and when industry participants develop and widely adopt alternative reference rates and fallbacks for both legacy and new products or instruments. At this time, because the response of markets to these potential alternative reference rates is still evolving, we cannot predict the effect of any changes to or discontinuation of LIBOR on new or existing financial instruments to which we have exposure and our liability profile.

Internal actions taken to address the transition from LIBOR and to mitigate potential risks include, among other things, ensuring new legal contracts and our asset and debt issuances reference appropriate LIBOR fallback provisions and identifying fallback provisions in existing contracts and investments which mature after the relevant LIBOR phase-out date, updating valuation and actuarial models which utilize LIBOR, determining the impact of new accounting and tax requirements, adjusting applicable technology applications to be able to support both LIBOR and new alternative rates and executing test trades for derivatives, assets and debt issuances utilizing the new alternative reference rates. We also participate in certain LIBOR replacement working groups under the auspices of ISDA and the U.S. based Alternative Reference Rate Committee (ARRC) and conduct periodic discussions with our industry peers, banking institutions and the relevant administrators of LIBOR and the ARRC in order to monitor, provide appropriate feedback and otherwise participate in discussions regarding the transition from LIBOR.

We continue to actively monitor both market and regulatory changes in order to prepare for any discontinuation of the LIBOR benchmark.

We may be required to post additional collateral because of changes in our reinsurance liabilities to regulated insurance companies, or because of regulatory changes that affect our businesses. In the ordinary course of our business, we are required to post collateral for our insurance company subsidiaries from time to time. If our reinsurance liabilities increase, we may be required to post additional collateral for insurance company clients that we reinsure. In addition, regulatory changes could require us to post additional collateral. The need to post this additional collateral, if significant enough, may require us to sell investments at a loss in order to provide securities of suitable credit quality or otherwise secure adequate capital at an unattractive cost. This could adversely impact our consolidated results of operations, liquidity and financial condition.

BUSINESS AND OPERATIONS

No assurances can be given that the separation of our Life and Retirement business will occur or as to the specific terms or timing thereof. In addition, the separation could cause the emergence or exacerbate the effects of other risks to which AIG is exposed. On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG. Similar to other business dispositions, the separation involves a number of risks, including (i) unanticipated developments that may delay, prevent or otherwise adversely affect our ability to effect a separation; (ii) significant costs and disruption or distraction of management from AIG's other business operations, whether or not a separation is completed; (iii) satisfaction of various conditions and approvals, including approval by the AIG Board of Directors, and receipt of insurance and other required regulatory approvals, and satisfaction of any applicable requirements of the Securities and Exchange Commission; (iv) other regulatory requirements that could impact our operations or capital requirements or delay or impede completion of a separation; (v) rating agency actions; (vi) unforeseen losses, liabilities or asset impairment arising from the structure of any definitive separation transaction; and (vii) if we are successful in separating the business, increased concentration of our business operations. No assurance can be given regarding the structure of the initial disposition of up to a 19.9% interest in the Life and Retirement business or the specific terms or timing thereof, or that a separation will in fact occur.

In addition, the separation of our Life and Retirement business, if consummated, could cause the emergence or exacerbate the effects of many of the other risks noted herein, including: (i) the risk of indemnity claims that could be made against us in connection with divested businesses; (ii) our ability to utilize certain tax loss and credit carryforwards to offset future taxable income; (iii) competition for employees and managing retention of key employees; (iv) maintaining relationships with certain key distributors; (v) concentration of our insurance and other risk exposures; and (vi) increased exposure to certain risks related to deriving revenue from non-U.S. sources. A significant delay in the consummation of the separation could also exacerbate these risks.

For a discussion regarding risks associated with rating agency actions, see "A downgrade by one or more of the rating agencies in the Insurer Financial Strength ratings of our insurance or reinsurance companies could limit their ability to write or prevent them from writing new business and impair their retention of customers and in-force business, and a downgrade in our credit ratings could adversely affect our business, our results of operations and our liquidity" above. In addition, see Item 7. MD&A – Liquidity and Capital Resources – Recent Rating Agency Actions; see also "Business or asset acquisitions and dispositions may expose us to certain risks" below.

Failure to effectively execute on AIG 200 could result in costs that are greater than expected, savings that are less than expected and disruption to our businesses that could have a material effect on our operations or financial condition. In 2019, we announced AIG 200, our global, multi-year and enterprise-wide program involving transformational change across the Company. AIG 200 is comprised of ten operational programs mapped against four core objectives that are complex and require significant investment and resource prioritization. We may not achieve some or all of the expected benefits from these operational programs, and the work we are undertaking could result in disruption to our businesses and loss of talent. Other risks associated with AIG 200 include delays in execution across the programs, particularly with respect to implementation of technology platforms, lack of sufficient resources to execute on a timely basis, inefficiencies stemming from changes that may be required to programs or sequencing, failure to meet operational and financial targets due to additional priorities or other factors, and the inability to secure regulatory approvals, if and when needed. These risks may impair our ability to achieve anticipated improvements in our businesses or may otherwise harm our operations which could materially and adversely affect our businesses, financial condition and cash flow.

Pricing for our products is subject to our ability to adequately assess risks and estimate losses. We seek to price our insurance and reinsurance products such that premiums, policy fees and other charges and future net investment income earned on revenues received will result in an acceptable profit in excess of expected claims, assumed expense loads and the cost of capital. Our business is dependent on our ability to price our products effectively and charge appropriate premiums. Pricing adequacy depends on a number of factors and assumptions, including proper evaluation of insurance risks, our expense levels, net investment income realized, our response to rate actions taken by competitors, legal and regulatory developments and the ability to obtain regulatory approval for rate changes. For example, some of our life insurance policies and annuity contracts provide management the right to adjust certain nonguaranteed charges or benefits and interest crediting rates if necessary; however, this right is limited and may be subject to guaranteed minimums or maximums, and the exercise of these rights could result in reputational and/or litigation risk. Inadequate pricing could have a material adverse effect on the profitability of our operations and our financial condition.

Guarantees within certain of our products may increase the volatility of our results. Certain of our annuity and life insurance products include features that guarantee a certain level of benefits, including guaranteed minimum death benefits (GMDB), guaranteed living benefits (GLB), and products with guaranteed interest crediting rates, including crediting rate guarantees tied to the performance of various market indices.

For a discussion of market risk management related to these product features see Item 7. MD&A – Enterprise Risk Management – Insurance Risks – Life and Retirement Companies’ Key Risks – Variable Annuity, Index Annuity and Universal Risk Management and Hedging Programs.

For example, differences between the change in fair value of the embedded derivatives associated with GLBs and the value of the related hedging portfolio are caused by extreme and unanticipated movements in the level of equity markets, interest rates and market volatility, policyholder behavior that differs from our assumptions and our inability to purchase hedging instruments or reinsurance at prices consistent with the desired risk and return trade-off. The occurrence of one or more of these events has in the past resulted in, and could in the future result in, an increase in the fair value of liabilities associated with the guaranteed benefits or decline in the value of our hedges without an offsetting decline in our liabilities, thus reducing our pre-tax net income and shareholders’ equity.

While we believe that our actions have reduced the risks related to guaranteed benefits and guaranteed interest crediting, our risk exposures are not fully, and may not be effectively, hedged.

For more information regarding these products see Notes 5 and 14 to the Consolidated Financial Statements, Item 1. Business – Regulation and Item 7. MD&A – Critical Accounting Estimates – Guaranteed Benefit Features of Variable Annuity Products.

Our foreign operations expose us to risks that may affect our operations. We provide insurance, reinsurance, investment and other financial products and services to both businesses and individuals in approximately 80 countries and jurisdictions. A substantial portion of our business is conducted outside the U.S., and we intend to continue to grow business in strategic markets. Operations outside the U.S. have in the past been, and may in the future be, affected by regional economic downturns, changes in foreign currency exchange rates, political events or upheaval, nationalization and other restrictive government or regulatory actions, which could also affect our other operations.

The degree of regulation and supervision in foreign jurisdictions varies. AIG subsidiaries operating in foreign jurisdictions must satisfy local regulatory requirements and it is possible that local licenses may require AIG Parent to meet certain conditions. Licenses issued by foreign authorities to our subsidiaries are subject to modification and revocation. Consequently, our insurance subsidiaries could be prevented from conducting future business in some of the jurisdictions where they currently operate. Adverse actions from any single country could adversely affect our results of operations, depending on the magnitude of the event and our financial exposure at that time in that country.

In addition, AIG Parent and its subsidiaries are subject to various extraterritorial laws and regulations, including such laws adopted by the U.S. that affect how we do business around the world. These laws and regulations may conflict and we may incur penalties and/or reputational harm if we fail to adhere to them. For example, increased international data localization and cross-border data transfer regulatory restrictions may affect how we do business around the world and may cause us to incur penalties and/or suffer reputational harm.

On June 23, 2016, the United Kingdom (UK) held a referendum in which a majority voted for the UK to withdraw its membership in the European Union (EU), commonly referred to as Brexit. The UK left the EU on January 31, 2020. Under the negotiated withdrawal agreement, there was an 11 month “transition period” during which EU rules continued to apply in the UK and negotiations continued to determine the future relationship between the UK and EU. On December 24, 2020, a Trade and Cooperation Agreement was reached between the UK and the EU, which applies provisionally from January 1, 2021 until February 28, 2021, and is expected to be extended until April 30, 2021. The full text of the agreement is yet to be approved by the EU member states and European parliaments. We have significant operations and employees in the UK and other EU member states, and, as a result of Brexit, we have completed a reorganization of our operations and legal entity structure in the UK and the EU through the establishment of a European subsidiary in Luxembourg with branches across the EEA and Switzerland, and a UK subsidiary. For additional information regarding the reorganization of our European operations in light of Brexit, see *Item 1. Business – Regulation – International Regulation – Brexit*. However, there still remains uncertainty around the post-Brexit regulatory environment as the provisions of the new agreement do not cover certain business areas, e.g., financial services. Brexit has also affected and could continue to affect the U.S. dollar/British pound exchange rate, increased the volatility of exchange rates among the euro, British pound and the Japanese yen, and created volatility in the financial markets. It is possible that the uncertainty around the effects of the end of the transition period will lead to further turbulence in the financial markets, which may affect the value of our investments and the capital invested in our UK and EU subsidiaries.

Our restructuring initiatives may not yield our expected reductions in expenses and improvements in operational and organizational efficiency.

Outside of our AIG 200 transformational program and announced plan to separate the Life and Retirement business, we continue to undertake certain restructuring initiatives in the ordinary course of business. We may not be able to fully realize the anticipated expense reductions and operational and organizational efficiency improvements we expect to result from our regional and operational restructuring initiatives. Actual costs to implement these initiatives may exceed our estimates or we may be unable to fully implement and execute these initiatives as planned. The implementation of these initiatives may harm our relationships with customers or employees or our competitive position. Our businesses and results of operations may be negatively impacted if we are unable to realize these anticipated expense reductions and efficiency improvements or if implementing these initiatives harms our relationships with customers or employees or our competitive position. The successful implementation of these initiatives may continue to require us to effect workforce reductions, business rationalizations, systems enhancements, business process outsourcing, business and asset dispositions and acquisitions and other actions, which depend on a number of factors, some of which are beyond our control.

We may experience difficulty in marketing and distributing products through our current and future distribution channels and the use of third parties may result in additional liabilities. Although we distribute our products through a wide variety of distribution channels, we maintain relationships with certain key distributors. Distributors have in the past, and may in the future, elect to renegotiate the terms of existing relationships, limit the products they sell, including the types of products offered by us, or otherwise reduce or terminate their distribution relationships with us. This could be due to various reasons, such as industry consolidation of distributors or other industry changes that increase the competition for access to distributors, developments in laws or regulations that affect our business or industry, including the marketing and sale of our products and services, adverse developments in our business, strategic decisions that impact our business, adverse rating agency actions or concerns about market-related risks. An interruption or reduction in certain key relationships could materially affect our ability to market our products and could have a material adverse effect on our businesses, operating results and financial condition.

In addition, we are responsible for the actions of our employees and can, in certain circumstances, be held responsible for the actions of our third-party distributors, including broker dealers, registered representatives, insurance agents and agencies and marketing organizations, in connection with the marketing and sale of our products by such parties in a manner that is deemed not compliant with applicable laws and regulations. This is particularly acute with respect to unaffiliated distributors. If our products are distributed to customers for whom they are unsuitable or distributed in a manner deemed inappropriate, we could suffer reputational and/or other financial harm to our business.

For a discussion regarding suitability standards, Item 1. Business – Regulation – U.S. Regulation.

We are exposed to certain risks if we are unable to maintain the availability of our critical technology systems and data and safeguard the confidentiality and integrity of our data, which could compromise our ability to conduct business and adversely affect our consolidated financial condition or results of operations. We use computer systems to store, retrieve, evaluate and use customer, employee, and company data and information. Some of these systems, in turn, rely upon third-party

systems, which themselves may rely on the systems of other third parties. Additionally, some of our systems are older, legacy-type systems that are less efficient and require an ongoing commitment of significant resources to maintain or upgrade. Our business is highly dependent on our ability to access these systems to perform necessary business functions. These functions include providing insurance or reinsurance quotes, processing premium payments, making changes to existing policies, filing and paying claims, administering life and annuity products and mutual funds, providing customer support, executing transactions and managing our investment portfolios. Systems failures or outages could compromise our ability to perform these functions in a timely manner, which could harm our ability to conduct business, hurt our relationships with our business partners and customers and expose us to legal claims as well as regulatory investigations and sanctions. In the event of a natural disaster, a computer virus, unauthorized access, a terrorist attack, cyberattack or other disruption inside or outside the U.S., our systems may be inaccessible to our employees, customers or business partners for an extended period of time, and we may be unable to perform our duties for an extended period of time if our data or systems are disabled, manipulated, destroyed or otherwise compromised.

Like other global companies, the systems we maintain and third party systems we use have in the past been, and will likely in the future be, subject to or targets of unauthorized or fraudulent access, including physical or electronic break-ins or unauthorized tampering, as well as attempted cyber and other security threats and other computer-related penetrations. Also, like other global companies, we have an increasing challenge of attracting and retaining highly qualified security personnel to assist us in combatting these security threats. The frequency and sophistication of such threats continue to increase and often become further heightened in connection with geopolitical tensions. We must continuously monitor and develop our information technology networks and infrastructure in an effort to prevent, detect, address and mitigate the risk of threats to our data and systems, including malware and computer virus attacks, ransomware, unauthorized access, business e-mail compromise, misuse, denial-of-service attacks, system failures and disruptions. There is no assurance that our security measures, including information security policies, administrative, technical and physical controls and other actions designed as preventative, will provide fully effective protection from such events. AIG maintains cyber risk insurance, but this insurance may not cover all costs associated with the consequences of personal, confidential or proprietary information being compromised. In some cases, such compromise may not be immediately detected. This may impede or interrupt our business operations and could adversely affect our consolidated financial condition or results of operations.

In addition, we routinely transmit, receive and store personal, confidential and proprietary information by email and other electronic means. Although we attempt to keep such information confidential and secure, we may be unable to do so in all events, especially with clients, vendors, service providers, counterparties and other third parties who may not have or use appropriate controls to protect personal, confidential or proprietary information. Any problems caused by these third parties, including those resulting from breakdowns or other disruptions in information technology services provided by a vendor, failure of a vendor to handle current or higher volumes, cyber-attacks and security breaches at a vendor have in the past, and could in the future, adversely affect our ability to deliver products and services to our customers and otherwise conduct our business.

Furthermore, certain of our businesses are subject to compliance with laws and regulations enacted by U.S. federal and state governments, the European Union or other jurisdictions or enacted by various regulatory organizations or exchanges relating to the privacy and security of the information of clients, employees or others. The variety of applicable privacy and information security laws and regulations exposes us to heightened regulatory scrutiny and requires us to incur significant technical, legal and other expenses in an effort to ensure and maintain compliance. If we are found not to be in compliance with these laws and regulations, we could be subjected to significant civil and criminal liability and exposed to reputational harm. For additional information on data protection and cybersecurity regulations, see *Item 1. Business – Regulation – U.S. Regulation – Privacy, Data Protection and Cybersecurity and – International Regulation – Privacy, Data Protection and Cybersecurity*, and *Item 7. MD&A – Enterprise Risk Management – Operational Risk Management – Cybersecurity Risk*.

Additionally, the compromise of personal, confidential or proprietary information could cause a loss of data, give rise to remediation or other expenses, expose us to liability under U.S. and international laws and regulations, and subject us to litigation, investigations, sanctions and regulatory and law enforcement action, and result in reputational harm and loss of business, which could have a material adverse effect on our business, cash flows, financial condition and results of operations.

We are continuously evaluating and enhancing systems and creating new systems and processes, including to maintain or upgrade our business continuity plans (including, for example, use of cloud services), as our business depends on our ability to maintain and improve our technology systems for interacting with customers, brokers and employees. We have been required to further rely on our technology systems recently because as of March 2020, all non-essential staff were transitioned to a remote work environment in response to the COVID-19 crisis. Due to the complexity and interconnectedness of these systems and processes, these changes, as well as changes designed to update and enhance our protective measures to address new threats, increase the risk of a system or process failure or the creation of a gap in the associated security measures. Any such failure or gap could adversely affect our business operations and the advancement of our business or strategic initiatives.

For a discussion regarding the effects of the COVID-19 crisis on our business, see “COVID-19 is adversely affecting, and is expected to continue to adversely affect, our global business, financial condition and results of operations, and its ultimate impact will depend on future developments that are uncertain and cannot be predicted, including the scope, severity and duration of the crisis, and the governmental, legislative and regulatory actions taken and court decisions rendered in response thereto” above.

Third parties we rely upon to provide certain business and administrative services on our behalf may not perform as anticipated, which could have an adverse effect on our business and results of operations. We rely on the use of third-party providers to deliver contracted services in a broad range of areas. For example, we have engaged with Accenture plc for the delivery of services related to the administration or servicing of certain policies and contracts and investment assets, investment accounting and operational functions, finance and actuarial services, human resources and information technology services related to infrastructure, application development and maintenance. Some of these providers are located outside the U.S., which exposes us to business disruptions and political risks inherent when conducting business outside of the U.S. We periodically negotiate provisions and renewals of these relationships, and there can be no assurance that such terms will remain acceptable to us, such third parties or regulators. If such third-party providers experience disruptions, fail to meet applicable licensure requirements, do not perform as anticipated or in compliance with applicable laws and regulations, or such third-party provider in turn relies on services from another third-party provider, who experiences such disruptions, licensure failures, nonperformance or noncompliance, we may experience operational difficulties, an inability to meet obligations (including, but not limited to, legal, regulatory or policyholder obligations), a loss of business, increased costs or reputational harm, compromises to our data integrity, or suffer other negative consequences, all of which may have a material adverse effect on our business, consolidated results of operations, liquidity and financial condition. Third parties performing regulated activities on our behalf, such as sales and servicing of insurance products, pose a heightened risk as we may be held accountable for third party conduct that is not in compliance with applicable law.

For a discussion regarding cyber risk arising from third-party providers, see “We are exposed to certain risks if we are unable to maintain the availability of our critical technology systems and data and safeguard the confidentiality and integrity of our data, which could compromise our ability to conduct business and adversely affect our consolidated financial condition or results of operations” above.

For a discussion regarding increased risks arising from our reliance on third parties as a result of the COVID-19 crisis, see “COVID-19 is adversely affecting, and is expected to continue to adversely affect, our global business, financial condition and results of operations, and its ultimate impact will depend on future developments that are uncertain and cannot be predicted, including the scope, severity and duration of the crisis, and the governmental, legislative and regulatory actions taken and court decisions rendered in response thereto” above.

Business or asset acquisitions and dispositions may expose us to certain risks. The completion of any business or asset acquisition or disposition is subject to certain risks, including those relating to the receipt of required regulatory approvals, the terms and conditions of regulatory approvals including any financial accommodations required by regulators, our ability to satisfy such terms, conditions and accommodations, the occurrence of any event, change or other circumstances that could give rise to the termination of a transaction and the risk that parties may not be willing or able to satisfy the conditions to a transaction. As a result, there can be no assurance that any business or asset acquisition or disposition will be completed as contemplated, or at all, or regarding the expected timing of the completion of the acquisition or disposition. For example, on October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG. No decisions have yet been made regarding the structure of the initial disposition of up to a 19.9% interest in the Life and Retirement business. In addition, any separation transaction will be subject to the satisfaction of various conditions and approvals, including approval by the AIG Board of Directors, receipt of insurance and other required regulatory approvals, and satisfaction of any applicable requirements of the SEC. No assurance can be given regarding the form that a separation transaction may take or the specific terms or timing thereof, or that a separation will in fact occur. There can be no guarantee that we will receive the required approvals or that closing conditions will be satisfied in order to consummate the separation of the Life and Retirement business and for any other disposition.

Once we complete acquisitions or dispositions, there can be no assurance that we will realize the anticipated economic, strategic or other benefits of any transaction. For example, the integration of businesses we acquire may not be as successful as we anticipate or there may be undisclosed risks present in such businesses. Acquisitions involve a number of risks, including operational, strategic, financial, accounting, legal, compliance and tax risks. Difficulties integrating an acquired business may result in the acquired business performing differently than we expected (including through the loss of customers) or in our failure to realize anticipated expense-related efficiencies. Our existing businesses could also be negatively impacted by acquisitions. Risks resulting from future acquisitions may have a material adverse effect on our results of operations and financial condition. In connection with a business or asset disposition, we may also hold a concentrated position in securities of the acquirer as part of the consideration, which subjects us to risks related to the price of equity securities and our ability to monetize such securities. In addition, with respect to certain dispositions, we are subject to regulatory and other restrictions on our use of proceeds. For example, following the closing of the sale of our controlling interest in Fortitude Holdings in June 2020, we contributed approximately \$835 million of the proceeds of the sale of

Fortitude Holdings to certain of our insurance company subsidiaries. In addition, we have provided and may provide financial guarantees and indemnities in connection with the businesses we have sold or may sell, as described in greater detail in Note 16 to the Consolidated Financial Statements. While we do not currently believe that claims under these indemnities will be material, it is possible that significant indemnity claims could be made against us. If such a claim or claims were successful, it could have a material adverse effect on our results of operations, cash flows and liquidity.

For additional information regarding the risks associated with AIG's separation of its Life and Retirement business, see "No assurances can be given that the separation of our Life and Retirement business will occur or as to the specific terms or timing thereof. In addition, the separation could exacerbate other risks to which AIG is exposed." above.

For additional information on these financial guarantees and indemnities see Note 16 to the Consolidated Financial Statements.

Significant legal proceedings may adversely affect our results of operations or financial condition. In the normal course of business, we face significant risk from regulatory and governmental investigations and civil actions, litigation and other forms of dispute resolution in various domestic and foreign jurisdictions. In our insurance and reinsurance operations, we frequently engage in litigation and arbitration concerning the scope of coverage under insurance and reinsurance contracts, and face litigation and arbitration in which our subsidiaries defend or indemnify their insureds under insurance and reinsurance contracts. Additionally, from time to time, various regulatory and governmental agencies review the transactions and practices of AIG and our subsidiaries in connection with industry-wide and other inquiries into, among other matters, the business practices of current and former operating insurance subsidiaries. Such investigations, inquiries or examinations have and could develop into administrative, civil or criminal proceedings or enforcement actions, in which remedies could include fines, penalties, restitution or alterations in our business practices, and could result in additional expenses, limitations on certain business activities and reputational damage.

AIG, our subsidiaries and their respective officers and directors are also subject to a variety of additional types of legal disputes brought by holders of AIG securities, customers, employees and others, alleging, among other things, breach of contractual or fiduciary duties, bad faith, indemnification and violations of federal and state statutes and regulations. Certain of these matters involve potentially significant risk of loss due to the possibility of significant jury awards and settlements, punitive damages or other penalties. Many of these matters are also highly complex and seek recovery on behalf of a class or similarly large number of plaintiffs. It is therefore inherently difficult to predict the size or scope of potential future losses arising from them, and developments in these matters could have a material adverse effect on our consolidated financial condition or consolidated results of operations.

For a discussion of certain legal proceedings, including certain tax controversies, see Notes 16 and 22 to the Consolidated Financial Statements.

For a discussion regarding potential litigation exposure as a result of the COVID-19 crisis, see "COVID-19 is adversely affecting, and is expected to continue to adversely affect, our global business, financial condition and results of operations, and its ultimate impact will depend on future developments that are uncertain and cannot be predicted, including the scope, severity and duration of the crisis, and the governmental, legislative and regulatory actions taken and court decisions rendered in response thereto" above.

Our risk management policies and procedures may prove to be ineffective and leave us exposed to unidentified or unanticipated risk, which could adversely affect our businesses or result in losses. We have developed and continue to develop enterprise-wide risk management policies and procedures to mitigate risk and loss to which we are exposed, which include hedging programs designed to manage market risk and reinsurance to manage geographic accumulations. There are, however, inherent limitations to risk management strategies because there may exist, or develop in the future, risks that we have not sufficiently or accurately anticipated or identified. For example, our hedging programs utilize various derivative instruments, including but not limited to equity options, futures contracts, interest rate swaps and swaptions, as well as other hedging instruments, which may not effectively or completely reduce our risk; and assumptions underlying models used to measure accumulations and support reinsurance purchases may be proven inaccurate and could leave us exposed to larger than expected catastrophe losses in a given year. In addition, our current business continuity and disaster recovery plans may not be sufficient to reduce the impact of pandemics and other natural or man-made catastrophic events that are beyond our anticipated thresholds or impact tolerances. If our risk management policies and procedures are ineffective, we may suffer unexpected losses and could be materially adversely affected. As our businesses change and the markets in which we operate evolve, our risk management framework may not evolve at the same pace as those changes. As a result, there is a risk that new products or new business strategies may present risks that are not appropriately identified, monitored or managed. In times of market stress, unanticipated financial market movements or unanticipated claims experience resulting from adverse mortality, morbidity or policyholder behavior, the effectiveness of our risk management strategies may be limited, resulting in losses to us. In addition, there can be no assurance that we can effectively review and monitor all risks or that all of our employees will follow our risk management policies and procedures.

REGULATION

Our businesses are heavily regulated and changes in laws and regulations may affect our operations, increase our insurance subsidiary capital requirements or reduce our profitability. Our operations generally, and our insurance and reinsurance subsidiaries in particular, are subject to extensive and potentially conflicting laws and regulations in the jurisdictions in which we operate. Our business and financial condition are also subject to supervision and regulation by authorities in the various jurisdictions in which we do business. Federal, state and foreign regulators also periodically review and investigate our insurance and reinsurance businesses, including AIG-specific and industry-wide practices. The primary purpose of insurance regulation is the protection of our insurance and reinsurance contract holders, and not our investors. The extent of domestic regulation on our insurance and reinsurance business varies, but generally is governed by state statutes that delegate regulatory, supervisory and administrative authority to state insurance departments. In addition, federal and state securities laws and regulations apply to certain of our insurance products that are considered 'securities' under such laws, including our variable annuity contracts, variable life insurance policies and the separate accounts that issue them, as well as our broker-dealer, investment advisor and mutual funds operations. The laws and regulations that apply to our business and operations generally grant regulatory agencies and/or self-regulatory organizations broad rulemaking and enforcement powers, including the power to regulate the issuance, sale and distribution of our products, the standard of care applicable to our producers and agents who sell our products and the manner in which certain conflicts of interest arising from or related to such sale are to be addressed, the delivery of our services, the nature or extent of disclosures required to be given to our customers, the compensation of our distribution partners, the manner in which we handle claims on our policies and the administration of our policies and contracts, as well as the power to limit or restrict the conduct of business for failure to comply with applicable securities laws and regulations.

We strive to comply with laws and regulations applicable to our businesses, operations and legal entities. The application of and compliance with such laws and regulations may be subject to interpretation, evolving industry practices and regulatory expectations that could result in increased compliance costs. The relevant authorities may not agree with our interpretation of these laws and regulations, including, for example, our implementation of requirements related to new or changes in capital, accounting treatment or reserving such as those governing principle-based reserving (PBR), or with our policies and procedures adopted to address evolving industry practices or meet regulatory expectations. Such authorities' interpretation and views may also change from time to time. If we are found not to have complied with applicable legal or regulatory requirements, these authorities could preclude or temporarily suspend us from carrying on some or all of our activities, impose substantial fines or require corrective actions to be taken, which individually or in the aggregate could adversely affect our business, operations and financial condition. Additionally, if such authorities' interpretation of requirements related to new or changes in capital, accounting treatment and/or valuation manual or reserving (such as PBR) materially differs from ours, we may incur higher operating costs or sales of products subject to such requirement or treatment may be affected.

We also strive to maintain all required licenses and approvals. Regulatory authorities have relatively broad discretion to grant, renew or revoke licenses and approvals. If we do not have the required licenses and approvals, these authorities could preclude or temporarily suspend us from carrying on some or all of our activities or impose substantial fines. Further, insurance regulatory authorities have relatively broad discretion to issue orders of supervision, which permit them to apply enhanced supervision to the business and operations of an insurance or reinsurance company.

In the U.S., the RBC formula is designed to measure the adequacy of an insurer's statutory surplus in relation to the risks inherent in its business. Regulators in other jurisdictions in which we do business have adopted capital and liquidity standards applicable to insurers and reinsurers operating in their jurisdiction. Failure to comply with such RBC capital, liquidity and similar requirements would generally permit the insurance regulator to take certain regulatory actions that could materially impact the affected company's operations. Those actions range from requiring an insurer to submit a plan describing how it would regain a specified RBC ratio to a mandatory regulatory takeover of the company. The NAIC and the IAIS are also developing and testing methodologies for assessing group-wide regulatory capital, which might evolve into more formal group-wide capital requirements on certain insurance companies and/or their holding companies that may augment state-law RBC standards, and similar international standards, that apply at the legal entity level, and such capital calculations may be made, in whole or in part, on bases other than the statutory statements of our insurance and reinsurance subsidiaries. We cannot predict the effect these initiatives may have on our business, consolidated results of operations, liquidity and financial condition.

See "Actions by foreign governments, regulators and international standard setters could result in substantial additional regulation to which we may be subject" below for additional information on increased capital and other requirements that may be imposed on us.

The degree of regulation and supervision in foreign jurisdictions varies. AIG subsidiaries operating in foreign jurisdictions must satisfy local regulatory requirements and it is possible that local licenses may require AIG Parent to meet certain conditions. Licenses issued by foreign authorities to our subsidiaries are subject to modification and revocation. Accordingly, our insurance subsidiaries could be prevented from conducting future business in certain of the jurisdictions where they currently operate. Adverse actions from any single

country could adversely affect our business, consolidated results of operations, liquidity and financial condition, depending on the magnitude of the event and our financial exposure at that time in that country.

For further discussion of our regulatory environment see Item 1. Business – Regulation.

For a discussion regarding the regulatory response to the COVID-19 crisis, see “COVID-19 is adversely affecting, and is expected to continue to adversely affect, our global business, financial condition and results of operations, and its ultimate impact will depend on future developments that are uncertain and cannot be predicted, including the scope, severity and duration of the crisis, and the governmental, legislative and regulatory actions taken and court decisions rendered in response thereto” above.

Actions by foreign governments, regulators and international standard setters could result in substantial additional regulation to which we may be subject. We cannot predict the impact laws and regulations adopted in foreign jurisdictions may have on the financial markets generally or our businesses, results of operations or cash flows. It is possible such laws and regulations, our satisfaction of the IAIG criteria and certain standard-setting initiatives by the FSB and the IAIS, including, but not limited to, the IAIS’ Common Framework for the Supervision of IAIGs, a holistic framework for the assessment and mitigation of systemic risk and the development and refinement of a risk-based global ICS, Solvency II and European Data Protection Board Cross Border Data Transfer in the European Union, may significantly alter our business practices. For example, regulators have imposed and may continue to impose new requirements or issue new guidance aimed at addressing or mitigating climate change-related risks. They may also limit our ability to engage in capital or liability management, require us to raise additional capital, and impose burdensome requirements and additional costs. It is also possible that the laws and regulations adopted in foreign jurisdictions will differ from one another, and that they could be inconsistent with the laws and regulations of other jurisdictions in which we operate, including the U.S.

For a discussion of the effects of regulations related to climate change on our business, see “Climate change may adversely affect our business and financial condition” above.

For further details on these international regulations and their potential impact on AIG and its businesses, see Item 1. Business – Regulation – International Regulation.

Attempts to efficiently manage the impact of Regulation XXX, Actuarial Guideline AXXX and Principle-Based Reserving may not be successful in whole or in part resulting in an adverse effect on our financial condition and results of operations. Regulation XXX requires insurers to establish additional statutory reserves for term life insurance policies with long-term premium guarantees and universal life policies with secondary guarantees. In addition, NAIC Actuarial Guideline 38 (Guideline AXXX) clarifies the application of Regulation XXX as to certain universal life insurance policies with secondary guarantees. In December 2012, the NAIC approved a new Valuation Manual (VM) containing a principle-based approach to life insurance company reserves, which became effective on January 1, 2017, and replaced Regulation XXX and Guideline AXXX for new life insurance business issued after January 1, 2017. As permitted by applicable regulations, we deferred implementing PBR until January 1, 2020, and have applied it as of such date for relevant life insurance business issued on or after January 1, 2020.

For additional information regarding principle-based reserving, see Item 1. Business – Regulation – U.S. Regulation – Insurance Regulation.

Our domestic Life and Retirement companies manage the capital impact of statutory reserve requirements under Regulation XXX and Guideline AXXX through reinsurance transactions. We have also begun and may continue to pursue reinsurance transactions to manage the capital impact of statutory reserve requirements under PBR. The application of Regulation XXX, Guideline AXXX and PBR involve numerous interpretations. If state insurance departments do not agree with our interpretations or if regulations change with respect to our ability to manage the capital impact of certain statutory reserve requirements, our statutory reserve requirements could increase, or our ability to take reserve credit for reinsurance transactions could be reduced or eliminated. As a result, we could be required to raise capital to replace the reserve credit provided by the reinsurance transactions or incur higher costs to obtain reinsurance, each of which could adversely affect our sales of these products and our financial condition or results of operations.

For additional information on statutory reserving requirements under Regulation XXX and Guideline AXXX and our use of reinsurance see Note 19 to the Consolidated Financial Statements.

New laws and regulations may affect our businesses, results of operations, financial condition and ability to compete effectively. Legislators, regulators and self-regulatory organizations have in the past, and may in the future, periodically consider various proposals that may affect or restrict, among other things, our business practices, product designs and distribution relationships, how we market, sell or service certain products we offer, our capital, reserving and accounting requirements, or the profitability of certain of our businesses. New laws and regulations may even affect or significantly limit our ability to conduct certain businesses at all, including proposals relating to restrictions on the type of activities in which financial institutions are permitted to engage. These proposals could also impose additional taxes on a limited subset of financial institutions and insurance companies (either based on size, activities, geography or other criteria). It is uncertain whether and how these and other such proposals would

apply to us, those who sell or service our products, or our competitors or how they could impact our ability to compete effectively, as well as our business, consolidated results of operations, liquidity and financial condition.

For a discussion regarding the regulatory response to the COVID-19 crisis, see “COVID-19 is adversely affecting, and is expected to continue to adversely affect, our global business, financial condition and results of operations, and its ultimate impact will depend on future developments that are uncertain and cannot be predicted, including the scope, severity and duration of the crisis, and the governmental, legislative and regulatory actions taken and court decisions rendered in response thereto” above.

Certain provisions of Dodd-Frank remain relevant to insurance groups generally, including AIG. The Financial Stability Oversight Council (Council) rescinded our designation as a nonbank SIFI on September 29, 2017, but the Council remains authorized under Dodd-Frank to determine, subject to certain statutory and regulatory standards and to the Council’s guidance, which was most recently changed to favor an activities-based approach to systemic risk identification and mitigation, that certain nonbank financial companies be designated as nonbank SIFIs subject to supervision by the Board of Governors of the Federal Reserve System and enhanced prudential standards. The Council may also recommend that state insurance regulators or other regulators apply new or heightened standards and safeguards for activities or practices that we and other insurers or other nonbank financial services companies, including insurers, engage in. Additionally, Dodd-Frank directs existing and newly created government agencies and bodies to promulgate regulations implementing the law, which is an ongoing process. There remains considerable uncertainty as to the potential adoption and timing of additional regulatory changes related to Dodd-Frank. We cannot predict the requirements of any additional regulations that may be ultimately adopted or the impact they may have on our businesses, consolidated results of operations, liquidity and financial condition.

See Item 1. Business – Regulation – U.S. Regulation – Dodd-Frank for further discussion of provisions of Dodd-Frank that remain relevant to insurance groups generally.

An “ownership change” could limit our ability to utilize tax loss and credit carryforwards to offset future taxable income. As of December 31, 2020, on a U.S. GAAP basis, we had U.S. federal net operating loss carryforwards of approximately \$31.6 billion and \$1.4 billion in foreign tax credits. Our ability to use these tax attributes to offset future taxable income may be significantly limited if we experience an “ownership change” as defined in Section 382 of the Internal Revenue Code. In general, an ownership change will occur when the percentage of AIG Parent’s ownership (measured by value) by one or more “5-percent shareholders” (as defined in the Internal Revenue Code) has increased by more than 50 percentage points over the lowest percentage owned by such shareholders at any time during the prior three years (calculated on a rolling basis). An entity that experiences an ownership change generally will be subject to an annual limitation on its utilization of pre-ownership change tax loss and credit carryforwards equal to the equity value of the corporation immediately before the ownership change, multiplied by the long-term, tax-exempt rate posted monthly by the IRS (AFR) (subject to certain adjustments). The annual limitation would be increased each year to the extent that there is an unused limitation in a prior year. The limitation on our ability to utilize tax loss and credit carryforwards arising from an ownership change under Section 382 of the Internal Revenue Code would be dependent on the value of our equity and the AFR at the time of any ownership change. If we were to experience an “ownership change”, it is possible that a significant portion of our tax loss and credit carryforwards could expire before we would be able to use them to offset future taxable income.

On March 9, 2011, our Board adopted our Tax Asset Protection Plan (the Plan) to help protect these tax loss and credit carryforwards, and on December 14, 2016, our Board adopted an amendment to the Plan, extending its expiration date to December 14, 2019. Our shareholders ratified the amendment of the Plan at our 2017 Annual Meeting of Shareholders. Thereafter, on December 11, 2019, our Board adopted a further amendment to the Plan, extending its expiration date to December 11, 2022. Our shareholders ratified the amendment of the Plan at our 2020 Annual Meeting of Shareholders. At our 2011 Annual Meeting of Shareholders, our shareholders adopted a protective amendment to our Restated Certificate of Incorporation (Protective Amendment), which is designed to prevent certain transfers of AIG Common Stock that could result in an “ownership change”. At our 2017 Annual Meeting of Shareholders, our shareholders approved the amendment to our Amended and Restated Certificate of Incorporation to adopt a successor to the Protective Amendment that contains substantially the same terms as the Protective Amendment. At our 2020 Annual Meeting of Shareholders, our shareholders adopted an amendment and restatement to our Amended and Restated Certificate of Incorporation to adopt a successor to the Protective Amendment that contains substantially the same terms as the Protective Amendment but would expire on May 13, 2023.

The Plan is designed to reduce the likelihood of an “ownership change” by (i) discouraging any person or group from becoming a 4.99 percent shareholder and (ii) discouraging any existing 4.99 percent shareholder from acquiring additional shares of AIG Common Stock. The Protective Amendment generally restricts any transfer of AIG Common Stock that would (i) increase the ownership by any person to 4.99 percent or more of AIG Common Stock then outstanding or (ii) increase the percentage of AIG Common Stock owned by a Five Percent Stockholder (as defined in the Plan). Despite the intentions of the Plan and the Protective Amendment to deter and prevent an “ownership change”, such an event may still occur. In addition, the Plan and the Protective Amendment may make it more difficult and more expensive to acquire us, and may discourage open market purchases of AIG Common Stock or a non-negotiated

tender or exchange offer for AIG Common Stock. Accordingly, the Plan and the Protective Amendment may limit a shareholder's ability to realize a premium over the market price of AIG Common Stock in connection with any stock transaction.

Changes to tax laws, including U.S. legislation enacted in late 2017, could increase our corporate taxes or make some of our products less attractive to consumers. The 2017 Tax Act, known informally as the Tax Cuts and Jobs Act, reduced the statutory rate of U.S. federal corporate income tax to 21 percent and enacted numerous other changes impacting AIG and the insurance industry.

The reduction in the statutory U.S. federal corporate income tax rate has positively impacted AIG's future U.S. after-tax earnings. Other changes in the Tax Act that broaden the tax base by reducing or eliminating deductions for certain items (e.g., reductions to separate account dividends received deductions, disallowance of entertainment expenses, and limitations on the deduction of certain executive compensation costs) will offset a portion of the benefits from the lower statutory rate. Other specific changes, including the calculation of insurance tax reserves and the amortization of deferred acquisition costs, will impact the timing of our tax expense items and could impact the pricing of certain insurance products.

In addition to changing the taxation of corporations in general and insurance companies in particular, the Tax Act temporarily reduced certain tax rates for individuals and increased the exemption for the federal estate tax. These changes could reduce demand in the U.S. for life insurance and annuity contracts, which could reduce our income over time due to lower sales of these products or potential increased surrenders of in-force business.

Furthermore, the overall impact of the Tax Act is subject to the effect of other complex provisions in the Tax Act (including the base erosion and anti-abuse tax (BEAT) and global intangible low-taxed income (GILTI)), which reduce a portion of the benefit from the lower statutory U.S. federal rate. While the U.S. tax authorities issued formal guidance and recently issued final regulations for BEAT and other provisions of the Tax Act, there are still certain aspects of the Tax Act that remain unclear. AIG will continue to review the impact of BEAT, GILTI and related provisions as further guidance is issued. Any further guidance may result in changes to the interpretations and assumptions we made and actions we may take, which as a result may impact the amounts recorded with respect to international provisions of the Tax Act, possibly materially.

In addition, new tax laws outside the U.S. similar to BEAT or enacted in response to proposals by the Organisation for Economic Co-operation and Development could make substantive changes to the global international tax regime. Such changes could impact cross border reinsurance transactions, which could increase our tax costs globally.

Finally, it is possible that tax laws will be further changed either in a technical corrections bill or entirely new legislation. It remains difficult to predict whether or when there will be any tax law changes or further guidance by the authorities in the U.S. or elsewhere in the world having a material adverse effect on our business, consolidated results of operations, liquidity and financial condition, as the impact of broad proposals on our business can vary substantially depending upon the specific changes or further guidance made and how the changes or guidance are implemented by the authorities.

For additional information see Item 7. MD&A – Consolidated Results of Operations – U.S. Tax Law Changes.

The USA PATRIOT Act, the Foreign Corrupt Practices Act, the Office of Foreign Assets Control regulations and similar laws and regulations that apply to us may expose us to significant penalties. As a company that operates in approximately 80 countries and jurisdictions, AIG is subject to myriad regulations which govern items such as sanctions, bribery and anti-money laundering, for which failure to comply exposes us to significant penalties. The USA PATRIOT Act of 2001 requires companies to know certain information about their clients and to monitor their transactions for suspicious activities. The Foreign Corrupt Practices Act makes it unlawful for certain classes of persons and entities to make payments to foreign government officials to assist in obtaining or retaining business. Also, the Department of the Treasury's Office of Foreign Assets Control administers regulations requiring U.S. persons to refrain from doing business, or allowing their clients to do business through them, with certain organizations or individuals on a prohibited list maintained by the U.S. government or with certain countries. The UK, the EU and other jurisdictions maintain similar laws and regulations. The laws and regulations of other jurisdictions may sometimes conflict with those of the U.S. Although we have instituted compliance programs to address these requirements, as well as potential conflicts of law, there are inherent risks in global transactions.

ESTIMATES AND ASSUMPTIONS

Estimates used in the preparation of financial statements and modeled results used in various areas of our business may differ materially from actual experience. Our financial statements are prepared in conformity with U.S. Generally Accepted Accounting Principles (U.S. GAAP), which requires the application of accounting policies that often involve a significant degree of judgment. The accounting policies that we consider most dependent on the application of estimates and assumptions, and therefore may be viewed as critical accounting estimates, are described in Item 7. MD&A – Critical Accounting Estimates. These accounting estimates require the use of assumptions, some of which are highly uncertain at the time of estimation. These estimates are based on

judgment, current facts and circumstances, and, when applicable, internally developed models. Therefore, actual results could differ from these estimates, possibly in the near term, and could have a material effect on our consolidated financial statements.

In addition, we employ models to price products, calculate reserves and value assets, as well as evaluate risk and determine capital requirements, among other uses. These models rely on estimates and projections that are inherently uncertain, may use incomplete, outdated or incorrect data or assumptions and may not operate properly. To the extent that any of our operating practices and procedures do not accurately produce, or reproduce, data that we use to conduct any or all aspects of our business, such errors may negatively impact our business, reputation, results of operations, and financial condition. For example, modeling for man-made catastrophes, such as terrorism and cyber events is especially difficult and less reliable given such models are in the early stages of development and therefore, not widely adopted or available. In addition, actions taken by governments and monetary authorities in response to the COVID-19 crisis have affected and may affect our models used to estimate volatility, among other items, which could adversely affect our business. As our businesses continue to expand and evolve, the number and complexity of models we employ has grown, increasing our inherent exposure to error in the design, implementation or use of models, including the associated input data, controls and assumptions, and the controls we have in place to mitigate their risk may not be effective in all cases.

Changes in accounting principles and financial reporting requirements impact our consolidated results of operations and financial condition. Our financial statements are subject to the application of U.S. GAAP, which is periodically revised. Accordingly, from time to time, we are required to adopt new or revised accounting standards issued by recognized authoritative bodies, including the Financial Accounting Standards Board (FASB).

The FASB has revised the accounting standards for insurance contracts. The FASB issued Accounting Standards Update (ASU) No. 2018-12 – Targeted Improvements to the Accounting for Long-Duration Contracts, which has an effective date of January 1, 2023 and will significantly change the accounting measurements and disclosures for long-duration insurance contracts, which primarily relates to our life and annuity products as well as certain accident and health products, among others. Changes to the manner in which we account for long-duration products could impact our consolidated results of operations, liquidity and financial condition.

The FASB issued ASU No. 2016-13 – Measurement of Credit Losses on Financial Instruments, which took effect on January 1, 2020. This standard changes how we account for credit losses for most financial assets, premiums receivable and reinsurance receivables. The standard replaces the incurred loss impairment model with a “current expected credit loss model” that generally results in earlier recognition of credit losses. The standard applies to financial assets subject to credit losses, including loans measured at amortized cost, reinsurance receivables and certain off-balance sheet credit exposures. Additionally, the impairment of available-for-sale debt securities, including purchased credit deteriorated securities, are subject to the new guidance and are measured in a similar manner, except that losses are recognized as allowances rather than reductions in the amortized cost of the securities. The standard impacts our consolidated results of operations, liquidity and financial condition and requires additional information to be disclosed in the Notes to the Consolidated Financial Statements.

The adoption of the newly issued standards as well as other future accounting standards could impact our reported consolidated results of operations, liquidity and reported financial condition.

For a discussion of the impact of accounting pronouncements that have been issued but are not yet required to be implemented see Note 2 to the Consolidated Financial Statements.

If our businesses do not perform well and/or their estimated fair values decline, we may be required to recognize an impairment of our goodwill or to establish an additional valuation allowance against the deferred income tax assets, which could have a material adverse effect on our results of operations and financial condition. Goodwill represents the excess of the amounts we paid to acquire subsidiaries and other businesses over the fair value of their net assets at the date of acquisition. We test goodwill at least annually for impairment and conduct interim qualitative assessments on a periodic basis. Impairment testing is performed based upon estimates of the fair value of the “reporting unit” to which the goodwill relates. In 2020, for substantially all of the reporting units we elected to bypass the qualitative assessment of whether goodwill impairment may exist and, therefore, performed quantitative assessments that supported a conclusion that the fair value of all of the reporting units tested exceeded their book value. The fair value of the reporting unit is impacted by the performance of the business and could be adversely impacted if new business, customer retention, profitability or other drivers of performance differ from expectations, or upon the occurrence of certain events, including a significant and adverse change in regulations, legal factors, accounting standards or business climate, or an adverse action or assessment by a regulator. Our goodwill balance was \$4.1 billion at December 31, 2020. If it is determined that goodwill has been impaired, we must write down goodwill by the amount of the impairment, with a corresponding charge to net income (loss). These write-downs could have a material adverse effect on our consolidated results of operations, liquidity and financial condition. *For further discussion regarding goodwill impairment, see Item 7. MD&A – Critical Accounting Estimates – Allowance for Credit Losses and Goodwill Impairment – Goodwill Impairment and Note 12 to the Consolidated Financial Statements.*

Deferred income tax represents the tax effect of the differences between the book and tax basis of assets and liabilities. Deferred tax assets are assessed periodically by management to determine if they are realizable. As of December 31, 2020, we had net deferred tax assets, after valuation allowance, of \$12.4 billion, related to federal, foreign, and state and local jurisdictions. The performance of

the business, including the ability to generate future taxable income from a variety of sources and planning strategies, is factored into management's determination. If, based on available evidence, it is more likely than not that the deferred tax asset will not be realized, then a valuation allowance must be established with a corresponding charge to net income, which such action we have taken from time to time. Such charges could have a material adverse effect on our consolidated results of operations, liquidity and financial condition. *For further discussion regarding deferred tax assets, see Item 7. MD&A – Critical Accounting Estimates – Income Taxes and Note 22 to the Consolidated Financial Statements.*

Changes in our assumptions regarding the discount rate and expected rate of return for our pension and other postretirement benefit plans may result in increased expenses and reduce our profitability. We determine our pension and other postretirement benefit plan costs based on assumed discount rates, expected rates of return on plan assets and trends in health care costs. Changes in these assumptions, including from the impact of a sustained low or negative interest rate environment or rapidly rising interest rates, may result in increased expenses which could impact our consolidated results of operations, liquidity and financial condition.

For further details on our pension and postretirement benefit plans see Note 21 to the Consolidated Financial Statements.

COMPETITION AND EMPLOYEES

We face intense competition in each of our businesses. Our businesses operate in highly competitive environments, both domestically and overseas. Our principal competitors are other large multinational insurance organizations, as well as banks, investment banks and other nonbank financial institutions. The insurance industry in particular is highly competitive. Within the U.S., our General Insurance companies compete with other stock companies, specialty insurance organizations, mutual insurance companies and other underwriting organizations. Our Life and Retirement companies compete in the U.S. with life insurance companies and other participants in related financial services fields. Overseas, our subsidiaries compete for business with the foreign insurance operations of large U.S. insurers and with global insurance groups and local companies.

Technological advancements and innovation in the insurance industry, including those related to evolving customer preferences, the digitization of insurance products and services, acceleration of automated underwriting, and electronic processes present competitive risks. Technological advancements and innovation are occurring in distribution, underwriting, claims and operations at a rapid pace, and that pace may increase, particularly as companies increasingly use data analytics and technology as part of their business strategy. While we seek opportunities to leverage technological advancements and innovation for our customers' benefit, our business and results of operations could be materially and adversely affected if external technological advancements or innovation, or the regulation of technological advancements or innovation, limit our ability to retain existing business, write new business at adequate rates or on appropriate terms, render our insurance products less suitable or impact our ability to adapt or deploy current products as quickly and effectively as our competitors.

Reductions of our credit ratings or IFS ratings or negative publicity may make it more difficult to compete to retain existing customers and to maintain our historical levels of business with existing customers, counterparties and distribution relationships. General Insurance companies and Life and Retirement companies compete through a combination of risk acceptance criteria, product pricing, and terms and conditions. Retirement services companies compete through crediting rates and the issuance of guaranteed benefits. A decline in our position as to any one or more of these factors could adversely affect our profitability.

Competition for employees in our industry is intense, and managing key employee succession is critical to our success. We may not be able to attract and retain the key employees and highly skilled people we need to support our business. Our success depends, in large part, on our ability to attract and retain key employees and highly skilled people. Due to the intense competition in our industry for key employees with demonstrated ability, we may be unable to hire or retain such employees. For example, there is heightened competition for actuarial talent in the U.S. In addition, we may experience higher than expected employee turnover and difficulty attracting new employees as a result of uncertainty from strategic actions and organizational and operational changes, including the proposed separation of the Life and Retirement business from AIG. Losing any of our key people also could have a material adverse effect on our operations given their skills, knowledge of our business, years of industry experience and the potential difficulty of promptly finding qualified replacement employees. Our business and consolidated results of operations could be materially adversely affected if we are unsuccessful in attracting and retaining key employees.

In addition, we would be adversely affected if we fail to adequately plan for the succession of our senior management and other key employees. While we have succession plans and long-term compensation plans designed to retain our employees, our succession plans may not operate effectively and our compensation plans cannot guarantee that the services of these employees will continue to be available to us.

Employee error and misconduct may be difficult to detect and prevent and may result in significant losses. There have been a number of cases involving fraud or other misconduct by employees in the financial services industry in recent years and we run the risk that employee misconduct could occur. Our human resources and compliance departments work collaboratively to monitor for fraud

and conduct extensive training for employees, however, employee misconduct may still occur. Instances of fraud, illegal acts, errors, failure to document transactions properly or to obtain proper internal authorization, misuse of customer or proprietary information, or failure to comply with regulatory requirements or our internal policies may result in losses and/or reputational damage. It is not always possible to deter or prevent employee misconduct, and the controls that we have in place to prevent and detect this activity may not be effective in all cases.

We may not be able to protect our intellectual property and may be subject to infringement claims. We rely on a combination of contractual rights and copyright, trademark, patent and trade secret laws to establish and protect our intellectual property. Although we use a broad range of measures to protect our intellectual property rights, third parties may infringe or misappropriate our intellectual property. We have, and may in the future, litigate to enforce and protect our intellectual property and to determine its scope, validity or enforceability, which could divert significant resources and may not prove successful. Litigation to enforce our intellectual property rights may not be successful and cost a significant amount of money. The inability to secure or enforce the protection of our intellectual property assets could harm our reputation and have a material adverse effect on our business and our ability to compete. We also may be subject to costly litigation in the event that another party alleges our operations or activities infringe upon their intellectual property rights, including patent rights, or violate license usage rights. Any such intellectual property claims and any resulting litigation could result in significant expense and liability for damages, and in some circumstances we could be enjoined from providing certain products or services to our customers, or utilizing and benefiting from certain patent, copyrights, trademarks, trade secrets or licenses, or alternatively could be required to enter into costly licensing arrangements with third parties, all of which could have a material adverse effect on our business, consolidated results of operations and financial condition.

ITEM 1B | Unresolved Staff Comments

There are no unresolved written comments that were received from the SEC staff 180 days or more before the end of our fiscal year relating to periodic or current reports under the Exchange Act.

ITEM 2 | Properties

During 2019, we executed a sale and concurrent leaseback of our corporate headquarters building, which includes a portion of the operations of our General Insurance companies, located at 175 Water Street, New York, New York. We operate from approximately 146 offices in the United States and approximately 268 offices in approximately 50 foreign countries. We own 13 office buildings in the United States.

Our General Insurance companies own offices in 12 foreign countries and jurisdictions including Bermuda, Ecuador, Japan, Mexico, the UK and Venezuela. The remainder of the office space we use is leased. We believe that our leases and properties are sufficient for our current purposes.

LOCATIONS OF CERTAIN ASSETS

As of December 31, 2020, approximately 8 percent of our consolidated assets were located outside the U.S. and Canada, including \$797 million of cash and securities on deposit with regulatory authorities in those locations.

For additional geographic information see Note 3 to the Consolidated Financial Statements.

For total carrying values of cash and securities deposited by our insurance subsidiaries under requirements of regulatory authorities see Note 6 to the Consolidated Financial Statements.

Operations outside the U.S. and Canada and assets held abroad may be adversely affected by political developments in foreign countries, including tax changes, nationalization and changes in regulatory policy, as well as by consequence of hostilities and unrest. The risks of such occurrences and their overall effect upon us vary from country to country and cannot be predicted. If expropriation or nationalization does occur, our policy is to take all appropriate measures to seek recovery of any affected assets. Certain of the countries in which our business is conducted have currency restrictions that generally cause a delay in a company's ability to repatriate assets and profits.

For additional information see Item 1A. Risk Factors – Business and Operations.

ITEM 3 | Legal Proceedings

For a discussion of legal proceedings see Note 16 to the Consolidated Financial Statements, which is incorporated herein by reference.

ITEM 4 | Mine Safety Disclosures

Not applicable.

Part II

ITEM 5 | Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

AIG's common stock, par value \$2.50 per share (AIG Common Stock), is listed on the New York Stock Exchange (NYSE: AIG). There were approximately 21,324 stockholders of record of AIG Common Stock as of February 9, 2021.

Equity Compensation Plans

Our table of equity compensation plans will be included in the definitive proxy statement for AIG's 2021 Annual Meeting of Shareholders. The definitive proxy statement will be filed with the SEC no later than 120 days after the end of AIG's fiscal year pursuant to Regulation 14A.

Purchases of Equity Securities

On February 13, 2019, our Board of Directors authorized an additional increase to its previous repurchase authorization of AIG Common Stock of \$1.5 billion.

During the three-month period ended December 31, 2020, we did not repurchase any shares of AIG Common Stock or any warrants to purchase shares of AIG Common Stock under this authorization.

As of December 31, 2020, approximately \$1.5 billion remained under the authorization. In January 2021, we repurchased approximately \$92 million of additional shares of AIG Common Stock pursuant to an Exchange Act Rule 10b5-1 repurchase plan. Shares may be repurchased from time to time in the open market, private purchases, through forward, derivative, accelerated repurchase or automatic repurchase transactions or otherwise (including through the purchase of warrants). Certain of our share repurchases have been and may from time to time be effected through Exchange Act Rule 10b5-1 repurchase plans. The timing of any future share repurchases will depend on market conditions, our business and strategic plans, financial condition, results of operations, liquidity and other factors. The repurchase of AIG Common Stock and warrants to purchase shares of AIG Common Stock is also subject to the terms of AIG's Series A 5.85% Non-Cumulative Preferred Stock (Series A Preferred Stock), pursuant to which AIG may not (other than in limited circumstances) purchase, redeem or otherwise acquire AIG Common Stock unless the full dividends for the latest completed dividend period on all outstanding shares of Series A Preferred Stock have been declared and paid or provided for.

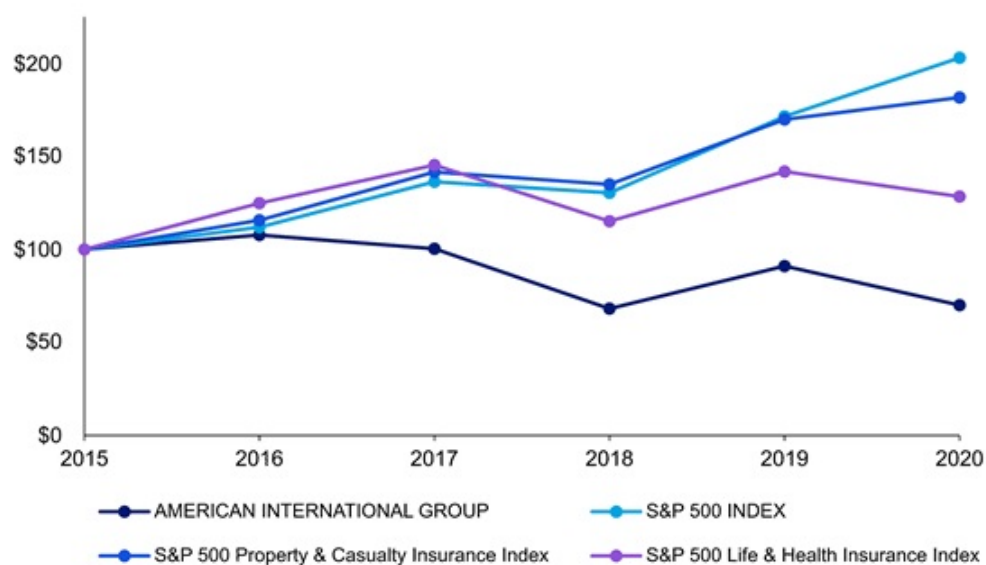
For additional information on our share purchases see Notes 17 and 23 to the Consolidated Financial Statements.

Common Stock Performance Graph

The following Performance Graph compares the cumulative total shareholder return on AIG Common Stock for a five-year period (December 31, 2015 to December 31, 2020) with the cumulative total return of the S&P's 500 stock index (which includes AIG), the S&P Property and Casualty Insurance Index and the S&P Life and Health Insurance Index.

Value of \$100 Invested on December 31, 2015

(All \$ as of December 31st)



Dividend reinvestment has been assumed and returns have been weighted to reflect relative stock market capitalization.

	As of December 31,					
	2015	2016	2017	2018	2019	2020
AIG	\$ 100.00	\$ 107.77	\$ 100.37	\$ 68.16	\$ 91.05	\$ 70.03
S&P 500	100.00	111.96	136.40	130.42	171.49	203.04
S&P 500 Property & Casualty Insurance Index	100.00	115.71	141.61	134.97	169.88	181.70
S&P 500 Life & Health Insurance	100.00	124.86	145.37	115.17	141.88	128.43

ITEM 6 | Selected Financial Data

Not applicable.

ITEM 7 | Management's Discussion and Analysis of Financial Condition and Results of Operations

Cautionary Statement Regarding Forward-Looking Information

This Annual Report on Form 10-K and other publicly available documents may include, and officers and representatives of AIG may from time to time make and discuss, 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 a 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 "will," "believe," "anticipate," "expect," "intend," "plan," "focused on achieving," "view," "target," "goal" or "estimate." These projections, goals, assumptions and statements may relate to future actions, prospective services or products, future performance or results of current and anticipated services or products, sales efforts, expenses, the outcome of contingencies such as legal proceedings, anticipated organizational, business or regulatory changes, the effect of catastrophes, such as the COVID-19 crisis, and macroeconomic events, anticipated dispositions, monetization and/or acquisitions of businesses or assets, or successful integration of acquired businesses, management succession and retention plans, exposure to risk, trends in operations and financial results.

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:

- the adverse impact of COVID-19, including with respect to AIG's business, financial condition and results of operations;
- changes in market and industry conditions, including the significant global economic downturn, volatility in financial and capital markets, prolonged economic recovery and disruptions to AIG's operations driven by COVID-19 and responses thereto, including new or changed governmental policy and regulatory actions;
- the occurrence of catastrophic events, both natural and man-made, including COVID-19, other pandemics, civil unrest and the effects of climate change;
- AIG's ability to successfully dispose of, monetize and/or acquire businesses or assets or successfully integrate acquired businesses, including any separation of the Life and Retirement business from AIG and the impact any separation may have on AIG, its businesses, employees, contracts and customers;
- AIG's ability to effectively execute on AIG 200 transformational programs designed to achieve underwriting excellence, modernization of AIG's operating infrastructure, enhanced user and customer experiences and unification of AIG;
- the impact of potential information technology, cybersecurity or data security breaches, including as a result of cyber-attacks or security vulnerabilities, the likelihood of which may increase due to extended remote business operations as a result of COVID-19;
- disruptions in the availability of AIG's electronic data systems or those of third parties;
- availability and affordability of reinsurance;
- the effectiveness of our risk management policies and procedures, including with respect to our business continuity and disaster recovery plans;
- nonperformance or defaults by counterparties, including Fortitude Re;
- changes in judgments concerning potential cost-saving opportunities;
- concentrations in AIG's investment portfolios;
- changes to the valuation of AIG's investments;
- changes to our sources of or access to liquidity;
- actions by rating agencies with respect to our credit and financial strength ratings;
- changes in judgments or assumptions concerning insurance underwriting and insurance liabilities;
- the effectiveness of strategies to recruit and retain key personnel and to implement effective succession plans;
- the requirements, which may change from time to time, of the global regulatory framework to which AIG is subject;
- significant legal, regulatory or governmental proceedings;
- changes in judgments concerning the recognition of deferred tax assets and the impairment of goodwill; and
- such other factors discussed in:
 - Part I, Item 1A. Risk Factors of this Annual Report; and
 - this Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) of this Annual Report.

We are not under any obligation (and expressly disclaim 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.

INDEX TO ITEM 7

	Page
Use of Non-GAAP Measures	51
Critical Accounting Estimates	53
Executive Summary	69
Overview	69
Financial Performance Summary	70
AIG's Outlook – Industry and Economic Factors	74
Consolidated Results of Operations	78
Business Segment Operations	84
General Insurance	85
Life and Retirement	97
Other Operations	114
Investments	116
Overview	116
Investment Highlights in 2020	116
Investment Strategies	116
Credit Ratings	118
Insurance Reserves	126
Loss Reserves	126
Life and Annuity Future Policy Benefits, Policyholder Contract Deposits and DAC	130
Liquidity and Capital Resources	139
Overview	139
Analysis of Sources and Uses of Cash	142
Liquidity and Capital Resources of AIG Parent and Subsidiaries	143
Credit Facilities	146
Contractual Obligations	146
Off-Balance Sheet Arrangements and Commercial Commitments	148
Debt	149
Credit Ratings	150
Financial Strength Ratings	151
Recent Rating Agency Actions	151
Regulation and Supervision	152
Dividends	152
Repurchases of AIG Common Stock	152
Dividend Restrictions	152
Enterprise Risk Management	153
Overview	153
Risk Governance Structure	153
Risk Appetite, Limits, Identification and Measurement	154
Credit Risk Management	156
Market Risk Management	157
Liquidity Risk Management	162
Operational Risk Management	163
Insurance Risks	165
Other Business Risks	173
Glossary	174
Acronyms	177

Throughout the MD&A, we use certain terms and abbreviations, which are summarized in the Glossary and Acronyms.

We have incorporated into this discussion a number of cross-references to additional information included throughout this Annual Report to assist readers seeking additional information related to a particular subject.

Use of Non-GAAP Measures

Throughout this MD&A, we present our financial condition and results of operations in the way we believe will be most meaningful and representative of our business results. Some of the measurements we use are “non-GAAP financial measures” under SEC rules and regulations. GAAP is the acronym for “generally accepted accounting principles” in the United States. The non-GAAP financial measures we present may not be comparable to similarly-named measures reported by other companies.

Book value per common share, excluding accumulated other comprehensive income (AOCI) adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets and deferred tax assets (DTA) (Adjusted book value per common share) is used to show the amount of our net worth on a per-common share basis after eliminating items that can fluctuate significantly from period to period including changes in fair value of AIG's available for sale securities portfolio, foreign currency translation adjustments and U.S. tax attribute deferred tax assets. This measure also eliminates the asymmetrical impact resulting from changes in fair value of our available for sale securities portfolio wherein there is largely no offsetting impact for certain related insurance liabilities. In addition, we adjust for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets since these fair value movements are economically transferred to Fortitude Re. We exclude deferred tax assets representing U.S. tax attributes related to net operating loss carryforwards and foreign tax credits as they have not yet been utilized. Amounts for interim periods are estimates based on projections of full-year attribute utilization. As net operating loss carryforwards and foreign tax credits are utilized, the portion of the DTA utilized is included in these book value per common share metrics. Adjusted book value per common share is derived by dividing total AIG common shareholders' equity, excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets, and DTA (Adjusted Common Shareholders' Equity), by total common shares outstanding. The reconciliation to book value per common share, the most comparable GAAP measure, is presented in the Executive Summary section of this MD&A.

Return on common equity – Adjusted after-tax income excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets and DTA (Adjusted return on common equity) is used to show the rate of return on common shareholders' equity. We believe this measure is useful to investors because it eliminates items that can fluctuate significantly from period to period, including changes in fair value of our available for sale securities portfolio, foreign currency translation adjustments and U.S. tax attribute deferred tax assets. This measure also eliminates the asymmetrical impact resulting from changes in fair value of our available for sale securities portfolio wherein there is largely no offsetting impact for certain related insurance liabilities. In addition, we adjust for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets since these fair value movements are economically transferred to Fortitude Re. We exclude deferred tax assets representing U.S. tax attributes related to net operating loss carryforwards and foreign tax credits as they have not yet been utilized. Amounts for interim periods are estimates based on projections of full-year attribute utilization. As net operating loss carryforwards and foreign tax credits are utilized, the portion of the DTA utilized is included in Adjusted return on common equity. Adjusted return on common equity is derived by dividing actual or annualized adjusted after-tax income attributable to AIG common shareholders by average Adjusted Common Shareholders' Equity. The reconciliation to return on common equity, the most comparable GAAP measure, is presented in the Executive Summary section of this MD&A.

Adjusted after-tax income attributable to AIG common shareholders is derived by excluding the tax effected adjusted pre-tax income (APTI) adjustments described below, dividends on preferred stock, and the following tax items from net income attributable to AIG:

- ☐ deferred income tax valuation allowance releases and charges;
- ☐ changes in uncertain tax positions and other tax items related to legacy matters having no relevance to our current businesses or operating performance; and
- ☐ net tax charge related to the enactment of the Tax Act;

and by excluding the net realized capital gains (losses) and other charges from noncontrolling interests.

We use the following operating performance measures because we believe they enhance the understanding of the underlying profitability of continuing operations and trends of our business segments. We believe they also allow for more meaningful comparisons with our insurance competitors. When we use these measures, reconciliations to the most comparable GAAP measure are provided on a consolidated basis in the Consolidated Results of Operations section of this MD&A.

Adjusted revenues exclude Net realized capital gains (losses), income from non-operating litigation settlements (included in Other income for GAAP purposes) and changes in fair value of securities used to hedge guaranteed living benefits (included in Net investment income for GAAP purposes). Adjusted revenues is a GAAP measure for our segments.

Adjusted pre-tax income is derived by excluding the items set forth below from income from continuing operations before income tax. This definition is consistent across our segments. These items generally fall into one or more of the following broad categories: legacy matters having no relevance to our current businesses or operating performance; adjustments to enhance transparency to the underlying economics of transactions; and measures that we believe to be common to the industry. APTI is a GAAP measure for our segments. For the period ended December 31, 2018, we have excluded changes in the fair value of equity securities from adjusted pre-tax income to be consistent with our elected prospective treatment beginning in the first quarter of 2019 due to a change in accounting principle. Excluded items include the following:

- changes in fair value of securities used to hedge guaranteed living benefits;
- changes in benefit reserves and deferred policy acquisition costs (DAC), value of business acquired (VOBA), and sales inducement assets (SIA) related to net realized capital gains and losses;
- changes in the fair value of equity securities;
- net investment income on Fortitude Re funds withheld assets post deconsolidation of Fortitude Re;
- following deconsolidation of Fortitude Re, net realized capital gains and losses on Fortitude Re funds withheld assets held by AIG in support of Fortitude Re's reinsurance obligations to AIG (Fortitude Re funds withheld assets);
- loss (gain) on extinguishment of debt;
- all net realized capital gains and losses except earned income (periodic settlements and changes in settlement accruals) on derivative instruments used for non-qualifying (economic) hedging or for asset replication. Earned income on such economic hedges is reclassified from net realized capital gains and losses to specific APTI line items based on the economic risk being hedged (e.g. net investment income and interest credited to policyholder account balances);
- income or loss from discontinued operations;
- net loss reserve discount benefit (charge);
- pension expense related to a one-time lump sum payment to former employees;
- income and loss from divested businesses;
- non-operating litigation reserves and settlements;
- restructuring and other costs related to initiatives designed to reduce operating expenses, improve efficiency and simplify our organization;
- the portion of favorable or unfavorable prior year reserve development for which we have ceded the risk under retroactive reinsurance agreements and related changes in amortization of the deferred gain;
- integration and transaction costs associated with acquiring or divesting businesses;
- losses from the impairment of goodwill; and
- non-recurring costs associated with the implementation of non-ordinary course legal or regulatory changes or changes to accounting principles.

□ **General Insurance**

- **Ratios:** We, along with most property and casualty insurance companies, use the loss ratio, the expense ratio and the combined ratio as measures of underwriting performance. These ratios are relative measurements that describe, for every \$100 of net premiums earned, the amount of losses and loss adjustment expenses (which for General Insurance excludes net loss reserve discount), and the amount of other underwriting expenses that would be incurred. A combined ratio of less than 100 indicates underwriting income and a combined ratio of over 100 indicates an underwriting loss. Our ratios are calculated using the relevant segment information calculated under GAAP, and thus may not be comparable to similar ratios calculated for regulatory reporting purposes. The underwriting environment varies across countries and products, as does the degree of litigation activity, all of which affect such ratios. In addition, investment returns, local taxes, cost of capital, regulation, product type and competition can have an effect on pricing and consequently on profitability as reflected in underwriting income and associated ratios.
- **Accident year loss and combined ratios, as adjusted:** both the accident year loss and combined ratios, as adjusted, exclude catastrophe losses and related reinstatement premiums, prior year development, net of premium adjustments, and the impact of reserve discounting. Natural catastrophe losses are generally weather or seismic events having a net impact on AIG in excess of \$10 million each and man-made catastrophe losses, such as terrorism and civil disorders that exceed the \$10 million threshold. We believe that as adjusted ratios are meaningful measures of our underwriting results on an ongoing basis as they exclude catastrophes and the impact of reserve discounting which are outside of management's control. We also exclude prior year development to provide transparency related to current accident year results.

□ **Life and Retirement**

- **Premiums and deposits:** includes direct and assumed amounts received and earned on traditional life insurance policies, group benefit policies and life-contingent payout annuities, as well as deposits received on universal life, investment-type annuity contracts, Federal Home Loan Bank (FHLB) funding agreements and mutual funds.

Results from discontinued operations are excluded from all of these measures.

Critical Accounting Estimates

The preparation of financial statements in accordance with GAAP requires the application of accounting policies that often involve a significant degree of judgment.

The accounting policies that we believe are most dependent on the application of estimates and assumptions, which are critical accounting estimates, are related to the determination of:

- loss reserves;
- valuation of future policy benefit liabilities and timing and extent of loss recognition;
- valuation of liabilities for guaranteed benefit features of variable annuity products;
- valuation of embedded derivatives for fixed index annuity and life products;
- estimated gross profits to value deferred acquisition costs for investment-oriented products;
- reinsurance assets, including the allowance for credit losses;
- goodwill impairment;
- allowances for credit losses primarily on loans and available for sale fixed maturity securities;
- liability for legal contingencies;
- fair value measurements of certain financial assets and liabilities; and
- income tax assets and liabilities, including recoverability of our net deferred tax asset and the predictability of future tax operating profitability of the character necessary to realize the net deferred tax asset and estimates associated with the Tax Act.

These accounting estimates require the use of assumptions about matters, some of which are highly uncertain at the time of estimation. To the extent actual experience differs from the assumptions used, our consolidated financial condition, results of operations and cash flows could be materially affected.

INSURANCE LIABILITIES

Loss Reserves

The estimate of the loss reserves relies on several key judgments:

- the determination of the actuarial models used as the basis for these estimates;
- the relative weights given to these models by product line;
- the underlying assumptions used in these models; and
- the determination of the appropriate groupings of similar product lines and, in some cases, the disaggregation of dissimilar losses within a product line.

We use numerous assumptions in determining the best estimate of reserves for each line of business. The importance of any specific assumption can vary by both line of business and accident year. Because actual experience can differ from key assumptions used in establishing reserves, there is potential for significant variation in the development of loss reserves. This is particularly true for long-tail classes of business.

All of our methods to calculate net reserves include assumptions about estimated reinsurance recoveries and their collectability. Reinsurance collectability is evaluated independently of the reserving process and appropriate allowances for uncollectible reinsurance are established.

OVERVIEW OF LOSS RESERVING PROCESS AND METHODS

Our loss reserves can generally be categorized into two distinct groups. Short-tail reserves consists principally of U.S. Property and Special Risks, Europe Property and Special Risks, U.S. Personal Insurance, and Europe and Japan Personal Insurance. Long-tail reserves include U.S. Workers' Compensation, U.S. Excess Casualty, U.S. Other Casualty, U.S. Financial Lines, Europe Casualty and Financial Lines, and U.S. Run-Off Long Tail Insurance Lines.

Short-Tail Reserves

For our short-tail coverages, such as property, where the nature of claims is generally high frequency with short reporting periods, with volatility arising from occasional severe events, the process for recording non-catastrophe quarterly loss reserves is geared toward maintaining IBNR based on percentages of net earned premiums for that business, rather than projecting ultimate loss ratios based on reported losses. For example, the IBNR reserve required for the latest accident quarter for a product line such as homeowners might be approximately 20 percent of the quarter's earned premiums. This level of reserve would generally be recorded regardless of the actual losses reported in the current quarter, thus recognizing severe events as they occur. The percent of premium factor reflects both our expectation of the ultimate loss costs associated with the line of business and the expectation of the percentage of ultimate loss costs that have not yet been reported. The expected ultimate loss costs generally reflect the average loss costs from a period of preceding accident quarters that have been adjusted for changes in rate and loss cost levels, mix of business, known exposure to unreported losses, or other factors affecting the particular line of business. The expected percentage of ultimate loss costs that have not yet been reported would be derived from historical loss emergence patterns. For more mature quarters, specific loss development methods would be used to determine the IBNR. For other product lines where the nature of claims is high frequency but low severity, methods including loss development, frequency/severity or a multiple of average monthly losses may be used to determine IBNR reserves. IBNR for claims arising from catastrophic events or events of unusual severity would be determined in close collaboration with the claims department's knowledge of known information, using alternative techniques or expected percentages of ultimate loss cost emergence based on historical loss emergence of similar claim types.

Long-Tail Reserves

Estimation of ultimate net losses and loss adjustment expenses (net losses) for our long-tail Casualty lines of business is a complex process and depends on a number of factors, including the product line and volume of business, as well as estimates of reinsurance recoveries. Experience in the more recent accident years generally provides limited statistical credibility of reported net losses on long-tail Casualty lines of business. That is because in the more recent accident years, a relatively low proportion of estimated ultimate net incurred losses are reported or paid. Therefore, IBNR reserves constitute a relatively high proportion of net losses.

For our longer-tail lines, we generally make actuarial and other assumptions with respect to the following:

- **Loss cost trend factors** are used to establish expected loss ratios for subsequent accident years based on the projected loss ratios for prior accident years.
- **Expected loss ratios** are used for the latest accident year (i.e., accident year 2020 for the year-end 2020 loss reserve analysis) and, in some cases for accident years prior to the latest accident year. The expected loss ratio generally reflects the projected loss ratio from prior accident years, adjusted for the loss cost trend and the effect of rate changes and other quantifiable factors on the loss ratio. For low-frequency, high-severity lines of business such as excess casualty, expected loss ratios generally are used for at least the three most recent accident years.
- **Loss development factors** are used to project the reported losses for each accident year to an ultimate basis. Generally, the actual loss development factors observed from prior accident years would be used as a basis to determine the loss development factors for the subsequent accident years.
- **Tail factors are development factors** used for certain longer tailed lines of business (for example, excess casualty, workers' compensation and general liability), to project future loss development for periods that extend beyond the available development data. The development of losses to the ultimate loss for a given accident year for these lines may take decades and the projection of ultimate losses for an accident year is very sensitive to the tail factors selected beyond a certain age.

We record quarterly changes in loss reserves for each product line of business. The overall change in our loss reserves is based on the sum of the changes for all product lines of business. For most long-tail product lines of business, the quarterly loss reserve changes are based on the estimated current loss ratio for each subset of coverage less any amounts paid. Also, any change in estimated ultimate losses from prior accident years deemed to be necessary based on the results of our latest detailed valuation reviews, large loss analyses, or other analytical techniques, either positive or negative, is reflected in the loss reserve and incurred losses for the current quarter. Differences between actual loss emergence in a given period and our expectations based on prior loss reserve estimates are used to monitor reserve adequacy between detailed valuation reviews and may also influence our judgment with respect to adjusting reserve estimates.

Details of the Loss Reserving Process

The process of determining the current loss ratio for each product line of business is based on a variety of factors. These include considerations such as: prior accident year and policy year loss ratios; rate changes; and changes in coverage, reinsurance, or mix of business. Other considerations include actual and anticipated changes in external factors such as trends in loss costs, inflation, employment rates or unemployment duration or in the legal and claims environment. The current loss ratio for each product line of business is intended to represent our best estimate after reflecting all of the relevant factors. At the close of each quarter, the assumptions and data underlying the loss ratios are reviewed to determine whether the loss ratios remain appropriate. This process includes a review of the actual loss experience in the quarter, actual rate changes achieved, actual changes in reinsurance, quantifiable changes in coverage or mix of business, and changes in other factors that may affect the loss ratio. When this review suggests that the previously determined loss ratio is no longer appropriate, the loss ratio is changed to reflect the revised estimates.

We conduct a comprehensive loss detailed valuation review at least annually for each product line of business in accordance with Actuarial Standards of Practice. These standards provide that the unpaid loss estimate may be presented in a variety of ways, such as a point estimate, a range of estimates, a point estimate based on the expected value of several reasonable estimates, or a probability distribution of the unpaid loss amount. Our actuarial best estimate for each product line of business represents an expected value generally considering a range of reasonably possible outcomes.

The reserve analysis for each product line of business is performed by a credentialed actuarial team in collaboration with claims, underwriting, business unit management, risk management and senior management. Our actuaries consider the ongoing applicability of prior data groupings and update numerous assumptions, including the analysis and selection of loss development and loss trend factors. They also determine and select the appropriate actuarial or other methods used to estimate reserve adequacy for each business product line, and may employ multiple methods and assumptions for each product line. These data groupings, accident year weights, method selections and assumptions necessarily change over time as business mix changes, development factors mature and become more credible and loss characteristics evolve. In the course of these detailed valuation reviews an actuarial best estimate of the loss reserve is determined. The sum of these estimates for each product line of business yields an overall actuarial best estimate for that line of business.

For certain product lines, we measure sensitivities and determine explicit ranges around the actuarial best estimate using multiple methodologies and varying assumptions. Where we have ranges, we use them to inform our selection of best estimates of loss reserves by major product line of business. Our range of reasonable estimates is not intended to cover all possibilities or extreme values and is based on known data and facts at the time of estimation.

We consult with third-party environmental litigation and engineering specialists, third-party toxic tort claims professionals, third-party clinical and public health specialists, third-party workers' compensation claims adjusters and third-party actuarial advisors to help inform our judgments, as needed.

A critical component of our detailed valuation reviews is an internal peer review of our reserving analyses and conclusions, where actuaries independent of the initial review evaluate the reasonableness of assumptions used, methods selected and weightings given to different methods. In addition, each detailed valuation review is subjected to a review and challenge process by specialists in our Enterprise Risk Management group.

We consider key factors in performing detailed actuarial reviews, including:

- an assessment of economic conditions including inflation, employment rates or unemployment duration;
- changes in the legal, regulatory, judicial and social environment including changes in road safety, public health and cleanup standards;
- changes in medical cost trends (inflation, intensity and utilization of medical services) and wage inflation trends;
- underlying policy pricing, terms and conditions including attachment points and policy limits;
- changes in claims handling philosophy, operating model, processes and related ongoing enhancements;
- third-party claims reviews that are periodically performed for key product lines such as toxic tort, environmental and other complex casualty;
- third-party actuarial reviews that are periodically performed for key product lines of business;
- input from underwriters on pricing, terms, and conditions and market trends; and
- changes in our reinsurance program, pricing and commutations.

Actuarial and Other Methods for Major Lines of Business

Our actuaries determine the appropriate actuarial methods and segmentation. This determination is based on a variety of factors including the nature of the losses associated with the product line of business, such as the frequency or severity of the claims. In addition to determining the actuarial methods, the actuaries determine the appropriate loss reserve groupings of data. This determination is a judgmental, dynamic process and refinements to the groupings are made every year. The changes to groupings may be driven by and may change to reflect observed or emerging patterns within and across product lines, or to differentiate different risk characteristics (for example, size of deductibles and extent of third-party claims specialists used by our insureds). As an example of reserve segmentation, we write many unique subsets of professional liability, which cover different products, industry segments, and coverage structures. While for pricing or other purposes, it may be appropriate to evaluate the profitability of each subset individually, we believe it is appropriate to combine the subsets into larger groups for reserving purposes to produce a greater degree of credibility in the loss experience. This determination of data segmentation and related actuarial methods is assessed, reviewed and updated at least annually.

The actuarial methods we use most commonly include paid and incurred loss development methods, expected loss ratio methods, including “Bornhuetter Ferguson” and “Cape Cod”, and frequency/severity models. Loss development methods utilize the actual loss development patterns from prior accident years updated through the current year to project the reported losses to an ultimate basis for all accident years. We also use this information to update our current accident year loss selections. Loss development methods are generally most appropriate for classes of business that exhibit a stable pattern of loss development from one accident year to the next, and for which the components of the product line have similar development characteristics. For example, property exposures would generally not be combined into the same product line as casualty exposures, and primary casualty exposures would generally not be combined into the same product line as excess casualty exposures. We continually refine our loss reserving techniques and adopt further segmentations based on our analysis of differing emerging loss patterns for certain product lines. We generally use expected loss ratio methods in cases where the reported loss data lacked sufficient credibility to utilize loss development methods, such as for new product lines of business or for long-tail product lines at early stages of loss development. Frequency/severity models may be used where sufficient frequency counts are available to apply such approaches.

Expected loss ratio methods rely on the application of an expected loss ratio to the earned premium for the product line of business to determine the liability for loss reserves and loss adjustment expenses. For example, an expected loss ratio of 70 percent applied to an earned premium base of \$10 million for a product line of business would generate an ultimate loss estimate of \$7 million. Subtracting any paid losses and loss adjustment expenses would result in the indicated loss reserve for this product line. Under the Bornhuetter Ferguson methods, the expected loss ratio is applied only to the expected unreported portion of the losses. For example, for a long-tail product line of business for which only 10 percent of the losses are expected to be reported at the end of the accident year, the expected loss ratio would be used to represent the 90 percent of losses still unreported. The actual reported losses at the end of the accident year would be added to determine the total ultimate loss estimate for the accident year. Subtracting the reported paid losses and loss adjustment expenses would result in the indicated loss reserve. In the example above, the expected loss ratio of 70 percent would be multiplied by 90 percent. The result of 63 percent would be applied to the earned premium of \$10 million resulting in an estimated unreported loss of \$6.3 million. Actual reported losses would be added to arrive at the total ultimate losses. If the reported losses were \$1 million, the ultimate loss estimate under the Bornhuetter Ferguson method would be \$7.3 million versus the \$7 million amount under the expected loss ratio method described above. Thus, the Bornhuetter Ferguson method gives partial credibility to the actual loss experience to date for the product line of business. Loss development methods generally give full credibility to the reported loss experience to date. In the example above, loss development methods would typically indicate an ultimate loss estimate of \$10 million, as the reported losses of \$1 million would be estimated to reflect only 10 percent of the ultimate losses.

A key advantage of loss development methods is that they respond more quickly to any actual changes in loss costs for the product line of business. Therefore, if loss experience is unexpectedly deteriorating or improving, the loss development method gives full credibility to the changing experience. Expected loss ratio methods would be slower to respond to the change, as they would continue to give more weight to a prior expected loss ratio, until enough evidence emerged to modify the expected loss ratio to reflect the changing loss experience. On the other hand, loss development methods have the disadvantage of overreacting to changes in reported losses if the loss experience is anomalous due to the various key factors described above and the inherent volatility in some of the classes. For example, the presence or absence of large losses at the early stages of loss development could cause the loss development method to overreact to the favorable or unfavorable experience by assuming it is a fundamental shift in the development pattern. In these instances, expected loss ratio methods such as Bornhuetter Ferguson have the advantage of recognizing large losses without extrapolating unusual large loss activity onto the unreported portion of the losses for the accident year.

The Cape Cod method is a hybrid between the loss development and Bornhuetter Ferguson methods, where the historic loss data and loss development factor assumptions are used to determine the expected loss ratio estimate in the Bornhuetter Ferguson method.

Frequency/severity methods generally rely on the determination of an ultimate number of claims and an average severity for each claim for each accident year.

Multiplying the estimated ultimate number of claims for each accident year by the expected average severity of each claim produces the estimated ultimate loss for the accident year. Frequency/severity methods generally require a sufficient volume of claims in order for the average severity to be predictable. Average severity for subsequent accident years is generally determined by applying an estimated annual loss cost trend to the estimated average claim severity from prior accident years. In certain cases, a structural approach may also be used to predict the ultimate loss cost. Frequency/severity methods have the advantage that ultimate claim counts can generally be estimated more quickly and accurately than can ultimate losses. Thus, if the average claim severity can be accurately estimated, these methods can more quickly respond to changes in loss experience than other methods. However, for average severity to be predictable, the product line of business must consist of homogenous types of claims for which loss severity trends from one year to the next are reasonably consistent and where there are limited changes to deductible levels or limits. Generally these methods work best for high frequency, low severity product lines of business such as personal auto. However, frequency and severity metrics are also used to test the reasonability of results for other product lines of business and provide indications of underlying trends in the data. In addition, ultimate claim counts can be used as an alternative exposure measure to earned premiums in the Cape Cod method.

Structural driver analytics seek to explain the underlying drivers of frequency/severity. A structural driver analysis of frequency/severity is particularly useful for understanding the key drivers of uncertainty in the ultimate loss cost. For example, for the excess workers' compensation product line of business, we have attempted to corroborate our judgment by considering the impact on severity of the future potential for deterioration of an injured worker's medical condition, the impact of price inflation on the various categories of medical expense and cost of living adjustments on indemnity benefits, the impact of injured worker mortality and claim specific settlement and loss mitigation strategies, etc., using the following:

- ☐ Claim by claim reviews, often facilitated by third-party specialists, to determine the stability and likelihood of settling an injured worker's indemnity and medical benefits;
- ☐ Analysis of the potential for future deterioration in medical condition unlikely to be picked up by a claim file review and associated with potentially costly medical procedures (i.e., increases in both utilization and intensity of medical care) over the course of the injured worker's lifetime;
- ☐ Analysis of the cost of medical price inflation for each category of medical spend (services and devices) and for cost of living adjustments in line with statutory requirements;
- ☐ Portfolio specific mortality level and mortality improvement assumptions based on a mortality study conducted for our primary and excess workers' compensation portfolios and our opinion of future longevity trends for the open reported cases;
- ☐ Ground-up consideration of the reinsurance recoveries expected for the product line of business for reported claims with extrapolation for unreported claims; and
- ☐ The effects of various run-off loss management strategies that have been developed by our run-off unit.

In recent years, we have expanded our analysis of structural drivers to additional product lines of business as a means of corroborating our judgments using traditional actuarial techniques. For example, we have explicitly used external estimates of future medical inflation and mortality in estimating the loss development tail for excess of deductible primary workers' compensation business. Using external forecasts for items such as these can improve the accuracy and stability of our estimates.

The estimation of liability for loss reserves and loss adjustment expenses relating to asbestos and environmental pollution losses on insurance policies written many years ago is typically subject to greater uncertainty than other types of losses. This is due to inconsistent court decisions, as well as judicial interpretations and legislative actions that in some cases have tended to broaden coverage beyond the original intent of such policies or have expanded theories of liability. In addition, reinsurance recoverable balances relating to asbestos and environmental loss reserves are subject to greater uncertainty due to the underlying age of the claim, underlying legal issues surrounding the nature of the coverage, and determination of proper policy period. For these reasons, these balances tend to be subject to increased levels of disputes and legal collection activity when actually billed. The insurance industry as a whole is engaged in extensive litigation over these coverage and liability issues and is thus confronted with a continuing uncertainty in its efforts to quantify these exposures.

We continue to receive claims asserting injuries and damages from toxic waste, hazardous substances, and other environmental pollutants and alleged claims to cover the cleanup costs of hazardous waste dump sites, referred to collectively as environmental claims, and indemnity claims asserting injuries from asbestos. The vast majority of these asbestos and environmental losses emanate from policies written in 1984 and prior years. Commencing in 1985, standard policies contained absolute exclusions for pollution-related damage and asbestos. The current environmental policies that we specifically price and underwrite for environmental risks on a claims-made basis have been excluded from the analysis.

The majority of our exposures for asbestos and environmental losses are related to excess casualty coverages, not primary coverages. The litigation costs are treated in the same manner as indemnity amounts, with litigation expenses included within the limits of the liability we incur. Individual significant loss reserves, where future litigation costs are reasonably determinable, are established on a case-by-case basis.

Discussion of Key Assumptions of our Actuarial Methods

Line of Business or Category	Key Assumptions
U.S. Workers' Compensation	We generally use a combination of loss development and expected loss ratio methods for U.S. Workers' Compensation as this line of business is long-tail. The loss cost trend assumption is not believed to be material with respect to our guaranteed cost loss reserves. This is primarily because our actuaries are generally able to use loss development projections for all but the most recent accident year's reserves, so there is limited need to rely on loss cost trend assumptions for primary workers' compensation business. The tail factor is typically the most critical assumption, and small changes in the selected tail factor can have a material effect on our carried reserves. For example, the tail factors beyond twenty years for guaranteed cost business could vary by one and one-half percent below to two percent above those actually indicated in the 2020 loss reserve review. For excess of deductible business, in our judgment, it is reasonably likely that tail factors beyond twenty years could vary by four percent below to six percent above those actually indicated in the 2020 loss reserve review.

Line of Business or Category	Key Assumptions
U.S. Excess Casualty	We utilize various loss cost trend assumptions for different segments of the portfolio. After evaluating the historical loss cost trends from prior accident years since the early 1990s, in our judgment, it is reasonably likely that actual loss cost trends applicable to the year-end 2020 loss reserve review for U.S. Excess Casualty may range five percent lower or higher than this estimated loss trend. The loss cost trend assumption is critical for the U.S. Excess Casualty class of business due to the long-tail nature of the losses, and is applied across many accident years. Thus, there is the potential for the loss reserves with respect to a number of accident years (the expected loss ratio years) to be significantly affected by changes in loss cost trends that were initially relied upon in setting the loss reserves. These changes in loss trends could be attributable to changes in inflation or in the judicial environment, or in other social or economic conditions affecting losses. U.S. Excess Casualty is a long-tail class of business and any deviation in loss development factors might not be discernible for an extended period of time subsequent to the recording of the initial loss reserve estimates for any accident year. Mass tort claims in particular may develop over a very extended period and impact multiple accident years, so we usually select a separate pattern for them. Thus, there is the potential for the loss reserves with respect to a number of accident years to be significantly affected by changes in loss development factors that were initially relied upon in setting the reserves. After evaluating the historical loss development factors from prior accident years since the early 1990s, in our judgment, it is reasonably likely that the actual loss development factors could vary by an amount equivalent to a six month shift from those actually utilized in the year-end 2020 reserve review. This would impact projections both for accident years where the selections were directly based on loss development methods as well as the a priori loss ratio assumptions for accident years with selections based on Bornhuetter-Ferguson or Cape Cod methods. Similar to loss cost trends, these changes in loss development factors could be attributable to changes in inflation or in the judicial environment, or in other social or economic conditions affecting losses.
U.S. Other Casualty	The key uncertainties for other casualty lines are similar to excess casualty, as the underlying business is long-tailed and can be subject to variability in loss cost trends and changes in loss development factors. These may differ significantly by line of business as coverages such as general liability, medical malpractice and environmental may be subject to different risk drivers.
U.S. Financial Lines	The loss cost trends for U.S. Directors and Officers (D&O) liability business vary by year and subset, but for the most recent accident years, it is assumed to have been generally close to zero. After evaluating the historical loss cost levels from prior accident years since the early 1990s, including the potential effect of losses relating to the credit crisis, in our judgment, it is reasonably likely that the actual variation in loss cost levels for these subsets could vary by approximately 10 percent lower or higher on a year-over-year basis than the assumptions actually utilized in the year-end 2020 reserve review. Because U.S. D&O business has exhibited highly volatile loss trends from one accident year to the next, there is the possibility of an exceptionally high deviation. In our analysis, the effects of loss cost trend assumptions affect the results through the a priori loss ratio assumptions used for the Bornhuetter-Ferguson and Cape Cod methods, which impact the projections for the more recent accident years. The selected loss development factors are also an important assumption, but are less critical than for U.S. Excess Casualty. Because these classes are written on a claims made basis, the loss reporting and development tail is much shorter than for U.S. Excess Casualty. However, the high severity nature of the losses does create the potential for significant deviations in loss development patterns from one year to the next. Similar to U.S. Excess Casualty, after evaluating the historical loss development factors from prior accident years since the early 1990s, in our judgment, it is reasonably likely that actual loss development factors could change by an amount equivalent to a shift by six months from those actually utilized in the year-end 2020 reserve review.
Europe Casualty and Financial Lines	Similar to U.S. business, European Casualty and Financial Lines can be significantly impacted by loss cost trends and changes in loss development factors. The variation in such factors can differ significantly by product and region.
U.S. Property and Special Risks, and Europe Property and Special Risks	For short-tail lines such as Property and Special Risks, variance in outcomes for individual large claims or events can have a significant impact on results. These outcomes generally relate to unique characteristics of events such as catastrophes or losses with significant business interruption claims.
U.S. Personal Insurance, and Europe, and Japan Personal Insurance	Personal Insurance is short-tailed in nature similar to Property and Special Risks but less volatile. Variance in estimates can result from unique events such as catastrophes. In addition, some subsets of this business, such as auto liability, can be impacted by changes in loss development factors and loss cost trends.

Line of
Business or Category

Key Assumptions

U.S. Run-Off Long Tail Insurance lines

We historically have used a combination of loss development methods and expected loss ratio methods for excess workers' compensation and other run-off insurance lines. For environmental claims, we have utilized a variety of methods including traditional loss development approaches, claim department and other expert evaluations of the ultimate costs for certain claims and survival ratio metrics.

U.S. Run-Off Long Tail Insurance lines is an extremely long-tail class of business, with a much greater than normal uncertainty as to the appropriate loss development factors for the tail of the loss development. Specifically for excess workers' compensation, after evaluating the historical loss development factors for prior accident years since the 1980s as well as the development over the past several years of the ground up loss projections utilized to help select the loss development factors in the tail for this class of business, in our judgment, it is reasonably likely that the tail factor beyond 30 years could vary by 10 percent above or below that actually indicated in the 2020 loss reserve review.

Other Reserve Items

Loss adjustment expenses (LAE) are separated into two broad categories: allocated loss adjustment expenses (ALAE), also referred to as legal defense and cost containment or "legal" and unallocated loss adjustment expenses, which includes certain claims adjuster fees and other internal claim management costs.

We determine reserves for legal expenses for each class of business by one or more actuarial or structural driver methods. For the majority of lines of business, legal costs are analyzed in conjunction with losses. For lines of business where they are separately analyzed the methods used generally include development methods comparable to those described for loss development methods. The development could be based on either the paid loss adjustment expenses or the ratio of paid loss adjustment expenses to paid losses, or both. Other methods include the utilization of expected ultimate ratios of paid loss expense to paid losses, based on actual experience from prior accident years or from similar product lines of business.

The bulk of adjuster expenses are allocated and charged to individual claim files. For these expenses, we generally determine reserves based on calendar year ratios of adjuster expenses paid to losses paid for the particular product line of business. For other internal claim costs, which generally relate to specific claim department expenses that are not allocated to individual claim files such as technology costs and other broad initiatives, we look at historic and expected expenditures for these items and project these into the future.

The incidence of LAE is directly related to the frequency, complexity and level of underlying claims. As a result, a key driver of variability in LAE is the variability in the overall claims, particularly for long tail lines.

The following sensitivity analysis table summarizes the effect on the loss reserve position of using certain alternative loss cost trend (for accident years where we use expected loss ratio methods) or loss development factor assumptions rather than the assumptions actually used in determining our estimates in the year-end loss reserve analyses in 2020:

December 31, 2020 <i>(in millions)</i>	Increase (Decrease) to Loss Reserves	Increase (Decrease) to Loss Reserves
Loss cost trends:		Loss development factors:
U.S. Excess Casualty:		U.S. Excess Casualty:
5 percent increase	\$ 1,000	6-months slower \$ 1,050
5 percent decrease	(650)	6-months faster (800)
U.S. Financial Lines (D&O)		U.S. Financial Lines (D&O)
10 percent increase	1,100	6-months slower 650
10 percent decrease	(650)	6-months faster (450)
		U.S. Workers' Compensation:
		Tail factor increase ^(a) 1,100
		Tail factor decrease ^(b) (800)

(a) Tail factor increase of 2 percent for guaranteed cost business and 6 percent for deductible business.

(b) Tail factor decrease of 1.5 percent for guaranteed cost business and 4 percent for deductible business.

FUTURE POLICY BENEFITS FOR LIFE AND ACCIDENT AND HEALTH INSURANCE CONTRACTS

Long-duration traditional products include whole life insurance, term life insurance, accident and health insurance, long-term care insurance, and certain payout annuities for which the payment period is life-contingent, which include certain of our single premium immediate annuities and structured settlements.

For long-duration traditional business, a “lock-in” principle applies. The assumptions used to calculate the benefit liabilities and DAC are set when a policy is issued and do not change with changes in actual experience, unless a loss recognition event occurs. The assumptions include mortality, morbidity, persistency, maintenance expenses, and investment returns. These assumptions are typically consistent with pricing inputs. The assumptions also include margins for adverse deviation, principally for key assumptions such as mortality and interest rates used to discount cash flows, to reflect uncertainty given that actual experience might deviate from these assumptions. Establishing margins at contract inception requires management judgment. The extent of the margin for adverse deviation may vary depending on the uncertainty of the cash flows, which is affected by the volatility of the business and the extent of our experience with the product.

Loss recognition occurs if observed changes in actual experience or estimates result in projected future losses under loss recognition testing. To determine whether loss recognition exists, we determine whether a future loss is expected based on updated current assumptions. If loss recognition exists, we recognize the loss by first reducing DAC through amortization expense, and, if DAC is depleted, record additional liabilities through a charge to policyholder benefit expense. Because of the long-term nature of many of our liabilities subject to the “lock-in” principle, small changes in certain assumptions may cause large changes in the degree of reserve adequacy. In particular, changes in estimates of future invested asset returns have a large effect on the degree of reserve deficiency.

For additional information on loss recognition see Note 9 to the Consolidated Financial Statements.

Groupings for loss recognition testing are consistent with our manner of acquiring, servicing, and measuring the profitability of the business and are applied by product groupings, including traditional life, payout annuities and long-term care insurance. Once loss recognition has been recorded for a block of business, the old assumption set is replaced and the assumption set used for the loss recognition would then be subject to the lock-in principle. For the business ceded to Fortitude Re, 100 percent of the risk is transferred and no additional loss recognition will occur. Key judgments made in loss recognition testing include the following:

- To determine investment returns used in loss recognition tests, we typically match liabilities with assets of comparable duration, to the extent practicable, and then project future cash flows on those assets. Assets supporting insurance liabilities are primarily comprised of a diversified portfolio of high to medium quality fixed maturity securities, and may also include, to a lesser extent, alternative investments. Our projections include a reasonable allowance for investment expenses and expected credit losses over the projection horizon. A critical assumption in the projection of expected investment income is the assumed net rate of investment return at which excess cash flows are to be reinvested. For products in which asset and liability durations are matched relatively well, this is less of a consideration since interest on excess cash flows are not a significant component of future cash flows. For the reinvestment rate assumption, anticipated future changes to the yield curves could have a large effect. Given the interest rate environment applicable at the date of our most recent loss recognition tests, we assumed a modest and gradual increase in long-term interest rates over time.
- For mortality assumptions, key judgments include the extent of industry versus own experience to base future assumptions as well as the extent of expected mortality improvements in the future. The latter judgment is based on a combination of historical mortality trends and advice from industry, public health and demography specialists that were consulted by AIG’s actuaries and published industry information.
- For surrender rates, a key judgment involves the correlation between expected increases/decreases in interest rates and increases/decreases in surrender rates. To support this judgment, we compare crediting rates on our products to expected rates on competing products under different interest rate scenarios.
- For in-force long-term care insurance, rate increases are allowed but must be approved by state insurance regulators. Consequently, the extent of rate increases that may be assumed requires judgment. In establishing our assumption for rate increases for long-term care insurance, we consider historical experience as to the frequency and level of rate increases approved by state regulators.

Significant unrealized appreciation on investments in a low interest rate environment may cause DAC to be adjusted and additional future policy benefit liabilities to be recorded through a charge directly to accumulated other comprehensive income ("shadow loss recognition"). These charges are included, net of tax, with the change in net unrealized appreciation of investments. In applying shadow loss recognition, the Company overlays unrealized gains and other shadow adjustments onto loss recognition tests without revising the underlying test. Accordingly, there is limited additional judgment in this process.

For additional information on shadow loss recognition see Note 9 to the Consolidated Financial Statements.

GUARANTEED BENEFIT FEATURES OF VARIABLE ANNUITY PRODUCTS

Variable annuity products offered by our Individual Retirement and Group Retirement product lines offer guaranteed benefit features. These guaranteed features include guaranteed minimum death benefits (GMDB) that are payable in the event of death or other instances, and living benefits that are payable in the event of annuitization, or, in other instances, at specified dates during the accumulation period. Living benefits primarily include guaranteed minimum withdrawal benefits (GMWB).

For additional information on these features see Note 14 to the Consolidated Financial Statements.

The liability for GMDB, which is recorded in Future policyholder benefits, represents the expected value of benefits in excess of the projected account value, with the excess recognized ratably through Policyholder benefits and losses incurred over the accumulation period based on total expected fee assessments. The liabilities for GMWB, which are recorded in Policyholder contract deposits, are accounted for as embedded derivatives measured at fair value, with changes in the fair value of the liabilities recorded in realized capital gains (losses).

Our exposure to the guaranteed amounts is equal to the amount by which the contract holder's account balance is below the amount provided by the guaranteed feature. A variable annuity contract may include more than one type of guaranteed benefit feature; for example, it may have both a GMDB and a GMWB. However, a policyholder can generally only receive payout from one guaranteed feature on a contract containing a death benefit and a living benefit, i.e., the features are generally mutually exclusive (except a surviving spouse who has a rider to potentially collect both a GMDB upon their spouse's death and a GMWB during his or her lifetime). A policyholder cannot purchase more than one living benefit on one contract. Declines in the equity markets, increased volatility and a sustained low interest rate environment increase our exposure to potential benefits under the guaranteed features, leading to an increase in the liabilities for those benefits.

For sensitivity analysis which includes the sensitivity of reserves for guaranteed benefit features to changes in the assumptions for interest rates, equity market returns, volatility, and mortality see Estimated Gross Profits for Investment-Oriented Products below.

For additional discussion of market risk management related to these product features see Enterprise Risk Management – Insurance Risks – Life and Retirement Companies' Key Risks – Variable Annuity, Index Annuity and Universal Life Risk Management and Hedging Programs.

The reserving methodology and assumptions used to measure the liabilities of our two largest guaranteed benefit features are presented in the following table:

Guaranteed Benefit Feature	Reserving Methodology & Assumptions and Accounting Judgments
GMDB	We determine the GMDB liability at each balance sheet date by estimating the expected value of death benefits in excess of the projected account balance and recognizing the excess ratably over the accumulation period based on total expected fee assessments. <i>For additional information on how we reserve for variable annuity products with guaranteed benefit features see Note 14 to the Consolidated Financial Statements.</i> Key assumptions include: ☐ Mortality rates, which are based upon actual experience modified to allow for variations in policy form ☐ Lapse rates, which are based upon actual experience modified to allow for variations in policy form ☐ Investment returns, using assumptions from a stochastic equity model In applying asset growth assumptions for the valuation of the GMDB liability, we use a reversion to the mean methodology, similar to that applied for DAC. <i>For a description of this methodology see Estimated Gross Profits for Investment-Oriented Products below.</i>
GMWB	GMWB living benefits are embedded derivatives that are required to be bifurcated from the host contract and carried at fair value. <i>For additional information on how we reserve for variable annuity products with guaranteed benefit features see Note 14 to the Consolidated Financial Statements, and for information on fair value measurement of these embedded derivatives, including how we incorporate our own non-performance risk see Note 5 to the Consolidated Financial Statements.</i> The fair value of the embedded derivatives is based on actuarial and capital market assumptions related to projected cash flows over the expected lives of the contracts. Key assumptions include: ☐ Interest rates ☐ Equity market returns ☐ Market volatility ☐ Credit spreads ☐ Equity / interest rate correlation ☐ Policyholder behavior, including mortality, lapses, withdrawals and benefit utilization. Estimates of future policyholder behavior are subjective and based primarily on our historical experience ☐ In applying asset growth assumptions for the valuation of GMWBs, we use market-consistent assumptions calibrated to observable interest rate and equity option prices ☐ Allocation of fees between the embedded derivative and host contract

VALUATION OF EMBEDDED DERIVATIVES FOR FIXED INDEX ANNUITY AND LIFE PRODUCTS

Fixed index annuity and life products provide growth potential based in part on the performance of a market index. Certain fixed index annuity products offer optional guaranteed benefit features similar to those offered on variable annuity products. The index crediting feature of these products results in the recognition of an embedded derivative that is required to be bifurcated from the host contract and carried at fair value. Option pricing models are used to estimate fair value, taking into account assumptions for future equity index growth rates, volatility of the equity index, future interest rates, and our ability to adjust the participation rate and the cap on equity indexed credited rates in light of market conditions and policyholder behavior assumptions.

For additional discussion of market risk management related to these product features see Enterprise Risk Management – Insurance Risks – Life and Retirement Companies' Key Risks – Variable Annuity, Index Annuity and Universal Life Risk Management and Hedging Programs.

ESTIMATED GROSS PROFITS FOR INVESTMENT-ORIENTED PRODUCTS

Policy acquisition costs and policy issuance costs that are incremental and directly related to the successful acquisition of new or renewal of existing insurance contracts related to universal life and investment-type products (collectively, investment-oriented products) are generally deferred and amortized, with interest, in relation to the incidence of estimated gross profits to be realized over the expected lives of the contracts, except in instances where significant negative gross profits are expected in one or more periods. Estimated gross profits include current and expected interest rates, net investment income and spreads, net realized capital gains and losses, fees, surrender rates, mortality experience and equity market returns and volatility. In estimating future gross profits, lapse assumptions require judgment and can have a material impact on DAC amortization. For fixed deferred annuity contracts, the future spread between investment income and interest credited to policyholders is a significant judgment, particularly in a low interest rate environment.

If the assumptions used for estimated gross profits change, DAC and related reserves, including VOBA, SIA, guaranteed benefit reserves and unearned revenue reserve (URR), are recalculated using the new assumptions, and any resulting adjustment is included in income. Updating such assumptions may result in acceleration of amortization in some products and deceleration of amortization in other products.

In estimating future gross profits for variable annuity products as of December 31, 2020, a long-term annual asset growth assumption of 7.0 percent (before expenses that reduce the asset base from which future fees are projected) was applied to estimate the future growth in assets and related asset-based fees. In determining the asset growth rate, the effect of short-term fluctuations in the equity markets is partially mitigated through the use of a reversion to the mean methodology, whereby short-term asset growth above or below the long-term annual rate assumption impacts the growth assumption applied to the five-year period subsequent to the current balance sheet date. The reversion to the mean methodology allows us to maintain our long-term growth assumptions, while also giving consideration to the effect of actual investment performance. When actual performance significantly deviates from the annual long-term growth assumption, as evidenced by growth assumptions for the five-year reversion to the mean period falling below a certain rate (floor) or above a certain rate (cap) for a sustained period, judgment may be applied to revise or "unlock" the growth rate assumptions to be used for both the five-year reversion to the mean period as well as the long-term annual growth assumption applied to subsequent periods. The use of a reversion to the mean assumption is common within the industry; however, the parameters used in the methodology are subject to judgment and vary within the industry.

For additional discussion see Insurance Reserves – Life and Annuity Reserves and DAC – DAC – Reversion to the Mean.

The following table summarizes the sensitivity of changes in certain assumptions for DAC and SIA, embedded derivatives and other reserves related to guaranteed benefits and URR, measured as the related hypothetical impact on December 31, 2020 balances and the resulting hypothetical impact on pre-tax income, before hedging.

	Increase (decrease) in					
	DAC/SIA Asset	Other Reserves Related to Guaranteed Benefits	Unearned Revenue Reserve	Embedded Derivatives Related to Guaranteed Benefits	Pre-Tax Income	
December 31, 2020						
(in millions)						
Assumptions:						
Net Investment Spread						
Effect of an increase by 10 basis points	\$ 118	\$ (42)	\$ (8)	\$ (184)	\$ 352	
Effect of a decrease by 10 basis points	(115)	43	6	189	(353)	
Equity Return ^(a)						
Effect of an increase by 1%	104	(30)	-	(62)	196	
Effect of a decrease by 1%	(100)	38	-	63	(201)	
Volatility ^(b)						
Effect of an increase by 1%	(3)	24	-	(44)	17	
Effect of a decrease by 1%	3	(23)	-	45	(19)	
Interest Rate ^(c)						
Effect of an increase by 1%	-	-	-	(2,675)	2,675	
Effect of a decrease by 1%	-	-	-	3,469	(3,469)	
Mortality						
Effect of an increase by 1%	(7)	43	(5)	(55)	10	
Effect of a decrease by 1%	14	(42)	6	55	(5)	
Lapse						
Effect of an increase by 10%	(122)	(89)	(25)	(113)	105	
Effect of an decrease by 10%	135	94	25	118	(102)	

(a) Represents the net impact of a one percent increase or decrease in long-term equity returns for GMDB reserves and net impact of a one percent increase or decrease in the S&P 500 index on the value of the GMWB embedded derivative.

(b) Represents the net impact of a one percentage point increase or decrease in equity volatility.

(c) Represents the net impact of one percent parallel shift in the yield curve on the value of the GMWB embedded derivative. Does not represent interest rate spread compression on investment-oriented products.

The sensitivity ranges of 10 basis points, one percent and 10 percent are included for illustrative purposes only and do not reflect the changes in net investment spreads, equity return, volatility, interest rate, mortality or lapse used by AIG in its fair value analyses or estimates of future gross profits to value DAC and related reserves. Changes different from those illustrated may occur in any period.

The analysis of DAC, embedded derivatives and other reserves related to guaranteed benefits, and unearned revenue reserve is a dynamic process that considers all relevant factors and assumptions described above. We estimate each of the above factors individually, without the effect of any correlation among the key assumptions. An assessment of sensitivity associated with changes in any single assumption would not necessarily be an indicator of future results. The effects on pre-tax income in the sensitivity analysis table above do not reflect the related effects from our economic hedging program, which utilizes derivative and other financial instruments and is designed so that changes in value of those instruments move in the opposite direction of changes in the guaranteed benefit embedded derivative liabilities.

For a further discussion on guaranteed benefit features of our variable annuities and the related hedging program see Enterprise Risk Management – Insurance Risks – Life and Retirement Companies’ Key Risks – Variable Annuity, Index Annuity and Universal Life Risk Management and Hedging Programs, Insurance Reserves – Life and Annuity Reserves and DAC – Variable Annuity Guaranteed Benefits and Hedging Results, and Notes 5 and 14 to the Consolidated Financial Statements.

REINSURANCE RECOVERABLE

The estimation of reinsurance recoverable involves a significant amount of judgment, particularly for latent exposures, such as asbestos, due to their long-tail nature. Reinsurance assets include reinsurance recoverable on unpaid losses and loss adjustment expenses that are estimated as part of our loss reserving process and, consequently, are subject to similar judgments and uncertainties as the estimation of gross loss reserves. Similarly, Other assets include reinsurance recoverable for contracts which are accounted for as deposits.

We assess the collectability of reinsurance recoverable balances, at minimum on an annual basis, through either comparison with historical trends of disputes and credit events or financial analysis of the credit quality of the reinsurer. We record adjustments to reflect the results of these assessments through an allowance for credit losses and disputes on uncollectable reinsurance that reduces the carrying amount of reinsurance and other assets on the balance sheet (collectively, the reinsurance recoverable balances). This estimate requires significant judgment for which key considerations include:

- ☐ paid and unpaid amounts recoverable;
- ☐ whether the balance is in dispute or subject to legal collection;
- ☐ the relative financial health of the reinsurer as determined by the Obligor Risk Ratings (ORRs) we assign to each reinsurer based upon our financial reviews; reinsurers that are financially troubled (i.e., in run-off, have voluntarily or involuntarily been placed in receivership, are insolvent, are in the process of liquidation or otherwise subject to formal or informal regulatory restriction) are assigned ORRs that will generate significant allowance; and
- ☐ whether collateral and collateral arrangements exist.

An estimate of the reinsurance recoverable’s lifetime expected credit losses is established utilizing a probability of default and loss given default method, which reflects the reinsurer’s ORR rating. The allowance for credit losses excludes disputed amounts. An allowance for disputes is established for a reinsurance recoverable using the losses incurred model for contingencies.

At December 31, 2020, the allowance for credit losses and disputes on reinsurance recoverable was \$375 million, or less than one percent of the consolidated reinsurance recoverable.

Risk transfer

All insurance contracts, including reinsurance contracts, must meet risk transfer requirements in order to use insurance accounting, principally resulting in the recognition of cash flows under the contract as premiums and losses. If risk transfer requirements are not met, a contract is to be accounted for as a deposit, typically resulting in the recognition of cash flows under the contract through a deposit asset or liability and not as revenue or expense. To meet risk transfer requirements, all insurance and reinsurance contracts must include insurance risk, consisting of underwriting and timing risk; in addition, reinsurance contracts must also include a reasonable possibility of a significant loss for the assuming entity. We have entered into certain insurance and reinsurance contracts, primarily in our General Insurance companies, that do not contain sufficient insurance risk to be accounted for as insurance or reinsurance and are therefore subject to deposit accounting.

For additional information on reinsurance see Note 8 to the Consolidated Financial Statements.

ALLOWANCE FOR CREDIT LOSSES AND GOODWILL IMPAIRMENT

Allowance for Credit Losses

Available for sale securities

If we intend to sell a fixed maturity security, or it is more likely than not that we will be required to sell a fixed maturity security before recovery of its amortized cost basis and the fair value of the security is below amortized cost, an impairment has occurred and the amortized cost is written down to current fair value, with a corresponding charge to realized capital losses. No allowance is established in these situations and any previously recorded allowance is reversed. When assessing our intent to sell a fixed maturity security, or whether it is more likely than not that we will be required to sell a fixed maturity security before recovery of its amortized cost basis, management evaluates relevant facts and circumstances including, but not limited to, decisions to reposition our investment portfolio, sales of securities to meet cash flow needs and sales of securities to take advantage of favorable pricing.

For fixed maturity securities for which a decline in the fair value below the amortized cost is due to credit related factors, an allowance is established for the difference between the estimated recoverable value and amortized cost with a corresponding charge to realized capital losses. The allowance for credit losses is limited to the difference between amortized cost and fair value. The estimated recoverable value is the present value of cash flows expected to be collected, as determined by management. The difference between fair value and amortized cost that is not associated with credit related factors is presented in unrealized appreciation (depreciation) of fixed maturity securities on which an allowance for credit losses was previously recognized (a separate component of accumulated other comprehensive income). Accrued interest is excluded from the measurement of the allowance for credit losses.

Commercial and residential mortgage loans

At the time of origination or purchase, an allowance for credit losses is established for mortgage and other loan receivables and is updated each reporting period. Changes in the allowance for credit losses are recorded in realized capital losses. This allowance reflects the risk of loss, even when that risk is remote, and reflects losses expected over the remaining contractual life of the loan. The allowance for credit losses considers available relevant information about the collectability of cash flows, including information about past events, current conditions, and reasonable and supportable forecasts of future economic conditions. We revert to historical information when we determine that we can no longer reliably forecast future economic assumptions.

The allowances for the commercial mortgage loans and residential mortgage loans are estimated utilizing a probability of default and loss given default model. Loss rate factors are determined based on historical data and adjusted for current and forecasted information. The loss rates are applied based on individual loan attributes and considering such data points as loan-to-value ratios, Fair Isaac Corporation (FICO) scores, and debt service coverage.

The estimate of credit losses also reflects management's assumptions on certain macroeconomic factors that include, but are not limited to, gross domestic product growth, employment, inflation, housing price index, interest rates and credit spreads.

For additional information on the methodology and significant inputs, by investment type, that we use to determine the amount of impairment and allowances for loan losses see the discussion in Notes 6 and 7 to the Consolidated Financial Statements.

Goodwill Impairment

For a discussion of goodwill impairment see Part I, Item 1A. Risk Factors – Estimates and Assumptions and Note 12 to the Consolidated Financial Statements. In 2020, 2019 and 2018, for substantially all of the reporting units we elected to bypass the qualitative assessment of whether goodwill impairment may exist and, therefore, performed quantitative assessments that supported a conclusion that the fair value of all of the reporting units tested exceeded their book value. To determine fair value, we primarily use a discounted expected future cash flow analysis that estimates and discounts projected future distributable earnings. Such analysis is principally based on our business projections that inherently include judgments regarding business trends.

COVID-19 has caused significant market volatility impacting our actual and projected results and contributed to a decline in our stock price. As this is an evolving crisis, we expect to continue to monitor developments and perform updated analyses as necessary.

LIABILITY FOR LEGAL CONTINGENCIES

We estimate and record a liability for potential losses that may arise from regulatory and government investigations and actions and litigation and other forms of dispute resolution to the extent such losses are probable and can be estimated. Determining a reasonable estimate of the amount of such losses requires significant management judgment. In many cases, it is not possible to determine whether a liability has been incurred or to estimate the ultimate or minimum amount of that liability until the matter is close to resolution. In view of the inherent difficulty of predicting the outcome of such matters, particularly in cases that are in the early

stages of litigation or in which claimants seek substantial or indeterminate damages, we often cannot predict the outcome or estimate the eventual loss or range of reasonably possible losses related to such matters. Given the inherent unpredictability of such matters, the outcome of certain matters could, from time to time, have a material adverse effect on the company's consolidated financial condition, results of operations or cash flows.

For more information on legal, regulatory and litigation matters see Note 16 to the Consolidated Financial Statements.

FAIR VALUE MEASUREMENTS OF CERTAIN FINANCIAL ASSETS AND FINANCIAL LIABILITIES

For additional information about the measurement of fair value of financial assets and financial liabilities and our accounting policy regarding the incorporation of credit risk in fair value measurements see Note 5 to the Consolidated Financial Statements.

The following table presents the fair value of fixed maturity and equity securities by source of value determination:

December 31, 2020 (in billions)	Fair Value	Percent of Total
Fair value based on external sources ^(a)	\$ 255.4	91.9 %
Fair value based on internal sources	22.4	8.1
Total fixed maturity and equity securities^(b)	\$ 277.8	100.0 %

(a) Includes \$20.6 billion for which the primary source is broker quotes.

(b) Includes available for sale and other securities.

Level 3 Assets and Liabilities

Assets and liabilities recorded at fair value in the Consolidated Balance Sheets are measured and classified in a hierarchy for disclosure purposes consisting of three levels based on the observability of inputs available in the marketplace used to measure the fair value.

For additional information see Note 5 to the Consolidated Financial Statements.

The following table presents the amount of assets and liabilities measured at fair value on a recurring basis and classified as Level 3:

(in billions)	December 31, 2020	Percentage of Total	December 31, 2019	Percentage of Total
Assets	\$ 31.8	5.4 %	\$ 31.2	5.9 %
Liabilities	15.9	3.1	7.0	1.5

Level 3 fair value measurements are based on valuation techniques that use at least one significant input that is unobservable. We consider unobservable inputs to be those for which market data is not available and that are developed using the best information available about the assumptions that market participants would use when valuing the asset or liability. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment.

We classify fair value measurements for certain assets and liabilities as Level 3 when they require significant unobservable inputs in their valuation, including contractual terms, prices and rates, yield curves, credit curves, measures of volatility, prepayment rates, default rates, mortality rates, policyholder behavior, and correlations of such inputs.

For a discussion of the valuation methodologies for assets and liabilities measured at fair value, as well as a discussion of transfers of Level 3 assets and liabilities see Note 5 to the Consolidated Financial Statements.

INCOME TAXES

Recoverability of Net Deferred Tax Asset

The evaluation of the recoverability of our deferred tax asset and the need for a valuation allowance requires us to weigh all positive and negative evidence to reach a conclusion that it is more likely than not that all or some portion of the deferred tax asset will not be realized. The weight given to the evidence is commensurate with the extent to which it can be objectively verified. The more negative evidence that exists, the more positive evidence is necessary and the more difficult it is to support a conclusion that a valuation allowance is not needed.

We consider a number of factors to reliably estimate future taxable income so we can determine the extent of our ability to realize net operating losses, foreign tax credits, realized capital loss and other carryforwards. These factors include forecasts of future income for each of our businesses and actual and planned business and operational changes, both of which include assumptions about future

macroeconomic and AIG specific conditions and events. We subject the forecasts to stresses of key assumptions and evaluate the effect on tax attribute utilization. We also apply stresses to our assumptions about the effectiveness of relevant prudent and feasible tax planning strategies. We have also considered the impact of the Tax Act on our forecasts of taxable income, made certain assumptions related to interpretation of relevant new rules, and incorporated guidance issued by the U.S. tax authority. Our analysis also reflects the effect of slower utilization of our tax credits due to a reduction in the U.S. statutory tax rate as a result of the Tax Act.

Recent events, including the COVID-19 crisis, multiple reductions in target interest rates by the Board of Governors of the Federal Reserve System, and significant market volatility, continued to impact actual and projected results of our business operations as well as our views on potential effectiveness of certain prudent and feasible tax planning strategies. In order to demonstrate the predictability and sufficiency of future taxable income necessary to support the realizability of the net operating losses and foreign tax credit carryforwards, we have considered forecasts of future income for each of our businesses, including assumptions about future macro-economic and AIG-specific conditions and events, and any impact these conditions and events may have on our prudent and feasible tax planning strategies. We also subjected the forecasts to a variety of stresses of key assumptions and evaluated the effect on tax attribute utilization.

The carryforward periods of our foreign tax credit carryforwards range from tax years 2021 through 2023. Carryforward periods for our net operating losses extend from 2028 forward. However, utilization of a portion of our net operating losses is limited under separate return limitation year rules. Based on 2020 events and our analysis of their potential impact on utilization of our tax attributes, we concluded that a valuation allowance should be established on a portion of our foreign tax credit carryforwards that are no longer more-likely-than-not to be realized, all of which was allocated to continuing operations.

For 2020, recent changes in market conditions, including the COVID-19 crisis and interest rate fluctuations, impacted the unrealized tax gains and losses in the U.S. Life Insurance companies' available for sale securities portfolio, resulting in a deferred tax liability related to net unrealized tax capital gains. As of December 31, 2020, based on all available evidence, we concluded that no valuation allowance is necessary in the U.S. Life Insurance companies' available for sale securities portfolio.

For 2020, recent changes in market conditions, including interest rate fluctuations, impacted the unrealized tax gains and losses in the U.S. non-life companies' available for sale securities portfolio, resulting in a deferred tax liability related to net unrealized tax capital gains. As of December 31, 2020, based on all available evidence, we concluded that no valuation allowance is necessary in the U.S. non-life companies' available for sale securities portfolio.

For a discussion of our framework for assessing the recoverability of our deferred tax asset see Note 22 to the Consolidated Financial Statements.

Uncertain Tax Positions

Our accounting for income taxes, including uncertain tax positions, represents management's best estimate of various events and transactions, and requires judgment. FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" now incorporated into Accounting Standards Codification, 740, Income Taxes prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of an income tax position taken or expected to be taken in a tax return. The standard also provides guidance on derecognition, classification, interest and penalties and additional disclosures. We determine whether it is more likely than not that a tax position will be sustained, based on technical merits, upon examination by the relevant taxing authorities before any part of the benefit can be recognized in the financial statements. A tax position is measured at the largest amount of benefit that is greater than 50 percent likely to be realized upon settlement.

We classify interest expense and penalties recognized on income taxes as a component of income taxes.

U.S. Income Taxes on Earnings of Certain Foreign Subsidiaries

The U.S. federal income tax laws applicable to determining the amount of income taxes related to differences between the book carrying amounts and tax bases of subsidiaries are complex. Determining the amount also requires significant judgment and reliance on reasonable assumptions and estimates.

U.S. Tax Law Changes

On December 22, 2017, the U.S. enacted the Tax Act. The Tax Act reduced the statutory rate of U.S. federal corporate income tax to 21 percent and enacted numerous other changes impacting AIG and the insurance industry.

The Tax Act includes provisions for GILTI under which taxes are imposed on the excess of a deemed return on tangible assets of certain foreign subsidiaries and for BEAT under which taxes are imposed on certain base eroding payments to affiliated foreign companies. While the U.S. tax authorities issued formal guidance, including recently issued regulations for BEAT and other provisions of the Tax Act, there are still certain aspects of the Tax Act that remain unclear and subject to substantial uncertainties. Additional guidance is expected in future periods. Such guidance may result in changes to the interpretations and assumptions we made and

actions we may take, which may impact amounts recorded with respect to international provisions of the Tax Act, possibly materially. Consistent with accounting guidance, we treat BEAT as a period tax charge in the period the tax is incurred and have made an accounting policy election to treat GILTI taxes in a similar manner.

On March 27, 2020, the U.S. enacted the Coronavirus Aid, Relief, and Economic Security (CARES) Act to mitigate the economic impacts of the COVID-19 crisis. The tax provisions of the CARES Act have not had and are currently not expected to have a material impact on AIG's U.S. federal tax liabilities.

For an additional discussion of the Tax Act see Note 22 to the Consolidated Financial Statements.

Executive Summary

OVERVIEW

This overview of the MD&A highlights selected information and may not contain all of the information that is important to current or potential investors in our securities. You should read this Annual Report in its entirety for a more detailed description of events, trends, uncertainties, risks and critical accounting estimates affecting us.

Announcement of Intent to Separate Life and Retirement

On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG. No decisions have yet been made regarding the structure of the initial disposition of up to a 19.9% interest in the Life and Retirement business. In addition, any separation transaction will be subject to the satisfaction of various conditions and approvals, including approval by the AIG Board of Directors, receipt of insurance and other required regulatory approvals, and satisfaction of any applicable requirements of the SEC. No assurance can be given regarding the form that a separation transaction may take or the specific terms or timing thereof, or that a separation will in fact occur.

Sale of Fortitude Holdings

On June 2, 2020, we completed the sale of a majority of the interests in Fortitude Holdings to Carlyle FRL, an investment fund advised by an affiliate of Carlyle, and T&D, a subsidiary of T&D Holdings, Inc., under the terms of a membership interest purchase agreement entered into on November 25, 2019 by and among AIG, Fortitude Holdings, Carlyle FRL, Carlyle, T&D and T&D Holdings, Inc. (the Majority Interest Fortitude Sale). AIG established Fortitude Reinsurance Company Ltd. (Fortitude Re), a wholly-owned subsidiary of Fortitude Holdings, in 2018 in a series of reinsurance transactions related to AIG's Run-Off portfolio. As of December 31, 2020, approximately \$30.5 billion of reserves from AIG's Life and Retirement Run-Off Lines and approximately \$4.1 billion of reserves from AIG's General Insurance Run-Off Lines, related to business written by multiple wholly-owned AIG subsidiaries, had been ceded to Fortitude Re under these reinsurance transactions. As of closing of the Majority Interest Fortitude Sale, these reinsurance transactions are no longer considered affiliated transactions and Fortitude Re is the reinsurer of the majority of AIG's Run-Off operations. As these reinsurance transactions are structured as modified coinsurance and loss portfolio transfers with funds withheld, following the closing of the Majority Interest Fortitude Sale, AIG continues to reflect the invested assets, which consist mostly of available for sale securities, supporting Fortitude Re's obligations, in AIG's financial statements.

AIG sold a 19.9 percent ownership interest in Fortitude Holdings to TCG, an affiliate of Carlyle, in November 2018 (the 2018 Fortitude Sale). As a result of completion of the Majority Interest Fortitude Sale, Carlyle FRL purchased from AIG a 51.6 percent ownership interest in Fortitude Holdings and T&D purchased from AIG a 25 percent ownership interest in Fortitude Holdings; AIG retained a 3.5 percent ownership interest in Fortitude Holdings and one seat on its Board of Managers. The \$2.2 billion of proceeds received by AIG at closing include (i) the \$1.8 billion under the Majority Interest Fortitude Sale, which is subject to a post-closing purchase price adjustment pursuant to which AIG will pay Fortitude Re for certain adverse development in property casualty related reserves, based on an agreed methodology, that may occur on or prior to December 31, 2023, up to a maximum payment of \$500 million; and (ii) a \$383 million purchase price adjustment from Carlyle FRL and T&D, corresponding to their respective portions of a proposed \$500 million non-pro rata distribution from Fortitude Holdings that was not received by AIG prior to the closing.

For further discussion on the sale of Fortitude Holdings see Note 8 to the Consolidated Financial Statements

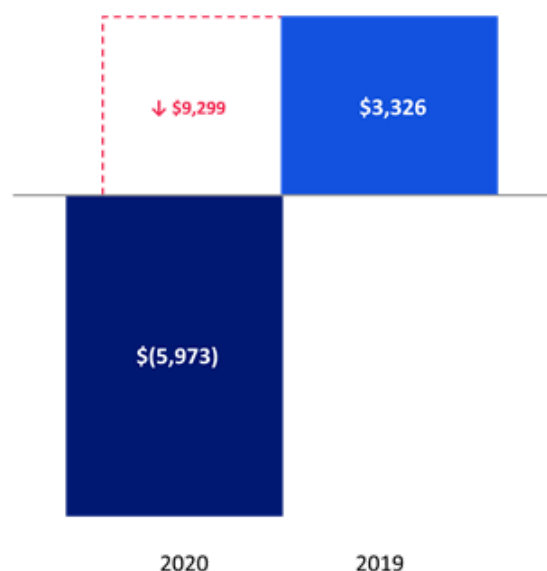
Segment Changes

In the fourth quarter of 2020, AIG's chief operating decision makers modified their view of AIG's businesses and how they allocate resources and assess performance. The new operating structure no longer includes a Legacy segment. AIG now reports the results of its businesses through three segments – General Insurance, Life and Retirement and Other Operations. See Note 3 to the Consolidated Financial Statements for further information on our segment changes.

FINANCIAL PERFORMANCE SUMMARY

Net Income (Loss) Attributable To AIG Common Shareholders

(in millions)



2020 and 2019 Comparison

Net loss attributable to AIG common shareholders in 2020 compared to Net income attributable to AIG common shareholders in 2019 primarily due to:

- loss on the closing of the Majority Interest Fortitude Sale;
- higher catastrophe losses in General Insurance due to the impact of COVID-19, wildfires, civil unrest and other events and unfavorable impact from COVID-19 mortality in Life and Retirement;
- lower investment returns due primarily to lower income on our available for sale fixed maturity securities due to yield compression and fixed maturity securities for which the fair value option was elected due to a widening of credit spreads in 2020. This compares to the prior year where we experienced higher income on our available for sale fixed maturity securities and higher gains on our fixed maturity securities for which the fair value option was elected due to a decrease in rates and narrowing of credit spreads;
- net realized capital losses in 2020 compared to net realized capital gains in the prior year primarily driven by the loss on the embedded derivative related to the Fortitude Re funds withheld assets; and
- asset impairment charges as a result of Blackboard being placed into run-off.

This decrease was partially offset by:

- lower accident year loss ratio, as adjusted due to underwriting discipline, increased use of reinsurance and a change in business mix;
- lower net loss reserve discount charge;
- lower general operating expenses primarily driven by lower employee related expenses as well as a reduction in travel expenses as a result of the COVID-19 crisis; and
- the impact of noncontrolling interest attributed to Fortitude Re results as discussed in Consolidated Results of Operations.

For further discussion see Consolidated Results of Operations.

2019 and 2018 Comparison

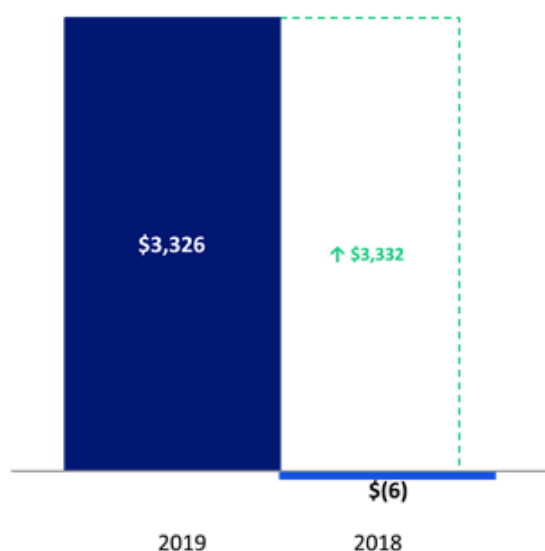
Net income attributable to AIG common shareholders increased due to:

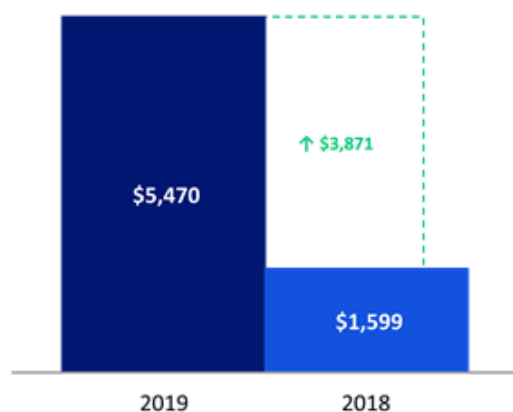
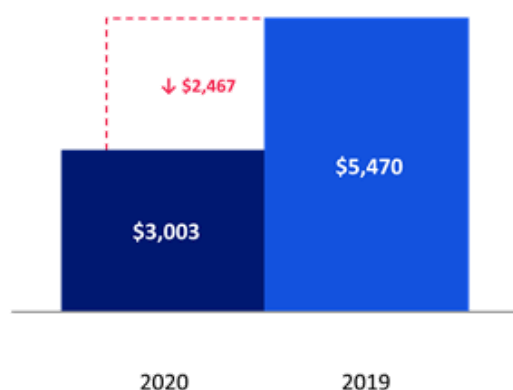
- improvement in accident year losses in General Insurance as a result of underwriting discipline, increased use of reinsurance and a change in business mix as well as lower catastrophe losses and favorable prior year loss reserve development compared to unfavorable loss reserve development in the prior year in General Insurance;
- higher investment returns in our alternative investments portfolio due to robust equity market returns in 2019, income from an initial public offering of a holding in the private equity portfolio, and an increase in income from fixed maturity securities for which the fair value option was elected. This compares to the prior year where returns were lower as a result of an increase in interest rates and widening credit spreads that occurred, lower hedge fund performance as well as negative performance of our fair value option equity securities portfolio;
- net realized capital gains in 2019 compared to net realized capital losses in the prior year; and
- lower general and other operating expenses as a result of ongoing strategic initiatives to reduce costs.

These increases were partially offset by:

- a net loss reserve discount charge in 2019 compared to a loss reserve discount benefit in 2018; and
- the impact of noncontrolling interest attributed to Fortitude Re results in 2019 as discussed in Consolidated Results of Operations.

For further discussion see Consolidated Results of Operations.



Adjusted Pre-Tax Income**(in millions)***2020 and 2019 Comparison**

Adjusted pre-tax income decreased primarily due to:

- higher catastrophe losses in General Insurance due to the impact of COVID-19, wildfires, civil unrest and other events and unfavorable impact from COVID-19 mortality in Life and Retirement; and
- lower investment returns due to the sale of Fortitude Re and lower income on our available for sale fixed maturity securities due to yield compression and fixed maturity securities for which the fair value option was elected due to a widening of credit spreads in 2020. This compares to the prior year where we experienced higher income on our available for sale fixed maturity securities and higher gains on our fixed maturity securities for which the fair value option was elected due to a decrease in rates and narrowing of credit spreads.

This decrease was partially offset by:

- lower accident year loss ratio, as adjusted due to underwriting discipline, increased use of reinsurance and a change in business mix; and
- lower general operating expenses primarily driven by lower employee related expenses as well as a reduction in travel expenses as a result of the COVID-19 crisis.

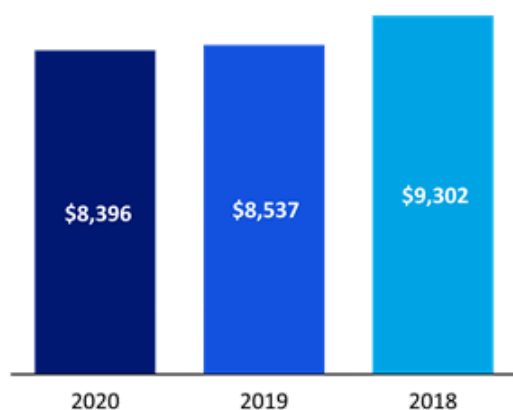
2019 and 2018 Comparison

Adjusted pre-tax income increased primarily due to:

- lower catastrophe losses and lower accident year losses as a result of underwriting discipline, increased use of reinsurance and a change in business mix and favorable prior year loss reserve development compared to unfavorable loss reserve development in the prior year;
- higher investment returns in our alternative investments portfolio due to robust equity market returns in 2019, income from an initial public offering of a holding in the private equity portfolio, and an increase in income from fixed maturity securities for which the fair value option was elected. In the prior year returns were lower as a result of an increase in interest rates and widening credit spreads that occurred and lower hedge fund performance; and
- lower general operating and other expenses as a result of ongoing strategic initiatives to reduce costs.

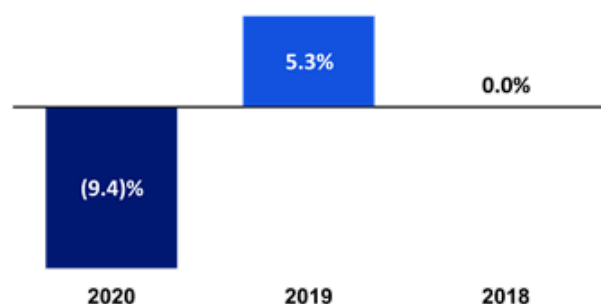
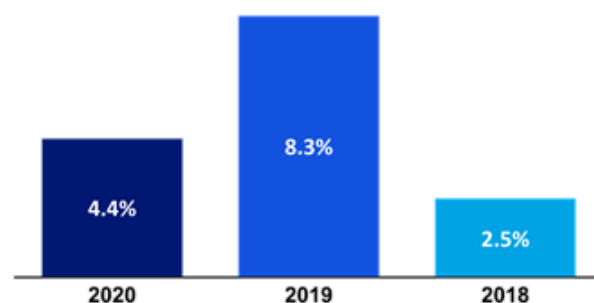
For further discussion see Consolidated Results of Operations.

* Non-GAAP measure – for reconciliation of Non-GAAP to GAAP measures see Consolidated Results of Operations.

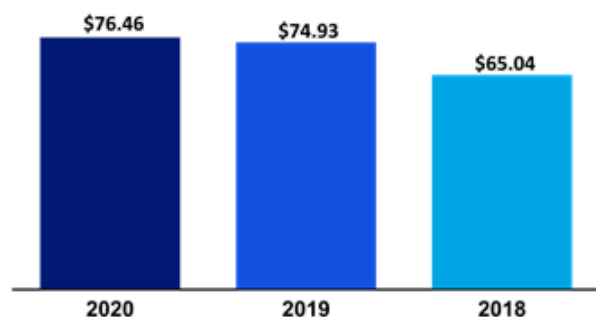
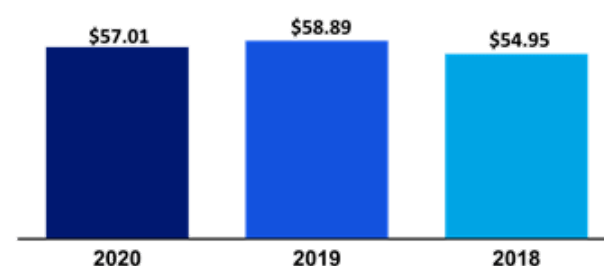
General Operating and Other Expenses*(in millions)*

General operating and other expenses decreased in 2020 compared to 2019 primarily due to lower employee related expenses as well as a reduction in travel expenses as a result of the COVID-19 crisis. General operating and other expenses declined in 2019 compared to 2018 primarily due to lower employee related expenses and professional fee reductions pertaining to expense reduction initiatives. The declines were partially offset by an increase in expenses caused by the acquisitions of Validus and Glatfelter in the third and fourth quarters of 2018, respectively.

General operating and other expenses for 2020, 2019 and 2018 included approximately \$435 million, \$218 million and \$395 million, respectively, of pre-tax restructuring and other costs which were primarily comprised of employee severance charges and other costs related to organizational simplification, operational efficiency, and business rationalization.

Return on Common Equity**Adjusted Return on Common Equity***

* Non-GAAP measure – for reconciliation of Non-GAAP to GAAP measures see Consolidated Results of Operations.

Book Value Per Common Share**Adjusted Book Value Per Common Share***

* Non-GAAP measure – for reconciliation of Non-GAAP to GAAP measures see Consolidated Results of Operations.

AIG'S OUTLOOK – INDUSTRY AND ECONOMIC FACTORS

Our business is affected by industry and economic factors such as interest rates, currency exchange rates, credit and equity market conditions, catastrophic claims events, regulation, tax policy, competition, and general economic, market and political conditions. We continued to operate under difficult market conditions in 2020, characterized by factors such as the impact of COVID-19 and the related governmental and societal responses, historically low interest rates, global economic contraction, global trade tensions and Brexit. Brexit has also affected the U.S. dollar/British pound exchange rate and increased the volatility of exchange rates among the Euro, British pound and the Japanese yen (the Major Currencies), which may continue for some time.

On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG. No decisions have yet been made regarding the structure of the initial disposition of up to a 19.9% interest in the Life and Retirement business. In addition, any separation transaction will be subject to the satisfaction of various conditions and approvals, including approval by the AIG Board of Directors, receipt of insurance and other required regulatory approvals, and satisfaction of any applicable requirements of the SEC. No assurance can be given regarding the form that a separation transaction may take or the specific terms or timing thereof, or that a separation will in fact occur.

For additional information please see Part I, Item 1A. Risk Factors – Business and Operations – No assurances can be given that the separation of our Life and Retirement business will occur or as to the specific terms or timing thereof. In addition, the separation could cause the emergence or exacerbate the effects of other risks to which AIG is exposed.

Impact of COVID-19

We are continually assessing the impact on our business, operations and investments of COVID-19 and the resulting ongoing and severe economic and societal disruption. These impacts, including a global economic contraction, disruptions in financial markets, increased market volatility and declines in certain equity and other asset prices have had and may continue to have negative effects on our investments, our access to liquidity, our ability to generate new sales and the costs associated with claims. In addition, in response to the crisis, new governmental, legislative and regulatory actions have been taken and continue to be developed that have resulted and could continue to result in additional restrictions and requirements, or court decisions rendered, relating to or otherwise affecting our policies that may have a negative impact on our business, operations and capital.

General Insurance offers numerous products for which we are monitoring claims activity and assessing adverse impact on future new and renewal business in relation to the COVID-19 crisis. General Insurance had \$2.4 billion of pre-tax catastrophe losses, net of reinsurance, in 2020, which included \$1.1 billion of estimated COVID-19 losses primarily related to Commercial Property, Validus Re, contingency and travel. The remainder of the catastrophe losses were primarily weather-related. We are continually reassessing our exposures in light of unfolding developments in the U.S. and globally and evaluating coverage by our reinsurance arrangements.

In our Life and Retirement business, the most significant impacts relating to COVID-19 have been the impact of interest rate and equity market levels on spread and fee income, deferred acquisition cost amortization and adverse mortality. We are actively monitoring our claims activity and the potential direct and indirect impacts that COVID-19 may have across our portfolio of Life and Retirement businesses.

We have a diverse investment portfolio with material exposures to various forms of credit risk. To date, the far reaching economic impacts of COVID-19 have been largely offset, to date, by intervention taken by governments and monetary authorities and equity market rebound resulting in a minimal impact on the value of the portfolio. At this point in time, uncertainty surrounding the duration and severity of the COVID-19 crisis makes the long-term financial impact difficult to quantify.

For additional information please see Part I, Item 1A. Risk Factors – COVID-19 is adversely affecting, and is expected to continue to adversely affect, our global business, financial condition and results of operations, and its ultimate impact will depend on future developments that are uncertain and cannot be predicted, including the scope, severity and duration of the crisis, and the governmental, legislative and regulatory actions taken and court decisions rendered in response thereto.

Impact of Changes in the Interest Rate Environment

In 2020, interest rates declined in response to COVID-19 and related impacts with key benchmark rates in the U.S. and in many developed markets close to historic lows and, in some international jurisdictions, negative. The low interest rate environment negatively affects sales of interest rate sensitive products in our industry and negatively impacts the profitability of our existing business as we reinvest cash flows from investments, including increased calls and prepayments of fixed maturity securities and mortgage loans, at rates below the average yield of our existing portfolios. The severe market impacts in 2020 have, however, resulted in an increase in certain credit spreads that partially offset the decrease in benchmark rates. On the other hand, if rates rise, some of these impacts may abate while there may be different impacts, some of which are highlighted below. We actively manage our exposure to the interest rate environment through portfolio selection and asset-liability management, including spread management

strategies for our investment-oriented products and economic hedging of interest rate risk from guarantee features in our variable and fixed index annuities. Additionally, sustained low interest rates may result in higher pension expense due to the impact on discounting of projected benefit cash flows.

Annuity Sales and Surrenders

The sustained low interest rate environment has a significant impact on the annuity industry. Low long-term interest rates put pressure on investment returns, which may negatively affect sales of interest rate sensitive products and reduce future profits on certain existing fixed rate products. However, our disciplined rate setting has helped to mitigate some of the pressure on investment spreads. Rapidly rising interest rates could create the potential for increased sales, but may also drive higher surrenders. Fixed annuities have surrender charge periods, generally in the three-to-five year range, which may help mitigate increased early surrenders in a rising rate environment. In addition, older contracts that have higher minimum interest rates and continue to be attractive to the contract holders have driven better than expected persistency in fixed annuities, although the reserves for such contracts have continued to decrease over time in amount and as a percentage of the total annuity portfolio. We closely monitor surrenders of fixed annuities as contracts with lower minimum interest rates come out of the surrender charge period. Low interest rates have also reduced growth in our fixed index annuity products, which provide additional interest crediting, tied to favorable performance in certain equity market indices and the availability of guaranteed living benefits. Changes in interest rates significantly impact the valuation of our liabilities for annuities with guaranteed income features and the value of the related hedging portfolio.

Reinvestment and Spread Management

We actively monitor fixed income markets, including the level of interest rates, credit spreads and the shape of the yield curve. We also frequently review our interest rate assumptions and actively manage the crediting rates used for new and in-force business. Business strategies continue to evolve to maintain profitability of the overall business in light of the interest rate environment. A low interest rate environment puts margin pressure on pricing of new business and on existing products, due to the challenge of investing new money or recurring premiums and deposits, and reinvesting investment portfolio cash flows, in the low interest rate environment. In addition, there is investment risk associated with future premium receipts from certain in-force business. Specifically, the investment of these future premium receipts may be at a yield below that required to meet future policy liabilities.

The contractual provisions for renewal of crediting rates and guaranteed minimum crediting rates included in products may reduce spreads in a sustained low interest rate environment and thus reduce future profitability. Although this interest rate risk is partially mitigated through the asset-liability management process, product design elements and crediting rate strategies, a sustained low interest rate environment may negatively affect future profitability.

For additional information on our investment and asset-liability management strategies see Investments.

For investment-oriented products in our Individual Retirement, Group Retirement, Life Insurance and Institutional Markets businesses, our spread management strategies include disciplined pricing and product design for new business, modifying or limiting the sale of products that do not achieve targeted spreads, using asset-liability management to match assets to liabilities to the extent practicable, and actively managing crediting rates to help mitigate some of the pressure on investment spreads. Renewal crediting rate management is done under contractual provisions that were designed to allow crediting rates to be reset at pre-established intervals in accordance with state and federal laws and subject to minimum crediting rate guarantees. We will continue to adjust crediting rates on in-force business to mitigate the pressure on spreads from declining base yields, but our ability to lower crediting rates may be limited by the competitive environment, contractual minimum crediting rates, and provisions that allow rates to be reset only at pre-established intervals. As and when interest rates begin to rise again, we may need to raise crediting rates on in-force business for competitive and other reasons potentially reducing the impact of investing in a higher interest rate environment.

Of the aggregate fixed account values of our Individual Retirement and Group Retirement annuity products, 67 percent were crediting at the contractual minimum guaranteed interest rate at December 31, 2020. The percentage of fixed account values of our annuity products that are currently crediting at rates above one percent was 59 percent and 61 percent at December 31, 2020 and December 31, 2019, respectively. These businesses continue to focus on pricing discipline and strategies to manage the minimum guaranteed interest crediting rates offered on new sales in the context of regulatory requirements and competitive positioning. In the core universal life business in our Life Insurance business, 68 percent of the account values were crediting at the contractual minimum guaranteed interest rate at December 31, 2020.

The following table presents fixed annuity and universal life account values of our Individual Retirement, Group Retirement and Life Insurance operating segments by contractual minimum guaranteed interest rate and current crediting rates, excluding balances ceded to Fortitude Re:

December 31, 2020 Contractual Minimum Guaranteed Interest Rate (in millions)	Current Crediting Rates			Total
	At Contractual Minimum Guarantee	1-50 Basis Points Above Minimum Guarantee	More than 50 Basis Points Above Minimum Guarantee	
Individual Retirement*				
<=1%	\$ 8,388	\$ 1,953	\$ 18,898	\$ 29,239
> 1% - 2%	5,018	36	1,699	6,753
> 2% - 3%	11,025	5	19	11,049
> 3% - 4%	8,622	41	6	8,669
> 4% - 5%	492	-	4	496
> 5% - 5.5%	34	-	5	39
Total Individual Retirement	\$ 33,579	\$ 2,035	\$ 20,631	\$ 56,245
Group Retirement*				
1%	\$ 1,868	\$ 3,120	\$ 4,469	\$ 9,457
> 1% - 2%	5,986	702	160	6,848
> 2% - 3%	14,869	-	-	14,869
> 3% - 4%	755	-	-	755
> 4% - 5%	7,039	-	-	7,039
> 5% - 5.5%	167	-	-	167
Total Group Retirement	\$ 30,684	\$ 3,822	\$ 4,629	\$ 39,135
Universal life insurance				
1%	\$ -	\$ -	\$ -	\$ -
> 1% - 2%	100	25	366	491
> 2% - 3%	262	550	1,201	2,013
> 3% - 4%	1,476	191	194	1,861
> 4% - 5%	3,200	2	-	3,202
> 5% - 5.5%	245	-	-	245
Total universal life insurance	\$ 5,283	\$ 768	\$ 1,761	\$ 7,812
Total	\$ 69,546	\$ 6,625	\$ 27,021	\$ 103,192
Percentage of total	67 %	7 %	26 %	100 %

* Individual Retirement and Group Retirement amounts shown include fixed options within variable annuity products.

General Insurance

The impact of low interest rates on our General Insurance segment is primarily on our long-tail Casualty line of business. We currently expect limited impacts on our existing long-tail Casualty business as the duration of our assets is slightly longer than that of our liabilities. Sustained low interest rates would potentially impact new and renewal business for the long-tail Casualty line as we may not be able to adjust our future pricing consistent with our profitability objectives to fully offset the impact of investing at lower rates. However, we will continue to maintain pricing discipline and risk selection.

In addition, for our General Insurance segment, sustained low interest rates may unfavorably affect the net loss reserve discount for workers' compensation, and to a lesser extent could favorably impact assumptions about future medical costs, the combined net effect of which could result in higher net loss reserves.

Standard of Care Developments

In our Life and Retirement business, we and our distributors are subject to laws and regulations regarding the standard of care applicable to sales of our products and the provision of advice to our customers. In recent years, many of these laws and regulations have been revised or reexamined while others have been newly adopted. We continue to closely follow these legislative and regulatory activities. *For additional information regarding these legislative and regulatory activities, see Item 1. Business – Regulation – U.S. Regulation – Standard of Care Developments.* Changes in standard of care requirements or new standards issued by governmental authorities, such as the DOL, the SEC, the NAIC or state regulators and/or legislators, may affect our businesses, results of operations and financial condition. While we cannot predict the long-term impact of these legislative and regulatory developments on our Life and Retirement businesses, we believe our diverse product offerings and distribution relationships position us to compete effectively in this evolving marketplace.

Impact of Currency Volatility

Currency volatility remains acute. Such volatility affected line item components of income for those businesses with substantial international operations. In particular, growth trends in net premiums written reported in U.S. dollars can differ significantly from those measured in original currencies. The net effect on underwriting results, however, is significantly mitigated, as both revenues and expenses are similarly affected.

These currencies may continue to fluctuate, in either direction, especially as a result of the UK's exit from the EU, and such fluctuations will affect net premiums written growth trends reported in U.S. dollars, as well as financial statement line item comparability.

General Insurance businesses are transacted in most major foreign currencies. The following table presents the average of the quarterly weighted average exchange rates of the Major Currencies, which have the most significant impact on our businesses:

Years Ended December 31, Rate for 1 USD	2020	2019	2018	Percentage Change	
				2020 vs. 2019	2019 vs. 2018
Currency:					
GBP	0.78	0.79	0.75	(1)%	5 %
EUR	0.88	0.90	0.84	(2)%	7 %
JPY	107.23	109.31	110.50	(2)%	(1)%

Unless otherwise noted, references to the effects of foreign exchange in the General Insurance discussion of results of operations are with respect to movements in the Major Currencies included in the preceding table.

Other Industry Developments

On September 7, 2017, the UK Ministry of Justice announced a proposal to increase the Ogden rate from negative 0.75 percent to between zero and one percent. Following this announcement, on December 20, 2018 the UK Parliament passed the Civil Liability Act 2018 which implements a new framework for determining the Ogden rate and requires the UK Ministry of Justice to start a review of the Ogden rate within 90 days of its commencement and review periodically thereafter. The Ministry of Justice concluded a public call for evidence on January 30, 2019 prior to beginning its first review. On July 15, 2019, the UK Ministry of Justice announced a change in the Ogden rate from negative 0.75 percent to negative 0.25 percent with an effective date of August 5, 2019.

Consolidated Results of Operations

The following section provides a comparative discussion of our Consolidated Results of Operations on a reported basis for the three-year period ended December 31, 2020. Factors that relate primarily to a specific business are discussed in more detail within the business segment operations section.

For a discussion of the Critical Accounting Estimates that affect our results of operations see Critical Accounting Estimates.

The following table presents our consolidated results of operations and other key financial metrics:

Years Ended December 31, (in millions)	2020	2019	2018	Percentage Change	
				2020 vs. 2019	2019 vs. 2018
Revenues:					
Premiums	\$ 28,523	\$ 30,561	\$ 30,614	(7)%	- %
Policy fees	2,917	3,015	2,791	(3)	8
Net investment income	13,631	14,619	13,086	(7)	12
Net realized capital gains (losses)	(2,238)	632	(51)	NM	NM
Other income	903	919	949	(2)	(3)
Total revenues	43,736	49,746	47,389	(12)	5
Benefits, losses and expenses:					
Policyholder benefits and losses incurred	24,806	25,402	27,412	(2)	(7)
Interest credited to policyholder account balances	3,622	3,832	3,754	(5)	2
Amortization of deferred policy acquisition costs	4,211	5,164	5,386	(18)	(4)
General operating and other expenses	8,396	8,537	9,302	(2)	(8)
Interest expense	1,457	1,417	1,309	3	8
(Gain) loss on extinguishment of debt	12	32	7	(63)	357
Net (gain) loss on sale or disposal of divested businesses	8,525	75	(38)	NM	NM
Total benefits, losses and expenses	51,029	44,459	47,132	15	(6)
Income (loss) from continuing operations before income tax expense (benefit)	(7,293)	5,287	257	NM	NM
Current	217	545	336	(60)	62
Deferred	(1,677)	621	(182)	NM	NM
Income tax expense (benefit)	(1,460)	1,166	154	NM	NM
Income (loss) from continuing operations	(5,833)	4,121	103	NM	NM
Income (loss) from discontinued operations, net of income taxes	4	48	(42)	(92)	NM
Net income (loss)	(5,829)	4,169	61	NM	NM
Less: Net income attributable to noncontrolling interests	115	821	67	(86)	NM
Net income (loss) attributable to AIG	(5,944)	3,348	(6)	NM	NM
Less: Dividends on preferred stock	29	22	-	32	NM
Net income (loss) attributable to AIG common shareholders	\$ (5,973)	\$ 3,326	\$ (6)	NM%	NM%
Years Ended December 31,					
			2020	2019	2018
Return on common equity			(9.4) %	5.3 %	0.0 %
Adjusted return on common equity			4.4 %	8.3 %	2.5 %

Years Ended December 31,	2020	2019	2018
Return on common equity	(9.4) %	5.3 %	0.0 %
Adjusted return on common equity	4.4 %	8.3 %	2.5 %

(in millions, except per common share data)	December 31, 2020	December 31, 2019
Balance sheet data:		
Total assets	\$ 586,481	\$ 525,064
Long-term debt and debt of consolidated investment entities	37,534	35,350
Total AIG shareholders' equity	66,362	65,675
Book value per common share	76.46	74.93
Adjusted book value per common share	57.01	58.89

The following table presents a reconciliation of Book value per common share to Book value per common share, excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets and DTA (Adjusted book value per common share), which is a non-GAAP measure. For additional information see Use of Non-GAAP Measures.

(in millions, except per common share data)	At December 31,		
	2020	2019	2018
Total AIG shareholders' equity	\$ 66,362	\$ 65,675	\$ 56,361
Preferred equity	485	485	-
Total AIG common shareholders' equity	65,877	65,190	56,361
Less: Accumulated other comprehensive income (loss)	13,511	4,982	(1,413)
Add: Cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets	4,657	-	-
Less: Deferred tax assets	7,907	8,977	10,153
Adjusted common shareholders' equity	\$ 49,116	\$ 51,231	\$ 47,621
Total common shares outstanding	861,558,049	869,999,031	866,609,429
Book value per common share	\$ 76.46	\$ 74.93	\$ 65.04
Adjusted book value per common share	57.01	58.89	54.95

The following table presents a reconciliation of Return on common equity to Adjusted return on common equity, which is a non-GAAP measure. For additional information see Use of Non-GAAP Measures.

Years Ended December 31,	2020	2019	2018
(dollars in millions)			
Actual or annualized net income (loss) attributable to AIG common shareholders	\$ (5,973)	\$ 3,326	\$ (6)
Actual or annualized adjusted after-tax income (loss) attributable to AIG common shareholders	2,201	4,078	1,215
Average AIG common shareholders' equity	\$ 63,225	\$ 62,205	\$ 60,819
Less: Average AOCI	7,529	3,261	1,193
Add: Average cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets	2,653	-	-
Less: Average DTA	8,437	9,605	10,133
Average adjusted AIG common shareholders' equity	\$ 49,912	\$ 49,339	\$ 49,493
Return on common equity	(9.4) %	5.3 %	0.0 %
Adjusted return on common equity	4.4 %	8.3 %	2.5 %

The following table presents a reconciliation of pre-tax income/net income (loss) attributable to AIG to adjusted pre-tax income/adjusted after-tax income attributable to AIG:

Years Ended December 31,	2020				2019				2018			
	Pre-tax	Total Tax (Benefit) Charge	Non-controlling Interests ^(e)	After Tax	Pre-tax	Total Tax (Benefit) Charge	Non-controlling Interests ^(e)	After Tax	Pre-tax	Total Tax (Benefit) Charge	Non-controlling Interests ^(e)	After Tax
<i>(in millions, except per common share data)</i>												
Pre-tax income (loss)/net income (loss), including noncontrolling interests	\$ (7,293)	\$ (1,460)	\$ -	\$ (5,829)	\$ 5,287	\$ 1,166	\$ -	\$ 4,169	\$ 257	\$ 154	\$ -	\$ 61
Noncontrolling interests			(115)	(115)			(821)	(821)			(67)	(67)
Pre-tax income (loss)/net income (loss) attributable to AIG	\$ (7,293)	\$ (1,460)	\$ (115)	\$ (5,944)	\$ 5,287	\$ 1,166	\$ (821)	\$ 3,348	\$ 257	\$ 154	\$ (67)	\$ (6)
Dividends on preferred stock				29				22				-
Net income (loss) attributable to AIG common shareholders				\$ (5,973)				\$ 3,326				\$ (6)
Changes in uncertain tax positions and other tax adjustments ^(a)		132	-	(132)		(30)	-	30		(48)	-	48
Deferred income tax valuation allowance (releases) charges ^(b)		65	-	(65)		43	-	(43)		(21)	-	21
Changes in fair value of securities used to hedge guaranteed living benefits	(41)	(9)	-	(32)	(194)	(40)	-	(154)	154	32	-	122
Changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains (losses)	(12)	(3)	-	(9)	(56)	(12)	-	(44)	(6)	(3)	-	(3)
Changes in the fair value of equity securities	(200)	(42)	-	(158)	(158)	(33)	-	(125)	184	38	-	146
Loss on extinguishment of debt	12	2	-	10	32	7	-	25	7	1	-	6
Net investment income on Fortitude Re funds withheld assets ^(c)	(1,053)	(221)	-	(832)	-	-	-	-	-	-	-	-
Net realized capital (gains) losses on Fortitude Re funds withheld assets ^(c)	(463)	(98)	-	(365)	-	-	-	-	-	-	-	-
Net realized capital (gains) losses on Fortitude Re funds withheld embedded derivative ^(c)	2,645	555	-	2,090	-	-	-	-	-	-	-	-
Net realized capital (gains) losses ^(d)	97	22	-	75	(456)	(99)	-	(357)	199	42	-	157
(Income) loss from discontinued operations				(4)				(48)				42
(Income) loss from divested businesses	8,525	1,610	-	6,915	75	9	-	66	(38)	(8)	-	(30)
Non-operating litigation reserves and settlements	(21)	(4)	-	(17)	(2)	-	-	(2)	19	4	-	15
Favorable prior year development and related amortization changes ceded under retroactive reinsurance agreements	(221)	(46)	-	(175)	(267)	(56)	-	(211)	675	142	-	533
Net loss reserve discount (benefit) charge	516	109	-	407	955	201	-	754	(371)	(79)	-	(292)
Integration and transaction costs associated with acquiring or divesting businesses	12	3	-	9	24	5	-	19	124	26	-	98
Restructuring and other costs	435	91	-	344	218	46	-	172	395	83	-	312
Non-recurring costs related to regulatory or accounting changes	65	14	-	51	12	2	-	10	-	-	-	-
Noncontrolling interests primarily related to net realized capital gains (losses) of Fortitude Holdings' standalone results ^(e)			62	62			660	660			46	46
Adjusted pre-tax income/Adjusted after-tax income attributable to AIG common shareholders	\$ 3,003	\$ 720	\$ (53)	\$ 2,201	\$ 5,470	\$ 1,209	\$ (161)	\$ 4,078	\$ 1,599	\$ 363	\$ (21)	\$ 1,215
Weighted average diluted shares outstanding ^(f)				869.3				889.5				910.1
Income (loss) per common share attributable to AIG common shareholders (diluted) ^(f)			\$ (6.88)				\$ 3.74				\$ (0.01)	
Adjusted after-tax income per common share attributable to AIG common shareholders (diluted) ^(f)			\$ 2.52				\$ 4.58					\$ 1.34

- (a) The year ended December 31, 2020 includes the tax audit resolution related to the IRS audit settlement for tax years 1991-2006 and the write-down of net operating loss deferred tax assets in certain foreign jurisdictions, which is offset by valuation allowance release.
- (b) The year ended December 31, 2020 includes valuation allowance established against a portion of foreign tax credit carryforwards of AIG's U.S. federal consolidated income tax group, as well as net valuation allowance release in certain foreign jurisdictions for 2020.
- (c) Represents activity subsequent to the deconsolidation of Fortitude Re on June 2, 2020.
- (d) Includes all net realized capital gains and losses except earned income (periodic settlements and changes in settlement accruals) on derivative instruments used for non-qualifying (economic) hedging or for asset replication and net realized gains and losses on Fortitude Re funds withheld assets.
- (e) Prior to June 2, 2020, noncontrolling interests was primarily due to the 19.9 percent investment in Fortitude Holdings by an affiliate of Carlyle, which occurred in the fourth quarter of 2018. Carlyle was allocated 19.9 percent of Fortitude Holdings' standalone financial results through the June 2, 2020 closing date of the Majority Interest Fortitude Sale. Fortitude Holdings' results were mostly eliminated in AIG's consolidated income from continuing operations given that its results arose from intercompany transactions. Noncontrolling interests was calculated based on the standalone financial results of Fortitude Holdings. The most significant component of Fortitude Holdings' standalone results was the change in fair value of the embedded derivatives which changes with movements in interest rates and credit spreads, and which was recorded in net realized capital gains and losses of Fortitude Holdings. In accordance with AIG's adjusted after-tax income definition, realized capital gains and losses are excluded from noncontrolling interests. Subsequent to the Majority Interest Fortitude Sale, AIG owns 3.5 percent of Fortitude Holdings and no longer consolidates Fortitude Holdings in its financial statements as of such date. The minority interest in Fortitude Holdings is carried at cost within AIG's Other invested assets, which was \$100 million as of December 31, 2020.

Fortitude Holdings' summarized financial information (standalone results), prior to the Majority Interest Fortitude Sale on June 2, 2020, is presented below:

Years Ended December 31, (in millions)	2020		2019	
	Fortitude Holdings	AIG Noncontrolling Interest	Fortitude Holdings	AIG Noncontrolling Interest
Revenues	\$ 653	\$ 130	\$ 2,359	\$ 470
Expenses	702	140	1,890	376
Adjusted pre-tax income (loss)	(49)	(10)	469	94
Taxes (benefit) expense	(10)	(2)	98	20
Adjusted after-tax income (loss)	(39)	(8)	371	74
Net realized capital gains and other charges	383	77	4,216	839
Taxes on realized capital gains and other charges	81	16	886	177
Net realized capital gains and other charges - after-tax	302	61	3,330	662
Net income	\$ 263	\$ 53	\$ 3,701	\$ 736

- (f) For the year ended December 31, 2020, because we reported a net loss attributable to AIG common shareholders, all common stock equivalents are anti-dilutive and are therefore excluded from the calculation of diluted shares and diluted per share amounts. However, because we reported adjusted after-tax income attributable to AIG common shareholders, the calculation of adjusted after-tax income per diluted share attributable to AIG common shareholders includes 5,401,597 dilutive shares for the year ended December 31, 2020.

PRE-TAX INCOME (LOSS) COMPARISON FOR 2020 AND 2019

We recorded a pre-tax loss in 2020 compared to pre-tax income in 2019 primarily due to:

- an \$8.3 billion loss on the closing of the Majority Interest Fortitude Sale;
- higher catastrophe losses in General Insurance due to the impact of COVID-19, wildfires, civil unrest and other events and unfavorable impact from COVID-19 mortality in Life and Retirement;
- lower investment returns due primarily to lower income on our available for sale fixed maturity securities due to yield compression and fixed maturity securities for which the fair value option was elected due to a widening of credit spreads in 2020. This compares to the prior year where we experienced higher income on our available for sale fixed maturity securities and higher gains on our fixed maturity securities for which the fair value option was elected due to a decrease in rates and narrowing of credit spreads;
- net realized capital losses in 2020 compared to net realized gains in the prior year due to:
 - fair value loss on embedded derivative related to the Fortitude Re funds withheld assets;
 - partially offset by Life and Retirement guaranteed living benefits, net of hedges, reflecting net realized capital gains in 2020 compared to net realized capital losses in 2019, primarily due to changes in the movement in the NPA, which is not hedged as part of our economic hedging program (see *Insurance Reserves – Life and Annuity Reserves and DAC – Variable Annuity Guaranteed Benefits and Hedging Results*).
- asset impairment charges as a result of Blackboard being placed into run-off.

This decrease was partially offset by:

- lower accident year loss ratio, as adjusted due to underwriting discipline, increased use of reinsurance and a change in business mix;
- lower net loss reserve discount charge; and
- lower general operating expenses primarily driven by lower employee related expenses as well as a reduction in travel expenses as a result of the COVID-19 crisis.

PRE-TAX INCOME (LOSS) COMPARISON FOR 2019 AND 2018

Pre-tax income increased in 2019 compared to 2018 primarily due to:

- improvement in accident year losses in General Insurance as a result of underwriting discipline, increased use of reinsurance and a change in business mix as well as lower catastrophe losses and favorable prior year loss reserve development compared to unfavorable loss reserve development in the prior year in General Insurance;
- higher investment returns in our alternative investments portfolio due to robust equity market returns in 2019, income from an initial public offering of a holding in the private equity portfolio, and an increase in income from fixed maturity securities for which the fair value option was elected. This compares to lower returns in the prior year as a result of an increase in interest rates and widening credit spreads that occurred, lower hedge fund performance, as well as negative performance of our fair value option equity securities portfolio;

- net realized capital gains in 2019 compared to net realized capital losses in the prior year due to gains on the sales of securities and foreign exchange compared to losses on sales of securities and foreign exchange in 2018, as well as lower impairments in 2019 and losses on private equity sales in 2018. Partially offsetting these gains were derivative losses in 2019 compared to gains in 2018; and
- lower general and other operating expenses as a result of ongoing strategic initiatives to reduce costs.

These increases were partially offset by:

- a net loss reserve discount charge in 2019 compared to a loss reserve discount benefit in the prior year.

U.S. TAX LAW CHANGES

On December 22, 2017, the U.S. enacted Public Law 115-97, known informally as the Tax Act. The Tax Act includes provisions for Global Intangible Low-Taxed Income (GILTI) under which taxes are imposed on the excess of a deemed return on tangible assets of certain foreign subsidiaries and for Base Erosion and Anti Abuse Tax (BEAT) under which taxes are imposed on certain base eroding payments to affiliated foreign companies. While the U.S. tax authorities issued formal guidance, including recently issued regulations for BEAT and other provisions of the Tax Act, there are still certain aspects of the Tax Act that remain unclear and subject to substantial uncertainties. Additional guidance is expected in future periods. Such guidance may result in changes to the interpretations and assumptions we made and actions we may take, which may impact amounts recorded with respect to international provisions of the Tax Act, possibly materially. Consistent with accounting guidance, we treat BEAT as a period tax charge in the period the tax is incurred and have made an accounting policy election to treat GILTI taxes in a similar manner.

On March 27, 2020, the U.S. enacted the CARES Act to mitigate the economic impacts of the COVID-19 crisis. The tax provisions of the CARES Act have not had and are currently not expected to have a material impact on AIG's U.S. federal tax liabilities.

Repatriation Assumptions

For 2020, we consider our foreign earnings with respect to certain operations in Canada, South Africa, the Far East, Latin America, Bermuda as well as the European, Asia Pacific and Middle East regions to be indefinitely reinvested. These earnings relate to ongoing operations and have been reinvested in active business operations. Deferred taxes, if necessary, have been provided on earnings of non-U.S. affiliates whose earnings are not indefinitely reinvested.

INCOME TAX EXPENSE ANALYSIS

For the year ended December 31, 2020, the effective tax rate on loss from continuing operations was 20.0 percent. The effective tax rate on loss from continuing operations differs from the statutory tax rate of 21 percent primarily due to:

- tax charges of:
 - \$186 million related to tax effects of the Majority Interest Fortitude Sale,
 - \$150 million associated with the establishment of U.S. federal valuation allowance related to certain tax attribute carryforwards,
 - \$165 million net charge associated with changes in uncertain tax positions primarily driven by the accrual of IRS interest,
 - \$76 million associated with the effect of foreign operations; and
 - \$35 million of excess tax charges related to share-based compensation payments recorded through the income statement;
- partially offset by tax benefits of:
 - \$379 million associated with the remeasurement of tax liabilities, penalties and interest primarily related to the IRS audit settlement for tax years 1991-2006,
 - \$101 million of reclassifications from accumulated other comprehensive income to income from continuing operations related to the disposal of available for sale securities, and
 - \$58 million associated with tax exempt income.

The effect of foreign operations is primarily related to income and losses in our foreign operations taxed at statutory tax rates different than 21 percent and foreign income subject to U.S. taxation.

For the year ended December 31, 2019, the effective tax rate on income from continuing operations was 22.1 percent. The effective tax rate on income from continuing operations differs from the statutory tax rate of 21 percent primarily due to:

- tax charges of:
 - \$96 million net charge primarily related to the accrual of IRS interest (including interest related to uncertain tax positions),
 - \$82 million associated with the effect of foreign operations,
 - \$37 million of tax charges and related interest associated with increases in uncertain tax positions primarily related to open tax issues and audits in state and local jurisdictions,
 - \$27 million of excess tax charges related to share-based compensation payments recorded through the income statement, and
 - \$15 million of non-deductible transfer pricing charges;
- partially offset by tax benefits of:
 - \$113 million of reclassifications from accumulated other comprehensive income to income from continuing operations related to the disposal of available for sale securities,
 - \$65 million associated with tax exempt income, and
 - \$44 million of valuation allowance activity related to certain foreign subsidiaries and state jurisdictions.

The effect of foreign operations is primarily related to income and losses in our foreign operations taxed at statutory tax rates different than 21 percent and foreign income subject to U.S. taxation.

For the year ended December 31, 2018, the effective tax rate on income from continuing operations was 59.9 percent. The effective tax rate on income from continuing operations differs from the statutory tax rate of 21 percent primarily due to:

- tax charges of:
 - \$83 million net charge primarily related to the accrual of IRS interest (including interest related to uncertain tax positions),
 - \$62 million measurement period adjustment related to the deemed repatriation tax,
 - \$44 million associated with the effect of foreign operations,
 - \$21 million of additional U.S. taxes imposed on income of our foreign subsidiaries under international provisions of the Tax Act,
 - \$21 million valuation allowance activity related to certain foreign subsidiaries and state jurisdictions, and
 - \$29 million of non-deductible transfer pricing charges;
- partially offset by tax benefits of:
 - \$72 million of reclassifications from accumulated other comprehensive income to income from continuing operations related to the disposal of available for sale securities,
 - \$37 million of tax exempt income, and
 - \$13 million of excess tax deductions related to share based compensation payments recorded through the income statement.

The effect of foreign operations is primarily related to income and losses in our foreign operations taxed at statutory tax rates different than 21 percent and foreign income subject to U.S. taxation.

For additional information see Note 22 to the Consolidated Financial Statements.

Business Segment Operations

Our business operations consist of General Insurance, Life and Retirement and Other Operations.

General Insurance consists of two operating segments: North America and International. Life and Retirement consists of four operating segments: Individual Retirement, Group Retirement, Life Insurance and Institutional Markets. Other Operations is primarily comprised of corporate, our institutional asset management business and consolidation and eliminations.

On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG.

In the fourth quarter of 2020, AIG's chief operating decision makers modified their view of AIG's businesses and how they allocate resources and assess performance. The new operating structure no longer includes a Legacy segment. AIG now reports the results of its businesses through three segments – General Insurance, Life and Retirement and Other Operations. Prior periods were revised to conform to the current period presentation. See *Note 3 to the Consolidated Financial Statements* for further information on our segment changes.

The following table summarizes Adjusted pre-tax income (loss) from our business segment operations. See also *Note 3 to the Consolidated Financial Statements*.

Years Ended December 31, (in millions)	2020	2019	2018
General Insurance			
North America - Underwriting loss	\$ (1,301)	\$ (365)	\$ (2,430)
International - Underwriting income (loss)	277	454	(707)
General Insurance Net investment income	2,925	3,444	2,843
General Insurance	\$ 1,901	\$ 3,533	\$ (294)
Life and Retirement			
Individual Retirement	1,938	1,977	1,678
Group Retirement	1,013	937	936
Life Insurance	142	331	472
Institutional Markets	438	308	257
Life and Retirement	3,531	3,553	3,343
Other Operations	(1,963)	(1,312)	(1,489)
Consolidation and eliminations	(466)	(304)	39
Adjusted pre-tax income	\$ 3,003	\$ 5,470	\$ 1,599

General Insurance

General Insurance is managed by our geographic markets of North America and International. Our global presence is reflected in our multinational capabilities to provide our Commercial Lines and Personal Insurance products within these geographic markets.

PRODUCTS AND DISTRIBUTION



Liability: Products include general liability, environmental, commercial automobile liability, workers' compensation, excess casualty and crisis management insurance products. Casualty also includes risk-sharing and other customized structured programs for large corporate and multinational customers.

Financial Lines: Products include professional liability insurance for a range of businesses and risks, including directors and officers, mergers and acquisitions, fidelity, employment practices, fiduciary liability, cyber risk, kidnap and ransom, and errors and omissions insurance.

Property: Products include commercial and industrial property insurance products and services that cover exposures to man-made and natural disasters, including business interruption.

Global Specialty: Products include aerospace, political risk, trade credit, portfolio solutions, energy-related property insurance products, marine and crop insurance.

Personal Lines: Products include personal auto and property in selected markets and insurance for high net worth individuals offered through AIG's Private Client Group (PCG) in the U.S. that covers auto, homeowners, umbrella, yacht, fine art and collections. In addition, we offer extended warranty insurance and services covering electronics, appliances, and HVAC.

Accident & Health: Products include voluntary and sponsor-paid personal accident and supplemental health products for individuals, employees, associations and other organizations, as well as a broad range of travel insurance products and services for leisure and business travelers.

General Insurance products in North America and International markets are distributed through various channels, including captive and independent agents, brokers, affinity partners, airlines and travel agents, and retailers. Our distribution network is aided by our competitive position to write multiple-national and cross-border risks in both Commercial Lines and Personal Insurance.

BUSINESS STRATEGY

Profitable Growth: Deploy capital efficiently to act opportunistically and optimize diversity within the portfolio to grow in profitable lines, geographies and customer segments. Look to inorganic growth opportunities in profitable markets and segments to expand our capabilities and footprint.

Reinsurance Optimization: Strategically partner with reinsurers to reduce exposure to losses arising from frequency of large catastrophic events and the severity from individual risk losses. We strive to optimize our reinsurance program to manage volatility and protect the balance sheet from tail events and unpredictable net losses in support of our profitable growth objectives.

Underwriting Excellence: Empower and increase accountability of the underwriter and continue to integrate underwriting, claims and actuarial to enable better decision making. Focus on enhancing risk selection, driving consistent underwriting best practices and building robust monitoring standards to improve underwriting results.

COMPETITION AND CHALLENGES

Operating in a highly competitive industry, General Insurance competes against several hundred companies, specialty insurance organizations, mutual companies and other underwriting organizations in the U.S. In international markets, we compete for business with the foreign insurance operations of large global insurance groups and local companies in specific market areas and product types. Insurance companies compete through a combination of risk acceptance criteria, product pricing, service and terms and conditions. General Insurance seeks to distinguish itself in the insurance industry primarily based on its well-established brand, global franchise, multinational capabilities, financial and capital strength, innovative products, claims expertise to handle complex claims, expertise in providing specialized coverages and customer service.

We serve our business and individual customers on a global basis – from the largest multinational corporations to local businesses and individuals. Our clients benefit from our substantial underwriting expertise.

Our challenges include:

- long-tail Commercial Lines exposures that create added challenges to pricing and risk management;
- over-capacity in certain lines of business that creates downward market pressure on pricing;
- tort environment volatility in certain jurisdictions and lines of business; and
- volatility in claims arising from natural and man-made catastrophes, including public health events, such as the COVID-19 crisis.

OUTLOOK—INDUSTRY AND ECONOMIC FACTORS

Below is a discussion of the industry and economic factors impacting our operating segments:

The ultimate impact of COVID-19 continues to evolve and will depend upon the scope, severity and duration of the crisis as well as the actions taken by governments, legislative bodies or regulators and other third parties in response, all of which are subject to continuing uncertainty. The results for 2020 include COVID-19 related impacts to both our premium volume and our estimates for catastrophe losses. COVID-19 has driven a material reduction in our revenues in 2020, particularly within the Travel line of business (given the travel restrictions imposed as a result of COVID-19 and the global slowdown) and other lines to a lesser degree. The recessionary impact of COVID-19 has and continues to adversely affect our clients, particularly in certain industry segments where demand and exposures dropped significantly and is likely to remain challenging for a period of time, even after the COVID-19 crisis subsides. The ultimate impact of COVID-19 on our business will depend upon the speed at which government mandated safety precautions can be lifted (and the impact of any future shutdowns), the distribution and effectiveness of vaccinations, and the manner and speed with which economic activity rebounds. Although we have seen some benefit in claims experience in lines where economic and social activities have been suppressed (e.g. Personal Auto), this continues to be partly offset by requirements for premium refunds in those lines. The regulatory approach to the crisis and impact on the insurance industry is still developing and its ultimate impact remains uncertain.

General Insurance – North America

In recent periods Commercial Lines have seen growing market support for rate increases in challenged businesses where major carriers are reducing risk appetite and exhibiting increasing market discipline. As a result, multiple markets are now experiencing rate increases. We are seeing rate increases across U.S. Financial Lines and Liability lines of business (outside of Workers' Compensation), with a common driver being higher industry-wide claims severity trends, as well as within our Property portfolio. We continue to achieve positive rate increases across a number of lines and classes of business as a result of our disciplined underwriting strategy and focus on risk selection. Despite the higher rates, our retention of business remains in line with recent years and in certain instances has increased. These retention rates are often coupled with an exposure limit management strategy to reduce volatility within the portfolio. We continue to proactively identify businesses to grow in light of evolving market conditions using a portfolio management approach.

Personal Insurance growth prospects are supported by the need for full life cycle products and coverage, increases in personal wealth accumulation, and awareness of insurance protection and risk management. We compete in the high net worth market, accident and health insurance, travel insurance, and warranty services and will continue to expand our innovative products and services to distribution partners and clients.

General Insurance – International

We believe our global presence provides Commercial Lines and Personal Insurance a distinct competitive advantage, as the demand for multinational cross-border coverage and services increases due to the growing number of international customers, while giving us the ability to respond quickly to local market conditions and build client relationships.

The Commercial Lines business is showing signs of change, with capacity reducing and the tightening of terms and conditions. We are continuing to grow our most profitable lines of business and diversify our portfolio across all regions by expanding into new product lines (e.g., cyber), new client types (e.g., middle market) and new distribution channels (e.g., digital and national brokers) while remaining a market leader in key developed and developing markets. Overall, Commercial Lines are showing positive rate increases, particularly in our Global Specialty, Financial Lines and Property portfolio and across international markets where market events or withdrawal of capability and capacity have favorably impacted pricing. We are maintaining our underwriting discipline, reducing gross and net limits, increasing use of reinsurance to reduce volatility, as well as continuing our risk selection strategy to improve profitability.

Personal Insurance focuses on individual customers, as well as group and corporate clients. Although market competition within Personal Insurance has increased, we continue to benefit from the underwriting quality, portfolio diversity, and generally low volatility of the short-tailed risk in these business lines, although some product classes are exposed to catastrophe losses.

GENERAL INSURANCE RESULTS

Years Ended December 31, (in millions)	2020	2019	2018	Percentage Change	
				2020 vs. 2019	2019 vs. 2018
Underwriting results:					
Net premiums written	\$ 22,959	\$ 25,092	\$ 26,407	(9)%	(5)%
Decrease in unearned premiums ^(a)	703	1,346	1,098	(48)	23
Net premiums earned	23,662	26,438	27,505	(11)	(4)
Losses and loss adjustment expenses incurred ^(b)	16,803	17,246	20,824	(3)	(17)
Acquisition expenses:					
Amortization of deferred policy acquisition costs	3,538	4,482	4,596	(21)	(2)
Other acquisition expenses	1,283	1,292	1,385	(1)	(7)
Total acquisition expenses	4,821	5,774	5,981	(17)	(3)
General operating expenses	3,062	3,329	3,837	(8)	(13)
Underwriting income (loss)	(1,024)	89	(3,137)	NM	NM
Net investment income	2,925	3,444	2,843	(15)	21
Adjusted pre-tax income (loss)	\$ 1,901	\$ 3,533	\$ (294)	(46)%	NM%
Loss ratio^(b)	71.0	65.2	75.7	5.8	(10.5)
Acquisition ratio	20.4	21.8	21.7	(1.4)	0.1
General operating expense ratio	12.9	12.6	14.0	0.3	(1.4)
Expense ratio	33.3	34.4	35.7	(1.1)	(1.3)
Combined ratio^(b)	104.3	99.6	111.4	4.7	(11.8)
Adjustments for accident year loss ratio, as adjusted and accident year combined ratio, as adjusted:					
Catastrophe losses and reinstatement premiums	(10.3)	(4.8)	(10.5)	(5.5)	5.7
Prior year development, net of (additional) return premium on loss sensitive business	0.1	1.1	(1.5)	(1.0)	2.6
Adjustment for ceded premiums under reinsurance contracts related to prior accident years and other	-	0.1	0.3	NM	(0.2)
Accident year loss ratio, as adjusted	60.8	61.6	64.0	(0.8)	(2.4)
Accident year combined ratio, as adjusted	94.1	96.0	99.7	(1.9)	(3.7)

(a) In 2018, the underwriting loss included an additional \$115 million of net premium earned for multi-year policies related to earlier accident years.

(b) Consistent with our definition of APTI, excludes net loss reserve discount and the portion of favorable or unfavorable prior year reserve development for which we have ceded the risk under retroactive reinsurance agreements and related changes in amortization of the deferred gain.

The following table presents General Insurance net premiums written by operating segment, showing change on both reported and constant dollar basis:

Years Ended December 31,				Percentage Change in U.S. dollars		Percentage Change in Original Currency	
(in millions)	2020	2019	2018	2020 vs. 2019	2019 vs. 2018	2020 vs. 2019	2019 vs. 2018
North America	\$ 9,784	\$ 11,490	\$ 10,994	(15)%	5 %	(15)%	5 %
International ^(a)	13,175	13,602	15,413	(3)	(12)	(3)	(10)
Total net premiums written	\$ 22,959	\$ 25,092	\$ 26,407	(9)%	(5)%	(9)%	(4)%

(a) As a result of the merger of AIU Insurance Company, Ltd. (AIUI Japan) and Fuji Fire and Marine Insurance Company (Fuji), Fuji's fiscal reporting period was conformed to that of AIUI Japan (Japan Merger Impact). Therefore, 2018 included approximately \$300 million for two additional months of Net premiums written.

The following tables present General Insurance accident year catastrophes by geography^(a) and number of events:

Catastrophes^(b)

(in millions)	# of Events	North America	International	Total
Year Ended December 31, 2020				
Flooding and rainstorms	4	\$ 27	\$ 64	\$ 91
Windstorms and hailstorms	14	759	195	954
Wildfires	N/A (c)	145	2	147
Earthquakes	2	35	12	47
COVID-19	N/A (d)	703	390	1,093
Civil unrest	1	68	28	96
Reinstatement premiums		(11)	25	14
Total catastrophe-related charges	21	\$ 1,726	\$ 716	\$ 2,442
Year Ended December 31, 2019				
Flooding and rainstorms	3	\$ 20	\$ 13	\$ 33
Windstorms and hailstorms	26	749	384	1,133
Wildfire	3	58	10	68
Civil unrest	2	-	23	23
Reinstatement premiums		(14)	35	21
Total catastrophe-related charges	34	\$ 813	\$ 465	\$ 1,278
Year Ended December 31, 2018				
Flooding and rainstorms	3	\$ 16	\$ 154	\$ 170
Windstorms and hailstorms	23	1,135	779	1,914
Wildfire	5	708	8	716
Earthquakes	3	20	81	101
Volcanic eruptions	1	16	2	18
Reinstatement premiums	-	(32)	(2)	(34)
Total catastrophe-related charges	35	\$ 1,863	\$ 1,022	\$ 2,885

(a) Geography: North America primarily includes insurance businesses in the United States, Canada, Bermuda, and our global reinsurance business, AIG Re. International includes regional insurance businesses in Japan, the United Kingdom, Europe, Middle East and Africa (EMEA region), Asia Pacific, Latin America and Caribbean, and China. International also includes the results of Talbot Holdings, Ltd. as well as AIG's global specialty business.

(b) Natural catastrophe losses are generally weather or seismic events having a net impact on AIG in excess of \$10 million each and man-made catastrophe losses, such as terrorism and civil disorders that exceed the \$10 million threshold.

(c) As the losses related to the wildfires continue to evolve given their geographical dispersion, the number of events is yet to be determined.

(d) As COVID-19 continues to evolve and affects many lines of business, the number of events is yet to be determined.

NORTH AMERICA RESULTS

Years Ended December 31, (in millions)			Percentage Change	
	2020	2019	2018	
				2020 vs. 2019 2019 vs. 2018
Underwriting results:				
Net premiums written	\$ 9,784	\$ 11,490	\$ 10,994	(15)% 5 %
Decrease in unearned premiums ^(a)	518	646	821	(20) (21)
Net premiums earned	10,302	12,136	11,815	(15) 3
Losses and loss adjustment expenses incurred ^(b)	8,720	8,867	10,641	(2) (17)
Acquisition expenses:				
Amortization of deferred policy acquisition costs	1,365	1,923	1,744	(29) 10
Other acquisition expenses	359	478	512	(25) (7)
Total acquisition expenses	1,724	2,401	2,256	(28) 6
General operating expenses	1,159	1,233	1,348	(6) (9)
Underwriting loss	\$ (1,301)	\$ (365)	\$ (2,430)	(256)% 85 %
Loss ratio^(b)	84.6	73.1	90.1	11.5 (17.0)
Acquisition ratio	16.7	19.8	19.1	(3.1) 0.7
General operating expense ratio	11.3	10.2	11.4	1.1 (1.2)
Expense ratio	28.0	30.0	30.5	(2.0) (0.5)
Combined ratio^(b)	112.6	103.1	120.6	9.5 (17.5)
Adjustments for accident year loss ratio, as adjusted and accident year combined ratio, as adjusted:				
Catastrophe losses and reinstatement premiums	(16.7)	(6.8)	(15.9)	(9.9) 9.1
Prior year development, net of (additional) return premium on loss sensitive business	1.2	1.0	(4.4)	0.2 5.4
Adjustment for ceded premiums under reinsurance contracts related to prior accident years and other	(0.1)	0.2	0.8	(0.3) (0.6)
Accident year loss ratio, as adjusted	69.0	67.5	70.6	1.5 (3.1)
Accident year combined ratio, as adjusted	97.0	97.5	101.1	(0.5) (3.6)

(a) In 2018, the underwriting loss included an additional \$115 million of net premium earned for multi-year policies related to earlier accident years.

(b) Consistent with our definition of APTI, excludes net loss reserve discount and the portion of favorable or unfavorable prior year reserve development for which we have ceded the risk under retroactive reinsurance agreements and related changes in amortization of the deferred gain.

Business and Financial Highlights

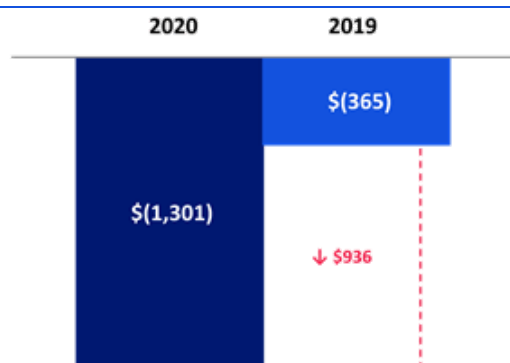
The North America General Insurance business continues to make progress in strengthening our underwriting, actively managing our portfolio to improve business mix and articulating our revised risk appetite to the marketplace. We are leading the industry across multiple lines in terms of driving rate momentum while simultaneously increasing the level of business retained in targeted lines. As we see increasing disruption in the marketplace, we are well placed to capitalize on opportunities, including within our excess and surplus business which is seeing an increase in submission flow and achieving significant rate improvement.

During the second quarter of 2020, AIG entered into a series of quota share reinsurance agreements, including with Lloyd's Syndicate 2019, a Lloyd's syndicate managed by Talbot, to reinsure risks related to PCG. These transactions further AIG's continued optimization of its General Insurance portfolio, create additional products for clients and diversify AIG's capital base.

The underwriting loss increased in 2020 compared to the prior year, primarily due to the impact of COVID-19 on catastrophe losses and a higher accident year loss ratio, which resulted from a combination of an adverse effect from changes in business mix partially offset by a benefit from rate increases in Commercial Lines, partially offset by related lower acquisition expenses, higher favorable prior year loss reserve development and lower general operating expenses due to ongoing expense discipline.

Net premiums written decreased in the year ended December 31, 2020 compared to the prior year primarily due to the new quota share reinsurance agreements related to PCG, which includes cessions to the newly launched Syndicate 2019, and the impact of COVID-19 most notably in Travel, partially offset by business growth and strong rate driven increases across Commercial Lines.

For a discussion of Reinsurance Activities see MD&A - Enterprise Risk Management.

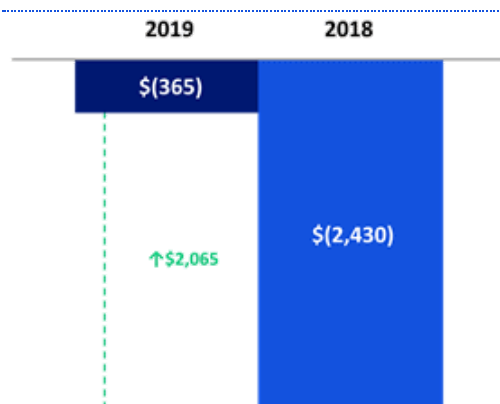
North America Underwriting Loss*(in millions)***2020 and 2019 Comparison**

Underwriting loss increased primarily due to:

- higher catastrophe losses primarily due to the impact of COVID-19, windstorms and hailstorms, wildfires, civil unrest and other events; and
- higher accident year loss ratio, which is a combination of an adverse effect from changes in business mix partially offset by a benefit from rate increases in Commercial Lines and underwriting actions.

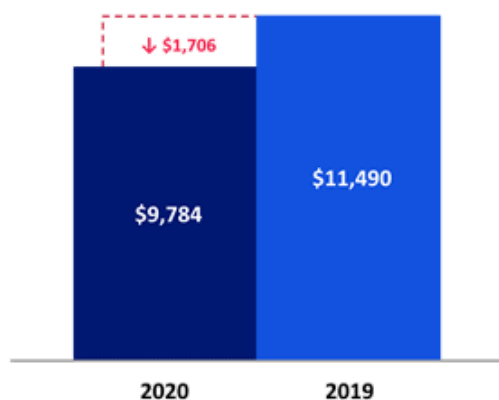
These increases were partially offset by:

- lower acquisition expenses primarily driven by changes in business mix including the impact of COVID-19 as well as new quota share reinsurance agreements;
- higher favorable prior year loss reserve development; and
- lower general operating expense reflecting ongoing expense discipline.

North America Underwriting Loss*(in millions)***2019 and 2018 Comparison**

Underwriting loss decreased primarily due to:

- significantly lower catastrophe losses;
- favorable prior year loss reserve development in 2019 compared to unfavorable loss reserve development in 2018;
- the lower accident year loss ratio, as adjusted primarily driven by a change in business mix including the Validus and Glatfelter acquisitions, improved new business and renewal terms, reduced net severity of loss events and changes in 2019 reinsurance programs which have reduced volatility; and
- lower general operating expenses as a result of ongoing expense reduction initiatives.

North America Net Premiums Written*(in millions)***2020 and 2019 Comparison**

Net premiums written decreased primarily due to:

- higher ceded premiums due to the new series of quota share reinsurance agreements to reinsurance risks related to PCG;
- the impact of COVID-19 most notably in Travel; and
- underwriting actions taken to improve the portfolio.

These decreases were partially offset by:

- growth in assumed reinsurance business, as well as strong rate driven increases and retention across Commercial Lines.

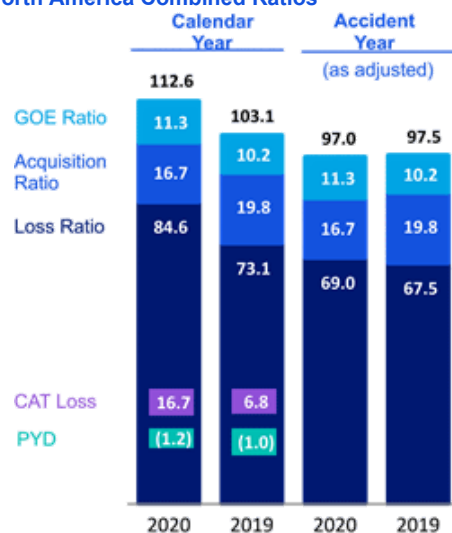
North America Net Premiums Written*(in millions)***2019 and 2018 Comparison**

Net premiums written increased primarily due to the inclusion of the Validus and Glatfelter acquisitions as well as growth within the Validus business.

This increase was partially offset by:

- lower production primarily due to underwriting actions taken to strengthen our portfolio and to maintain pricing discipline; and
- higher ceded premiums due to the changes in 2019 reinsurance programs.

North America Combined Ratios



2020 and 2019 Comparison

The increase in the combined ratio reflected an increase in the loss ratio partially offset by a decrease in the expense ratio.

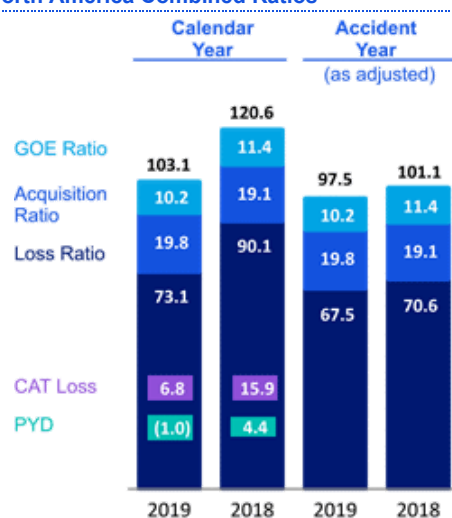
The increase in the loss ratio reflected:

- higher catastrophe losses primarily due to the impact of COVID-19, wildfires, civil unrest and other events; and
- higher accident year loss ratio, as adjusted, driven by changes in North America personal insurance business mix, partially offset by a benefit from rate increases in Commercial Lines and underwriting actions.

The decrease in the expense ratio reflected:

- lower acquisition ratio primarily driven by changes in business mix including the impact of COVID-19 as well as new quota share reinsurance agreements; and
- higher general expense ratio primarily due to lower premiums partially offset by ongoing expense discipline.

North America Combined Ratios



2019 and 2018 Comparison

The decrease in the combined ratio reflected a decrease in both the loss ratio and the expense ratio.

The decrease in the loss ratio reflected:

- significantly lower catastrophe losses;
- favorable prior year loss reserve development compared to unfavorable loss reserve development in the prior year; and
- lower accident year loss ratio, as adjusted, primarily driven by a change in business mix including the Validus and Glatfelter acquisitions, improved new business and renewal terms, reduced net severity of loss events and changes in 2019 reinsurance programs which have reduced volatility.

The decrease in the expense ratio reflected lower general operating expense ratio driven by ongoing expense reduction initiatives.

INTERNATIONAL RESULTS

Years Ended December 31, (in millions)			Percentage Change	
	2020	2019	2018	
				2020 vs. 2019 2019 vs. 2018
Underwriting results:				
Net premiums written	\$ 13,175	\$ 13,602	\$ 15,413	(3)% (12)%
Decrease in unearned premiums	185	700	277	(74) 153
Net premiums earned	13,360	14,302	15,690	(7) (9)
Losses and loss adjustment expenses incurred	8,083	8,379	10,183	(4) (18)
Acquisition expenses:				
Amortization of deferred policy acquisition costs	2,173	2,559	2,852	(15) (10)
Other acquisition expenses	924	814	873	14 (7)
Total acquisition expenses	3,097	3,373	3,725	(8) (9)
General operating expenses	1,903	2,096	2,489	(9) (16)
Underwriting income (loss)	\$ 277	\$ 454	\$ (707)	(39)% NM%
Loss ratio	60.5	58.6	64.9	1.9 (6.3)
Acquisition ratio	23.2	23.6	23.7	(0.4) (0.1)
General operating expense ratio	14.2	14.7	15.9	(0.5) (1.2)
Expense ratio	37.4	38.3	39.6	(0.9) (1.3)
Combined ratio	97.9	96.9	104.5	1.0 (7.6)
Adjustments for accident year loss ratio, as adjusted and accident year combined ratio, as adjusted:				
Catastrophe losses and reinstatement premiums	(5.3)	(3.2)	(6.5)	(2.1) 3.3
Prior year development, net of (additional) return premium on loss sensitive business	(0.7)	1.1	0.6	(1.8) 0.5
Adjustment for ceded premiums under reinsurance contracts related to prior accident years	-	0.1	-	NM 0.1
Accident year loss ratio, as adjusted	54.5	56.6	59.0	(2.1) (2.4)
Accident year combined ratio, as adjusted	91.9	94.9	98.6	(3.0) (3.7)

(a) As a result of the Japan Merger Impact, 2018 includes two additional months of operating earnings increasing Net premiums written, Net premiums earned, Losses and loss adjustment expenses incurred, and Underwriting income (loss) by approximately \$300 million, \$300 million, \$200 million and \$15 million, respectively.

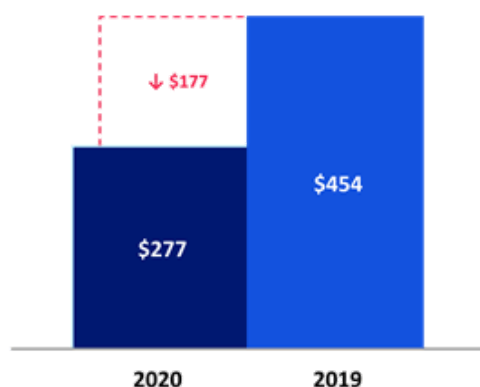
Business and Financial Highlights

The International General Insurance business is focused on underwriting profits and improved efficiency, further improving underwriting margins, and growing profitably in businesses and geographies that support our growth strategy.

Underwriting income decreased in 2020 compared to the prior year, primarily due to the impact of COVID-19 on catastrophe losses, unfavorable prior year loss reserve development principally in Financial Lines as compared to favorable prior year loss reserve development in Global Specialty and Personal Auto in the prior year, partially offset by lower accident year loss ratio, as adjusted and lower general operating expenses.

Net premiums written, excluding the impact of foreign exchange, decreased in the year ended December 31, 2020 compared to the prior year, primarily due to the impact of COVID-19, higher ceded premiums due to changes in the 2020 reinsurance program and lower premiums from run-off business partially offset by business growth and rate increases in Commercial Lines.

For a discussion of Reinsurance Activities see Enterprise Risk Management.

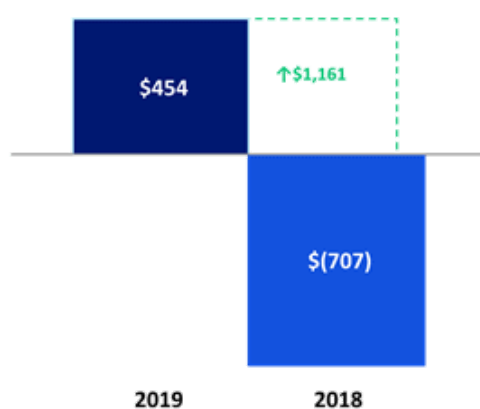
International Underwriting Income*(in millions)***2020 and 2019 Comparison**

Underwriting income decreased primarily due to:

- impact of COVID-19 on catastrophe losses; and
- unfavorable prior year loss reserve development principally in Financial Lines compared to favorable prior year loss reserve development in Global Specialty and Personal Auto in the prior year.

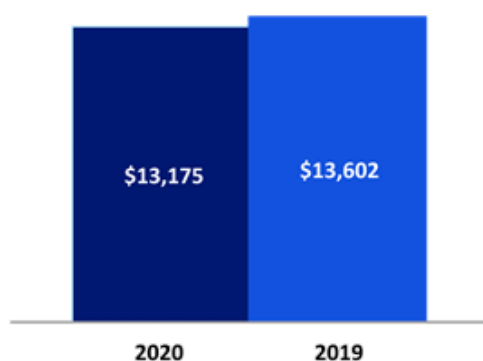
These increases were partially offset by:

- lower accident year loss ratio, as adjusted primarily driven by strong premium rate increases in Commercial Lines, benefits from underwriting actions and better risk selection; and
- lower general operating expenses reflecting ongoing expense discipline.

International Underwriting Income (Loss)*(in millions)***2019 and 2018 Comparison**

Underwriting income in 2019 compared to underwriting loss in 2018 primarily reflected:

- lower catastrophe losses;
- lower general operating expense driven by the Japan Merger Impact in 2018 and ongoing expense reduction initiatives;
- lower accident year loss ratio, as adjusted primarily driven by reduced exposure to severe loss events;
- inclusion of the Validus acquisition; and
- higher favorable prior year loss reserve development.

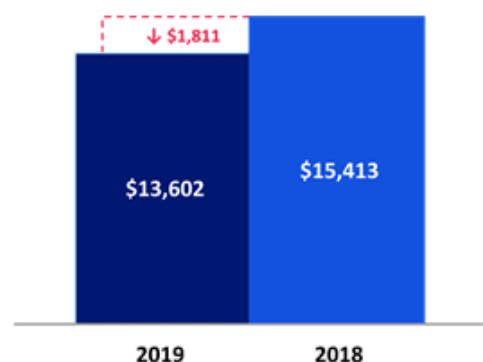
International Net Premiums Written*(in millions)***2020 and 2019 Comparison**

Net premiums written, excluding the impact of foreign exchange, decreased due to:

- the impact of COVID-19, most notably in Travel as well as certain other Personal and Commercial Lines;
- higher ceded premiums due to changes in 2020 reinsurance program; and
- lower premiums from portfolios in run-off.

These decreases were partially offset by:

- rate increases across most Commercial Lines, in particular Financial Lines and Global Specialty; and
- growth in Warranty.

International Net Premiums Written*(in millions)***2019 and 2018 Comparison**

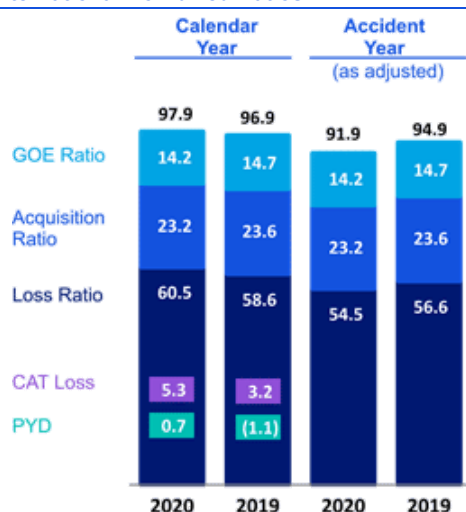
Net premiums written, excluding the impact of foreign exchange, decreased due to:

- lower Accident & Health business in Asia Pacific;
- lower production primarily due to underwriting actions taken to strengthen our portfolio and to maintain pricing discipline, partially offset by profitable business growth across lines and geographies;
- the Japan Merger Impact in 2018; and
- higher ceded premiums due to changes in the 2019 reinsurance program.

These decreases were partially offset by:

- inclusion of the Validus acquisition.

International Combined Ratios



2020 and 2019 Comparison

The increase in the combined ratio reflected an increase in the loss ratio partially offset by a decrease in the expense ratio.

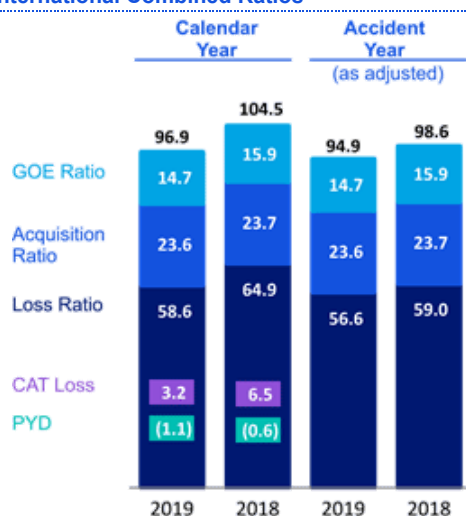
The increase in the loss ratio reflected:

- the impact of COVID-19 on catastrophe losses; and
- unfavorable prior year loss reserve development principally in Financial Lines compared to favorable prior year loss reserve development in Global Specialty and Personal Auto in the prior year.

These increases were partially offset by lower accident year loss ratio, as adjusted primarily driven by strong premium rate increases in Commercial Lines, benefits from underwriting actions and better risk selection.

The decrease in the expense ratio reflected lower general operating expenses due to ongoing expense discipline and a lower acquisition ratio primarily driven by change in business mix.

International Combined Ratios



2019 and 2018 Comparison

The decrease in the combined ratio reflected a decrease in both the loss ratio and the expense ratio.

This decrease in the loss ratio was primarily driven by:

- significantly lower catastrophe losses; and
- lower accident year loss ratio, as adjusted primarily driven by reduced exposure to severe loss events.

This decrease in the expense ratio reflected a lower general operating expense ratio driven by ongoing expense reduction initiatives.

Life and Retirement

Life and Retirement consists of four operating segments: Individual Retirement, Group Retirement, Life Insurance and Institutional Markets. We offer a broad portfolio of products in the U.S. through a multichannel distribution network and life and health products in the UK and Ireland.

PRODUCTS AND DISTRIBUTION



Variable Annuities: Products include variable annuities that offer a combination of growth potential, death benefit features and income protection features. Variable annuities are distributed primarily through banks, wirehouses, and regional and independent broker-dealers.

Index Annuities: Products include fixed index annuities that provide growth potential based in part on the performance of a market index as well as optional living guaranteed features that provide lifetime income protection. Fixed index annuities are distributed primarily through banks, broker-dealers, independent marketing organizations and independent insurance agents.

Fixed Annuities: Products include single premium fixed annuities, immediate annuities and deferred income annuities. Certain fixed deferred annuity products offer optional income protection features. The fixed annuities product line maintains an industry-leading position in the U.S. bank distribution channel by designing products collaboratively with banks and offering an efficient and flexible administration platform.

Retail Mutual Funds: Includes our mutual fund offerings and related administration and servicing operations. Retail Mutual Funds are distributed primarily through broker-dealers.



Group Retirement: Products and services consist of group mutual funds, group annuities, individual annuity and investment products, financial planning and advisory services, and plan administrative and compliance services.

In March 2019, the products and services marketed by The Variable Annuity Life Insurance Company were rebranded under the AIG Retirement Services name to allow the business to fully leverage the strength and scale of the AIG brand. Legal entity names, however, remain unchanged: The Variable Annuity Life Insurance Company and its subsidiaries, VALIC Financial Advisors, Inc. and VALIC Retirement Services Company.

AIG Retirement Services career financial advisors and independent financial advisors provide retirement plan participants with enrollment support and comprehensive financial planning services.



Life Insurance: In the U.S., products primarily include term life and universal life insurance distributed through independent marketing organizations, independent insurance agents, financial advisors and direct marketing. International operations include the distribution of life and health products in the UK and Ireland.



Institutional Markets: Products primarily include stable value wrap products, structured settlement and pension risk transfer annuities (direct and assumed reinsurance), corporate- and bank-owned life insurance, high net worth products and guaranteed investment contracts (GICs). Institutional Markets products are primarily distributed through specialized marketing and consulting firms and structured settlement brokers.

Federal Home Loan Bank (FHLB) Funding Agreements are issued through our Individual Retirement, Group Retirement and Institutional Markets operating segments. Funding agreements are issued by our U.S. Life and Retirement companies to FHLBs in their respective districts at fixed or floating rates over specified periods, which can be prepaid at our discretion. Proceeds are generally invested in fixed income securities and other suitable investments to generate spread income. These investment contracts do not have mortality or morbidity risk and are similar to GICs.

BUSINESS STRATEGY

Deliver client-centric solutions through our unique franchise by bringing together a broad portfolio of life insurance, retirement and institutional products offered through an extensive, multichannel distribution network. Life and Retirement focuses on ease of doing business, offering valuable solutions, and expanding and deepening its distribution relationships across multiple channels.

Position market leading businesses to serve growing needs by continually enhancing product solutions, service delivery and digital capabilities while using data and analytics in an innovative manner to improve customer experience.

Individual Retirement will continue to capitalize on the opportunity to meet consumer demand for guaranteed income by maintaining innovative variable and index annuity products, while also managing risk from guarantee features through risk-mitigating product design and well-developed economic hedging capabilities.

Our fixed annuity products provide diversity in our annuity product suite by offering stable returns for retirement savings.

Group Retirement continues to enhance its technology platform to improve the customer experience for plan sponsors and individual participants. AIG Retirement Services' (formerly VALIC) self-service tools paired with its career financial advisors provide a compelling service platform. Group Retirement's strategy also involves providing financial planning services for its clients and meeting their need for income in retirement. In this advisory role, Group Retirement's clients may invest in assets in which AIG or a third-party is custodian.

Life Insurance in the U.S. will continue to position itself for growth and changing market dynamics while continuing to execute strategies to enhance returns. Our focus is on materializing success from a multi-year effort of building state-of-the-art platforms and underwriting innovations, which are expected to bring process improvements and cost efficiencies.

In the UK, AIG Life Insurance will continue to focus on growing the business organically and through potential acquisition opportunities.

Institutional Markets continues to grow its assets under management across multiple product lines, including stable value wrap, GICs and pension risk transfer annuities. Our growth strategy is opportunistic and allows us to pursue select transactions that meet our risk-adjusted return requirements.

Enhance Operational Effectiveness by simplifying processes and operating environments to increase competitiveness, improve service and product capabilities and facilitate delivery of our target customer experience. We continue to invest in technology to improve operating efficiency and ease of doing business for our distribution partners and customers. We believe that simplifying our operating models will enhance productivity and support further profitable growth.

Manage our Balance Sheet through a rigorous approach to our products and portfolio. We match our product design and high quality investments with our asset and liability exposures to support our cash and liquidity needs under various operating scenarios.

Deliver Value Creation and Manage Capital by striving to deliver solid earnings and returns on capital through disciplined pricing, sustainable underwriting improvements, expense efficiency, and diversification of risk, while optimizing capital allocation and efficiency within insurance entities to enhance return on common equity.

COMPETITION AND CHALLENGES

Life and Retirement operates in the highly competitive insurance and financial services industry in the U.S. and select international markets, competing against various financial services companies, including banks and other life insurance and mutual fund companies. Competition is primarily based on product pricing and design, distribution, financial strength, customer service and ease of doing business.

Our business remains competitive due to its long-standing market leading positions, innovative products, distribution relationships across multiple channels, customer-focused service and strong financial ratings.

Our primary challenges include:

- a sustained low interest rate environment, which makes it difficult to profitably price new products and puts margin pressure on existing business due to lower reinvestment yields;
- increased competition in our primary markets, including aggressive pricing of annuities by private equity-backed annuity writers, increased competition and consolidation of employer groups in the group retirement planning market, and competitors with different profitability targets in the pension risk transfer space as well as other product lines;
- increasingly complex new and proposed regulatory requirements, which have affected industry growth and costs;
- upgrading our technology and underwriting processes while managing general operating expenses; and
- decreased premiums and deposits and adverse mortality experience due to COVID-19.

OUTLOOK—INDUSTRY AND ECONOMIC FACTORS

Below is a discussion of the industry and economic factors impacting our specific operating segments:

The impact of COVID-19 is evolving and will ultimately depend upon the scope, severity and duration of the crisis as well as the actions taken by governments, legislative bodies or regulators and other third parties in response, as well as the distribution and effectiveness of vaccinations, all of which continue to be subject to significant uncertainty at this time. The results for 2020 include COVID-19 related impacts on a number of areas including but not limited to DAC/SIA amortization, mortality, reserves and investment returns. During 2020, we experienced significant decreases on our premiums and deposits primarily due to distribution channel disruptions related to COVID-19 and low interest rates. The regulatory approach to the crisis and impact on the insurance industry is continuing to evolve and its ultimate impact remains uncertain.

On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG. No decisions have yet been made regarding the structure of the initial disposition of up to a 19.9% interest in the Life and Retirement business. In addition, any separation transaction will be subject to the satisfaction of various conditions and approvals, including approval by the AIG Board of Directors, receipt of insurance and other required regulatory approvals, and satisfaction of any applicable requirements of the SEC. No assurance can be given regarding the form that a separation transaction may take or the specific terms or timing thereof, or that a separation will in fact occur.

For additional information please see Part I, Item 1A. Risk Factors – Business and Operations – No assurances can be given that the separation of our Life and Retirement business will occur or as to the specific terms or timing thereof. In addition, the separation could cause the emergence or exacerbate the effects of other risks to which AIG is exposed.

Individual Retirement

Increasing life expectancy and reduced expectations for traditional retirement income from defined benefit programs and fixed income securities are leading Americans to seek additional financial security as they approach retirement. The strong demand for individual index and fixed deferred annuities with guaranteed income features has attracted increased competition in this product space. In response to the continued low interest rate environment, which has added pressure to profit margins, we have developed guaranteed income benefits for variable, fixed index, and fixed deferred annuities with margins that are less sensitive to the level of interest rates.

Changes in the capital markets (interest rate environment, equity markets, volatility) can have a significant impact on sales, surrender rates, investment returns, guaranteed income features, and net investment spreads in the annuity industry.

Group Retirement

Group Retirement competes in the defined contribution market under the AIG Retirement Services brand. AIG Retirement Services is a leading retirement plan provider in the U.S. for K-12 schools and school districts, higher education, healthcare, government and other not-for-profit institutions. The defined contribution market is a highly efficient and competitive market that requires support for both plan sponsors and individual participants. To meet this challenge, AIG Retirement Services is investing in a client-focused technology platform to support improved compliance and self-service functionality. AIG Retirement Services' model pairs self-service tools with its career financial advisors who provide individual plan participants with enrollment support and comprehensive financial planning services.

Changes in the interest rate and equity market environment can have a significant impact on investment returns, fee income, advisory and other income, guaranteed income features, and net investment spreads, and a moderate impact on sales and surrender rates.

Life Insurance

Consumers have a significant need for life insurance, whether it is used for income replacement for their surviving family, estate planning or wealth transfer. Additionally, consumers use life insurance to provide living benefits in case of chronic, critical or terminal illnesses, and to supplement retirement income.

In response to consumer needs and a sustained low interest rate environment, our Life Insurance product portfolio will continue to promote products with lower long-duration interest rate risk and mitigate exposure to products that have long-duration interest rate risk through sales levels and hedging strategies.

As life insurance ownership remains at historical lows in the U.S. and the UK, efforts to expand the reach and increase the affordability of life insurance are critical. The industry is investing in consumer-centric efforts to reduce traditional barriers to securing life protection by simplifying the sales and service experience. Digitally enabled processes and tools provide a fast, friendly and simple path to life insurance protection.

Institutional Markets

Institutional Markets serves a variety of needs for corporate clients. Demand is driven by a number of factors including the macroeconomic and regulatory environment. We expect to see continued growth in the pension risk transfer market (direct and assumed reinsurance) as corporate plan sponsors look to transfer asset or liability, longevity, administrative and operational risks associated with their defined benefit plans.

Changes in the interest rate environment can have a significant impact on investment returns and net investment spreads, as well as reduce the tax efficiency associated with institutional life insurance products, dampening organic growth opportunities.

For additional discussion of the impact of market interest rate movement on our Life and Retirement business see Executive Summary – AIG's Outlook – Industry and Economic Factors – Impact of Changes in the Interest Rate Environment.

LIFE AND RETIREMENT RESULTS

Years Ended December 31, (in millions)	2020	2019	2018	Percentage Change	
				2020 vs. 2019	2019 vs. 2018
Revenues:					
Premiums	\$ 4,624	\$ 3,789	\$ 2,788	22 %	36 %
Policy fees	2,874	2,923	2,701	(2)	8
Net investment income	8,881	8,733	8,238	2	6
Advisory fee and other income	896	911	953	(2)	(4)
Total adjusted revenues	17,275	16,356	14,680	6	11
Benefits, losses and expenses:					
Policyholder benefits and losses incurred	6,884	5,824	4,471	18	30
Interest credited to policyholder account balances	3,551	3,603	3,522	(1)	2
Amortization of deferred policy acquisition costs	632	672	700	(6)	(4)
General operating and other expenses*	2,522	2,542	2,478	(1)	3
Interest expense	155	162	166	(4)	(2)
Total benefits, losses and expenses	13,744	12,803	11,337	7	13
Adjusted pre-tax income	\$ 3,531	\$ 3,553	\$ 3,343	(1)%	6 %

* Includes general operating expenses, non-deferrable commissions, other acquisition expenses, advisory fee expenses and other expenses.

For information on the impact of actuarial assumptions on our Life and Retirement results, see *Insurance Reserves – Life and Annuity Reserves and DAC - Update of Actuarial Assumptions by Business Segment*.

Our insurance companies generate significant revenues from investment activities. As a result, the operating segments in Life and Retirement are subject to variances in net investment income on the asset portfolios that support insurance liabilities and surplus.

For additional information on our investment strategy, asset-liability management process and invested asset composition see *Investments*.

INDIVIDUAL RETIREMENT RESULTS

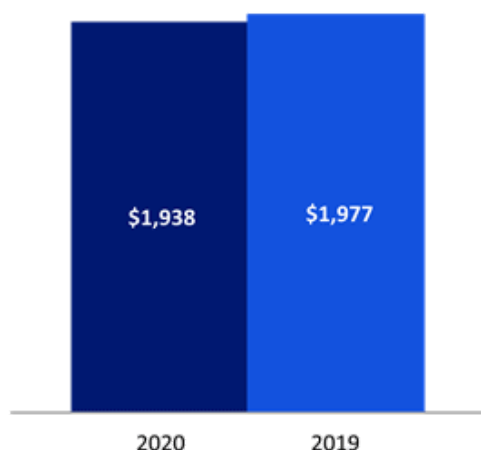
Years Ended December 31, (in millions)	2020	2019	2018	Percentage Change	
				2020 vs. 2019	2019 vs. 2018
Revenues:					
Premiums	\$ 151	\$ 104	\$ 52	45 %	100 %
Policy fees	861	811	804	6	1
Net investment income	4,131	4,122	3,821	-	8
Advisory fee and other income	571	606	655	(6)	(7)
Benefits and expenses:					
Policyholder benefits and losses incurred	397	409	261	(3)	57
Interest credited to policyholder account balances	1,751	1,726	1,677	1	3
Amortization of deferred policy acquisition costs	590	449	630	31	(29)
Non deferrable insurance commissions	334	318	324	5	(2)
Advisory fee expenses	205	219	238	(6)	(8)
General operating expenses	427	468	442	(9)	6
Interest expense	72	77	82	(6)	(6)
Adjusted pre-tax income (loss)	\$ 1,938	\$ 1,977	\$ 1,678	(2)%	18 %
Fixed annuities base net investment spread:					
Base yield*	4.16 %	4.54 %	4.60 %	(38)bps	(6)bps
Cost of funds	2.63 %	2.68 %	2.65 %	(5)	3
Fixed annuities base net investment spread	1.53 %	1.86 %	1.95 %	(33)bps	(9)bps

* Includes returns from base portfolio including accretion and income (loss) from certain other invested assets.

Business and Financial Highlights

The market environment continues to reflect uncertainties in the annuity business resulting from a sustained low interest rate environment as well as the COVID-19 crisis. Interest rates declined in 2020 and remain at or near historical lows. Premiums and deposits decreased in 2020 compared to the prior year. Net flows decreased in 2020 compared to the prior year primarily due to lower sales in fixed and index annuities and lower Retail Mutual Fund sales, partially offset by lower surrenders and withdrawals. Excluding prior year deposits from FHLB funding agreements, premiums and deposits increased in 2019 compared to 2018. Net flows in 2019 remained negative but improved compared to 2018 primarily due to higher deposits driven by increased fixed and index annuities sales, offset by lower sales for the variable annuities and Retail Mutual Funds.

Adjusted pre-tax income decreased in 2020 compared to the prior year, primarily due to lower base net investment yield driven by lower interest rates resulting in spread compression, lower gains on securities for which the fair value option was elected, a higher net unfavorable adjustment from the review and update of actuarial assumptions, in addition to DAC and reserve model adjustments compared to the prior year. Partially offsetting these decreases were higher private equity income, higher call and tender income and lower general operating expenses. Adjusted pre-tax income increased in 2019 compared to 2018, primarily driven by decreases in Variable Annuity DAC amortization and reserves due to stronger equity market performances, growth in income from base portfolio due to higher invested assets, higher gains on securities for which the fair value option was elected, and prior year DAC and reserve model adjustments. Partially offsetting these increases were lower Variable Annuity policy and advisory fee income, net of expenses due to Variable Annuity and Retail Mutual Fund negative net flows.

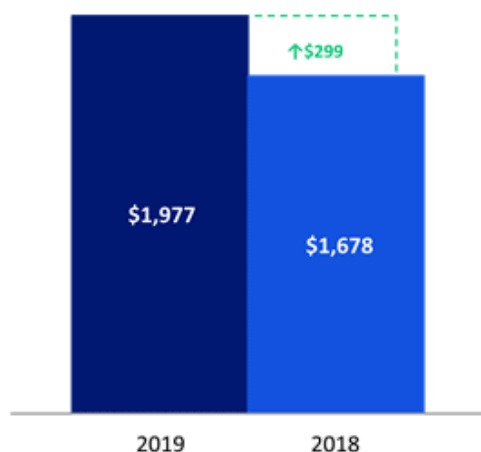
Individual Retirement Adjusted Pre-Tax Income*(in millions)***2020 and 2019 Comparison**

Adjusted pre-tax income decreased primarily due to:

- higher net unfavorable adjustment from the review and update of actuarial assumptions compared to the prior year, in addition to DAC and reserve model adjustments.

Partially offsetting these decreases were:

- higher net investment returns due to higher private equity income, and higher call and tender income, offset by lower base investment yield due to lower interest rates resulting in spread compression, and lower gains on securities for which the fair value option was elected; and
- lower general operating expenses primarily due to lower travel and other employee related expenses.

Individual Retirement Adjusted Pre-Tax Income*(in millions)***2019 and 2018 Comparison**

Adjusted pre-tax income increased primarily due to:

- higher net investment returns including growth in income from base net investment spread due to higher invested assets, driven by increased sales, higher gains on securities for which the fair value option was elected, and income from an initial public offering of a holding in the private equity portfolio, partially offset by lower affordable housing returns, and prior year non-recurring payments on structured securities; and
- stronger equity market performance, which contributed to decreases in Variable Annuity DAC amortization and reserves, prior year DAC and reserve model adjustment, and lower Fixed Annuity DAC amortization due to lower surrenders, partially offset by higher Index Annuity DAC amortization and reserves driven by growth in sales and DAC model adjustments.

Partially offsetting these increases were:

- lower policy and advisory fee income net of expenses due to negative Variable Annuity and Retail Mutual Fund net flows and a decrease in Variable Annuity and Retail Mutual Fund average AUM related to the equity market decline at the end of 2018.

INDIVIDUAL RETIREMENT GAAP PREMIUMS, PREMIUMS AND DEPOSITS, SURRENDERS AND NET FLOWS

For Individual Retirement, premiums primarily represent amounts received on life-contingent payout annuities. Premiums increased in 2020 compared to 2019 and 2018. Premiums are generally not a significant driver of Individual Retirement results.

Premiums and deposits is a non-GAAP financial measure that includes, in addition to direct and assumed premiums, deposits received on investment-type annuity contracts, FHLB funding agreements and mutual funds under administration.

Net flows for annuity products in Individual Retirement represent premiums and deposits less death, surrender and other withdrawal benefits. Net flows for mutual funds represent deposits less withdrawals. Deposits from FHLB funding agreement are excluded from net flows of Individual Retirement in 2018, as net flows from this funding agreement is not considered part of the metric to measure Individual Retirement's core recurring performance.

The following table presents a reconciliation of Individual Retirement GAAP premiums to premiums and deposits:

Years Ended December 31, (in millions)	2020	2019	2018
Premiums	\$ 151	\$ 104	\$ 52
Deposits	10,228	14,804	15,578
Other	(9)	(9)	(9)
Premiums and deposits	\$ 10,370	\$ 14,899	\$ 15,621

The following table presents surrenders as a percentage of average reserves:

Years Ended December 31,	2020	2019	2018
Surrenders as a percentage of average reserves			
Fixed annuities	5.9 %	7.2 %	8.1 %
Variable and index annuities	5.6	6.4	6.6

The following table presents reserves for fixed annuities and variable and index annuities by surrender charge category:

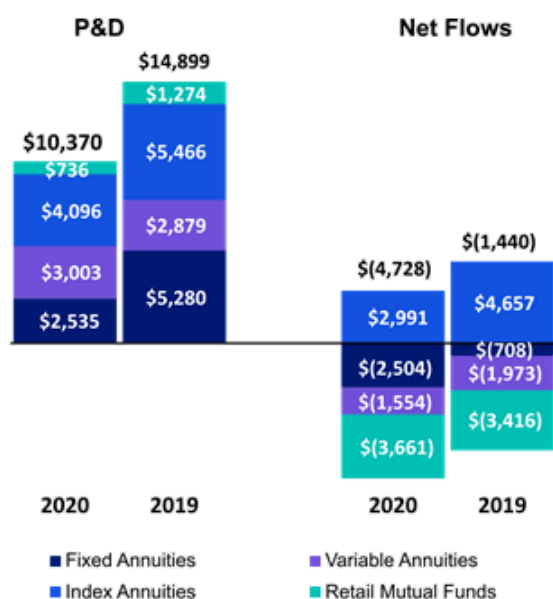
At December 31,	2020		2019	
(in millions)	Fixed Annuities	Variable and Index Annuities	Fixed Annuities	Variable and Index Annuities
No surrender charge	\$ 27,394	\$ 30,763	\$ 27,714	\$ 24,477
Greater than 0% - 2%	2,323	11,573	2,052	9,514
Greater than 2% - 4%	2,787	15,264	3,198	14,854
Greater than 4%	16,335	32,056	16,396	32,096
Non-surrenderable	1,704	567	2,157	-
Total reserves	\$ 50,543	\$ 90,223	\$ 51,517	\$ 80,941

Individual Retirement annuities are typically subject to a four- to seven-year surrender charge period, depending on the product. For fixed annuities, the proportion of reserves subject to surrender charge at December 31, 2020 was flat compared to December 31, 2019. The increase in reserves with no surrender charge for variable and index annuities at December 31, 2020 compared to December 31, 2019 was principally due to normal aging of business.

A discussion of the significant variances in premiums and deposits and net flows for each product line follows:

Individual Retirement Premiums and Deposits (P&D) and Net Flows

(in millions)

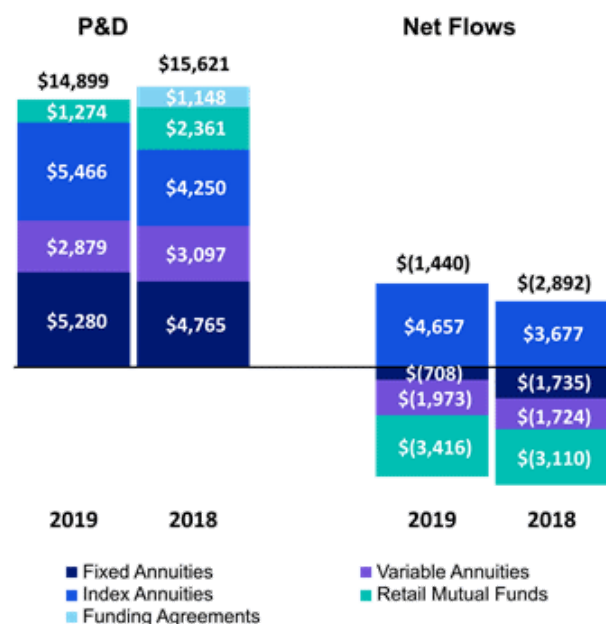


2020 and 2019 Comparison

- **Fixed Annuities** premiums and deposits decreased primarily due to distribution channel disruptions related to COVID-19 and sustained low interest rate environment. Net flows were negative primarily due to lower premiums and deposits partially offset by lower surrenders.
- **Variable and Index Annuities** premiums and deposits decreased primarily due to a decrease in index annuity sales due to distribution channel disruptions related to COVID-19 partially offset by higher variable annuity sales. Variable annuity net flows remained negative but improved primarily due to an increase in sales and lower surrenders. Index annuity net flows decreased primarily due to lower sales and higher surrenders.
- **Retail Mutual Funds** premiums and deposits decreased due to continued negative industry trends in U.S. actively managed equity funds and disruptions caused by COVID-19, and reduction of flows within our largest fund. Net flows remained negative and deteriorated due to lower deposits offset by lower surrenders.

Individual Retirement Premiums and Deposits and Net Flows

(in millions)



2019 and 2018 Comparison

- **Fixed Annuities** premiums and deposits increased primarily due to higher broker dealer and Independent Market Organization distribution sales driven by increased sales of products with living benefit features. Net flows improved primarily due to higher premiums and deposits, and lower surrenders.
- **Variable and Index Annuities** premiums and deposits increased primarily due to higher index annuity sales driven by growth in all key distribution channels partially offset by a decline in variable annuity premiums and deposits driven by lower broker dealer and bank distribution sales. Index annuity net flows increased primarily due to higher sales partially offset by higher surrenders. Variable annuity net flows remained negative and deteriorated primarily due to a decline in sales.
- **Funding Agreements** premiums and deposits in 2018 reflected deposits from the FHLB funding agreements, which were excluded from reported net flows.
- **Retail Mutual Funds** net flows remained negative and deteriorated reflecting lower deposits, offset by lower surrenders and withdrawals due to industry trends in the U.S. and the impact of underperformance within our largest fund

GROUP RETIREMENT RESULTS

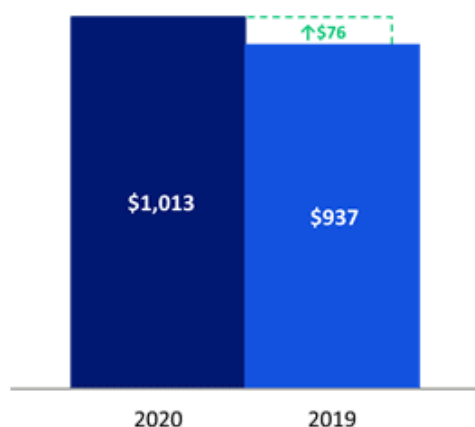
Years Ended December 31, (in millions)	2020	2019	2018	Percentage Change	
				2020 vs. 2019	2019 vs. 2018
Revenues:					
Premiums	\$ 19	\$ 16	\$ 34	19 %	(53)%
Policy fees	443	429	446	3	(4)
Net investment income	2,236	2,240	2,175	-	3
Advisory fee and other income	272	262	239	4	10
Benefits and expenses:					
Policyholder benefits and losses incurred	72	65	85	11	(24)
Interest credited to policyholder account balances	1,123	1,147	1,122	(2)	2
Amortization of deferred policy acquisition costs	7	81	95	(91)	(15)
Non deferrable insurance commissions	117	114	117	3	(3)
Advisory fee expenses	111	103	91	8	13
General operating expenses	485	456	406	6	12
Interest expense	42	44	42	(5)	5
Adjusted pre-tax income (loss)	\$ 1,013	\$ 937	\$ 936	8 %	- %
Base net investment spread:					
Base yield*	4.26 %	4.53 %	4.50 %	(27)bps	3 bps
Cost of funds	2.65	2.72	2.73	(7)	(1)
Base net investment spread	1.61 %	1.81 %	1.77 %	(20)bps	4 bps

* Includes returns from base portfolio including accretion and income (loss) from certain other invested assets.

Business and Financial Highlights

Group Retirement is focused on implementing initiatives to grow its business. However, external factors, including increased competition and the consolidation of healthcare providers and other employers in target markets, continue to impact Group Retirement's customer retention. Premiums and deposits decreased in 2020 compared to the prior year. Net flows remained negative but improved in 2020 compared to the prior year primarily due to lower surrenders partially offset by lower deposits. Excluding deposits from FHLB funding agreement, premiums and deposits decreased in 2019 compared to 2018. Net flows remained negative but improved in 2019 compared to 2018 primarily due to lower surrenders partially offset by decreased deposits.

Adjusted pre-tax income increased in 2020 compared to the prior year primarily due to a net favorable adjustment from the review and update of actuarial assumptions compared to a net unfavorable adjustment in the prior year, higher private equity income, higher yield enhancement income and higher policy and advisory fee income, net of expenses, due to an increase in separate account and mutual fund average assets. Partially offsetting these increases were lower gains on base net investment spread primarily due to lower reinvestment yields, lower gains on securities for which the fair value option was elected, higher general operating expenses and higher variable annuity DAC amortization and reserves due to equity market performance. Adjusted pre-tax income remained relatively flat in 2019 compared to 2018.

Group Retirement Adjusted Pre-Tax Income*(in millions)***2020 and 2019 Comparison**

Adjusted pre-tax income increased primarily due to:

- a net favorable adjustment from the review and update of actuarial assumptions compared to a net unfavorable adjustment in the prior year;
- higher policy and advisory fee income, net of expenses, due to an increase in separate account and mutual fund average assets; and
- higher net investment income due to higher private equity income, and higher yield enhancement income partially offset by lower gains on securities for which the fair value option was elected.

Partially offsetting these increases were:

- a decrease in base net investment spread primarily due to lower reinvestment yields and lower accretion partially offset by higher average invested assets and lower interest credited;
- higher general operating expenses primarily due to increased regulatory expenses partially offset by savings from COVID-19 travel restrictions; and
- increases in variable annuity DAC amortization and reserves due to lower equity market performance compared to prior year.

Group Retirement Adjusted Pre-Tax Income*(in millions)***2019 and 2018 Comparison**

Adjusted pre-tax income increased primarily due to:

- an increase in base net investment spread primarily due to higher average invested assets;
- lower variable annuity DAC amortization and reserves due to stronger equity market performance; and
- higher net investment returns in our alternative investment portfolio, including income from an initial public offering of a holding in the private equity portfolio and higher gains on securities for which the fair value option was elected, partially offset by the prior year receipt of non-recurring payments on structured securities and lower returns on affordable housing income.

Partially offsetting these increases were:

- a net unfavorable adjustment from the review and update of actuarial assumptions compared to a net favorable adjustment in the prior year; and
- higher general operating expenses primarily due to continued investment in people and technology.

GROUP RETIREMENT GAAP PREMIUMS, PREMIUMS AND DEPOSITS, SURRENDERS AND NET FLOWS

For Group Retirement, premiums primarily represent amounts received on life-contingent payout annuities. Premiums in 2020, which primarily represents immediate annuities, increased compared to 2019 and decreased compared to 2018. Premiums are not a significant driver of Group Retirement results.

Premiums and deposits is a non-GAAP financial measure that includes, in addition to direct and assumed premiums, deposits received on investment-type annuity contracts, FHLB funding agreements and mutual funds under administration.

Net flows for annuity products included in Group Retirement represent premiums and deposits less death, surrender and other withdrawal benefits. Net flows for mutual funds represent deposits less withdrawals. Deposits from FHLB funding agreement was excluded from net flows of Group Retirement in 2018, as net flows from this funding agreement is not considered part of the metric to measure Group Retirement's core recurring performance.

The following table presents a reconciliation of Group Retirement GAAP premiums to premiums and deposits:

Years Ended December 31, (in millions)	2020	2019	2018
Premiums	\$ 19	\$ 16	\$ 34
Deposits	7,477	8,330	8,605
Premiums and deposits	\$ 7,496	\$ 8,346	\$ 8,639

The following table presents Group Retirement surrenders as a percentage of average reserves and mutual funds under administration:

Years Ended December 31,	2020	2019	2018
Surrenders as a percentage of average reserves and mutual funds	8.6 %	10.7 %	11.3 %

The following table presents reserves for Group Retirement annuities by surrender charge category:

At December 31, (in millions)	2020(a)	2019(a)
No surrender charge ^(b)	\$ 77,507	\$ 71,912
Greater than 0% - 2%	565	1,140
Greater than 2% - 4%	829	672
Greater than 4%	6,119	6,038
Non-surrenderable	616	614
Total reserves	\$ 85,636	\$ 80,376

(a) Excludes mutual fund assets under administration of \$25.0 billion and \$21.7 billion at December 31, 2020 and 2019, respectively.

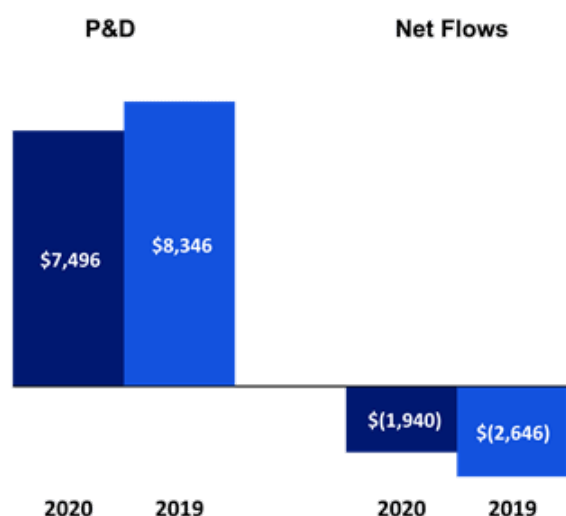
(b) Group Retirement amounts in this category include general account reserves of approximately \$6.3 billion and \$6.2 billion at December 31, 2020 and December 31, 2019 respectively, which are subject to 20 percent annual withdrawal limitations at the participant level and general account reserves of \$5.8 billion and \$5.4 billion at December 31, 2020 and December 31, 2019, respectively, which are subject to 20 percent annual withdrawal limitations at the plan level.

Group Retirement annuity deposits are typically subject to a five- to seven-year surrender charge period, depending on the product. At December 31, 2020, Group Retirement annuity reserves with no surrender charge increased compared to December 31, 2019 primarily due to growth in assets under management while reserves with a 0% - 2% surrender charge decreased primarily due to normal aging of business. The surrender rate in 2020 decreased compared to the prior year due to lower individual surrenders as well as fewer large plan surrenders.

A discussion of the significant variances in premiums and deposits and net flows follows:

Group Retirement Premiums and Deposits and Net Flows

(in millions)

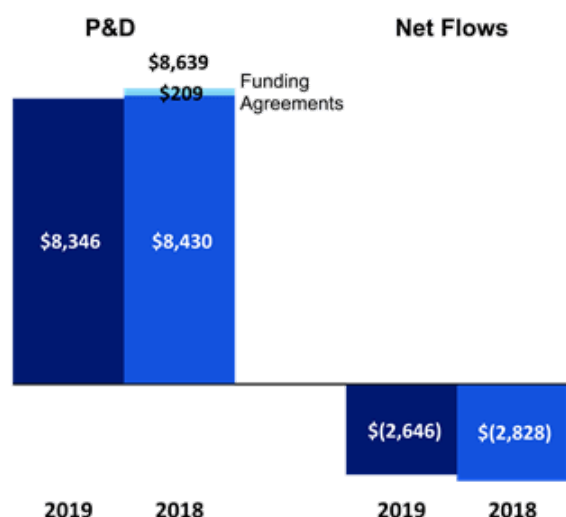


2020 and 2019 Comparison

Net flows remained negative but improved primarily due to lower individual surrenders partially offset by decreased deposits. There were approximately \$1.0 billion of large plan related surrenders in 2020 compared to approximately \$1.3 billion of large plan surrenders for 2019. External factors including consolidation of healthcare providers and other employers in target markets continue to impact Group Retirement customer retention, although this was partially mitigated by short term impacts from market conditions related to COVID-19.

Group Retirement Premiums and Deposits and Net Flows

(in millions)



2019 and 2018 Comparison

Net flows remained negative but improved primarily due to lower surrenders partially offset by decreased deposits. There were approximately \$1.3 billion of large plan surrenders for 2019 compared to approximately \$1.6 billion of large plan surrenders for 2018. External factors including consolidation of healthcare providers and other employers in target markets continue to impact Group Retirement customer retention. Premiums and deposits in 2018 reflected deposits from FHLB funding agreement, which were excluded from reported net flows.

LIFE INSURANCE RESULTS

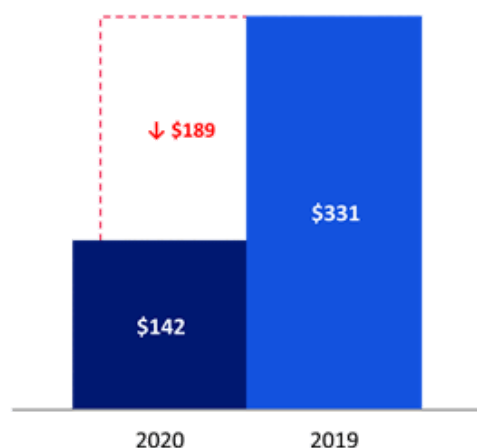
Years Ended December 31, (in millions)	2020	2019	2018	Percentage Change	
				2020 vs. 2019	2019 vs. 2018
Revenues:					
Premiums	\$ 1,915	\$ 1,805	\$ 1,747	6 %	3 %
Policy fees	1,384	1,495	1,267	(7)	18
Net investment income	1,526	1,483	1,450	3	2
Other income	52	42	58	24	(28)
Benefits and expenses:					
Policyholder benefits and losses incurred	3,569	3,189	2,905	12	10
Interest credited to policyholder account balances	373	374	381	-	(2)
Amortization of deferred policy acquisition costs	30	137	(30)	(78)	NM
Non deferrable insurance commissions	108	104	100	4	4
General operating expenses	625	660	665	(5)	(1)
Interest expense	30	30	29	-	3
Adjusted pre-tax income	\$ 142	\$ 331	\$ 472	(57) %	(30) %

Business and Financial Highlights

Life Insurance is focused on selling profitable new products through strategic channels to enhance future returns. Adjusted pre-tax income decreased in 2020 compared to the prior year primarily due to higher mortality driven primarily by COVID-19 and a net unfavorable adjustment from the review and update of actuarial assumptions partially offset by higher net investment income. Adjusted pre-tax income decreased in 2019 compared to the prior year primarily due to prior year favorable actuarial adjustments to universal life and prior year favorable ceded premium reinsurance adjustments, unfavorable reinsurance valuation allowance adjustment in 2019 and less favorable mortality. Partially offsetting these decreases were higher gains on calls and higher net investment income including gains on alternative investments due to higher private equity income.

Life Insurance Adjusted Pre-Tax Income

(in millions)



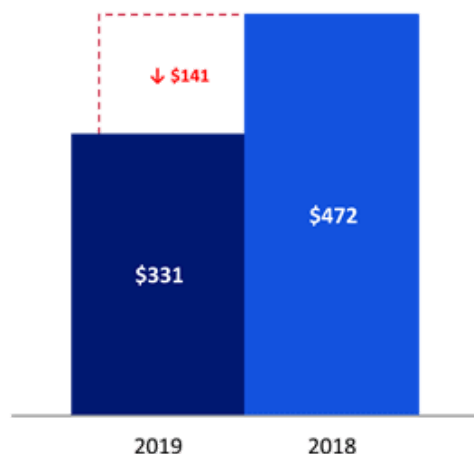
2020 and 2019 Comparison

Adjusted pre-tax income decreased primarily due to:

- higher mortality driven by COVID-19; and
- a higher net unfavorable adjustment from the review and update of actuarial assumptions.

Partially offsetting these decreases were:

- higher net investment income, primarily driven by higher gains on calls and higher equity partnership income.

Life Insurance Adjusted Pre-Tax Income*(in millions)***2019 and 2018 Comparison**

Adjusted pre-tax income decreased primarily due to:

- prior year favorable U.S. reserve and reinsurance adjustments and an unfavorable reinsurance valuation allowance adjustment in 2019; and
- less favorable mortality experience in the U.S.

Partially offsetting these decreases were:

- higher investment income primarily due to higher base portfolio income driven by growth in invested assets, higher returns in our alternative investment portfolio, including income from an initial public offering of a holding in the private equity portfolio, and higher gains on calls.

LIFE INSURANCE GAAP PREMIUMS AND PREMIUMS AND DEPOSITS

Premiums for Life Insurance represent amounts received on traditional life insurance policies, primarily term life and international life and health. Premiums, excluding the effect of foreign exchange, increased in 2020 compared to 2019 and 2018. Premiums for 2018 included favorable ceded premium reinsurance refinements in domestic life business. Premiums and deposits for Life Insurance is a non-GAAP financial measure that includes direct and assumed premiums as well as deposits received on universal life insurance.

The following table presents a reconciliation of Life Insurance GAAP premiums to premiums and deposits:

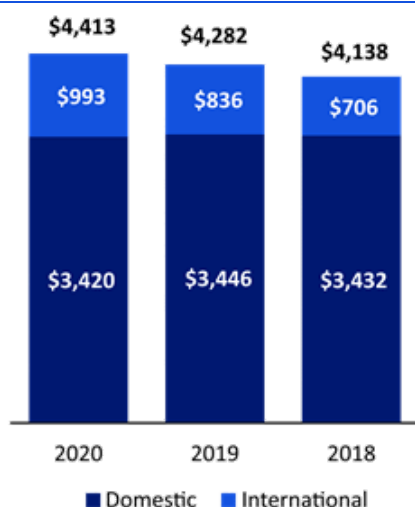
Years Ended December 31,*(in millions)*

		2020	2019	2018
Premiums	\$	1,915	\$ 1,805	\$ 1,747
Deposits		1,648	1,667	1,657
Other		850	810	734
Premiums and deposits	\$	4,413	\$ 4,282	\$ 4,138

A discussion of the significant variances in premiums and deposits follows:

Life Insurance Premiums and Deposits

(in millions)



Premiums and deposits, excluding the effect of foreign exchange, increased in 2020 compared to 2019 primarily due to growth in international life and group premiums.

Premiums and deposits, excluding the effect of foreign exchange, increased in 2019 compared to 2018 primarily due to growth in domestic term life and international life, including the acquisition of Ellipse in the U.K.

INSTITUTIONAL MARKETS RESULTS

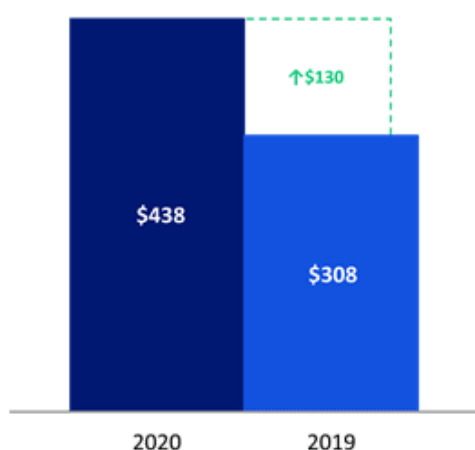
Years Ended December 31,

(in millions)

	2020	2019	2018	Percentage Change	
				2020 vs. 2019	2019 vs. 2018
Revenues:					
Premiums	\$ 2,539	\$ 1,864	\$ 955	36 %	95 %
Policy fees	186	188	184	(1)	2
Net investment income	988	888	792	11	12
Other income	1	1	1	-	-
Benefits and expenses:					
Policyholder benefits and losses incurred	2,846	2,161	1,220	32	77
Interest credited to policyholder account balances	304	356	342	(15)	4
Amortization of deferred policy acquisition costs	5	5	5	-	-
Non deferrable insurance commissions	31	31	31	-	-
General operating expenses	79	69	64	14	8
Interest expense	11	11	13	-	(15)
Adjusted pre-tax income (loss)	\$ 438	\$ 308	\$ 257	42 %	20 %

Business and Financial Highlights

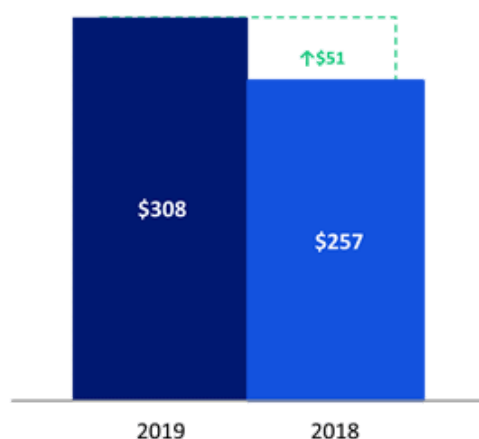
Institutional Markets continued to opportunistically grow its portfolio, which drove the increase in net investment income. Product distribution continues to be strong and the business is focused on maintaining pricing discipline.

Institutional Markets Adjusted Pre-Tax Income*(in millions)***2020 and 2019 Comparison**

Increases in premiums and policyholder benefits were primarily due to higher pension risk transfer business written in 2020 compared to 2019.

Adjusted pre-tax income increased primarily due to:

- growth in the portfolio from new business, higher alternative investment returns due to higher equity partnership returns and yield enhancement income, partially offset by the impact of the new business on policyholder benefits and losses incurred;
- decrease in interest crediting results from impact of lower interest rates on floating-rate GICs and related hedging; and
- favorable mortality experience.

Institutional Markets Adjusted Pre-Tax Income*(in millions)***2019 and 2018 Comparison**

Increase in premiums and policyholder benefits were primarily due to pension risk transfer business written during 2018 and 2019. Growth in reserves and AUM drove the increase in net investment income with similar impact to policyholder benefits and interest credited.

Adjusted pre-tax income increased primarily due to:

- higher net investment income due to higher invested assets resulting from growth in pension risk transfer and GICs.

INSTITUTIONAL MARKETS GAAP PREMIUMS AND PREMIUMS AND DEPOSITS

Premiums for Institutional Markets primarily represent amounts received on pension risk transfer or structured settlement annuities with life contingencies. Premiums increased in 2020 compared to the prior year primarily driven by the pension risk transfer business (direct and assumed reinsurance) written in 2020. Premiums increased in 2019 compared to the prior year primarily driven by the pension risk transfer business written in 2019.

Premiums and deposits for Institutional Markets is a non-GAAP financial measure that includes direct premiums as well as deposits received on investment-type annuity contracts, including GICs. Deposits also include FHLB funding agreements.

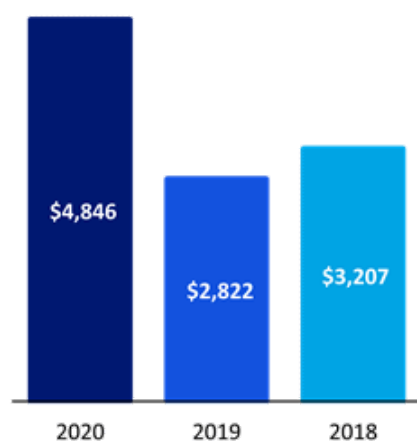
The following table presents a reconciliation of Institutional Markets GAAP premiums to premiums and deposits:

Years Ended December 31,		2020	2019	2018
(in millions)				
Premiums	\$	2,539	\$ 1,864	\$ 955
Deposits		2,281	931	2,190
Other		26	27	62
Premiums and deposits	\$	4,846	\$ 2,822	\$ 3,207

A discussion of the significant variances in premiums and deposits follows:

Institutional Markets Premiums and Deposits

(in millions)



Premiums and deposits increased in 2020 due to higher pension risk transfer (direct and assumed reinsurance) sales and higher deposits on GICs.

Premiums and deposits decreased in 2019 compared to the prior year due to lower deposits offset by higher pension risk transfer sales. Deposits in 2018 include \$1.4 billion of FHLB agreements. The shift in premium and deposit mix is consistent with Institutional Markets' strategy to opportunistically grow and diversify its portfolio.

Other Operations

Other Operations primarily consists of income from assets held by AIG Parent and other corporate subsidiaries, deferred tax assets related to tax attributes, corporate expenses and intercompany eliminations, our institutional asset management business and results of our consolidated investment entities, General Insurance portfolios in run-off previously reported within Legacy as well as the historical results of our legacy insurance lines ceded to Fortitude Re.

OTHER OPERATIONS RESULTS

Years Ended December 31, (in millions)	2020	2019	2018	Percentage Change	
				2020 vs. 2019	2019 vs. 2018
Revenues:					
Premiums	\$ 233	\$ 334	\$ 330	(30)%	1 %
Policy fees	43	92	89	(53)	3
Net investment income:					
Interest and dividends	905	2,015	1,984	(55)	2
Alternative investments	82	252	98	(67)	157
Other investment income	147	407	376	(64)	8
Investment expenses	(47)	(76)	(52)	38	(46)
Total net investment income	1,087	2,598	2,406	(58)	8
Other income	22	36	41	(39)	(12)
Total adjusted revenues	1,385	3,060	2,866	(55)	7
Benefits, losses and expenses:					
Policyholder benefits and losses incurred	816	1,650	1,802	(51)	(8)
Interest credited to policyholder account balances	89	208	228	(57)	(9)
Acquisition expenses:					
Amortization of deferred policy acquisition costs	50	64	94	(22)	(32)
Other acquisition expenses	1	9	6	(89)	50
Total acquisition expenses	51	73	100	(30)	(27)
General operating expenses					
Corporate and Other	1,004	1,099	1,034	(9)	6
Asset Management	42	42	85	-	(51)
Amortization of intangible assets	40	40	15	-	167
Total General operating expenses	1,086	1,181	1,134	(8)	4
Interest expense:					
Interest - Corporate and Other	1,148	1,089	1,065	5	2
Interest - Asset Management*	158	171	26	(8)	NM
Total interest expense	1,306	1,260	1,091	4	15
Total benefits, losses and expenses	3,348	4,372	4,355	(23)	-
Adjusted pre-tax income (loss) before consolidation and eliminations					
	(1,963)	(1,312)	(1,489)	(50)	12
Consolidation and eliminations	(466)	(304)	39	(53)	NM
Adjusted pre-tax loss	\$ (2,429)	\$ (1,616)	\$ (1,450)	(50)%	(11)%
Adjusted pre-tax income (loss) by activities:					
Corporate and Other	\$ (2,041)	\$ (1,378)	\$ (1,504)	(48)%	8 %
Asset Management	78	66	15	18	340
Consolidation and eliminations	(466)	(304)	39	(53)	NM
Adjusted pre-tax loss	\$ (2,429)	\$ (1,616)	\$ (1,450)	(50)%	(11)%

* Interest – Asset Management primarily represents interest expense on consolidated investment entities of \$148 million, \$158 million and \$11 million in 2020, 2019 and 2018, respectively.

2020 AND 2019 COMPARISON

Adjusted pre-tax loss increased primarily due to:

- lower net investment income due to the deconsolidation of Fortitude Re on June 2, 2020; and
- higher interest expenses driven by debt issuances in the second quarter of 2020.

2019 AND 2018 COMPARISON

Adjusted pre-tax loss increased primarily due to:

- lower net investment income associated with available for sale securities, higher corporate general operating expenses due to higher compensation and technology costs; and
- higher interest expenses driven by corporate debt issuances in the first quarter of 2019 and 2018, and debt associated with consolidated investment entities.

The increase in adjusted pre-tax loss was partially offset by:

- higher net investment income associated with consolidated investment entities.
- higher earnings on portfolios in run-off due to an increase in net investment income as a result of gains on fair value option securities and a decrease in policyholder benefits and losses incurred due to non-recurring loss recognition incurred on accident and health business (other than long-term care) in 2018.

Investments

OVERVIEW

Our investment strategies are tailored to the specific business needs of each operating unit by targeting an asset allocation mix that supports estimated cash flows of our outstanding liabilities and provides diversification from an asset class, sector, issuer, and geographic perspective. The primary objectives are generation of investment income, preservation of capital, liquidity management and growth of surplus. The majority of assets backing our insurance liabilities consist of fixed maturity securities.

The impact of COVID-19 is evolving rapidly and will depend upon the scope, severity and duration of the crisis as well as the actions taken by governments, legislative bodies or regulators and other third parties in response, all of which are continuing to evolve and are subject to continuing uncertainty. Weak economic conditions resulting from COVID-19 have been met with intervention taken by governments and monetary authorities aimed at stimulating growth, resulting in a sharp recovery on our overall investment portfolio to pre-COVID-19 conditions. In certain segments of our diversified investment portfolio, there have been exposures to certain segments of the economy significantly affected by the crisis, which has, in certain periods, resulted in the recognition of credit losses and increases in our allowance for credit losses. Further recognition of credit losses and increases in our allowances for credit losses could result if businesses remain closed (or are closed again due to resurgences in infections) and the impact of the crisis on the global economy worsens.

Investment Highlights in 2020

- A significant drop in interest rates was partially offset by a widening of credit spreads that resulted in a net unrealized gain movement in our investment portfolio. Net unrealized gains in our available for sale portfolio increased to approximately \$27.4 billion as of December 31, 2020 from approximately \$17.9 billion as of December 31, 2019.
- We continued to make investments in structured securities and other fixed maturity securities with favorable risk compared to return characteristics to improve yields and increase net investment income.
- We experienced lower income from fixed maturity securities for which the fair value option was elected due to a widening of credit spreads and lower fixed maturity security assets in 2020. This compares to the prior year where we experienced higher gains in our fixed maturities securities portfolio for which we elected the fair value option due to higher fixed maturity security assets and a drop in rates and narrowing credit spreads.
- Blended investment yields on new investments were lower than blended rates on investments that were sold, matured or called.
- Implemented CECL, the new credit loss accounting standard, in the first quarter of 2020.

Investment Strategies

Investment strategies are assessed at the segment level and involve considerations that include local and general market conditions, duration and cash flow management, risk appetite and volatility constraints, rating agency and regulatory capital considerations, and tax and legal investment limitations.

Some of our key investment strategies are as follows:

- Our fundamental strategy across the portfolios is to seek investments with similar characteristics to the associated insurance liabilities to the extent practicable. AIG embeds Environmental, Social and Governance (ESG) considerations in its fundamental investment analysis of the companies or projects we invest in to ensure that they have sustainable earnings over the full term of our investment. AIG considers internal and external factors and evaluates changes in consumer behavior, industry trends related to ESG factors as well as the ability of the management of companies to respond appropriately to these changes in order to maintain their competitive advantage.
- We seek to originate investments that offer enhanced yield through illiquidity premiums, such as private placements and commercial mortgage loans, which also add portfolio diversification. These assets typically afford credit protections through covenants, ability to customize structures that meet our insurance liability needs, and deeper due diligence given information access.
- Given our global presence, we have access to assets that provide diversification from local markets. To the extent we purchase these investments, we generally hedge any currency risk using derivatives, which could provide opportunities to earn higher risk adjusted returns compared to assets in the functional currency.

- AIG Parent, included in Other Operations, actively manages its assets and liabilities, counterparties and duration. AIG Parent's liquidity sources are held primarily in the form of cash, short-term investments and publicly traded, investment grade rated fixed maturity securities that can be readily monetized through sales or repurchase agreements. This strategy allows us to both diversify our sources of liquidity and reduce the cost of maintaining sufficient liquidity.
- Within the U.S., the Life and Retirement and General Insurance investments are generally split between reserve backing and surplus portfolios.
 - Insurance reserves are backed by mainly investment grade fixed maturity securities that meet our duration, risk-return, tax, liquidity, credit quality and diversification objectives. We assess asset classes based on their fundamental underlying risk factors, including credit (public and private), commercial real estate and residential real estate regardless of whether such investments are bonds, loans, or structured products.
 - Surplus investments seek to enhance portfolio returns and are generally comprised of a mix of fixed maturity investment grade and below investment grade securities and various alternative asset classes, including private equity, real estate equity, and hedge funds. Over the past few years, hedge fund investments have been reduced with more emphasis given to private equity, real estate and below investment grade credit.

Outside of the U.S., fixed maturity securities held by insurance companies consist primarily of investment-grade securities generally denominated in the currencies of the countries in which we operate.

Asset Liability Management

The investment strategy within the General Insurance companies focuses on growth of surplus, maintenance of sufficient liquidity for unanticipated insurance claims, and preservation of capital. General Insurance invests primarily in fixed maturity securities issued by corporations, municipalities and other governmental agencies; structured securities collateralized by, among other assets, residential and commercial real estate; and commercial mortgage loans. Fixed maturity securities of the General Insurance companies' North America operations have an average duration of 3.3 years. Fixed maturity securities of the General Insurance companies' international operations have an average duration of 4.4 years.

While invested assets backing reserves of the General Insurance companies are primarily invested in conventional liquid fixed maturity securities, we have continued to allocate to asset classes that offer higher yields through structural and illiquidity premiums, particularly in our North America operations. In addition, we continue to invest in both fixed rate and floating rate asset-backed investments to manage our exposure to potential changes in interest rates and inflation. We seek to diversify the portfolio across asset classes, sectors, and issuers to mitigate idiosyncratic portfolio risks.

In addition, a portion of the surplus of General Insurance is invested in a diversified portfolio of alternative investments that seek to balance liquidity, volatility and growth of surplus. There is a higher allocation to equity-oriented investments in General Insurance surplus relative to other AIG portfolios given the underlying inflation risks inherent in that business. Although these alternative investments are subject to periodic earnings fluctuations, they have historically achieved yields in excess of the fixed maturity portfolio yields and have provided added diversification to the broader portfolio.

The investment strategy of the Life and Retirement companies is to provide net investment income to back liabilities that result in stable distributable earnings and enhance portfolio value, subject to asset liability management, capital, liquidity, and regulatory constraints.

The Life and Retirement companies use asset-liability management as a primary tool to monitor and manage risk in their businesses. The Life and Retirement companies maintain a diversified, high-to-medium quality portfolio of fixed maturity securities issued by corporations, municipalities and other governmental agencies; structured securities collateralized by, among other assets, residential and commercial real estate; and commercial mortgage loans that, to the extent practicable, match the duration characteristics of the liabilities. We seek to diversify the portfolio across asset classes, sectors, and issuers to mitigate idiosyncratic portfolio risks. The investment portfolio of each product line is tailored to the specific characteristics of its insurance liabilities, and as a result, duration varies between distinct portfolios. The interest rate environment has a direct impact on the asset liability management profile of the businesses, and an extended low interest rate environment may result in a lengthening of liability durations from initial estimates, primarily due to lower lapses, which may require us to further extend the duration of the investment portfolio. A further lengthening of the portfolio will be assessed in the context of available market opportunities as longer duration markets may not provide similar diversification benefits as shorter duration markets.

Fixed maturity securities of the Life and Retirement companies' domestic operations have an average duration of 8.8 years.

In addition, the Life and Retirement companies seek to enhance surplus portfolio returns through investments in a diversified portfolio of alternative investments. Although these alternative investments are subject to periodic earnings fluctuations, they have historically achieved returns in excess of the fixed maturity portfolio returns.

NAIC Designations of Fixed Maturity Securities

The Securities Valuation Office (SVO) of the NAIC evaluates the investments of U.S. insurers for statutory reporting purposes and assigns fixed maturity securities to one of six categories called 'NAIC Designations.' In general, NAIC Designations of '1' highest quality, or '2' high quality, include fixed maturity securities considered investment grade, while NAIC Designations of '3' through '6' generally include fixed maturity securities referred to as below investment grade. NAIC designations for non-agency RMBS and CMBS are calculated using third party modeling results provided through the NAIC. These methodologies result in an improved NAIC Designation for such securities compared to the rating typically assigned by the three major rating agencies. The following tables summarize the ratings distribution of AIG subsidiaries' fixed maturity security portfolio by NAIC Designation, and the distribution by composite AIG credit rating, which is generally based on ratings of the three major rating agencies.

For a full description of the composite AIG credit ratings see – Credit Ratings.

The following table presents the fixed maturity security portfolio categorized by NAIC Designation, at fair value:

December 31, 2020 (in millions)									
NAIC Designation	1	2	Total Investment Grade	3	4	5	6	Total Below Investment Grade	Total
Other fixed maturity securities	\$ 103,101	\$ 84,892	\$ 187,993	\$ 10,049	\$ 6,975	\$ 1,610	\$ 112	\$ 18,746	\$ 206,739
Mortgage-backed, asset-backed and collateralized	63,310	4,154	67,464	310	120	47	2,096	2,573	70,037
Total*	\$ 166,411	\$ 89,046	\$ 255,457	\$ 10,359	\$ 7,095	\$ 1,657	\$ 2,208	\$ 21,319	\$ 276,776

* Excludes \$10.6 million of fixed maturity securities for which no NAIC Designation is available.

The following table presents the fixed maturity security portfolio categorized by composite AIG credit rating, at fair value:

December 31, 2020																
(in millions)																
				Total Investment Grade				CCC and Lower	Total Below Investment Grade	Total						
Composite AIG Credit Rating		AAA/AA/A		BBB		BB		B								
Other fixed maturity securities	\$	107,016	\$	80,877	\$	187,893	\$	9,670	\$	6,999	\$	2,177	\$	18,846	\$	206,739
Mortgage-backed, asset-backed and collateralized		53,818		4,480		58,298		682		361		10,696		11,739		70,037
Total ¹	\$	160,834	\$	85,357	\$	246,191	\$	10,352	\$	7,360	\$	12,873	\$	30,585	\$	276,776

* Excludes \$10.6 million of fixed maturity securities for which no NAIC Designation is available.

Credit Ratings

At December 31, 2020, approximately 89 percent of our fixed maturity securities were held by our domestic entities. Approximately 88 percent of these securities were rated investment grade by one or more of the principal rating agencies. Our investment decision process relies primarily on internally generated fundamental analysis and internal risk ratings. Third-party rating services' ratings and opinions provide one source of independent perspective for consideration in the internal analysis.

Moody's Investors Service Inc. (Moody's), Standard & Poor's Financial Services LLC, a subsidiary of S&P Global Inc. (S&P), or similar foreign rating services rate a significant portion of our foreign entities' fixed maturity securities portfolio. Rating services are not available for some foreign-issued securities. Our Credit Risk Management department closely reviews the credit quality of the foreign portfolio's non-rated fixed maturity securities. At December 31, 2020, approximately 95 percent of such investments were either rated investment grade or, on the basis of our internal analysis, were equivalent from a credit standpoint to securities rated investment grade. Approximately 27 percent of the foreign entities' fixed maturity securities portfolio is comprised of sovereign fixed maturity securities supporting policy liabilities in the country of issuance.

Composite AIG Credit Ratings

With respect to our fixed maturity securities, the credit ratings in the table below and in subsequent tables reflect: (i) a composite of the ratings of the three major rating agencies, or when agency ratings are not available, the rating assigned by the NAIC SVO (99 percent of total fixed maturity securities), or (ii) our equivalent internal ratings when these investments have not been rated by any of the major rating agencies or the NAIC. The "Non-rated" category in those tables consists of fixed maturity securities that have not been rated by any of the major rating agencies, the NAIC or us.

For a discussion of credit risks associated with Investments see Enterprise Risk Management.

The following table presents the composite AIG credit ratings of our fixed maturity securities calculated on the basis of their fair value:

(in millions)	Available for Sale		Other		Total	
	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019
Rating:						
Other fixed maturity securities						
AAA	\$ 11,758	\$ 11,821	\$ 1,803	\$ 2,121	\$ 13,561	\$ 13,942
AA	36,146	31,141	42	-	36,188	31,141
A	57,255	49,437	12	11	57,267	49,448
BBB	80,878	75,598	-	-	80,878	75,598
Below investment grade	18,087	15,905	-	7	18,087	15,912
Non-rated	769	1,301	-	-	769	1,301
Total	\$ 204,893	\$ 185,203	\$ 1,857	\$ 2,139	\$ 206,750	\$ 187,342
Mortgage-backed, asset-backed and collateralized						
AAA	\$ 31,133	\$ 29,419	\$ 347	\$ 365	\$ 31,480	\$ 29,784
AA	15,287	14,816	195	201	15,482	15,017
A	6,711	6,861	145	165	6,856	7,026
BBB	4,137	4,154	343	98	4,480	4,252
Below investment grade	9,281	10,575	2,165	3,630	11,446	14,205
Non-rated	54	58	239	84	293	142
Total	\$ 66,603	\$ 65,883	\$ 3,434	\$ 4,543	\$ 70,037	\$ 70,426
Total						
AAA	\$ 42,891	\$ 41,240	\$ 2,150	\$ 2,486	\$ 45,041	\$ 43,726
AA	51,433	45,957	237	201	51,670	46,158
A	63,966	56,298	157	176	64,123	56,474
BBB	85,015	79,752	343	98	85,358	79,850
Below investment grade	27,368	26,480	2,165	3,637	29,533	30,117
Non-rated	823	1,359	239	84	1,062	1,443
Total	\$ 271,496	\$ 251,086	\$ 5,291	\$ 6,682	\$ 276,787	\$ 257,768

Available-for-Sale Investments

The following table presents the fair value of our available-for-sale securities:

(in millions)	Fair Value at December 31, 2020	Fair Value at December 31, 2019
Bonds available for sale:		
U.S. government and government sponsored entities	\$ 4,126	\$ 5,380
Obligations of states, municipalities and political subdivisions	16,124	15,318
Non-U.S. governments	15,345	14,869
Corporate debt	169,298	149,636
Mortgage-backed, asset-backed and collateralized:		
RMBS	31,465	32,805
CMBS	16,133	14,430
CDO/ABS	19,005	18,648
Total mortgage-backed, asset-backed and collateralized	66,603	65,883
Total bonds available for sale*	\$ 271,496	\$ 251,086

* At December 31, 2020 and 2019, the fair value of bonds available for sale held by us that were below investment grade or not rated totaled \$28.2 billion and \$27.8 billion, respectively.

The following table presents the fair value of our aggregate credit exposures to non-U.S. governments for our fixed maturity securities:

(in millions)	December 31, 2020	December 31, 2019
Japan	\$ 1,510	\$ 1,651
Canada	986	989
United Kingdom	820	638
France	790	1,013
Germany	642	593
Indonesia	554	589
Israel	535	399
United Arab Emirates	519	494
Qatar	410	353
Chile	398	353
Other	8,181	7,797
Total	\$ 15,345	\$ 14,869

The following table presents the fair value of our aggregate European credit exposures by major sector for our fixed maturity securities:

(in millions)	December 31, 2020					December 31, 2019	
	Sovereign	Financial Institution	Non- Financial Corporates	Structured Products	Total	Total	Total
Euro-Zone countries:							
France	\$ 790	\$ 1,883	\$ 1,533	\$ -	\$ 4,206	\$ 4,304	
Germany	642	179	2,870	-	3,691	3,329	
Netherlands	272	1,105	1,320	107	2,804	2,626	
Ireland	30	141	467	1,524	2,162	2,132	
Belgium	131	260	1,147	-	1,538	1,254	
Spain	25	330	634	-	989	1,122	
Luxembourg	96	242	374	-	712	381	
Italy	16	125	439	-	580	482	
Finland	56	27	40	-	123	192	
Austria	93	-	-	-	93	164	
Other Euro-Zone	557	92	279	-	928	826	
Total Euro-Zone	\$ 2,708	\$ 4,384	\$ 9,103	\$ 1,631	\$ 17,826	\$ 16,812	
Remainder of Europe:							
United Kingdom	\$ 820	\$ 4,413	\$ 9,794	\$ 2,039	\$ 17,066	\$ 15,798	
Switzerland	19	1,025	734	-	1,778	1,879	
Sweden	199	321	126	-	646	582	
Norway	392	43	121	-	556	549	
Russian Federation	183	21	203	-	407	425	
Other - Remainder of Europe	69	42	116	-	227	262	
Total - Remainder of Europe	\$ 1,682	\$ 5,865	\$ 11,094	\$ 2,039	\$ 20,680	\$ 19,495	
Total	\$ 4,390	\$ 10,249	\$ 20,197	\$ 3,670	\$ 38,506	\$ 36,307	

Investments in Municipal Bonds

At December 31, 2020, the U.S. municipal bond portfolio was composed primarily of essential service revenue bonds and high-quality tax-exempt bonds with 92 percent of the portfolio rated A or higher.

The following table presents the fair values of our available for sale U.S. municipal bond portfolio by state and municipal bond type:

(in millions)	December 31, 2020				December 31, 2019
	State General Obligation	Local General Obligation	Revenue	Total Fair Value	Total Fair Value
State:					
California	\$ 773	\$ 410	\$ 2,118	\$ 3,301	\$ 2,928
New York	7	309	2,819	3,135	3,059
Texas	98	545	910	1,553	1,512
Illinois	87	116	903	1,106	1,072
Massachusetts	445	2	353	800	745
Ohio	35	-	507	542	482
Georgia	108	71	315	494	459
Virginia	9	-	447	456	493
Florida	6	-	430	436	355
Washington	171	7	235	413	405
Pennsylvania	17	5	377	399	395
Washington, D.C.	12	-	316	328	316
Missouri	-	-	309	309	277
All other states ^(a)	369	246	2,237	2,852	2,820
Total^{(b)(c)}	\$ 2,137	\$ 1,711	\$ 12,276	\$ 16,124	\$ 15,318

(a) We did not have material credit exposure to the government of Puerto Rico.

(b) Excludes certain university and not-for-profit entities that issue their bonds in the corporate debt market. Includes industrial revenue bonds.

(c) Includes \$527 million of pre-refunded municipal bonds.

Investments in Corporate Debt Securities

The following table presents the industry categories of our available for sale corporate debt securities:

Industry Category	Fair Value at December 31, 2020	Fair Value at December 31, 2019
(in millions)		
Financial institutions:		
Money center/Global bank groups	\$ 10,512	\$ 10,701
Regional banks – other	627	659
Life insurance	3,175	3,166
Securities firms and other finance companies	312	334
Insurance non-life	5,805	5,492
Regional banks – North America	7,505	6,825
Other financial institutions	15,581	13,608
Utilities	23,470	19,424
Communications	11,137	9,939
Consumer noncyclical	24,826	19,997
Capital goods	8,773	8,006
Energy	13,293	13,379
Consumer cyclical	13,213	10,989
Basic	5,894	5,617
Other	25,175	21,500
Total*	\$ 169,298	\$ 149,636

* At both December 31, 2020 and December 31, 2019, respectively, approximately 90 percent and 89 percent of these investments were rated investment grade.

Our investments in the energy category, as a percentage of total investments in available-for-sale fixed maturities, were 4.9 percent and 5.3 percent at December 31, 2020 and December 31, 2019, respectively. While the energy investments are primarily investment grade and are actively managed, the category continues to experience volatility that could adversely affect credit quality and fair value.

Investments in RMBS

The following table presents AIG's RMBS available for sale securities:

	Fair Value at December 31, 2020	Fair Value at December 31, 2019
<i>(in millions)</i>		
Agency RMBS	\$ 15,816	\$ 15,721
Alt-A RMBS	7,278	8,484
Subprime RMBS	2,575	2,654
Prime non-agency	3,847	4,451
Other housing related	1,949	1,495
Total RMBS^{(a)(b)}	\$ 31,465	\$ 32,805

(a) Includes approximately \$7.6 billion and \$8.7 billion at December 31, 2020 and December 31, 2019, respectively, of certain RMBS that had experienced deterioration in credit quality since their origination. For additional discussion on Purchased Credit Impaired Securities see Note 6 to the Consolidated Financial Statements.

(b) The weighted average expected life was five years at December 31, 2020 and six years at December 31 2019.

Our underwriting practices for investing in RMBS, other asset-backed securities (ABS) and CDOs take into consideration the quality of the originator, the manager, the servicer, security credit ratings, underlying characteristics of the mortgages, borrower characteristics, and the level of credit enhancement in the transaction.

Investments in CMBS

The following table presents our CMBS available for sale securities:

	Fair Value at December 31, 2020	Fair Value at December 31, 2019
<i>(in millions)</i>		
CMBS (traditional)	\$ 12,917	\$ 11,250
Agency	2,078	2,051
Other	1,138	1,129
Total	\$ 16,133	\$ 14,430

The fair value of CMBS holdings remained stable throughout 2020. The majority of our investments in CMBS are in tranches that contain substantial protection features through collateral subordination. The majority of CMBS holdings are traditional conduit transactions, broadly diversified across property types and geographical areas.

Investments in ABS/CDOs

The following table presents our ABS/CDO available for sale securities by collateral type:

	Fair value at December 31, 2020	Fair value at December 31, 2019
<i>(in millions)</i>		
Collateral Type:		
ABS	\$ 9,178	\$ 9,274
Bank loans (collateralized loan obligation)	9,793	9,330
Other	34	44
Total	\$ 19,005	\$ 18,648

Unrealized Losses of Fixed Maturity Securities

The following table shows the aging of the unrealized losses of fixed maturity securities, the extent to which the fair value is less than amortized cost or cost, and the number of respective items in each category:

December 31, 2020		Less Than or Equal to 20% of Cost ^(b)			Greater Than 20% to 50% of Cost ^(b)			Greater Than 50% of Cost ^(b)			Total		
Aging ^(a) (dollars in millions)	Unrealized			Unrealized			Unrealized			Unrealized			
	Cost ^(c)	Loss	Items ^(e)	Cost ^(c)	Loss	Items ^(e)	Cost ^(c)	Loss	Items ^(e)	Cost ^(c)	Loss ^(d)	Items ^(e)	
Investment grade bonds													
0-6 months	\$ 13,409	\$ 214	1,788	\$ 15	\$ 5	4	\$ 2	\$ 2	5	\$ 13,426	\$ 221	1,797	
7-11 months	6,270	163	693	43	13	6	-	-	-	6,313	176	699	
12 months or more	4,547	112	660	20	8	5	2	1	1	4,569	121	666	
Total	\$ 24,226	\$ 489	3,141	\$ 78	\$ 26	15	\$ 4	\$ 3	6	\$ 24,308	\$ 518	3,162	
Below investment grade bonds													
0-6 months	\$ 1,390	\$ 33	618	\$ 10	\$ 4	17	\$ 22	\$ 25	11	\$ 1,422	\$ 62	646	
7-11 months	4,953	160	1,224	21	6	8	-	-	-	4,974	166	1,232	
12 months or more	1,038	40	411	435	107	35	20	15	13	1,493	162	459	
Total	\$ 7,381	\$ 233	2,253	\$ 466	\$ 117	60	\$ 42	\$ 40	24	\$ 7,889	\$ 390	2,337	
Total bonds													
0-6 months	\$ 14,799	\$ 247	2,406	\$ 25	\$ 9	21	\$ 24	\$ 27	16	\$ 14,848	\$ 283	2,443	
7-11 months	11,223	323	1,917	64	19	14	-	-	-	11,287	342	1,931	
12 months or more	5,585	152	1,071	455	115	40	22	16	14	6,062	283	1,125	
Total ^(e)	\$ 31,607	\$ 722	5,394	\$ 544	\$ 143	75	\$ 46	\$ 43	30	\$ 32,197	\$ 908	5,499	

(a) Represents the number of consecutive months that fair value has been less than cost by any amount.

(b) Represents the percentage by which fair value is less than cost at December 31, 2020.

(c) For bonds, represents amortized cost net of allowance.

(d) The effect on Net income of unrealized losses after taxes will be mitigated upon realization because certain realized losses will result in current decreases in the amortization of certain DAC.

(e) Item count is by CUSIP by subsidiary.

The allowance for credit losses was \$14 million for investment grade bonds, and \$172 million for below investment grade bonds as of December 31, 2020.

Change in Unrealized Gains and Losses on Investments

The change in net unrealized gains and losses on investments in 2020 was primarily attributable to increases in the fair value of fixed maturity securities. For 2020, net unrealized gains related to fixed maturity securities increased by \$9.5 billion due primarily to lower rates partially offset by a widening of credit spreads.

The change in net unrealized gains and losses on investments in 2019 was primarily attributable to increases in the fair value of fixed maturity securities. For 2019, net unrealized gains related to fixed maturity securities increased by \$14.2 billion due primarily to a decrease in rates and a narrowing of credit spreads.

For further discussion of our investment portfolio see also Note 6 to the Consolidated Financial Statements.

Commercial Mortgage Loans

At December 31, 2020, we had direct commercial mortgage loan exposure of \$36.4 billion.

The following table presents the commercial mortgage loan exposure by location and class of loan based on amortized cost:

	Number of Loans	Class								Percent of Total						
(dollars in millions)		Apartments		Offices		Retail	Industrial	Hotel	Others	Total	Total					
December 31, 2020																
State:																
New York	107	\$	2,624	\$	5,237	\$	465	\$	393	\$	102	\$	-	\$	8,821	24 %
California	66		842		1,343		247		532		775		32		3,771	10
New Jersey	47		1,756		31		420		92		12		33		2,344	6
Texas	51		605		1,165		170		100		144		-		2,184	6
Florida	69		421		153		497		216		217		-		1,504	4
Massachusetts	12		536		227		551		25		-		-		1,339	4
Illinois	20		504		574		10		18		-		22		1,128	3
Washington, D.C.	13		465		213		-		-		19		-		697	2
Pennsylvania	21		79		17		489		76		25		-		686	2
Ohio	23		170		10		183		261		-		-		624	2
Other states	187		1,992		722		1,192		731		399		-		5,036	14
Foreign	84		3,975		1,020		1,025		1,322		575		373		8,290	23
Total *	700	\$	13,969	\$	10,712	\$	5,249	\$	3,766	\$	2,268	\$	460	\$	36,424	100 %
December 31, 2019																
State:																
New York	99	\$	2,377	\$	4,913	\$	457	\$	376	\$	98	\$	-	\$	8,221	23 %
California	74		736		1,341		249		572		817		41		3,756	10
New Jersey	48		1,635		44		370		81		27		33		2,190	6
Texas	52		501		1,163		174		141		145		-		2,124	6
Florida	74		393		234		544		218		217		10		1,616	3
Massachusetts	13		540		245		549		25		-		-		1,359	4
Illinois	19		505		441		10		18		-		22		996	3
Washington, D.C.	13		447		302		-		-		18		-		767	2
Pennsylvania	23		81		20		528		46		25		-		700	2
Ohio	25		174		10		188		269		-		5		646	2
Other states	215		2,073		740		1,276		740		401		44		5,274	15
Foreign	85		4,237		1,189		987		1,177		564		367		8,521	24
Total *	740	\$	13,699	\$	10,642	\$	5,332	\$	3,663	\$	2,312	\$	522	\$	36,170	100 %

* Does not reflect allowance for credit losses.

For additional discussion on commercial mortgage loans see Note 7 to the Consolidated Financial Statements.

Net Realized Capital Gains and Losses

The following table presents the components of Net realized capital gains (losses):

Years Ended December 31,	2020			2019	2018
	Excluding Fortitude Re Funds Withheld Assets	Fortitude Re Funds Withheld Assets ^(c)	Total	Total	Total
<i>(in millions)</i>					
Sales of fixed maturity securities	\$ 307	\$ 707	\$ 1,014	\$ 320	\$ (145)
Sales of equity securities	-	-	-	-	16
Other-than-temporary impairments	-	-	-	(174)	(251)
Intent to sell ^(a)	(3)	-	(3)	-	-
Change in allowance for credit losses on fixed maturity securities	(270)	(10)	(280)	-	-
Change in allowance for credit losses on loans	(105)	2	(103)	(46)	(92)
Foreign exchange transactions	365	13	378	227	(182)
Variable annuity embedded derivatives, net of related hedges	166	-	166	(294)	304
All other derivatives and hedge accounting	(672)	(249)	(921)	(22)	417
Loss on sale of private equity funds	-	-	-	-	(321)
Other ^(b)	156	-	156	621	203
Net realized capital gains (losses) – excluding Fortitude Re funds withheld embedded derivative	(56)	463	407	632	(51)
Net realized capital gains (losses) on Fortitude Re funds withheld embedded derivative	-	(2,645)	(2,645)	-	-
Net realized capital gains (losses)	\$ (56)	\$ (2,182)	\$ (2,238)	\$ 632	\$ (51)

(a) For 2019, Intent to sell was included in Other-than-temporary impairments.

(b) In 2019, includes \$200 million from the sale and concurrent leaseback of our corporate headquarters and \$300 million as a result of sales in investment real estate properties. In 2018, primarily includes \$96 million and \$49 million of realized gains on the sale of shares of OneMain Holdings, Inc. and an investment in Castle Holdings LLC's aircraft assets, respectively.

(c) Represents activity subsequent to the deconsolidation of Fortitude Re on June 2, 2020.

Net realized capital losses in 2020 compared to net realized capital gains in the prior year due primarily to higher derivative losses in the current period compared to the prior year.

Net realized capital gains in 2019 compared to net realized capital losses in 2018 due to gains on the sales of securities and foreign exchange compared to losses on sales of securities and foreign exchange in 2018, as well as lower impairments in 2019 and losses on private equity sales in 2018. Partially offsetting these gains were derivative losses in 2019 compared to gains in 2018.

Variable annuity embedded derivatives, net of related hedges, reflected gains in 2020 compared to losses in the prior year primarily due to changes in the non-performance or "own credit" risk adjustment used in the valuation of the variable annuities with guaranteed minimum withdrawal benefits (GMWB) embedded derivative, which are not hedged as part of our economic hedging program.

Net realized capital gains (losses) on Fortitude Re funds withheld assets primarily reflect increases in the valuation of the modified coinsurance and funds withheld assets. Increases in the valuation of these assets result in losses to AIG as the appreciation on the assets must under those reinsurance arrangements be transferred to Fortitude Re.

For additional discussion of market risk management related to these product features see Enterprise Risk Management – Insurance Risks – Life and Retirement Companies' Key Risks – Variable Annuity, Index Annuity and Universal Life Risk Management and Hedging Programs. For more information on the economic hedging target and the impact to pre-tax income of this program see Insurance Reserves – Life and Annuity Reserves and DAC – Variable Annuity Guaranteed Benefits and Hedging Results in this MD&A.

For further discussion of our investment portfolio see also Note 6 to the Consolidated Financial Statements.

Insurance Reserves

LIABILITY FOR UNPAID LOSSES AND LOSS ADJUSTMENT EXPENSES (LOSS RESERVES)

The following table presents the components of our gross and net loss reserves by segment and major lines of business^(a):

At December 31,	2020			2019		
	Net liability for unpaid losses and loss adjustment expenses	Reinsurance recoverable on unpaid losses and loss adjustment expenses	Gross liability for unpaid losses and loss adjustment expenses	Net liability for unpaid losses and loss adjustment expenses	Reinsurance recoverable on unpaid losses and loss adjustment expenses	Gross liability for unpaid losses and loss adjustment expenses
<i>(in millions)</i>						
General Insurance:						
U.S. Workers' Compensation (net of discount)	\$ 3,905	\$ 5,653	\$ 9,558	\$ 4,330	\$ 5,494	\$ 9,824
U.S. Excess Casualty	3,746	4,584	8,330	4,285	5,073	9,358
U.S. Other Casualty	3,520	4,568	8,088	4,064	4,695	8,759
U.S. Financial Lines	4,838	2,193	7,031	5,154	2,221	7,375
U.S. Property and Special Risks	6,181	2,571	8,752	4,950	2,807	7,757
U.S. Personal Insurance	1,116	1,626	2,742	1,287	988	2,275
UK/Europe Casualty and Financial Lines	6,826	1,225	8,051	6,234	1,268	7,502
UK/Europe Property and Special Risks	2,679	1,215	3,894	2,573	1,191	3,764
UK/Europe and Japan Personal Insurance	2,219	505	2,724	1,962	519	2,481
Other product lines ^(b)	6,202	5,410	11,612	9,841	2,053	11,894
Unallocated loss adjustment expenses ^(b)	1,526	1,106	2,632	2,136	882	3,018
Total General Insurance	42,758	30,656	73,414	46,816	27,191	74,007
Other Operations Run-Off:						
U.S. Run-Off Long Tail Insurance Lines (net of discount)	205	3,500	3,705	166	3,587	3,753
Other run-off product lines	210	60	270	164	66	230
Blackboard	88	101	189	48	110	158
Unallocated loss adjustment expenses	28	114	142	65	115	180
Total Other Operations Run-Off	531	3,775	4,306	443	3,878	4,321
Total	\$ 43,289	\$ 34,431	\$ 77,720	\$ 47,259	\$ 31,069	\$ 78,328

(a) Includes net loss reserve discount of \$725 million and \$1.5 billion for the years ended December 31, 2020, and 2019, respectively. For discussion of loss reserve discount see Note 13 to the Consolidated Financial Statements.

(b) Other product lines and Unallocated loss adjustment expenses includes \$3.8 billion within Gross liability for unpaid losses and loss adjustment expense and Reinsurance recoverable on unpaid losses and loss adjustment expense as of December 31, 2020, and \$3.9 billion within the Gross liability for unpaid losses and loss adjustment expense as of December 31, 2019, for the Fortitude Re reinsurance.

Prior Year Development

The following table summarizes incurred (favorable) unfavorable prior year development net of reinsurance by segment:

<i>(in millions)</i>	2020	2019	2018
General Insurance:			
North America*	\$ (157)	\$ (136)	\$ 473
International	81	(158)	(107)
Total General Insurance	\$ (76)	\$ (294)	\$ 366
Other Operations Run-Off	2	-	(4)
Total prior year (favorable) unfavorable development	\$ (74)	\$ (294)	\$ 362

* Includes the amortization attributed to the deferred gain at inception from the National Indemnity Company (NICO) adverse development reinsurance agreement of \$211 million, \$232 million and \$233 million in the years ended December 31, 2020, 2019 and 2018, respectively. Consistent with our definition of APTI, the amount excludes the portion of (favorable)/unfavorable prior year reserve development for which we have ceded the risk under the NICO reinsurance agreements of \$(228) million, \$(278) million and \$834 million for the years ended December 31, 2020, 2019 and 2018, respectively, and related changes in amortization of the deferred gain of \$25 million, \$(13) million and \$162 million over those same periods.

Net Loss Development – 2020

During 2020, we recognized favorable prior year loss reserve development of \$74 million. The development was primarily driven by:

North America

Favorable development on U.S. Workers' Compensation business, both guaranteed cost business and large deductible, where we reacted to favorable loss trends in recent accident years;

Favorable development from amortization of the deferred gain on the adverse development reinsurance agreement with NICO for accident years 2015 and prior;

□ Favorable development across the combination of primary and excess casualty coverages;

Favorable development in Property, Specialty and other miscellaneous coverages;

Unfavorable development in U.S. Financial Lines, notably D&O, Employment Practices Liability (EPLI), Mergers and Acquisitions, Cyber and Non-Medical Professional Errors & Omissions business where we reacted to increasing frequency and severity in recent accident years;

Unfavorable development in Personal Lines where we reacted to adverse development in Homeowners and Umbrella.

International

□ Unfavorable development on Financial Lines driven by low frequency and high severity seen in D&O, especially in UK/Europe and Australia;

□ Favorable development on Property and Special Risks globally driven by UK/Europe;

□ Favorable development on Europe and Japan Personal Insurance driven by favorable frequency and severity trends.

Our analyses and conclusions about prior year reserves also help inform our judgments about the current accident year loss and loss adjustment expense ratios we selected.

For further details of prior year development by line of business, see Note 13 to the Consolidated Financial Statements. For a discussion of actuarial methods employed for major classes of business, see also Critical Accounting Estimates.

The following tables summarize incurred (favorable) unfavorable prior year development net of reinsurance, by segment and major lines of business, and by accident year groupings:

Years Ended December 31, 2020

<i>(in millions)</i>	Total	2019	2018 & Prior
General Insurance North America:			
U.S. Workers' Compensation	\$ (396)	\$ (18)	\$ (378)
U.S. Excess casualty	96	6	90
U.S. Other casualty	(207)	4	(211)
U.S. Financial Lines	341	58	283
U.S. Property and Special Risks	(48)	(26)	(22)
U.S. Personal insurance	83	71	12
Other product lines	(26)	(33)	7
Total General Insurance North America	\$ (157)	\$ 62	\$ (219)
General Insurance International:			
UK/Europe Casualty and Financial Lines	\$ 258	\$ 31	\$ 227
UK/Europe Property and Special Risks	(155)	(61)	(94)
UK/Europe and Japan Personal Insurance	(39)	(39)	-
Other product lines	17	43	(26)
Total General Insurance International	\$ 81	\$ (26)	\$ 107
Other Operations Run-Off	2	-	2
Total prior year (favorable) unfavorable development	\$ (74)	\$ 36	\$ (110)

Net Loss Development – 2019

During 2019, we recognized favorable prior year loss reserve development of \$294 million. The development was primarily driven by:

North America

- Favorable development on 2017 Hurricanes and 2017 California wildfires subrogation recoverables in Commercial Property and Personal Lines;
- Favorable development from amortization of the deferred gain on the adverse development reinsurance agreement with NICO for accident years 2015 and prior;
- Favorable development on U.S. Workers' Compensation business, both guaranteed cost business and large deductible and Defense Base Act business (covering government contractors serving at military bases overseas) where we reacted to favorable loss trends in recent accident years;
- Unfavorable development in U.S. Financial Lines, notably D&O, Employment Practices Liability (EPLI) and Non-Medical Professional Errors & Omissions business where we reacted to increasing frequency and severity in recent accident years; and
- Unfavorable development in Primary General Liability where we reacted to adverse frequency and severity trends especially in Construction.

International

- Favorable development on Europe Property and Special Risks, Europe and Japan Personal Insurance and Other product lines; and
- Unfavorable development on European Casualty & Financial Lines, notably Commercial Auto, Employers Liability, Directors & Officers, and Financial Institutions business.

Net Loss Development – 2018

During 2018, we recognized adverse prior year net loss reserve development of \$362 million. This unfavorable development was primarily a result of the following:

- Unfavorable development in U.S. Excess Casualty, driven by the combination of construction defect and construction wrap claims from accident year 2015 and prior where we reacted to significant increases in severity and longer claim reporting patterns, as well as higher than expected loss severity in accident years 2016 and 2017, which led to an increase in estimates for these accident years;
- Unfavorable development in U.S. Financial Lines, primarily from D&O and EPLI policies covering Corporate and National Insureds as well as Private and Not-for-Profit insureds. This development was predominantly in accident years 2014-2017 and resulted largely from increases in severity as the frequency of class action lawsuits increased in those years.
- Favorable development in U.S. Commercial Property and Specialty Lines due to reductions in our estimates for 2017 Catastrophes and favorable development from the attritional losses in Commercial Property and Specialty.
- Unfavorable development in U.S. Personal Lines reflecting an increase in estimates in respect of the California wildfires and Hurricane Irma in 2017.
- Adverse development in Financial Lines in Europe and other areas across the world that have seen increases in the frequency and severity of large losses.
- We note that for certain categories of claims (e.g., construction defect claims and environmental claims) and for reinsurance recoverable, losses may sometimes be reclassified to an earlier or later accident year as more information about the date of occurrence becomes available to us. These reclassifications are shown as development in the respective years in the tables above.

Significant Reinsurance Agreements

In the first quarter of 2017, we entered into an adverse development reinsurance agreement with NICO, under which we transferred to NICO 80 percent of the reserve risk on substantially all of our U.S. Commercial long-tail exposures for accident years 2015 and prior. Under this agreement, we ceded to NICO 80 percent of the losses on subject business paid on or after January 1, 2016 in excess of \$25 billion of net paid losses, up to an aggregate limit of \$25 billion. We account for this transaction as retroactive reinsurance. This transaction resulted in a gain, which under GAAP retroactive reinsurance accounting is deferred and amortized into income over the settlement period. NICO created a collateral trust account as security for their claim payment obligations to us, into which they deposited the consideration paid under the agreement, and Berkshire Hathaway Inc. has provided a parental guarantee to secure NICO's obligations under the agreement.

For a description of AIG's catastrophe reinsurance protection for 2020, see Enterprise Risk Management – Insurance Risks – General Insurance Companies' Key Risks – Natural Catastrophe Risk.

The table below shows the calculation of the deferred gain on the adverse development reinsurance agreement as of December 31, 2020, 2019 and 2018, showing the effect of discounting of loss reserves and amortization of the deferred gain.

<i>(in millions)</i>	December 31, 2020	December 31, 2019	December 31, 2018
Gross Covered Losses			
Covered reserves before discount	\$ 16,534	\$ 19,064	\$ 23,033
Inception to date losses paid	25,198	22,954	19,331
Attachment point	(25,000)	(25,000)	(25,000)
Covered losses above attachment point	\$ 16,732	\$ 17,018	\$ 17,364
Deferred Gain Development			
Covered losses above attachment ceded to NICO (80%)	\$ 13,386	\$ 13,614	\$ 13,891
Consideration paid including interest	(10,188)	(10,188)	(10,188)
Pre-tax deferred gain before discount and amortization	3,198	3,426	3,703
Discount on ceded losses ^(a)	(911)	(1,251)	(1,719)
Pre-tax deferred gain before amortization	2,287	2,175	1,984
Inception to date amortization of deferred gain at inception	(904)	(693)	(461)
Inception to date amortization attributed to changes in deferred gain ^(b)	(86)	(101)	(141)
Deferred gain liability reflected in AIG's balance sheet	\$ 1,297	\$ 1,381	\$ 1,382

a) For the period from inception to December 31, 2020, the accretion of discount and a reduction in effective interest rates was offset by changes in estimates of the amount and timing of future recoveries under the adverse development reinsurance agreement.

(b) Excluded from our definition of APTI.

The following table presents the rollforward of activity in the deferred gain from the adverse development reinsurance agreement:

<i>(in millions)</i>	2020	2019	2018
Balance at beginning of year, net of discount	\$ 1,381	\$ 1,382	\$ 1,167
(Favorable) unfavorable prior year reserve development ceded to NICO ^(a)	(228)	(277)	738
Amortization attributed to deferred gain at inception ^(b)	(211)	(232)	(233)
Amortization attributed to changes in deferred gain ^(c)	15	39	(110)
Changes in discount on ceded loss reserves	340	469	(180)
Balance at end of year, net of discount	\$ 1,297	\$ 1,381	\$ 1,382

(a) Prior year reserve development ceded to NICO under the retroactive reinsurance agreement is deferred under GAAP.

(b) Represents amortization of the deferred gain recognized in APTI.

(c) Excluded from APTI and included in GAAP.

The lines of business subject to this agreement have been the source of the majority of the prior year adverse development charges over the past several years. The agreement has resulted in lower capital charges for reserve risks at our U.S. insurance subsidiaries. In addition, net investment income declined as a result of lower invested assets.

Fortitude Re was established during the first quarter of 2018 in a series of reinsurance transactions related to our Run-Off operations. Those reinsurance transactions were designed to consolidate most of our Insurance Run-Off Lines into a single legal entity. As of December 31, 2020, approximately \$30.5 billion of reserves from our Life and Retirement Run-Off Lines and approximately \$4.1 billion of reserves from our General Insurance Run-Off Lines related to business written by multiple wholly-owned AIG subsidiaries, had been ceded to Fortitude Re under these reinsurance transactions.

Of the Fortitude Re reinsurance agreements, the largest is the Amended and Restated Combination Coinsurance and Modified Coinsurance Agreement by and between our subsidiary AGL and Fortitude Re. Under this treaty, approximately \$23.3 billion of AGL reserves as of December 31, 2020 were ceded to Fortitude Re representing a mix of life and annuity risks. Fortitude Re provides 100 percent reinsurance of the ceded risks. AGL continues to administer the policies, including handling claims, although it is anticipated that much of the administration will move to a Fortitude Re administrative subsidiary over time, subject to regulatory approvals being obtained and the satisfaction of other conditions. Until such time, Fortitude Re has certain rights to consult on and participate in such administration, and AGL retains the risk of collection of any third party reinsurance covering the ceded business. At effectiveness of the treaty, an amount equal to the aggregate ceded reserves was deposited by AGL into a modified coinsurance account of AGL to secure the obligations of Fortitude Re. Fortitude Re receives or makes quarterly payments that represent the net gain or loss under

the treaty for the relevant quarter, including any net investment gain or loss on the assets in the modified coinsurance account. An AIG affiliate will serve as portfolio manager of assets in the modified coinsurance account for a minimum of three years after the June 2, 2020 closing of the Majority Interest Fortitude Sale.

For a summary of significant reinsurers see Enterprise Risk Management – Insurance Risks – Reinsurance Activities – Reinsurance Recoverable.

LIFE AND ANNUITY FUTURE POLICY BENEFITS, POLICYHOLDER CONTRACT DEPOSITS AND DAC

The following section provides discussion of life and annuity future policy benefits, policyholder contract deposits and deferred policy acquisition costs.

Update of Actuarial Assumptions

The life insurance companies review and update actuarial assumptions at least annually, generally in the third quarter. Assumption setting standards vary between investment-oriented products and traditional long-duration products.

Investment-oriented products

The life insurance companies review and update estimated gross profit assumptions used to amortize DAC and related items (which may include VOBA, SIA and unearned revenue reserves) as well as assessments used to accrue guaranteed benefit reserves for investment-oriented products at least annually. Estimated gross profit projections include assumptions for investment-related returns and spreads, product-related fees and expenses, mortality gains and losses, policyholder behavior and other factors. In estimating future gross profits, lapse assumptions require judgment and can have a material impact on DAC amortization. If the assumptions used for estimated gross profits change significantly, DAC and related reserves are recalculated using the new projections, and any resulting adjustment is included in income. Updating such projections may result in acceleration of amortization in some products and deceleration of amortization in other products.

The life insurance companies also review assumptions related to their respective GMWB living benefits that are accounted for as embedded derivatives and measured at fair value. The fair value of these embedded derivatives is based on actuarial assumptions, including policyholder behavior, as well as capital market assumptions.

Various assumptions were updated, including the following effective September 30, 2020:

- We decreased our reversion to the mean rates of return (gross of fees) to 3.12 percent from 3.62 percent for the variable annuity product line in Individual Retirement and to 2.87 percent from 3.29 percent for the variable annuity product line in Group Retirement primarily due to recent equity market movements. Our separate account long-term asset growth rate assumption related to equity market performance remained unchanged at 7.0 percent; and
- Ultimate projected yields on the vast majority of our invested assets were lowered on life and annuity deposits. Life deposit projected yields ranged from an increase of 9 basis points to a decrease of 14 basis points while annuity insurance deposits saw decreases of up to 24 basis points. Projected yields are graded from a weighted average net GAAP book yield of existing assets supporting the business based on the value of the assets to a weighted average yield based on the duration of the assets excluding assets that mature during the grading period. The grading period is three years for deferred annuity products and five years for life insurance products due to deferred annuities having a shorter duration than life products.

Traditional long-duration products

For long-duration traditional products discussed below, which include whole life insurance, term life insurance, accident and health insurance, long-term care insurance, and life-contingent single premium immediate annuities and structured settlements, a “lock-in” principle applies. The assumptions used to calculate the benefit liabilities and DAC are set when a policy is issued and do not change with changes in actual experience, unless a loss recognition event occurs. A loss recognition event occurs when current liabilities together with expected future premiums are not sufficient to provide for all future benefits, expenses, and DAC amortization, net of reinsurance. A loss recognition event is driven by observed changes in actual experience or estimates differing significantly from “locked-in” assumptions. Underlying assumptions, including interest rates, are reviewed periodically and updated as appropriate for loss recognition testing purposes. As a result of the Majority Interest Fortitude Sale, all business that is in loss recognition is fully reinsured by an unaffiliated entity.

The net increases (decreases) to pre-tax income and adjusted pre-tax income as a result of the update of actuarial assumptions for 2020, 2019 and 2018 are shown in the following tables.

The following table presents the decrease in pre-tax income resulting from the third quarter update of actuarial assumptions in the life insurance companies, by line item as reported in Results of Operations:

Years Ended December 31,				
(in millions)				
	2020		2019	2018
Policy fees	\$ (106)	\$	(32)	\$ (237)
Interest credited to policyholder account balances	(6)		19	-
Amortization of deferred policy acquisition costs	225		203	273
Non deferrable insurance commissions	15		-	-
Policyholder benefits and losses incurred	(235)		(363)	(244)
Decrease in adjusted pre-tax income	(107)		(173)	(208)
Change in DAC related to net realized capital losses	(44)		(17)	35
Net realized capital gains	142		180	(55)
Decrease in pre-tax income	\$ (9)	\$	(10)	\$ (228)

The following table presents the increase (decrease) in adjusted pre-tax income resulting from the third quarter update of actuarial assumptions for the life insurance companies, by segment and product line:

Years Ended December 31,				
(in millions)				
	2020		2019	2018
Life and Retirement:				
Individual Retirement				
Fixed annuities	\$ (77)	\$	82	\$ 40
Variable and indexed annuities	2		(145)	(92)
Total Individual Retirement	(75)		(63)	(52)
Group Retirement	68		(17)	17
Life Insurance	(101)		(64)	(67)
Institutional Markets	1		-	-
Total Life and Retirement	(107)		(144)	(102)
Other Operations Run-Off	-		(29)	(106)
Total decrease in adjusted pre-tax income from update of assumptions	\$ (107)	\$	(173)	\$ (208)

In 2020, adjusted pre-tax income included a net unfavorable adjustment of \$107 million, primarily in fixed annuities driven by changes to earned rates causing spread compression partially offset by favorable updates to full surrender assumptions, and in Life Insurance primarily due to mortality modeling enhancements.

In 2019, adjusted pre-tax income included a net unfavorable adjustment of \$173 million, primarily in index annuities driven by an update to lapse assumptions, and in Life Insurance primarily due to methodology enhancements related to projected premium, certain riders and death benefit features, and reinsurance reserving. The unfavorable adjustments were partially offset by favorable updates to full surrender assumptions in Individual Retirement fixed annuities.

In 2018, adjusted pre-tax income included a net unfavorable adjustment of \$208 million, primarily in variable annuities driven by reductions to the GMWB full surrender assumption, in Life Insurance primarily due to strengthening of reserves for certain riders and interest crediting model refinements, and in Legacy Accident & Health Insurance loss recognition. The unfavorable adjustments were partially offset by favorable adjustments in Life Insurance primarily due to lower lapse and mortality assumptions and a reduction in IBNR reserves and in Individual Retirement due to lower lapse assumptions in fixed annuities and refinements to partial withdrawal assumptions in variable annuities.

The adjustments related to the update of actuarial assumptions in each period are discussed by business segment below.

Update of Actuarial Assumptions by Business Segment

Individual Retirement

The update of actuarial assumptions resulted in net favorable (unfavorable) adjustments to adjusted pre-tax income of Individual Retirement of \$(75) million, \$(63) million and \$(52) million in 2020, 2019 and 2018, respectively.

In fixed annuities, the update of estimated gross profit assumptions resulted in a net unfavorable adjustment of \$(77) million, which reflected lower projected investment earnings, partially offset by lower assumed lapses. In 2019 and 2018, net favorable adjustments of \$82 million and \$40 million, respectively, reflected lower lapse assumptions including the economic impact to competitor rate on the interest sensitive lapse component, partially offset by lower interest spread assumptions.

In variable and index annuities, the update of estimated gross profit assumptions resulted in a net favorable adjustment of \$2 million in 2020, driven by updated withdrawal benefit utilization assumptions. These adjustments were partially offset by lower projected investment earnings. In 2019, a net unfavorable adjustment of \$145 million, primarily due to lapse updates in index annuities and updated general account earned rates on variable annuities. The unfavorable adjustments were partially offset by updated lapse assumptions in variable annuities. In 2018, a net unfavorable adjustment of \$92 million primarily due to refinements to the guaranteed benefit partial withdrawal assumptions in variable annuities and the multi-year index strategy crediting parameters in index annuities. The unfavorable adjustments were partially offset by lower guaranteed benefit lapse assumptions in variable annuities.

Group Retirement

In Group Retirement, the update of estimated gross profit assumptions resulted in a favorable adjustment of \$68 million in 2020, primarily in the variable annuities line from extending the DAC amortization projection period, partially offset by updates to expense and lapse assumptions. The DAC amortization projection period was extended to reflect business still in-force at the end of the previous projection period, resulting in an increase in modeled future profits and an increase in the current DAC balance. In 2019, Group Retirement recorded an unfavorable adjustment of \$17 million, primarily due to lapse updates in index annuities and variable annuities. In 2018, a favorable adjustment of \$17 million was primarily due to improved premium persistency assumptions.

Life Insurance

In Life Insurance, the update of actuarial assumptions resulted in a net unfavorable adjustment of \$101 million in 2020, primarily driven by updates to Universal Life mortality assumptions. The mortality updates better align the assumptions with experience and reduce future profits which increases the reserves for affected products. The unfavorable adjustments were partially offset by refinements to reserve modeling. In 2019, a net unfavorable adjustment of \$64 million was primarily due to methodology enhancements related to projected premium, certain riders and death benefit features, and reinsurance reserving. The unfavorable adjustments were partially offset by favorable adjustments driven by updates to mortality assumptions. In 2018, a net unfavorable adjustment of \$67 million primarily due to additional reserves for certain riders, decreased lapses and interest crediting model refinements. The unfavorable adjustments were partially offset by favorable adjustments driven by updates to mortality assumptions and a reduction to IBNR reserves.

Other Operations

In Other Operations Run-Off, the update of actuarial assumptions resulted in a net unfavorable adjustment of \$29 million in 2019, reflecting updates to loss recognition reserves and methodology enhancements for universal life insurance. In 2018, a net unfavorable adjustment of \$106 million was primarily due to \$105 million of loss recognition expense on accident and health business (other than long-term care) in the Life and Retirement Run-Off Lines resulting from assumption and model refinements. As of closing of the Majority Interest Fortitude Sale on June 2, 2020, the reinsurance transactions with Fortitude Re are no longer considered affiliated transactions, and, therefore the results are fully ceded to Fortitude Re.

Variable Annuity Guaranteed Benefits and Hedging Results

Our Individual Retirement and Group Retirement businesses offer variable annuity products with GMWB riders that provide guaranteed living benefit features. The liabilities for GMWB are accounted for as embedded derivatives measured at fair value. The fair value of the embedded derivatives may fluctuate significantly based on market interest rates, equity prices, credit spreads, market volatility, policyholder behavior and other factors.

In addition to risk-mitigating features in our variable annuity product design, we have an economic hedging program designed to manage market risk from GMWB, including exposures to changes in interest rates, equity prices, credit spreads and volatility. The hedging program utilizes derivative instruments, including but not limited to equity options, futures contracts and interest rate swap and swaption contracts, as well as fixed maturity securities with a fair value election.

For additional discussion of market risk management related to these product features see Enterprise Risk Management – Insurance Risks – Life and Retirement Companies' Key Risks – Variable Annuity, Index Annuity and Universal Life Risk Management and Hedging Programs.

Differences in Valuation of Embedded Derivatives and Economic Hedge Target

The variable annuity hedging program utilizes an economic hedge target, which represents an estimate of the underlying economic risks in our GMWB riders. The economic hedge target differs from the GAAP valuation of the GMWB embedded derivatives primarily due to the following:

- The economic hedge target includes 100 percent of rider fees in present value calculations; the GAAP valuation reflects only those fees attributed to the embedded derivative such that the initial value at contract issue equals zero;
- The economic hedge target uses best estimate actuarial assumptions and excludes explicit risk margins used for GAAP valuation, such as margins for policyholder behavior, mortality, and volatility; and
- The economic hedge target excludes the non-performance or "own credit" risk adjustment used in the GAAP valuation, which reflects a market participant's view of our claims-paying ability by incorporating a different spread (the NPA spread) to the curve used to discount projected benefit cash flows. Because the discount rate includes the NPA spread and other explicit risk margins, the GAAP valuation is generally less sensitive to movements in interest rates and other market factors, and to changes from actuarial assumption updates, than the economic hedge target. *For more information on our valuation methodology for embedded derivatives within policyholder contract deposits see Note 5 to the Consolidated Financial Statements.*

The market value of the hedge portfolio compared to the economic hedge target at any point in time may be different and is not expected to be fully offsetting. In addition to the derivatives held in conjunction with the variable annuity hedging program, the Life and Retirement companies have cash and invested assets available to cover future claims payable under these guarantees. The primary sources of difference between the change in the fair value of the hedging portfolio and the economic hedge target include:

- Basis risk due to the variance between expected and actual fund returns, which may be either positive or negative;
- Realized volatility versus implied volatility;
- Actual versus expected changes in the hedge target driven by assumptions not subject to hedging, particularly policyholder behavior; and
- Risk exposures that we have elected not to explicitly or fully hedge.

The following table presents a reconciliation between the fair value of the GAAP embedded derivatives and the value of our economic hedge target:

<i>(in millions)</i>	December 31, 2020	December 31, 2019
Reconciliation of embedded derivatives and economic hedge target:		
Embedded derivative liability	\$ 3,572	\$ 2,474
Exclude non-performance risk adjustment	(2,958)	(2,504)
Embedded derivative liability, excluding NPA	6,530	4,978
Adjustments for risk margins and differences in valuation	(2,502)	(2,394)
Economic hedge target liability	\$ 4,028	\$ 2,584

Impact on Pre-tax Income (Loss)

The impact on our pre-tax income (loss) of the variable annuity guaranteed living benefits and related hedging results includes changes in the fair value of the GMWB embedded derivatives, and changes in the fair value of related derivative hedging instruments, both of which are recorded in Other realized capital gains (losses). Realized capital gains (losses), as well as net investment income from changes in the fair value of fixed maturity securities used in the hedging program, are excluded from adjusted pre-tax income of Individual Retirement and Group Retirement.

The change in the fair value of the embedded derivatives and the change in the value of the hedging portfolio are not expected to be fully offsetting, primarily due to the differences in valuation between the economic hedge target, the GAAP embedded derivatives and the fair value of the hedging portfolio, as discussed above. When corporate credit spreads widen, the change in the NPA spread generally reduces the fair value of the embedded derivative liabilities, resulting in a gain, and when corporate credit spreads narrow or tighten, the change in the NPA spread generally increases the fair value of the embedded derivative liabilities, resulting in a loss. In addition to changes driven by credit market-related movements in the NPA spread, the NPA balance also reflects changes in business activity and in the net amount at risk from the underlying guaranteed living benefits.

The following table presents the net increase (decrease) to consolidated pre-tax income (loss) from changes in the fair value of the GMWB embedded derivatives and related hedges, excluding related DAC amortization:

Years Ended December 31, (in millions)	2020	2019	2018
Change in fair value of embedded derivatives, excluding update of actuarial assumptions and NPA	\$ (1,145)	\$ (156)	\$ (244)
Change in fair value of variable annuity hedging portfolio:			
Fixed maturity securities*	44	194	(154)
Interest rate derivative contracts	1,342	1,029	(470)
Equity derivative contracts	(679)	(1,274)	312
Change in fair value of variable annuity hedging portfolio	707	(51)	(312)
Change in fair value of embedded derivatives excluding update of actuarial assumptions and NPA, net of hedging portfolio	(438)	(207)	(556)
Change in fair value of embedded derivatives due to NPA spread	50	(314)	388
Change in fair value of embedded derivatives due to change in NPA volume	404	202	280
Change in fair value of embedded derivatives due to update of actuarial assumptions	194	219	38
Total change due to update of actuarial assumptions and NPA	648	107	706
Net impact on pre-tax income (loss)	\$ 210	\$ (100)	\$ 150
Impact to Consolidated Income Statement			
Net investment income, net of related interest credited to policyholder account balances	\$ 44	\$ 194	\$ (154)
Net realized capital gains (losses)	166	(294)	304
Net impact on pre-tax income (loss)	\$ 210	\$ (100)	\$ 150
Net change in value of economic hedge target and related hedges			
Net impact on economic gains (losses)	\$ 295	\$ 261	\$ 334

* Beginning in July 2019, the fixed maturity securities portfolio used in the hedging program was rebalanced to reposition the portfolio from a duration, sector, and issuer perspective. As part of this rebalancing, fixed maturity securities where we elected the fair value option were sold. Later in the quarter, as new fixed maturity securities were purchased, they were classified as available for sale. The change in fair value of available-for-sale fixed maturity securities recognized as a component of other comprehensive income was \$217 million and \$57 million for 2020 and 2019, respectively.

The net impact on pre-tax income of \$210 million from the GMWB embedded derivatives and related hedges in 2020 (excluding related DAC amortization) was driven by the widening of NPA credit spreads, impact of lower interest rates that resulted in NPA volume gains from higher expected GMWB payments, gains from higher equity markets, and gains from the review and update of actuarial assumptions, partially offset by the impact of lower interest rates on the change in the fair value of embedded derivatives excluding NPA, net of the hedging portfolio. In 2019, the net impact on pre-tax loss of \$100 million was driven by tightening of credit spreads on the NPA spread, and impact of lower interest rates on the change in the fair value of embedded derivatives excluding NPA, net of the hedging portfolio, offset by impact of lower interest rates that resulted in NPA volume gains from higher expected GMWB payments, and gains from the review and update of actuarial assumptions. In 2018, the net impact on pre-tax income of \$150 million was primarily driven by gains from the impact of widening credit spreads on the NPA spread, and the impact of higher interest rates on the change in fair value of embedded derivatives excluding NPA, and gains from the review and update of actuarial assumptions, partially offset by lower equity markets, net of the hedging portfolio.

The change in the fair value of the GMWB embedded derivatives, excluding NPA and update of actuarial assumptions, in 2020 reflected losses from decreases in interest rates, partially offset by gains from higher equity markets. In 2019, the change in the fair value of the GMWB embedded derivatives, excluding NPA and update of actuarial assumptions, reflected losses from decreases in interest rates, partially offset by gains from higher equity markets. In 2018, the change in the fair value of the GMWB embedded derivatives, excluding NPA and update of actuarial assumptions, reflected losses from lower equity markets and the impact of moving from an economic to a GAAP discount basis, offset by increases in interest rates.

Fair value gains or losses in the hedging portfolio are typically not fully offset by increases or decreases in liabilities on a GAAP basis, due to the NPA and other risk margins used for GAAP valuation that cause the embedded derivatives to be less sensitive to changes in market rates than the hedge portfolio. On an economic basis, the changes in the fair value of the hedge portfolio were partially offset by the increase in the economic hedge target, as discussed below. In 2020, we estimated a net mark to market gain of approximately \$295 million from our hedging activities related to our economic hedge target primarily driven by gains from higher equity markets and gains from the review and update of actuarial assumptions offset by tightening credit spreads. In 2019, we estimated a net mark to market gain of approximately \$261 million from our hedging activities related to our economic hedge target primarily driven by gains from the review and update of actuarial assumptions and modeling refinements, offset by tightening credit spreads. In 2018, we estimated a net mark to market gain of approximately \$334 million from our hedging activities related to our economic hedge target primarily driven by gains from the widening of credit spreads.

Change in Economic Hedge Target

The increase in the economic hedge target liability in 2020 was primarily due to lower interest rates and tighter credit spreads, offset by benefits from the review and update of assumptions and higher equity markets. The decrease in the economic hedge target liability in 2019 was primarily due to higher equity markets and gains from the review and update of actuarial assumptions offset by lower interest rates and tighter credit spreads. The decrease in the economic hedge target liability in 2018 was primarily due to higher interest rates and wider credit spreads, offset by lower equity markets.

Change in Fair Value of the Hedging Portfolio

The changes in the fair value of the economic hedge target and, to a lesser extent, the embedded derivative valuation under GAAP, were offset in part by the following changes in the fair value of the variable annuity hedging portfolio:

- Changes in the fair value of interest rate derivative contracts, which included swaps, swaptions and futures, resulted in gains driven by lower interest rates in 2020 and 2019. The net losses in 2018 reflected the impact of increases in interest rates, and widening of credit spreads.
- Changes in the fair value of equity derivative contracts, which included futures and options, resulted in losses in 2020 and 2019 and gains in 2018, and varied based on the relative change in equity market returns in the respective periods.
- Changes in the fair value of fixed maturity securities, primarily corporate bonds, are used as a capital-efficient way to economically hedge interest rate and credit spread-related risk. Beginning in July 2019, the change in the fair value of available-for-sale hedging bonds is reported as a component of comprehensive income in the Condensed Consolidated Statements of Comprehensive Income (Loss). Prior to July 2019, the change in the fair value of the hedging bonds, which was excluded from the adjusted pre-tax income of the Individual Retirement and Group Retirement segments, was reported in net investment income on the Consolidated Statements of Income (Loss). The change in the fair value of the corporate bond hedging program in 2020 reflected gains due to decreases in interest rates, and tightening credit spreads. The gains in 2019 reflected the impact of decreases in interest rates, and tightening credit spreads. The losses in 2018 reflected the impact of increases in interest rates, and widening of credit spreads.

DAC

The following table summarizes the major components of the changes in DAC, including VOBA, within the Life and Retirement companies:

Years Ended December 31, (in millions)	2020	2019	2018
Balance, beginning of year	\$ 8,119	\$ 9,286	\$ 7,846
Initial allowance upon CECL adoption	15	-	-
Acquisition costs deferred	910	1,180	1,128
Amortization expense:			
Update of assumptions included in adjusted pre-tax income	225	203	300
Related to realized capital gains and losses	8	51	5
All other operating amortization	(856)	(875)	(1,000)
Increase (decrease) in DAC due to foreign exchange	18	18	(23)
Change related to unrealized depreciation (appreciation) of investments	(1,123)	(1,744)	1,030
Balance, end of year, excluding Fortitude Re DAC^(a)	7,316	8,119	9,286
DAC on business ceded to Fortitude Re ^(b)	-	456	523
Balance, end of year, including Fortitude Re DAC	\$ 7,316	\$ 8,575	\$ 9,809

(a) DAC balance excluding the amount related to unrealized depreciation (appreciation) of investments was \$10.5 billion, \$10.1 billion and \$9.6 billion at December 31, 2020, 2019 and 2018, respectively.

(b) As of closing of the Majority Interest Fortitude Sale on June 2, 2020, these DAC balances were deemed to be not recoverable and were written off.

The net adjustments to DAC amortization from the update of actuarial assumptions for estimated gross profits, including those reported within change in DAC related to net realized capital gains (losses), represented two percent, two percent and four percent of the DAC balance excluding the amount related to unrealized depreciation (appreciation) of investments as of December 31, 2020, 2019 and 2018, respectively.

Reversion to the Mean

The reversion to the mean rate is updated quarterly based on market returns and can change dramatically in periods where market returns move significantly. For December 31, 2020 compared to September 30, 2020, we decreased our reversion to the mean rates of return (gross of fees) to 1.66 percent from 3.12 percent for the variable annuity product line in Individual Retirement, and to 0.55 percent from 2.87 percent for the variable annuity product line in Group Retirement, primarily due to recent equity market movements. The five-year reversion to the mean period did not meet the criteria for adjustment in 2020 which would have otherwise required a reset of the start date used in the calculation of the average gross long-term return rate. The long-term growth assumption used in our reversion to the mean methodology remained unchanged at 7.0 percent in 2020, 2019 and 2018.

For additional discussion of assumptions related to our reversion to the mean methodology see *Critical Accounting Estimates – Estimated Gross Profits for Investment-Oriented Products*.

DAC and Reserves Related to Unrealized Appreciation of Investments

DAC and Reserves for universal life and investment-oriented products are adjusted at each balance sheet date to reflect the change in DAC, unearned revenue, and benefit reserves with an offset to Other comprehensive income (OCI) as if securities available for sale had been sold at their stated aggregate fair value and the proceeds reinvested at current yields (shadow Investment-Oriented Adjustments). Similarly, for long-duration traditional products, significant unrealized appreciation of investments in a sustained low interest rate environment may cause additional future policy benefit liabilities with an offset to OCI to be recorded.

Shadow adjustments to DAC and unearned revenue generally move in the opposite direction of the change in unrealized appreciation of the available for sale securities portfolio, reducing the reported DAC and unearned revenue balance when market interest rates decline. Conversely, shadow adjustments to benefit reserves generally move in the same direction as the change in unrealized appreciation of the available for sale securities portfolio, increasing reported future policy benefit liabilities balance when market interest rates decline.

Market conditions in 2020 drove an \$8.7 billion increase in the unrealized appreciation of fixed maturity securities held to support businesses in the Life and Retirement companies at December 31, 2020 compared to December 31, 2019. At December 31, 2020, the shadow Investment-Oriented Adjustments reflected decreases in amortized balances including DAC and Unearned Revenue Reserves, while accrued liabilities such as policyholder benefit liabilities increased compared to December 31, 2019. Accrued shadow loss recognition reserves decreased from December 31, 2019, primarily due to the discontinuation of recognizing shadow loss recognition reserves related to Fortitude Re funds withheld assets. Although these assets remain on AIG's balance sheet, subsequent to the June 2, 2020 deconsolidation of Fortitude Re, AIG is no longer exposed to the returns on these assets and corresponding shadow adjustments because the assets economically belong to Fortitude Re as a result of the funds withheld arrangements with Fortitude Holdings.

For further discussion on the sale of Fortitude Holdings see Consolidated Results of Operation.

Reserves

The following table presents a rollforward of insurance reserves by operating segments for Life and Retirement, including future policy benefits, policyholder contract deposits, other policyholder funds, and separate account liabilities, as well as Retail Mutual Funds and Group Retirement mutual fund assets under administration:

Years Ended December 31,		2020	2019	2018
(in millions)				
Individual Retirement				
Balance at beginning of year, gross	\$	144,753	\$ 132,529	\$ 138,341
Premiums and deposits		10,370	14,899	15,621
Surrenders and withdrawals		(12,023)	(13,135)	(14,048)
Death and other contract benefits		(3,075)	(3,204)	(3,316)
Subtotal		140,025	131,089	136,598
Change in fair value of underlying assets and reserve accretion, net of policy fees		7,285	11,492	(5,302)
Cost of funds*		1,675	1,666	1,538
Other reserve changes		(148)	506	(305)
Balance at end of year		148,837	144,753	132,529
Reinsurance ceded		(313)	(308)	(318)
Total Individual Retirement insurance reserves and mutual fund assets	\$	148,524	\$ 144,445	\$ 132,211
Group Retirement				
Balance at beginning of year, gross	\$	102,049	\$ 91,685	\$ 97,306
Premiums and deposits		7,496	8,346	8,639
Surrenders and withdrawals		(8,696)	(10,317)	(10,652)
Death and other contract benefits		(740)	(675)	(606)
Subtotal		100,109	89,039	94,687
Change in fair value of underlying assets and reserve accretion, net of policy fees		9,644	11,939	(4,106)
Cost of funds*		1,125	1,128	1,106
Other reserve changes		(227)	(57)	(2)
Balance at end of year		110,651	102,049	91,685
Total Group Retirement insurance reserves and mutual fund assets	\$	110,651	\$ 102,049	\$ 91,685
Life Insurance				
Balance at beginning of year, gross	\$	27,397	\$ 24,844	\$ 24,569
Premiums and deposits		4,046	3,931	3,778
Surrenders and withdrawals		(484)	(663)	(1,068)
Death and other contract benefits		(557)	(663)	(653)
Subtotal		30,402	27,449	26,626
Change in fair value of underlying assets and reserve accretion, net of policy fees		(1,133)	(1,138)	(1,124)
Cost of funds*		373	374	381
Other reserve changes		(1,644)	712	(1,039)
Balance at end of year		27,998	27,397	24,844
Reinsurance ceded		(1,437)	(1,358)	(1,436)
Total Life Insurance reserves	\$	26,561	\$ 26,039	\$ 23,408

Institutional Markets

Balance at beginning of year, gross	\$	23,673	\$	21,762	\$	20,645
Premiums and deposits		4,846		2,822		3,207
Surrenders and withdrawals		(1,788)		(984)		(2,034)
Death and other contract benefits		(886)		(1,102)		(655)
Subtotal		25,845		22,498		21,163
Change in fair value of underlying assets and reserve accretion, net of policy fees		823		788		139
Cost of funds*		304		356		342
Other reserve changes		370		31		118
Balance at end of year		27,342		23,673		21,762
Reinsurance ceded		(45)		(44)		(44)
Total Institutional Markets reserves	\$	27,297	\$	23,629	\$	21,718

Total insurance reserves and mutual fund assets

Balance at beginning of year, gross	\$	297,872	\$	270,820	\$	280,861
Premiums and deposits		26,758		29,998		31,245
Surrenders and withdrawals		(22,991)		(25,099)		(27,802)
Death and other contract benefits		(5,258)		(5,644)		(5,230)
Subtotal		296,381		270,075		279,074
Change in fair value of underlying assets and reserve accretion, net of policy fees		16,619		23,081		(10,393)
Cost of funds*		3,477		3,524		3,367
Other reserve changes		(1,649)		1,192		(1,228)
Balance at end of year, excluding Fortitude Re reserves		314,828		297,872		270,820
Fortitude Re reserves		28,505		30,441		28,747
Balance at end of year, including Fortitude Re reserves		343,333		328,313		299,567
Fortitude Re reinsurance ceded		(28,505)		-		-
Reinsurance ceded		(1,795)		(1,710)		(1,798)
Total insurance reserves and mutual fund assets	\$	313,033	\$	326,603	\$	297,769

* Excludes amortization of deferred sales inducements.

Insurance reserves, as well as Retail Mutual Funds and Group Retirement mutual fund assets under administration, were comprised of the following balances:

(in millions)	December 31, 2020	December 31, 2019
Future policy benefits	\$ 48,864	\$ 48,388
Policyholder contract deposits	160,450	152,018
Other policyholder funds*	957	976
Separate account liabilities	100,290	93,272
Total insurance reserves	310,561	294,654
Mutual fund assets	32,772	33,659
Total insurance reserves and mutual fund assets	\$ 343,333	\$ 328,313

* Excludes unearned revenue liability.

Liquidity and Capital Resources

OVERVIEW

Liquidity refers to the ability to generate sufficient cash resources to meet our payment obligations. It is defined as cash and unencumbered assets that can be monetized in a short period of time at a reasonable cost. We endeavor to manage our liquidity prudently through various risk committees, policies and procedures, and a stress testing and liquidity risk framework established by our Treasury group with oversight by Enterprise Risk Management (ERM). Our liquidity risk framework is designed to manage liquidity at both AIG Parent and its subsidiaries to meet our financial obligations for a minimum of six months under a liquidity stress scenario.

See Enterprise Risk Management – Risk Appetite, Limits, Identification and Measurement and Enterprise Risk Management – Liquidity Risk Management below for additional information.

Capital refers to the long-term financial resources available to support the operation of our businesses, fund business growth, and cover financial and operational needs that arise from adverse circumstances. Our primary source of ongoing capital generation is derived from the profitability of our insurance subsidiaries. We must comply with numerous constraints on our minimum capital positions. These constraints drive the requirements for capital adequacy at AIG and the individual businesses and are based on internally-defined risk tolerances, regulatory requirements, rating agency and creditor expectations and business needs. Actual capital levels are monitored on a regular basis, and using ERM's stress testing methodology, we evaluate the capital impact of potential macroeconomic, financial and insurance stresses in relation to the relevant capital constraints of both AIG and our insurance subsidiaries.

We believe that we have sufficient liquidity and capital resources to satisfy future requirements and meet our obligations to policyholders, customers, creditors and debt-holders, including those arising from reasonably foreseeable contingencies or events.

Nevertheless, some circumstances may cause our cash or capital needs to exceed projected liquidity or readily deployable capital resources. Additional collateral calls, deterioration in investment portfolios or reserve strengthening affecting statutory surplus, higher surrenders of annuities and other policies, downgrades in credit ratings, catastrophic losses or fluctuations in the capital markets generally may result in significant additional cash or capital needs and loss of sources of liquidity and capital. Other potential events that could cause a liquidity strain include an economic collapse of a nation or region significant to our operations, nationalization, catastrophic terrorist acts, pandemics or other events causing economic or political upheaval. In addition, regulatory and other legal restrictions could limit our ability to transfer funds freely, either to or from our subsidiaries.

For a discussion regarding risks associated with COVID-19, see Part I. Item 1A. – Risk Factors – COVID-19 is adversely affecting, and is expected to continue to adversely affect, our global business, financial condition and results of operations, and its ultimate impact will depend on future developments that are uncertain and cannot be predicted, including the scope, severity and duration of the crisis, and the governmental, legislative and regulatory actions taken and court decisions rendered in response thereto.

Depending on market conditions, regulatory and rating agency considerations and other factors, we may take various liability and capital management actions. Liability management actions may include, but are not limited to, repurchasing or redeeming outstanding debt, issuing new debt or engaging in debt exchange offers. Capital management actions may include, but are not limited to, issuing preferred stock, paying dividends to our shareholders on the AIG Common Stock, paying dividends to the holders of our Series A Preferred Stock, and repurchases of AIG Common Stock.

LIQUIDITY AND CAPITAL RESOURCES HIGHLIGHTS

SOURCES^(a)

AIG Parent Funding from Subsidiaries

During 2020, AIG Parent received \$1.8 billion in dividends and \$108 million in loan repayments from subsidiaries. Of this amount, \$1.3 billion consisted of dividends in the form of cash and fixed maturity securities from our General Insurance companies and \$473 million consisted of dividends and \$108 million in loan repayments in the form of cash from our Life and Retirement companies.

AIG Parent also received a net amount of \$1.7 billion in tax sharing payments in the form of cash from our insurance businesses in 2020, including \$419 million of such payments in the fourth quarter of 2020. The tax sharing payments may be subject to further adjustment in future periods.

Revolving Credit Facility

On March 20, 2020, AIG Parent borrowed \$1.3 billion under its \$4.5 billion committed, revolving syndicated credit facility, which amount was repaid in full with interest on June 9, 2020.

Debt Issuance

In May 2020, we issued \$1.5 billion aggregate principal amount of 2.500% Notes Due 2025; \$1.6 billion aggregate principal amount of 3.400% Notes Due 2030; and \$1.0 billion aggregate principal amount of 4.375% Notes Due 2050.

Other Cash Inflows

During 2020 we received other cash inflows of approximately \$2.2 billion in connection with debt unrelated to AIG's general borrowings, including:

- \$2.1 billion of debt of consolidated investment entities not guaranteed by AIG, which includes real estate investments, affordable housing partnerships and other securitization vehicles;
- \$126 million of borrowings supported by assets, principally GIAs; and
- \$5 million of subsidiary notes, bonds, loans and mortgages payable, not guaranteed by AIG.

Majority Interest Fortitude Sale

In June 2020, AIG completed the Majority Interest Fortitude Sale for \$2.2 billion. AIG Parent contributed \$700 million of the proceeds of the Majority Interest Fortitude Sale to certain of its General Insurance subsidiaries and \$135 million of the proceeds of the Majority Interest Fortitude Sale to certain of its Life and Retirement subsidiaries.

USES

Debt Reduction^(b)

During 2020, \$1.7 billion of debt categorized as general borrowings matured, was repaid or redeemed as follows:

- Redemption of \$350 million aggregate principal amount of our 4.35% Callable Notes Due 2045.
- Repayment of \$638 million aggregate principal amount of our 3.375% Notes Due 2020 made on August 15, 2020.
- Repayment of \$708 million aggregate principal amount of our 6.400% Notes Due 2020 made on December 15, 2020.

We made interest payments on our general borrowings totaling \$1.0 billion during 2020.

Other Cash Outflows

During 2020 we made other repayments of approximately \$3.1 billion in connection with debt unrelated to AIG's general borrowings, including:

- \$2.8 billion on debt of consolidated investment entities not guaranteed by AIG, which includes real estate investments, affordable housing partnerships and other securitization vehicles;
- \$265 million on borrowings supported by assets, principally GIAs; and
- \$48 million on subsidiary notes, bonds, loans and mortgages payable, not guaranteed by AIG.

Revolving Credit Facility

On June 9, 2020, AIG Parent repaid in full with interest the \$1.3 billion borrowed under its \$4.5 billion committed, revolving syndicated credit facility.

Dividend

We paid a cash dividend of \$365.625 per share on AIG's Series A Preferred Stock during each quarter of 2020 totaling \$29 million.

We paid a cash dividend of \$0.32 per share on AIG Common Stock during each quarter of 2020 totaling \$1.1 billion.

Repurchase of Common Stock^(a)

We repurchased approximately 12 million shares of AIG Common Stock during the first quarter of 2020, for an aggregate purchase price of \$500 million, under an accelerated stock repurchase (ASR) agreement executed in February 2020.

Majority Interest Fortitude Sale

In June 2020, AIG completed the Majority Interest Fortitude Sale for \$2.2 billion. AIG Parent contributed \$700 million of the proceeds of the Majority Interest Fortitude Sale to certain of its General Insurance subsidiaries and \$135 million of the proceeds of the Majority Interest Fortitude Sale to certain of its Life and Retirement subsidiaries.

IRS Tax Prepayment

In June 2020, AIG Parent made a prepayment of approximately \$548 million to the U.S. Treasury in connection with certain settlement agreements described in Tax Matters below.

(a) In January 2021, we received aggregate proceeds of approximately \$92 million in connection with warrant exercises that occurred prior to the expiration of warrants to purchase shares of AIG Common Stock on January 19, 2021. Pursuant to an Exchange Act Rule 10b5-1 repurchase plan, in January 2021, we repurchased approximately \$92 million of shares of AIG Common Stock with proceeds received from warrant exercises. As of February 18, 2021, approximately \$1.4 billion remained under our share repurchase authorization.

(b) On February 1, 2020, AIG redeemed all of its outstanding 3.300% Notes Due 2021 (the Notes), for a redemption price of 100 percent of the principal amount plus accrued and unpaid interest. As of December 31, 2020, \$1.5 billion aggregate principal amount of the Notes were outstanding.

ANALYSIS OF SOURCES AND USES OF CASH

The following table presents selected data from AIG's Consolidated Statements of Cash Flows:

Years Ended December 31, (in millions)	2020	2019	2018
Sources:			
Net cash provided by operating activities	\$ 1,038	\$ -	\$ -
Net cash provided by other investing activities	-	-	5,494
Changes in policyholder contract balances	4,531	5,630	6,634
Issuance of long-term debt	4,196	734	2,657
Issuance of debt of consolidated investment entities	2,128	3,147	2,077
Issuance of preferred stock, net of issuance costs	-	485	-
Net cash provided by other financing activities	541	1,600	-
Total sources	12,434	11,596	16,862
Uses:			
Net cash used in operating activities	-	(1,807)	(394)
Acquisition of businesses, net of cash and restricted cash acquired	-	-	(5,717)
Net cash used in other investing activities	(6,202)	(5,475)	-
Repayments of long-term debt	(1,923)	(1,504)	(3,044)
Repayments of debt of consolidated investment entities	(2,783)	(1,698)	(628)
Purchase of common stock	(500)	-	(1,739)
Dividends paid on preferred stock	(29)	(22)	-
Dividends paid on common stock	(1,103)	(1,114)	(1,138)
Purchases of warrants	-	-	(11)
Net cash used in other financing activities	-	-	(3,559)
Total uses	(12,540)	(11,620)	(16,230)
Effect of exchange rate changes on cash and restricted cash	49	16	(11)
Increase (decrease) in cash and restricted cash	\$ (57)	\$ (8)	\$ 621

The following table presents a summary of AIG's Consolidated Statements of Cash Flows:

Years Ended December 31, (in millions)	2020	2019	2018
Summary:			
Net cash provided by (used in) operating activities	\$ 1,038	\$ (1,807)	\$ (394)
Net cash used in investing activities	(6,202)	(5,475)	(223)
Net cash provided by financing activities	5,058	7,258	1,249
Effect of exchange rate changes on cash and restricted cash	49	16	(11)
Net Increase (decrease) in cash and restricted cash	(57)	(8)	621
Cash and restricted cash at beginning of year	3,287	3,358	2,737
Change in cash of businesses held for sale	-	(63)	-
Cash and restricted cash at end of year	\$ 3,230	\$ 3,287	\$ 3,358

Operating Cash Flow Activities

Insurance companies generally receive most premiums in advance of the payment of claims or policy benefits. The ability of insurance companies to generate positive cash flow is affected by the frequency and severity of losses under their insurance policies, policy retention rates and operating expenses.

Interest payments totaled \$1.1 billion in 2020 compared to \$1.3 billion in 2019 and \$1.3 billion in 2018. Excluding interest payments, AIG had operating cash inflows of \$2.1 billion in 2020 compared to operating cash outflows of \$481 million in 2019 and operating cash inflows of \$918 million in 2018.

Investing Cash Flow Activities

Net cash used in investing activities in 2020 was \$6.2 billion compared to net cash used in investing activities of \$5.5 billion in 2019 and \$0.2 billion in 2018.

Net cash used in investing activities in 2018 included our acquisition of Validus for approximately \$5.5 billion in cash.

Financing Cash Flow Activities

Net cash provided by financing activities in 2020 reflected:

- approximately \$1.1 billion in the aggregate to pay a dividend of \$0.32 per share on AIG Common Stock in each quarter of 2020;
- approximately \$29 million in the aggregate to pay a dividend of \$365.625 per share on AIG's Series A Preferred Stock in each quarter of 2020;
- \$500 million to repurchase approximately 12 million shares of AIG Common Stock;
- approximately \$2.3 billion in net inflows from the issuance and repayment of long-term debt; and
- approximately \$655 million in net outflows from the issuance and repayment of debt of consolidated investment entities.

Net cash provided by financing activities in 2019 reflected:

- approximately \$1.1 billion in the aggregate to pay a dividend of \$0.32 per share on AIG Common Stock in each quarter of 2019;
- approximately \$22 million to pay a dividend of \$369.6875 per share, \$365.625 per share and \$365.625 per share on AIG's Series A Preferred Stock in the second, third and fourth quarters of 2019, respectively;
- approximately \$770 million in net outflows from the issuance and repayment of long-term debt;
- approximately \$1.4 billion in net inflows from the issuance and repayment of debt of consolidated investment entities; and
- approximately \$485 million inflow from the issuance of preferred stock.

Net cash used in financing activities in 2018 reflected:

- approximately \$1.1 billion in the aggregate to pay a dividend of \$0.32 per share on AIG Common Stock in each quarter of 2018;
- approximately \$1.7 billion to repurchase approximately 36.5 million shares of AIG Common Stock;
- approximately \$387 million in net outflows from the issuance and repayment of long-term debt; and
- approximately \$1.4 billion in net inflows from the issuance and repayment of debt of consolidated investment entities.

LIQUIDITY AND CAPITAL RESOURCES OF AIG PARENT AND SUBSIDIARIES

AIG Parent

As of December 31, 2020, AIG Parent had approximately \$15.0 billion in liquidity sources. AIG Parent's liquidity sources are primarily held in the form of cash, short-term investments and publicly traded, investment grade rated fixed maturity securities and also include a committed, revolving syndicated credit facility. Fixed maturity securities primarily include U.S. government and government sponsored entity securities, U.S. agency mortgage-backed securities, corporate and municipal bonds and certain other highly rated securities. AIG Parent actively manages its assets and liabilities in terms of products, counterparties and duration. Based upon an assessment of funding needs, the liquidity sources can be readily monetized through sales or repurchase agreements or contributed as admitted assets to regulated insurance companies. AIG Parent liquidity is monitored through the use of various internal liquidity risk measures. AIG Parent's primary sources of liquidity are dividends, distributions, loans and other payments from subsidiaries and credit facilities. AIG Parent's primary uses of liquidity are for debt service, capital and liability management, and operating expenses.

We believe that we have sufficient liquidity and capital resources to satisfy our reasonably foreseeable future requirements and meet our obligations to our creditors, debt-holders and insurance company subsidiaries. We expect to access the debt and preferred equity markets from time to time to meet funding requirements as needed.

We utilize our capital resources to support our businesses, with the majority of capital allocated to our insurance operations. Should we have or generate more capital than is needed to support our business strategies (including organic growth or acquisition opportunities) or mitigate risks inherent to our business, we may develop plans to distribute such capital to shareholders via dividends or AIG Common Stock repurchase authorizations or deploy such capital towards liability management.

In the normal course, it is expected that a portion of the capital released by our insurance operations, by our other operations or through the utilization of AIG's deferred tax assets may be available to support our business strategies, for distribution to shareholders or for liability management.

In developing plans to distribute capital, AIG considers a number of factors, including, but not limited to: AIG's business and strategic plans, expectations for capital generation and utilization, AIG's funding capacity and capital resources in comparison to internal benchmarks, as well as rating agency expectations, regulatory standards and internal stress tests for capital.

The following table presents AIG Parent's liquidity sources:

<i>(in millions)</i>	As of December 31, 2020	As of December 31, 2019
Cash and short-term investments ^(a)	\$ 6,762	\$ 2,804
Unencumbered fixed maturity securities ^(b)	3,711	4,777
Total AIG Parent liquidity	10,473	7,581
Available capacity under committed, syndicated credit facility ^(c)	4,500	4,500
Total AIG Parent liquidity sources	\$ 14,973	\$ 12,081

(a) Cash and short-term investments include reverse repurchase agreements totaling \$5.4 billion and \$2.1 billion as of December 31, 2020 and 2019, respectively.

(b) Unencumbered securities consist of publicly traded, investment grade rated fixed maturity securities. Fixed maturity securities primarily include U.S. government and government sponsored entity securities, U.S. agency mortgage-backed securities, corporate and municipal bonds and certain other highly rated securities.

(c) For additional information relating to this committed, syndicated credit facility see – Credit Facilities below.

Insurance Companies

We expect that our insurance companies will be able to continue to satisfy reasonably foreseeable future liquidity requirements and meet their obligations, including those arising from reasonably foreseeable contingencies or events, through cash from operations and, to the extent necessary, monetization of invested assets. Our insurance companies' liquidity resources are primarily held in the form of cash, short-term investments and publicly traded, investment grade rated fixed maturity securities.

Each of our material insurance companies' liquidity is monitored through various internal liquidity risk measures. The primary sources of liquidity are premiums, fees, reinsurance recoverables and investment income and maturities. The primary uses of liquidity are paid losses, reinsurance payments, benefit claims, surrenders, withdrawals, interest payments, dividends, expenses, investment purchases and collateral requirements.

Our General Insurance companies may require additional funding to meet capital or liquidity needs under certain circumstances. Large catastrophes may require us to provide additional support to our affected operations. Downgrades in our credit ratings could put pressure on the insurer financial strength ratings of our subsidiaries, which could result in non-renewals or cancellations by policyholders and adversely affect a subsidiary's ability to meet its own obligations. Increases in market interest rates may adversely affect the financial strength ratings of our subsidiaries, as rating agency capital models may reduce the amount of available capital relative to required capital.

Management believes that because of the size and liquidity of our Life and Retirement companies' investment portfolios, normal deviations from projected claim or surrender experience would not create significant liquidity risk. Furthermore, our Life and Retirement companies' products contain certain features that mitigate surrender risk, including surrender charges. However, in times of extreme capital markets disruption or as a result of fluctuations in the capital markets generally, liquidity needs could outpace resources. As part of their risk management framework, our Life and Retirement companies continue to evaluate and, where appropriate, pursue strategies and programs to improve their liquidity position and facilitate their ability to maintain a fully invested asset portfolio.

Certain of our U.S. insurance companies are members of the FHLBs in their respective districts. Borrowings from FHLBs are used to supplement liquidity or for other uses deemed appropriate by management. Our U.S. General Insurance companies had no outstanding borrowings from FHLBs at both December 31, 2020 and 2019. Our U.S. Life and Retirement companies had \$3.6 billion and \$3.5 billion which were due to FHLBs in their respective districts at December 31, 2020 and 2019, respectively, under funding agreements issued through our Individual Retirement, Group Retirement and Institutional Markets operating segments, which were reported in Policyholder contract deposits. Proceeds from funding agreements are generally invested in fixed income securities and other investments intended to generate spread income. These investment contracts do not have mortality or morbidity risk and are similar to GICs. In addition, our U.S. Life and Retirement companies had no outstanding borrowings in the form of cash advances from FHLBs at both December 31, 2020 and 2019.

Certain of our U.S. Life and Retirement companies have programs, which began in 2012, that lend securities from their investment portfolio to supplement liquidity or for other uses as deemed appropriate by management. Under these programs, these U.S. Life and Retirement companies lend securities to financial institutions and receive cash as collateral equal to 102 percent of the fair value of the loaned securities. Cash collateral received is invested in short-term investments or partially used for short-term liquidity purposes. Additionally, the aggregate amount of securities that a Life and Retirement company is able to lend under its program at any time is limited to five percent of its general account statutory-basis admitted assets. Our U.S. Life and Retirement companies had \$3.4 billion and \$2.8 billion of securities subject to these agreements at December 31, 2020 and 2019, respectively, and \$3.5 billion and \$2.9 billion of liabilities to borrowers for collateral received at December 31, 2020 and 2019, respectively.

AIG generally manages capital between AIG Parent and our insurance companies through internal, Board-approved policies and limits, as well as management standards. In addition, AIG Parent has unconditional capital maintenance agreements (CMAs) in place with certain subsidiaries. Nevertheless, regulatory and other legal restrictions could limit our ability to transfer capital freely, either to or from our subsidiaries. In June 2020, upon closing of the Majority Interest Fortitude Sale, the CMA between AIG Parent and Fortitude Re was terminated.

AIG Parent and/or certain subsidiaries are parties to several letter of credit agreements with various financial institutions, which issue letters of credit from time to time in support of our insurance companies. These letters of credit are subject to reimbursement by AIG Parent and/or certain subsidiaries in the event of a drawdown by our insurance companies. Letters of credit issued in support of the General Insurance companies totaled approximately \$4.6 billion at December 31, 2020. Letters of credit issued in support of the Life and Retirement companies totaled approximately \$612 million at December 31, 2020. In June 2020, upon closing of the Majority Interest Fortitude Sale, the \$550 million of letters of credit issued in support of Fortitude Re and subject to reimbursement by AIG in the event of a drawdown were terminated.

In 2020, our General Insurance companies collectively paid a total of approximately \$1.3 billion in dividends in the form of cash and fixed maturity securities to AIG Parent. The fixed maturity securities primarily included U.S. treasuries and securities issued by other U.S. agencies. In June 2020, upon closing of the Majority Interest Fortitude Sale, AIG contributed \$700 million of the proceeds of the Majority Interest Fortitude Sale to certain of its General Insurance subsidiaries.

In 2020, our Life and Retirement companies collectively paid a total of approximately \$581 million in dividends and loan repayments in the form of cash to AIG Parent. In June 2020, upon closing of the Majority Interest Fortitude Sale, AIG contributed \$135 million of the proceeds of the Majority Interest Fortitude Sale to certain of its Life and Retirement subsidiaries.

Tax Matters

In October 2020, the Southern District of New York dismissed the case for the 1997 tax year related to the disallowance of foreign tax credits associated with cross border financing transactions based upon the settlement reached between AIG and the government. The settlement concluded our ongoing dispute related to the disallowance of foreign tax credits associated with cross border financing transactions for all years and as a result of the settlement, we will be required to make a payment to the U.S. Treasury. The amount we currently expect to pay based on settlement terms is approximately \$0.7 billion, including obligations of AIG Parent and subsidiaries. This amount is net of payments previously made with respect to cross border financing transactions from tax years 1997 through 2006 and other matters related to 2006 and prior, including a prepayment of approximately \$548 million that AIG made to the U.S. Treasury in June 2020. The amount also includes interest that will become due after review of the interest calculations and will reflect benefits from the application of interest netting which AIG has requested. There remains uncertainty with regard to the amount and timing of any additional payments, which could be made during the first half of 2021.

For additional information regarding this matter see Note 22 to the Consolidated Financial Statements.

CREDIT FACILITIES

We maintain a committed, revolving syndicated credit facility (the Facility) as a potential source of liquidity for general corporate purposes. The Facility provides for aggregate commitments by the bank syndicate to provide unsecured revolving loans and/or standby letters of credit of up to \$4.5 billion without any limits on the type of borrowings and is scheduled to expire in June 2022.

On March 20, 2020, we borrowed \$1.3 billion under the Facility to further increase AIG Parent liquidity. On June 9, 2020, we repaid the \$1.3 billion borrowed under the Facility in full with interest. As of December 31, 2020, a total of \$4.5 billion remains available under the Facility. Our ability to utilize the Facility is not contingent on our credit ratings. However, our ability to utilize the Facility is conditioned on the satisfaction of certain legal, operating, administrative and financial covenants and other requirements contained in the Facility. These include covenants relating to our maintenance of a specified total consolidated net worth and total consolidated debt to total consolidated capitalization. Failure to satisfy these and other requirements contained in the Facility would restrict our access to the Facility and could have a material adverse effect on our financial condition, results of operations and liquidity. We expect to utilize the Facility from time to time, and may use the proceeds for general corporate purposes.

CONTRACTUAL OBLIGATIONS

The following table summarizes contractual obligations in total, and by remaining maturity:

December 31, 2020		Payments due by Period					
(in millions)	Total Payments	2021	2022 - 2023	2024 - 2025	Thereafter		
Insurance operations							
Loss reserves ^(a)	\$ 79,356	\$ 22,220	\$ 22,458	\$ 11,586	\$ 23,092		
Insurance and investment contract liabilities	293,158	17,563	32,966	32,173	210,456		
Borrowings	1,356	238	2	260	856		
Interest payments on borrowings	753	50	99	99	505		
Operating leases	675	183	233	121	138		
Other long-term obligations	2	-	1	-	1		
Total	\$ 375,300	\$ 40,254	\$ 55,759	\$ 44,239	\$ 235,048		
Other							
Borrowings	\$ 26,747	\$ 1,658	\$ 3,400	\$ 4,486	\$ 17,203		
Interest payments on borrowings	14,841	1,074	1,893	1,800	10,074		
Operating leases	960	50	126	114	670		
Other long-term obligations	267	104	123	27	13		
Total	\$ 42,815	\$ 2,886	\$ 5,542	\$ 6,427	\$ 27,960		
Consolidated							
Loss reserves ^(a)	\$ 79,356	\$ 22,220	\$ 22,458	\$ 11,586	\$ 23,092		
Insurance and investment contract liabilities	293,158	17,563	32,966	32,173	210,456		
Borrowings ^(b)	28,103	1,896	3,402	4,746	18,059		
Interest payments on borrowings	15,594	1,124	1,992	1,899	10,579		
Operating leases ^(c)	1,635	233	359	235	808		
Other long-term obligations ^(d)	269	104	124	27	14		
Total^(e)	\$ 418,115	\$ 43,140	\$ 61,301	\$ 50,666	\$ 263,008		

(a) Represents loss reserves, undiscounted and gross of reinsurance.

(b) Does not reflect \$9.4 billion of notes issued by consolidated investment entities, for which recourse is limited to the assets of the respective investment entities and for which there is no recourse to the general credit of AIG.

(c) The company also procured additional office space via operating lease contracts for which lease commencement will occur in 2021. Future undiscounted obligations stemming from those contracts total \$389 million, which excludes the effect of renewal options.

(d) Primarily includes contracts to purchase future services and other capital expenditures.

(e) Does not reflect unrecognized tax benefits of \$2.3 billion or the expected payment of \$0.7 billion to be made to the U.S. Treasury associated with settlement agreements reached between AIG and the government. There remains uncertainty with regard to the amount and timing of the expected payment, which could be made during the first half of 2021. See Note 22 to the Consolidated Financial Statements for additional information.

Loss Reserves

Loss reserves relate to our General Insurance companies and represent estimates of future loss and loss adjustment expense payments based on historical loss development payment patterns. Due to the significance of the assumptions used, the payments by period presented above could be materially different from actual required payments. We believe that our General Insurance companies maintain adequate financial resources to meet the actual required payments under these obligations.

Insurance and Investment Contract Liabilities

Insurance and investment contract liabilities, including GIC liabilities, relate to our Life and Retirement companies. These liabilities include various investment-type products with contractually scheduled maturities, including periodic payments. These liabilities also include benefit and claim liabilities, of which a significant portion represents policies and contracts that do not have stated contractual maturity dates and may not result in any future payment obligations. For these policies and contracts (i) we are not currently making payments until the occurrence of an insurable event, such as death or disability, (ii) payments are conditional on survivorship or (iii) payment may occur due to a surrender or other non-scheduled event beyond our control.

We have made significant assumptions to determine the estimated undiscounted cash flows of these contractual policy benefits. These assumptions include mortality, morbidity, future lapse rates, expenses, investment returns and interest crediting rates, offset by expected future deposits and premiums on in-force policies. Due to the significance of the assumptions, the periodic amounts presented could be materially different from actual required payments. The amounts presented in this table are undiscounted and exceed the future policy benefits and policyholder contract deposits included in the Consolidated Balance Sheets.

We believe that our Life and Retirement companies have adequate financial resources to meet the payments actually required under these obligations. These subsidiaries have substantial liquidity in the form of cash and short-term investments. In addition, our Life and Retirement companies maintain significant levels of investment grade rated fixed maturity securities, including substantial holdings in government and corporate bonds, and could seek to monetize those holdings in the event operating cash flows are insufficient. We expect liquidity needs related to GIC liabilities to be funded through cash flows generated from maturities and sales of invested assets.

Borrowings

Our borrowings exclude those incurred by consolidated investments and include hybrid financial instrument liabilities recorded at fair value. We expect to repay the long-term debt maturities and interest accrued on borrowings by AIG through maturing investments and dispositions of invested assets, future cash flows from operations, cash flows generated from invested assets, future debt or preferred stock issuance and other financing arrangements. Borrowings supported by assets of AIG include various notes and bonds payable as well as GIAs that are supported by cash and investments held by AIG Parent and certain non-insurance subsidiaries for the repayment of those obligations.

OFF-BALANCE SHEET ARRANGEMENTS AND COMMERCIAL COMMITMENTS

The following table summarizes Off-Balance Sheet Arrangements and Commercial Commitments in total, and by remaining maturity:

December 31, 2020		Amount of Commitment Expiring				
(in millions)	Total Amounts Committed	2021	2022 - 2023	2024 - 2025	Thereafter	
Insurance operations						
Guarantees:						
Standby letters of credit	\$ 147	\$ 140	\$ -	\$ -	\$ 7	
Guarantees of indebtedness	50	50	-	-	-	
All other guarantees ^(a)	16	16	-	-	-	
Commitments:						
Investment commitments ^(b)	7,217	3,419	2,330	1,426	42	
Commitments to extend credit	5,062	1,835	2,167	233	827	
Letters of credit	3	3	-	-	-	
Other commercial commitments	8	3	4	1	-	
Total^(c)	\$ 12,503	\$ 5,466	\$ 4,501	\$ 1,660	\$ 876	
Other						
Guarantees:						
Liquidity facilities ^(d)	\$ 74	\$ -	\$ -	\$ -	\$ 74	
Standby letters of credit	78	78	-	-	-	
All other guarantees	175	175	-	-	-	
Commitments:						
Investment commitments ^(b)	88	35	20	33	-	
Commitments to extend credit	-	-	-	-	-	
Letters of credit	280	10	-	270	-	
Other commercial commitments	-	-	-	-	-	
Total^{(c)(e)}	\$ 695	\$ 298	\$ 20	\$ 303	\$ 74	
Consolidated						
Guarantees:						
Liquidity facilities ^(d)	\$ 74	\$ -	\$ -	\$ -	\$ 74	
Standby letters of credit	225	218	-	-	7	
Guarantees of indebtedness	50	50	-	-	-	
All other guarantees ^(a)	191	191	-	-	-	
Commitments:						
Investment commitments ^(b)	7,305	3,454	2,350	1,459	42	
Commitments to extend credit	5,062	1,835	2,167	233	827	
Letters of credit	283	13	-	270	-	
Other commercial commitments	8	3	4	1	-	
Total^{(c)(e)}	\$ 13,198	\$ 5,764	\$ 4,521	\$ 1,963	\$ 950	

(a) Excludes potential amounts for indemnification obligations included in asset sales agreements. For further information on indemnification obligations see Note 16 to the Consolidated Financial Statements.

(b) Includes commitments to invest in private equity funds, hedge funds and other funds and commitments to purchase and develop real estate in the United States and abroad. The commitments to invest in private equity funds, hedge funds and other funds are called at the discretion of each fund, as needed for funding new investments or expenses of the fund. The expiration of these commitments is estimated in the table above based on the expected life cycle of the related fund, consistent with past trends of requirements for funding. Investors under these commitments are primarily insurance and real estate subsidiaries.

(c) Does not include guarantees, CMAs or other support arrangements among AIG consolidated entities.

(d) Primarily represents liquidity facilities provided in connection with certain municipal swap transactions and collateralized bond obligations.

(e) Excludes commitments with respect to pension plans. The annual pension contribution for 2021 is expected to be approximately \$68 million for U.S. and non-U.S. plans.

Arrangements with Variable Interest Entities

We enter into various arrangements with variable interest entities (VIEs) in the normal course of business, and we consolidate a VIE when we are the primary beneficiary of the entity.

For a further discussion of our involvement with VIEs see Note 10 to the Consolidated Financial Statements.

Indemnification Agreements

We are subject to financial guarantees and indemnity arrangements in connection with our sales of businesses. These arrangements may be triggered by declines in asset values, specified business contingencies, the realization of contingent liabilities, litigation developments, or breaches of representations, warranties or covenants provided by us. These arrangements are typically subject to time limitations, defined by contract or by operation of law, such as by prevailing statutes of limitation. Depending on the specific terms of the arrangements, the maximum potential obligation may or may not be subject to contractual limitations.

For additional information regarding our indemnification agreements see Note 16 to the Consolidated Financial Statements.

We have recorded liabilities for certain of these arrangements where it is possible to estimate them. These liabilities are not material in the aggregate. We are unable to develop a reasonable estimate of the maximum potential payout under some of these arrangements. Overall, we believe the likelihood that we will have to make any material payments under these arrangements is remote.

DEBT

The following table provides the rollforward of AIG's total debt outstanding:

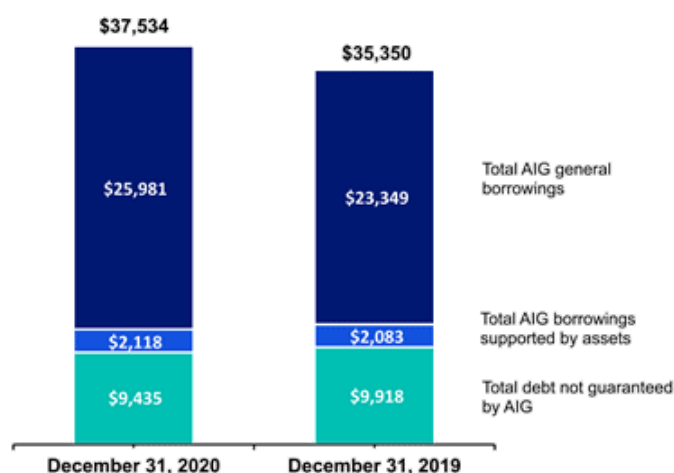
Year Ended December 31, 2020 (in millions)	Balance at December 31, 2019	Issuances	Maturities and Repayments	Effect of Foreign Exchange	Other Changes	Balance at December 31, 2020
Debt issued or guaranteed by AIG:						
AIG general borrowings:						
Notes and bonds payable	\$ 20,467	\$ 4,065	\$ (1,696)	\$ 195	\$ 37	\$ 23,068
Junior subordinated debt	1,542	-	-	18	1	1,561
AIG Japan Holdings Kabushiki Kaisha	344	-	-	17	-	361
AIGLH notes and bonds payable	282	-	-	-	-	282
AIGLH junior subordinated debt	361	-	-	-	-	361
Validus notes and bonds payable	353	-	-	-	(5)	348
Total AIG general borrowings	23,349	4,065	(1,696)	230	33	25,981
AIG borrowings supported by assets:^(a)						
Series AIGFP matched notes and bonds payable	21	-	-	-	-	21
GIAs, at fair value	2,003	125	(261)	-	166 (b)	2,033
Notes and bonds payable, at fair value	59	1	(4)	-	8 (b)	64
Total AIG borrowings supported by assets	2,083	126	(265)	-	174	2,118
Total debt issued or guaranteed by AIG	25,432	4,191	(1,961)	230	207	28,099
Other subsidiaries' notes, bonds, loans and mortgages payable - not guaranteed by AIG	47	5	(48)	-	-	4
Total long-term debt	25,479	4,196	(2,009)	230	207	28,103
Debt of consolidated investment entities - not guaranteed by AIG ^(c)	9,871	2,128	(2,783)	36	179 (d)	9,431
Total debt	\$ 35,350	\$ 6,324	\$ (4,792)	\$ 266	\$ 386	\$ 37,534

(a) AIG Parent guarantees all such debt, except for Series AIGFP matched notes and bonds payable, which are direct obligations of AIG Parent. Collateral posted to third parties was \$1.4 billion and \$1.5 billion at December 31, 2020 and December 31, 2019, respectively. This collateral primarily consists of securities of the U.S. government and government sponsored entities and generally cannot be repledged or resold by the counterparties.

(b) Primarily represents adjustments to the fair value of debt.

(c) At December 31, 2020, includes debt of consolidated investment entities related to real estate investments of \$3.1 billion, affordable housing partnership investments of \$2.3 billion and other securitization vehicles of \$4.0 billion. At December 31, 2019, includes debt of consolidated investment entities related to real estate investments of \$3.2 billion, affordable housing partnership investments of \$2.1 billion and other securitization vehicles of \$4.6 billion.

(d) Includes the effect of consolidating previously unconsolidated partnerships.

TOTAL DEBT OUTSTANDING*(in millions)***Debt Maturities**

The following table summarizes maturing long-term debt at December 31, 2020 of AIG for the next four quarters:

<i>(in millions)</i>		First Quarter 2021		Second Quarter 2021		Third Quarter 2021		Fourth Quarter 2021		Total
AIG general borrowings	\$	1,500	\$	236	\$	-	\$	-	\$	1,736
AIG borrowings supported by assets		1		68		53		36		158
Other subsidiaries' notes, bonds, loans and mortgages payable		-		1		-		1		2
Total	\$	1,501	\$	305	\$	53	\$	37	\$	1,896

See Note 15 to the Consolidated Financial Statements for additional details on debt outstanding.

CREDIT RATINGS

Credit ratings estimate a company's ability to meet its obligations and may directly affect the cost and availability of financing to that company.

The following table presents the credit ratings of AIG and certain of its subsidiaries as of the date of this filing. Figures in parentheses indicate the relative ranking of the ratings within the agency's rating categories; that ranking refers only to the major rating category and not to the modifiers assigned by the rating agencies.

	Short-Term Debt		Senior Long-Term Debt		
	Moody's	S&P	Moody's ^(a)	S&P ^(b)	Fitch ^(c)
American International Group, Inc.	P-2 (2nd of 3)	A-2 (2nd of 8)	Baa 1 (4th of 9) On review for downgrade	BBB+ (4th of 9) CreditWatch Negative	BBB+ (4th of 9) Rating Watch Negative
AIG Financial Products Corp. ^(d)	P-2	A-2	Baa 1 On review for downgrade	BBB+ CreditWatch Negative	

(a) Moody's appends numerical modifiers 1, 2 and 3 to the generic rating categories to show relative position within the rating categories.

(b) S&P ratings may be modified by the addition of a plus or minus sign to show relative standing within the major rating categories.

(c) Fitch ratings may be modified by the addition of a plus or minus sign to show relative standing within the major rating categories.

(d) AIG guarantees all obligations of AIG Financial Products Corp.

These credit ratings are current opinions of the rating agencies. They may be changed, suspended or withdrawn at any time by the rating agencies as a result of changes in, or unavailability of, information or based on other circumstances. Ratings may also be withdrawn at our request. *For a discussion of rating agency actions in response to AIG's announced intention to separate its Life and Retirement business from AIG, see Recent Rating Agency Actions below.*

We are party to some agreements that contain "ratings triggers." Depending on the ratings maintained by one or more rating agencies, these triggers could result in (i) the termination or limitation of credit availability or a requirement for accelerated repayment, (ii) the termination of business contracts or (iii) a requirement to post collateral for the benefit of counterparties.

In the event of a downgrade of AIG's long-term senior debt ratings, AIG Financial Products Corp. and related subsidiaries (collectively AIGFP) and certain other AIG entities would be required to post additional collateral under some derivative and other transactions, or certain of the counterparties of AIGFP or of such other AIG entities would be permitted to terminate such transactions early.

The actual amount of collateral that we would be required to post to counterparties in the event of such downgrades, or the aggregate amount of payments that we could be required to make, depends on market conditions, the fair value of outstanding affected transactions and other factors prevailing at the time of the downgrade.

For a discussion of the effects of downgrades in our credit ratings see Note 11 to the Consolidated Financial Statements and Part I, Item 1A. Risk Factors – Liquidity, Capital and Credit.

FINANCIAL STRENGTH RATINGS

Financial Strength ratings estimate an insurance company's ability to pay its obligations under an insurance policy. The following table presents the ratings of our significant insurance subsidiaries as of the date of this filing.

	A.M. Best	S&P	Fitch	Moody's
National Union Fire Insurance Company of Pittsburgh, Pa.	A	A+	A	A2
Lexington Insurance Company	A	A+	A	A2
American Home Assurance Company	A	A+	A	A2
American General Life Insurance Company	A	A+	A+	A2
The Variable Annuity Life Insurance Company	A	A+	A+	A2
United States Life Insurance Company in the City of New York	A	A+	A+	A2
AIG Europe S.A.	NR	A+	NR	A2
American International Group UK Ltd.	A	A+	NR	A2
AIG General Insurance Co. Ltd.	NR	A+	NR	NR
Validus Reinsurance, Ltd.	A	A	NR	A2

These financial strength ratings are current opinions of the rating agencies. They may be changed, suspended or withdrawn at any time by the rating agencies as a result of changes in, or unavailability of, information or based on other circumstances.

For a discussion of the effects of downgrades in our financial strength ratings see Note 11 to the Consolidated Financial Statements and Part I, Item 1A. Risk Factors – Liquidity, Capital and Credit.

RECENT RATING AGENCY ACTIONS

In response to the announcement by AIG on October 26, 2020 of its intention to separate its Life and Retirement business from AIG, the rating agencies in the tables above took the following actions:

- On October 27, 2020, A.M. Best issued a comment stating that its financial strength and issuer credit ratings on AIG and subsidiaries are unchanged as a result of the announcement.
- On October 28, 2020, Fitch placed the credit ratings of AIG on "Rating Watch Negative." Fitch also affirmed the financial strength ratings and outlooks on AIG's insurance subsidiaries.
- On October 28, 2020, Moody's placed the debt ratings of AIG on review for downgrade. Moody's also affirmed the financial strength ratings and outlooks on AIG's insurance subsidiaries.
- On October 27, 2020, S&P placed the credit ratings of AIG and the financial strength ratings of most of the General Insurance subsidiaries on CreditWatch with negative implications. S&P also placed the financial strength ratings of the Life and Retirement subsidiaries on CreditWatch with developing implications.

REGULATION AND SUPERVISION

For a discussion of our regulation and supervision by different regulatory authorities in the United States and abroad, including with respect to our liquidity and capital resources see Part 1. Item 1. Business – Regulation and Item 1A. Risk Factors – Regulation.

DIVIDENDS

On February 12, 2020, our Board of Directors declared a cash dividend on AIG Common Stock of \$0.32 per share, payable on March 30, 2020 to shareholders of record on March 16, 2020. On May 4, 2020, our Board of Directors declared a cash dividend on AIG Common Stock of \$0.32 per share, payable on June 29, 2020 to shareholders of record on June 15, 2020. On August 3, 2020, our Board of Directors declared a cash dividend on AIG Common Stock of \$0.32 per share, payable on September 30, 2020 to shareholders of record on September 17, 2020. On November 5, 2020, our Board of Directors declared a cash dividend on AIG Common Stock of \$0.32 per share, payable on December 28, 2020 to shareholders of record on December 14, 2020.

On February 16, 2021, our Board of Directors declared a cash dividend on AIG Common Stock of \$0.32 per share, payable on March 30, 2021 to shareholders of record on March 16, 2021.

On February 12, 2020, our Board of Directors declared a cash dividend on AIG's Series A Preferred Stock of \$365.625 per share, payable on March 16, 2020 to holders of record on February 28, 2020. On May 4, 2020, our Board of Directors declared a cash dividend on AIG's Series A Preferred Stock of \$365.625 per share, payable on June 15, 2020 to holders of record on May 29, 2020. On August 3, 2020, our Board of Directors declared a cash dividend on AIG's Series A Preferred Stock of \$365.625 per share, payable on September 15, 2020 to holders of record on August 31, 2020. On November 5, 2020, our Board of Directors declared a cash dividend on AIG's Series A Preferred Stock of \$365.625 per share, payable on December 15, 2020 to holders of record on November 30, 2020.

On February 16, 2021, our Board of Directors declared a cash dividend on AIG's Series A Preferred Stock of \$365.625 per share, payable on March 15, 2021 to holders of record on February 26, 2021.

The payment of any future dividends will be at the discretion of our Board of Directors and will depend on various factors, as discussed further in Note 17 to the Consolidated Financial Statements.

REPURCHASES OF AIG COMMON STOCK

Our Board of Directors has authorized the repurchase of shares of AIG Common Stock through a series of actions. As of February 18, 2021, \$1.4 billion remained under the authorization.

During the first quarter of 2020, we repurchased approximately 12 million shares of AIG Common Stock for an aggregate purchase price of \$500 million under an ASR agreement executed in February 2020 with a third-party financial institution. We did not repurchase any shares of AIG Common Stock during the second, third or fourth quarters of 2020. In January 2021, we repurchased approximately \$92 million of additional shares of AIG Common Stock pursuant to an Exchange Act Rule 10b5-1 repurchase plan.

Shares may be repurchased from time to time in the open market, private purchases, through forward, derivative, accelerated repurchase or automatic repurchase transactions or otherwise. Certain of our share repurchases have been and may from time to time be effected through the Exchange Act Rule 10b5-1 repurchase plans. The timing of any future share repurchases will depend on market conditions, our business and strategic plans, financial condition, results of operations, liquidity and other factors, as discussed further in Note 17 to the Consolidated Financial Statements.

DIVIDEND RESTRICTIONS

Payments of dividends to AIG by its insurance subsidiaries are subject to certain restrictions imposed by regulatory authorities.

For a discussion of restrictions on payments of dividends by our subsidiaries see Note 19 to the Consolidated Financial Statements.

Enterprise Risk Management

Risk management includes the identification and measurement of various forms of risk, the establishment of risk thresholds and the creation of processes intended to maintain risks within these thresholds while optimizing returns. We consider risk management an integral part of managing our core businesses and a key element of our approach to corporate governance.

OVERVIEW

We have an integrated process for managing risks throughout our organization in accordance with our firm-wide risk appetite. Our Board of Directors has oversight responsibility for the management of risk. Our Enterprise Risk Management Department supervises and integrates the risk management functions in each of our business units, providing senior management with a consolidated view of AIG's major risk positions. Within each business unit, senior leaders and executives approve targeted risk tolerances within the framework provided by ERM. ERM supports our businesses and management by embedding risk management in our key day-to-day business processes and in identifying, assessing, quantifying, monitoring, reporting, and mitigating the risks taken by our businesses and AIG overall. Nevertheless, our risk management efforts may not always be successful and material adverse effects on our business, results of operations, cash flows, liquidity or financial condition may occur.

AIG employs a Three Lines of Defense model. AIG's business leaders assume full accountability for the risks and controls in their operating units, and ERM performs a review, challenge and oversight function. The third line consists of our Internal Audit Group that provides independent assurance for AIG's Board.

RISK GOVERNANCE STRUCTURE

Our risk governance structure fosters the development and maintenance of a risk and control culture that encompasses all significant risk categories impacting our lines of business and functions. Accountability for the implementation of risk policies is aligned with individual corporate executives, with the risk committees receiving regular reports regarding compliance with each policy to support risk governance at our corporate level as well as in each business unit. We review our governance and committee structure on a regular basis and make changes as appropriate to continue to effectively manage and govern both our risks and risk-taking activities.

Our Board of Directors oversees the management of risk through its Risk and Capital Committee (RCC) and Audit Committee. These committees regularly interact with other committees of the Board of Directors which are further described below. Our Chief Risk Officer (CRO) reports to both the RCC and our President and Global Chief Operating Officer.

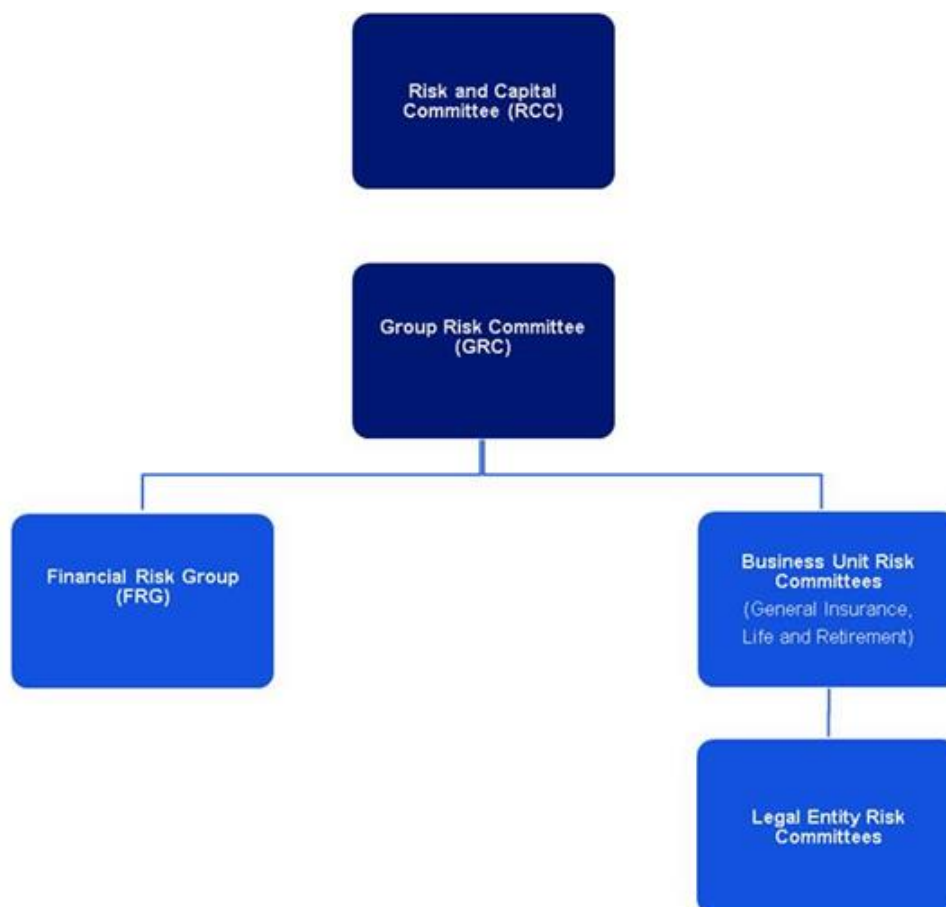
The Group Risk Committee (GRC): The GRC is the senior management group responsible for assessing all significant risk issues on a global basis to protect our financial strength and reputation. The GRC is chaired by our CRO and includes members of the Executive Leadership Team (ELT). Our CRO reports periodically on behalf of the GRC to both the RCC and the Audit Committee of the Board of Directors. Our CRO is also a member of the ELT providing ERM the opportunity to contribute to, review, monitor and consider the impact of changes in strategy.

Management committees that support the GRC are described below. These committees are comprised of senior executives and experienced business representatives from a range of functions and business units throughout AIG and its subsidiaries. These committees are charged with identifying, analyzing and reviewing specific risk matters within their respective mandates. In addition, various working groups (e.g. reputational risk, control agenda) are in place in support of the GRC to manage and monitor the various risks across the organization.

Financial Risk Group (FRG): The FRG is responsible for the oversight of financial risks taken by AIG and our subsidiaries. Its mandate includes overseeing our aggregate credit, market, interest rate, capital, liquidity and model risks, as well as asset-liability management, derivatives activity, and foreign exchange transactions. It provides the primary corporate-level review function for all proposed transactions and business practices that are significant in size, complex in scope, or that present heightened legal, reputational, accounting or regulatory risks. The FRG is chaired by our CRO. Membership of the FRG also includes our CFO, Chief Investment Officer and Treasurer.

Business Unit Risk Committees: Each of our major insurance businesses have established a risk committee that serves as the senior management committee responsible for risk oversight at the individual business unit level. The risk committees are responsible for the identification, assessment and monitoring of all sources of risk within their respective portfolios. Specific responsibilities include setting risk tolerances or limits, reviewing the capital allocation framework, insurance portfolio optimization, decisions with material impact on the risk profile and providing oversight of risk-adjusted metrics. In performing these responsibilities, the business unit risk committees may leverage input provided by other business unit committees and working groups.

In addition to the above, where needed and appropriate, there are risk committees at the legal entity level that support the Business Unit Risk Committees in executing their duties. These duties include ensuring policies are adhered to and transactions are within the AIG risk appetite and have appropriate operational controls or plans for establishing such controls within a reasonable amount of time, as well as ensuring appropriate risk governance at the legal entity level.



RISK APPETITE, LIMITS, IDENTIFICATION AND MEASUREMENT

Risk Appetite Framework

Our Risk Appetite Framework integrates stakeholder interests, strategic business goals and available financial resources. We balance these by seeking to take measured risks that are expected to generate repeatable, sustainable earnings and create long-term value for our shareholders. The framework includes our risk appetite statement approved by the Board of Directors and a set of supporting tools, including risk tolerances, risk limits and policies, which we use to manage our risk profile and financial resources.

We articulate our aggregate risk-taking by setting risk tolerances and thresholds on capital and liquidity measures. These measures are set at the AIG Parent level as well as the legal entity level and cover consolidated and insurance company capital and liquidity ratios. We must comply with standards for capital adequacy and maintain sufficient liquidity to meet all our obligations as they come due in accordance with our capital management and liquidity management policies. Our risk tolerances take into consideration regulatory requirements, rating agency expectations, and business needs. The GRC routinely reviews the level of risk taken by the consolidated organization in relation to the established risk tolerances. A consolidated risk report is also presented periodically to the RCC by our CRO.

Risk Limits

A key component of our Risk Appetite Framework is having a process in place that establishes and maintains appropriate tolerances and limits on the material risks identified for our core businesses and facilitates the monitoring and meeting of both internal and external stakeholder expectations. Framework objectives include:

- Establishing risk monitoring, providing early warning indicators, and ensuring timely oversight and enforceability of limits;
- Defining a consistent and transparent approach to limits governance; and
- Aligning our business activities with our risk appetite statement.

To support the monitoring and management of AIG's and its business units' material risks, ERM has an established limits framework that employs a three-tiered hierarchy:

- **Board-level risk tolerances** are AIG's aggregate consolidated capital and parent liquidity limits. They define the minimum level of consolidated capital and parent liquidity that we should maintain. These board-level risk tolerances are approved by the Board and monitored by the RCC.
- **AIG management level limits** are risk type specific limits at the AIG consolidated level. These limits are defined and calibrated to constrain our concentration in specific risk types, to protect against taking risks that exceed the amount of overall capital AIG has available, and to protect against excess earnings volatility. These limits are approved by our CRO with consultation from the GRC.
- **Business unit and legal entity level limits** are set to address key risks identified for the business unit and legal entities, protect capital and liquidity at legal entities and/or meet legal entity specific requirements of regulators and rating agencies. These limits are defined by the business unit and legal entity risk officers.

All limits are reviewed by the GRC or relevant business unit risk committees on a periodic basis and revisions, if applicable, are approved by those committees.

The business units are responsible for measuring and monitoring their risk exposures. ERM is responsible for monitoring compliance with limits and providing regular, timely reporting to our senior management and risk committees. Limit breaches are required to be reported in a timely manner and are documented and escalated in accordance with their level of severity or materiality.

Risk Identification and Measurement

We conduct risk identification through a number of processes at the business unit and corporate level focused on capturing our material risks. A key initiative is our integrated bottom-up risk identification and assessment process which is conducted down to the product-line level. In addition, we perform an annual top-down risk assessment to identify top risks and assign owners to ensure these risks are appropriately addressed and managed. These processes are used as a critical input to enhance and develop our analytics for measuring and assessing risks across the organization.

We employ various approaches to measure, monitor and manage risk exposures, including the utilization of a variety of metrics and early warning indicators. We use a proprietary internal capital and stress testing framework to measure our quantifiable risks.

The internal capital framework quantifies our aggregate economic risk at a given confidence interval, after taking into account diversification benefits between risk factors and business lines. We leverage the internal capital framework to help inform our consolidated risk consumption and profile as well as risk and capital allocation for our businesses.

The stress testing framework assesses our aggregate exposure to our most significant financial and insurance risks, including the risks in each of our key insurance company subsidiaries in relation to its capital needs under stress, risks inherent in our non-insurance company subsidiaries, and risks to AIG consolidated capital. The framework measures risk over multiple time horizons and under different levels of stress, and includes multi-factor stresses as well as single factor sensitivities that are designed to reflect AIG's risk characteristics. We use this information to support the assessment of resources needed at the AIG Parent level to support our subsidiaries and capital resources required to maintain consolidated company target capitalization levels.

We evaluate and manage risk in material topics as shown below. These topics are discussed in further detail in the following pages:

□ Credit Risk Management	□ Liquidity Risk Management	□ Insurance Risks
□ Market Risk Management	□ Operational Risk Management	□ Other Business Risks

CREDIT RISK MANAGEMENT

Overview

Credit risk is defined as the risk that our customers or counterparties are unable or unwilling to repay their contractual obligations when they become due. Credit risk may also result from a downgrade of a counterparty's credit ratings or a widening of its credit spreads.

We devote considerable resources to managing our direct and indirect credit exposures. These exposures may arise from, but are not limited to, fixed income investments, equity securities, deposits, commercial paper investments, reverse repurchase agreements and repurchase agreements, corporate and consumer loans, leases, reinsurance and retrocessional insurance recoverables, counterparty risk arising from derivatives activities, collateral extended to counterparties, insurance risk cessions to third parties, financial guarantees, letters of credit, and certain General Insurance businesses.

Governance

Our credit risks are managed by teams of credit professionals, subject to ERM oversight and various control processes. Their primary role is to ensure appropriate credit risk management in accordance with our credit policies and procedures relative to our credit risk parameters. Our Chief Credit Officer (CCO) and credit executives are primarily responsible for the development, implementation and maintenance of a risk management framework, which includes the following elements related to our credit risks:

- developing and implementing our company-wide credit policies and procedures;
- approving delegated credit authorities to our credit executives and qualified credit professionals;
- developing methodologies for quantification and assessment of credit risks, including the establishment and maintenance of our internal risk rating process;
- managing a system of credit and program limits, as well as the approval process for credit transactions, above limit exposures, and concentrations of risk that may exist or be incurred;
- evaluating, monitoring, reviewing and reporting of credit risks and concentrations regularly with senior management; and
- approving appropriate credit reserves, credit-related other-than-temporary impairments and corresponding methodologies for all credit portfolios.

We monitor and control our company-wide credit risk concentrations and attempt to avoid unwanted or excessive risk accumulations, whether funded or unfunded. To minimize the level of credit risk in some circumstances, we may require mitigants, such as third-party guarantees, reinsurance or collateral, including commercial bank-issued letters of credit and trust collateral accounts. We treat these guarantees, reinsurance recoverables, and letters of credit as credit exposure and include them in our risk concentration exposure data. We also closely monitor the quality of any trust collateral accounts.

For further information on our credit concentrations and credit exposures see Investments – Available-for-Sale Investments.

Our credit risk management framework incorporates the following elements:

Risk Identification	including the ongoing capture and monitoring of all existing, contingent, potential and emerging credit risk exposures, whether funded or unfunded
Risk Measurement	comprising risk ratings, default probabilities, loss given default and expected loss parameters, exposure calculations, stress testing and other risk analytics
Risk Limits	including, but not limited to, a system of single obligor or risk group-based AIG-wide house limits and sub-limits for corporates, financial institutions, sovereigns and sub-sovereigns when appropriate and a defined process for identifying, evaluating, documenting and approving, if appropriate, breaches of and exceptions to such limits
Risk Delegations	a comprehensive credit risk delegation framework from the CCO to authorized credit professionals throughout the company
Risk Evaluation, Monitoring and Reporting	including the ongoing analysis and assessment of credit risks, trending of those risks and reporting of other key risk metrics and limits to the CCO and senior management, as may be required
Credit Reserving	including but not limited to development of a proper framework, policies and procedures for establishing accurate identification of (i) reserves for credit losses and (ii) other-than-temporary impairments for securities portfolios

MARKET RISK MANAGEMENT

Overview

Market risk is defined as the risk of adverse impact due to systemic movements in one or more of the following market risk drivers: equity and commodity prices, residential and commercial real estate values, interest rates, credit spreads, foreign exchange, inflation, and their respective levels of volatility.

We are engaged in a variety of insurance, investment and other financial services businesses that expose us to market risk, directly and indirectly. We are exposed to market risks primarily within our insurance and capital markets activities, on both the asset and the liability sides of our balance sheet through on- and off-balance sheet exposures. Within each business, the risk officer is responsible for creating a framework for proper identification of market risks, and ensuring that the risks are appropriately measured, monitored and managed, and are in accordance with the risk governance framework established by the Chief Market Risk Officer (CMRO).

The scope and magnitude of our market risk exposures is managed under a robust framework that contains defined risk limits and minimum standards for managing market risk in a manner consistent with our risk appetite statement. Our market risk management framework focuses on quantifying the financial repercussions of changes in the above mentioned market risk drivers.

Many of our market risk exposures, including exposures to changes in levels of interest rates and equity prices, are associated with the asset and liability exposures of our Life and Retirement companies. These exposures are generally long-term in nature. Examples of liability-related exposures include interest rate sensitive surrenders in our fixed deferred annuity product portfolio. Also, we have equity market risk sensitive surrenders in our variable annuity product portfolio. These interactive asset-liability types of risk exposures are regularly monitored in accordance with the risk governance framework noted above.

Governance

Market risk is overseen at the corporate level within ERM through the CMRO. The CMRO is supported by a dedicated team of professionals within ERM. Market Risk is managed by our finance, treasury and investment management corporate functions, collectively, and in partnership with ERM. The CMRO is primarily responsible for the development and maintenance of a risk management framework that includes the following key components:

- written policies that define the rules for our market risk-taking activities and provide clear guidance regarding their execution and management;
- a limit framework that aligns with our Board-approved risk appetite statement;
- independent measurement, monitoring and reporting for line of business, business unit and enterprise-wide market risks; and
- clearly defined authorities for all individuals and committee roles and responsibilities related to market risk management.

These components facilitate the CMRO's identification, measurement, monitoring, reporting and management of our market risks.

Risk Identification

Market risk focuses on quantifying the financial repercussions of changes in broad, external, predominantly market-observable variables. Financial repercussions can include an adverse impact on results of operations, financial condition, liquidity and capital of AIG.

Each of the following systemic risks is considered a market risk:

Equity prices	We are exposed to changes in equity market prices affecting a variety of instruments. Changes in equity prices can affect the valuation of publicly traded equity shares, investments in private equity, hedge funds, mutual funds, exchange-traded funds, alternative risk premia investment strategies, and other equity-linked capital market instruments as well as equity-linked insurance products, including but not limited to index annuities, variable annuities, indexed universal life insurance and variable universal life insurance.
Residential and commercial real estate values	Our investment portfolios are exposed to the risk of changing values in a variety of residential and commercial real estate investments. Changes in residential/commercial real estate prices can affect the valuation of residential/commercial mortgages, residential/commercial mortgage-backed securities and other structured securities with underlying assets that include residential/commercial mortgages, trusts that include residential/commercial real estate and/or mortgages, residential mortgage insurance and reinsurance contracts and commercial real estate investments.
Interest rates	Interest rate risk can arise from a mismatch in the interest rate exposure of assets versus liabilities. Lower interest rates generally result in lower investment income and make some of our product offerings less attractive to investors. Conversely, higher interest rates are typically beneficial for the opposite reasons. However, when rates rise quickly, there can be an asymmetric GAAP accounting effect where the existing securities lose market value, which is largely reported through Other comprehensive income, and the offsetting decrease in the value of certain liabilities may not be recognized. Changes in interest rates can affect the valuation of fixed maturity securities, financial liabilities, insurance contracts including but not limited to universal life, fixed rate annuities, variable annuities and derivative contracts. Additionally, for Variable Annuity, Index Annuity, and Equity Indexed Universal Life products, deviations in actual versus expected policyholder behavior can be driven by fluctuations in various market variables, including interest rates. Policies with guaranteed living benefit options or riders are also subject to the risk of actual benefit utilization being different than expected.
Credit spreads	Credit spreads measure an instrument's risk premium or yield relative to that of a comparable duration, default-free instrument. Changes in credit spreads can affect the valuation of fixed maturity securities, including but not limited to corporate bonds, asset backed securities, mortgage-backed securities, AIG-issued debt obligations, credit derivatives, derivative credit valuation adjustments and economic valuation of insurance liabilities. Much like higher interest rates, wider credit spreads paired with unchanged expectations about default losses imply higher investment income in the long term. In the short term, quickly rising spreads will cause a loss in the value of existing fixed maturity securities, which is largely reported through Other comprehensive income. A precipitous widening of credit spreads may also signal a fundamental weakness in the credit worthiness of bond obligors, potentially resulting in default losses.
Foreign exchange (FX) rates	We are a globally diversified enterprise with income, assets and liabilities denominated in, and capital deployed in, a variety of currencies. Changes in FX rates can affect the valuation of a broad range of balance sheet and income statement items as well as the settlement of cash flows exchanged in specific transactions.
Commodity prices	Changes in commodity prices (the value of commodities) can affect the valuation of publicly-traded commodities, commodity indices, derivatives on commodities and commodity indices, and other commodity-linked investments and insurance contracts. We are exposed to commodity prices primarily through their impact on the prices and credit quality of commodity producers' debt and equity securities in our investment portfolio.
Inflation	Changes in inflation can affect the valuation of fixed maturity securities, including AIG-issued debt obligations, derivatives and other contracts explicitly linked to inflation indices, and insurance contracts where the claims are linked to inflation either explicitly, via indexing, or implicitly, through medical costs or wage levels.

Risk Measurement

Our market risk measurement framework was developed with the main objective of communicating the range and scale of our market risk exposures. At the firm-wide level, market risk is measured in a manner that is consistent with AIG's risk appetite statement. This is designed to ensure that we remain within our stated risk tolerance levels and can determine how much additional market risk taking capacity is available within our framework. The framework measures our overall exposure to change in each of the systemic market risk factors on an economic basis.

In addition, we monitor risks through multiple lenses that include economic, GAAP and statutory reporting frameworks at various levels of business consolidation. This process aims to establish a comprehensive coverage of potential implications from adverse market risk developments.

We use a number of approaches to measure our market risk exposure, including:

Sensitivity analysis

measures the impact from a unit change in a market risk input

Scenario analysis

uses historical, hypothetical, or forward-looking macroeconomic scenarios to assess and report exposures

Stress testing

a special form of scenario analysis in which the scenarios are designed to lead to a material adverse outcome

is tailored to single-factor exposure and comprehensive stress scenarios that cover multiple risk factors. Stress testing analysis includes evaluation of exposures to instantaneous market shocks as well as to adverse market developments over forward time horizons

Examples include:

- a one basis point increase in yield on fixed maturity securities,
- a one basis point increase in credit spreads of fixed maturity securities, and
- a one percent increase in prices of equity securities.

- a 100 basis point parallel shift in the yield curve, or
- a 20 percent immediate and simultaneous decrease in world-wide equity markets.

Scenarios may also utilize a stochastic framework to arrive at a probability distribution of losses.

- the stock market crash of October 1987 or the widening of yields or spreads of RMBS or CMBS during 2008.

Market Risk Sensitivities

The following table provides estimates of sensitivity to changes in yield curves, equity prices and foreign currency exchange rates on our financial instruments and excludes approximately \$174.2 billion and \$169.4 billion as of December 31, 2020 and December 31, 2019, respectively, of insurance liabilities. AIG believes that the interest rate sensitivities of these insurance and other liabilities serve as an offset to the net interest rate risk of the financial assets presented in the table below. In addition, the table excludes \$39.9 billion of interest rate sensitive assets and \$1.5 billion of equity and alternative investments supporting the Fortitude Re funds withheld arrangements as the contractual returns related to the assets are transferred to Fortitude Re, as well as \$43.1 billion of related funds withheld payables.

(dollars in millions)	Balance Sheet Exposure		Economic Effect	
	December 31, 2020	December 31, 2019	December 31, 2020	December 31, 2019
Sensitivity factor	100 bps parallel increase in all yield curves			
Interest rate sensitive assets:				
Fixed maturity securities	\$ 239,694	\$ 255,743	\$ (15,325)	\$ (16,644)
Mortgage and other loans receivable ^(a)	38,490	43,441	(1,973)	(2,385)
Derivatives:				
Interest rate contracts	201	451	(1,895)	(1,530)
Equity contracts	907	630	(392)	(360)
Other contracts	(125)	(64)	32	28
Total interest rate sensitive assets	\$ 279,167^(b)	\$ 300,201^(b)	\$ (19,553)	\$ (20,891)
Interest rate sensitive liabilities:				
Policyholder contract deposits:				
Investment-type contracts ^(a)	\$ (128,204)	\$ (126,137)	\$ 10,857	\$ 8,553
Variable annuity and other embedded derivatives	(9,797)	(6,909)	2,675	2,118
Long-term debt ^{(a) (c)}	(26,747)	(24,092)	2,568	2,127
Total interest rate sensitive liabilities	\$ (164,748)	\$ (157,138)	\$ 16,100	\$ 12,798
Sensitivity factor	20% decline in stock prices and alternative investments			
Derivatives:				
Equity contracts ^(d)	\$ 908	\$ 630	\$ 440	\$ 426
Equity and alternative investments:				
Real estate investments	7,572	8,491	(1,514)	(1,698)
Private equity	6,294	5,531	(1,259)	(1,106)
Hedge funds	2,110	3,314	(422)	(663)
Common equity	1,042	827	(208)	(165)
Other investments	912	913	(182)	(183)
Total derivatives, equity and alternative investments	\$ 18,838	\$ 19,706	\$ (3,145)	\$ (3,389)
Policyholder contract deposits:				
Variable annuity and other embedded derivatives ^(d)	\$ (9,797)	\$ (6,909)	\$ (59)	\$ (215)
Total liability	\$ (9,797)	\$ (6,909)	\$ (59)	\$ (215)
Sensitivity factor	10% depreciation of all foreign currency exchange rates against the U.S. dollar			
Foreign currency-denominated net asset position:				
Great Britain pound	\$ 1,281	\$ 1,812	\$ (128)	\$ (181)
Canada dollar	762	273	(76)	(27)
EURO	567	253	(57)	(25)
All other foreign currencies	1,451	1,591	(145)	(160)
Total foreign currency-denominated net asset position^(e)	\$ 4,061	\$ 3,929	\$ (406)	\$ (393)

- (a) The economic effect is the difference between the estimated fair value and the effect of a 100 bps parallel increase in all yield curves on the estimated fair value. The estimated fair values for Mortgage and other loans receivable, Policyholder contract deposits (Investment-type contracts) and Long-term debt were \$45,146 million, \$144,571 million and \$31,175 million at December 31, 2020, respectively. The estimated fair values for Mortgage and other loans receivable, Policyholder contract deposits (Investment-type contracts) and Long-term debt were \$43,783 million, \$133,246 million and \$26,427 million at December 31, 2019, respectively.
- (b) At December 31, 2020, the analysis covered \$279.2 billion of \$324.0 billion interest-rate sensitive assets. As indicated above, excluded were \$36.2 billion and \$3.6 billion of fixed maturity securities and loans, respectively, supporting the Fortitude Re funds withheld arrangements. In addition, \$3.4 billion of loans and \$1.6 billion of assets across various asset categories were excluded due to modeling limitations. At December 31, 2019, the analysis covered \$300.2 billion of \$306.3 billion interest-rate sensitive assets. Excluded were \$3.5 billion of loans. In addition, \$2.6 billion of assets across various asset categories were excluded due to modeling limitations.
- (c) At December 31, 2020, the analysis excluded \$643 million of AIGLH borrowings, \$348 million of Validus borrowings, \$4 million of borrowings from Glatfelter and \$361 million of AIG Japan Holdings loans. At December 31, 2019, the analysis excluded \$643 million of AIGLH borrowings, \$353 million of Validus borrowings, \$47 million of borrowings from Glatfelter and \$344 million of AIG Japan Holdings loans.
- (d) The balance sheet exposures for equity contracts and variable annuity and other embedded derivatives are also reflected under "Interest rate sensitive liabilities" above, and are not additive.
- (e) The majority of the foreign currency exposure is reported on a one quarter lag.

The sensitivity analysis is an estimate and should not be viewed as predictive of our future financial performance. We cannot ensure that actual financial impacts in any particular period will not exceed the amounts indicated above.

Interest rate sensitivity is defined as change in value with respect to a 100 basis point parallel shift up in the interest rate environment, calculated as: scenario value minus base value, where base value is the value under the yield curves as of the period end and scenario value is the value reflecting a 100 basis point parallel increase in all yield curves.

We evaluate our interest rate risk without considering effects of correlation of changes in levels of interest rate with other key market risks or other assumptions used for calculating the values of our financial assets and liabilities. This scenario does not measure changes in values resulting from non-parallel shifts in the yield curves, which could produce different results.

We evaluate our equity price risk without considering effects of correlation of changes in equity prices with other key market risks or other assumptions used for calculating the values of our financial assets and liabilities. The stress scenario does not reflect the impact of basis risk, such as projections about the future performance of the underlying contract holder funds and actual fund returns, which we use as a basis for developing our hedging strategy.

Foreign currency-denominated net asset position reflects our aggregated non-U.S. dollar assets less our aggregated non-U.S. dollar liabilities on a GAAP basis, with certain adjustments. We use a bottom-up approach in managing our foreign currency exchange rate exposures with the objective of protecting statutory surplus at the regulated insurance entity level. At the AIG consolidated level, we monitor our foreign currency exposures against single currency and aggregate currency portfolio limits.

Our foreign currency-denominated net asset position at December 31, 2020 increased by \$0.1 billion compared to December 31, 2019. The increase was primarily due to an increase in our Canadian dollar position, due to exposure management actions in the US Pool, coupled with a decrease in our British pound position, primarily as a result of debt hedges unwind, as well as an increase in the Euro position, largely due to hedging activity.

For illustrative purposes, we modeled our sensitivities based on a 100 basis point parallel increase in yield curves, a 20 percent decline in equity prices and prices of alternative assets, and a 10 percent depreciation of all foreign currency exchange rates against the U.S. dollar. The estimated results presented in the table above should not be taken as a prediction, but only as a demonstration of the potential effects of such events.

Risk Monitoring and Limits

The risk monitoring responsibilities, owned by the business units, include ensuring compliance with market risk limits and escalation and remediation of limit breaches. Such activities must be reported to the ERM Market Risk team by the relevant business unit. This monitoring approach is aligned with our overall risk limits framework.

To control our exposure to market risk, we rely on a three-tiered hierarchy of limits that the CMRO closely monitors and reports to our CRO, senior management and risk committees.

For further information on our three-tiered hierarchy of limits see Risk Appetite, Limits, Identification and Measurement – Risk Limits.

LIQUIDITY RISK MANAGEMENT

Overview

Liquidity risk is defined as the risk that our financial condition will be adversely affected by the inability or perceived inability to meet our short-term cash, collateral or other financial obligations as they come due. Failure to appropriately manage liquidity risk can result in insolvency, reduced operating flexibility, increased costs, reputational harm and regulatory action.

AIG and its legal entities seek to maintain sufficient liquidity both during the normal course of business and under defined liquidity stress scenarios to ensure that sufficient cash will be available to meet the obligations as they come due.

AIG Parent liquidity risk tolerance levels are designed to allow us to meet our financial obligations for a minimum of six months under a liquidity stress scenario. We maintain liquidity limits and minimum coverage ratios designed to ensure that funding needs are met under varying stress conditions. If we project that we could breach these tolerances, we assess and determine appropriate liquidity management actions. However, the market conditions in effect at that time may not permit us to achieve an increase in liquidity sources or a reduction in liquidity requirements.

Governance

Liquidity risk is overseen at the corporate level within ERM. The CRO has responsibility for the oversight of the Liquidity Risk Management Framework and delegates the day-to-day implementation of this framework to the AIG Treasurer. Our treasury function manages liquidity risk, subject to ERM oversight and various control processes.

The Liquidity Risk Management Framework is guided by the liquidity risk tolerance as set forth in the Board-approved risk appetite statement. The principal objective of this framework is to establish minimum liquidity requirements that protect our long-term viability and ability to fund our ongoing business, and to meet short-term financial obligations in a timely manner in both normal and stressed conditions.

Our Liquidity Risk Management Framework includes liquidity and funding policies and monitoring tools to address AIG-specific, broader industry and market-related liquidity events.

Risk Identification

The following sources of liquidity and funding risks could impact our ability to meet short-term financial obligations as they come due.

Market/Monetization Risk	Assets may not be readily transformed into cash due to unfavorable market conditions. Market liquidity risk may limit our ability to sell assets at reasonable values or necessary volumes to meet liquidity needs.
Cash Flow Mismatch Risk	Discrete and cumulative cash flow mismatches or gaps over short-term horizons under both expected and adverse business conditions may create future liquidity shortfalls.
Event Funding Risk	Additional funding may be required as the result of a trigger event. Event funding risk comes in many forms and may result from a downgrade in credit ratings, a market event, or some other event that creates a funding obligation or limits existing funding options.
Financing Risk	We may be unable to raise additional cash on a secured or unsecured basis due to unfavorable market conditions, AIG-specific issues, or any other issue that impedes access to additional funding.

Risk Measurement

Comprehensive cash flow projections under normal conditions are the primary component for identifying and measuring liquidity risk. We produce comprehensive liquidity projections over varying time horizons that incorporate all relevant liquidity sources and uses and include known and likely cash inflows and outflows. In addition, we perform stress testing by identifying liquidity stress scenarios and assessing the effects of these scenarios on our cash flow and liquidity.

We use a number of approaches to measure our liquidity risk exposure, including:

Minimum Liquidity Limits	Minimum Liquidity Limits specify the amount of asset liquidity required to be maintained in order to meet obligations as they arise over a specified time horizon under stressed liquidity conditions.
Coverage Ratios	Coverage Ratios measure the adequacy of available liquidity sources, including the ability to monetize assets to meet the forecasted cash flows over a specified time horizon. The portfolio of assets is selected based on our ability to convert those assets into cash under the assumed stressed conditions and within the specified time horizon.
Cash Flow Forecasts	Cash Flow Forecasts measure the liquidity needed for a specific legal entity over a specified time horizon.
Stress Testing	Asset liquidity and Coverage Ratios are re-measured under defined liquidity stress scenarios that will impact net cash flows, liquid assets and/or other funding sources.

Relevant liquidity reporting is produced and reported regularly to AIG Parent and business unit risk committees. The frequency, content, and nature of reporting will vary for each business unit and legal entity, based on its complexity, risk profile, activities and size.

OPERATIONAL RISK MANAGEMENT

Overview

Operational risk is defined as the risk of loss, or other adverse consequences, resulting from inadequate or failed internal processes, people, systems, or from external events. Operational risk includes legal, regulatory, technology, compliance, third-party and business continuity risks, but excludes business and strategy risks.

Operational risk is inherent in each of our business units and functions and can have many impacts, including but not limited to: unexpected economic losses or gains, reputational harm due to negative publicity, regulatory action from supervisory agencies and operational and business disruptions, and/or damage to customer relationships.

Governance

AIG and its consolidated subsidiaries establish and maintain operational risk and controls governance forums that include representatives from the relevant business units and functions to appropriately manage significant operational risk exposures.

Operational risk is overseen at the corporate level within ERM through the Head of Governance and Operational Controls. The Head of Governance and Operational Controls is responsible for the development and maintenance of the operational risk framework that includes policies, standards and deployment of systems.

Risk Identification, Measurement and Monitoring

The Operational Risk Management (ORM) function within ERM oversees adherence to the operational risk policy and risk and control framework, which includes risk identification, assessment, measurement, management and monitoring of operational risk exposures. ORM supports the Head of Governance and Operational Controls and has responsibility to provide an aggregate view of our operational risk profile. In line with the Three Lines of Defense Model, the ORM program includes, but is not limited to, several key components outlined below:

- Risk Event Capture – enables every employee to identify, document, and escalate operational risk events, with a view to enhancing processes, promoting lessons learned and embedding a culture of risk management.
- Risk Assessments – allows for the assessment, measurement and management of the key operational risks within our business units and helps inform on the efficacy of our control environment.
- Key Risk Indicators – enhances the ongoing monitoring and mitigation of operational risks and facilitate risk reporting.
- Issues Management – enables a consistent tracking of issues across the firm, including policy and process exceptions, control deficiencies and findings from risk and control assessment activities.
- Scenario Analyses – executed by first- and second-line professionals to identify potential risks that could result in financial losses to the firm and support the prioritization of operational risk treatment.

ORM, working together with other control and assurance functions (e.g., Compliance, Financial Controls Unit / Sarbanes Oxley, Global Business Continuity, and Internal Audit) through the risk and control framework, provides an independent view of operational risks for each business, and works with the business unit and corporate function CRO and Owner of the Control Agenda (OCA). The OCA's responsibilities include coordinating identification, assessment, control and mitigation of risks to the operating environment and promoting awareness to facilitate implementation of the above programs. This includes coverage of operational risks related to core insurance activities, corporate functions, investing, model risk, technology, third-party providers, as well as compliance and regulatory matters. Based on the results of the risk identification and assessment efforts above, business leaders are accountable for tracking and remediating identified issues in line with our risk-monitoring procedures. Governance committees support these efforts and promote transparency enabling improved management decision making.

The risk and control framework facilitates the identification and mitigation of operational risk issues and is designed to:

- ☐ ensure first line accountability and ownership of risks and controls;
 - ☐ promote role clarity among the business and risk and control functions;
 - ☐ enhance transparency, risk management governance and culture;
 - ☐ foster greater consistency in identifying, measuring and ranking material risks;
 - ☐ proactively address potential risk issues and assign clear ownership and accountability for risk treatment; and
 - ☐ manage the development of technology solutions that support the objectives above.
-

Cybersecurity Risk

Cybersecurity risk is an important, constant, and evolving focus for AIG and the insurance and financial services industries in general. The goal of unauthorized parties, using a variety of attack methods, is to gain access to AIG's data and systems to obtain confidential information, destroy data, disrupt or degrade service, sabotage systems or cause other damage. One such example, is the increased sophistication and activities of unauthorized parties using phishing in an attempt to access our and our service providers' systems, usually in an effort to obtain sensitive information, which is an ever-present and increasing attack vector against AIG and our service providers. Cybersecurity risks may also derive from unintentional human error or intentional malice on the part of AIG employees or third parties who have authorized access to AIG's systems or information.

ERM works closely with and supports the risk management practices of Information Technology, the Information Security Office and the business units and functions that form the lines of defense against the cybersecurity risks that we face. This includes the risks that emerge as a result of the execution of our business strategies and our corresponding exposure to new products, clients, service providers, industry segments and regions. AIG seeks to mitigate these risks through initiatives such as investments in technological infrastructure, education and training for employees and vendors, and monitoring of industry developments. As part of our overarching cybersecurity strategy, ERM monitors and assesses the programs designed to remediate our exposures and enhance our systems and applications security.

AIG's Board of Directors and its Technology Committee are regularly briefed by management on AIG's cybersecurity matters, including threats, policies, practices and ongoing efforts to improve security. As part of our disclosure controls and procedures, the Cyber Incident Management team, a cross functional group, is responsible for ensuring that the members of management responsible for disclosure controls are informed in a timely manner of known cybersecurity risks and incidents that may materially impact our operations so that timely notifications and public disclosures can be made as appropriate. There is no guarantee that the measures AIG takes and the resources AIG devotes to protect against cybersecurity risk will provide absolute security or recoverability of AIG's systems given the complexity and frequency of the risk which AIG may not always be able to anticipate or adequately address. For additional information regarding the data protection and cybersecurity regulations to which we are subject, see *Item 1. Business – Regulation – U.S. Regulation – Privacy, Data Protection and Cybersecurity and – International Regulation – Privacy, Data Protection and Cybersecurity*. For additional discussion of cybersecurity risks, see *Part I, Item 1A. Risk Factors – Business and Operations*.

INSURANCE RISKS

Overview

Insurance risk is defined as the risk of actual claims experience and/or policyholder behavior being materially different than initially expected at the inception of an insurance contract. Uncertainties related to insurance risk can lead to deviations in magnitude and/or timing of prospective cash flows associated with our liabilities compared to what we expected.

Except as described above, we manage our business risk oversight activities through our insurance operations. A primary goal in managing our insurance operations is to achieve an acceptable risk-adjusted return on equity. To achieve this goal, we must be disciplined in risk selection, premium adequacy, and appropriate terms and conditions to cover the risk accepted.

We operate our insurance businesses on a global basis, and we are exposed to a wide variety of risks with different time horizons. We manage these risks throughout the organization, both centrally and locally, through a number of processes and procedures, including, but not limited to:

- pricing and risk selection models including regular monitoring;
- pricing approval processes;
- pre-launch approval of product design, development and distribution;
- underwriting approval processes and authorities;
- modeling and reporting of aggregations and limit concentrations at multiple levels (policy, line of business, product group, country, individual/group, correlation and catastrophic risk events);
- risk transfer tools such as reinsurance, both internal and third-party;
- review and challenge of reserves to ensure comprehensive analysis with established escalation procedures to provide appropriate transparency in reserving decisions and judgments made in the establishment of reserves;
- management of relationship between assets and liabilities, including hedging;
- model risk management and validation processes; and
- experience monitoring and assumption updates.

We closely manage insurance risk by monitoring and controlling the nature and geographic location of the risks in each underwritten line of business, concentrations in industries, the terms and conditions of the underwriting and the premiums we charge for taking on the risk. We analyze concentrations of risks using various modeling techniques, including both probability distributions (stochastic) and/or single-point estimates (deterministic) approaches.

Governance

Insurance risks are monitored at the business unit level and overseen by the business unit's chief risk officer. As part of our established governance practices, key decisions and considerations related to insurance risks can, and in certain instances, must be raised and deferred for discussion and consideration to the business unit's risk committees that are chaired by the business unit's chief risk officer. In addition, in some business units, pricing committees review insurance risk considerations associated with pricing of new insurance products. The insurance risk oversight framework includes the following key components:

- articulation of risk appetite by line of business that integrates strategy, financial objectives and capital resources;
- written policies that define the rules for our insurance risk-taking activities;
- a limit / threshold framework focused on key insurance risks that aligns with our Board-approved risk appetite statement;
- clearly defined authorities for all individuals and committee roles and responsibilities related to insurance risk management; and
- identification of client segments that meet our selection criteria and a focus on distribution channels that target these customers.

Risk Identification

- **General Insurance companies** – risks covered include property, casualty, fidelity/surety, accident and health, aviation, mortgage insurance, professional liability, cyber and management liability. We manage risks in the General Insurance business through aggregations and limitations of concentrations at multiple levels: policy, line of business, geography, industry and legal entity.
- **Life and Retirement companies** – risks include mortality and morbidity in the individual and group life insurance and health coverage products, longevity risk in the individual retirement, group retirement and institutional markets products, and policyholder behavior across all product lines. We manage risks through product design, sound medical and non-medical underwriting and at times hedging instruments in the market.

We purchase reinsurance for our insurance and reinsurance operations. Reinsurance facilitates insurance risk management (retention, volatility, concentrations) and capital planning. We may purchase reinsurance on a pooled basis. Pooling of our reinsurance risks enables us to purchase reinsurance more efficiently at a consolidated level, manage global counterparty risk and relationships and manage global catastrophe risks.

Risk Measurement, Monitoring and Limits

We use a number of approaches to measure our insurance risk exposure, including:

Sensitivity analysis. Deterministic analyses are used to measure statistical variances from best estimate assumptions on important risk factors, as well as different distributions risk categories.

Stochastic methods. Stochastic methods are used to measure and monitor risks including natural catastrophe, reserve and premium risk. We develop probabilistic estimates of risk based on our exposures, historical observed volatility or industry-recognized models in the case of catastrophe risk. In addition, stochastic methods are used to measure risks of impacts of policyholder behavior on values of options and guarantees offered across annuity and life insurance products.

Scenario analysis. Scenario or deterministic analysis is used to measure and monitor risks such as terrorism and pandemic or to estimate losses due to man-made catastrophic scenarios.

Experience studies. Ongoing assessment of mortality, longevity, morbidity and policyholder behavior experience relative to that assumed in pricing and valuation and that experienced in the general market.

Additionally, there are risk-specific assessment tools in place to better manage the variety of insurance risks to which we are exposed.

We monitor concentrations of exposure through insurance limits and thresholds aggregated along dimensions such as geography, industry, or counterparty.

The risk monitoring responsibilities of the business units include ensuring compliance with insurance risk limits and escalation and remediation of limit breaches. Such activities are reported to management by all business units for informative decision-making on a regular basis. This monitoring approach is aligned with our overall risk limits framework. Risk limits have a consistent framework used across AIG, its business units, and legal entities.

For further information on our three-tiered hierarchy of limits see Risk Appetite, Limits, Identification and Measurement – Risk Limits.

General Insurance Companies' Key Risks

We manage our risks through risk review and selection processes, exposure limitations, exclusions, deductibles, self-insured retentions, coverage limits, attachment points, and reinsurance. This management is supported by sound underwriting practices, pricing procedures and the use of actuarial analysis to help determine overall adequacy of provisions for insurance. Underwriting practices and pricing procedures incorporate historical experience, changes in underlying exposure, current regulation and judicial decisions as well as proposed or anticipated regulatory changes or societal trends.

For General Insurance companies, risks primarily include the following:

- **Loss Reserves** – The potential inadequacy of the liabilities we establish for unpaid losses and loss adjustment expenses is a key risk faced by the General Insurance companies. There is significant uncertainty in factors that may drive the ultimate development of losses compared to our estimates of losses and loss adjustment expenses. We manage this uncertainty through internal controls and oversight of the loss reserve setting process, as well as reviews by external experts. *For further information see Critical Accounting Estimates – Insurance Liabilities – Loss Reserves.*
- **Underwriting** – The potential inadequacy of premiums charged for future risk periods on risks underwritten in our portfolios can impact the General Insurance companies' ability to achieve an underwriting profit. We develop pricing based on our estimates of losses and expenses, but factors such as market pressures and the inherent uncertainty and complexity in estimating losses may result in premiums that are inadequate to generate underwriting profit. This may be driven by adverse economic conditions, unanticipated emergence of risks or increase in frequency of claims, or unexpected or increased costs or expenses.
- **Catastrophe Exposure** – Our business is exposed to various catastrophic events in which multiple losses can occur and affect multiple lines of business in any calendar year. Natural disasters, such as hurricanes, earthquakes and other catastrophes, have the potential to adversely affect our operating results. Other risks, such as man-made catastrophes or pandemic disease, could also adversely affect our business and operating results to the extent they are covered by our insurance products. Concentration of exposure in certain industries or geographies may cause us to suffer disproportionate losses.
- **Single Risk Loss Exposure** – Our business is exposed to loss events that have the potential to generate losses from a single insured client. Events such as fires or explosions can result in loss activity for our clients. The net risk to us is managed to acceptable limits established by the Chief Underwriting Officer through a combination of internal underwriting standards and external reinsurance. Furthermore, single risk loss exposure is managed and monitored on both a segregated and aggregated basis.
- **Reinsurance** – Since we use reinsurance to limit our losses, we are exposed to risks associated with reinsurance including the unrecoverability of expected payments from reinsurers due to either an inability or unwillingness to pay, contracts that do not respond properly to the event or actual reinsurance coverage that is different than anticipated. The inability or unwillingness to pay is considered credit risk and is monitored through our credit risk management framework.

Natural Catastrophe Risk

We manage catastrophe exposure with multiple approaches such as setting risk limits based on aggregate Probable Maximum Loss (PML) modeling, monitoring overall exposures and risk accumulations, modifying our gross underwriting standards, and purchasing catastrophe reinsurance through both the traditional reinsurance and capital markets in addition to other reinsurance protections.

We use third-party catastrophe risk models and other tools to evaluate and simulate frequency and severity of catastrophic events and associated losses to our portfolios of exposures. We apply adjustments to modeled losses to account for loss adjustment expenses, model biases, data quality and non-modeled risks.

We perform post-catastrophe event studies to identify model inefficiencies, underwriting gaps, and improvement opportunities. Lessons learned from post-catastrophe event studies are incorporated into the modeling and underwriting processes of risk pricing and selection. The majority of policies exposed to catastrophic risks are one-year contracts that allow us to adjust our underwriting guidelines, pricing and exposure accumulation in a relatively short period.

We recognize that climate change has implications for insurance industry exposure to natural catastrophe risk. With multiple levels of risk management processes in place, we actively analyze the latest climate science and policies to anticipate potential changes to our risk profile, pricing models and strategic planning. For example, we continually consider changes in climate and weather patterns as an integral part of the underwriting process. In addition, we provide insurance products and services to help our clients be proactive against the threat of climate change. Our internal product development, underwriting, and modeling, will continue to adapt to and evolve with the developing risk exposures attributed to climate change.

Our natural catastrophe exposure to primary modeled perils is principally driven by the U.S. and secondarily Japan, though our overall exposure is diversified across multiple countries and perils. For example, we have exposures to additional perils such as European windstorms and wildfire exposures across multiple countries. Within the U.S., we have significant hurricane exposure in Florida, the Gulf of Mexico, the Northeast U.S. and mid-Atlantic regions. Within the U.S., we have significant earthquake exposure in California and the Pacific Northwest regions. Earthquakes impacting the Pacific Northwest region may result in a higher share of industry losses than other regions primarily due to our relative share of exposure in these regions.

The table below details our modeled estimates of PML, net of reinsurance, on an annual aggregate basis. The 1-in-100 and 1-in-250 PMLs are the annual aggregate probable maximum losses with probability of 1 percent and 0.4 percent in a year, respectively. Estimates as of December 31, 2020 reflect our in-force portfolio for exposures as of October 1, 2020 and all inuring reinsurance covers as of December 31, 2020, except for the catastrophe reinsurance programs, which are as of January 1, 2021.

The following table presents an overview of annual aggregate modeled losses for world-wide all perils and exposures arising from our largest primarily modeled perils:

At December 31, 2020 (in millions)	Net of Reinsurance	Net of Reinsurance, After Tax ^(f)	Percent of Total Shareholder Equity
Exposures:			
World-wide all peril (1-in-250) ^(a)	\$ 4,901	\$ 3,872	5.8%
U.S. Hurricane (1-in-100) ^(b)	1,310	1,035	1.6
U.S. Earthquake (1-in-250) ^(c)	1,240	980	1.5
Japanese Typhoon (1-in-100) ^(d)	563	445	0.7
Japanese Earthquake (1-in-250) ^(e)	608	481	0.7

(a) The world-wide all peril loss estimate includes wildfire exposure.

(b) The U.S. hurricane loss estimate includes losses to Commercial and Personal Property from hurricane hazards of wind and storm surge.

(c) The U.S. earthquake loss estimates represent exposure to Commercial and Personal Property, Workers' Compensation (U.S.) and A&H business lines.

(d) Japan Typhoon loss estimate represents exposure to Commercial and Personal Property.

(e) Japan Earthquake loss estimate represents exposure to Commercial and Personal Property and A&H business lines.

(f) Taxed at the statutory tax rate of 21 percent for both the U.S. and Japanese modeled losses. The majority of Japan exposures are ceded to our U.S. Pool.

AIG, along with other property casualty insurance and reinsurance companies, uses industry-recognized catastrophe models and applies proprietary modeling processes and assumptions to arrive at loss estimates. The use of different methodologies and assumptions could materially change the projected losses. Since there is no industry standard for assumptions and preparation of insured data for use in these models, our modeled losses may not be comparable to estimates made by other companies.

Also, the modeled results are based on the assumption that all reinsurers fulfill their obligations to us under the terms of the reinsurance arrangements. However, reinsurance recoverables may not be fully collectible. Therefore, these estimates are inherently uncertain and may not accurately reflect our net exposure, inclusive of credit risk, to these events.

Our 2021 property catastrophe reinsurance program is a worldwide program providing both aggregate and per occurrence protection, with differing per occurrence and aggregate attachment points for North America, Japan, and Rest of World (for these purposes, Hawaii is included in Rest of World and Mexico and the Caribbean are included in North America). The program includes \$2.05 billion of aggregate limit that is shared across the regional towers.

Our coverage for North America includes:

- \$1.275 billion of per occurrence protection covering our U.S and Caribbean personal lines business, with varying attachment points in specific geographies ranging from \$50 million to \$150 million
- Per occurrence protection of up to \$1 billion excess of \$200 million (or excess \$500 million for Southeast US and Gulf State Named Storm losses), primarily covering commercial exposures but also personal lines exposures not covered by the above personal lines protection
- Aggregate protection utilizing the \$2.05 billion of shared limit attaching excess \$500 million with per occurrence deductibles of \$25 million, \$50 million or \$75 million, depending on region/event, primarily covering commercial exposures

Our coverage for exposure outside North America includes:

- Japan per occurrence coverage of \$550 million excess of \$200 million and includes both personal and commercial exposure
- Rest of World per occurrence coverage of \$300 million excess of \$100 million, including both personal and commercial exposure
- Rest of World and Japan \$2.05 billion of aggregate shared limit attaching excess of \$160 million and \$250 million, respectively, with per occurrence deductibles of \$20 million

Although the shared limit coverage for North America, Japan and Rest of World has varying retentions per region, the maximum aggregate retention globally, after the impact of the per occurrence deductibles, is \$750 million for 2021.

We have also purchased property per risk covers that provide protection against large losses globally, which include those emanating from non-critical catastrophe events (all events except for named windstorm and earthquake) globally as well as critical catastrophe events (named windstorm and earthquake) outside North America.

For Validus Re, our catastrophe protection comes from a variety of reinsurance protections but is largely providing \$475 million of limit excess \$300 million of retention from world-wide exposure via an aggregate excess of loss cover with an additional \$450 million of limit excess \$700 million via the Tailwind Re Cat Bond for U.S., Puerto Rico and Canada named storm losses.

Actual results in any period are likely to vary, perhaps materially, from the modeled scenarios. The occurrence of one or more severe events could have a material adverse effect on our financial condition, results of operations and liquidity.

For additional information see also Item 1A. Risk Factors – Reserves and Exposures.

Terrorism Risk

We actively monitor terrorism risk and manage exposures to losses from terrorist attacks. We have set risk limits based on modeled losses from certain terrorism attack scenarios. Terrorism risks are modeled using a third-party vendor model for various terrorism attack modes and scenarios. Adjustments are made to account for vendor model gaps and the nature of the General Insurance companies' exposures. Examples of modeled scenarios are conventional bombs of different sizes, anthrax attacks and nuclear attacks.

Our largest terrorism concentrations are in New York City, and estimated losses are largely driven by the Property and Workers' Compensation lines of business. At our largest exposure location, modeled losses for a five-ton bomb attack net of the TRIPRA and reinsurance recoveries are estimated to be \$1.7 billion based on the exposures as of October 1, 2020.

Our exposure to terrorism risk in the U.S. is mitigated by TRIPRA in addition to limited private reinsurance protections. TRIPRA covers terrorist attacks within the United States or U.S. missions and against certain U.S. carriers or vessels and excludes certain lines of business as specified by applicable law. In 2020, TRIPRA covers 80 percent of insured losses above a deductible. The current estimate of our deductible is approximately \$1.8 billion for 2020.

We offer terrorism coverage in many other countries through various insurance products and participate in country terrorism pools when applicable. International terrorism exposure is estimated using scenario-based modeling and exposure concentration is monitored routinely. Targeted reinsurance purchases are made for some lines of business to cover potential losses due to terrorist attacks. We also rely on the government-sponsored and government-arranged terrorism reinsurance programs, including pools, in force in applicable non-U.S. jurisdictions.

Life and Retirement Companies' Key Risks

We manage risk through product design, experience monitoring, pricing and underwriting discipline, risk limits and thresholds, reinsurance and active monitoring and management of the alignment between risk and cash flow profiles of assets and liabilities, and hedging instruments.

For Life and Retirement companies, risks include the following:

- **Longevity risk** – represents the risk of an increase in liabilities associated with an insurance product, e.g. an annuity policy or a payout benefit as a result of actual mortality experience being lower than the expected mortality experience. This risk could arise from medical advancement and longer-term societal health changes. This risk exists in a number of our product lines but is most significant for our annuity products.
- **Morbidity risk** – represents the risk arising from actual morbidity (e.g. illness, disability or disease) incidence rate being higher than expected or the length of the claims extending longer than expected resulting in a higher overall benefit payout. This risk could arise from longer-term adverse societal health changes or from medical advances in detection and treatment for various diseases and medical conditions resulting in higher claims. This risk exists in a number of our product lines such as accident and health and long-term care businesses which for the most part are in run-off, and ceded to Fortitude Re and the U.S. group benefits which AIG has exited.
- **Mortality (including Pandemic) risk** – represents the risk of unexpected loss arising from current actual mortality experience being higher than expected mortality experience. This risk could arise from pandemics or other events, including longer-term societal changes or slower emergence of mortality improvements that cause higher-than-expected current mortality rates. This risk exists in a number of our product lines, but is most significant for our life insurance products.
- **Policyholder behavior risk (including full and partial surrender/lapses)** – represents the risk that actual policyholder behavior differs from expected behavior in a manner that has an adverse effect on our operating results. There are many related assumptions made when products are sold, including how long the contracts will persist and other assumptions which impact the expected utilization of contract benefits, options and guarantees. Actual experience can vary significantly from these assumptions. This risk is impacted by a number of factors including changes in market conditions, especially changes in the levels of yields, equity prices, tax law, regulations, competitive landscape and policyholder preferences. This risk exists in many of our product lines, but most notably within the individual annuity and life portfolio of business.

The emergence of significant adverse experience compared to the experience we expected and priced for could require an adjustment to benefit reserves and/or DAC, which could have a material adverse effect on our consolidated financial results of operations for a particular period.

For additional discussion of the impact of actual and expected experience on DAC and benefit reserves see Critical Accounting Estimates – Future Policy Benefits for Life and Accident and Health Insurance Contracts and Critical Accounting Estimates – Guaranteed Benefit Features of Variable Annuity Products. For additional discussion of business risks see Item 1A. Risk Factors – Business and Operations.

Variable Annuity, Index Annuity and Universal Life Risk Management and Hedging Programs

Our Individual and Group Retirement businesses offer variable and index annuity products with guaranteed living benefit (GLB) riders that guarantee a certain level of lifetime income. Variable and certain index annuity GLBs are accounted for as embedded derivatives measured at fair value, with changes in the fair value recorded in Other realized capital gains (losses). GLB features subject the Life and Retirement companies to market risk, including exposure to changes in levels of interest rates, equity prices, credit spreads and market volatility.

Product design is the first step in managing our exposure to these market risks. Risk mitigation features of our variable annuity product designs include GLB rider fees indexed to an equity market volatility index, which can provide additional fee assessments in periods of increased market volatility, required minimum allocations to fixed accounts to reduce overall equity exposure, and for some of the variable annuity products, the utilization of volatility control funds, which have an ability to adjust equity exposures in these funds in response to changes in market volatility, even under sudden or extreme market movements.

We utilize asset liability management and hedging programs to manage economic exposure to market risks that are not fully mitigated through product designs. Our hedging program is designed to offset certain changes in the economic value of embedded derivatives associated with our variable annuity, index annuity and index universal life liabilities, within established thresholds. The hedging program is designed to provide additional protection against large and combined movements in levels of interest rates, equity prices, credit spreads and market volatility under multiple scenarios.

Our hedging program utilizes an economic hedge target, which represents our estimate of the underlying economic risks in the embedded derivatives. For example, for variable annuity GLBs, the hedge targets are calculated as a difference between present value of the future expected benefit payments for the GLB and the present value of future GLB rider fees, with present values determined over numerous equally weighted stochastic scenarios. This stochastic projection method uses best estimate assumptions for policyholder behavior (including mortality, lapses, withdrawals and benefit utilization) in conjunction with market scenarios calibrated to observable equity and interest rate option prices. Policyholder behaviors are regularly monitored to compare current assumptions to actual experience and, if appropriate, changes are made to the policyholder behavior assumptions. The risk of changes in policyholder behavior is not explicitly hedged, and such differences between expected and actual policyholder behaviors will result in hedge ineffectiveness.

Due to differences between the calculation of the value of the economic hedge target and the U.S. GAAP valuation of the embedded derivative, which include differences in the treatment of rider fees and exclusion of certain risk margins and other differences in discount rates, we expect relative movements in the value of the economic hedge target and the U.S. GAAP embedded derivative valuation will vary over time with changes in levels of equity markets, interest rates, credit spreads and volatility.

For information on the impact on our consolidated pre-tax income from the change in fair value of the embedded derivatives and the hedging portfolio, as well as additional discussion of differences between the economic hedge target and the valuation of the embedded derivatives see Insurance Reserves – Life and Annuity Reserves and DAC – Variable Annuity Guaranteed Benefits and Hedging Results.

In designing the hedging portfolio for our variable annuity hedging program, we make assumptions and projections about the future performance of the underlying mutual funds. We use these assumptions to project future policy level account value changes. We map the mutual funds to a set of publicly traded indices that we believe best represent the liability to be hedged. Basis risk exists due to the variance between fund returns projected under these assumptions and actual fund returns, which may result in variances between changes in the value of the hedging portfolio and changes in the economic value of the hedge target. Net hedge results and the associated cost of hedging are also impacted by differences between realized volatility and implied volatility.

Our hedging programs associated with index annuity and index universal life products, are designed to manage market risk associated with the index crediting strategies offered on these product platforms. These hedging programs are designed to offset economic risk arising in conjunction with index returns, associated with the crediting strategies that will be occurring during the current crediting rate reset period. Similarly, as with the variable annuities, there are differences between the calculation of the value of the economic hedge target and the U.S. GAAP valuation of the index annuity and index life embedded derivatives, which can lead to variances in their relative movements.

To manage the capital market exposures embedded within the economic hedge target, we identify and hedge market sensitivities to changes in equity markets, interest rates, volatility and for variable annuities, credit spreads. Each hedge program purchases derivative instruments or securities having sensitivities that offset corresponding sensitivities in the associated economic hedge targets, within internally defined threshold limits. Since the relative movements of the hedging portfolio and the economic hedge target vary over time or with market changes, the net exposure can be outside the threshold limits, and adjustments to the hedging portfolio are made periodically to return the net exposure to within the threshold limits.

Our hedging programs utilize various derivative instruments, including but not limited to equity options, futures contracts, interest rate swaps and swaptions, as well as other hedging instruments. In addition, within the variable annuities hedging program, we purchase certain fixed income securities. To minimize counterparty credit risk, the majority of the derivative instruments utilized within the hedging programs are cleared through global exchanges. Over the counter derivatives utilized within the hedging programs are highly collateralized.

The hedging programs are monitored on a daily basis to ensure that the economic hedge targets and the associated derivative portfolios are within the threshold limits, pursuant to the approved hedging strategies. Daily risk monitoring verifies that the net risk exposures are within the approved net risk exposure threshold limits. In addition, monthly stress tests are performed to determine the program's effectiveness relative to the applicable limits, under an array of combined severe market stresses in equity prices, interest rates, volatility and credit spreads. Finally, hedging strategies are reviewed regularly to gauge their effectiveness and continued applicability in managing our market exposures in the context of our overall risk appetite.

Reinsurance Activities

Reinsurance is used primarily to manage overall capital adequacy and mitigate the insurance loss (Life and Non-Life) exposure related to certain events, such as natural and man-made catastrophes, death events, or single policy level events. Our subsidiaries operate worldwide primarily by underwriting and accepting risks for their direct account on a gross basis and reinsuring a portion of the exposure on either an individual risk or an aggregate basis to the extent those risks exceed the desired retention level. In addition, as a condition of certain direct underwriting transactions, we may be required by clients, agents or regulation to cede all or a portion of risks to specified reinsurance entities, such as captives, other insurers, local reinsurers and compulsory pools.

Reinsurance markets include:

- ☐ Traditional local and global reinsurance markets including those in the United States, Bermuda, London and Europe, accessed directly and through reinsurance intermediaries;
- ☐ Capital markets through insurance-linked securities and collateralized reinsurance transactions, such as catastrophe bonds, sidecars and similar vehicles; and
- ☐ Other insurers that engage in both direct and assumed reinsurance.

The form of reinsurance we may choose from time to time will generally depend on whether we are seeking:

- ☐ proportional reinsurance, whereby we cede a specified percentage of premiums and losses to reinsurers;
- ☐ non-proportional or excess of loss reinsurance, whereby we cede all or a specified portion of losses in excess of a specified amount on a per risk, per occurrence (including catastrophe reinsurance) or aggregate basis; or
- ☐ facultative contracts that reinsure individual policies.

We continually evaluate the relative attractiveness of different forms of reinsurance contracts and different markets that may be used to achieve our risk and profitability objectives.

Reinsurance contracts do not relieve our subsidiaries from their direct obligations to insureds. However, an effective reinsurance program substantially mitigates our exposure to potentially significant losses.

In certain markets, we are required to participate on a proportional basis in reinsurance pools based on our relative share of direct writings in those markets. Such mandatory reinsurance generally covers higher-risk consumer exposures such as assigned-risk automobile and earthquake, as well as certain commercial exposures such as workers' compensation.

Reinsurance Recoverable

AI G's reinsurance recoverable assets are comprised of:

- ☐ Paid losses recoverable – balances due from reinsurers for losses and loss adjustment expenses paid by our subsidiaries and billed, but not yet collected.
- ☐ Ceded loss reserves – ultimate ceded reserves for losses and loss adjustment expenses, including reserves for claims reported but not yet paid and estimates for IBNR.
- ☐ Ceded reserves for unearned premiums.
- ☐ Life and Annuity reinsurance recoverables (ceded policy and claim reserves and policyholder contract deposits).

At December 31, 2020, total reinsurance recoverable assets were \$73.5 billion. These assets include general reinsurance paid losses recoverable of \$2.8 billion, ceded loss reserves of \$34.5 billion including reserves for IBNR claims, and ceded reserves for unearned premiums of \$4.1 billion, as well as life reinsurance recoverable of \$32.1 billion. The methods used to estimate IBNR and to establish the resulting ultimate losses involve projecting the frequency and severity of losses over multiple years. These methods are continually reviewed and updated by management. Any adjustments are reflected in income. We believe that the amount recorded for ceded loss reserves at December 31, 2020 reflects a reasonable estimate of the ultimate losses recoverable. Actual losses may, however, differ from the reserves currently ceded.

The Reinsurance Credit Department (RCD) conducts periodic detailed assessments of the financial strength and condition of current and potential reinsurers, both foreign and domestic. The RCD monitors both the financial condition of reinsurers as well as the total reinsurance recoverable ceded to reinsurers, and sets limits with regard to the amount and type of exposure we are willing to take with reinsurers. As part of these assessments, we attempt to identify whether a reinsurer is appropriately licensed, assess its financial capacity and liquidity, and evaluate the local economic and financial environment in which a foreign reinsurer operates. The RCD reviews the nature of the risks ceded and the need for measures, including collateral to mitigate credit risk. For example, in our treaty reinsurance contracts, we frequently include provisions that require a reinsurer to post collateral or use other measures to reduce exposure when a referenced event occurs. Furthermore, we limit our unsecured exposure to reinsurers through the use of credit triggers such as insurer financial strength rating downgrades, declines in regulatory capital, or relevant RBC ratios fall below certain levels. We also set maximum limits for reinsurance recoverable exposure, which in some cases is the recoverable amount plus an estimate of the maximum potential exposure from unexpected events for a reinsurer. In addition, credit executives within ERM review reinsurer exposures and credit limits and approve reinsurer credit limits above specified levels. Finally, even where we conclude that uncollateralized credit risk is acceptable, we require collateral from active reinsurance counterparties where it is necessary for our subsidiaries to recognize the reinsurance recoverable assets for statutory accounting purposes. At December 31, 2020, we held \$79.4 billion of collateral, in the form of funds withheld, securities in reinsurance trust accounts and/or irrevocable letters of credit, in support of reinsurance recoverable assets from unaffiliated reinsurers.

The following table presents information for each reinsurer representing in excess of five percent of our total reinsurance recoverable assets:

At December 31, 2020	S&P Rating ^(a)	A.M. Best Rating ^(a)	Gross Reinsurance Assets	Percent of Reinsurance Assets ^(b)	Collateral Held ^(c)	Uncollateralized Reinsurance Assets
<i>(in millions)</i>						
Reinsurer:						
Fortitude Re	NR	NR	\$ 34,578	47.0 %	\$ 34,578	\$ -
Berkshire Hathaway Group of Companies	AA+	A++	\$ 15,397 ^(d)	20.9 %	\$ 15,226	\$ 171
Swiss Reinsurance Group of Companies	AA-	A+	\$ 4,066	5.5 %	\$ 1,592	\$ 2,474

(a) The financial strength ratings reflect the ratings of the various reinsurance subsidiaries of the companies listed as of January 20, 2021.

(b) Total reinsurance assets include both Property Casualty and Life and Retirement reinsurance recoverable.

(c) Excludes collateral held in excess of recoverable balances.

(d) Includes \$13.8 billion recoverable under the 2011 retroactive asbestos reinsurance transaction and the 2017 adverse development reinsurance agreement.

At December 31, 2020, we had no significant reinsurance recoverable due from any individual reinsurer that was financially troubled. Reduced profitability associated with lower interest rates, market volatility and catastrophe losses (including COVID-19), could potentially result in reduced capacity or rating downgrades for some reinsurers. The RCD, in conjunction with the credit executives within ERM, reviews these developments, monitors compliance with credit triggers that may require the reinsurer to post collateral, and seeks to use other appropriate means to mitigate any material risks arising from these developments.

For further discussion of reinsurance recoverable see *Critical Accounting Estimates – Reinsurance Recoverable*.

OTHER BUSINESS RISKS

Derivative Transactions

We utilize derivatives principally to enable us to hedge exposure associated with changes in levels of interest rates, currencies, credit, commodities, equity prices and other risks. Credit risk associated with derivative counterparties exists for a derivative contract when that contract has a positive fair value to us. The maximum potential exposure will increase or decrease during the life of the derivative commitments as a function of maturity and market conditions. All derivative transactions must be transacted within counterparty limits that have been approved by ERM.

We evaluate counterparty credit quality via an internal analysis that is consistent with the AIG Credit Policy. We utilize various credit enhancements, including letters of credit, guarantees, collateral, credit triggers, credit derivatives, margin agreements and subordination to reduce the credit risk related to outstanding financial derivative transactions. We require credit enhancements in connection with specific transactions based on, among other things, the creditworthiness of the counterparties, and transaction size and maturity. Furthermore, we enter into certain agreements that have the benefit of set-off and close-out netting provisions, such as ISDA Master Agreements. These provisions provide that, in the case of an early termination of a transaction, we can set off receivables from a counterparty against payables to the same counterparty arising out of all covered transactions. As a result, where a legally enforceable netting agreement exists, the fair value of the transaction with the counterparty represents the net sum of estimated fair values.

The fair value of our interest rate, currency, credit, commodity and equity swaps, options, swaptions, and forward commitments, futures, and forward contracts reported as a component of Other assets, was approximately \$0.8 billion at both December 31, 2020 and December 31, 2019. Where applicable, these amounts have been determined in accordance with the respective master netting agreements.

The following table presents the fair value of our derivatives portfolios in asset positions by internal counterparty credit rating:

At December 31, (in millions)		2020	2019
Rating:			
AAA	\$	8	\$ 45
AA		12	19
A		130	145
BBB		601	553
Below investment grade*		23	31
Total	\$	774	\$ 793

* Below investment grade includes not rated.

For additional discussion related to derivative transactions see Note 11 to the Consolidated Financial Statements.

Glossary

Accident year The annual calendar accounting period in which loss events occurred, regardless of when the losses are actually reported, booked or paid.

Accident year combined ratio, as adjusted The combined ratio excluding catastrophe losses and related reinstatement premiums, prior year development, net of premium adjustments, and the impact of reserve discounting.

Accident year loss ratio, as adjusted The loss ratio excluding catastrophe losses and related reinstatement premiums, prior year development, net of premium adjustments, and the impact of reserve discounting.

Acquisition ratio Acquisition costs divided by net premiums earned. Acquisition costs are those costs incurred to acquire new and renewal insurance contracts and also include the amortization of VOBA and DAC. Acquisition costs vary with sales and include, but are not limited to, commissions, premium taxes, direct marketing costs and certain costs of personnel engaged in sales support activities such as underwriting.

Additional premium represents a premium on an insurance policy over and above the initial premium imposed at the beginning of the policy. An additional premium may be assessed if the insured's risk is found to have increased significantly.

Adjusted revenues exclude Net realized capital gains (losses), income from non-operating litigation settlements (included in Other income for GAAP purposes) and changes in fair value of securities used to hedge guaranteed living benefits (included in Net investment income for GAAP purposes). Adjusted revenues is a GAAP measure for our segments.

Assets under administration include assets under management and Retail Mutual Funds and Group Retirement mutual fund assets that we sell or administer.

Assets under management include assets in the general and separate accounts of our subsidiaries that support liabilities and surplus related to our life and annuity insurance products and the notional value of stable value wrap contracts.

Attritional losses are losses recorded in the current accident year, which are not catastrophe losses.

Base Spread Net investment income excluding income from alternative investments and other enhancements, less interest credited excluding amortization of sales inducement assets.

Base Yield Net investment income excluding income from alternative investments and other enhancements, as a percentage of average base invested asset portfolio, which excludes alternative investments, other bond securities and certain other investments for which the fair value option has been elected.

Book value per common share, excluding accumulated other comprehensive income (AOCI) adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets and deferred tax assets (DTA) (Adjusted book value per common share) is a non-GAAP measure and is used to show the amount of our net worth on a per-common share basis. Adjusted book value per common share is derived by dividing total AIG common shareholders' equity, excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets and DTA (Adjusted Common Shareholders' Equity), by total common shares outstanding.

Casualty insurance Insurance that is primarily associated with the losses caused by injuries to third persons, i.e., not the insured, and the legal liability imposed on the insured as a result.

Combined ratio Sum of the loss ratio and the acquisition and general operating expense ratios.

CSA Credit Support Annex A legal document generally associated with an ISDA Master Agreement that provides for collateral postings which could vary depending on ratings and threshold levels.

Credit Valuation Adjustment (CVA)/Non-Performance Risk Adjustment (NPA) The CVA/NPA adjusts the valuation of derivatives to account for nonperformance risk of our counterparty with respect to all net derivative assets positions. Also, the CVA/NPA reflects the fair value movement in AIGFP's asset portfolio that is attributable to credit movements only, without the impact of other market factors such as interest rates and foreign exchange rates. Finally, the CVA/NPA also accounts for our own credit risk in the fair value measurement of all derivative net liability positions and liabilities where AIG has elected the fair value option, when appropriate.

DAC Deferred Policy Acquisition Costs Deferred costs that are incremental and directly related to the successful acquisition of new business or renewal of existing business.

DAC Related to Unrealized Appreciation (Depreciation) of Investments An adjustment to DAC and Reserves for investment-oriented products, equal to the change in DAC and unearned revenue amortization that would have been recorded if fixed maturity securities available for sale and also, prior to 2018, equity securities at fair value had been sold at their stated aggregate fair value and the proceeds reinvested at current yields. An adjustment to benefit reserves for investment-oriented products is also recognized to reflect the application of the benefit ratio to the accumulated assessments that would have been recorded if fixed maturity securities available for sale and also, prior to 2018, equity securities at fair value had been sold at their stated aggregate fair value and the proceeds reinvested at current yields (collectively referred to as shadow Investment-Oriented Adjustments).

For long-duration traditional products, significant unrealized appreciation of investments in a sustained low interest rate environment may cause additional future policy benefit liabilities to be recorded (shadow loss reserves).

Deferred Gain on Retroactive Reinsurance Retroactive reinsurance is a reinsurance contract in which an assuming entity agrees to reimburse a ceding entity for liabilities incurred as a result of past insurable events. If the amount of premium paid by the ceding reinsurer is less than the related ceded loss reserves, the resulting gain is deferred and amortized over the settlement period of the reserves. Any related development on the ceded loss reserves recoverable under the contract would increase the deferred gain if unfavorable, or decrease the deferred gain if favorable.

Expense ratio Sum of acquisition expenses and general operating expenses, divided by net premiums earned.

General operating expense ratio General operating expenses divided by net premiums earned. General operating expenses are those costs that are generally attributed to the support infrastructure of the organization and include but are not limited to personnel costs, projects and bad debt expenses. General operating expenses exclude losses and loss adjustment expenses incurred, acquisition expenses, and investment expenses.

GIC/GIA *Guaranteed Investment Contract/Guaranteed Investment Agreement* A contract whereby the seller provides a guaranteed repayment of principal and a fixed or floating interest rate for a predetermined period of time.

IBNR *Incurred But Not Reported* Estimates of claims that have been incurred but not reported to us.

ISDA Master Agreement An agreement between two counterparties, which may have multiple derivative transactions with each other governed by such agreement, that generally provides for the net settlement of all or a specified group of these derivative transactions, as well as pledged collateral, through a single payment, in a single currency, in the event of a default on, or affecting any, one derivative transaction or a termination event affecting all, or a specified group of, derivative transactions.

LAE *Loss Adjustment Expenses* The expenses directly attributed to settling and paying claims of insureds and include, but are not limited to, legal fees, adjuster's fees and the portion of general expenses allocated to claim settlement costs.

Loan-to-Value Ratio Principal amount of loan amount divided by appraised value of collateral securing the loan.

Loss Ratio Losses and loss adjustment expenses incurred divided by net premiums earned.

Loss reserve development The increase or decrease in incurred losses and loss adjustment expenses related to prior years as a result of the re-estimation of loss reserves at successive valuation dates for a given group of claims.

Loss reserves Liability for unpaid losses and loss adjustment expenses. The estimated ultimate cost of settling claims relating to insured events that have occurred on or before the balance sheet date, whether or not reported to the insurer at that date.

Master netting agreement An agreement between two counterparties who have multiple derivative contracts with each other that provides for the net settlement of all contracts covered by such agreement, as well as pledged collateral, through a single payment, in a single currency, in the event of default on or upon termination of any one such contract.

Natural catastrophe losses are generally weather or seismic events having a net impact on AIG in excess of \$10 million each and man-made catastrophe losses, such as terrorism and civil disorders that exceed the \$10 million threshold.

Net premiums written represent the sales of an insurer, adjusted for reinsurance premiums assumed and ceded, during a given period. Net premiums earned are the revenue of an insurer for covering risk during a given period. Net premiums written are a measure of performance for a sales period, while net premiums earned are a measure of performance for a coverage period.

Noncontrolling interests The portion of equity ownership in a consolidated subsidiary not attributable to the controlling parent company.

Policy fees An amount added to a policy premium, or deducted from a policy cash value or contract holder account, to reflect the cost of issuing a policy, establishing the required records, sending premium notices and other related expenses.

Pool A reinsurance arrangement whereby all of the underwriting results of the pool members are combined and then shared by each member in accordance with its pool participation percentage.

Premiums and deposits – Life and Retirement includes direct and assumed amounts received and earned on traditional life insurance policies, group benefit policies and life-contingent payout annuities, as well as deposits received on universal life, investment-type annuity contracts, FHLB funding agreements and mutual funds.

Prior year development See *Loss reserve development*.

RBC Risk-Based Capital A formula designed to measure the adequacy of an insurer's statutory surplus compared to the risks inherent in its business.

Reinstatement premiums Additional premiums payable to reinsurers or receivable from insurers to restore coverage limits that have been reduced or exhausted as a result of reinsured losses under certain excess of loss reinsurance contracts.

Reinsurance The practice whereby one insurer, the reinsurer, in consideration of a premium paid to that insurer, agrees to indemnify another insurer, the ceding company, for part or all of the liability of the ceding company under one or more policies or contracts of insurance which it has issued.

Retroactive Reinsurance See *Deferred Gain on Retroactive Reinsurance*.

Return on common equity – Adjusted after-tax income excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets and DTA (Adjusted return on common equity) is a non-GAAP measure and is used to show the rate of return on common shareholders' equity. Adjusted return on common equity is derived by dividing actual or annualized adjusted after-tax income attributable to AIG common shareholders by average Adjusted Common Shareholders' Equity.

Return premium represents amounts given back to the insured in the case of a cancellation, an adjustment to the rate or an overpayment of an advance premium.

SIA Sales Inducement Asset Represents enhanced crediting rates or bonus payments to contract holders on certain annuity and investment contract products that meet the criteria to be deferred and amortized over the life of the contract.

Solvency II Legislation in the European Union which reforms the insurance industry's solvency framework, including minimum capital and solvency requirements, governance requirements, risk management and public reporting standards. The Solvency II Directive (2009/138/EEC) was adopted on November 25, 2009 and became effective on January 1, 2016.

Subrogation The amount of recovery for claims we have paid our policyholders, generally from a negligent third party or such party's insurer.

Surrender charge A charge levied against an investor for the early withdrawal of funds from a life insurance or annuity contract, or for the cancellation of the agreement.

Surrender rate represents annualized surrenders and withdrawals as a percentage of average reserves and Group Retirement mutual fund assets under administration.

Unearned premium reserve Liabilities established by insurers and reinsurers to reflect unearned premiums, which are usually refundable to policyholders if an insurance or reinsurance contract is canceled prior to expiration of the contract term.

VOBA Value of Business Acquired Present value of projected future gross profits from in-force policies of acquired businesses.

Acronyms

A&H Accident and Health Insurance	GMWB Guaranteed Minimum Withdrawal Benefits
ABS Asset-Backed Securities	ISDA International Swaps and Derivatives Association, Inc.
APTI Adjusted pre-tax income	Moody's Moody's Investors' Service Inc.
AUM Assets Under Management	NAIC National Association of Insurance Commissioners
CDO Collateralized Debt Obligations	NM Not Meaningful
CDS Credit Default Swap	OTC Over-the-Counter
CMA Capital Maintenance Agreement	OTTI Other-Than-Temporary Impairment
CMBS Commercial Mortgage-Backed Securities	RMBS Residential Mortgage-Backed Securities
EGPs Estimated gross profits	S&P Standard & Poor's Financial Services LLC
FASB Financial Accounting Standards Board	SEC Securities and Exchange Commission
FRBNY Federal Reserve Bank of New York	URR Unearned revenue reserve
GAAP Accounting principles generally accepted in the United States of America	VIE Variable Interest Entity
GMDB Guaranteed Minimum Death Benefits	

ITEM 7A | Quantitative and Qualitative Disclosures about Market Risk

The information required by this item is set forth in the Enterprise Risk Management section of Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations and is incorporated herein by reference.

Part II

ITEM 8 | Financial Statements and Supplementary Data

AMERICAN INTERNATIONAL GROUP, INC.

REFERENCE TO FINANCIAL STATEMENTS AND SCHEDULES

	Page
FINANCIAL STATEMENTS	
Report of Independent Registered Public Accounting Firm	180
Consolidated Balance Sheets at December 31, 2020 and 2019	184
Consolidated Statements of Income (Loss) for the years ended December 31, 2020, 2019 and 2018	185
Consolidated Statements of Comprehensive Income (Loss) for the years ended December 31, 2020, 2019 and 2018	186
Consolidated Statements of Equity for the years ended December 31, 2020, 2019 and 2018	187
Consolidated Statements of Cash Flows for the years ended December 31, 2020, 2019 and 2018	188
Notes to Consolidated Financial Statements	
NOTE 1. Basis of Presentation	190
NOTE 2. Summary of Significant Accounting Policies	193
NOTE 3. Segment Information	199
NOTE 4. Business Combination	202
NOTE 5. Fair Value Measurements	203
NOTE 6. Investments	222
NOTE 7. Lending Activities	235
NOTE 8. Reinsurance	239
NOTE 9. Deferred Policy Acquisition Costs	244
NOTE 10. Variable Interest Entities	246
NOTE 11. Derivatives and Hedge Accounting	249
NOTE 12. Goodwill and Other Intangible Assets	253
NOTE 13. Insurance Liabilities	256
NOTE 14. Variable Life and Annuity Contracts	292
NOTE 15. Debt	294
NOTE 16. Contingencies, Commitments and Guarantees	296
NOTE 17. Equity	299
NOTE 18. Earnings Per Common Share	305
NOTE 19. Statutory Financial Data and Restrictions	306
NOTE 20. Share-Based Compensation Plans	308
NOTE 21. Employee Benefits	311
NOTE 22. Income Taxes	319
NOTE 23. Subsequent Events	325
Schedules	
SCHEDULE I Summary of Investments – Other than Investments in Related Parties at December 31, 2020	336
SCHEDULE II Condensed Financial Information of Registrant at December 31, 2020 and 2019 and for the years ended December 31, 2020, 2019 and 2018	337
SCHEDULE III Supplementary Insurance Information at December 31, 2020 and 2019 and for the years ended December 31, 2020, 2019 and 2018	341
SCHEDULE IV Reinsurance at December 31, 2020, 2019 and 2018 and for the years then ended	342
SCHEDULE V Valuation and Qualifying Accounts for the years ended December 31, 2020, 2019 and 2018	343

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of American International Group, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of American International Group, Inc. and its subsidiaries (the Company) as of December 31, 2020 and 2019, and the related consolidated statements of income (loss), of comprehensive income (loss), of equity and of cash flows for each of the three years in the period ended December 31, 2020, including the related notes and financial statement schedules listed in the accompanying index (collectively referred to as the consolidated financial statements). We also have audited the Company's internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2020 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that (i) relate to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Valuation of Certain Level 3 Fixed Maturity Securities

As described in Note 5 to the consolidated financial statements, as of December 31, 2020, the total fair value of the Company's level 3 fixed maturity securities, including bonds available for sale and other bond securities, was \$29.6 billion, comprised of residential mortgage backed securities, commercial mortgage backed securities, collateralized debt obligations, other asset-backed securities, and fixed maturity securities issued by corporations (including private placements), municipalities, and other governmental agencies. As the volume or level of market activity for these securities is limited, management determines fair value either by requesting brokers who are knowledgeable about the particular security to provide a price quote, which according to management is generally non-binding, or by employing market accepted valuation models. In both cases, certain inputs used to determine fair value may not be observable in the market. For certain private placement securities, fair value is determined based on discounted cash flow models using discount rates based on credit spreads, yields or price levels of comparable securities, adjusted for illiquidity and structure. For other level 3 securities, such assumptions may include loan delinquencies and defaults, loss severity, and prepayments. As disclosed by management, fair value estimates are subject to management review to ensure valuation models and related inputs are reasonable.

The principal considerations for our determination that performing procedures relating to the valuation of certain level 3 fixed maturity securities is a critical audit matter are (i) the significant judgment by management to determine the fair value of these securities, which in turn led to a high degree of auditor subjectivity and judgment in performing the audit procedures relating to the aforementioned assumptions that are used to determine the fair value, (ii) the significant audit effort and judgment in evaluating the audit evidence related to the valuation, and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the valuation of level 3 fixed maturity securities, including controls related to (i) management's review over the pricing function and (ii) identifying and resolving pricing exceptions. These procedures also included, among others, obtaining independent third party vendor pricing, where available, and the involvement of professionals with specialized skill and knowledge to assist in developing an independent range of prices for a sample of securities. Developing the independent range of prices involved testing the completeness and accuracy of data used by management on a sample basis and evaluating management's assumptions noted above. The independent third party vendor pricing and the independently developed ranges were compared to management's recorded fair value estimates.

Valuation of Insurance Liabilities - Unpaid Losses and Loss Adjustment Expenses (Loss Reserves)

As described in Note 13 to the consolidated financial statements, loss reserves represent the accumulation of estimates of unpaid claims, including estimates for claims incurred but not reported and loss adjustment expenses, less applicable discount. As of December 31, 2020, the Company's total liability for unpaid losses and loss adjustment expenses was \$77.7 billion, of which the net liability for unpaid losses and loss adjustment expenses was \$43.3 billion, and reinsurance recoveries were \$34.4 billion. As disclosed by management, the estimate of the loss reserves relies on several key judgments, including (i) actuarial methods, (ii) relative weights given to these methods by product line, (iii) underlying actuarial assumptions, and (iv) groupings of similar product lines. Actuarial assumptions include (i) expected loss ratios, (ii) loss development factors, and (iii) loss cost trend factors. During management's actuarial reviews, various factors are considered, including economic conditions; the legal, regulatory, judicial and social environment; medical cost trends; policy pricing, terms and conditions; changes in the claims handling process; and the impact of reinsurance. As described in Note 13 to the consolidated financial statements, management uses a combination of actuarial methods to project ultimate losses for both long-tail and short-tail exposures.

The principal considerations for our determination that performing procedures relating to the valuation of insurance liabilities - loss reserves is a critical audit matter are (i) the significant judgment by management when developing their estimate, which in turn led to a high degree of auditor subjectivity and judgment in performing the audit procedures related to the estimate, (ii) the significant audit effort and judgment in evaluating the audit evidence related to the actuarial methods, weights given to these methods by product line, groupings of similar product lines, and the aforementioned actuarial assumptions, and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the valuation of unpaid losses and loss adjustment expenses and reinsurance recoveries, including controls over the selection of actuarial methods and development of significant assumptions, as well as controls designed to identify and address management bias and contrary evidence. These procedures also included, among others, the involvement of professionals with specialized skill and knowledge to assist in performing one or a combination of procedures for a sample of product lines, including (i) independently estimating reserves using actual historical data and loss development patterns, as well as industry data and other benchmarks, and comparing management's actuarially determined reserves to these independent estimates and (ii) evaluating management's actuarial reserving methods and aforementioned factors, including actuarial assumptions and judgments impacting loss reserves and the consistency of management's approach period-over-period. Performing these procedures involved testing the completeness and accuracy of data used by management on a sample basis.

Valuation of Embedded Derivatives for Variable Annuity and Equity-Indexed Annuity Products and Valuation of Certain Guaranteed Benefit Features for Universal Life Products

As described in Notes 5 and 13 to the consolidated financial statements, certain variable annuity and equity-indexed annuity contracts contain embedded derivatives that are bifurcated from the host contracts and accounted for separately at fair value in policyholder contract deposits. As of December 31, 2020, the fair value of these embedded derivatives was \$5.5 billion and \$3.6 billion for equity-indexed annuity and variable annuities with guaranteed minimum withdrawal benefits, respectively. The fair value of embedded derivatives contained in certain variable annuity and equity-indexed annuity contracts is measured based on policyholder behavior and capital market assumptions related to projected cash flows over the expected lives of the contracts. The policyholder behavior assumptions for these liabilities include mortality, lapses, withdrawals, and benefit utilization, along with an explicit risk margin to reflect a market participant's estimates of projected cash flows. Estimates of future policyholder behavior assumptions are subjective and based primarily on the Company's historical experience. The capital market assumptions related to the embedded derivatives for variable annuity contracts involve judgments regarding expected market rates of return, market volatility, credit spreads, correlations of certain market variables, fund performance, and discount rates. Unobservable inputs used for valuing the embedded derivative include long-term equity volatilities which represent the volatility beyond the period for which observable equity volatilities are available. With respect to embedded derivatives for equity-indexed annuity contracts, option pricing models are used to estimate fair value, taking into account the capital market assumptions. Such models use option budget assumptions which estimate the expected long-term cost of options used to hedge exposures associated with equity price changes. The option budget determines the future costs of the options, which impacts the growth in account value and the valuation of embedded derivatives. Additional policyholder liabilities are also established for universal life policies with secondary guarantees. As of December 31, 2020, the liability for universal life secondary guarantees was \$3.3 billion, which is included within policyholder contract deposits. The policyholder behavior assumptions for these liabilities include mortality, lapses and premium persistency. The capital market assumptions used for the liability for universal life secondary guarantees include discount rates and net earned rates.

The principal considerations for our determination that performing procedures relating to the valuation of embedded derivatives for variable annuity and equity-indexed annuity products and valuation of certain guaranteed benefit features for universal life products is a critical audit matter are (i) the significant judgment by management in developing the aforementioned policyholder behavior assumptions, as well as long-term equity volatilities and option budget assumptions, which in turn led to a high degree of auditor subjectivity and judgment in performing the audit procedures related to the significant assumptions used in the estimate, (ii) the significant audit effort and judgment in evaluating the audit evidence relating to the models and significant assumptions used by management in the valuation of the embedded derivatives and additional policyholder liabilities, and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the valuation of embedded derivatives for variable annuity and equity-indexed annuity products and valuation of certain guaranteed benefit features for universal life products, including controls over the development of models and assumptions. These procedures also included, among others, the involvement of professionals with specialized skill and knowledge to assist in performing an evaluation of the appropriateness of management's methodology and the reasonableness of management's judgments used in developing policyholder behavior, as well as long-term volatilities and option budget assumptions used in estimating the valuation of guaranteed benefit features. These procedures considered the consistency of the assumptions across products, in relation to prior periods, and in relation to management's historical experience or observed industry practice, and the continued appropriateness of unchanged assumptions. Procedures were performed to test the completeness and accuracy of data provided by management on a sample basis.

Valuation of Deferred Policy Acquisition Costs for Universal Life and Individual Retirement Variable Annuity Products

As described in Note 9 to the consolidated financial statements, as of December 31, 2020, a portion of the \$5.1 billion deferred policy acquisition costs (DAC) for investment-oriented products are associated with universal life and individual retirement variable annuity products. Policy acquisition costs and policy issuance costs related to investment-oriented products are deferred and amortized, with interest, in relation to the incidence of estimated gross profits to be realized over the estimated lives of the contracts. Estimated gross profits are affected by a number of factors, including current and expected interest rates, net investment income and spreads, net realized capital gains and losses, fees, surrender rates, mortality experience, policyholder behavior experience, equity market returns, and volatility. If the assumptions used for estimated gross profits change, DAC is recalculated using the new assumptions, including actuarial assumptions related to mortality, lapse, benefit utilization, and premium persistency, and any resulting adjustment is included in income. DAC for investment-oriented products is reviewed by management for recoverability, which involves estimating the future profitability of the current business. If actual profitability is substantially lower than previously estimated profitability, DAC may be subject to an impairment charge.

The principal considerations for our determination that performing procedures relating to the valuation of DAC for universal life and individual retirement variable annuity products is a critical audit matter are (i) the significant judgment by management to determine the policyholder behavior assumptions related to mortality, lapse, benefit utilization, and premium persistency, which in turn led to a high degree of auditor subjectivity and judgment in performing the audit procedures related to the significant assumptions used in the estimate, (ii) the significant audit effort and judgment in evaluating the audit evidence relating to the estimated gross profit assumptions, and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the amortization and recoverability of DAC for universal life and individual retirement variable annuity products, including controls over the development of significant assumptions. These procedures also included, among others, the involvement of professionals with specialized skill and knowledge to assist in evaluating the appropriateness of management's methodology and the reasonableness of management's assumptions related to mortality, lapse, benefit utilization, and premium persistency, which are used in the calculation of estimated gross profits. The evaluation of the reasonableness of the assumptions included consideration of the consistency of the assumptions across products in relation to prior periods and in relation to management's historical experience or observed industry practice. Procedures were performed to test the completeness and accuracy of data used by management in developing the assumptions on a sample basis.

Recoverability of U.S. Federal Deferred Tax Asset

As described in Note 22 to the consolidated financial statements, as of December 31, 2020, the Company had a net U.S. federal deferred tax asset of \$12.0 billion, \$8.1 billion of which related to federal U.S. tax attributes with a limited carryforward period. Management evaluates the recoverability of the deferred tax asset and the need for a valuation allowance based on the weight of all positive and negative evidence to reach a conclusion of whether it is more likely than not that all or some portion of the deferred tax asset will not be realized. As disclosed by management, in assessing the recoverability of the deferred tax asset, management considers a number of factors, which include forecasts of future income for each of the businesses and actual and planned business and operational changes, using assumptions about future macroeconomic and company specific conditions and events. Management subjects the forecasts to changes in key assumptions and evaluates the effect on tax attribute utilization, including tax attribute carryforward periods. Management also applies changes to assumptions about the effectiveness of relevant prudent and feasible tax planning strategies. As of December 31, 2020, management determined that it is no longer more-likely-than-not that \$150 million of the Company's deferred tax assets related to foreign tax credit carryforwards will be utilized prior to expiration.

The principal considerations for our determination that performing procedures relating to the recoverability of the U.S. federal deferred tax asset is a critical audit matter are (i) the significant judgment by management when developing their estimate of the recoverability, which in turn led to a high degree of auditor subjectivity and judgment in performing the audit procedures relating to the forecasts of future income for each of the businesses, assumptions about future macroeconomic and company specific conditions and events, tax attribute carryforward periods, and tax planning strategies, (ii) the significant audit effort and judgment in evaluating the audit evidence related to the recoverability of the U.S. federal deferred tax asset, and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the recoverability of the U.S. federal deferred tax asset, including controls over the accuracy of input data relevant to the analysis, such as cumulative loss measurement, reversal of temporary differences, adjustments to forecasted pre-tax income to calculate future taxable income, and enacted and effective tax law considerations. These procedures also included, among others, the involvement of professionals with specialized skill and knowledge to assist in (i) evaluating management's assessment of the recoverability of the U.S. federal deferred tax asset and the need for a valuation allowance, including the reasonableness of the application of tax law, (ii) testing management's process for forecasting future income for each of the businesses, which included evaluating the impact of actual and planned business and operational changes, the reasonableness of assumptions about future macroeconomic and company specific conditions and events, as well as considering whether management demonstrated their ability and intent in executing planned strategies, (iii) testing the tax attribute carryforward periods, and (iv) evaluating the prudence and feasibility of the implementation of available tax planning strategies that impact the recoverability of the U.S. federal deferred tax asset.

/s/ PricewaterhouseCoopers LLP

New York, New York

February 19, 2021

We have served as the Company's auditor since 1980.

American International Group, Inc.

Consolidated Balance Sheets

	December 31, 2020	December 31, 2019
<i>(in millions, except for share data)</i>		
Assets:		
Investments:		
Fixed maturity securities:		
Bonds available for sale, at fair value, net of allowance for credit losses of \$186 in 2020 (amortized cost: 2020 - \$244,337; 2019 - \$233,230)*	\$ 271,496	\$ 251,086
Other bond securities, at fair value (See Note 6)*	5,291	6,682
Equity securities, at fair value (See Note 6)*	1,056	841
Mortgage and other loans receivable, net of allowance for credit losses of \$814 in 2020 and \$438 in 2019*	45,562	46,984
Other invested assets (portion measured at fair value: 2020 - \$8,422; 2019 - \$6,827)*	19,060	18,792
Short-term investments, including restricted cash of \$180 in 2020 and \$188 in 2019 (portion measured at fair value: 2020 - \$5,968; 2019 - \$5,343)*	18,203	13,230
Total investments	360,668	337,615
Cash*	2,827	2,856
Accrued investment income*	2,271	2,334
Premiums and other receivables, net of allowance for credit losses and disputes of \$205 in 2020 and \$178 in 2019	11,333	10,274
Reinsurance assets - Fortitude Re, net of allowance for credit losses and disputes of \$0 in 2020	34,578	-
Reinsurance assets - other, net of allowance for credit losses and disputes of \$326 in 2020 and \$151 in 2019	38,963	37,977
Deferred income taxes	12,624	13,146
Deferred policy acquisition costs	9,805	11,207
Other assets, net of allowance for credit losses of \$49 in 2020, including restricted cash of \$223 in 2020 and \$243 in 2019 (portion measured at fair value: 2020 - \$887; 2019 - \$3,151)*	13,122	16,383
Separate account assets, at fair value	100,290	93,272
Total assets	\$ 586,481	\$ 525,064
Liabilities:		
Liability for unpaid losses and loss adjustment expenses, including allowance for credit losses of \$14 in 2020	\$ 77,720	\$ 78,328
Unearned premiums	18,660	18,269
Future policy benefits for life and accident and health insurance contracts	51,097	50,512
Policyholder contract deposits (portion measured at fair value: 2020 - \$9,798; 2019 - \$6,910)	160,251	151,869
Other policyholder funds	3,548	3,428
Fortitude Re funds withheld payable (portion measured at fair value: 2020 - \$6,042)	43,060	-
Other liabilities (portion measured at fair value: 2020 - \$570; 2019 - \$1,100)*	27,122	26,609
Long-term debt (portion measured at fair value: 2020 - \$2,097; 2019 - \$2,062)*	28,103	25,479
Debt of consolidated investment entities*	9,431	9,871
Separate account liabilities	100,290	93,272
Total liabilities	519,282	457,637
Contingencies, commitments and guarantees (See Note 16)		
AIG shareholders' equity:		
Series A Non-cumulative preferred stock and additional paid in capital, \$5.00 par value; 100,000,000 shares authorized; shares issued: 2020 - 20,000 and 2019 - 20,000; liquidation preference \$ 500	485	485
Common stock, \$2.50 par value; 5,000,000,000 shares authorized; shares issued: 2020 - 1,906,671,492 and 2019 - 1,906,671,492	4,766	4,766
Treasury stock, at cost; 2020 - 1,045,113,443 shares; 2019 - 1,036,672,461 shares of common stock	(49,322)	(48,987)
Additional paid-in capital	81,418	81,345
Retained earnings	15,504	23,084
Accumulated other comprehensive income	13,511	4,982
Total AIG shareholders' equity	66,362	65,675
Non-redeemable noncontrolling interests	837	1,752
Total equity	67,199	67,427
Total liabilities and equity	\$ 586,481	\$ 525,064

* See Note 10 for details of balances associated with variable interest entities.

See accompanying Notes to Consolidated Financial Statements.

American International Group, Inc.

Consolidated Statements of Income (Loss)

	Years Ended December 31,		
	2020	2019	2018
<i>(dollars in millions, except per common share data)</i>			
Revenues:			
Premiums	\$ 28,523	\$ 30,561	\$ 30,614
Policy fees	2,917	3,015	2,791
Net investment income:			
Net investment income - excluding Fortitude Re funds withheld assets	12,578	14,619	13,086
Net investment income - Fortitude Re funds withheld assets*	1,053	-	-
Total net investment income	13,631	14,619	13,086
Net realized capital gains (losses):			
Net realized capital gains (losses) - excluding Fortitude Re funds withheld assets and embedded derivative	(56)	632	(51)
Net realized capital gains on Fortitude Re funds withheld assets*	463	-	-
Net realized capital losses on Fortitude Re funds withheld embedded derivative*	(2,645)	-	-
Total net realized capital gains (losses)	(2,238)	632	(51)
Other income	903	919	949
Total revenues	43,736	49,746	47,389
Benefits, losses and expenses:			
Policyholder benefits and losses incurred	24,806	25,402	27,412
Interest credited to policyholder account balances	3,622	3,832	3,754
Amortization of deferred policy acquisition costs	4,211	5,164	5,386
General operating and other expenses	8,396	8,537	9,302
Interest expense	1,457	1,417	1,309
Loss on extinguishment of debt	12	32	7
Net (gain) loss on sale of divested businesses	8,525	75	(38)
Total benefits, losses and expenses	51,029	44,459	47,132
Income (loss) from continuing operations before income tax expense (benefit)	(7,293)	5,287	257
Income tax expense (benefit):			
Current	217	545	336
Deferred	(1,677)	621	(182)
Income tax expense (benefit)	(1,460)	1,166	154
Income (loss) from continuing operations	(5,833)	4,121	103
Income (loss) from discontinued operations, net of income taxes	4	48	(42)
Net income (loss)	(5,829)	4,169	61
Less:			
Net income from continuing operations attributable to noncontrolling interests	115	821	67
Net income (loss) attributable to AIG	(5,944)	3,348	(6)
Less: Dividends on preferred stock	29	22	-
Net income (loss) attributable to AIG common shareholders	\$ (5,973)	\$ 3,326	\$ (6)
Income (loss) per common share attributable to AIG common shareholders:			
Basic:			
Income (loss) from continuing operations	\$ (6.88)	\$ 3.74	\$ 0.04
Income (loss) from discontinued operations	\$ -	\$ 0.05	\$ (0.05)
Net income (loss) attributable to AIG common shareholders	\$ (6.88)	\$ 3.79	\$ (0.01)
Diluted:			
Income (loss) from continuing operations	\$ (6.88)	\$ 3.69	\$ 0.04
Income (loss) from discontinued operations	\$ -	\$ 0.05	\$ (0.05)
Net income (loss) attributable to AIG common shareholders	\$ (6.88)	\$ 3.74	\$ (0.01)
Weighted average shares outstanding:			
Basic	869,309,458	876,750,264	898,405,537
Diluted	869,309,458	889,511,946	910,141,242

* Represents activity subsequent to the deconsolidation of Fortitude Reinsurance Company Ltd. on June 2, 2020.

See accompanying Notes to Consolidated Financial Statements.

American International Group, Inc.

Consolidated Statements of Comprehensive Income (Loss)

(in millions)	Years Ended December 31,		
	2020	2019	2018
Net income (loss)	\$ (5,829)	\$ 4,169	\$ 61
Other comprehensive income (loss), net of tax			
Change in unrealized depreciation of fixed maturity securities on which allowance for credit losses was taken	(95)	-	-
Change in unrealized appreciation (depreciation) of fixed maturity securities on which other-than-temporary credit impairments were taken	-	661	(1,000)
Change in unrealized appreciation (depreciation) of all other investments	8,354	5,689	(4,975)
Change in foreign currency translation adjustments	359	104	(349)
Change in retirement plan liabilities adjustment	(106)	(36)	28
Change in fair value of liabilities under fair value option attributable to changes in own credit risk	1	(3)	3
Other comprehensive income (loss)	8,513	6,415	(6,293)
Comprehensive income (loss)	2,684	10,584	(6,232)
Comprehensive income attributable to noncontrolling interests	99	841	76
Comprehensive income (loss) attributable to AIG	\$ 2,585	\$ 9,743	\$ (6,308)

See accompanying Notes to Consolidated Financial Statements.

American International Group, Inc.

Consolidated Statements of Equity

<i>(in millions)</i>	Preferred Stock and Additional Paid-in Capital	Common Stock	Treasury Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total AIG Shareholders' Equity	Non-redeemable Non-controlling Interests	Total Equity
Balance, January 1, 2018	\$ -	\$ 4,766	\$ (47,595)	\$ 81,078	\$ 21,457	\$ 5,465	\$ 65,171	\$ 537	\$ 65,708
Cumulative effect of change in accounting principle, net of tax	-	-	-	-	568	(576)	(8)	-	(8)
Common stock issued under stock plans	-	-	189	(344)	-	-	(155)	-	(155)
Purchase of common stock	-	-	(1,739)	-	-	-	(1,739)	-	(1,739)
Net income (loss) attributable to AIG or noncontrolling interests	-	-	-	-	(6)	-	(6)	67	61
Dividends on common stock	-	-	-	-	(1,138)	-	(1,138)	-	(1,138)
Other comprehensive income (loss)	-	-	-	-	-	(6,302)	(6,302)	9	(6,293)
Net increase due to divestitures and acquisitions	-	-	-	-	-	-	-	63	63
Contributions from noncontrolling interests	-	-	-	-	-	-	-	373	373
Distributions to noncontrolling interests	-	-	-	-	-	-	-	(96)	(96)
Other	-	-	1	534	3	-	538	(5)	533
Balance, December 31, 2018	\$ -	\$ 4,766	\$ (49,144)	\$ 81,268	\$ 20,884	\$ (1,413)	\$ 56,361	\$ 948	\$ 57,309
Preferred stock issued	485	-	-	-	-	-	485	-	485
Common stock issued under stock plans	-	-	156	(236)	-	-	(80)	-	(80)
Purchase of common stock	-	-	-	-	-	-	-	-	-
Net income attributable to AIG or noncontrolling interests	-	-	-	-	3,348	-	3,348	821	4,169
Dividends on preferred stock	-	-	-	-	(22)	-	(22)	-	(22)
Dividends on common stock	-	-	-	-	(1,114)	-	(1,114)	-	(1,114)
Other comprehensive income	-	-	-	-	-	6,395	6,395	20	6,415
Net increase due to divestitures and acquisitions	-	-	-	-	-	-	-	65	65
Contributions from noncontrolling interests	-	-	-	-	-	-	-	19	19
Distributions to noncontrolling interests	-	-	-	-	-	-	-	(131)	(131)
Other	-	-	1	313	(12)	-	302	10	312
Balance, December 31, 2019	\$ 485	\$ 4,766	\$ (48,987)	\$ 81,345	\$ 23,084	\$ 4,982	\$ 65,675	\$ 1,752	\$ 67,427
Cumulative effect of change in accounting principle, net of tax	-	-	-	-	(487)	-	(487)	-	(487)
Preferred stock issued	-	-	-	-	-	-	-	-	-
Common stock issued under stock plans	-	-	172	(271)	-	-	(99)	-	(99)
Purchase of common stock	-	-	(500)	-	-	-	(500)	-	(500)
Net income (loss) attributable to AIG or noncontrolling interests	-	-	-	-	(5,944)	-	(5,944)	115	(5,829)
Dividends on preferred stock	-	-	-	-	(29)	-	(29)	-	(29)
Dividends on common stock	-	-	-	-	(1,103)	-	(1,103)	-	(1,103)
Other comprehensive income (loss)	-	-	-	-	-	8,529	8,529	(16)	8,513
Net decrease due to divestitures and acquisitions	-	-	-	-	-	-	-	(958)	(958)
Contributions from noncontrolling interests	-	-	-	-	-	-	-	108	108
Distributions to noncontrolling interests	-	-	-	-	-	-	-	(156)	(156)
Other	-	-	(7)	344	(17)	-	320	(8)	312
Balance, December 31, 2020	\$ 485	\$ 4,766	\$ (49,322)	\$ 81,418	\$ 15,504	\$ 13,511	\$ 66,362	\$ 837	\$ 67,199

See accompanying Notes to Consolidated Financial Statements.

American International Group, Inc.

Consolidated Statements of Cash Flows

(in millions)	Years Ended December 31,		
	2020	2019	2018
Cash flows from operating activities:			
Net income (loss)	\$ (5,829)	\$ 4,169	\$ 61
(Income) loss from discontinued operations	(4)	(48)	42
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Noncash revenues, expenses, gains and losses included in income (loss):			
Net (gains) losses on sales of securities available for sale and other assets	(1,179)	(862)	98
Net (gain) loss on sale of divested businesses	8,525	75	(38)
Losses on extinguishment of debt	12	32	7
Unrealized gains in earnings - net	(735)	(1,306)	(186)
Equity in loss from equity method investments, net of dividends or distributions	246	260	363
Depreciation and other amortization	4,120	5,006	5,362
Impairments of assets	98	299	425
Changes in operating assets and liabilities:			
Insurance reserves	461	(4,590)	1,239
Premiums and other receivables and payables - net	2,586	437	887
Reinsurance assets and funds held under reinsurance treaties	(693)	217	(3,289)
Capitalization of deferred policy acquisition costs	(4,292)	(5,403)	(5,832)
Current and deferred income taxes - net	(2,434)	912	-
Other, net	156	(1,005)	467
Total adjustments	6,871	(5,928)	(497)
Net cash provided by (used in) operating activities	1,038	(1,807)	(394)
Cash flows from investing activities:			
Proceeds from (payments for)			
Sales or distributions of:			
Available for sale securities	23,103	22,145	25,143
Other securities	2,533	7,918	3,755
Other invested assets	3,896	4,185	4,365
Divested businesses, net	2,173	2	10
Maturities of fixed maturity securities available for sale	27,620	25,488	24,777
Principal payments received on and sales of mortgage and other loans receivable	7,805	5,826	4,272
Purchases of:			
Available for sale securities	(58,284)	(54,410)	(44,109)
Other securities	(617)	(1,638)	(1,318)
Other invested assets	(3,522)	(3,346)	(2,839)
Mortgage and other loans receivable	(5,990)	(9,515)	(10,286)
Acquisition of businesses, net of cash and restricted cash acquired	-	-	(5,717)
Net change in short-term investments	(4,925)	(3,633)	1,524
Other, net	6	1,503	200
Net cash used in investing activities	(6,202)	(5,475)	(223)
Cash flows from financing activities:			
Proceeds from (payments for)			
Policyholder contract deposits	22,385	25,453	27,320
Policyholder contract withdrawals	(17,854)	(19,823)	(20,686)
Issuance of long-term debt	4,196	734	2,657
Issuance of debt of consolidated investment entities	2,128	3,147	2,077
Repayments of long-term debt	(1,923)	(1,504)	(3,044)
Repayments of debt of consolidated investment entities	(2,783)	(1,698)	(628)
Issuance of preferred stock, net of issuance costs	-	485	-
Purchase of common stock	(500)	-	(1,739)
Dividends paid on preferred stock	(29)	(22)	-
Dividends paid on common stock	(1,103)	(1,114)	(1,138)
Other, net	541	1,600	(3,570)
Net cash provided by financing activities	5,058	7,258	1,249
Effect of exchange rate changes on cash and restricted cash	49	16	(11)
Net increase (decrease) in cash and restricted cash	(57)	(8)	621
Cash and restricted cash at beginning of year	3,287	3,358	2,737
Change in cash of businesses held for sale	-	(63)	-
Cash and restricted cash at end of year	\$ 3,230	\$ 3,287	\$ 3,358

American International Group, Inc.

Consolidated Statements of Cash Flows *(continued)*

Supplementary Disclosure of Consolidated Cash Flow Information

<i>(in millions)</i>	Years Ended December 31,		
	2020	2019	2018
Cash	\$ 2,827	\$ 2,856	\$ 2,873
Restricted cash included in Short-term investments*	180	188	142
Restricted cash included in Other assets*	223	243	343
Total cash and restricted cash shown in the Consolidated Statements of Cash Flows	\$ 3,230	\$ 3,287	\$ 3,358
Cash paid during the period for:			
Interest	\$ 1,147	\$ 1,326	\$ 1,312
Taxes	\$ 975	\$ 252	\$ 154
Non-cash investing activities:			
Fixed maturity securities available for sale received in connection with pension risk transfer transactions	\$ 1,140	\$ 1,072	\$ -
Fixed maturity securities received in connection with reinsurance transactions	\$ 362	\$ -	\$ -
Fixed maturity securities transferred in connection with reinsurance transactions	\$ (266)	\$ -	\$ -
Non-cash financing activities:			
Interest credited to policyholder contract deposits included in financing activities	\$ 3,734	\$ 3,792	\$ 3,574
Fee income debited to policyholder contract deposits included in financing activities	\$ (1,710)	\$ (1,733)	\$ (1,701)

* Includes funds held for tax sharing payments to AIG Parent, security deposits, replacement reserve deposits related to our affordable housing investments, and security deposits for certain leased aircraft and escrow funds related to our investment in Castle Holdings LLC's aircraft assets, which was sold in 2018.

See accompanying Notes to Consolidated Financial Statements.

1. Basis of Presentation

American International Group, Inc. (AIG) is a leading global insurance organization serving customers in approximately 80 countries and jurisdictions. AIG companies serve commercial and individual customers through one of the most extensive worldwide property-casualty networks of any insurer. In addition, AIG companies are leading providers of life insurance and retirement services in the United States. AIG Common Stock, par value \$2.50 per share (AIG Common Stock), is listed on the New York Stock Exchange (NYSE: AIG). Unless the context indicates otherwise, the terms “AIG,” “we,” “us” or “our” mean American International Group, Inc. and its consolidated subsidiaries and the term “AIG Parent” means American International Group, Inc. and not any of its consolidated subsidiaries.

The consolidated financial statements include the accounts of AIG Parent, our controlled subsidiaries (generally through a greater than 50 percent ownership of voting rights and voting interests), and variable interest entities (VIEs) of which we are the primary beneficiary. Equity investments in entities that we do not consolidate, including corporate entities in which we have significant influence and partnership and partnership-like entities in which we have more than minor influence over the operating and financial policies, are accounted for under the equity method unless we have elected the fair value option.

Certain of our foreign subsidiaries included in the Consolidated Financial Statements report on the basis of a fiscal period ending November 30. The effect on our consolidated financial condition and results of operations of all material events occurring at these subsidiaries through the date of each of the periods presented in these Consolidated Financial Statements has been considered for adjustment and/or disclosure.

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP). All material intercompany accounts and transactions have been eliminated.

ACQUISITIONS OF BUSINESSES

Validus

On July 18, 2018, we completed the purchase of Validus Holdings, Ltd. (Validus), a leading provider of reinsurance, primary insurance, and asset management services, for \$5.5 billion in cash. The results of Validus following the date of the acquisition are included in our General Insurance segment starting in the third quarter of 2018. Our North America results include the results of Validus Reinsurance, Ltd. and Western World Insurance Group, Inc., while our International results include the results of Talbot Holdings Ltd.

For additional information relating to the acquisition of Validus, see Note 4.

Glatfelter

On November 6, 2018 AIG completed the purchase of Glatfelter Insurance Group (Glatfelter), a full-service broker and insurance company providing services for specialty programs and retail operations.

Ellipse

On December 31, 2018, AIG Life Ltd., a UK AIG Life and Retirement company, completed the acquisition of Ellipse, a specialist provider of group life risk protection in the UK.

SALES/DISPOSALS OF BUSINESSES

Fortitude Holdings

On June 2, 2020, we completed the sale of a majority of the interests in Fortitude Group Holdings, LLC (Fortitude Holdings) to Carlyle FRL, L.P. (Carlyle FRL), an investment fund advised by an affiliate of The Carlyle Group Inc. (Carlyle), and T&D United Capital Co., Ltd. (T&D), a subsidiary of T&D Holdings, Inc., under the terms of a membership interest purchase agreement entered into on November 25, 2019 by and among AIG, Fortitude Holdings, Carlyle FRL, Carlyle, T&D and T&D Holdings, Inc. (the Majority Interest Fortitude Sale). AIG established Fortitude Reinsurance Company Ltd. (Fortitude Re), a wholly-owned subsidiary of Fortitude Holdings, in 2018 in a series of reinsurance transactions related to AIG's Run-Off operations. As of December 31, 2020, approximately \$30.5 billion of reserves from AIG's Life and Retirement Run-Off Lines and approximately \$4.1 billion of reserves from AIG's General Insurance Run-Off Lines, related to business written by multiple wholly-owned AIG subsidiaries, had been ceded to Fortitude Re

under these reinsurance transactions. As of closing of the Majority Interest Fortitude Sale, these reinsurance transactions are no longer considered affiliated transactions and Fortitude Re is the reinsurer of the majority of AIG's Run-Off operations. As these reinsurance transactions are structured as modified coinsurance and loss portfolio transfers with funds withheld, following the closing of the Majority Interest Fortitude Sale, AIG continues to reflect the invested assets, which consist mostly of available for sale securities, supporting Fortitude Re's obligations, in AIG's financial statements.

AIG sold a 19.9 percent ownership interest in Fortitude Holdings to TC Group Cayman Investments Holdings, L.P. (TCG), an affiliate of Carlyle, in November 2018 (the 2018 Fortitude Sale). As a result of completion of the Majority Interest Fortitude Sale, Carlyle FRL purchased from AIG a 51.6 percent ownership interest in Fortitude Holdings and T&D purchased from AIG a 25 percent ownership interest in Fortitude Holdings; AIG retained a 3.5 percent ownership interest in Fortitude Holdings and one seat on its Board of Managers. The \$2.2 billion of proceeds received by AIG at closing include (i) the \$1.8 billion under the Majority Interest Fortitude Sale, which is subject to a post-closing purchase price adjustment pursuant to which AIG will pay Fortitude Re for certain adverse development in property casualty related reserves, based on an agreed methodology, that may occur on or prior to December 31, 2023, up to a maximum payment of \$500 million; and (ii) a \$383 million purchase price adjustment from Carlyle FRL and T&D, corresponding to their respective portions of a proposed \$500 million non-pro rata distribution from Fortitude Holdings that was not received by AIG prior to the closing.

AIG recorded a total after-tax reduction to total AIG shareholders' equity of \$4.3 billion related to the sale of the majority interest in and deconsolidation of Fortitude Holdings in the second quarter of 2020. The impact to equity was primarily due to a \$6.7 billion after-tax loss partially offset by a \$2.4 billion increase in accumulated other comprehensive income (AOCI) due to the release of shadow adjustments primarily related to future policy benefits. The \$6.7 billion after-tax loss was comprised of (i) a \$2.7 billion loss related to the write-off of prepaid insurance assets and DAC upon deconsolidation of Fortitude Holdings and (ii) \$4.0 billion related to the loss on the sale primarily as a result of increases in Fortitude Holdings' equity principally related to mark to market movements from the December 31, 2018 date as of which Fortitude Holdings' equity was calculated for purposes of the purchase price determination, through the June 2, 2020 closing date.

In connection with the Majority Interest Fortitude Sale, AIG, Fortitude Holdings, and TCG agreed that, effective as of the closing, (i) AIG's investment commitment targets under the 2018 Fortitude Sale (whereby AIG had agreed to invest certain amounts into various Carlyle strategies and to make certain minimum investment management fee payments by November 2021) were assumed by Fortitude Holdings and AIG was released therefrom, (ii) the purchase price adjustment that AIG had agreed to provide TCG in the 2018 Fortitude Sale (whereby AIG had agreed to reimburse TCG for adverse development in property casualty related reserves, based on an agreed methodology, that may occur on or prior to December 31, 2023, up to the value of TCG's investment in Fortitude Holdings) has been terminated, and (iii) TCG remains obligated to pay AIG \$115 million of deferred consideration upon settlement of the post-closing purchase price adjustment referred to above. This latter amount is composed of \$95 million of deferred consideration contemplated as part of the 2018 Fortitude Sale, together with \$19.9 million in respect of TCG's 19.9 percent share of the unpaid portion of the \$500 million non-pro rata dividend to be paid to AIG under the 2018 Fortitude Sale (TCG paid \$79.6 million to AIG on May 26, 2020). In addition, the 2018 capital maintenance agreement between AIG and Fortitude Re and the letters of credit issued in support of Fortitude Re and subject to reimbursement by AIG in the event of a drawdown were terminated as of the closing of the Majority Interest Fortitude Sale. Upon closing of the Majority Interest Fortitude Sale, AIG entered into a transition services agreement with Fortitude Holdings for the provision of transition services for a period after closing, and letter of credit agreements with certain financial institutions, which issued letters of credit in support of certain General Insurance subsidiaries that have reinsurance agreements in place with Fortitude Re in the amount of \$600 million. These letters of credit are subject to reimbursement by AIG in the event of a drawdown by these insurance subsidiaries.

Following closing, in the second quarter of 2020, AIG contributed \$700 million of the proceeds of the Majority Interest Fortitude Sale to certain of its General Insurance subsidiaries and \$135 million of the proceeds of the Majority Interest Fortitude Sale to certain of its Life and Retirement subsidiaries.

For further details on this transaction see Note 8 to the Consolidated Financial Statements.

Blackboard

At the end of March 2020, Blackboard U.S. Holdings, Inc. (Blackboard), AIG's technology-driven subsidiary, was placed into run-off. As a result of this decision, during the three months ended March 31, 2020 and the year ended December 31, 2020, AIG recognized a pre-tax loss of \$210 million, primarily consisting of asset impairment charges.

Life and Retirement

On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG.

USE OF ESTIMATES

The preparation of financial statements in accordance with U.S. GAAP requires the application of accounting policies that often involve a significant degree of judgment. Accounting policies that we believe are most dependent on the application of estimates and assumptions are considered our critical accounting estimates and are related to the determination of:

- liability for unpaid losses and loss adjustment expenses (loss reserves);
- valuation of future policy benefit liabilities and timing and extent of loss recognition;
- valuation of liabilities for guaranteed benefit features of variable annuity products;
- valuation of embedded derivatives for fixed index annuity and life products;
- estimated gross profits to value deferred policy acquisition costs for investment-oriented products;
- reinsurance assets, including the allowance for credit losses;
- goodwill impairment;
- allowances for credit losses primarily on loans and available for sale fixed maturity securities;
- liability for legal contingencies;
- fair value measurements of certain financial assets and liabilities; and
- income tax assets and liabilities, including recoverability of our net deferred tax asset and the predictability of future tax operating profitability of the character necessary to realize the net deferred tax asset and estimates associated with the Tax Cuts and Jobs Act (the Tax Act).

These accounting estimates require the use of assumptions about matters, some of which are highly uncertain at the time of estimation. To the extent actual experience differs from the assumptions used, our consolidated financial condition, results of operations and cash flows could be materially affected.

OUT OF PERIOD ADJUSTMENTS

For the year ended December 31, 2018, our results include out of period adjustments relating to prior periods that decreased net income attributable to AIG by \$77 million, and decreased Income from continuing operations before income taxes by \$98 million. The out of period adjustments are primarily related to decreases in deferred policy acquisition costs and increases in policyholder contract deposits. We determined that these adjustments were not material to 2018 or to any previously reported annual financial statements.

REVISION OF PRIOR PERIOD FINANCIAL STATEMENTS

During the fourth quarter of 2020, we identified certain cash flows that had been incorrectly classified in our Consolidated Statements of Cash Flows. Specifically, misclassifications were identified related to policyholder contract deposits that impacted several line items within the previously issued Consolidated Statements of Cash Flows. While these items affect the cash flows from operating and financing activities, they had no impact on the net increase (decrease) in cash and restricted cash for the previously reported periods.

We assessed the materiality of the misclassification on prior period financial statements in accordance with SEC Staff Accounting Bulletin (SAB) Number 99, Materiality, as codified in ASC 250-10, Accounting Changes and Error Corrections. We have determined that these misclassifications were not material to the financial statements of any prior annual or interim period. Accordingly, the annual periods ended December 31, 2019 and 2018 have been corrected in the comparative Consolidated Statements of Cash Flows. Additionally, impacted prior interim periods will be revised within the Quarterly Report on Form 10-Q to be filed for the periods ending March 31, 2021, June 30, 2021, and September 30, 2021.

For the year ended December 31, 2019, the unrealized (gains) losses in earnings – net and Insurance reserves line items in the Consolidated Statements of Cash Flows were adjusted by \$(1,513) million and \$634 million, respectively. The total net cash provided by (used in) operating activities were adjusted by \$(879) million. Additionally, the Policyholder contract deposits and Policyholder contract withdrawals line items in the Consolidated Statements of Cash Flows were adjusted by \$3,146 million and \$(2,267) million, respectively. The total net cash provided by financing activities was adjusted by \$879 million.

For the year ended December 31, 2018, the unrealized (gains) losses in earnings – net and Insurance reserves line items in the Consolidated Statements of Cash Flows were adjusted by \$(629) million and \$174 million, respectively. The total net cash provided by (used in) operating activities were adjusted by \$(455) million. Additionally, the policyholder contract deposits and policyholder contract withdrawals line items in the Consolidated Statements of Cash Flows were adjusted by \$3,142 million and \$(2,687) million, respectively. The total net cash provided by financing activities was adjusted by \$455 million.

2. Summary of Significant Accounting Policies

The following table identifies our significant accounting policies presented in other Notes to these Consolidated Financial Statements, with a reference to the Note where a detailed description can be found:

[Note 6. Investments](#)

- ☐ Fixed maturity and equity securities
- ☐ Other invested assets
- ☐ Short-term investments
- ☐ Net investment income
- ☐ Net realized capital gains (losses)
- ☐ Allowance for credit losses/Other-than-temporary impairments

[Note 7. Lending Activities](#)

- ☐ Mortgage and other loans receivable – net of allowance

[Note 8. Reinsurance](#)

- ☐ Reinsurance assets – net of allowance
- ☐ Retroactive reinsurance

[Note 9. Deferred Policy Acquisition Costs](#)

- ☐ Deferred policy acquisition costs
- ☐ Amortization of deferred policy acquisition costs

[Note 10. Variable Interest Entities](#)

[Note 11. Derivatives and Hedge Accounting](#)

- ☐ Derivative assets and liabilities, at fair value

[Note 12. Goodwill and Other Intangible Assets](#)

[Note 13. Insurance Liabilities](#)

- ☐ Liability for unpaid losses and loss adjustment expenses
- ☐ Discounting of reserves
- ☐ Future policy benefits
- ☐ Policyholder contract deposits
- ☐ Other policyholder funds

[Note 14. Variable Life and Annuity Contracts](#)

[Note 15. Debt](#)

- ☐ Long-term debt
- ☐ Debt of consolidated investment entities

[Note 16. Contingencies, Commitments and Guarantees](#)

- ☐ Legal contingencies

[Note 18. Earnings Per Common Share](#)

[Note 22. Income Taxes](#)

OTHER SIGNIFICANT ACCOUNTING POLICIES

Premiums for short-duration contracts are recorded as written on the inception date of the policy. Premiums are earned primarily on a pro rata basis over the term of the related coverage. Sales of extended services contracts are reflected as premiums written and earned on a pro rata basis over the term of the related coverage. In addition, certain miscellaneous income is included as premiums written and earned. The reserve for unearned premiums includes the portion of premiums written relating to the unexpired terms of coverage. Reinsurance premiums are typically earned over the same period as the underlying policies or risks covered by the contract. As a result, the earnings pattern of a reinsurance contract may extend up to 24 months, reflecting the inception dates of the underlying policies throughout the year.

Reinsurance premiums ceded under prospective reinsurance agreements are recognized as a reduction in revenues over the period the reinsurance coverage is provided in proportion to the risks to which the premiums relate.

Reinsurance premiums for assumed business are estimated based on information received from brokers, ceding companies and reinsureds. Any subsequent differences that arise regarding such estimates are recorded in the periods in which they are determined.

Premiums for long-duration insurance products and life contingent annuities are recognized as revenues when due. Estimates for premiums due but not yet collected are accrued.

Policy fees represent fees recognized from universal life and investment-type products consisting of policy charges for the cost of insurance, policy administration charges, surrender charges and amortization of unearned revenue reserves. Policy fees are recognized as revenues in the period in which they are assessed against policyholders, unless the fees are designed to compensate AIG for services to be provided in the future. Fees deferred as unearned revenue are amortized in relation to the incidence of expected gross profits to be realized over the estimated lives of the contracts, similar to DAC.

Other income includes advisory fee income from the Life and Retirement broker dealer business.

Cash represents cash on hand and demand deposits.

Short-term investments Short-term investments include highly liquid securities and other investments with remaining maturities of one year or less, but greater than three months, at the time of purchase. Securities included within short-term investments are stated at estimated fair value, while other investments included within short-term investments are stated at amortized cost, which approximates estimated fair value.

Premiums and other receivables – net of allowance for credit losses and disputes include premium balances receivable, amounts due from agents and brokers and policyholders, trade receivables for the Direct Investment book (DIB) and Global Capital Markets (GCM) and other receivables. Trade receivables for GCM include cash collateral posted to derivative counterparties that is not eligible to be netted against derivative liabilities. The allowance for credit losses and disputes on premiums and other receivables was \$205 million and \$178 million at December 31, 2020 and 2019, respectively.

Deposit assets and liabilities: We have entered into certain insurance and reinsurance contracts, primarily in our General Insurance companies, that do not contain sufficient insurance risk to be accounted for as insurance or reinsurance. When we receive premiums on such contracts, the premiums received, after deduction for certain related expenses, are recorded as deposits within Other liabilities in the Consolidated Balance Sheets. Net proceeds of these deposits are invested and generate Net investment income. When we pay premiums on such contracts, the premiums paid are recorded as deposits within Other assets in the Consolidated Balance Sheets. The deposit asset or liability is adjusted as amounts are paid, consistent with the underlying contracts.

Other assets consist of sales inducement assets, prepaid expenses, deposits, other deferred charges, real estate, other fixed assets, capitalized software costs, goodwill, intangible assets other than goodwill, restricted cash, derivative assets and assets of businesses classified as held-for-sale.

We offer sales inducements which include enhanced crediting rates or bonus payments to contract holders (bonus interest) on certain annuity and investment contract products. Such amounts are deferred and amortized over the life of the contract using the same methodology and assumptions used to amortize DAC (*see Note 9 herein*). To qualify for such accounting treatment, the bonus interest must be explicitly identified in the contract at inception. We must also demonstrate that such amounts are incremental to amounts we credit on similar contracts without bonus interest, and are higher than the contract's expected ongoing crediting rates for periods after the bonus period. The deferred bonus interest and other deferred sales inducement assets totaled \$281 million and \$430 million at December 31, 2020 and 2019, respectively. The amortization expense associated with these assets is reported within Interest credited to policyholder account balances in the Consolidated Statements of Income. Such amortization expense totaled \$60 million, \$79 million and \$156 million for the years ended December 31, 2020, 2019 and 2018, respectively.

The cost of buildings and furniture and equipment is depreciated principally on the straight-line basis over their estimated useful lives (maximum of 40 years for buildings and 10 years for furniture and equipment). Expenditures for maintenance and repairs are charged to income as incurred and expenditures for improvements are capitalized and depreciated. We periodically assess the carrying amount of our real estate for purposes of determining any asset impairment. Capitalized software costs, which represent costs directly related to obtaining, developing or upgrading internal use software, are capitalized and amortized using the straight-line method over a period generally not exceeding ten years.

Separate accounts represent funds for which investment income and investment gains and losses accrue directly to the policyholders who bear the investment risk. Each account has specific investment objectives and the assets are carried at fair value. The assets of each account are legally segregated and are not subject to claims that arise from any of our other businesses. The liabilities for these accounts are equal to the account assets. Separate accounts may also include deposits for funds held under stable value wrap funding agreements, although the majority of stable value wrap sales are measured based on the notional amount included in assets under management and do not include the receipt of funds. *For a more detailed discussion of separate accounts see Note 14 herein.*

Other liabilities consist of other funds on deposit, other payables, securities sold under agreements to repurchase, securities sold but not yet purchased, derivative liabilities, deferred gains on retroactive reinsurance agreements and liabilities of businesses classified as held-for-sale. Also included in Other liabilities are trade payables for the DIB and GCM, which include balances due to clearing brokers and exchanges. Trade payables for GCM also include cash collateral received from derivative counterparties that contractually cannot be netted against derivative assets.

Securities sold but not yet purchased represent sales of securities not owned at the time of sale. The obligations arising from such transactions are recorded on a trade-date basis and carried at fair value. Fair values of securities sold but not yet purchased are based on current market prices.

Foreign currency: Financial statement accounts expressed in foreign currencies are translated into U.S. dollars. Functional currency assets and liabilities are translated into U.S. dollars generally using rates of exchange prevailing at the balance sheet date of each respective subsidiary and the related translation adjustments are recorded as a separate component of Accumulated other comprehensive income, net of any related taxes, in Total AIG shareholders' equity. Income statement accounts expressed in functional currencies are translated using average exchange rates during the period. Functional currencies are generally the currencies of the local operating environment. Financial statement accounts expressed in currencies other than the functional currency of a consolidated entity are remeasured into that entity's functional currency resulting in exchange gains or losses recorded in income. The adjustments resulting from translation of financial statements of foreign entities operating in highly inflationary economies are recorded in income.

Non-redeemable noncontrolling interest is the portion of equity (net assets) and net income (loss) in a subsidiary not attributable, directly or indirectly, to AIG.

ACCOUNTING STANDARDS ADOPTED DURING 2020

Financial Instruments – Credit Losses

In June 2016, the FASB issued an accounting standard that changed how entities account for current expected credit losses (CECL) for most financial assets, premiums receivable, trade receivables, off-balance sheet exposures and reinsurance receivables (the Financial Instruments Credit Losses Standard). The standard requires an allowance for credit losses based on the expectation of lifetime credit losses related to such financial assets subject to credit losses, including loans measured at amortized cost, reinsurance receivables and certain off-balance sheet credit exposures. Additionally, the impairment of available-for-sale debt securities, including purchased credit deteriorated (PCD) securities, is subject to the new guidance and is measured in a similar manner, except that losses are recognized as allowances rather than reductions in the amortized cost of the securities. The standard allows for reversals of credit impairments in the event that the credit of an issuer improves. The standard also requires additional disclosures.

We adopted the standard on its effective date of January 1, 2020 using a modified retrospective method, which requires a cumulative effect adjustment to retained earnings. As of January 1, 2020, the impact of the adoption of the standard was a reduction in opening retained earnings of \$487 million (after-tax) primarily driven by commercial mortgage loans, and, to a lesser extent, reinsurance receivables and recoverables.

The following table provides a rollforward of our allowance, including credit losses, in connection with the adoption of the Financial Instruments Credit Losses Standard as well as cross references to the applicable notes herein for additional information:

Year Ended December 31, 2020	Balance, Beginning of Year	Cumulative Effect Adjustment as of January 1, 2020	Purchased Credit Deteriorated Initial Allowance	Incremental Increase (Decrease) Recognized in Income	Write-offs and Other Changes in the Allowance ^(h)	Balance, End of Year
<i>(in millions)</i>						
Securities available for sale ^(a)	\$ -	\$ -	\$ 33	\$ 280	\$ (127)	\$ 186
Mortgage and other loan receivables ^(b)	438	318	-	75	(17)	814
Reinsurance recoverables (inclusive of deposit accounted assets) ^(c)	151	224	-	9	(9)	375
Premiums and other receivables ^(d)	178	34	-	6	(13)	205
Contractual deductible recoverables ^(e)	-	14	-	-	-	14
Commercial mortgage loan commitments ^(f)	-	51	-	28	-	79
Total	\$ 767	\$ 641	\$ 33	\$ 398	\$ (166)	\$ 1,673
Secondary impacts to certain long-duration insurance contracts ^(g)		(27)				
Tax impact		(127)				
Total cumulative effect adjustment	\$	487				

- (a) The allowance for credit losses is reported in Bonds available for sale in the Consolidated Balance Sheets. Changes in the allowance for credit losses are reported in Net realized capital gains (losses) in the Consolidated Statements of Income. *Refer to Note 6 for additional information.*
- (b) The allowance for credit losses is reported in Mortgage and other loans receivable in the Consolidated Balance Sheets. Changes in the allowance for credit losses are reported in Net realized capital gains (losses) in the Consolidated Statements of Income. *Refer to Note 7 for additional information.*
- (c) The allowance for credit losses and disputes is reported in Reinsurance assets – other and Reinsurance assets – Fortitude Re for reinsurance contracts that contain sufficient insurance risk, and the allowance for credit losses is reported in Other assets for insurance and reinsurance contracts that do not contain sufficient insurance risk in the Consolidated Balance Sheets. Changes in the allowance for credit losses are reported in Policyholder benefits and losses incurred for reinsurance contracts that do contain sufficient insurance risk and premiums for contracts that do not contain sufficient insurance risk in the Consolidated Statements of Income. *Refer to Note 8 for additional information.*
- (d) The allowance for credit losses and disputes is reported in Premiums and other receivables in the Consolidated Balance Sheets. Changes in the allowance for credit losses and disputes are reported in General operating and other expenses in the Consolidated Statements of Income. *Refer to Note 2 for additional information.*
- (e) The allowance for credit losses is reported in Liability for unpaid losses and loss adjustment expenses in the Consolidated Balance Sheets. Changes in the allowance for credit losses are reported in Policyholder benefits and losses incurred in the Consolidated Statements of Income. *Refer to Note 13 for additional information.*
- (f) The allowance for credit losses is reported in Other liabilities in the Consolidated Balance Sheets. Changes in the allowance for credit losses are reported in Net realized capital gains (losses) in the Consolidated Statements of Income. *Refer to Note 7 for additional information.*
- (g) This reflects adjustments to the amortization of DAC, unearned revenue reserve and sales inducement assets as well as impacts on the future policy benefits for certain universal life and variable annuity contracts.
- (h) A write-off does not generally result in an incremental loss to AIG. Prior to a write-off occurring, the allowance for the credit loss is increased or decreased to reflect AIG's expectation of the credit loss to be incurred. Accordingly, when a write-off occurs, the allowance is reversed for the same amount, resulting in no incremental loss to AIG.

The following presents the impact of the adoption of the standard on premiums and other receivables.

Premiums and other receivables – Credit Losses

Premiums and other receivables, net of allowance for credit losses include premium balances receivable, amounts due from agents and brokers and policyholders, trade receivables for GCM and other receivables. Trade receivables for GCM include cash collateral posted to derivative counterparties that is not eligible to be netted against derivative liabilities. The allowance for credit losses and disputes for premiums and other receivables was \$205 million at December 31, 2020. Our allowance for credit losses for premium receivables considers a combination of internal and external information relating to past events, current conditions and reasonable and supportable forecasts. Our allowance contemplates our contractual provisions. Upon default or delinquency of the policyholder we may be able to cease coverage for the remaining period. In certain jurisdictions we are unable to cancel coverage even in the event of delinquency or default by the policyholder. We consider premium and other receivable balances to be past due if the payment is not received after 90 days from the contractual obligation due date and record an allowance for disputes when there is reasonable uncertainty of the collectability of a disputed amount during the reporting period.

For further information regarding the impacts of the adoption of this standard see Notes 6, 7, 8 and 13 to the Consolidated Financial Statements.

Simplifying the Test for Goodwill Impairment

In January 2017, the FASB issued an accounting standard that eliminates the requirement to calculate the implied fair value of goodwill, through a hypothetical purchase price allocation, to measure a goodwill impairment charge. Instead, entities will record an impairment charge based on the excess of a reporting unit's carrying amount over its fair value not to exceed the total amount of goodwill allocated to that reporting unit. An entity should also consider income tax effects from tax deductible goodwill on the carrying amount of the reporting unit when measuring the goodwill impairment loss, if applicable.

We adopted the standard on its effective date of January 1, 2020. The adoption of the standard did not have a material impact on our financial position, results of operations or cash flows.

Cloud Computing Arrangements

In August 2018, the FASB issued an accounting standard that aligns the requirements for capitalizing implementation costs incurred in a cloud computing (or hosting) arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal-use software license). Capitalized implementation costs must be amortized over the term of the hosting arrangement. The accounting for the service element is not affected by the amendments in this update.

We adopted the standard prospectively on its effective date of January 1, 2020. The adoption of the standard did not have a material impact on our consolidated financial position, results of operations or cash flows.

Financial Disclosures About Guarantors and Issuers of Guaranteed Securities and Affiliates

In March 2020, the Securities and Exchange Commission (SEC) adopted amendments to simplify and streamline the disclosure requirements for guarantors and issuers of guaranteed securities registered or being registered, and issuers' affiliates whose securities collateralize securities registered or being registered. Currently, the SEC permits the omission of separate financial statements of subsidiary issuers and guarantors when certain conditions are met and the parent company provides summarized financial information of the subsidiary issuers and guarantors. The amendments, among other things, allow companies to cease providing summarized financial information if the subsidiary issuer's or guarantor's reporting obligation has been suspended.

The amendments are effective January 4, 2021, with early adoption permitted. Effective March 31, 2020, AIG early adopted the amendment and ceased providing the summarized information for the subsidiary issuers and guarantors because the subsidiaries issuer's reporting obligations have been suspended.

FUTURE APPLICATION OF ACCOUNTING STANDARDS

Targeted Improvements to the Accounting for Long-Duration Contracts

In August 2018, the FASB issued an accounting standard update with the objective of making targeted improvements to the existing recognition, measurement, presentation, and disclosure requirements for long-duration contracts issued by an insurance entity. The standard prescribes significant and comprehensive changes to recognition, measurement, presentation and disclosure as summarized below:

- Requires the review and if necessary update of future policy benefit assumptions at least annually for traditional and limited pay long duration contracts, with the recognition and separate presentation of any resulting re-measurement gain or loss (except for discount rate changes as noted below) in the income statement.
- Requires the discount rate assumption to be updated at the end of each reporting period using an upper medium grade (low-credit risk) fixed income instrument yield that maximizes the use of observable market inputs and recognizes the impact of changes to discount rates in other comprehensive income.
- Simplifies the amortization of DAC to a constant level basis over the expected term of the related contracts with adjustments for unexpected terminations, but no longer requires an impairment test.
- Requires the measurement of all market risk benefits associated with deposit (or account balance) contracts at fair value through the income statement with the exception of instrument-specific credit risk changes, which will be recognized in other comprehensive income.
- Increased disclosures of disaggregated rollforwards of policy benefits, account balances, market risk benefits, separate account liabilities and information about significant inputs, judgments and methods used in measurement and changes thereto and impact of those changes.

In November 2020, the FASB issued ASU 2020-11, which deferred the effective date of the standard for all entities. Our implementation efforts are underway for a January 1, 2023 effective date; we continue to evaluate the method of adoption and impact of the standard on our reported consolidated financial condition, results of operations, cash flows and required disclosures. The adoption of this standard is expected to have a significant impact on our consolidated financial condition, results of operations, cash flows and required disclosures, as well as systems, processes and controls.

Income Tax

On December 18, 2019, the FASB issued an accounting standard that simplifies the accounting for income taxes by eliminating certain exceptions to the approach for intraperiod tax allocation, the methodology for calculating income taxes in an interim period and the recognition of deferred tax liabilities for outside basis differences. The amendments also simplified other areas including the accounting for franchise taxes and enacted tax laws or rates, and clarified the accounting for transactions that result in the step-up in the tax basis of goodwill. The standard is effective on January 1, 2021, with early adoption permitted. The impact is not material to our consolidated financial condition, results of operations and cash flows.

Reference Rate Reform

On March 12, 2020, the FASB issued an accounting standard that provides temporary optional guidance to ease the potential burden in accounting for reference rate reform. The standard allows us to account for certain contract modifications that result from the discontinuation of the London Inter-Bank Offered Rate (LIBOR) or another reference rate as a continuation of the existing contract without additional analysis.

This guidance is not expected to have a significant impact on our consolidated financial statements and notes to the consolidated financial statements. Where applicable, we would account for the change for the modification due to the discontinuation of LIBOR or another reference rate as a continuation of the existing contract. As part of our implementation efforts, we will continue to assess our operational readiness and current and alternative reference rates' merits, limitations, risks and suitability for our investment and insurance processes.

This standard may be elected and applied prospectively over time from March 12, 2020 through December 31, 2022 as reference rate reform activities occur. We are evaluating the method of adoption and impact of the standard on our reported consolidated financial condition, results of operations, cash flows and required disclosures.

Clarification of Accounting for Certain Equity Method Investments

On January 16, 2020, the FASB issued an accounting standard to clarify how a previously issued standard regarding a company's ability to measure the fair value of certain equity securities without a readily determinable fair value should interact with equity method investments standards. The previously issued standard provides that such equity securities could be measured at cost, minus impairment, if any, unless an observable transaction for an identical or similar security occurs (measurement alternative). The new standard clarifies that a company should consider observable transactions that require the company to either apply or discontinue the equity method of accounting for the purposes of applying the measurement alternative in accordance with the equity method immediately before applying or upon discontinuing the equity method.

The standard further clarifies that, when determining the accounting for certain forward contracts and purchased options a company should not consider, whether upon settlement or exercise, if the underlying securities would be accounted for under the equity method or fair value option.

The standard is effective for interim and annual reporting periods beginning after December 15, 2020. We do not expect the adoption of this standard to be material to our reported consolidated financial condition, results of operations, cash flows and required disclosures.

GOODWILL

Effective July 1, 2019, we changed the date of our annual goodwill impairment testing from December 31 to July 1. This change does not represent a material change to our method of applying current accounting guidance and is preferable as it better aligns with our strategic planning and forecasting process. This change did not delay, accelerate or avoid any impairment charge and was applied prospectively. We performed our annual goodwill impairment tests of all reporting units using a combination of both qualitative and quantitative assessments and concluded that our goodwill was not impaired. Our goodwill balance was \$4.1 billion at December 31, 2020. *For further information on goodwill see Note 12 to the Consolidated Financial Statements.*

3. Segment Information

We report our results of operations consistent with the manner in which our chief operating decision makers review the business to assess performance and allocate resources.

Prior to the fourth quarter of 2020, we reported our results as follows:

- General Insurance included our North America and International operating segments;
- Life and Retirement included our Individual Retirement, Group Retirement, Life Insurance and Institutional Markets operating segments;
- Other operations consisted primarily of businesses and items not allocated to our operating segments, amortization of value of distribution network acquired (VODA) related to the Validus and Glatfelter acquisitions and Interest expense attributable to AIG; and long-term debt as well as debt associated with consolidated investment entities; and
- Legacy Portfolio included exited or discontinued product lines, policy forms or distribution channels.

In the fourth quarter of 2020, our chief operating decision makers modified their view of our businesses and how they allocate resources and assess performance. Prior periods' presentation has been revised to conform to our new structure. The new operating structure no longer includes a Legacy segment. We now report the results of our businesses as follows:

GENERAL INSURANCE

General Insurance business is presented as two operating segments:

- **North America** – consists of insurance businesses in the United States, Canada, Bermuda, and our global reinsurance business, AIG Re. The results of Validus Reinsurance, Ltd., Western World Insurance Group, Inc. and Glatfelter were included as of their respective acquisition dates.
- **International** – consists of regional insurance businesses in Japan, the United Kingdom, Europe, Middle East and Africa (EMEA region), Asia Pacific, Latin America and Caribbean, and China. International also includes the results of Talbot Holdings, Ltd (Talbot), as of its acquisition date, as well as AIG's global specialty business.

North America and International operating segments consist of the following products:

- Commercial Lines – consists of Liability, Financial Lines, Property and Global Specialty.
- Personal Insurance – consists of Personal Lines and Accident & Health.

LIFE AND RETIREMENT

Life and Retirement business is presented as four operating segments:

- **Individual Retirement** – consists of fixed annuities, fixed index annuities, variable annuities and retail mutual funds.
- **Group Retirement** – consists of group mutual funds, group annuities, individual annuity and investment products, financial planning and advisory services, and plan administrative and compliance services.
- **Life Insurance** – primary products in the U.S. include term life and universal life insurance. International operations include distribution of life and health products in the UK and Ireland. Certain run-off life insurance portfolios previously reported in our Legacy segment have been realigned into the Life Insurance operating segment.
- **Institutional Markets** – consists of stable value wrap products, structured settlement and pension risk transfer annuities, corporate- and bank-owned life insurance, and guaranteed investment contracts (GICs). The run-off high net worth (private placement variable universal life and private placement variable annuity) and structured settlement portfolios previously reported in our Legacy segment have been realigned into the Institutional Markets operating segment.

On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG.

OTHER OPERATIONS

Other Operations primarily consists of income from assets held by AIG Parent and other corporate subsidiaries, deferred tax assets related to tax attributes, corporate expenses and intercompany eliminations, our institutional asset management business and results of our consolidated investment entities, General Insurance portfolios in run-off previously reported within Legacy as well as the historical results of our legacy insurance lines ceded to Fortitude Re.

The accounting policies of the segments are the same as those described in Note 2. We evaluate segment performance based on adjusted revenues and adjusted pre-tax income (loss). Adjusted revenues and adjusted pre-tax income (loss) are derived by excluding certain items from total revenues and net income (loss) attributable to AIG, respectively. These items generally fall into one or more of the following broad categories: legacy matters having no relevance to our current businesses or operating performance; adjustments to enhance transparency to the underlying economics of transactions; and measures that we believe to be common to the industry. Legal entities are attributed to each segment based upon the predominance of activity in that legal entity. For the items excluded from adjusted revenues and adjusted pre-tax income (loss) see the table below.

The following table presents AIG's continuing operations by operating segment:

<i>(in millions)</i>	Adjusted Revenues	Net Investment Income	Underwriting Income (Loss)	Interest Expense	Amortization of DAC	Adjusted Pre-tax Income (Loss)
2020						
General Insurance						
North America	\$ 10,302	\$	(1,301)	\$	1,365	
International	13,360		277		2,173	
Net investment income	2,925	\$ 2,925	-		-	
Total General Insurance	\$ 26,587	\$ 2,925	\$ (1,024)	\$ -	\$ 3,538	\$ 1,901
Life and Retirement						
Individual Retirement	5,714	4,131	-	72	590	1,938
Group Retirement	2,970	2,236	-	42	7	1,013
Life Insurance	4,877	1,526	-	30	30	142
Institutional Markets	3,714	988	-	11	5	438
Total Life and Retirement	17,275	8,881	-	155	632	3,531
Other Operations	1,385	1,087	-	1,306	50	(1,963)
AIG consolidation and eliminations	(562)	(572)	-	(70)	-	(466)
Total	\$ 44,685	\$ 12,321	\$ (1,024)	\$ 1,391	\$ 4,220	\$ 3,003
Reconciling items to pre-tax income (loss):						
Changes in fair value of securities used to hedge guaranteed living benefits	56	56	-	-	-	41
Changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains (losses)	-	-	-	-	(9)	12
Changes in the fair value of equity securities	200	200	-	-	-	200
Other income (expense) - net	49	99	-	99	-	-
Loss on extinguishment of debt	-	-	-	-	-	(12)
Net investment income on Fortitude Re funds withheld assets ^(a)	1,053	1,053	-	-	-	1,053
Net realized capital gains (losses) on Fortitude Re funds withheld assets ^(a)	463	-	-	-	-	463
Net realized capital gains (losses) on Fortitude Re funds withheld embedded derivative ^(a)	(2,645)	-	-	-	-	(2,645)
Net realized capital gains (losses) ^(b)	(148)	(98)	-	(33)	-	(97)
Loss from divested businesses	-	-	-	-	-	(8,525)
Non-operating litigation reserves and settlements	23	-	-	-	-	21
Unfavorable prior year development and related amortization changes ceded under retroactive reinsurance agreements	-	-	-	-	-	221
Net loss reserve discount charge	-	-	-	-	-	(516)
Integration and transaction costs associated with acquiring or divesting businesses	-	-	-	-	-	(12)
Restructuring and other costs	-	-	-	-	-	(435)
Non-recurring costs related to regulatory or accounting changes	-	-	-	-	-	(65)
Revenues and pre-tax income (loss)	\$ 43,736	\$ 13,631	\$ (1,024)	\$ 1,457	\$ 4,211	\$ (7,293)
2019						
General Insurance						
North America	\$ 12,136	\$	(365)	\$	1,923	
International	14,302		454		2,559	
Net investment income	3,444	\$ 3,444	-		-	
Total General Insurance	\$ 29,882	\$ 3,444	\$ 89	\$ -	\$ 4,482	\$ 3,533
Life and Retirement						
Individual Retirement	5,643	4,122	-	77	449	1,977
Group Retirement	2,947	2,240	-	44	81	937
Life Insurance	4,825	1,483	-	30	137	331
Institutional Markets	2,941	888	-	11	5	308
Total Life and Retirement	16,356	8,733	-	162	672	3,553
Other Operations	3,060	2,598	-	1,260	64	(1,312)
AIG consolidation and eliminations	(388)	(385)	-	(55)	-	(304)
Total	\$ 48,910	\$ 14,390	\$ 89	\$ 1,367	\$ 5,218	\$ 5,470

Reconciling items to pre-tax income:

Changes in fair value of securities used to hedge guaranteed living benefits	228	228	-	-	-	194
Changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains (losses)	-	-	-	-	(54)	56
Changes in the fair value of equity securities	158	158	-	-	-	158
Other income (expense) - net	46	85	-	87	-	-
Loss on extinguishment of debt	-	-	-	-	-	(32)
Net realized capital gains (losses) ^(b)	395	(242)	-	(37)	-	456
Loss from divested businesses	-	-	-	-	-	(75)
Non-operating litigation reserves and settlements	9	-	-	-	-	2
Favorable prior year development and related amortization changes ceded under retroactive reinsurance agreements	-	-	-	-	-	267
Net loss reserve discount charge	-	-	-	-	-	(955)
Integration and transaction costs associated with acquiring or divesting businesses	-	-	-	-	-	(24)
Restructuring and other costs	-	-	-	-	-	(218)
Non-recurring costs related to regulatory or accounting changes	-	-	-	-	-	(12)
Revenues and pre-tax income	\$ 49,746	\$ 14,619	\$ 89	\$ 1,417	\$ 5,164	\$ 5,287

2018**General Insurance**

General Insurance							
North America	\$	11,815		\$	(2,430)	\$	1,744
International		15,690			(707)		2,852
Net investment income		2,843	\$	2,843	-		-
Total General Insurance	\$	30,348	\$	2,843	(3,137)	\$	4,596
						\$	(294)

Life and Retirement

Individual Retirement	5,332	3,821	-	82	630	1,678
Group Retirement	2,894	2,175	-	42	95	936
Life Insurance	4,522	1,450	-	29	(30)	472
Institutional Markets	1,932	792	-	13	5	257
Total Life and Retirement	14,680	8,238	-	166	700	3,343

Other Operations

	2,866	2,406	-	1,091	94	(1,489)

AIG consolidation and eliminations

	103	114	-	83	-	39

Total	\$ 47,997	\$ 13,601	\$ (3,137)	\$ 1,340	\$ 5,390	\$ 1,599

Reconciling items to pre-tax income:

Changes in fair value of securities used to hedge guaranteed living benefits	(128)	(128)	-	-	-	(154)
Changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains (losses)	-	-	-	-	(4)	6
Changes in the fair value of equity securities	(184)	(184)	-	-	-	(184)
Other income (expense) - net	(53)	-	-	-	-	-
Loss on extinguishment of debt	-	-	-	-	-	(7)
Net realized capital losses ^(b)	(254)	(203)	-	(31)	-	(199)
Income from divested businesses	-	-	-	-	-	38
Non-operating litigation reserves and settlements	11	-	-	-	-	(19)
Unfavorable prior year development and related amortization changes ceded under retroactive reinsurance agreements	-	-	-	-	-	(675)
Net loss reserve discount benefit	-	-	-	-	-	371
Integration and transaction costs associated with acquiring or divesting businesses	-	-	-	-	-	(124)
Restructuring and other costs	-	-	-	-	-	(395)
Non-recurring costs related to regulatory or accounting changes	-	-	-	-	-	-
Revenues and pre-tax income	\$ 47,389	\$ 13,086	\$ (3,137)	\$ 1,309	\$ 5,386	\$ 257

(a) Represents activity subsequent to the deconsolidation of Fortitude Re on June 2, 2020.

(b) Includes all net realized capital gains and losses except earned income (periodic settlements and changes in settlement accruals) on derivative instruments used for non-qualifying (economic) hedging or for asset replication and net realized gains and losses on Fortitude Re funds withheld assets held by AIG in support of Fortitude Re's reinsurance obligations to AIG (Fortitude Re funds withheld assets).

The following table presents AIG's year-end identifiable assets and capital expenditures by segment:

(in millions)	Year-End Identifiable Assets		Capital Expenditures	
	2020	2019	2020	2019
General Insurance	\$ 156,590	\$ 156,358	\$ 156	\$ 105
Life and Retirement	396,275	371,742	107	104
Other Operations	33,616	(3,036)	90	95
Total Assets	\$ 586,481	\$ 525,064	\$ 353	\$ 304

The following table presents AIG's consolidated total revenues and real estate and other fixed assets, net of accumulated depreciation, by major geographic area:

(in millions)	Total Revenues*			Real Estate and Other Fixed Assets, Net of Accumulated Depreciation		
	2020	2019	2018	2020	2019	2018
North America	\$ 30,204	\$ 36,930	\$ 31,376	\$ 1,230	\$ 1,333	\$ 1,479
International	13,532	12,816	16,013	610	620	693
Consolidated	\$ 43,736	\$ 49,746	\$ 47,389	\$ 1,840	\$ 1,953	\$ 2,172

* Revenues are generally reported according to the geographic location of the segment. International revenues consists of revenues from our General Insurance International operating segment.

4. Business Combination

On July 18, 2018, we completed the purchase of a 100 percent voting interest in Validus, a leading provider of reinsurance, primary insurance, and asset management services, for \$5.5 billion in cash.

The purchase was accounted for under the acquisition method. Accordingly, the total purchase price was allocated to the estimated fair values of assets acquired and liabilities assumed. This allocation resulted in the purchase price exceeding the fair value of net assets acquired, which results in a difference recorded as goodwill. Goodwill generated from the acquisition is attributable to expected synergies from future growth and potential future monetization opportunities. Goodwill related to the purchase of Validus assigned to our General Insurance operating segments was \$1.8 billion for North America and \$157 million for International.

In addition, Validus participates in the market for insurance-linked securities (ILS) primarily through AlphaCat Managers, Ltd (AlphaCat). AlphaCat is an asset manager primarily for third-party investors and in connection with the issuance of ILS invests in AlphaCat funds which are considered VIEs. ILS are financial instruments for which the values are determined based on insurance losses caused primarily by natural catastrophes such as major earthquakes and hurricanes. We report the investment in AlphaCat funds, which is approximately \$118 million and \$124 million at December 31, 2020 and December 31, 2019, respectively, in Other Invested Assets in the Consolidated Balance Sheets.

The following unaudited summarized pro forma consolidated income statement information assumes that the acquisition of Validus occurred as of January 1, 2017. The pro forma amounts are for comparative purposes only and may not necessarily reflect the results of operations that would have resulted had the acquisition been completed at the beginning of the applicable period and may not be indicative of the results that will be attained in the future.

Year Ended December 31,

(dollars in millions, except per common share data)

	2018*
Total revenues	\$ 48,588
Net income	16
Net loss attributable to AIG common shareholders	(51)

Loss per common share attributable to AIG common shareholders:

Basic:	
Net loss attributable to AIG common shareholders	(0.06)
Diluted:	
Net loss attributable to AIG common shareholders	(0.06)

* Pro forma adjustments were made to Validus' external reporting results prior to the acquisition date for the deconsolidation of certain asset management entities consistent with AIG's post acquisition accounting, which had no impact on Net income attributable to Validus.

5. Fair Value Measurements

FAIR VALUE MEASUREMENTS ON A RECURRING BASIS

We carry certain of our financial instruments at fair value. We define the fair value of a financial instrument as the amount that would be received from the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. We are responsible for the determination of the value of the investments carried at fair value and the supporting methodologies and assumptions.

The degree of judgment used in measuring the fair value of financial instruments generally inversely correlates with the level of observable valuation inputs. We maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Financial instruments with quoted prices in active markets generally have more pricing observability and less judgment is used in measuring fair value. Conversely, financial instruments for which no quoted prices are available have less observability and are measured at fair value using valuation models or other pricing techniques that require more judgment. Pricing observability is affected by a number of factors, including the type of financial instrument, whether the financial instrument is new to the market and not yet established, the characteristics specific to the transaction, liquidity and general market conditions.

Fair Value Hierarchy

Assets and liabilities recorded at fair value in the Consolidated Balance Sheets are measured and classified in accordance with a fair value hierarchy consisting of three “levels” based on the observability of valuation inputs:

- **Level 1:** Fair value measurements based on quoted prices (unadjusted) in active markets that we have the ability to access for identical assets or liabilities. Market price data generally is obtained from exchange or dealer markets. We do not adjust the quoted price for such instruments.
- **Level 2:** Fair value measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals.
- **Level 3:** Fair value measurements based on valuation techniques that use significant inputs that are unobservable. Both observable and unobservable inputs may be used to determine the fair values of positions classified in Level 3. The circumstances for using these measurements include those in which there is little, if any, market activity for the asset or liability. Therefore, we must make certain assumptions about the inputs a hypothetical market participant would use to value that asset or liability.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

The following is a description of the valuation methodologies used for instruments carried at fair value. These methodologies are applied to assets and liabilities across the levels discussed above, and it is the observability of the inputs used that determines the appropriate level in the fair value hierarchy for the respective asset or liability.

VALUATION METHODOLOGIES OF FINANCIAL INSTRUMENTS MEASURED AT FAIR VALUE

Incorporation of Credit Risk in Fair Value Measurements

- **Our Own Credit Risk.** Fair value measurements for certain liabilities incorporate our own credit risk by determining the explicit cost for each counterparty to protect against its net credit exposure to us at the balance sheet date by reference to observable AIG credit default swaps (CDS) or cash bond spreads. We calculate the effect of credit spread changes using discounted cash flow techniques that incorporate current market interest rates. A derivative counterparty's net credit exposure to us is determined based on master netting agreements, when applicable, which take into consideration all derivative positions with us, as well as collateral we post with the counterparty at the balance sheet date. *For a description of how we incorporate our own credit risk in the valuation of embedded derivatives related to certain annuity and life insurance products see – Embedded Derivatives within Policyholder Contract Deposits below.*

□ **Counterparty Credit Risk.** Fair value measurements for freestanding derivatives incorporate counterparty credit by determining the explicit cost for us to protect against our net credit exposure to each counterparty at the balance sheet date by reference to observable counterparty CDS spreads, when available. When not available, other directly or indirectly observable credit spreads will be used to derive the best estimates of the counterparty spreads. Our net credit exposure to a counterparty is determined based on master netting agreements, which take into consideration all derivative positions with the counterparty, as well as collateral posted by the counterparty at the balance sheet date.

Fair values for fixed maturity securities based on observable market prices for identical or similar instruments implicitly incorporate counterparty credit risk. Fair values for fixed maturity securities based on internal models incorporate counterparty credit risk by using discount rates that take into consideration cash issuance spreads for similar instruments or other observable information.

For fair values measured based on internal models, the cost of credit protection is determined under a discounted present value approach considering the market levels for single name CDS spreads for each specific counterparty, the mid-market value of the net exposure (reflecting the amount of protection required) and the weighted average life of the net exposure. CDS spreads are provided to us by an independent third party. We utilize an interest rate based on the benchmark LIBOR curve to derive our discount rates.

While this approach does not explicitly consider all potential future behavior of the derivative transactions or potential future changes in valuation inputs, we believe this approach provides a reasonable estimate of the fair value of the assets and liabilities, including consideration of the impact of non-performance risk.

Fixed Maturity Securities

Whenever available, we obtain quoted prices in active markets for identical assets at the balance sheet date to measure fixed maturity securities at fair value. Market price data is generally obtained from dealer markets.

We employ independent third-party valuation service providers to gather, analyze, and interpret market information to derive fair value estimates for individual investments, based upon market-accepted methodologies and assumptions. The methodologies used by these independent third-party valuation service providers are reviewed and understood by management, through periodic discussion with and information provided by the independent third-party valuation service providers. In addition, as discussed further below, control processes are applied to the fair values received from independent third-party valuation service providers to ensure the accuracy of these values.

Valuation service providers typically obtain data about market transactions and other key valuation model inputs from multiple sources and, through the use of market-accepted valuation methodologies, which may utilize matrix pricing, financial models, accompanying model inputs and various assumptions, provide a single fair value measurement for individual securities. The inputs used by the valuation service providers include, but are not limited to, market prices from completed transactions for identical securities and transactions for comparable securities, benchmark yields, interest rate yield curves, credit spreads, prepayment rates, default rates, recovery assumptions, currency rates, quoted prices for similar securities and other market-observable information, as applicable. If fair value is determined using financial models, these models generally take into account, among other things, market observable information as of the measurement date as well as the specific attributes of the security being valued, including its term, interest rate, credit rating, industry sector, and when applicable, collateral quality and other security or issuer-specific information. When market transactions or other market observable data is limited, the extent to which judgment is applied in determining fair value is greatly increased.

We have control processes designed to ensure that the fair values received from independent third-party valuation service providers are accurately recorded, that their data inputs and valuation techniques are appropriate and consistently applied and that the assumptions used appear reasonable and consistent with the objective of determining fair value. We assess the reasonableness of individual security values received from independent third-party valuation service providers through various analytical techniques, and have procedures to escalate related questions internally and to the independent third-party valuation service providers for resolution. To assess the degree of pricing consensus among various valuation service providers for specific asset types, we conduct comparisons of prices received from available sources. We use these comparisons to establish a hierarchy for the fair values received from independent third-party valuation service providers to be used for particular security classes. We also validate prices for selected securities through reviews by members of management who have relevant expertise and who are independent of those charged with executing investing transactions.

When our independent third-party valuation service providers are unable to obtain sufficient market observable information upon which to estimate the fair value for a particular security, fair value is determined either by requesting brokers who are knowledgeable about these securities to provide a price quote, which is generally non-binding, or by employing market accepted valuation models. Broker prices may be based on an income approach, which converts expected future cash flows to a single present value amount, with specific consideration of inputs relevant to particular security types. For structured securities, such inputs may include ratings, collateral types, geographic concentrations, underlying loan vintages, loan delinquencies and defaults, loss severity assumptions, prepayments, and weighted average coupons and maturities. When the volume or level of market activity for a security is limited, certain inputs used to determine fair value may not be observable in the market. Broker prices may also be based on a market approach that considers recent transactions involving identical or similar securities. Fair values provided by brokers are subject to similar control processes to those noted above for fair values from independent third-party valuation service providers, including management reviews. For those corporate debt instruments (for example, private placements) that are not traded in active markets or that are subject to transfer restrictions, valuations reflect illiquidity and non-transferability, based on available market evidence. When observable price quotations are not available, fair value is determined based on discounted cash flow models using discount rates based on credit spreads, yields or price levels of comparable securities, adjusted for illiquidity and structure. Fair values determined internally are also subject to management review to ensure that valuation models and related inputs are reasonable.

The methodology above is relevant for all fixed maturity securities including residential mortgage backed securities (RMBS), commercial mortgage backed securities (CMBS), collateralized debt obligations (CDO), other asset-backed securities (ABS) and fixed maturity securities issued by government sponsored entities and corporate entities.

Equity Securities Traded in Active Markets

Whenever available, we obtain quoted prices in active markets for identical assets at the balance sheet date to measure equity securities at fair value. Market price data is generally obtained from exchange or dealer markets.

Mortgage and Other Loans Receivable

We estimate the fair value of mortgage and other loans receivable that are measured at fair value by using dealer quotations, discounted cash flow analyses and/or internal valuation models. The determination of fair value considers inputs such as interest rate, maturity, the borrower's creditworthiness, collateral, subordination, guarantees, past-due status, yield curves, credit curves, prepayment rates, market pricing for comparable loans and other relevant factors.

Other Invested Assets

We initially estimate the fair value of investments in certain hedge funds, private equity funds and other investment partnerships by reference to the transaction price. Subsequently, we generally obtain the fair value of these investments from net asset value information provided by the general partner or manager of the investments, the financial statements of which are generally audited annually. We consider observable market data and perform certain control procedures to validate the appropriateness of using the net asset value as a fair value measurement. The fair values of other investments carried at fair value, such as direct private equity holdings, are initially determined based on transaction price and are subsequently estimated based on available evidence such as market transactions in similar instruments, other financing transactions of the issuer and other available financial information for the issuer, with adjustments made to reflect illiquidity as appropriate.

Short-term Investments

For short-term investments that are measured at amortized cost, the carrying amounts of these assets approximate fair values because of the relatively short period of time between origination and expected realization, and their limited exposure to credit risk. Securities purchased under agreements to resell (reverse repurchase agreements) are generally treated as collateralized receivables. We report certain receivables arising from securities purchased under agreements to resell as Short-term investments in the Consolidated Balance Sheets. When these receivables are measured at fair value, we use market-observable interest rates to determine fair value.

Separate Account Assets

Separate account assets are composed primarily of registered and unregistered open-end mutual funds that generally trade daily and are measured at fair value in the manner discussed above for equity securities traded in active markets.

Freestanding Derivatives

Derivative assets and liabilities can be exchange-traded or traded over-the-counter (OTC). We generally value exchange-traded derivatives such as futures and options using quoted prices in active markets for identical derivatives at the balance sheet date.

OTC derivatives are valued using market transactions and other market evidence whenever possible, including market-based inputs to models, model calibration to market clearing transactions, broker or dealer quotations or alternative pricing sources with reasonable levels of price transparency. When models are used, the selection of a particular model to value an OTC derivative depends on the contractual terms of, and specific risks inherent in the instrument, as well as the availability of pricing information in the market. We generally use similar models to value similar instruments. Valuation models require a variety of inputs, including contractual terms, market prices and rates, yield curves, credit curves, measures of volatility, prepayment rates and correlations of such inputs. For OTC derivatives that trade in liquid markets, such as generic forwards, swaps and options, model inputs can generally be corroborated by observable market data by correlation or other means, and model selection does not involve significant management judgment.

For certain OTC derivatives that trade in less liquid markets, where we generally do not have corroborating market evidence to support significant model inputs and cannot verify the model to market transactions, the transaction price may provide the best estimate of fair value. Accordingly, when a pricing model is used to value such an instrument, the model is adjusted so the model value at inception equals the transaction price. We will update valuation inputs in these models only when corroborated by evidence such as similar market transactions, independent third-party valuation service providers and/or broker or dealer quotations, or other empirical market data. When appropriate, valuations are adjusted for various factors such as liquidity, bid/offer spreads and credit considerations. Such adjustments are generally based on available market evidence. In the absence of such evidence, management's best estimate is used.

We value our super senior credit default swap portfolio using prices obtained from vendors and/or counterparties. The valuation of the super senior credit derivatives is complex because of the limited availability of market observable information due to the lack of trading and price transparency in certain structured finance markets. Our valuation methodologies for the super senior CDS portfolio have evolved over time in response to market conditions and the availability of market observable information. We have sought to calibrate the methodologies to available market information and to review the assumptions of the methodologies on a regular basis.

Embedded Derivatives within Policyholder Contract Deposits

Certain variable annuity and equity-indexed annuity and life contracts contain embedded derivatives that we bifurcate from the host contracts and account for separately at fair value, with changes in fair value recognized in earnings. These embedded derivatives are classified within Policyholder contract deposits. We have concluded these contracts contain either (i) a written option that guarantees a minimum accumulation value at maturity, (ii) a written option that guarantees annual withdrawals regardless of underlying market performance for a specific period or for life, or (iii) equity-indexed written options that meet the criteria of derivatives and must be bifurcated.

The fair value of embedded derivatives contained in certain variable annuity and equity-indexed annuity and life contracts is measured based on policyholder behavior and capital market assumptions related to projected cash flows over the expected lives of the contracts. These discounted cash flow projections primarily include benefits and related fees assessed, when applicable. In some instances, the projected cash flows from fees may exceed projected cash flows related to benefit payments and therefore, at a point in time, the carrying value of the embedded derivative may be in a net asset position. The projected cash flows incorporate best estimate assumptions for policyholder behavior (including mortality, lapses, withdrawals and benefit utilization), along with an explicit risk margin to reflect a market participant's estimates of projected cash flows and policyholder behavior. Estimates of future policyholder behavior assumptions are subjective and based primarily on our historical experience.

Because of the dynamic and complex nature of the projected cash flows with respect to embedded derivatives in our variable annuity contracts, risk neutral valuations are used, which are calibrated to observable interest rate and equity option prices. Estimating the underlying cash flows for these products involves judgments regarding the capital market assumptions related to expected market rates of return, market volatility, credit spreads, correlations of certain market variables, fund performance and discount rates. Additionally, estimating the underlying cash flows for these products also involves judgments regarding policyholder behavior. The portion of fees attributable to the fair value of expected benefit payments are included within the fair value measurement of these embedded derivatives, and related fees are classified in net realized gain/loss as earned, consistent with other changes in the fair value of these embedded policy derivatives. Any portion of the fees not attributed to the embedded derivatives are excluded from the fair value measurement and classified in policy fees as earned.

With respect to embedded derivatives in our equity-indexed annuity and life contracts, option pricing models are used to estimate fair value, taking into account the capital market assumptions for future equity index growth rates, volatility of the equity index, future interest rates, and our ability to adjust the participation rate and the cap on equity-indexed credited rates in light of market conditions and policyholder behavior assumptions.

Projected cash flows are discounted using the interest rate swap curve (swap curve), which is commonly viewed as being consistent with the credit spreads for highly-rated financial institutions (S&P AA-rated or above). A swap curve shows the fixed-rate leg of a non-complex swap against the floating rate (for example, LIBOR) leg of a related tenor. We also incorporate our own risk of non-performance in the valuation of the embedded derivatives associated with variable annuity and equity-indexed annuity and life contracts. The non-performance risk adjustment (NPA) reflects a market participant's view of our claims-paying ability by incorporating an additional spread to the swap curve used to discount projected benefit cash flows in the valuation of these embedded derivatives. The non-performance risk adjustment is calculated by constructing forward rates based on a weighted average of observable corporate credit indices to approximate the claims-paying ability rating of our Life and Retirement companies.

Fortitude Re funds withheld payable

The reinsurance transactions between AIG and Fortitude Re were structured as modified coinsurance (modco) and loss portfolio transfer arrangements with funds withheld (funds withheld). As a result of the deconsolidation resulting from the Majority Interest Fortitude Sale, AIG has established a funds withheld payable to Fortitude Re while simultaneously establishing a reinsurance asset representing reserves for the insurance coverage that Fortitude Re has assumed. The funds withheld payable contains an embedded derivative and changes in fair value of the embedded derivative related to the funds withheld payable are recognized in earnings through realized capital gains (losses). This embedded derivative is considered a total return swap with contractual returns that are attributable to various assets and liabilities associated with these reinsurance agreements. The fair value of the underlying assets is generally based on market observable inputs using industry standard valuation techniques. The valuation also requires certain significant inputs, which are generally not observable and accordingly, the valuation is considered Level 3 in the fair value hierarchy.

Long-Term Debt

The fair value of non-structured liabilities is generally determined by using market prices from exchange or dealer markets, when available, or discounting expected cash flows using the appropriate discount rate for the applicable maturity. We determine the fair value of structured liabilities and hybrid financial instruments (where performance is linked to structured interest rates, inflation or currency risks) using the appropriate derivative valuation methodology (described above) given the nature of the embedded risk profile. In addition, adjustments are made to the valuations of both non-structured and structured liabilities to reflect our own creditworthiness based on the methodology described under the caption "Incorporation of Credit Risk in Fair Value Measurements – Our Own Credit Risk" above.

Borrowings under obligations of guaranteed investment agreements (GIAs), which are guaranteed by us, are recorded at fair value using discounted cash flow calculations based on interest rates currently being offered for similar contracts and our current market observable implicit credit spread rates with maturities consistent with those remaining for the contracts being valued. Obligations may be called at various times prior to maturity at the option of the counterparty. Interest rates on these borrowings are primarily fixed, vary by maturity and range up to 7.15 percent.

Other Liabilities

Other liabilities measured at fair value include certain securities sold under agreements to repurchase and certain securities sold but not yet purchased. Liabilities arising from securities sold under agreements to repurchase are generally treated as collateralized borrowings. We estimate the fair value of liabilities arising under these agreements by using market-observable interest rates. This methodology considers such factors as the coupon rate, yield curves and other relevant factors. Fair values for securities sold but not yet purchased are based on current market prices.

ASSETS AND LIABILITIES MEASURED AT FAIR VALUE ON A RECURRING BASIS

The following table presents information about assets and liabilities measured at fair value on a recurring basis and indicates the level of the fair value measurement based on the observability of the inputs used:

December 31, 2020 (in millions)	Level 1	Level 2	Level 3	Counterparty Netting ^(a)	Cash Collateral	Total
Assets:						
Bonds available for sale:						
U.S. government and government sponsored entities	\$ 73	\$ 4,053	\$ -	\$ -	\$ -	\$ 4,126
Obligations of states, municipalities and political subdivisions	-	14,019	2,105	-	-	16,124
Non-U.S. governments	28	15,312	5	-	-	15,345
Corporate debt	-	166,949	2,349	-	-	169,298
RMBS	-	19,771	11,694	-	-	31,465
CMBS	-	15,211	922	-	-	16,133
CDO/ABS	-	9,191	9,814	-	-	19,005
Total bonds available for sale	101	244,506	26,889	-	-	271,496
Other bond securities:						
U.S. government and government sponsored entities	-	1,845	-	-	-	1,845
Non-U.S. governments	-	-	-	-	-	-
Corporate debt	-	12	-	-	-	12
RMBS	-	290	139	-	-	429
CMBS	-	273	47	-	-	320
CDO/ABS	-	173	2,512	-	-	2,685
Total other bond securities	-	2,593	2,698	-	-	5,291
Equity securities	929	76	51	-	-	1,056
Other invested assets^(b)	-	102	1,827	-	-	1,929
Derivative assets:						
Interest rate contracts	-	4,637	-	-	-	4,637
Foreign exchange contracts	-	1,020	2	-	-	1,022
Equity contracts	9	923	198	-	-	1,130
Credit contracts	-	-	2	-	-	2
Other contracts	-	-	14	-	-	14
Counterparty netting and cash collateral	-	-	-	(3,812)	(2,219)	(6,031)
Total derivative assets	9	6,580	216	(3,812)	(2,219)	774
Short-term investments	2,379	3,589	-	-	-	5,968
Other assets	-	-	113	-	-	113
Separate account assets	96,560	3,730	-	-	-	100,290
Total	\$ 99,978	\$ 261,176	\$ 31,794	\$ (3,812)	\$ (2,219)	\$ 386,917
Liabilities:						
Policyholder contract deposits	\$ -	\$ -	\$ 9,798	\$ -	\$ -	\$ 9,798
Derivative liabilities:						
Interest rate contracts	1	4,435	-	-	-	4,436
Foreign exchange contracts	-	1,090	-	-	-	1,090
Equity contracts	14	162	47	-	-	223
Credit contracts	-	23	44	-	-	67
Other contracts	-	-	6	-	-	6
Counterparty netting and cash collateral	-	-	-	(3,812)	(1,441)	(5,253)
Total derivative liabilities	15	5,710	97	(3,812)	(1,441)	569
Fortitude Re funds withheld payable	-	-	6,042	-	-	6,042
Other liabilities	-	1	-	-	-	1
Long-term debt	-	2,097	-	-	-	2,097
Total	\$ 15	\$ 7,808	\$ 15,937	\$ (3,812)	\$ (1,441)	\$ 18,507

December 31, 2019 (in millions)	Level 1	Level 2	Level 3	Counterparty Netting ^(a)	Cash Collateral	Total
Assets:						
Bonds available for sale:						
U.S. government and government sponsored entities	\$ 135	\$ 5,245	\$ -	\$ -	\$ -	\$ 5,380
Obligations of states, municipalities and political subdivisions	-	13,197	2,121	-	-	15,318
Non-U.S. governments	60	14,809	-	-	-	14,869
Corporate debt	-	147,973	1,663	-	-	149,636
RMBS	-	19,397	13,408	-	-	32,805
CMBS	-	13,377	1,053	-	-	14,430
CDO/ABS	-	10,962	7,686	-	-	18,648
Total bonds available for sale	195	224,960	25,931	-	-	251,086
Other bond securities:						
U.S. government and government sponsored entities	-	2,121	-	-	-	2,121
Non-U.S. governments	-	-	-	-	-	-
Corporate debt	-	18	-	-	-	18
RMBS	-	346	143	-	-	489
CMBS	-	272	50	-	-	322
CDO/ABS	-	187	3,545	-	-	3,732
Total other bond securities	-	2,944	3,738	-	-	6,682
Equity securities	756	77	8	-	-	841
Other invested assets^(b)	-	86	1,192	-	-	1,278
Derivative assets:						
Interest rate contracts	1	3,199	-	-	-	3,200
Foreign exchange contracts	-	1,034	6	-	-	1,040
Equity contracts	5	593	171	-	-	769
Credit contracts	-	-	3	-	-	3
Other contracts	-	-	14	-	-	14
Counterparty netting and cash collateral	-	-	-	(2,427)	(1,806)	(4,233)
Total derivative assets	6	4,826	194	(2,427)	(1,806)	793
Short-term investments	2,299	3,044	-	-	-	5,343
Other assets	57	2,212	89	-	-	2,358
Separate account assets	89,069	4,203	-	-	-	93,272
Total	\$ 92,382	\$ 242,352	\$ 31,152	\$ (2,427)	\$ (1,806)	\$ 361,653
Liabilities:						
Policyholder contract deposits	\$ -	\$ -	\$ 6,910	\$ -	\$ -	\$ 6,910
Derivative liabilities:						
Interest rate contracts	4	2,745	-	-	-	2,749
Foreign exchange contracts	-	1,025	-	-	-	1,025
Equity contracts	8	111	20	-	-	139
Credit contracts	-	24	65	-	-	89
Other contracts	-	-	7	-	-	7
Counterparty netting and cash collateral	-	-	-	(2,427)	(527)	(2,954)
Total derivative liabilities	12	3,905	92	(2,427)	(527)	1,055
Other liabilities	-	45	-	-	-	45
Long-term debt	-	2,062	-	-	-	2,062
Total	\$ 12	\$ 6,012	\$ 7,002	\$ (2,427)	\$ (527)	\$ 10,072

(a) Represents netting of derivative exposures covered by qualifying master netting agreements.

(b) Excludes investments that are measured at fair value using the net asset value (NAV) per share (or its equivalent), which totaled \$6.5 billion and \$5.5 billion as of December 31, 2020 and December 31, 2019, respectively.

CHANGES IN LEVEL 3 RECURRING FAIR VALUE MEASUREMENTS

The following tables present changes during the years ended December 31, 2020 and 2019 in Level 3 assets and liabilities measured at fair value on a recurring basis, and the realized and unrealized gains (losses) related to the Level 3 assets and liabilities in the Consolidated Balance Sheets at December 31, 2020 and 2019:

	Fair Value Beginning of Year	Net Realized and Unrealized Gains (Losses) Included in Income	Other Comprehensive Income (Loss)	Purchases, Sales, Issuances and Settlements, Net	Gross Transfers In	Gross Transfers Out	Divested Businesses	Fair Value End of Year	Changes in Unrealized Gains (Losses) Included in Income on Instruments Held at End of Year	Changes in Unrealized Gains (Losses) Included in Other Comprehensive Income (Loss) for Recurring Level 3 Instruments Held at End of Year
<i>(in millions)</i>										
December 31, 2020										
Assets:										
Bonds available for sale:										
Obligations of states, municipalities and political subdivisions	\$ 2,121	\$ 7	\$ 211	\$ 123	\$ 27	\$ (384)	\$ -	\$ 2,105	\$ -	\$ 208
Non-U.S. governments	-	-	-	4	7	(6)	-	5	-	-
Corporate debt	1,663	(110)	65	11	1,482	(762)	-	2,349	-	79
RMBS	13,408	745	(337)	(1,200)	29	(951)	-	11,694	-	(172)
CMBS	1,053	18	60	(1)	23	(231)	-	922	-	55
CDO/ABS	7,686	35	123	359	2,531	(920)	-	9,814	-	106
Total bonds available for sale^(a)	25,931	695	122	(704)	4,099	(3,254)	-	26,889	-	276
Other bond securities:										
RMBS	143	9	-	(13)	-	-	-	139	5	-
CMBS	50	-	-	(3)	-	-	-	47	(2)	-
CDO/ABS	3,545	293	-	(1,326)	-	-	-	2,512	17	-
Total other bond securities	3,738	302	-	(1,342)	-	-	-	2,698	20	-
Equity securities	8	(1)	6	35	40	(37)	-	51	-	-
Other invested assets	1,192	100	(3)	388	150	-	-	1,827	51	-
Other assets	89	-	-	62	-	-	(38)	113	-	-
Total	\$ 30,958	\$ 1,096	\$ 125	\$ (1,561)	\$ 4,289	\$ (3,291)	\$ (38)	\$ 31,578	\$ 71	\$ 276
<i>(in millions)</i>										
Liabilities:										
Policyholder contract deposits	\$ 6,910	\$ 2,681	\$ -	\$ 207	\$ -	\$ -	\$ -	\$ 9,798	\$ (1,515)	\$ -
Derivative liabilities, net:										
Interest rate contracts	-	(1)	-	1	-	-	-	-	2	-
Foreign exchange contracts	(6)	3	-	1	-	-	-	(2)	1	-
Equity contracts	(151)	4	-	(8)	(1)	5	-	(151)	(33)	-
Credit contracts	62	(47)	-	27	-	-	-	42	8	-
Other contracts	(7)	(63)	-	62	-	-	-	(8)	62	-
Total derivative liabilities, net^(b)	(102)	(104)	-	83	(1)	5	-	(119)	40	-
Fortitude Re funds withheld payable	-	2,645	-	(276)	-	-	3,673	6,042	(1,377)	-
Total	\$ 6,808	\$ 5,222	\$ -	\$ 14	\$ (1)	\$ 5	\$ 3,673	\$ 15,721	\$ (2,852)	\$ -

ITEM 8 | Notes to Consolidated Financial Statements | 5. Fair Value Measurements

	Fair Value Beginning of Year	Net Realized and Unrealized Gains (Losses) Included in Income	Other Comprehensive Income (Loss)	Purchases, Sales, Issuances and Settlements, Net	Gross Transfers In	Gross Transfers Out	Reclassification of Held for Sale ^(c)	Divested Businesses	Fair Value End of Year	Changes in Unrealized Gains (Losses) Included in Income on Instruments Held at End of Year
<i>(in millions)</i>										
December 31, 2019										
Assets:										
Bonds available for sale:										
Obligations of states, municipalities and political subdivisions	\$ 2,000	\$ (2)	\$ 247	\$ 282	\$ 51	\$ (457)	\$ -	\$ -	\$ 2,121	\$ -
Non-U.S. governments	11	5	1	(6)	5	(16)	-	-	-	-
Corporate debt	864	(7)	88	(540)	1,513	(255)	-	-	1,663	-
RMBS	14,199	782	55	(1,403)	83	(287)	(21)	-	13,408	-
CMBS	917	24	47	448	58	(441)	-	-	1,053	-
CDO/ABS	9,102	33	116	112	120	(1,780)	(17)	-	7,686	-
Total bonds available for sale	27,093	835	554	(1,107)	1,830	(3,236)	(38)	-	25,931	-
Other bond securities:										
RMBS	1,290	80	-	(1,227)	-	-	-	-	143	2
CMBS	77	5	-	(18)	-	(14)	-	-	50	6
CDO/ABS	4,478	361	-	(1,198)	-	(96)	-	-	3,545	149
Total other bond securities	5,845	446	-	(2,443)	-	(110)	-	-	3,738	157
Equity securities	27	-	-	(20)	2	(1)	-	-	8	1
Other invested assets	587	20	2	(33)	616	-	-	-	1,192	22
Other assets	58	-	-	(7)	-	-	38	-	89	-
Total	\$ 33,610	\$ 1,301	\$ 556	\$ (3,610)	\$ 2,448	\$ (3,347)	\$ -	\$ -	\$ 30,958	\$ 180
	Fair Value Beginning of Year	Net Realized and Unrealized (Gains) Losses Included in Income	Other Comprehensive Income (Loss)	Purchases, Sales, Issuances and Settlements, Net	Gross Transfers In	Gross Transfers Out	Reclassification of Held for Sale ^(a)	Divested Businesses	Fair Value End of Year	Changes in Unrealized Gains (Losses) Included in Income on Instruments Held at End of Year
<i>(in millions)</i>										
Liabilities:										
Policyholder contract deposits										
Policyholder contract deposits	\$ 4,116	\$ 1,947	\$ -	\$ 847	\$ -	\$ -	\$ -	\$ -	\$ 6,910	\$ (1,307)
Derivative liabilities, net:										
Interest rate contracts	15	3	-	(18)	-	-	-	-	-	1
Foreign exchange contracts	(5)	(7)	-	6	-	-	-	-	(6)	3
Equity contracts	(75)	(43)	-	(33)	-	-	-	-	(151)	51
Credit contracts	227	(84)	-	(81)	-	-	-	-	62	46
Other contracts	(9)	(67)	-	69	-	-	-	-	(7)	66
Total derivative liabilities, net^(b)	153	(198)	-	(57)	-	-	-	-	(102)	167
Total	\$ 4,269	\$ 1,749	\$ -	\$ 790	\$ -	\$ -	\$ -	\$ -	\$ 6,808	\$ (1,140)

(a) As a result of the adoption of the Financial Instruments Credit Losses Standard on January 1, 2020, credit losses are included in net realized and unrealized (gains) losses included in income.

(b) Total Level 3 derivative exposures have been netted in these tables for presentation purposes only.

(c) Reported in Other assets in the Consolidated Balance Sheet.

Net realized and unrealized gains and losses included in income related to Level 3 assets and liabilities shown above are reported in the Consolidated Statements of Income as follows:

<i>(in millions)</i>	Net Investment Income	Net Realized Capital Gains (Losses)	Other Income	Total
December 31, 2020				
Assets:				
Bonds available for sale*	\$ 733	\$ (38)	\$ -	\$ 695
Other bond securities	34	268	-	302
Equity securities	-	(1)	-	(1)
Other invested assets	98	2	-	100
December 31, 2019				
Assets:				
Bonds available for sale	\$ 862	\$ (27)	\$ -	\$ 835
Other bond securities	226	220	-	446
Equity securities	-	-	-	-
Other invested assets	20	-	-	20
December 31, 2020				
Liabilities:				
Policyholder contract deposits	\$ -	\$ 2,681	\$ -	\$ 2,681
Derivative liabilities, net	-	(47)	(57)	(104)
Fortitude Re funds withheld payable	-	2,645	-	2,645
December 31, 2019				
Liabilities:				
Policyholder contract deposits	\$ -	\$ 1,947	\$ -	\$ 1,947
Derivative liabilities, net	-	(134)	(64)	(198)

* As a result of the adoption of the Financial Instruments Credit Losses Standard on January 1, 2020, credit losses are included in net realized capital gains (losses).

The following table presents the gross components of purchases, sales, issuances and settlements, net, shown above, for years ended December 31, 2020 and 2019 related to Level 3 assets and liabilities in the Consolidated Balance Sheets:

(in millions)	Purchases	Sales	Issuances and Settlements ^(a)	Purchases, Sales, Issuances and Settlements, Net ^(a)
December 31, 2020				
Assets:				
Bonds available for sale:				
Obligations of states, municipalities and political subdivisions	\$ 219	\$ (20)	\$ (76)	\$ 123
Non-U.S. governments	7	(2)	(1)	4
Corporate debt	300	(24)	(265)	11
RMBS	1,118	(33)	(2,285)	(1,200)
CMBS	56	(17)	(40)	(1)
CDO/ABS	1,904	(408)	(1,137)	359
Total bonds available for sale	3,604	(504)	(3,804)	(704)
Other bond securities:				
RMBS	37	(16)	(34)	(13)
CMBS	-	-	(3)	(3)
CDO/ABS	35	(579)	(782)	(1,326)
Total other bond securities	72	(595)	(819)	(1,342)
Equity securities	40	(5)	-	35
Other invested assets	480	-	(92)	388
Other assets	55	-	7	62
Total assets	\$ 4,251	\$ (1,104)	\$ (4,708)	\$ (1,561)
Liabilities:				
Policyholder contract deposits	\$ -	\$ 713	\$ (506)	\$ 207
Derivative liabilities, net	(68)	8	143	83
Fortitude Re funds withheld payable	-	-	(276)	(276)
Total liabilities	\$ (68)	\$ 721	\$ (639)	\$ 14
December 31, 2019				
Assets:				
Bonds available for sale:				
Obligations of states, municipalities and political subdivisions	\$ 362	\$ (19)	\$ (61)	\$ 282
Non-U.S. governments	-	-	(6)	(6)
Corporate debt	172	(129)	(583)	(540)
RMBS	1,418	(27)	(2,794)	(1,403)
CMBS	539	-	(91)	448
CDO/ABS	2,145	(561)	(1,472)	112
Total bonds available for sale	4,636	(736)	(5,007)	(1,107)
Other bond securities:				
RMBS	-	(1,101)	(126)	(1,227)
CMBS	18	(33)	(3)	(18)
CDO/ABS	-	(386)	(812)	(1,198)
Total other bond securities	18	(1,520)	(941)	(2,443)
Equity securities	8	-	(28)	(20)
Other invested assets	97	-	(130)	(33)
Other assets	-	-	(7)	(7)
Total assets	\$ 4,759	\$ (2,256)	\$ (6,113)	\$ (3,610)
Liabilities:				
Policyholder contract deposits	\$ -	\$ 852	\$ (5)	\$ 847
Derivative liabilities, net	(44)	-	(13)	(57)
Total liabilities	\$ (44)	\$ 852	\$ (18)	\$ 790

(a) There were no issuances during the years ended December 31, 2020 and 2019.

Both observable and unobservable inputs may be used to determine the fair values of positions classified in Level 3 in the tables above. As a result, the unrealized gains (losses) on instruments held at December 31, 2020 and 2019 may include changes in fair value that were attributable to both observable (e.g., changes in market interest rates) and unobservable inputs (e.g., changes in unobservable long-dated volatilities).

Transfers of Level 3 Assets and Liabilities

The Net realized and unrealized gains (losses) included in income (loss) or Other comprehensive income (loss) as shown in the table above excludes \$(183) million and \$(46) million of net gains (losses) related to assets and liabilities transferred into Level 3 during 2020 and 2019, respectively, and includes \$4 million and \$30 million of net gains (losses) related to assets and liabilities transferred out of Level 3 during 2020 and 2019, respectively.

Transfers of Level 3 Assets

During the years ended December 31, 2020 and 2019, transfers into Level 3 assets primarily included certain investments in private placement corporate debt, RMBS, CMBS and CDO/ABS. Transfers of private placement corporate debt and certain ABS into Level 3 assets were primarily the result of limited market pricing information that required us to determine fair value for these securities based on inputs that are adjusted to better reflect our own assumptions regarding the characteristics of a specific security or associated market liquidity. The transfers of investments in RMBS, CMBS and CDO and certain ABS into Level 3 assets were due to diminished market transparency and liquidity for individual security types. Additionally, during 2019, a consolidated investment company acquired certain real estate investments.

During the years ended December 31, 2020 and 2019, transfers out of Level 3 assets primarily included private placement and other corporate debt, CMBS, RMBS, CDO/ABS and certain investments in municipal securities. Transfers of corporate debt, RMBS, CMBS, CDO/ABS and certain investments in municipal securities out of Level 3 assets were based on consideration of market liquidity as well as related transparency of pricing and associated observable inputs for these investments. Transfers of certain investments in private placement corporate debt and certain ABS out of Level 3 assets were primarily the result of using observable pricing information that reflects the fair value of those securities without the need for adjustment based on our own assumptions regarding the characteristics of a specific security or the current liquidity in the market.

Transfers of Level 3 Liabilities

There were no significant transfers of derivative or other liabilities into or out of Level 3 for the years ended December 31, 2020 and 2019.

Divested Businesses

The Level 3 liabilities for the year ended December 31, 2020 includes an embedded derivative associated with the funds withheld payable to Fortitude Re that was established as a result of the Majority Interest Fortitude Sale.

QUANTITATIVE INFORMATION ABOUT LEVEL 3 FAIR VALUE MEASUREMENTS

The table below presents information about the significant unobservable inputs used for recurring fair value measurements for certain Level 3 instruments, and includes only those instruments for which information about the inputs is reasonably available to us, such as data from independent third-party valuation service providers and from internal valuation models. Because input information from third-parties with respect to certain Level 3 instruments (primarily CDO/ABS) may not be reasonably available to us, balances shown below may not equal total amounts reported for such Level 3 assets and liabilities:

<i>(in millions)</i>	Fair Value at December 31, 2020	Valuation Technique	Unobservable Input ^(b)	Range (Weighted Average) ^(c)
Assets:				
Obligations of states, municipalities and political subdivisions	\$ 1,670	Discounted cash flow	Yield	2.82% - 3.39% (3.11%)
Corporate debt	1,591	Discounted cash flow	Yield	2.13% - 7.82% (4.97%)
RMBS ^(a)	11,297	Discounted cash flow	Constant prepayment rate	3.90% - 11.99% (7.94%)
			Loss severity	30.08% - 78.49% (54.29%)
			Constant default rate	1.45% - 6.19% (3.82%)
			Yield	1.69% - 4.25% (2.97%)
CDO/ABS ^(a)	8,324	Discounted cash flow	Yield	1.93% - 4.85% (3.39%)
CMBS	541	Discounted cash flow	Yield	0.92% - 5.89% (3.40%)
Liabilities^(d):				
Embedded derivatives within Policyholder contract deposits:				
Variable annuity guaranteed minimum withdrawal benefits (GMWB)	3,572	Discounted cash flow	Equity volatility	6.45% - 50.85%
			Base lapse rate	0.16% - 12.60%
			Dynamic lapse multiplier	50.00% - 143.00%
			Mortality multiplier ^(e)	38.00% - 147.00%
			Utilization	90.00% - 100.00%
			Equity / interest rate correlation	20.00% - 40.00%
			NPA ^(f)	0.06% - 1.48%
Index annuities including certain GMWB	5,538	Discounted cash flow	Lapse rate	0.38% - 50.00%
			Mortality multiplier ^(e)	24.00% - 180.00%
			Utilization ^(g)	80.00% - 100.00%
			Option budget	0.00% - 4.00%
			NPA ^(f)	0.06% - 1.48%
Indexed life	649	Discounted cash flow	Base lapse rate	0.00% - 37.97%
			Mortality rate	0.00% - 100.00%
			NPA ^(f)	0.06% - 1.48%

(in millions)	Fair Value at December 31, 2019	Valuation Technique	Unobservable Input ^(b)	Range (Weighted Average) ^(c)
Assets:				
Obligations of states, municipalities and political subdivisions	\$ 1,633	Discounted cash flow	Yield	3.35% - 3.95% (3.65%)
Corporate debt	1,087	Discounted cash flow	Yield	3.48% - 6.22% (4.85%)
RMBS ^(a)	11,746	Discounted cash flow	Constant prepayment rate	4.00% - 12.89% (8.44%)
			Loss severity	33.68% - 76.91% (55.29%)
			Constant default rate	1.68% - 6.17% (3.93%)
			Yield	2.52% - 4.53% (3.52%)
CDO/ABS ^(a)	6,025	Discounted cash flow	Yield	2.92% - 4.91% (3.91%)
CMBS	476	Discounted cash flow	Yield	2.77% - 5.18% (3.97%)
Liabilities:				
Embedded derivatives within Policyholder contract deposits:				
GMWB	2,474	Discounted cash flow	Equity volatility	6.15% - 48.85%
			Base lapse rate	0.16% - 12.60%
			Dynamic lapse multiplier	50.00% - 143.00%
			Mortality multiplier ^(e)	38.00% - 147.00%
			Utilization	90.00% - 100.00%
			Equity / interest rate correlation	20.00% - 40.00%
			NPA ^(f)	0.12% - 1.53%
Index annuities	3,895	Discounted cash flow	Lapse rate	0.31% - 50.00%
			Mortality multiplier ^(e)	24.00% - 180.00%
			Option budget	1.00% - 4.00%
			NPA ^(f)	0.12% - 1.53%
Indexed life	510	Discounted cash flow	Base lapse rate	0.00% - 37.97%
			Mortality rate	0.00% - 100.00%
			NPA ^(f)	0.12% - 1.53%

(a) Information received from third-party valuation service providers. The ranges of the unobservable inputs for constant prepayment rate, loss severity and constant default rate relate to each of the individual underlying mortgage loans that comprise the entire portfolio of securities in the RMBS and CDO securitization vehicles and not necessarily to the securitization vehicle bonds (tranches) purchased by us. The ranges of these inputs do not directly correlate to changes in the fair values of the tranches purchased by us, because there are other factors relevant to the fair values of specific tranches owned by us including, but not limited to, purchase price, position in the waterfall, senior versus subordinated position and attachment points.

(b) Represents discount rates, estimates and assumptions that we believe would be used by market participants when valuing these assets and liabilities.

(c) The weighted averaging for fixed maturity securities is based on the estimated fair value of the securities. Because the valuation methodology for embedded derivatives within Policyholder contract deposits uses a range of inputs that vary at the contract level over the cash flow projection period, management believes that presenting a range, rather than weighted average, is a more meaningful representation of the unobservable inputs used in the valuation.

(d) The Fortitude Re funds withheld payable has been excluded from the above table. As discussed in Note 8, the Fortitude Re funds withheld payable is created through modco and funds withheld reinsurance arrangements where the investments supporting the reinsurance agreements are withheld by, and continue to reside on AIG's balance sheet. This embedded derivative is valued as a total return swap with reference to the fair value of the invested assets held by AIG. Accordingly, the unobservable inputs utilized in the valuation of the embedded derivative are a component of the invested assets supporting the reinsurance agreements that are held on AIG's balance sheet.

(e) Mortality inputs are shown as multipliers of the 2012 Individual Annuity Mortality Basic table.

(f) The non-performance risk adjustment (NPA) applied as a spread over risk-free curve for discounting.

(g) The partial withdrawal utilization unobservable input range shown applies only to policies with guaranteed minimum withdrawal benefit riders that are accounted for as an embedded derivative. The total embedded derivative liability at December 31, 2020 is approximately \$726 million. The remaining guaranteed minimum riders on the index annuities are valued under the accounting guidance for certain nontraditional long-duration contracts.

The ranges of reported inputs for Obligations of states, municipalities and political subdivisions, Corporate debt, RMBS, CDO/ABS, and CMBS valued using a discounted cash flow technique consist of one standard deviation in either direction from the value-weighted average. The preceding table does not give effect to our risk management practices that might offset risks inherent in these Level 3 assets and liabilities.

Interrelationships between Unobservable Inputs

We consider unobservable inputs to be those for which market data is not available and that are developed using the best information available to us about the assumptions that market participants would use when pricing the asset or liability. Relevant inputs vary depending on the nature of the instrument being measured at fair value. The following paragraphs provide a general description of significant unobservable inputs along with interrelationships between and among the significant unobservable inputs and their impact on the fair value measurements. In practice, simultaneous changes in assumptions may not always have a linear effect on the inputs discussed below. Interrelationships may also exist between observable and unobservable inputs. Such relationships have not been included in the discussion below. For each of the individual relationships described below, the inverse relationship would also generally apply.

Fixed Maturity Securities

The significant unobservable input used in the fair value measurement of fixed maturity securities is yield. The yield is affected by the market movements in credit spreads and U.S. Treasury yields. The yield may be affected by other factors including constant prepayment rates, loss severity, and constant default rates. In general, increases in the yield would decrease the fair value of investments, and conversely, decreases in the yield would increase the fair value of investments.

Embedded derivatives within Policyholder contract deposits

Embedded derivatives reported within Policyholder contract deposits include interest crediting rates based on market indices within index annuities, indexed life, and GICs as well as GMWB within variable annuity and certain index annuity products. For any given contract, assumptions for unobservable inputs vary throughout the period over which cash flows are projected for purposes of valuing the embedded derivative. The following unobservable inputs are used for valuing embedded derivatives measured at fair value:

- Long-term equity volatilities represent equity volatility beyond the period for which observable equity volatilities are available. Increases in assumed volatility will generally increase the fair value of both the projected cash flows from rider fees as well as the projected cash flows related to benefit payments. Therefore, the net change in the fair value of the liability may be either a decrease or an increase, depending on the relative changes in projected rider fees and projected benefit payments.
- Equity / interest rate correlation estimates the relationship between changes in equity returns and interest rates in the economic scenario generator used to value our GMWB embedded derivatives. In general, a higher positive correlation assumes that equity markets and interest rates move in a more correlated fashion, which generally increases the fair value of the liability.
- Base lapse rate assumptions are determined by company experience and are adjusted at the contract level using a dynamic lapse function, which reduces the base lapse rate when the contract is in-the-money (when the contract holder's guaranteed value, as estimated by the company, is worth more than their underlying account value). Lapse rates are also generally assumed to be lower in periods when a surrender charge applies. Increases in assumed lapse rates will generally decrease the fair value of the liability, as fewer policyholders would persist to collect guaranteed withdrawal amounts.
- Mortality rate assumptions, which vary by age and gender, are based on company experience and include a mortality improvement assumption. Increases in assumed mortality rates will decrease the fair value of the liability, while lower mortality rate assumptions will generally increase the fair value of the liability, because guaranteed payments will be made for a longer period of time.
- Utilization assumptions estimate the timing when policyholders with a GMWB will elect to utilize their benefit and begin taking withdrawals. The assumptions may vary by the type of guarantee, tax-qualified status, the contract's withdrawal history and the age of the policyholder. Utilization assumptions are based on company experience, which includes partial withdrawal behavior. Increases in assumed utilization rates will generally increase the fair value of the liability.
- Option budget estimates the expected long-term cost of options used to hedge exposures associated with equity price changes. The level of option budgets determines future costs of the options, which impacts the growth in account value and the valuation of embedded derivatives.

Embedded derivatives within reinsurance contracts

The fair value of embedded derivatives associated with funds withheld reinsurance contracts is determined based upon a total return swap technique with reference to the fair value of the investments held by AIG related to AIG's funds withheld payable. The fair value of the underlying assets is generally based on market observable inputs using industry standard valuation techniques. The valuation also requires certain significant inputs, which are generally not observable and accordingly, the valuation is considered Level 3 in the fair value hierarchy.

INVESTMENTS IN CERTAIN ENTITIES CARRIED AT FAIR VALUE USING NET ASSET VALUE PER SHARE

The following table includes information related to our investments in certain other invested assets, including private equity funds, hedge funds and other alternative investments that calculate net asset value per share (or its equivalent). For these investments, which are measured at fair value on a recurring basis, we use the net asset value per share to measure fair value.

		December 31, 2020		December 31, 2019	
		Fair Value Using NAV Per Share (or its equivalent)	Unfunded Commitments	Fair Value Using NAV Per Share (or its equivalent)	Unfunded Commitments
(in millions)	Investment Category Includes				
Investment Category					
Private equity funds:					
Leveraged buyout	Debt and/or equity investments made as part of a transaction in which assets of mature companies are acquired from the current shareholders, typically with the use of financial leverage	\$ 1,752	\$ 1,960	\$ 1,189	\$ 1,543
Real assets	Investments in real estate properties, agricultural and infrastructure assets, including power plants and other energy producing assets	908	445	400	290
Venture capital	Early-stage, high-potential, growth companies expected to generate a return through an eventual realization event, such as an initial public offering or sale of the company	167	171	111	155
Growth equity	Funds that make investments in established companies for the purpose of growing their businesses	703	55	422	57
Mezzanine	Funds that make investments in the junior debt and equity securities of leveraged companies	400	155	325	414
Other	Includes distressed funds that invest in securities of companies that are in default or under bankruptcy protection, as well as funds that have multi-strategy, and other strategies	683	365	773	206
Total private equity funds		4,613	3,151	3,220	2,665
Hedge funds:					
Event-driven	Securities of companies undergoing material structural changes, including mergers, acquisitions and other reorganizations	411	-	727	-
Long-short	Securities that the manager believes are undervalued, with corresponding short positions to hedge market risk	361	-	539	-
Macro	Investments that take long and short positions in financial instruments based on a top-down view of certain economic and capital market conditions	807	-	894	-
Other	Includes investments held in funds that are less liquid, as well as other strategies which allow for broader allocation between public and private investments	301	1	169	1
Total hedge funds		1,880	1	2,329	1
Total		\$ 6,493	\$ 3,152	\$ 5,549	\$ 2,666

Private equity fund investments included above are not redeemable, because distributions from the funds will be received when underlying investments of the funds are liquidated. Private equity funds are generally expected to have 10-year lives at their inception, but these lives may be extended at the fund manager's discretion, typically in one or two-year increments.

The hedge fund investments included above, which are carried at fair value, are generally redeemable subject to the redemption notices period. The majority of our hedge fund investments are redeemable monthly or quarterly.

FAIR VALUE OPTION

Under the fair value option, we may elect to measure at fair value financial assets and financial liabilities that are not otherwise required to be carried at fair value. Subsequent changes in fair value for designated items are reported in earnings. We elect the fair value option for certain hybrid securities given the complexity of bifurcating the economic components associated with the embedded derivatives.

For additional information related to embedded derivatives refer to Note 11 herein.

Additionally, we elect the fair value option for certain alternative investments when such investments are eligible for this election. We believe this measurement basis is consistent with the applicable accounting guidance used by the respective investment company funds themselves.

For additional information on securities and other invested assets for which we have elected the fair value option refer to Note 6 herein.

The following table presents the gains or losses recorded related to the eligible instruments for which we elected the fair value option:

Years Ended December 31, (in millions)	Gain (Loss)		
	2020	2019	2018
Assets:			
Bond and equity securities	\$ 552	\$ 1,046	\$ 343
Alternative investments ^(a)	685	591	213
Liabilities:			
Long-term debt ^(b)	(176)	(181)	(1)
Total gain	\$ 1,061	\$ 1,456	\$ 555

(a) Includes certain hedge funds, private equity funds and other investment partnerships.

(b) Includes GIAs, notes, bonds and mortgages payable.

Interest income and dividend income on assets measured under the fair value option are recognized and included in Net investment income in the Consolidated Statements of Income. Interest expense on liabilities measured under the fair value option is reported in Other Income in the Consolidated Statements of Income.

For additional information about our policies for recognition, measurement, and disclosure of interest and dividend income see Note 6 herein.

As a result of the adoption of the Financial Instruments Recognition and Measurement Standard on January 1, 2018, we are required to record unrealized gains and losses attributable to the observable effect of changes in credit spreads on our liabilities for which the fair value option was elected in Other Comprehensive Income. We calculate the effect of these credit spread changes using discounted cash flow techniques that incorporate current market interest rates, our observable credit spreads on these liabilities and other factors that mitigate the risk of nonperformance such as cash collateral posted.

The following table presents the difference between fair value and the aggregate contractual principal amount of long-term debt for which the fair value option was elected:

(in millions)	December 31, 2020			December 31, 2019		
	Fair Value	Outstanding Principal Amount	Difference	Fair Value	Outstanding Principal Amount	Difference
Liabilities:						
Long-term debt [*]	\$ 2,097	\$ 1,479	\$ 618	\$ 2,062	\$ 1,502	\$ 560

* Includes GIAs, notes, bonds, loans and mortgages payable.

FAIR VALUE MEASUREMENTS ON A NON-RECURRING BASIS

We measure the fair value of certain assets on a non-recurring basis, generally quarterly, annually or when events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. These assets include cost and equity-method investments, commercial mortgage loans and commercial loans, investments in real estate and other fixed assets, goodwill and other intangible assets.

For additional information about how we test various asset classes for impairment see Notes 6 and 7 herein.

Information regarding the estimation of fair value for financial instruments measured at fair value on a non-recurring basis is discussed below.

Impairments for Other investments primarily relate to real estate investments as well as commercial loans and commercial mortgage loans, the fair value determination for which is discussed above under the heading Valuation Methodologies of Financial Instruments Measured at Fair Value.

The following table presents assets measured at fair value on a non-recurring basis at the time of impairment and the related impairment charges recorded during the periods presented:

(in millions)	Assets at Fair Value Non-Recurring Basis				Impairment Charges December 31,		
	Level 1	Level 2	Level 3	Total	2020	2019	2018
December 31, 2020							
Other investments	\$ -	\$ -	\$ 376	\$ 376	\$ 77	\$ 76	\$ 97
Other assets	-	-	28	28	14	74	64
Total	\$ -	\$ -	\$ 404	\$ 404	\$ 91	\$ 150	\$ 161
December 31, 2019							
Other investments	\$ -	\$ -	\$ 329	\$ 329			
Other assets	-	-	1	1			
Total	\$ -	\$ -	\$ 330	\$ 330			

FAIR VALUE INFORMATION ABOUT FINANCIAL INSTRUMENTS NOT MEASURED AT FAIR VALUE

Information regarding the estimation of fair value for financial instruments not carried at fair value (excluding insurance contracts and lease contracts) is discussed below:

- **Mortgage and other loans receivable:** Fair values of loans on commercial real estate and other loans receivable are estimated for disclosure purposes using discounted cash flow calculations based on discount rates that we believe market participants would use in determining the price that they would pay for such assets. For certain loans, our current incremental lending rates for similar types of loans are used as the discount rates, because we believe this rate approximates the rates market participants would use. Fair values of residential mortgage loans are generally determined based on market prices, using market based adjustments for credit and servicing as appropriate. The fair values of policy loans are generally estimated based on unpaid principal amount as of each reporting date. No consideration is given to credit risk because policy loans are effectively collateralized by the cash surrender value of the policies.
- **Other invested assets:** The majority of the Other invested assets that are not measured at fair value represent time deposits with the original maturity at purchase greater than one year. The fair value of long-term time deposits is determined using the expected discounted future cash flow.
- **Cash and short-term investments:** The carrying amounts of these assets approximate fair values because of the relatively short period of time between origination and expected realization, and their limited exposure to credit risk.
- **Policyholder contract deposits associated with investment-type contracts:** Fair values for policyholder contract deposits associated with investment-type contracts not accounted for at fair value are estimated using discounted cash flow calculations based on interest rates currently being offered for similar contracts with maturities consistent with those of the contracts being valued. When no similar contracts are being offered, the discount rate is the appropriate swap rate (if available) or current risk-free interest rate consistent with the currency in which the cash flows are denominated. To determine fair value, other factors include current policyholder account values and related surrender charges and other assumptions include expectations about policyholder behavior and an appropriate risk margin.
- **Other liabilities:** The majority of Other liabilities that are financial instruments not measured at fair value represent secured financing arrangements, including repurchase agreements. The carrying amounts of these liabilities approximate fair value, because the financing arrangements are short-term and are secured by cash or other liquid collateral.

- **Fortitude Re funds withheld payable:** The funds withheld payable contains an embedded derivative and the changes in its fair value are recognized in earnings each period. The difference between the total Fortitude Re funds withheld payable and the embedded derivative represents the host contract.
- **Long-term debt and debt of consolidated investment entities:** Fair values of these obligations were determined by reference to quoted market prices, when available and appropriate, or discounted cash flow calculations based upon our current market-observable implicit-credit-spread rates for similar types of borrowings with maturities consistent with those remaining for the debt being valued.
- **Separate Account Liabilities – Investment Contracts:** Only the portion of separate account liabilities related to products that are investment contracts are reflected in the table below. Separate account liabilities are recorded at the amount credited to the contract holder, which reflects the change in fair value of the corresponding separate account assets including contract holder deposits less withdrawals and fees; therefore, carrying value approximates fair value.

The following table presents the carrying amounts and estimated fair values of our financial instruments not measured at fair value and indicates the level in the fair value hierarchy of the estimated fair value measurement based on the observability of the inputs used:

(in millions)	Estimated Fair Value				Carrying Value
	Level 1	Level 2	Level 3	Total	
December 31, 2020					
Assets:					
Mortgage and other loans receivable	\$ -	\$ 95	\$ 48,541	\$ 48,636	\$ 45,562
Other invested assets	-	837	6	843	843
Short-term investments	-	12,235	-	12,235	12,235
Cash	2,827	-	-	2,827	2,827
Other assets	209	14	-	223	223
Liabilities:					
Policyholder contract deposits associated with investment-type contracts	-	214	144,357	144,571	130,435
Fortitude Re funds withheld payable	-	-	37,018	37,018	37,018
Other liabilities	-	3,695	-	3,695	3,695
Long-term debt and debt of consolidated investment entities	-	32,056	8,330	40,386	35,437
Separate account liabilities - investment contracts	-	95,610	-	95,610	95,610
December 31, 2019					
Assets:					
Mortgage and other loans receivable	\$ -	\$ 101	\$ 48,904	\$ 49,005	\$ 46,984
Other invested assets	-	735	6	741	742
Short-term investments	-	7,887	-	7,887	7,887
Cash	2,856	-	-	2,856	2,856
Other assets	291	20	-	311	311
Liabilities:					
Policyholder contract deposits associated with investment-type contracts	-	255	132,991	133,246	126,137
Other liabilities	15	3,048	-	3,063	3,063
Long-term debt and debt of consolidated investment entities	-	27,024	8,883	35,907	33,288
Separate account liabilities - investment contracts	-	88,770	-	88,770	88,770

6. Investments

FIXED MATURITY SECURITIES

Subsequent to the adoption of the Financial Instruments Credit Losses Standard on January 1, 2020

Bonds held to maturity are carried at amortized cost when we have the ability and positive intent to hold these securities until maturity. When we do not have the ability or positive intent to hold bonds until maturity, these securities are classified as available for sale or are measured at fair value at our election. None of our fixed maturity securities met the criteria for held to maturity classification at December 31, 2020 or 2019.

Unrealized gains and losses from available for sale investments in fixed maturity securities carried at fair value were reported as a separate component of AOCI, net of policy related amounts and deferred income taxes, in shareholders' equity. Realized and unrealized gains and losses from fixed maturity securities measured at fair value at our election are reflected in Net investment income. Investments in fixed maturity securities are recorded on a trade-date basis.

Interest income is recognized using the effective yield method and reflects amortization of premium and accretion of discount. Premiums and discounts arising from the purchase of bonds classified as available for sale are treated as yield adjustments over their estimated holding periods, until maturity, or call date, if applicable. For investments in certain structured securities, recognized yields are updated based on current information regarding the timing and amount of expected undiscounted future cash flows. For high credit quality structured securities, effective yields are recalculated based on actual payments received and updated prepayment expectations, and the amortized cost is adjusted to the amount that would have existed had the new effective yield been applied since acquisition with a corresponding charge or credit to net investment income. For structured securities that are not high credit quality, the structured securities yields are based on expected cash flows which take into account both expected credit losses and prepayments.

An allowance for credit losses is not established upon initial recognition of the asset (unless the security is determined to be a PCD asset which is discussed in more detail below). Subsequently, differences between actual and expected cash flows and changes in expected cash flows are recognized as adjustments to the allowance for credit losses. Changes that cannot be reflected as adjustments to the allowance for credit losses are accounted for as prospective adjustments to yield.

Prior to the adoption of the Financial Instruments Credit Losses Standard on January 1, 2020

Premiums and discounts arising from the purchase of bonds classified as available for sale are treated as yield adjustments over their estimated holding periods, until maturity, or call date, if applicable. For investments in certain RMBS, CMBS and CDO/ABS, (collectively, structured securities), recognized yields are updated based on current information regarding the timing and amount of expected undiscounted future cash flows. For high credit quality structured securities, effective yields are recalculated based on actual payments received and updated prepayment expectations, and the amortized cost is adjusted to the amount that would have existed had the new effective yield been applied since acquisition with a corresponding charge or credit to net investment income. For structured securities that are not high credit quality, effective yields are recalculated and adjusted prospectively based on changes in expected undiscounted future cash flows. For purchased credit impaired (PCI) securities, at acquisition, the difference between the undiscounted expected future cash flows and the recorded investment in the securities represents the initial accretable yield, which is to be accreted into net investment income over the securities' remaining lives on an effective level-yield basis. Subsequently, effective yields recognized on PCI securities are recalculated and adjusted prospectively to reflect changes in the contractual benchmark interest rates on variable rate securities and any significant increases in undiscounted expected future cash flows arising due to reasons other than interest rate changes.

SECURITIES AVAILABLE FOR SALE

The following table presents the amortized cost or cost and fair value of our available for sale securities:

December 31, 2020	Amortized Cost or Cost	Allowance for Credit Losses ^(a)	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<i>(in millions)</i>					
Bonds available for sale:					
U.S. government and government sponsored entities	\$ 3,640	\$ -	\$ 503	\$ (17)	\$ 4,126
Obligations of states, municipalities and political subdivisions	13,915	-	2,216	(7)	16,124
Non-U.S. governments	14,231	(4)	1,181	(63)	15,345
Corporate debt	150,111	(164)	19,905	(554)	169,298
Mortgage-backed, asset-backed and collateralized:					
RMBS	28,551	(16)	3,000	(70)	31,465
CMBS	15,182	(1)	1,023	(71)	16,133
CDO/ABS	18,707	(1)	425	(126)	19,005
Total mortgage-backed, asset-backed and collateralized	62,440	(18)	4,448	(267)	66,603
Total bonds available for sale^(b)	\$ 244,337	\$ (186)	\$ 28,253	\$ (908)	\$ 271,496
December 31, 2019					Other-Than- Temporary Impairments in AOCI ^(c)
<i>(in millions)</i>					
Bonds available for sale:					
U.S. government and government sponsored entities	\$ 5,108	\$ 316	\$ (44)	\$ 5,380	\$ -
Obligations of states, municipalities and political subdivisions	13,960	1,390	(32)	15,318	-
Non-U.S. governments	14,042	884	(57)	14,869	(18)
Corporate debt	138,046	12,090	(500)	149,636	7
Mortgage-backed, asset-backed and collateralized:					
RMBS	29,802	3,067	(64)	32,805	1,149
CMBS	13,879	576	(25)	14,430	34
CDO/ABS	18,393	348	(93)	18,648	14
Total mortgage-backed, asset-backed and collateralized	62,074	3,991	(182)	65,883	1,197
Total bonds available for sale^(b)	\$ 233,230	\$ 18,671	\$ (815)	\$ 251,086	\$ 1,186

(a) Represents the allowance for credit losses that has been recognized. Changes in the allowance for credit losses are recorded through Net Realized Capital Gains and Losses and are not recognized in other comprehensive income.

(b) At December 31, 2020 and 2019, bonds available for sale held by us that were below investment grade or not rated totaled \$28.2 billion and \$27.8 billion, respectively.

(c) Represents the amount of other-than-temporary impairments recognized in AOCI. Amount includes unrealized gains and losses on impaired securities relating to changes in the fair value of such securities subsequent to the impairment measurement date.

Securities Available for Sale in a Loss Position for Which No Allowance for Credit Loss Has Been Recorded

The following table summarizes the fair value and gross unrealized losses on our available for sale securities, aggregated by major investment category and length of time that individual securities have been in a continuous unrealized loss position for which no allowance for credit loss has been recorded:

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
<i>(in millions)</i>						
December 31, 2020.0						
Bonds available for sale:						
U.S. government and government sponsored entities	\$ 649	\$ 17	\$ -	\$ -	\$ 649	\$ 17
Obligations of states, municipalities and political subdivisions	267	4	78	3	345	7
Non-U.S. governments	1,287	28	262	33	1,549	61
Corporate debt	11,715	348	1,283	81	12,998	429
RMBS	3,486	40	282	18	3,768	58
CMBS	1,644	58	346	12	1,990	70
CDO/ABS	5,456	81	3,063	45	8,519	126
Total bonds available for sale	\$ 24,504	\$ 576	\$ 5,314	\$ 192	\$ 29,818	\$ 768

Securities Available for Sale in a Loss Position

The following table summarizes the fair value and gross unrealized losses on our available for sale securities, aggregated by major investment category and length of time that individual securities have been in a continuous unrealized loss position:

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
<i>(in millions)</i>						
December 31, 2019						
Bonds available for sale:						
U.S. government and government sponsored entities	\$ 1,461	\$ 44	\$ 63	\$ -	\$ 1,524	\$ 44
Obligations of states, municipalities and political subdivisions	672	21	246	11	918	32
Non-U.S. governments	1,105	12	343	45	1,448	57
Corporate debt	11,868	319	2,405	181	14,273	500
RMBS	3,428	28	1,367	36	4,795	64
CMBS	1,877	16	367	9	2,244	25
CDO/ABS	3,920	53	2,571	40	6,491	93
Total bonds available for sale	\$ 24,331	\$ 493	\$ 7,362	\$ 322	\$ 31,693	\$ 815

At December 31, 2020, we held 5,105 individual fixed maturity securities that were in an unrealized loss position and for which no allowance for credit losses has been recorded (including 949 individual fixed maturity securities that were in a continuous unrealized loss position for 12 months or more). At December 31, 2019, we held 5,695 individual fixed maturity securities that were in an unrealized loss position, of which 1,254 individual fixed maturity securities were in a continuous unrealized loss position for 12 months or more. We did not recognize the unrealized losses in earnings on these fixed maturity securities at December 31, 2020 because it was determined that such losses were due to non-credit factors. Additionally, we neither intend to sell the securities nor do we believe that it is more likely than not that we will be required to sell these securities before recovery of their amortized cost basis. For fixed maturity securities with significant declines, we performed fundamental credit analyses on a security-by-security basis, which included consideration of credit enhancements, liquidity position, expected defaults, industry and sector analysis, forecasts and available market data.

Contractual Maturities of Fixed Maturity Securities Available for Sale

The following table presents the amortized cost and fair value of fixed maturity securities available for sale by contractual maturity:

	Total Fixed Maturity Securities Available for Sale	
	Amortized Cost, Net of Allowance	Fair Value
<i>(in millions)</i>		
December 31, 2020		
Due in one year or less	\$ 10,619	\$ 10,734
Due after one year through five years	43,405	45,248
Due after five years through ten years	40,927	45,241
Due after ten years	86,778	103,670
Mortgage-backed, asset-backed and collateralized	62,422	66,603
Total	\$ 244,151	\$ 271,496

Actual maturities may differ from contractual maturities because certain borrowers have the right to call or prepay certain obligations with or without call or prepayment penalties.

The following table presents the gross realized gains and gross realized losses from sales or maturities of our available for sale securities:

	Years Ended December 31,					
	2020		2019		2018	
	Gross Realized Gains	Gross Realized Losses	Gross Realized Gains	Gross Realized Losses	Gross Realized Gains	Gross Realized Losses
<i>(in millions)</i>						
Fixed maturity securities	\$ 1,824	\$ 810	\$ 650	\$ 330	\$ 331	\$ 476
Equity securities	-	-	-	-	16	-
Total	\$ 1,824	\$ 810	\$ 650	\$ 330	\$ 347	\$ 476

For the year ended December 31, 2020, the aggregate fair value of available for sale securities sold was \$23.0 billion, which resulted in net realized capital gains (losses) of \$1.0 billion. Included within the net realized capital gains (losses) is \$707 million of realized capital gains for the year ended December 31, 2020, which relate to the Fortitude Re funds withheld assets held by AIG in support of Fortitude Re's reinsurance obligations to AIG (Fortitude Re funds withheld assets) for the period after deconsolidation of Fortitude Re. These realized capital gains are included in Net realized capital gains (losses) on Fortitude Re funds withheld assets.

For the years ended December 31, 2019 and 2018, the aggregate fair value of available for sale securities sold was \$22.0 billion and \$25.1 billion, respectively, which resulted in net realized capital gains (losses) of \$320 million and \$(129) million, respectively.

OTHER SECURITIES MEASURED AT FAIR VALUE

The following table presents the fair value of fixed maturity securities measured at fair value based on our election of the fair value option, which are reported in the other bond securities caption in the financial statements, and equity securities measured at fair value:

	December 31, 2020			December 31, 2019	
	Fair Value	Percent of Total		Fair Value	Percent of Total
(in millions)					
Fixed maturity securities:					
U.S. government and government sponsored entities	\$ 1,845	29 %	\$	2,121	28 %
Corporate debt	12	-		18	-
Mortgage-backed, asset-backed and collateralized:					
RMBS	429	7		489	7
CMBS	320	5		322	4
CDO/ABS and other collateralized	2,685	42		3,732	50
Total mortgage-backed, asset-backed and collateralized	3,434	54		4,543	61
Total fixed maturity securities	5,291	83		6,682	89
Equity securities	1,056	17		841	11
Total	\$ 6,347	100 %	\$	7,523	100 %

OTHER INVESTED ASSETS

The following table summarizes the carrying amounts of other invested assets:

	December 31, 2020	December 31, 2019
<i>(in millions)</i>		
Alternative investments ^{(a) (b)}	\$ 9,572	\$ 8,845
Investment real estate ^(c)	7,930	8,491
All other investments ^(d)	1,558	1,456
Total	\$ 19,060	\$ 18,792

(a) At December 31, 2020, included hedge funds of \$2.3 billion, private equity funds of \$7.0 billion, and affordable housing partnerships of \$257 million. At December 31, 2019, included hedge funds of \$3.3 billion, private equity funds of \$5.2 billion, and affordable housing partnerships of \$331 million.

(b) At December 31, 2020, approximately 68 percent of our hedge fund portfolio is available for redemption in 2021. The remaining 32 percent will be available for redemption between 2022 and 2027.

(c) Net of accumulated depreciation of \$756 million and \$703 million in 2020 and 2019, respectively.

(d) Includes AIG's 3.5 percent ownership interest in Fortitude Holdings which is recorded using the measurement alternative for equity securities and is carried at cost, which was \$100 million as of December 31, 2020.

Other Invested Assets Carried at Fair Value

Certain hedge funds, private equity funds, and other investment partnerships for which we have elected the fair value option are reported at fair value with changes in fair value recognized in Net investment income.

Other Invested Assets – Equity Method Investments

We account for hedge funds, private equity funds, affordable housing partnerships and other investment partnerships using the equity method of accounting unless our interest is so minor that we may have virtually no influence over partnership operating and financial policies, or we have elected the fair value option. Under the equity method of accounting, our carrying amount generally is our share of the net asset value of the funds or the partnerships, and changes in our share of the net asset values are recorded in Net investment income. In applying the equity method of accounting, we consistently use the most recently available financial information provided by the general partner or manager of each of these investments. Hedge funds are reported as of the balance sheet date. Private equity funds are generally reported on a one-quarter lag. The financial statements of these investees are generally audited annually.

Summarized Financial Information of Equity Method Investees

The following is the aggregated summarized financial information of our equity method investees, including those for which the fair value option has been elected:

Years Ended December 31,		2020		2019		2018	
(in millions)							
Operating results:							
Total revenues	\$	13,090	\$	8,045	\$	15,310	
Total expenses		(2,897)		(3,115)		(3,200)	
Net income	\$	10,193	\$	4,930	\$	12,110	
At December 31,							
(in millions)				2020		2019	
Balance sheet:							
Total assets			\$	85,083	\$	93,773	
Total liabilities			\$	(10,462)	\$	(14,218)	

The following table presents the carrying amount and ownership percentage of equity method investments at December 31, 2020 and 2019:

(in millions)	2020		2019	
	Carrying Value	Ownership Percentage	Carrying Value	Ownership Percentage
Equity method investments	\$ 4,548	Various	\$ 5,911	Various

Summarized financial information for these equity method investees may be presented on a lag, due to the unavailability of information for the investees at our respective balance sheet dates, and is included for the periods in which we held an equity method ownership interest.

Other Investments

Also included in Other invested assets are real estate held for investment. These investments are reported at cost, less depreciation and are subject to impairment review, as discussed below.

NET INVESTMENT INCOME

Net investment income represents income primarily from the following sources:

- ☐ Interest income and related expenses, including amortization of premiums and accretion of discounts with changes in the timing and the amount of expected principal and interest cash flows reflected in yield, as applicable.
- ☐ Dividend income from common and preferred stocks.
- ☐ Realized and unrealized gains and losses from investments in other securities and investments for which we elected the fair value option.
- ☐ Earnings from alternative investments.
- ☐ Prepayment premiums.

The following table presents the components of Net investment income:

Years Ended December 31,	2020			2019	2018
	Excluding Fortitude Re Funds Withheld Assets	Fortitude Re Funds Withheld Assets ^(d)	Total	Total	Total
<i>(in millions)</i>					
Available for sale fixed maturity securities, including short-term investments	\$ 9,508	\$ 851	\$ 10,359	\$ 10,768	\$ 10,494
Other fixed maturity securities ^(a)	540	13	553	1,015	437
Equity securities	200	-	200	159	(170)
Interest on mortgage and other loans	1,883	106	1,989	2,030	1,883
Alternative investments ^(b)	913	99	1,012	1,088	655
Real estate	195	-	195	304	307
Other investments ^(c)	(120)	1	(119)	(220)	(27)
Total investment income	13,119	1,070	14,189	15,144	13,579
Investment expenses	541	17	558	525	493
Net investment income	\$ 12,578	\$ 1,053	\$ 13,631	\$ 14,619	\$ 13,086

(a) Included in the years ended December 31, 2020, 2019 and 2018 was income of \$195 million, \$177 million and \$19 million, respectively, related to fixed maturity securities measured at fair value that economically hedge liabilities described in (c) below.

(b) Included income from hedge funds, private equity funds and affordable housing partnerships. Hedge funds are recorded as of the balance sheet date. Private equity funds are generally reported on a one-quarter lag.

(c) Included in the years ended December 31, 2020, 2019 and 2018 were losses of \$162 million, \$161 million and \$21 million, respectively, related to liabilities measured at fair value that are economically hedged with fixed maturity securities as described in (a) above.

(d) Represents activity subsequent to the deconsolidation of Fortitude Re on June 2, 2020.

NET REALIZED CAPITAL GAINS AND LOSSES

Net realized capital gains and losses are determined by specific identification. The net realized capital gains and losses are generated primarily from the following sources:

- Sales of available for sale fixed maturity securities, real estate and other alternative investments.
- Reductions to the amortized cost basis of available for sale fixed maturity securities that have been written down due to our intent to sell them or it being more likely than not that we will be required to sell them.
- Changes in the allowance for credit losses on bonds available for sale, mortgage and other loans receivable, and loans commitments.
- Changes in fair value of free standing and embedded derivatives, including changes in the non-performance adjustment, except for those instruments that are designated as hedging instruments when the change in the fair value of the hedged item is not reported in Net realized capital gains (losses).
- Foreign exchange gains and losses resulting from foreign currency transactions.
- Changes in fair value of the embedded derivative related to the Fortitude Re funds withheld assets.

The following table presents the components of Net realized capital gains (losses):

Years Ended December 31,	2020			2019		2018
	Excluding Fortitude Re Funds Withheld Assets	Fortitude Re Funds Withheld Assets ^(c)	Total	Total	Total	Total
<i>(in millions)</i>						
Sales of fixed maturity securities	\$ 307	\$ 707	\$ 1,014	\$ 320	\$ (145)	
Sales of equity securities	-	-	-	-	16	
Other-than-temporary impairments	-	-	-	(174)	(251)	
Intent to sell ^(a)	(3)	-	(3)	-	-	
Change in allowance for credit losses on fixed maturity securities	(270)	(10)	(280)	-	-	
Change in allowance for credit losses on loans	(105)	2	(103)	(46)	(92)	
Foreign exchange transactions	365	13	378	227	(182)	
Variable annuity embedded derivatives, net of related hedges	166	-	166	(294)	304	
All other derivatives and hedge accounting	(672)	(249)	(921)	(22)	417	
Loss on sale of private equity funds	-	-	-	-	(321)	
Other ^(b)	156	-	156	621	203	
Net realized capital gains (losses) – excluding Fortitude Re funds withheld embedded derivative	(56)	463	407	632	(51)	
Net realized capital gains (losses) on Fortitude Re funds withheld embedded derivative	-	(2,645)	(2,645)	-	-	
Net realized capital gains (losses)	\$ (56)	\$ (2,182)	\$ (2,238)	\$ 632	\$ (51)	

(a) In 2019 and 2018, Intent to sell was included in Other-than-temporary impairments.

(b) In 2019, includes \$200 million from the sale and concurrent leaseback of our corporate headquarters and \$300 million as a result of sales in investment real estate properties. In 2018, primarily includes \$96 million and \$49 million of realized gains on the sale of shares of OneMain Holdings, Inc. and an investment in Castle Holdings LLC's aircraft assets, respectively.

(c) Represents activity subsequent to the deconsolidation of Fortitude Re on June 2, 2020.

CHANGE IN UNREALIZED APPRECIATION (DEPRECIATION) OF INVESTMENTS

The following table presents the increase (decrease) in unrealized appreciation (depreciation) of our available for sale securities and other investments:

	Years Ended December 31,	
	2020	2019
<i>(in millions)</i>		
Increase (decrease) in unrealized appreciation (depreciation) of investments:		
Fixed maturity securities	\$ 9,489	\$ 14,245
Other investments	2	(70)
Total increase (decrease) in unrealized appreciation (depreciation) of investments *	\$ 9,491	\$ 14,175

* Excludes net unrealized gains and losses attributable to businesses held for sale at December 31, 2019.

The following table summarizes the unrealized gains and losses recognized in Net Investment Income during the reporting period on equity securities still held at the reporting date:

Years Ended December 31,	2020			2019		
	Equities	Other Invested Assets	Total	Equities	Other Invested Assets	Total
<i>(in millions)</i>						
Net gains and losses recognized during the year on equity securities	\$ 200	\$ 832	\$ 1,032	\$ 159	\$ 744	\$ 903
Less: Net gains and losses recognized during the year on equity securities sold during the year	(23)	46	23	39	159	198
Unrealized gains and losses recognized during the reporting period on equity securities still held at the reporting date	\$ 223	\$ 786	\$ 1,009	\$ 120	\$ 585	\$ 705

EVALUATING INVESTMENTS FOR AN ALLOWANCE FOR CREDIT LOSSES/OTHER-THAN-TEMPORARY IMPAIRMENTS

Fixed Maturity Securities

Subsequent to the adoption of the Financial Instruments Credit Losses Standard on January 1, 2020

If we intend to sell a fixed maturity security or it is more likely than not that we will be required to sell a fixed maturity security before recovery of its amortized cost basis and the fair value of the security is below amortized cost, an impairment has occurred and the amortized cost is written down to current fair value, with a corresponding charge to realized capital losses. No allowance is established in these situations and any previously recorded allowance is reversed. The new cost basis is not adjusted for subsequent increases in estimated fair value. When assessing our intent to sell a fixed maturity security, or whether it is more likely than not that we will be required to sell a fixed maturity security before recovery of its amortized cost basis, management evaluates relevant facts and circumstances including, but not limited to, decisions to reposition our investment portfolio, sales of securities to meet cash flow needs and sales of securities to take advantage of favorable pricing.

For fixed maturity securities for which a decline in the fair value below the amortized cost is due to credit related factors, an allowance is established for the difference between the estimated recoverable value and amortized cost with a corresponding charge to realized capital losses. The allowance for credit losses is limited to the difference between amortized cost and fair value. The estimated recoverable value is the present value of cash flows expected to be collected, as determined by management. The difference between fair value and amortized cost that is not associated with credit related factors is presented in unrealized appreciation (depreciation) of fixed maturity securities on which an allowance for credit losses was previously recognized (a separate component of accumulated other comprehensive income). Accrued interest is excluded from the measurement of the allowance for credit losses.

When estimating future cash flows for structured fixed maturity securities (e.g., RMBS, CMBS, CDO, ABS) management considers the historical performance of underlying assets and available market information as well as bond-specific structural considerations, such as credit enhancement and the priority of payment structure of the security. In addition, the process of estimating future cash flows includes, but is not limited to, the following critical inputs, which vary by asset class:

- ☐ Current delinquency rates;
- ☐ Expected default rates and the timing of such defaults;
- ☐ Loss severity and the timing of any recovery; and
- ☐ Expected prepayment speeds.

When estimating future cash flows for corporate, municipal and sovereign fixed maturity securities determined to be credit impaired, management considers:

- ☐ Expected default rates and the timing of such defaults;
- ☐ Loss severity and the timing of any recovery; and
- ☐ Scenarios specific to the issuer and the security, which may also include estimates of outcomes of corporate restructurings, political and macroeconomic factors, stability and financial strength of the issuer, the value of any secondary sources of repayment and the disposition of assets.

We consider severe price declines in our assessment of potential credit impairments. We may also modify our model inputs when we determine that price movements in certain sectors are indicative of factors not captured by the cash flow models.

Credit losses are reassessed each period. The allowance for credit losses and the corresponding charge to realized capital losses can be reversed if conditions change, however, the allowance for credit losses will never be reduced below zero. When we determine that all or a portion of a fixed maturity security is uncollectable, the uncollectable amortized cost amount is written off with a corresponding reduction to the allowance for credit losses. If we collect cash flows that were previously written off the recovery is recognized by decreasing realized capital losses.

Prior to the adoption of the Financial Instruments Credit Losses Standard on January 1, 2020

If we intend to sell a fixed maturity security or it is more likely than not that we will be required to sell a fixed maturity security before recovery of its amortized cost basis and the fair value of the security is below amortized cost, an other-than-temporary impairment has occurred and the amortized cost is written down to current fair value, with a corresponding charge to realized capital losses. When assessing our intent to sell a fixed maturity security, or whether it is more likely than not that we will be required to sell a fixed maturity security before recovery of its amortized cost basis, management evaluates relevant facts and circumstances including, but not

limited to, decisions to reposition our investment portfolio, sales of securities to meet cash flow needs and sales of securities to take advantage of favorable pricing.

For fixed maturity securities for which a credit impairment has occurred, the amortized cost is written down to the estimated recoverable value with a corresponding charge to realized capital losses. The estimated recoverable value is the present value of cash flows expected to be collected, as determined by management. The difference between fair value and amortized cost that is not related to a credit impairment is presented in unrealized appreciation (depreciation) of fixed maturity securities on which other-than-temporary credit impairments were recognized (a separate component of accumulated other comprehensive income).

We consider severe price declines in our assessment of potential credit impairments. We may also modify our model inputs when we determine that price movements in certain sectors are indicative of factors not captured by the cash flow models.

In periods subsequent to the recognition of an other-than-temporary impairment charge for available for sale fixed maturity securities that is not foreign exchange related, we prospectively accrete into earnings the difference between the new amortized cost and the expected undiscounted recoverable value over the remaining expected holding period of the security.

Credit Impairments

The following table presents a rollforward of the changes in allowance for credit losses on available for sale fixed maturity securities by major investment category:

Year Ended December 31, (in millions)	2020				
	Structured		Non-Structured	Total	
Balance, beginning of year*	\$	7	\$	- \$	7
Additions:					
Securities for which allowance for credit losses were not previously recorded		38		290	328
Purchases of available for sale debt securities accounted for as purchased credit deteriorated assets		26		-	26
Accretion of available for sale debt securities accounted for as purchased credit deteriorated assets		1		-	1
Reductions:					
Securities sold during the period		(5)		(26)	(31)
Intent to sell security or more likely than not will be required to sell the security before recovery of its amortized cost basis		-		-	-
Additional net increases or decreases to the allowance for credit losses on securities that had an allowance recorded in a previous period, for which there was no intent to sell before recovery amortized cost basis		(50)		33	(17)
Write-offs charged against the allowance		-		(128)	(128)
Recoveries of amounts previously written off		-		-	-
Other		-		-	-
Balance, end of year	\$	17	\$	169 \$	186

* The beginning balance incorporates the Day 1 gross up on PCD assets held as of January 1, 2020.

The following table presents a rollforward of the cumulative credit losses in other-than-temporary impairments recognized in earnings for available for sale fixed maturity securities:

Years Ended December 31, (in millions)	2019		2018	
	\$		\$	
Balance, beginning of year	\$	-	\$	526
Increases due to:				
Credit impairments on new securities subject to impairment losses		136		59
Additional credit impairments on previously impaired securities		17		90
Reductions due to:				
Credit impaired securities fully disposed for which there was no prior intent or requirement to sell		(64)		(145)
Accretion on securities previously impaired due to credit*		(20)		(530)
Balance, end of year	\$	69	\$	-

* Represents both accretion recognized due to changes in cash flows expected to be collected over the remaining expected term of the credit impaired securities and the accretion due to the passage of time.

Other Invested Assets

Our equity method investments in private equity funds, hedge funds and other entities are evaluated for impairment each reporting period. Such evaluation considers market conditions, events and volatility that may impact the recoverability of the underlying investments within these private equity funds and hedge funds and is based on the nature of the underlying investments and specific inherent risks. Such risks may evolve based on the nature of the underlying investments.

Our investments in aircraft assets and real estate are periodically evaluated for recoverability whenever changes in circumstances indicate the carrying amount of an asset may be impaired. When impairment indicators are present, we compare expected investment cash flows to carrying amount. When the expected cash flows are less than the carrying amount, the investments are written down to fair value with a corresponding charge to earnings. We sold the remaining portion of our aircraft assets in 2018.

Purchased Credit Deteriorated/Impaired Securities

Subsequent to the adoption of the Financial Instruments Credit Losses Standard on January 1, 2020

We purchase certain RMBS securities that have experienced more-than-insignificant deterioration in credit quality since origination. Subsequent to the adoption of the Financial Instruments Credit Losses Standard these are referred to as PCD assets. At the time of purchase an allowance is recognized for these PCD assets by adding it to the purchase price to arrive at the initial amortized cost. There is no credit loss expense recognized upon acquisition of a PCD asset. When determining the initial allowance for credit losses, management considers the historical performance of underlying assets and available market information as well as bond-specific structural considerations, such as credit enhancement and the priority of payment structure of the security. In addition, the process of estimating future cash flows includes, but is not limited to, the following critical inputs:

- Current delinquency rates;
- Expected default rates and the timing of such defaults;
- Loss severity and the timing of any recovery; and
- Expected prepayment speeds.

Subsequent to the acquisition date, the PCD assets follow the same accounting as other structured securities that are not high credit quality.

During the twelve-month period ended December 31, 2020, we purchased certain securities which had more than insignificant credit deterioration since their origination. These PCD securities are held in the portfolio of bonds available for sale in their natural classes at December 31, 2020.

The following table presents a reconciliation of the purchase price to the unpaid principal balance at the acquisition date of the PCD securities that were purchased with credit deterioration during the twelve-month period ended December 31, 2020:

<i>(in millions)</i>	December 31, 2020
Unpaid principal balance	\$ 644
Allowance for expected credit losses at acquisition	(26)
Purchase (discount) premium	(149)
Purchase price	\$ 469

Prior to the adoption of the Financial Instruments Credit Losses Standard on January 1, 2020

We purchase certain RMBS securities that have experienced deterioration in credit quality since their issuance. We determine whether it is probable at acquisition that we will not collect all contractually required payments for these PCI securities, including both principal and interest. At acquisition, the timing and amount of the undiscounted future cash flows expected to be received on each PCI security is determined based on our best estimate using key assumptions, such as interest rates, default rates and prepayment speeds. At acquisition, the difference between the undiscounted expected future cash flows of the PCI securities and the recorded investment in the securities represents the initial accretable yield, which is accreted into Net investment income over their remaining lives on an effective yield basis. Additionally, the difference between the contractually required payments on the PCI securities and the undiscounted expected future cash flows represents the non-accretable difference at acquisition. The accretable yield and the non-accretable difference will change over time, based on actual payments received and changes in estimates of undiscounted expected future cash flows, which are discussed further below.

On a quarterly basis, the undiscounted expected future cash flows associated with PCI securities are re-evaluated based on updates to key assumptions. Declines in undiscounted expected future cash flows due to further credit deterioration as well as changes in the expected timing of the cash flows can result in the recognition of an other-than-temporary impairment charge, as PCI securities are subject to our policy for evaluating investments for other-than-temporary impairment. Changes to undiscounted expected future cash flows due solely to the changes in the contractual benchmark interest rates on variable rate PCI securities will change the accretable yield prospectively. Significant increases in undiscounted expected future cash flows for reasons other than interest rate changes are recognized prospectively as adjustments to the accretable yield.

The following tables present information on our PCI securities, which are included in bonds available for sale as of December 31, 2019:

<i>(in millions)</i>	At Date of Acquisition	
Contractually required payments (principal and interest)	\$	35,139
Cash flows expected to be collected*		28,720
Recorded investment in acquired securities		19,382

* Represents undiscounted expected cash flows, including both principal and interest.

<i>(in millions)</i>	December 31, 2019	
Outstanding principal balance	\$	10,476
Amortized cost		6,970
Fair value		8,664

The following table presents activity for the accretable yield on PCI securities:

Years Ended December 31,		2019
<i>(in millions)</i>		
Balance, beginning of year	\$	7,210
Newly purchased PCI securities		17
Accretion		(624)
Effect of changes in interest rate indices		(541)
Net reclassification from (to) non-accretable difference, including effects of prepayments		(350)
Activities related to businesses reclassified to held for sale		(7)
Balance, end of year	\$	5,705

PLEDGED INVESTMENTS

Secured Financing and Similar Arrangements

We enter into secured financing transactions whereby certain securities are sold under agreements to repurchase (repurchase agreements), in which we transfer securities in exchange for cash, with an agreement by us to repurchase the same or substantially similar securities. Our secured financing transactions also include those that involve the transfer of securities to financial institutions in exchange for cash (securities lending agreements). In all of these secured financing transactions, the securities transferred by us (pledged collateral) may be sold or repledged by the counterparties. These agreements are recorded at their contracted amounts plus accrued interest, other than those that are accounted for at fair value.

Pledged collateral levels are monitored daily and are generally maintained at an agreed-upon percentage of the fair value of the amounts borrowed during the life of the transactions. In the event of a decline in the fair value of the pledged collateral under these secured financing transactions, we may be required to transfer cash or additional securities as pledged collateral under these agreements. At the termination of the transactions, we and our counterparties are obligated to return the amounts borrowed and the securities transferred, respectively.

The following table presents the fair value of securities pledged to counterparties under secured financing transactions, including repurchase and securities lending agreements:

<i>(in millions)</i>	December 31, 2020		December 31, 2019	
Fixed maturity securities available for sale	\$	3,636	\$	3,030

At December 31, 2020 and 2019, amounts borrowed under repurchase and securities lending agreements totaled \$3.7 billion and \$3.1 billion, respectively.

The following table presents the fair value of securities pledged under our repurchase agreements by collateral type and by remaining contractual maturity:

(in millions)	Remaining Contractual Maturity of the Agreements						Total
	Overnight and Continuous	up to 30 days	31 - 90 days	91 - 364 days	365 days or greater		
December 31, 2020							
Bonds available for sale:							
Non-U.S. governments	\$ 63	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 63
Corporate debt	96	97	-	-	-	-	193
Total	\$ 159	\$ 97	\$ -	\$ -	\$ -	\$ -	\$ 256
December 31, 2019							
Bonds available for sale:							
Non-U.S. governments	\$ 2	\$ 71	\$ -	\$ -	\$ -	\$ -	\$ 73
Corporate debt	22	55	82	-	-	-	159
Total	\$ 24	\$ 126	\$ 82	\$ -	\$ -	\$ -	\$ 232

The following table presents the fair value of securities pledged under our securities lending agreements by collateral type and by remaining contractual maturity:

(in millions)	Remaining Contractual Maturity of the Agreements						Total
	Overnight and Continuous	up to 30 days	31 - 90 days	91 - 364 days	365 days or greater		
December 31, 2020							
Bonds available for sale:							
Obligations of states, municipalities and political subdivisions	\$ -	\$ -	\$ 103	\$ -	\$ -	\$ -	\$ 103
Corporate debt	-	982	2,295	-	-	-	3,277
RMBS	-	-	-	-	-	-	-
Total	\$ -	\$ 982	\$ 2,398	\$ -	\$ -	\$ -	\$ 3,380
December 31, 2019							
Bonds available for sale:							
Obligations of states, municipalities and political subdivisions	\$ -	\$ -	\$ 386	\$ -	\$ -	\$ -	\$ 386
Corporate debt	-	1,071	947	-	-	-	2,018
RMBS	-	-	-	394	-	-	394
Total	\$ -	\$ 1,071	\$ 1,333	\$ 394	\$ -	\$ -	\$ 2,798

We also enter into agreements in which securities are purchased by us under agreements to resell (reverse repurchase agreements), which are accounted for as secured financing transactions and reported as short-term investments or other assets, depending on their terms. These agreements are recorded at their contracted resale amounts plus accrued interest, other than those that are accounted for at fair value. In all reverse repurchase transactions, we take possession of or obtain a security interest in the related securities, and we have the right to sell or repledge this collateral received.

The following table presents information on the fair value of securities pledged to us under reverse repurchase agreements:

(in millions)	December 31, 2020		December 31, 2019	
Securities collateral pledged to us	\$	5,359	\$	2,567
Amount sold or repledged by us		-		121

At December 31, 2020 and December 31, 2019, amounts loaned under reverse repurchase agreements totaled \$5.4 billion and \$2.6 billion, respectively.

We do not currently offset any secured financing transactions. All such transactions are collateralized and margined daily consistent with market standards and subject to enforceable master netting arrangements with rights of set off.

Insurance – Statutory and Other Deposits

The total carrying value of cash and securities deposited by our insurance subsidiaries under requirements of regulatory authorities or other insurance-related arrangements, including certain annuity-related obligations and certain reinsurance contracts, was \$11.2 billion and \$8.7 billion at December 31, 2020 and 2019, respectively.

Other Pledges and Restrictions

Certain of our subsidiaries are members of Federal Home Loan Banks (FHLBs) and such membership requires the members to own stock in these FHLBs. We owned an aggregate of \$191 million and \$194 million of stock in FHLBs at December 31, 2020 and 2019, respectively. In addition, our subsidiaries have pledged securities available for sale and residential loans associated with borrowings and funding agreements from FHLBs, with a fair value of \$5.7 billion and \$1.2 billion, respectively, at December 31, 2020 and \$4.3 billion and \$1.8 billion, respectively, at December 31, 2019.

Certain GIAs have provisions that require collateral to be posted or payments to be made by us upon a downgrade of our long-term debt ratings. The actual amount of collateral required to be posted to the counterparties in the event of such downgrades, and the aggregate amount of payments that we could be required to make, depend on market conditions, the fair value of outstanding affected transactions and other factors prevailing at and after the time of the downgrade. The fair value of securities pledged as collateral with respect to these obligations was approximately \$1.5 billion at both December 31, 2020 and 2019. This collateral primarily consists of securities of the U.S. government and government-sponsored entities and generally cannot be replighted or resold by the counterparties.

Investments held in escrow accounts or otherwise subject to restriction as to their use were \$494 million and \$330 million, comprised of bonds available for sale and short-term investments at December 31, 2020 and 2019, respectively.

Reinsurance transactions between AIG and Fortitude Re were structured as modco and loss portfolio transfer arrangements with funds withheld. Following closing of the Majority Interest Fortitude Sale, a portion of the proceeds were contributed to AIG subsidiaries.

For further discussion on the sale of Fortitude Holdings see Note 1 and Note 8 to the Consolidated Financial Statements.

7. Lending Activities

Mortgage and other loans receivable include commercial mortgages, residential mortgages, life insurance policy loans, commercial loans, and other loans and notes receivable. Commercial mortgages, residential mortgages, commercial loans, and other loans and notes receivable are carried at unpaid principal balances less allowance for credit losses and plus or minus adjustments for the accretion or amortization of discount or premium. Interest income on such loans is accrued as earned.

Direct costs of originating commercial mortgages, commercial loans, and other loans and notes receivable, net of nonrefundable points and fees, are deferred and included in the carrying amount of the related receivables. The amount deferred is amortized to income as an adjustment to earnings using the interest method. Premiums and discounts on purchased residential mortgages are also amortized to income as an adjustment to earnings using the interest method.

Life insurance policy loans are carried at unpaid principal balances. There is no allowance for policy loans because these loans serve to reduce the death benefit paid when the death claim is made and the balances are effectively collateralized by the cash surrender value of the policy.

Interest income is not accrued when payment of contractual principal and interest is not expected. Any cash received on impaired loans is generally recorded as a reduction of the current carrying amount of the loan. Accrual of interest income is generally resumed when delinquent contractual principal and interest is repaid or when a portion of the delinquent contractual payments are made and the ongoing required contractual payments have been made for an appropriate period. As of December 31, 2020, \$14 million and \$238 million of residential mortgage loans and commercial mortgage loans, respectively, were placed on nonaccrual status.

Accrued interest is presented separately and is included in Other assets on the Consolidated Balance Sheets. As of December 31, 2020, accrued interest receivable was \$14 million and \$129 million associated with residential mortgage loans and commercial mortgage loans, respectively.

A significant majority of commercial mortgages in the portfolio are non-recourse loans and, accordingly, the only guarantees are for specific items that are exceptions to the non-recourse provisions. It is therefore extremely rare for us to have cause to enforce the provisions of a guarantee on a commercial real estate or mortgage loan.

The following table presents the composition of Mortgage and other loans receivable, net:

	December 31, 2020	December 31, 2019
<i>(in millions)</i>		
Commercial mortgages ^(a)	\$ 36,424	\$ 36,170
Residential mortgages	4,645	6,683
Life insurance policy loans	1,986	2,065
Commercial loans, other loans and notes receivable	3,321	2,504
Total mortgage and other loans receivable	46,376	47,422
Allowance for credit losses ^(b)	(814)	(438)
Mortgage and other loans receivable, net	\$ 45,562	\$ 46,984

(a) Commercial mortgages primarily represent loans for apartments, offices and retail properties, with exposures in New York and California representing the largest geographic concentrations (aggregating approximately 24 percent and 10 percent, respectively, at December 31, 2020, and 23 percent and 10 percent, respectively, at December 31, 2019).

(b) Does not include \$79 million of expected credit loss liability at December 31, 2020 in relation to off-balance-sheet commitments to fund commercial mortgage loans, which is recorded in Other liabilities.

Nonperforming loans are generally those loans where payment of contractual principal or interest is more than 90 days past due. Nonperforming loans were not significant for any of the periods presented.

CREDIT QUALITY OF COMMERCIAL MORTGAGES

The following table presents debt service coverage ratios^(a) for commercial mortgages by year of vintage:

December 31, 2020	2020	2019	2018	2017	2016	Prior	Total
<i>(in millions)</i>							
>1.2X	\$ 1,914	\$ 5,596	\$ 5,649	\$ 3,941	\$ 4,592	\$ 10,730	\$ 32,422
1.00 - 1.20X	770	467	456	144	161	1,106	3,104
<1.00X	4	86	343	87	96	282	898
Total commercial mortgages	\$ 2,688	\$ 6,149	\$ 6,448	\$ 4,172	\$ 4,849	\$ 12,118	\$ 36,424

The following table presents loan-to-value ratios^(b) for commercial mortgages by year of vintage:

December 31, 2020	2020	2019	2018	2017	2016	Prior	Total
<i>(in millions)</i>							
Less than 65%	\$ 2,382	\$ 3,755	\$ 3,855	\$ 2,565	\$ 2,852	\$ 8,145	\$ 23,554
65% to 75%	274	2,330	2,363	1,306	1,200	2,551	10,024
76% to 80%	28	45	30	-	70	515	688
Greater than 80%	4	19	200	301	727	907	2,158
Total commercial mortgages	\$ 2,688	\$ 6,149	\$ 6,448	\$ 4,172	\$ 4,849	\$ 12,118	\$ 36,424

The following table presents debt service coverage ratios and loan-to-value ratios for commercial mortgages:

December 31, 2019	Debt Service Coverage Ratios ^(a)				Total
<i>(in millions)</i>	>1.20X	1.00X - 1.20X	<1.00X		
Loan-to-Value Ratios^(b)					
Less than 65%	\$ 23,013	\$ 2,440	\$ 245	\$	25,698
65% to 75%	9,007	899	40		9,946
76% to 80%	200	6	-		206
Greater than 80%	184	2	134		320
Total commercial mortgages	\$ 32,404	\$ 3,347	\$ 419	\$	36,170

(a) The debt service coverage ratio compares a property's net operating income to its debt service payments, including principal and interest. Our weighted average debt service coverage ratio was 2.2X and 2.0X at December 31, 2020 and 2019, respectively. The debt service coverage ratios have been updated within the last three months.

- (b) The loan-to-value ratio compares the current unpaid principal balance of the loan to the estimated fair value of the underlying property collateralizing the loan. Our weighted average loan-to-value ratio was 60 percent and 56 percent at December 31, 2020, and 2019, respectively. The loan-to-value ratios have been updated within the last three to nine months.

The following table presents the credit quality performance indicators for commercial mortgages:

	Number of Loans	Class							Percent of								
(dollars in millions)		Apartments		Offices	Retail	Industrial	Hotel	Others	Total ^(c)	Total \$							
December 31, 2020																	
Credit Quality Performance Indicator:																	
In good standing	688	\$	13,969	\$	10,506	\$	5,144	\$	3,766	\$	2,064	\$	460	\$	35,909	99	%
Restructured ^(a)	5		-		52		50		-		4		-		106	-	
90 days or less delinquent	3		-		87		-		-		114		-		201	-	
>90 days delinquent or in process of foreclosure	4		-		67		55		-		86		-		208	1	
Total ^(b)	700	\$	13,969	\$	10,712	\$	5,249	\$	3,766	\$	2,268	\$	460	\$	36,424	100	%
Allowance for credit losses		\$	145	\$	267	\$	145	\$	53	\$	65	\$	10	\$	685	2	%

December 31, 2019

Credit Quality Performance

Indicator:

In good standing	736	\$ 13,698	\$ 10,553	\$ 5,332	\$ 3,663	\$ 2,211	\$ 522	\$ 35,979	99 %
Restructured ^(a)	3	-	89	-	-	101	-	190	1
90 days or less delinquent	1	1	-	-	-	-	-	1	-
>90 days delinquent or in process of foreclosure	-	-	-	-	-	-	-	-	-
Total^(b)	740	\$ 13,699	\$ 10,642	\$ 5,332	\$ 3,663	\$ 2,312	\$ 522	\$ 36,170	100 %
Allowance for credit losses:									
Specific		\$ -	\$ 2	\$ 1	\$ -	\$ 6	\$ -	\$ 9	- %
General		81	153	44	30	14	5	327	1
Total allowance for credit losses		\$ 81	\$ 155	\$ 45	\$ 30	\$ 20	\$ 5	\$ 336	1 %

(a) Loans that have been modified in troubled debt restructurings and are performing according to their restructured terms. For additional discussion of troubled debt restructurings see below.

(b) Does not reflect allowance for credit losses.

(c) Our commercial mortgage loan portfolio is current as to payments of principal and interest, for both periods presented. There were no significant amounts of nonperforming commercial mortgages (defined as those loans where payment of contractual principal or interest is more than 90 days past due) during any of the periods presented.

The following table presents credit quality performance indicators for residential mortgages by year of vintage:

December 31, 2020								
(in millions)	2020	2019	2018	2017	2016	Prior	Total	
FICO*:								
780 and greater	\$ 522	\$ 619	\$ 283	\$ 469	\$ 539	484	\$ 2,916	
720 - 779	478	349	103	155	180	156	1,421	
660 - 719	19	61	28	42	51	58	259	
600 - 659	1	5	6	7	4	12	35	
Less than 600	-	-	1	2	2	9	14	
Total residential mortgages	\$ 1,020	\$ 1,034	\$ 421	\$ 675	\$ 776	719	\$ 4,645	

* Fair Isaac Corporation (FICO) is the credit quality indicator used to evaluate consumer credit risk for residential mortgage loan borrowers and have been updated within the last three months.

METHODOLOGY USED TO ESTIMATE THE ALLOWANCE FOR CREDIT LOSSES

Subsequent to the adoption of the Financial Instruments Credit Losses Standard on January 1, 2020

At the time of origination or purchase, an allowance for credit losses is established for mortgage and other loan receivables and is updated each reporting period. Changes in the allowance for credit losses are recorded in realized capital losses. This allowance

reflects the risk of loss, even when that risk is remote, and reflects losses expected over the remaining contractual life of the loan. The allowance for credit losses considers available relevant information about the collectability of cash flows, including information about past events, current conditions, and reasonable and supportable forecasts of future economic conditions. We revert to historical information when we determine that we can no longer reliably forecast future economic assumptions.

The allowances for the commercial mortgage loans and residential mortgage loans are estimated utilizing a probability of default and loss given default model. Loss rate factors are determined based on historical data and adjusted for current and forecasted information. The loss rates are applied based on individual loan attributes and considering such data points as loan-to-value ratios, FICO scores, and debt service coverage.

The estimate of credit losses also reflects management's assumptions on certain macroeconomic factors that include, but are not limited to, gross domestic product growth, employment, inflation, housing price index, interest rates and credit spreads.

Accrued interest is excluded from the measurement of the allowance for credit losses and accrued interest is reversed through interest income once a loan is placed on nonaccrual.

When all or a portion of a loan is deemed uncollectible, the uncollectible portion of the carrying amount of the loan is charged off against the allowance.

We also have off-balance sheet commitments related to our commercial mortgage loans. The liability for expected credit losses related to these commercial mortgage loan commitments is reported in Other liabilities in the Consolidated Balance Sheets. When a commitment is funded, we record a loan receivable and reclassify the liability for expected credit losses related to the commitment into loan allowance for expected credit losses. Other changes in the liability for expected credit losses on loan commitments are recorded in Net realized capital gains (losses) in the Consolidated Statements of Income.

Prior to the adoption of the Financial Instruments Credit Losses Standard on January 1, 2020

Mortgage and other loans receivable are considered impaired when collection of all amounts due under contractual terms is not probable. Impairment is measured using either i) the present value of expected future cash flows discounted at the loan's effective interest rate, ii) the loan's observable market price, if available, or iii) the fair value of the collateral if the loan is collateral dependent. Impairment of commercial mortgages is typically determined using the fair value of collateral while impairment of other loans is typically determined using the present value of cash flows or the loan's observable market price. An allowance is typically established for the difference between the impaired value of the loan and its current carrying amount. Additional allowance amounts are established for incurred but not specifically identified impairments, based on statistical models primarily driven by past-due status, debt service coverage, loan-to-value ratio, property type and location, loan term, profile of the borrower and of the major property tenants, and loan seasoning. When all or a portion of a loan is deemed uncollectable, the uncollectable portion of the carrying amount of the loan is charged off against the allowance.

The following table presents a rollforward of the changes in the allowance for losses on Mortgage and other loans receivable^(a):

Years Ended December 31, (in millions)	2020			2019			2018		
	Commercial Mortgages	Other Loans	Total	Commercial Mortgages	Other Loans	Total	Commercial Mortgages	Other Loans	Total
Allowance, beginning of year	\$ 336	\$ 102	\$ 438	\$ 318	\$ 79	\$ 397	\$ 247	\$ 75	\$ 322
Initial allowance upon CECL adoption	311	7	318	-	-	-	-	-	-
Loans charged off	(12)	(5)	(17)	(2)	(3)	(5)	(17)	(2)	(19)
Recoveries of loans previously charged off	-	-	-	-	-	-	-	1	1
Net charge-offs	(12)	(5)	(17)	(2)	(3)	(5)	(17)	(1)	(18)
Provision for loan losses	50	25	75	20	26	46	88	5	93
Allowance, end of year	\$ 685	\$ 129	\$ 814	\$ 336 ^(b)	\$ 102	\$ 438	\$ 318 ^(b)	\$ 79	\$ 397

(a) Does not include \$79 million of expected credit loss liability at December 31, 2020 in relation to off-balance-sheet commitments to fund commercial mortgage loans, which is recorded in Other liabilities.

(b) The December 31, 2019 and 2018 total allowance was calculated prior to the adoption of ASC 326 on January 1, 2020. Of the total allowance, \$10 million and \$3 million relates to individually assessed credit losses on \$148 million and \$54 million of commercial mortgages at December 31, 2019 and 2018, respectively.

As a result of the COVID-19 crisis, including the significant global economic slowdown and general market decline, our expectations and models used to estimate the allowance for losses on commercial and residential mortgage loans have been updated to reflect the current economic environment. The full impact of COVID-19 on real estate valuations remains uncertain and we will continue to review our valuations as further information becomes available.

TROUBLED DEBT RESTRUCTURINGS

We modify loans to optimize their returns and improve their collectability, among other things. When we undertake such a modification with a borrower that is experiencing financial difficulty and the modification involves us granting a concession to the troubled debtor, the modification is a troubled debt restructuring (TDR). We assess whether a borrower is experiencing financial difficulty based on a variety of factors, including the borrower's current default on any of its outstanding debt, the probability of a default on any of its debt in the foreseeable future without the modification, the insufficiency of the borrower's forecasted cash flows to service any of its outstanding debt (including both principal and interest), and the borrower's inability to access alternative third-party financing at an interest rate that would be reflective of current market conditions for a non-troubled debtor. Concessions granted may include extended maturity dates, interest rate changes, principal or interest forgiveness, payment deferrals and easing of loan covenants.

In response to the COVID-19 pandemic, there was an increase in the volume of loan modifications in our commercial mortgage, residential mortgage and leveraged loan portfolios. The COVID-19 related modifications were primarily in the form of short-term payment deferrals (one to six months). Short-term payment deferrals are not considered a concession and therefore these modifications are not considered a TDR.

During the years ended December 31, 2020 and 2019, loans with a carrying value of \$106 million and \$86 million, respectively, were modified in TDRs.

8. Reinsurance

In the ordinary course of business, our insurance companies may use both treaty and facultative reinsurance to minimize their net loss exposure to any single catastrophic loss event or to an accumulation of losses from a number of smaller events or to provide greater diversification of our businesses. In addition, our General Insurance subsidiaries assume reinsurance from other insurance companies. We determine the portion of the incurred but not reported (IBNR) loss that will be recoverable under our reinsurance contracts by reference to the terms of the reinsurance protection purchased. This determination is necessarily based on the estimate of IBNR and accordingly, is subject to the same uncertainties as the estimate of IBNR. Reinsurance assets include the balances due from reinsurance and insurance companies under the terms of our reinsurance agreements for paid and unpaid losses and loss adjustment expenses incurred, ceded unearned premiums and ceded future policy benefits for life and accident and health insurance contracts and benefits paid and unpaid. Amounts related to paid and unpaid losses and benefits and loss expenses with respect to these reinsurance agreements are substantially collateralized. We remain liable to the extent that our reinsurers do not meet their obligation under the reinsurance contracts, and as such, we regularly evaluate the financial condition of our reinsurers and monitor concentration of our credit risk. The estimation of the allowance for credit losses and disputes requires judgment for which key inputs typically include historical trends regarding uncollectible balances, disputes and credit events as well as specific reviews of balances in dispute or subject to credit impairment. The allowance for credit losses and disputes on reinsurance assets was \$326 million and \$151 million at December 31, 2020 and 2019, respectively. Changes in the allowance for credit losses and disputes on reinsurance assets are reflected in Policyholder benefits and losses incurred within the Consolidated Statements of Income.

The following table provides supplemental information for loss and benefit reserves, gross and net of ceded reinsurance:

At December 31, (in millions)	2020		2019	
	As Reported	Net of Reinsurance	As Reported	Net of Reinsurance
Liability for unpaid losses and loss adjustment expenses	\$ (77,720)	\$ (43,154)	\$ (78,328)	\$ (47,259)
Future policy benefits for life and accident and health insurance contracts	(51,097)	(25,121)	(50,512)	(49,670)
Policyholder contract deposits	(160,251)	(155,072)	(151,869)	(150,944)
Reserve for unearned premiums	(18,660)	(14,606)	(18,269)	(15,067)
Other policyholder funds	(3,548)	(2,933)	(3,428)	(3,420)
Reinsurance assets ^(a)	70,390		36,046	

(a) Reinsurance assets excludes (i) allowance for credit losses and disputes of \$326 million (of which \$135 million pertains to CECL reserve for Liability for unpaid losses and loss adjustment expenses) and \$151 million for the years ended December 31, 2020 and 2019, respectively, (ii) paid loss recoveries of \$3,157 million and \$1,970 million for the years ended December 31, 2020 and 2019, respectively, and (iii) policy and contract claims recoverable of \$320 million and \$112 million for the years ended December 31, 2020 and 2019, respectively.

SHORT-DURATION REINSURANCE

Short-duration reinsurance is effected under reinsurance treaties and by negotiation on individual risks. Certain of these reinsurance arrangements consist of excess of loss contracts that protect us against losses above stipulated amounts. Ceded premiums are considered prepaid reinsurance premiums and are recognized as a reduction of premiums earned over the contract period in proportion to the protection received. Amounts recoverable from reinsurers on short-duration contracts are estimated in a manner consistent with the claims liabilities associated with the reinsurance and presented as a component of Reinsurance assets. Reinsurance premiums for assumed business are estimated based on information received from brokers, ceding companies and reinsurers. Any subsequent differences arising on such estimates are recorded in the periods in which they are determined. Assumed reinsurance premiums are earned primarily on a pro-rata basis over the terms of the reinsurance contracts and the portion of premiums relating to the unexpired terms of coverage is included in the reserve for unearned premiums. Reinsurance premiums for assumed business are estimated based on information received from brokers, ceding companies and reinsureds. Any subsequent differences arising on such estimates are recorded in the periods in which they are determined. For both ceded and assumed reinsurance, risk transfer requirements must be met for reinsurance accounting to apply. If risk transfer requirements are not met, the contract is accounted for as a deposit, resulting in the recognition of cash flows under the contract through a deposit asset or liability and not as revenue or expense. To meet risk transfer requirements, a reinsurance contract must include both insurance risk, consisting of both underwriting and timing risk, and a reasonable possibility of a significant loss for the assuming entity. Similar risk transfer criteria are used to determine whether directly written insurance contracts should be accounted for as insurance or as a deposit.

The following table presents short-duration insurance premiums written and earned:

(in millions)	Years Ended December 31,		
	2020	2019	2018
Premiums written:			
Direct	\$ 28,521	\$ 29,338	\$ 30,368
Assumed	5,947	5,808	4,186
Ceded	(11,012)	(9,692)	(7,757)
Net	\$ 23,456	\$ 25,454	\$ 26,797
Premiums earned:			
Direct	\$ 28,596	\$ 30,017	\$ 31,450
Assumed	5,984	6,395	4,638
Ceded	(10,435)	(9,526)	(8,164)
Net	\$ 24,145	\$ 26,886	\$ 27,924

For the years ended December 31, 2020, 2019 and 2018, reinsurance recoveries, which reduced losses and loss adjustment expenses incurred, amounted to \$7.7 billion, \$4.7 billion and \$9.8 billion, respectively.

Retroactive reinsurance agreements are reinsurance agreements under which our reinsurer agrees to reimburse us as a result of past insurable events. For these agreements, the excess of the amounts ultimately collectible under the agreement over the consideration paid is recognized as a deferred gain liability and amortized into income over the settlement period of the ceded reserves. The amount of the deferral is recalculated each period based on loss payments and updated estimates. If the consideration paid exceeds the ultimate losses collectible under the agreement, the net loss on the agreement is recognized in income immediately. Ceded loss reserves under retroactive agreements were \$18.9 billion and \$13.9 billion, and the deferred gain liability was \$1.7 billion and \$1.8 billion, as of December 31, 2020 and 2019, respectively. The effect on income from amortization of the deferred gain was \$237 million, \$219 million and \$394 million for the years ended December 31, 2020, 2019 and 2018, respectively.

In the first quarter of 2017, we entered into an adverse development reinsurance agreement with National Indemnity Company (NICO), a subsidiary of Berkshire Hathaway Inc., under which we transferred to NICO 80 percent of the reserve risk on substantially all of our U.S. Commercial long-tail exposures for accident years 2015 and prior. Under this agreement, we ceded to NICO 80 percent of the losses on subject business paid on or after January 1, 2016 in excess of \$25 billion of net paid losses, up to an aggregate limit of \$25 billion. We account for this transaction as retroactive reinsurance. This transaction resulted in a gain, which under U.S. GAAP retroactive reinsurance accounting is deferred and amortized into income over the settlement period. NICO created a collateral trust account as security for their claim payment obligations to us, into which they deposited the consideration paid under the agreement, and Berkshire Hathaway Inc. has provided a parental guarantee to secure NICO's obligations under the agreement.

LONG-DURATION REINSURANCE

Long-duration reinsurance is effected principally under yearly renewable term (YRT) treaties, along with a large modco treaty with a former affiliate, Fortitude Re, that was deconsolidated following the Majority Interest Fortitude Sale. This modco treaty reinsures the majority of our long-duration run-off business. The premiums with respect to YRT treaties are earned over the contract period in proportion to the protection provided, while ceded premiums related to modco treaties are recognized when due. Amounts recoverable on YRT treaties are recognized when claims are incurred on the reinsured policies and are presented as a component of reinsurance assets. Amounts recoverable on the modco treaty are estimated in a manner consistent with the assumptions used for the underlying policy benefits and are presented as a separate reinsurance asset.

The following table presents premiums earned and policy fees for our long-duration life insurance and annuity operations:

Years Ended December 31, (in millions)	2020	2019	2018
Premiums			
Direct	\$ 4,381	\$ 4,363	\$ 3,489
Assumed	1,058	228	56
Ceded	(1,061)	(916)	(855)
Net	\$ 4,378	\$ 3,675	\$ 2,690
Policy Fees			
Direct	\$ 2,957	\$ 3,016	\$ 2,792
Assumed	-	-	-
Ceded	(40)	(1)	(1)
Net	\$ 2,917	\$ 3,015	\$ 2,791

Long-duration reinsurance recoveries, which reduced Policyholder benefits and losses incurred, was approximately \$1.1 billion, \$1.0 billion and \$778 million for the years ended December 31, 2020, 2019 and 2018, respectively.

The following table presents long-duration insurance in-force ceded to other insurance companies:

At December 31, (in millions)	2020	2019	2018
Long-duration insurance in force ceded	\$ 292,517	\$ 264,732	\$ 228,846

Long-duration insurance in-force assumed as a percentage of gross long-duration insurance in-force was 0.02 percent, 0.02 percent, and 0.03 percent at December 31, 2020, 2019 and 2018, respectively; and premiums assumed represented 19.5 percent, 5 percent and 1.6 percent of gross premiums for the years ended December 31, 2020, 2019 and 2018, respectively.

The U.S. Life and Retirement companies manage the capital impact of their statutory reserve requirements, including those resulting from the National Association of Insurance Commissioners (NAIC) Model Regulation "Valuation of Life Insurance Policies" (Regulation XXX) and NAIC Actuarial Guideline 38 (Guideline AXXX), through unaffiliated and affiliated reinsurance transactions. Effective July 1, 2016, one of the U.S. Life and Retirement companies entered into an agreement to cede approximately \$5 billion of statutory reserves for certain whole life and universal life policies to an unaffiliated reinsurer. Effective December 31, 2016, the same life insurance subsidiary recaptured term and universal life reserves subject to Regulation XXX and Guideline AXXX, previously ceded to an affiliate, and ceded approximately \$14 billion of such statutory reserves to an unaffiliated reinsurer under an amendment to the December 31, 2016 agreement. Under U.S. GAAP, these unaffiliated reinsurance transactions use deposit accounting with a reinsurance risk charge recorded in income, whereas such affiliated transactions are eliminated in consolidation. Under one affiliated reinsurance arrangement, one of the U.S. Life and Retirement companies obtains letters of credit to support statutory recognition of the ceded reinsurance. As of December 31, 2020, this subsidiary had a bilateral letter of credit totaling \$250 million, which was issued on February 7, 2014 and expires on February 7, 2024. The letter of credit is subject to reimbursement by AIG Parent in the event of a drawdown.

In addition, a domestic life insurance subsidiary domiciled in Texas further manages the capital impact of statutory reserve requirements related to fixed index annuities with guaranteed living benefits through two unaffiliated excess of loss reinsurance agreements effective December 31, 2019 and 2020, respectively. Pursuant to a permitted statutory accounting practice, the subsidiary recognizes an admitted asset of approximately \$0.6 billion related to the notional value of coverage defined in the excess of loss reinsurance agreements, net of specified amounts. Under U.S. GAAP, an asset will only be recognized if claims accumulate in an amount in excess of the attachment point specified in the agreements.

For additional information on the use of affiliated reinsurance for Regulation XXX and Guideline AXXX reserves see Note 19.

SALE OF FORTITUDE HOLDINGS

On June 2, 2020, we completed the Majority Interest Fortitude Sale. AIG established Fortitude Re, a wholly-owned subsidiary of Fortitude Holdings, in 2018 in a series of reinsurance transactions related to AIG's Run-Off operations. As of December 31, 2020, approximately \$30.5 billion of reserves from AIG's Life and Retirement Run-Off Lines and approximately \$4.1 billion of reserves from AIG's General Insurance Run-Off Lines, related to business written by multiple wholly-owned AIG subsidiaries, had been ceded to Fortitude Re under these reinsurance transactions. As of closing of the Majority Interest Fortitude Sale, these reinsurance transactions are no longer considered affiliated transactions and Fortitude Re is the reinsurer of the majority of AIG's Run-Off operations.

These reinsurance transactions between AIG and Fortitude Re were structured as modco and loss portfolio transfer arrangements with funds withheld (funds withheld). In modco and funds withheld arrangements, the investments supporting the reinsurance agreements, and which reflect the majority of the consideration that would be paid to the reinsurer for entering into the transaction, are withheld by, and therefore continue to reside on the balance sheet of, the ceding company (i.e., AIG) thereby creating an obligation for the ceding company to pay the reinsurer (i.e., Fortitude Re) at a later date. Additionally, as AIG maintains ownership of these investments, AIG will maintain its existing accounting for these assets (e.g., the changes in fair value of available for sale securities will be recognized within other comprehensive income). As a result of the deconsolidation resulting from the Majority Interest Fortitude Sale, AIG has established a funds withheld payable to Fortitude Re while simultaneously establishing a reinsurance asset representing reserves for the insurance coverage that Fortitude Re has assumed. The funds withheld payable contains an embedded derivative and changes in fair value of the embedded derivative related to the funds withheld payable are recognized in earnings through realized capital gains (losses). This embedded derivative is considered a total return swap with contractual returns that are attributable to various assets and liabilities associated with these reinsurance agreements.

There is a diverse pool of assets supporting the funds withheld arrangements with Fortitude Re. The following summarizes the composition of the pool of assets as of December 31, 2020:

December 31, 2020 (in millions)	Carrying Value	Fair Value	Corresponding Accounting Policy
Fixed maturity securities - available for sale ^(a)	\$ 36,047	\$ 36,047	Fair value through other comprehensive income
Fixed maturity securities - fair value option	200	200	Fair value through net investment income
Commercial mortgage loans	3,679	4,010	Amortized cost
Real estate investments	358	585	Amortized cost
Private equity funds / hedge funds	1,168	1,168	Fair value through net investment income
Policy loans	413	413	Amortized cost
Short-term Investments	34	34	Fair value through net investment income
Funds withheld investment assets	41,899	42,457	
Derivative assets, net ^(b)	(1)	(1)	Fair value through realized capital gains (losses)
Other ^(c)	604	604	Amortized cost
Total	\$ 42,502	\$ 43,060	

(a) The change in the net unrealized gains (losses) on available for sale securities related to the Fortitude Re funds withheld assets was \$1.0 billion (\$812 million after-tax) during the post deconsolidation period (June 2, 2020-December 31, 2020).

(b) The derivative assets have been presented net of collateral. The derivative assets supporting the Fortitude Re funds withheld arrangements had a fair market value of \$357 million as of December 31, 2020. These derivative assets are fully collateralized.

(c) Primarily comprised of Cash and Accrued investment income.

The impact of the funds withheld arrangements with Fortitude Re for the period post June 2, 2020 deconsolidation was as follows:

	Twelve Months Ended December 31, 2020
<i>(in millions)</i>	
Net underwriting income	\$ -
Net investment income - Fortitude Re funds withheld assets	1,053
Net realized capital losses on Fortitude Re funds withheld assets:	
Net realized capital gains - Fortitude Re funds withheld assets	463
Net realized capital losses - Fortitude Re embedded derivatives	(2,645)
Net realized capital losses on Fortitude Re funds withheld assets	(2,182)
Loss from continuing operations before income tax benefit	(1,129)
Income tax benefit ^(a)	(237)
Net loss	(892)
Change in unrealized appreciation of all other investments ^(a)	812
Comprehensive loss	\$ (80)

(a) The income tax expense (benefit) and the tax impact in accumulated other comprehensive income was computed using AIG's U.S. statutory tax rate of 21 percent.

Various assets supporting the Fortitude Re funds withheld arrangements are reported at amortized cost, and as such, changes in the fair value of these assets are not reflected in the financial statements. However, changes in the fair value of these assets are included in the embedded derivative in the Fortitude Re funds withheld arrangement and the appreciation of these assets is the primary driver of the comprehensive loss reflected above.

REINSURANCE SECURITY

Our third-party reinsurance arrangements do not relieve us from our direct obligations to our beneficiaries. Thus, a credit exposure exists with respect to both short-duration and long-duration reinsurance ceded to the extent that any reinsurer fails to meet the obligations assumed under any reinsurance agreement. We hold substantial collateral as security under related reinsurance agreements in the form of funds, securities, and/or letters of credit. A provision has been recorded for estimated unrecoverable reinsurance. In light of collateral held, we believe that no exposure to a single reinsurer represents an inappropriate concentration of credit risk to AIG. Gross reinsurance assets due from reinsurers exceeding 5 percent of our total reinsurance assets were approximately \$54.0 billion and \$19.0 billion at December 31, 2020 and 2019, respectively, of which approximately \$2.6 billion and \$2.8 billion at December 31, 2020 and 2019, respectively, was not secured by collateral.

REINSURANCE – CREDIT LOSSES

The estimation of reinsurance recoverables involves a significant amount of judgment, particularly for latent exposures, such as asbestos, due to their long-tail nature. Reinsurance assets include reinsurance recoverables on unpaid losses and loss adjustment expenses that are estimated as part of our loss reserving process and, consequently, are subject to similar judgments and uncertainties as the estimation of gross loss reserves. Similarly, Other assets include reinsurance recoverables for contracts which are accounted for as deposits.

We assess the collectability of reinsurance recoverable balances in each reporting period, through either historical trends of disputes and credit events or financial analysis of the credit quality of the reinsurer. We record adjustments to reflect the results of these assessments through an allowance for credit losses and disputes on uncollectable reinsurance that reduces the carrying amount of reinsurance and other assets on the consolidated balance sheets (collectively, the reinsurance recoverable balances). This estimate requires significant judgment for which key considerations include:

- ☐ paid and unpaid amounts recoverable;
- ☐ whether the balance is in dispute or subject to legal collection;
- ☐ the relative financial health of the reinsurer as determined by the Obligor Risk Ratings (ORRs) we assign to each reinsurer based upon our financial reviews; insurers that are financially troubled (i.e., in run-off, have voluntarily or involuntarily been placed in receivership, are insolvent, are in the process of liquidation or otherwise subject to formal or informal regulatory restriction) are assigned ORRs that will generate a significant allowance; and
- ☐ whether collateral and collateral arrangements exist.

An estimate of the reinsurance recoverable's lifetime expected credit losses is established utilizing a probability of default and loss given default method, which reflects the reinsurer's ORR rating. The allowance for credit losses excludes disputed amounts. An allowance for disputes is established for a reinsurance recoverable using the losses incurred model for contingencies.

The total reinsurance recoverables as of December 31, 2020 were \$75.8 billion. As of that date, utilizing AIG's ORRs, (i) approximately 92 percent of the reinsurance recoverables were investment grade, of which 52 percent related to General Insurance and 40 percent related to Life and Retirement; (ii) approximately 7 percent of the reinsurance recoverables were non-investment grade, the majority of which related to General Insurance; (iii) less than one percent of the non-investment grade reinsurance recoverables related to Life and Retirement and (iv) approximately one percent of the reinsurance recoverables related to entities that were not rated by AIG.

As of December 31, 2020, approximately 64 percent of our non-investment grade reinsurance exposure related to captive insurers. These arrangements are typically collateralized by letters of credit, funds withheld or trust agreements.

Reinsurance Recoverable Allowance

The following table presents a rollforward of the reinsurance recoverable allowance:

Year Ended December 31, 2020 (in millions)	General Insurance	Life and Retirement	Total
Balance, beginning of period	\$ 111	\$ 40	\$ 151
Initial allowance upon CECL adoption	202	22	224
Current period provision for expected credit losses and disputes	(12)	21	9
Write-offs charged against the allowance for credit losses and disputes	(9)	-	(9)
Balance, end of year	\$ 292	\$ 83	\$ 375

There were no material recoveries of credit losses previously written off for the year ended December 31, 2020.

Past-Due Status

We consider a reinsurance asset to be past due when it is 90 days past due. The allowance for credit losses is estimated excluding disputed amounts. An allowance for disputes is established using the losses incurred method for contingencies. Past due balances on claims that are not in dispute were not material for any of the periods presented.

9. Deferred Policy Acquisition Costs

Deferred policy acquisition costs (DAC) represent those costs that are incremental and directly related to the successful acquisition of new or renewal of existing insurance contracts. We defer incremental costs that result directly from, and are essential to, the acquisition or renewal of an insurance contract. Such deferred policy acquisition costs generally include agent or broker commissions and bonuses, premium taxes, and medical and inspection fees that would not have been incurred if the insurance contract had not been acquired or renewed. Each cost is analyzed to assess whether it is fully deferrable. We partially defer costs, including certain commissions, when we do not believe that the entire cost is directly related to the acquisition or renewal of insurance contracts.

We also defer a portion of employee total compensation and payroll-related fringe benefits directly related to time spent performing specific acquisition or renewal activities, including costs associated with the time spent on underwriting, policy issuance and processing, and sales force contract selling. The amounts deferred are derived based on successful efforts for each distribution channel and/or cost center from which the cost originates.

Short-duration insurance contracts: Policy acquisition costs are deferred and amortized over the period in which the related premiums written are earned, generally 12 months. DAC is grouped consistent with the manner in which the insurance contracts are acquired, serviced and measured for profitability and is reviewed for recoverability based on the profitability of the underlying insurance contracts. Investment income is anticipated in assessing the recoverability of DAC. We assess the recoverability of DAC on an annual basis or more frequently if circumstances indicate an impairment may have occurred. This assessment is performed by comparing recorded net unearned premiums and anticipated investment income on in-force business to the sum of expected losses and loss adjustment expenses incurred, unamortized DAC and maintenance costs. If the sum of these costs exceeds the amount of recorded net unearned premiums and anticipated investment income, the excess is recognized as an offset against the asset established for DAC. This offset is referred to as a premium deficiency charge. Increases in expected losses and loss adjustment expenses incurred can have a significant impact on the likelihood and amount of a premium deficiency charge.

Long-duration insurance contracts: Policy acquisition costs for participating life, traditional life and accident and health insurance products are generally deferred and amortized, with interest, over the premium paying period. The assumptions used to calculate the benefit liabilities and DAC for these traditional products are set when a policy is issued and do not change with changes in actual experience, unless a loss recognition event occurs. These "locked-in" assumptions include mortality, morbidity, persistency, maintenance expenses and investment returns, and include margins for adverse deviation to reflect uncertainty given that actual experience might deviate from these assumptions. A loss recognition event occurs when there is a shortfall between the carrying amount of future policy benefit liabilities, net of DAC, and what the future policy benefit liabilities, net of DAC, would be when applying updated current assumptions. When we determine a loss recognition event has occurred, we first reduce any DAC related to that block of business through amortization of acquisition expense, and after DAC is depleted, we record additional liabilities through a charge to Policyholder benefits and losses incurred. Groupings for loss recognition testing are consistent with our manner of acquiring, servicing and measuring the profitability of the business and applied by product groupings. We perform separate loss recognition tests for traditional life products, payout annuities and long-term care products. Once loss recognition has been recorded for a block of business, the old assumption set is replaced and the assumption set used for the loss recognition would then be subject to the lock-in principle.

Investment-oriented contracts: Certain policy acquisition costs and policy issuance costs related to universal life and investment-type products (collectively, investment-oriented products) are deferred and amortized, with interest, in relation to the incidence of estimated gross profits to be realized over the estimated lives of the contracts. DAC on investment-oriented contracts were approximately \$5.1 billion and \$6.1 billion at December 31, 2020 and 2019, respectively. Estimated gross profits are affected by a number of factors, including levels of current and expected interest rates, net investment income and spreads, net realized capital gains and losses, fees, surrender rates, mortality experience, policyholder behavior experience and equity market returns and volatility. In each reporting period, current period amortization expense is adjusted to reflect actual gross profits. If the assumptions used for estimating gross profit change significantly, DAC is recalculated using the new assumptions, including actuarial assumptions such as mortality, lapse, benefit utilization, and premium persistency, and any resulting adjustment is included in income. If the new assumptions indicate that future estimated gross profits are higher than previously estimated, DAC will be increased resulting in a decrease in amortization expense and increase in income in the current period; if future estimated gross profits are lower than previously estimated, DAC will be decreased resulting in an increase in amortization expense and decrease in income in the current period. Updating such assumptions may result in acceleration of amortization in some products and deceleration of amortization in other products. DAC is grouped consistent with the manner in which the insurance contracts are acquired, serviced and measured for profitability and is reviewed for recoverability based on the current and projected future profitability of the underlying insurance contracts.

To estimate future estimated gross profits for variable annuity products, a long-term annual asset growth assumption is applied to determine the future growth in assets and related asset-based fees. In determining the asset growth rate, the effect of short-term fluctuations in the equity markets is partially mitigated through the use of a "reversion to the mean" methodology whereby short-term asset growth above or below long-term annual rate assumptions impacts the growth assumption applied to the five-year period subsequent to the current balance sheet date. The reversion to the mean methodology allows us to maintain our long-term growth assumptions, while also giving consideration to the effect of actual investment performance. When actual performance significantly deviates from the annual long-term growth assumption, as evidenced by growth assumptions in the five-year reversion to the mean period falling below a certain rate (floor) or rising above a certain rate (cap) for a sustained period, judgment may be applied to revise or "unlock" the growth rate assumptions to be used for both the five-year reversion to the mean period as well as the long-term annual growth assumption applied to subsequent periods.

Shadow DAC and Shadow Loss Recognition: DAC related to investment-oriented products is also adjusted to reflect the effect of unrealized gains or losses on fixed maturity securities available for sale, with related changes recognized through Other comprehensive income (shadow DAC). The adjustment is made at each balance sheet date, as if the securities had been sold at their stated aggregate fair value and the proceeds reinvested at current yields. Similarly, for long-duration traditional insurance contracts, if the assets supporting the liabilities are in a net unrealized gain position at the balance sheet date, loss recognition testing assumptions are updated to exclude such gains from future cash flows by reflecting the impact of reinvestment rates on future yields. If a future loss is anticipated under this basis, any additional shortfall indicated by loss recognition tests is recognized as a reduction in accumulated other comprehensive income (shadow loss recognition). Similar to other loss recognition on long-duration insurance contracts, such shortfall is first reflected as a reduction in DAC and secondly as an increase in liabilities for future policy benefits. The change in these adjustments, net of tax, is included with the change in net unrealized appreciation of investments that is credited or charged directly to Other comprehensive income.

Internal Replacements of Long-duration and Investment-oriented Products: For some products, policyholders can elect to modify product benefits, features, rights or coverages by exchanging a contract for a new contract or by amendment, endorsement, or rider to a contract, or by the election of a feature or coverage within a contract. These transactions are known as internal replacements. If the modification does not substantially change the contract, we do not change the accounting and amortization of existing DAC and related actuarial balances. If an internal replacement represents a substantial change, the original contract is considered to be extinguished and any related DAC or other policy balances are charged or credited to income, and any new deferrable costs associated with the replacement contract are deferred.

Value of Business Acquired (VOBA) is determined at the time of acquisition and is reported in the Consolidated Balance Sheets with DAC. This value is based on the present value of future pre-tax profits discounted at yields applicable at the time of purchase. For participating life, traditional life and accident and health insurance products, VOBA is amortized over the life of the business in a manner similar to that for DAC based on the assumptions at purchase. For investment-oriented products, VOBA is amortized in relation to estimated gross profits and adjusted for the effect of unrealized gains or losses on fixed maturity securities available for sale and prior to 2018, equity securities at fair value in a manner similar to DAC.

The following table presents a rollforward of DAC and VOBA:

Years Ended December 31, (in millions)					
	2020		2019		2018
Balance, beginning of year	\$	11,207	\$	12,694	\$ 10,994
Acquisitions		-		-	298
Dispositions		(467)		-	-
Acquisition costs deferred		4,292		5,403	5,832
Amortization expense		(4,211)		(5,164)	(5,386)
Change related to unrealized appreciation (depreciation) of investments		(1,096)		(1,768)	1,063
Other, including foreign exchange		80		42	(107)
Balance, end of year ^(a)	\$	9,805	\$	11,207	\$ 12,694
Supplemental Information:					
VOBA amortization expense included in DAC amortization ^(b)	\$	192	\$	171	\$ 243
VOBA, end of year included in DAC balance ^(c)		126		317	438

(a) Net of reductions in DAC of \$1.0 billion, \$1.8 billion and \$1.0 billion at December 31, 2020, 2019 and 2018, respectively, related to shadow DAC.

(b) In connection with the Majority Interest Fortitude Sale, and the subsequent deconsolidation of Fortitude Re, AIG wrote off \$169 million of VOBA.

(c) Includes \$101 million of VOBA from the acquisition of Validus in 2018, the majority of which was amortized in 2019 with the remainder fully amortized in 2020.

The percentage of the unamortized balance of VOBA at December 31, 2020 expected to be amortized in 2021 through 2025 by year is: 11.2 percent, 10.4 percent, 10.4 percent, 8.8 percent and 8.8 percent, respectively, with 50.4 percent being amortized after five years. These projections are based on current estimates for investment income and spreads, persistency, mortality and morbidity assumptions.

DAC, VOBA and SIA for insurance-oriented and investment-oriented products are reviewed for recoverability, which involves estimating the future profitability of current business. This review involves significant management judgment. If actual profitability is substantially lower than estimated, AIG's DAC, VOBA and SIA may be subject to an impairment charge and AIG's results of operations could be significantly affected in the period the impairment charge is recognized and in future periods. VOBA is reported with the DAC balance and SIAs are included in Other assets.

10. Variable Interest Entities

A variable interest entity (VIE) is a legal entity that does not have sufficient equity at risk to finance its activities without additional subordinated financial support or is structured such that equity investors lack the ability to make significant decisions relating to the entity's operations through voting rights or do not substantively participate in the gains and losses of the entity. Consolidation of a VIE by its primary beneficiary is not based on majority voting interest, but is based on other criteria discussed below.

We enter into various arrangements with VIEs in the normal course of business and consolidate the VIEs when we determine we are the primary beneficiary. This analysis includes a review of the VIE's capital structure, related contractual relationships and terms, nature of the VIE's operations and purpose, nature of the VIE's interests issued and our involvement with the entity. When assessing the need to consolidate a VIE, we evaluate the design of the VIE as well as the related risks to which the entity was designed to expose the variable interest holders.

The primary beneficiary is the entity that has both (i) the power to direct the activities of the VIE that most significantly affect the entity's economic performance and (ii) the obligation to absorb losses or the right to receive benefits that could be potentially significant to the VIE. While also considering these factors, the consolidation conclusion depends on the breadth of our decision-making ability and our ability to influence activities that significantly affect the economic performance of the VIE.

BALANCE SHEET CLASSIFICATION AND EXPOSURE TO LOSS

Creditors or beneficial interest holders of VIEs for which the Company is the primary beneficiary generally have recourse only to the assets and cash flows of the VIEs and do not have recourse to the Company, except in limited circumstances when the Company has provided a guarantee to the VIE's interest holders. The following table presents the total assets and total liabilities associated with our variable interests in consolidated VIEs, as classified in the Consolidated Balance Sheets:

(in millions)	Real Estate and Investment Entities ^(d)	Securitization Vehicles ^(e)	Affordable Housing Partnerships	Other	Total
December 31, 2020					
Assets:					
Bonds available for sale	\$ -	\$ 6,089	\$ -	\$ -	\$ 6,089
Other bond securities	-	2,367	-	-	2,367
Equity securities	507	-	-	-	507
Mortgage and other loans receivable	-	3,135	-	-	3,135
Other invested assets					
Alternative investments ^(a)	2,689	-	-	-	2,689
Investment Real Estate	3,378	-	3,558	-	6,936
Short-term investments	365	1,534	-	27	1,926
Accrued investment income	-	38	-	-	38
Cash	129	-	203	-	332
Other assets	166	120	243	-	529
Other	3	-	-	2	5
Total assets^(b)	\$ 7,237	\$ 13,283	\$ 4,004	\$ 29	\$ 24,553
Liabilities:					
Debt of consolidated investment entities	\$ 2,559	\$ 3,961	\$ 2,287	\$ 2	\$ 8,809
Other ^(c)	180	187	187	10	564
Total liabilities	\$ 2,739	\$ 4,148	\$ 2,474	\$ 12	\$ 9,373
December 31, 2019					
Assets:					
Bonds available for sale	\$ -	\$ 7,416	\$ -	\$ -	\$ 7,416
Other bond securities	-	3,324	-	1	3,325
Mortgage and other loans receivable	-	3,860	-	-	3,860
Other invested assets					
Alternative investments ^(a)	1,436	-	-	17	1,453
Investment Real Estate	3,795	-	3,464	25	7,284
Short-term investments	315	1,861	-	26	2,202
Accrued investment income	-	83	-	-	83
Cash	132	-	234	7	373
Other assets	161	56	235	2	454
Other	3	-	-	7	10
Total assets^(b)	\$ 5,842	\$ 16,600	\$ 3,933	\$ 85	\$ 26,460
Liabilities:					
Debt of consolidated investment entities	\$ 2,691	\$ 4,475	\$ 2,074	\$ 4	\$ 9,244
Other ^(c)	216	379	195	24	814
Total liabilities	\$ 2,907	\$ 4,854	\$ 2,269	\$ 28	\$ 10,058

(a) Comprised primarily of investments in real estate joint ventures at December 31, 2020 and 2019.

(b) The assets of each VIE can be used only to settle specific obligations of that VIE.

(c) Comprised primarily of Other liabilities at December 31, 2020 and 2019.

(d) At December 31, 2020 and 2019, off-balance sheet exposure primarily consisting of commitments to real estate and investment entities was \$1.8 billion and \$2.6 billion, respectively.

(e) At December 31, 2020 and 2019, the company had contributed total assets of \$12.5 billion and \$15.6 billion, respectively, into consolidated securitization vehicles.

We calculate our maximum exposure to loss to be (i) the amount invested in the debt or equity of the VIE, (ii) the notional amount of VIE assets or liabilities where we have also provided credit protection to the VIE with the VIE as the referenced obligation, and (iii) other commitments and guarantees to the VIE.

Under the terms of six transactions entered into between 2012 and 2014 securitizing portfolios of certain debt securities previously owned by AIG and its affiliates, an indirectly wholly-owned subsidiary of AIG is obligated to make certain capital contributions to such a securitization VIE in the event that the VIE is unable to redeem any rated notes it has in issue on the relevant redemption date. AIG has provided a guarantee to the six securitization VIEs of the obligations of its indirectly wholly-owned subsidiary to make such capital contributions when due. At December 31, 2020, in aggregate, \$175 million of rated notes issued by such VIEs were outstanding and held by investors other than AIG and its consolidated affiliates.

SunAmerica Affordable Housing Partners, Inc. (SAAHP) provides a Base Internal Rate of Return (IRR) guarantee to its third party investors, so that on a specified date if the Investor has not received distributions of cash and allocations of certain tax benefits required to achieve their Base IRR as provided for in the Partnership Agreement, SAAHP shall distribute cash to effectively generate the Base IRR to the investor. In addition, SAAHP has from time to time guaranteed certain debt issued by third parties related to its business activities. As of December 31, 2020, the off balance sheet amount of that guarantee was approximately \$4 million.

The following table presents total assets of unconsolidated VIEs in which we hold a variable interest, as well as our maximum exposure to loss associated with these VIEs:

(in millions)	Total VIE Assets	Maximum Exposure to Loss			Total
		On-Balance Sheet ^(b)	Off-Balance Sheet		
December 31, 2020					
Real estate and investment entities ^(a)	\$ 321,716	\$ 6,420	\$ 3,273 ^(c)	\$ 9,693	
Affordable housing partnerships	2,801	368	4	372	
Other	1,733	195	546 ^(d)	741	
Total	\$ 326,250	\$ 6,983	\$ 3,823	\$ 10,806	
December 31, 2019					
Real estate and investment entities ^(a)	\$ 283,349	\$ 6,519	\$ 3,286 ^(c)	\$ 9,805	
Affordable housing partnerships	3,351	453	-	453	
Other	5,320	310	561 ^(d)	871	
Total	\$ 292,020	\$ 7,282	\$ 3,847	\$ 11,129	

(a) Comprised primarily of hedge funds and private equity funds.

(b) At December 31, 2020 and 2019, \$6.8 billion and \$7.0 billion, respectively, of our total unconsolidated VIE assets were recorded as Other invested assets.

(c) These amounts represent our unfunded commitments to invest in private equity funds and hedge funds.

(d) These amounts represent our estimate of the maximum exposure to loss under certain insurance policies issued to VIEs if a hypothetical loss occurred to the extent of the full amount of the insured value. Our insurance policies cover defined risks and our estimate of liability is included in our insurance reserves on the balance sheet.

REAL ESTATE AND INVESTMENT ENTITIES

Through our insurance operations and AIG Global Real Estate Investment Corp., we are an investor in various real estate investment entities, some of which are VIEs. These investments are typically with unaffiliated third-party developers via a partnership or limited liability company structure. The VIEs' activities consist of the development or redevelopment of commercial, industrial and residential real estate. Our involvement varies from being a passive equity investor or finance provider to actively managing the activities of the VIEs.

Our insurance operations participate as passive investors in the equity issued by certain third-party-managed hedge and private equity funds that are VIEs. Our insurance operations typically are not involved in the design or establishment of these VIEs, nor do they actively participate in the management of the VIEs.

SECURITIZATION VEHICLES

We created certain VIEs that hold investments, primarily in investment-grade debt securities and loans, and issued beneficial interests in these investments. Some of these VIEs were created to facilitate our purchase of asset-backed securities. In these situations, all of the beneficial interests are owned by our insurance operations and are consolidated by AIG. In other instances, we have created VIEs that are securitizations of residential mortgage loans or other forms of collateralized loan obligations. Our insurance subsidiaries own some of the beneficial interests, and we maintain the power to direct the activities of the VIEs that most significantly impact their economic performance. Accordingly, we consolidate these entities and those beneficial interests issued to third parties are reported as debt of consolidated investment entities. This debt is non-recourse to AIG.

AFFORDABLE HOUSING PARTNERSHIPS

SAHP organized and invested in limited partnerships that develop and operate affordable housing qualifying for federal, state, and historic tax credits, in addition to a few market rate properties across the United States. The operating partnerships are VIEs, whose debt is generally non-recourse in nature, and the general partners of which are mostly unaffiliated third-party developers. We account for our investments in operating partnerships using the equity method of accounting, unless they are required to be consolidated. We consolidate an operating partnership if the general partner is an affiliated entity or we otherwise have the power to direct activities that most significantly impact the entities' economic performance. The pre-tax income of SAHP is reported as a component of the Life and Retirement segment.

RMBS, CMBS, OTHER ABS AND CDOs

Primarily through our insurance operations, we are a passive investor in RMBS, CMBS, other ABS and CDOs, the majority of which are issued by domestic special purpose entities. We generally do not sponsor or transfer assets to, or act as the servicer to these asset-backed structures, and were not involved in the design of these entities.

Our maximum exposure in these types of structures is limited to our investment in securities issued by these entities. Based on the nature of our investments and our passive involvement in these types of structures, we have determined that we are not the primary beneficiary of these entities. We have not included these entities in the above tables; however, the fair values of our investments in these structures are reported in Notes 5 and 6 herein.

11. Derivatives and Hedge Accounting

We use derivatives and other financial instruments as part of our financial risk management programs and as part of our investment operations. Interest rate derivatives (such as interest rate swaps) are used to manage interest rate risk associated with embedded derivatives contained in insurance contract liabilities, fixed maturity securities, outstanding medium- and long-term notes as well as other interest rate sensitive assets and liabilities. Foreign exchange derivatives (principally foreign exchange forwards and swaps) are used to economically mitigate risk associated with non-U.S. dollar denominated debt, net capital exposures, foreign currency transactions, and foreign denominated investments. Equity derivatives are used to mitigate financial risk embedded in certain insurance liabilities and economically hedge certain investments. We use credit derivatives to manage our credit exposures. The derivatives are effective economic hedges of the exposures that they are meant to offset. In addition to hedging activities, we also enter into derivative instruments with respect to investment operations, which may include, among other things, credit default swaps (CDSs), total return swaps and purchases of investments with embedded derivatives, such as equity-linked notes and convertible bonds.

Interest rate, currency, equity and commodity swaps, credit contracts, swaptions, options and forward transactions are accounted for as derivatives, recorded on a trade-date basis and carried at fair value. Unrealized gains and losses are reflected in income, when appropriate. Aggregate asset or liability positions are netted on the Consolidated Balance Sheets only to the extent permitted by qualifying master netting arrangements in place with each respective counterparty. Cash collateral posted with counterparties in conjunction with transactions supported by qualifying master netting arrangements is reported as a reduction of the corresponding net derivative liability, while cash collateral received in conjunction with transactions supported by qualifying master netting arrangements is reported as a reduction of the corresponding net derivative asset.

Derivatives, with the exception of embedded derivatives, are reported at fair value in the Consolidated Balance Sheets in Other assets and Other liabilities. Embedded derivatives are generally presented with the host contract in the Consolidated Balance Sheets. A bifurcated embedded derivative is measured at fair value and accounted for in the same manner as a free standing derivative contract. The corresponding host contract is accounted for according to the accounting guidance applicable for that instrument.

For additional information on embedded derivatives see Notes 5 and 14.

The following table presents the notional amounts of our derivatives and the fair value of derivative assets and liabilities in the Consolidated Balance Sheets:

	December 31, 2020				December 31, 2019			
	Gross Derivative Assets		Gross Derivative Liabilities		Gross Derivative Assets		Gross Derivative Liabilities	
	Notional Amount	Fair Value	Notional Amount	Fair Value	Notional Amount	Fair Value	Notional Amount	Fair Value
<i>(in millions)</i>								
Derivatives designated as hedging instruments:^(a)								
Interest rate contracts	\$ 815	\$ 16	\$ 356	\$ 11	\$ 495	\$ 3	\$ 410	\$ 7
Foreign exchange contracts	3,468	256	7,424	379	4,328	342	5,230	162
Derivatives not designated as hedging instruments:^(a)								
Interest rate contracts	62,259	4,621	48,732	4,425	52,437	3,197	35,231	2,742
Foreign exchange contracts	9,518	766	12,860	711	8,133	698	12,093	863
Equity contracts	22,924	1,130	7,076	223	18,533	769	7,539	139
Credit contracts ^(b)	5,797	2	969	67	8,457	3	923	89
Other contracts ^(c)	43,441	14	54	6	40,582	14	56	7
Total derivatives, gross	\$ 148,222	\$ 6,805	\$ 77,471	\$ 5,822	\$ 132,965	\$ 5,026	\$ 61,482	\$ 4,009
Counterparty netting^(d)		(3,812)		(3,812)		(2,427)		(2,427)
Cash collateral^(e)		(2,219)		(1,441)		(1,806)		(527)
Total derivatives on consolidated balance sheets^(f)	\$ 774		\$ 569		\$ 793		\$ 1,055	

(a) Fair value amounts are shown before the effects of counterparty netting adjustments and offsetting cash collateral.

(b) As of December 31, 2020 and 2019, included CDSs on super senior multi-sector CDOs with a net notional amount of \$137 million and \$152 million (fair value liability of \$44 million and \$48 million), respectively. The net notional amount represents the maximum exposure to loss on the portfolio.

(c) Consists primarily of stable value wraps and contracts with multiple underlying exposures.

(d) Represents netting of derivative exposures covered by a qualifying master netting agreement.

(e) Represents cash collateral posted and received that is eligible for netting.

(f) Freestanding derivatives only, excludes embedded derivatives. Derivative instrument assets and liabilities are recorded in Other assets and Other liabilities, respectively. Fair value of assets related to bifurcated embedded derivatives was zero at both December 31, 2020 and December 31, 2019. Fair value of liabilities related to bifurcated embedded derivatives was \$15.8 billion and \$6.9 billion, respectively, at December 31, 2020 and December 31, 2019. A bifurcated embedded derivative is generally presented with the host contract in the Consolidated Balance Sheets. Embedded derivatives are primarily related to guarantee features in variable annuity products, which include equity and interest rate components, and the funds withheld arrangement with Fortitude Re. For additional information see Note 8 to the Consolidated Financial Statements.

COLLATERAL

We engage in derivative transactions that are not subject to a clearing requirement directly with unaffiliated third parties, in most cases, under International Swaps and Derivatives Association, Inc. (ISDA) Master Agreements. Many of the ISDA Master Agreements also include Credit Support Annex provisions, which provide for collateral postings that may vary at various ratings and threshold levels. We attempt to reduce our risk with certain counterparties by entering into agreements that enable collateral to be obtained from a counterparty on an upfront or contingent basis. We minimize the risk that counterparties might be unable to fulfill their contractual obligations by monitoring counterparty credit exposure and collateral value and generally requiring additional collateral to be posted upon the occurrence of certain events or circumstances. In addition, certain derivative transactions have provisions that require collateral to be posted upon a downgrade of our long-term debt ratings or give the counterparty the right to terminate the transaction. In the case of some of the derivative transactions, upon a downgrade of our long-term debt ratings, as an alternative to posting collateral and subject to certain conditions, we may assign the transaction to an obligor with higher debt ratings or arrange for a substitute guarantee of our obligations by an obligor with higher debt ratings or take other similar action. The actual amount of collateral required to be posted to counterparties in the event of such downgrades, or the aggregate amount of payments that we could be required to make, depends on market conditions, the fair value of outstanding affected transactions and other factors prevailing at and after the time of the downgrade.

Collateral posted by us to third parties for derivative transactions was \$3.0 billion and \$2.2 billion at December 31, 2020 and 2019, respectively. In the case of collateral posted under derivative transactions that are not subject to clearing, this collateral can generally be repledged or resold by the counterparties. Collateral provided to us from third parties for derivative transactions was \$2.3 billion and \$2.2 billion at December 31, 2020 and 2019, respectively. In the case of collateral provided to us under derivative transactions that are not subject to clearing, we generally can repledge or resell collateral.

OFFSETTING

We have elected to present all derivative receivables and derivative payables, and the related cash collateral received and paid, on a net basis on our Consolidated Balance Sheets when a legally enforceable ISDA Master Agreement exists between us and our derivative counterparty. An ISDA Master Agreement is an agreement governing multiple derivative transactions between two counterparties. The ISDA Master Agreement generally provides for the net settlement of all, or a specified group, of these derivative transactions, as well as transferred collateral, through a single payment, and in a single currency, as applicable. The net settlement provisions apply in the event of a default on, or affecting any, one derivative transaction or a termination event affecting all, or a specified group of, derivative transactions governed by the ISDA Master Agreement.

HEDGE ACCOUNTING

We designated certain derivatives entered into with third parties as fair value hedges of available for sale investment securities held by our insurance subsidiaries. The fair value hedges include foreign currency forwards and cross currency swaps designated as hedges of the change in fair value of foreign currency denominated available for sale securities attributable to changes in foreign exchange rates. We also designated certain interest rate swaps entered into with third parties as fair value hedges of fixed rate GICs attributable to changes in benchmark interest rates.

We use foreign currency denominated debt and cross-currency swaps as hedging instruments in net investment hedge relationships to mitigate the foreign exchange risk associated with our non-U.S. dollar functional currency foreign subsidiaries. For net investment hedge relationships where issued debt is used as a hedging instrument, we assess the hedge effectiveness and measure the amount of ineffectiveness based on changes in spot rates. For net investment hedge relationships that use derivatives as hedging instruments, we assess hedge effectiveness and measure hedge ineffectiveness using changes in forward rates. For the years ended December 31, 2020, 2019 and 2018, we recognized gains (losses) of \$(128) million, \$116 million and \$34 million, respectively, included in Change in foreign currency translation adjustment in Other comprehensive income related to the net investment hedge relationships.

A qualitative methodology is utilized to assess hedge effectiveness for net investment hedges, while regression analysis is employed for all other hedges.

The following table presents the gain (loss) recognized in earnings on our derivative instruments in fair value hedging relationships in the Consolidated Statements of Income:

	Gains/(Losses) Recognized in Earnings for:				
	Hedging Derivatives ^(a)	Excluded Components ^(b)	Hedged Items		Net Impact
<i>(in millions)</i>					
Year ended December 31, 2020					
Interest rate contracts:					
Realized capital gains/(losses)	\$ -	\$ -	\$ -		-
Interest credited to policyholder account balances	14	-	(14)		-
Net investment income	(6)	-	5		(1)
Foreign exchange contracts:					
Realized capital gains/(losses)	(422)	49	422		49
Year ended December 31, 2019					
Interest rate contracts:					
Realized capital gains/(losses)	\$ -	\$ -	\$ -		-
Interest credited to policyholder account balances	16	-	(16)		-
Net investment income	(1)	-	1		-
Foreign exchange contracts:					
Realized capital gains/(losses)	(31)	91	31		91
Year ended December 31, 2018					
Interest rate contracts:					
Realized capital gains/(losses)	\$ (2)	\$ -	\$ 2		-
Interest credited to policyholder account balances	-	-	-		-
Net investment income	-	-	-		-
Foreign exchange contracts:					
Realized capital gains/(losses)	365	106	(365)		106

(a) Gains and losses on derivative instruments designated and qualifying in fair value hedges that are included in the assessment of hedge effectiveness.

(b) Gains and losses on derivative instruments designated and qualifying in fair value hedges that are excluded from the assessment of hedge effectiveness and recognized in earnings on a mark-to-market basis.

DERIVATIVES NOT DESIGNATED AS HEDGING INSTRUMENTS

The following table presents the effect of derivative instruments not designated as hedging instruments in the Consolidated Statements of Income:

(in millions)	Gains (Losses) Recognized in Earnings			
	2020	2019	2018	
Years Ended December 31,				
By Derivative Type:				
Interest rate contracts	\$ 1,451	\$ 1,319	\$ (509)	
Foreign exchange contracts	(389)	(25)	543	
Equity contracts	211	(316)	(56)	
Credit contracts	52	61	32	
Other contracts	61	64	65	
Embedded derivatives	(4,722)	(1,464)	629	
Total	\$ (3,336)	\$ (361)	\$ 704	
By Classification:				
Policy fees	\$ 62	\$ 68	\$ 67	
Net investment income	(8)	(125)	(3)	
Net realized capital gains (losses) - excluding Fortitude Re funds withheld assets	(508)	(316)	642	
Net realized capital gains (losses) on Fortitude Re funds withheld assets	(2,894)	-	-	
Policyholder benefits and claims incurred	12	12	(2)	
Total	\$ (3,336)	\$ (361)	\$ 704	

CREDIT RISK-RELATED CONTINGENT FEATURES

We estimate that at December 31, 2020, based on our outstanding financial derivative transactions, a downgrade of our long-term senior debt ratings to BBB or BBB– by Standard & Poor's Financial Services LLC, a subsidiary of S&P Global Inc., and/or a downgrade to Baa2 or Baa3 by Moody's Investors' Service, Inc. would permit counterparties to make additional collateral calls and permit certain counterparties to elect early termination of contracts, resulting in corresponding collateral postings and termination payments in the total amount of up to approximately \$47 million. The aggregate fair value of our derivatives that were in a net liability position and that contain such credit risk-related contingencies which can be triggered below our long-term senior debt ratings of BBB+ or Baa1 was approximately \$257 million and \$336 million at December 31, 2020 and 2019, respectively. The aggregate fair value of assets posted as collateral under these contracts at December 31, 2020 and 2019, was approximately \$306 million and \$381 million, respectively.

HYBRID SECURITIES WITH EMBEDDED CREDIT DERIVATIVES

We invest in hybrid securities (such as credit-linked notes) with the intent of generating income, and not specifically to acquire exposure to embedded derivative risk. As is the case with our other investments in RMBS, CMBS, CDOs and ABS, our investments in these hybrid securities are exposed to losses only up to the amount of our initial investment in the hybrid security. Other than our initial investment in the hybrid securities, we have no further obligation to make payments on the embedded credit derivatives in the related hybrid securities.

We elect to account for our investments in these hybrid securities with embedded written credit derivatives at fair value, with changes in fair value recognized in Net investment income and Other income. Our investments in these hybrid securities are reported as Other bond securities in the Consolidated Balance Sheets. The fair values of these hybrid securities were \$2.4 billion and \$3.3 billion at December 31, 2020 and 2019, respectively. These securities have par amounts of \$5.0 billion and \$7.4 billion at December 31, 2020 and 2019, respectively, and have remaining stated maturity dates that extend to 2052.

12. Goodwill and Other Intangible Assets

Goodwill represents the future economic benefits arising from assets acquired in a business combination that are not individually identified and separately recognized. Goodwill is tested for impairment annually or more frequently if circumstances indicate an impairment may have occurred. At December 31, 2020, as a result of the 2020 segment changes, goodwill is reported within our General Insurance business – North America and International operating segments, our Life and Retirement business – Life Insurance operating segment and our Other Operations segment. When a business is transferred from one reporting unit to another, as occurred as part of the 2020 segment changes, goodwill from the original operating segment is allocated among reporting units based on the fair value of business transferred, relative to business retained by a reporting unit.

The impairment assessment involves an option to first assess qualitative factors to determine whether events or circumstances exist that lead to a determination that it is more likely than not that the fair value of an operating segment is less than its carrying amount. If the qualitative assessment is not performed, or after assessing the totality of the events or circumstances, we determine it is more likely than not that the fair value of an operating segment is less than its carrying amount, a quantitative assessment for potential impairment is performed.

If the qualitative test is not performed or if the test indicates a potential impairment is present, we estimate the fair value of each operating segment and compare the estimated fair value with the carrying amount of the operating segment, including allocated goodwill. The estimate of an operating segment's fair value involves management judgment and is based on one or a combination of approaches including discounted expected future cash flows, market-based earnings multiples of the unit's peer companies, external appraisals or, in the case of reporting units being considered for sale, third-party indications of fair value, if available. We consider one or more of these estimates when determining the fair value of an operating segment to be used in the impairment test.

If the estimated fair value of an operating segment exceeds its carrying amount, goodwill is not impaired. If the carrying value of an operating segment exceeds its estimated fair value, goodwill associated with that operating segment potentially is impaired. The amount of impairment, if any, is measured as the excess of a reporting unit's carrying amount over its fair value not to exceed the total amount of goodwill allocated to that reporting unit and recognized in earnings.

The date of our annual goodwill Impairment testing is July 1. We performed our annual goodwill impairment tests of all reporting units and reassessed goodwill as a result of the aforementioned segment change using a combination of both qualitative and quantitative assessments and concluded that our goodwill was not impaired.

The following table presents the changes in goodwill by operating segment:

(in millions)	General Insurance		Life Insurance	Other Operations	Total
	North America	International			
Balance at January 1, 2018:					
Goodwill - gross	\$ 1,473	\$ 3,269	\$ 270	\$ 59	\$ 5,071
Accumulated impairments	(1,145)	(2,255)	(67)	(10)	(3,477)
Net goodwill	328	1,014	203	49	1,594
Increase (decrease) due to:					
Acquisitions ^(a)	2,332	157	46	9	2,544
Other	(12)	(48)	(5)	9	(56)
Balance at December 31, 2018:					
Goodwill - gross	3,793	3,378	311	77	7,559
Accumulated impairments	(1,145)	(2,255)	(67)	(10)	(3,477)
Net goodwill	2,648	1,123	244	67	4,082
Increase (decrease) due to:					
Acquisitions	-	20	-	-	20
Other ^(b)	-	26	(77)	(13)	(64)
Balance at December 31, 2019:					
Goodwill - gross	3,793	3,424	234	64	7,515
Accumulated impairments	(1,145)	(2,255)	(67)	(10)	(3,477)
Net goodwill	2,648	1,169	167	54	4,038
Increase (decrease) due to:					
Dispositions	(2)	-	-	(4)	(6)
Other	-	32	10	-	42
Balance at December 31, 2020:					
Goodwill - gross	3,791	3,456	244	60	7,551
Accumulated impairments	(1,145)	(2,255)	(67)	(10)	(3,477)
Net goodwill	\$ 2,646	\$ 1,201	\$ 177	\$ 50	\$ 4,074

(a) Includes goodwill of \$2.0 billion, \$492 million and \$46 million relating to the acquisitions of Validus, Glatfelter and Ellipse, respectively.

(b) Reflects \$98 million of goodwill that has been reclassified to assets held for sale.

Indefinite lived intangible assets are not subject to amortization. Indefinite lived intangible assets primarily include Lloyd's syndicate capacity and brand names. Finite lived intangible assets are amortized over their useful lives. Finite lived intangible assets primarily include distribution networks and are recorded net of accumulated amortization. The Company tests intangible assets for impairment on an annual basis or whenever events or circumstances suggest that the carrying value of an intangible asset may exceed the sum of the undiscounted cash flows expected to result from its use and eventual disposition. If this condition exists and the carrying value of an intangible asset exceeds its fair value, the excess is recognized as an impairment and is recorded as a charge against net income.

The Other intangible assets and VODA resulted primarily from the acquisition of Validus.

The following table presents the changes in other intangible assets and the VODA by operating segment:

(in millions)	General Insurance		Life Insurance	Other Operations	Total
	North America	International			
Other intangible assets					
Balance at January 1, 2018	\$ 27	\$ 8	\$ 34	\$ 37	\$ 106
Increase (decrease) due to:					
Acquisitions	61	207	16	-	284
Amortization	(2)	(3)	(4)	(2)	(11)
Other	-	-	-	(19)	(19)
Balance at December 31, 2018	\$ 86	\$ 212	\$ 46	\$ 16	\$ 360
Increase (decrease) due to:					
Acquisitions	-	-	-	-	-
Amortization	(1)	(1)	(4)	(2)	(8)
Other	(3)	-	(18)	2	(19)
Balance at December 31, 2019	\$ 82	\$ 211	\$ 24	\$ 16	\$ 333
Increase (decrease) due to:					
Acquisitions	-	-	-	-	-
Dispositions	-	-	-	(4)	(4)
Amortization	(2)	(1)	(4)	(2)	(9)
Other	(1)	-	2	(2)	(1)
Balance at December 31, 2020	\$ 79	\$ 210	\$ 22	\$ 8	\$ 319
Value of distribution network acquired					
Balance at January 1, 2018	\$ -	\$ -	\$ -	\$ -	\$ -
Increase (decrease) due to:					
Acquisitions	-	-	-	582	582
Amortization	-	-	-	(15)	(15)
Other	-	-	-	2	2
Balance at December 31, 2018	\$ -	\$ -	\$ -	\$ 569	\$ 569
Increase (decrease) due to:					
Acquisitions	-	-	-	-	-
Amortization	-	-	-	(39)	(39)
Other	-	-	-	6	6
Balance at December 31, 2019	\$ -	\$ -	\$ -	\$ 536	\$ 536
Increase (decrease) due to:					
Acquisitions	-	-	-	-	-
Amortization	-	-	-	(40)	(40)
Other	-	-	-	1	1
Balance at December 31, 2020	\$ -	\$ -	\$ -	\$ 497	\$ 497

The percentage of the unamortized balance of Other intangible assets and VODA at December 31, 2020 expected to be amortized in 2021 through 2025 by year is 9.2 percent, 9.3 percent, 9.5 percent, 8.4 percent and 8.2 percent, respectively, with 55.4 percent being amortized after five years.

13. Insurance Liabilities

LIABILITY FOR UNPAID LOSSES AND LOSS ADJUSTMENT EXPENSES (LOSS RESERVES)

Loss reserves represent the accumulation of estimates of unpaid claims, including estimates for claims incurred but not reported and loss adjustment expenses, less applicable discount. We regularly review and update the methods used to determine loss reserve estimates. Any adjustments resulting from this review are reflected currently in pre-tax income, except to the extent such adjustment impacts a deferred gain under a retroactive reinsurance agreement, in which case the ceded portion would be amortized into pre-tax income in subsequent periods. Because these estimates are subject to the outcome of future events, changes in estimates are common given that loss trends vary and time is often required for changes in trends to be recognized and confirmed. Given the uncertainties around the impact from the COVID-19 crisis, including the significant global economic slowdown and general market decline, the full impact of COVID-19 and how it may ultimately impact the results of our insurance operations remains uncertain. In addition, in response to the crisis, new governmental, legislative and regulatory initiatives have been put in place and continue to be developed that could result in additional restrictions and requirements relating to our policies that may have a negative impact on our business operations. However, we have recorded our estimate of the ultimate liability for claims that have occurred as of the balance sheet date associated with COVID-19 which reflects our expectations given the current facts and circumstances. We will continue to monitor and review the impact. Reserve changes that increase previous estimates of ultimate cost are referred to as unfavorable or adverse development or reserve strengthening. Reserve changes that decrease previous estimates of ultimate cost are referred to as favorable development.

Our gross loss reserves before reinsurance and discount are net of contractual deductible recoverable amounts due from policyholders of approximately \$12.6 billion and \$12.2 billion at December 31, 2020 and 2019, respectively. These recoverable amounts are related to certain policies with high deductibles (in excess of high dollar amounts retained by the insured through self-insured retentions, deductibles, retrospective programs, or captive arrangements, each referred to generically as “deductibles”), primarily for U.S. Commercial casualty business. With respect to the deductible portion of the claim, we manage and pay the entire claim on behalf of the insured and are reimbursed by the insured for the deductible portion of the claim. Thus, these recoverable amounts represent a credit exposure to us. At December 31, 2020 and 2019, we held collateral of approximately \$9.2 billion and \$8.9 billion, respectively, for these deductible recoverable amounts, consisting primarily of letters of credit and funded trust agreements. Allowance for credit losses for the unsecured portion of these recoverable amounts was \$14 million at December 31, 2020.

The following table presents the rollforward of activity in Loss Reserves:

Years Ended December 31, (in millions)	2020	2019	2018
Liability for unpaid loss and loss adjustment expenses, beginning of year	\$ 78,328	\$ 83,639	\$ 78,393
Reinsurance recoverable	(31,069)	(31,690)	(26,708)
Initial allowance upon CECL adoption	164	-	-
Net Liability for unpaid loss and loss adjustment expenses, beginning of year	47,423	51,949	51,685
Losses and loss adjustment expenses incurred:			
Current year	16,928	17,596	20,534
Prior years, excluding discount and amortization of deferred gain	(90)	(340)	1,429
Prior years, discount charge (benefit)	587	1,063	(252)
Prior years, amortization of deferred gain on retroactive reinsurance ^(a)	(237)	(219)	(395)
Total losses and loss adjustment expenses incurred	17,188	18,100	21,316
Losses and loss adjustment expenses paid:			
Current year	(4,062)	(4,894)	(5,754)
Prior years	(14,603)	(18,020)	(17,768)
Total losses and loss adjustment expenses paid	(18,665)	(22,914)	(23,522)
Other changes:			
Foreign exchange effect	815	(6)	(677)
Allowance for credit losses	(15)	-	-
Acquisitions ^(b)	-	-	3,284
Retroactive reinsurance adjustment (net of discount) ^(c)	361	130	(137)
Fortitude sale ^(d)	(3,818)	-	-
Total other changes	(2,657)	124	2,470
Liability for unpaid loss and loss adjustment expenses, end of year:			
Net liability for unpaid losses and loss adjustment expenses	43,289	47,259	51,949
Reinsurance recoverable	34,431	31,069	31,690
Total	\$ 77,720	\$ 78,328	\$ 83,639

(a) Includes \$41 million, \$27 million and \$51 million for the retroactive reinsurance agreement with NICO covering U.S. asbestos exposures for the year ended December 31, 2020, 2019 and 2018, respectively.

(b) Includes amounts related to the acquisition of Glatfelter in October 2018 and Validus in July 2018.

(c) Includes benefit (charge) from change in discount on retroactive reinsurance in the amount of \$340 million, \$469 million and \$(180) million for the periods ended December 31, 2020, 2019 and 2018, respectively.

(d) On June 2, 2020, AIG completed the Majority Interest Fortitude Sale. Concurrent with the Majority Interest Fortitude Sale, AIG established a reinsurance recoverable. Refer to Note 1 for additional information.

Prior Year Development

During 2020, we recognized favorable prior year loss reserve development of \$90 million excluding discount and amortization of deferred gain. The development was primarily driven by:

- ☐ Favorable development on U.S. Workers' Compensation business, both guaranteed cost business and large deductible, where we reacted to favorable loss trends in recent accident years;
- ☐ Favorable development across the combination of primary and excess casualty coverages;
- ☐ Favorable development in Property, Specialty, and other miscellaneous coverages;
- ☐ Unfavorable development in U.S. Financial Lines, notably D&O, Employment Practices Liability (EPLI), Mergers and Acquisitions, Cyber and Non-Medical Professional Errors & Omissions business where we reacted to increasing frequency and severity in recent accident years;
- ☐ Unfavorable development in Personal Lines where we reacted to adverse development in Homeowners and Umbrella;
- ☐ Unfavorable development on Financial Lines driven by low frequency and high severity seen in D&O, especially in UK/Europe and Australia;
- ☐ Favorable development on Property and Special Risks globally driven by UK/Europe;
- ☐ Favorable development on Europe and Japan Personal Insurance driven by favorable frequency and severity trends.

Our analyses and conclusions about prior year reserves also help inform our judgments about the current accident year loss and loss adjustment expense ratios we selected.

During 2019, we recognized favorable prior year loss reserve development of \$340 million excluding discount and amortization of deferred gain. The development was primarily driven by:

- Favorable development on U.S. Workers' Compensation business, both guaranteed cost business and large deductible and Defense Base Act business (covering government contractors serving at military bases overseas) where we reacted to favorable loss trends in recent accident years;
- Favorable development on 2017 Hurricanes (Harvey, Irma and Maria) and favorable development due to 2017 California wildfire subrogation recoverables in Commercial Property and Personal Lines.
- Unfavorable development in Primary General Liability where we reacted to adverse frequency and severity trends especially in Construction Wrap business in recent accident years.
- Unfavorable development in U.S. Financial Lines, notably D&O, EPLI and Non-Medical Professional Errors & Omissions business where we reacted to increasing frequency and severity in recent accident years.
- Unfavorable development on European Casualty & Financial Lines, notably Commercial Auto, Employers Liability, Directors & Officers, and Financial Institutions business; and
- Favorable development on Europe Property and Special Risks, Europe and Japan Personal Insurance and Other product lines.

Our analyses and conclusions about prior year reserves also help inform our judgments about the current accident year loss and loss adjustment expense ratios we selected.

During 2018, we recognized adverse prior year loss reserve development of \$1.4 billion before impact of the Adverse Development Cover and the asbestos cession to NICO. The key components of this development were as follows:

- Unfavorable development in U.S. Excess Casualty, driven by the combination of construction defect and construction wrap claims from accident year 2015 and prior where we reacted to significant increases in severity and longer claim reporting patterns, as well as higher than expected loss severity in accident years 2016 and 2017, which led to an increase in estimates for these accident years;
- Unfavorable development in U.S. Financial Lines, primarily from D&O and EPLI policies covering Corporate and National Insureds as well as Private and Not-for-Profit insureds. This development was predominantly in accident years 2014-2017 and resulted largely from increases in severity associated with an increase in frequency of class action lawsuits from those years.
- Favorable development in U.S. Commercial Property and Specialty Lines due to reductions in our estimates for 2017 Catastrophes, favorable attritional losses in Commercial Property and favorable Specialty emergence.
- Unfavorable development in U.S. Personal Lines reflecting the adverse development on the 2017 California wildfires and Hurricane Irma in 2017.
- Unfavorable development in International Financial Lines driven by increased large loss activity in recent accident years, particularly related to directors and officers class action suits against insureds with global exposure.

Our analyses and conclusions about prior year reserves also help inform our judgments about the current accident year loss and loss adjustment expense ratios we selected.

The table below presents the reconciliation of the net liability for unpaid losses and loss adjustment expenses in the following tables to Loss Reserves in the Consolidated Balance Sheets for the year ended December 31, 2020:

	Net liability for unpaid losses and loss adjustment expenses as presented in the disaggregated tables below	Reinsurance recoverable on unpaid losses and loss adjustment expenses included in the disaggregated tables below	Gross liability for unpaid losses and loss adjustment expenses
<i>(in millions)</i>			
U.S. Workers' Compensation (before discount)	\$ 4,630	\$ 6,564	\$ 11,194
U.S. Excess Casualty	3,746	4,584	8,330
U.S. Other Casualty	3,520	4,568	8,088
U.S. Financial Lines	4,838	2,193	7,031
U.S. Property and Special Risks	6,181	2,571	8,752
U.S. Personal Insurance	1,116	1,626	2,742
UK/Europe Casualty and Financial lines	6,826	1,225	8,051
UK/Europe Property and Special Risks	2,679	1,215	3,894
UK/Europe and Japan Personal Insurance	2,219	505	2,724
Total	\$ 35,755	\$ 25,051	\$ 60,806
Reconciling Items			
Discount on workers' compensation lines			(1,636)
Other product lines*			15,776
Unallocated loss adjustment expenses			2,774
Total Loss Reserves			\$ 77,720

* Reinsurance recoverable for other product lines of \$9.1 billion resulted in a net liability for unpaid losses and loss adjustment expenses of \$6.7 billion for the year ended December 31, 2020.

Loss Development Information

The following is information about incurred and paid loss developments as of December 31, 2020, net of reinsurance. The cumulative number of reported claims, the total of IBNR liabilities and expected development on reported loss included within the net incurred loss amounts are presented in the following section.

Reserving Methodology

We use a combination of methods to project ultimate losses for both long-tail and short-tail exposures, which include:

- **Paid Development method:** The Paid Development method estimates ultimate losses by reviewing paid loss patterns and selecting paid ultimate loss development factors. These factors are then applied to paid losses by applying them to accident years, with further expected changes in paid loss. Since the method does not rely on case reserves, it is not directly influenced by changes in the adequacy of case reserves.
- **Incurred Development method:** The Incurred Development method is similar to the Paid Development method, but it uses case incurred losses instead of paid losses. Since this method uses more data (case reserves in addition to paid losses) than the Paid Development method, the incurred development patterns may be less variable than paid development patterns.
- **Expected Loss Ratio method:** The Expected Loss Ratio method multiplies premiums by an expected loss ratio to produce ultimate loss estimates for each accident year. This method may be useful if loss development patterns are inconsistent, losses emerge very slowly, or there is relatively little loss history from which to estimate future losses.
- **Bornhuetter-Ferguson method:** The Bornhuetter-Ferguson method using premiums and paid losses is a combination of the Paid Development method and the Expected Loss Ratio method where the weight given to each method is the reciprocal of the loss development factor. This method normally determines expected loss ratios similar to the method used for the Expected Loss Ratio method. The Bornhuetter-Ferguson method using premiums and incurred losses is similar to the Bornhuetter-Ferguson method using premiums and paid losses except that it uses case-incurred losses.
- **Cape Cod method:** The Cape Cod method is mechanically similar to the Bornhuetter-Ferguson method with the difference being that the Expected Loss Ratio estimates are determined based on a weighting of the loss estimates that come from the Paid/Incurred Development Methods. This method may be more responsive to recent loss trends than the Bornhuetter-Ferguson method.

- **Average Loss method:** The Average Loss method multiplies a projected number of ultimate claims by an estimated ultimate severity average loss for each accident year to produce ultimate loss estimates. Since projections of the ultimate number of claims are often less variable than projections of ultimate loss, this method can provide more reliable results for reserve categories where loss development patterns are inconsistent or too variable to be relied on exclusively.

In updating our loss reserve estimates, we consider and evaluate inputs from many sources, including actual claims data, the performance of prior reserve estimates, observed industry trends, our internal peer review processes, including challenges and recommendations from our Enterprise Risk Management group, as well as the views of third-party actuarial firms. We use these inputs to improve our evaluation techniques, and to analyze and assess the change in estimated ultimate loss for each accident year by product line. Our analyses produce a range of indications from various methods, from which we select our best estimate.

In determining the actual carried loss reserves, we consider both the internal actuarial best estimate and numerous other internal and external factors, including:

- an assessment of economic conditions, including real GDP growth, inflation, employment rates or unemployment duration, stock market volatility and changes in corporate bond spreads;
- changes in the legal, regulatory, judicial and social environment, including changes in road safety, public health and cleanup standards;
- changes in medical cost trends (inflation, intensity and utilization of medical services) and wage inflation trends;
- underlying policy pricing, terms and conditions including attachment points and policy limits;
- change in claims handling philosophy, operating model, processes, and related ongoing enhancements;
- third-party claims reviews that are periodically performed for key classes of claims such as toxic tort, environmental and other complex casualty claims;
- third-party actuarial reviews that are periodically performed for key classes of business;
- input from underwriters on pricing, terms, and conditions and market trends; and
- changes in our reinsurance program, pricing and commutations.

The following factors are relevant to the loss development information included in the tables below:

- **Table organization:** The tables are organized by accident year and include policies written on an occurrence and claims-made basis. We note that for certain categories of claims (e.g., construction defect claims and environmental claims) and for reinsurance recoverable, losses may sometimes be reclassified to an earlier or later accident year as more information about the date of occurrence becomes available to us. These reclassifications are shown as development in the respective years in the tables below. Financial Lines business is primarily written on a claims-made basis, while the majority of the workers' compensation, excess casualty, other casualty, and run-off property and casualty lines of business are written on an occurrence basis. Primarily, all short-tail lines in Property and Special Risks and Personal Insurance are written on an occurrence basis.
- **Groupings:** We believe our groupings have homogenous risk characteristics with similar development patterns and would generally be subject to similar trends and reflect our reportable segments. The incurred losses and loss adjustment expenses and paid losses in the following tables for the current reporting year are allocated to the line of business and accident years based on how the business is coded by profit center and line of business.
- **Reinsurance:** Our reinsurance program varies by exposure type. Historically we have leveraged facultative and treaty reinsurance, both on a pro-rata and excess of loss basis. Our reinsurance program may change from year to year, which may affect the comparability of the data presented in our tables.

- **Adverse Development Reinsurance Agreement:** We have provided the impact of the adverse development reinsurance agreement (ADC) in an additional table below our Incurred Losses and Allocated Loss Adjustment Expenses (ALAE) tables. The impact of the ADC is shown beginning in 2016 given the retroactive date of the contract and coincides with the effective date of the contract. For the lines of business covered by the agreement (U.S. Workers' Compensation, U.S. Excess Casualty, U.S. Other Casualty, U.S. Financial Lines, U.S. Property and Special Risks and U.S. Personal Insurance or collectively, the Covered Lines), an attribution of the loss recoveries to the line of business by calendar year and accident year is performed based on the underlying distribution of the losses subject to the agreement. Specifically, the future claim payments for all subject incurred losses were projected into future years based on the same actuarial assumptions underlying the related reserves. The additional table presented after discussion of prior year development by line of business reconciles the changes in net ultimates to our overall prior year development and provides the reattribution of loss recoveries for the Covered Lines. The reinsurance terms of the ADC were then used to identify the future claims payments for which 80% will be reimbursed by NICO. At each reporting period, the attribution of the ADC recoveries is performed. The factors that could cause the attribution to lines of business and accident year to change include changes in underlying actuarial assumptions as to timing and amount of future claim payments.
- **Incurred but not reported liabilities (IBNR):** We include development from past reported losses in IBNR.
- **Data excluded from tables:** Information with respect to accident years older than ten years is excluded from the development tables. Unallocated loss adjustment expenses are also excluded.
- **Foreign exchange:** The loss development for operations outside of the U.S. is presented for all accident years using the current exchange rate at December 31, 2020. Although this approach requires restating all prior accident year information, the changes in exchange rates do not impact incurred and paid loss development trends.
- **Acquisitions:** We include acquisitions from all accident years presented in the tables. For purposes of this disclosure, we have applied the retrospective method for the acquired reserves, including incurred and paid claim development histories throughout the relevant tables. It should be noted that historical reserves for the acquired businesses were established by the acquired companies using methods, assumptions and procedures then in effect which may differ from our current reserving bases. Accordingly, it may not be appropriate to extrapolate future redundancies or deficiencies based on the aggregated historical results shown in the triangles.
- **Dispositions:** We exclude dispositions from all accident years presented in the tables.
- **Claim counts:** We consider a reported claim to be one claim for each claimant or feature for each loss occurrence. Claims relating to losses that are 100 percent reinsured are excluded from the reported claims in the tables below. Reported claims for losses from assumed reinsurance contracts are not available and hence not included in the reported claims.
- There are limitations that should be considered on the reported claim count data in the tables below, including:
 - Claim counts are presented only on a reported (not an ultimate) basis;
 - The tables below include lines of business and geographies at a certain aggregated level which may indicate different frequency and severity trends and characteristics, and may not be as meaningful as the claim count information related to the individual products within those lines of business and geographies;
 - Certain lines of business are more likely to be subject to occurrences involving multiple claimants and features, which can distort measures based on the reported claim counts in the table below; and
 - Reported claim counts are not adjusted for ceded reinsurance, which may distort the measure of frequency or severity.

Supplemental Information: The information about incurred and paid loss development for all periods preceding year ended December 31, 2020 and the related historical claims payout percentage disclosure is unaudited and is presented as supplementary information.

The following tables present undiscounted, incurred and paid losses and allocated loss adjustment expenses by accident year, on a net basis after reinsurance, with a separate presentation of the Adverse Development Reinsurance Agreement excluding the related amortization of the deferred gain:

U.S. Workers' Compensation

During 2020, we recognized \$367 million of favorable prior year development, net of external reinsurance but before ADC cessions.

During 2019, we recognized \$699 million of favorable prior year development, net of external reinsurance but before ADC cessions.

Incurred Losses and Allocated Loss Adjustment Expenses, Undiscounted and Net of Reinsurance

Accident Year	Years Ended December 31, (in millions)										2020 Prior Year Development Excluding the Impact of Adverse Development Reinsurance Agreement	December 31, 2020					Total of IBNR Liabilities Net of Impact of Adverse Development Reinsurance Agreement
	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020		Total of IBNR Liabilities Plus Expected Development on Reported Losses	Cumulative Number of Reported Claims	Incurred Impact of Adverse Development Reinsurance Agreement	IBNR Impact of Adverse Development Reinsurance Agreement	2020 (Net of Impact of Adverse Development Reinsurance Agreement)	
	Unaudited																
2011	\$ 2,901	\$ 2,953	\$ 3,081	\$ 3,158	\$ 3,113	\$ 3,152	\$ 3,156	\$ 3,177	\$ 3,141	\$ 3,105	\$ (36)	\$ 299	125,646	\$ (439)	\$ (269)	\$ 2,666	\$ 30
2012		2,382	2,194	2,286	2,260	2,334	2,308	2,259	2,247	2,224	(23)	260	71,570	(398)	(236)	1,826	24
2013			1,932	1,880	1,950	2,060	2,032	1,974	1,916	1,886	(30)	226	47,620	(366)	(196)	1,520	30
2014				1,729	1,764	1,866	1,862	1,794	1,709	1,679	(30)	323	40,430	(456)	(276)	1,223	47
2015					1,708	1,864	1,866	1,814	1,722	1,675	(47)	479	36,231	(570)	(380)	1,105	99
2016						1,299	1,346	1,318	1,140	1,090	(50)	329	31,104	-	-	1,090	329
2017							789	850	776	763	(13)	306	26,914	-	-	763	306
2018								998	1,021	961	(60)	514	21,481	-	-	961	514
2019									887	873	(14)	478	16,094	-	-	873	478
2020										597		409	11,493	-	-	597	409
Total										\$ 14,853	\$ (303)			\$ (2,229)		\$ 12,624	
Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance from the table below										(9,268)	-			14		(9,254)	
Liabilities for losses and loss adjustment expenses and prior year development before accident year 2011, net of reinsurance										4,714	(87)			(3,454)		1,260	
Unallocated loss adjustment expense prior year development											23						
Liabilities for losses and loss adjustment expenses and prior year loss development, net of reinsurance										\$ 10,299	\$ (367)			\$ (5,669)		\$ 4,630	

Incurred Losses and Loss Adjustment Expenses, Undiscounted, Net of Reinsurance (including impact of ADC)

Accident Year	Calendar Years Ended December 31, (in millions)					Change in Incurred Loss and ALAE
	2016	2017	2018	2019	2020	
	Unaudited					
2011	\$ 2,676	\$ 2,677	\$ 2,682	\$ 2,683	\$ 2,666	\$ (17)
2012	1,819	1,814	1,793	1,804	1,826	22
2013	1,500	1,494	1,481	1,458	1,520	62
2014	1,311	1,310	1,309	1,329	1,223	(106)
2015	1,279	1,279	1,318	1,134	1,105	(29)
2016	1,299	1,346	1,318	1,140	1,090	(50)
2017	-	789	850	776	763	(13)
2018	-	-	998	1,021	961	(60)
2019	-	-	-	887	873	(14)
2020	-	-	-	-	597	-
Total	\$ 9,884	\$ 10,709	\$ 11,749	\$ 12,232	\$ 12,624	\$ (205)
Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance from the table below					(9,254)	-
Liabilities for losses and allocated loss adjustment expenses before 2011, net of reinsurance					1,260	(137)
Unallocated loss adjustment expense prior year development					-	20
Liabilities for losses and loss adjustment expenses and prior year loss development, net of reinsurance					\$ 4,630	\$ (322)

The following table provides our attribution of our reinsurance recoverable for the ADC only (included in the table above):

Accident Year	Calendar Years Ended December 31, (in millions)					Change in Incurred Loss and ALAE
	2016	2017	2018	2019	2020	
	Unaudited					
2011	\$ (476)	\$ (479)	\$ (495)	\$ (458)	\$ (439)	\$ 19
2012	(515)	(494)	(466)	(443)	(398)	45
2013	(560)	(538)	(493)	(458)	(366)	92
2014	(555)	(552)	(485)	(380)	(456)	(76)
2015	(585)	(587)	(496)	(588)	(570)	18
2016	-	-	-	-	-	-
2017	-	-	-	-	-	-
2018	-	-	-	-	-	-
2019	-	-	-	-	-	-
2020	-	-	-	-	-	-
Total	\$ (2,692)	\$ (2,650)	\$ (2,435)	\$ (2,327)	\$ (2,229)	\$ 98
Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance from the table below					14	-
Liabilities for losses and allocated loss adjustment expenses before 2011, net of reinsurance					(3,454)	(46)
Unallocated loss adjustment expense prior year development					-	(3)
Liabilities for losses and loss adjustment expenses and prior year loss development, net of reinsurance					\$ (5,669)	\$ 49

Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance

Accident Year	Years Ended December 31, (in millions)										Paid Impact of Adverse Development Reinsurance Agreement
	2011	2012	2013	2014	2015 Unaudited	2016	2017	2018	2019	2020	
2011	\$ 519	\$ 1,129	\$ 1,561	\$ 1,884	\$ 2,129	\$ 2,285	\$ 2,388	\$ 2,451	\$ 2,496	\$ 2,519	(2)
2012		415	804	1,089	1,272	1,440	1,563	1,632	1,669	1,719	(3)
2013			282	619	879	1,067	1,214	1,287	1,335	1,372	(3)
2014				231	558	786	930	1,030	1,096	1,137	(3)
2015					234	524	725	854	925	979	(3)
2016						147	378	521	584	630	-
2017							93	224	294	333	-
2018								85	215	296	-
2019									93	219	-
2020										64	-
Total									\$	9,268	\$ (14)

Reserving Process and Methodology

U.S. Workers' Compensation is an extremely long-tail line of business, with loss emergence extending for decades. We generally use a combination of loss development, frequency/severity and expected loss ratio methods for workers' compensation.

Many of our primary casualty policies contain risk-sharing features, including high deductibles, self-insured retentions or retrospective rating features, in addition to a traditional insurance component. These risk-sharing programs generally are large and complex, comprising multiple products, years and structures, and are subject to amendment over time. We group guaranteed cost and excess of deductible business separately and then further by state and industry subset to the extent that meaningful differences are determined to exist. We also separately analyze certain subsets of the portfolio that have unique characteristics (e.g., U.S. government sub-contractor accounts and construction wrap-up business). For excess of deductible business, we also segment by size of deductible and whether the claim is handled by AIG or an outside third-party administrator (TPA). The proportion of large deductible business has increased over time, which has slowed the reporting pattern of claims.

For guaranteed cost business, expected loss ratio methods generally are given significant weight only in the most recent accident year. Workers' compensation claims are generally characterized by high frequency, low severity, and relatively consistent loss development from one accident year to the next. We historically have been a leading writer of workers' compensation, and thus have sufficient volume of claims experience to use development methods. We generally segregate California (CA) and New York (NY) businesses from the other states to reflect their different development patterns and changing percentage of the mix by state. The claims development tables above are impacted by two other significant initiatives, which offset each other. In recent years, we instituted claims strategy changes and loss mitigation efforts to accelerate settlements, which we believe results in an overall reduction in claim costs. This strategy resulted in an increase in paid losses along the latest diagonals relative to prior years. In addition, we have been reducing premium volume in recent years and shifting a greater proportion of business to insured risk retention structures such as high deductible policies. These mix and volume changes slowed paid and incurred development since excess of deductible claims will typically take longer to emerge and settle.

Expected loss ratio methods for business written in excess of a deductible may be given significant weight in the most recent five accident years. In the 2016 analysis, we increased our tail factor estimates for states other than NY and CA for guaranteed cost business in recognition of longer medical development patterns that we have been seeing in recent years. We reflected increases in legal costs we have seen across the portfolio, particularly in California.

Additionally, over the years we have written a number of very large accounts which include workers' compensation coverage. These accounts are generally individually priced by our actuaries, and to the extent appropriate, the indicated losses based on the pricing analysis may be used to record the initial estimated loss reserves for these accounts.

Prior Year Development

During 2020, we recognized \$367 million of favorable prior year development in U.S. Workers Compensation business due to continued favorable frequency and severity trends seen across the diagonals for many subsets of US Workers Compensation especially for recent accident years.

During 2019, we recognized \$699 million of favorable prior year development in U.S. Workers Compensation business due to favorable frequency and severity trends seen across the diagonals across many subsets of U.S. Workers Compensation especially in the recent accident years.

During 2018, we recognized \$51 million of adverse prior year development in U.S. Workers Compensation business with higher claim development factors at older ages (tail factors) for non-California, non-New York and loss sensitive business in older accident years being offset by favorable emergence in recent years. Accident year 2017 was adversely impacted by a change in ceded reinsurance estimates. For our Defense Base Act business, adverse development in recent years was offset by an expansion of the definition of reimbursable War Hazard claims by the U.S. Government.

U.S. Excess Casualty

During 2020, we recognized \$149 million of favorable prior year development in Excess Casualty, net of external reinsurance but before ADC cessions, driven by favorable emergence on older accident years offset by severity increases in recent accident years.

During 2019, we recognized \$76 million of unfavorable prior year development in Excess Casualty, net of external reinsurance but before ADC cessions, driven by higher than expected loss emergence for construction wrap claims and increasing loss severity in more recent accident years.

Incurred Losses and Allocated Loss Adjustment Expenses, Undiscounted and Net of Reinsurance

Years Ended December 31, (in millions)											2020 Prior Year Development Excluding the Impact of Adverse Development Reinsurance Agreement	December 31, 2020				2020 (Net of Impact of Adverse Development Reinsurance Agreement)	Total of IBNR Liabilities Net of Impact of Adverse Development Reinsurance Agreement
Accident Year	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020		Total of IBNR Liabilities Plus Expected Development on Reported Losses	Cumulative Number of Reported Claims	Incurred Impact of Adverse Development Reinsurance Agreement	IBNR Impact of Adverse Development Reinsurance Agreement		
				Unaudited													
2011	\$ 1,787	\$ 1,827	\$ 1,597	\$ 1,429	\$ 1,529	\$ 1,611	\$ 1,627	\$ 1,726	\$ 1,758	\$ 1,713	\$ (45)	\$ 312	\$ 3,816	\$ (279)	\$ (163)	\$ 1,434	\$ 149
2012		1,607	1,403	1,242	1,488	1,537	1,486	1,558	1,502	1,390	(112)	236	3,783	(253)	(146)	1,137	90
2013			1,123	1,035	1,169	1,308	1,241	1,282	1,292	1,316	24	283	3,171	(346)	(197)	970	86
2014				938	1,069	1,275	1,260	1,339	1,283	1,248	(35)	348	2,669	(336)	(187)	912	161
2015					989	1,463	1,440	1,603	1,656	1,694	38	423	2,672	(483)	(270)	1,211	153
2016						898	1,146	1,162	1,171	1,274	103	526	2,172	-	-	1,274	526
2017							856	1,002	1,097	1,153	56	491	1,465	-	-	1,153	491
2018								648	646	721	75	368	865	-	-	721	368
2019									577	583	6	477	615	-	-	583	477
2020										406		399	320	-	-	406	399
Total										\$ 11,498	\$ 110			\$ (1,697)	\$	9,801	
Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance from the table below										(6,459)	-			20		(6,439)	
Liabilities for losses and loss adjustment expenses and prior year development before accident year 2011, net of reinsurance										2,110	(237)			(1,726)		384	
Unallocated loss adjustment expense prior year development											(22)						
Liabilities for losses and loss adjustment expenses and prior year loss development, net of reinsurance										\$ 7,149	\$ (149)			\$ (3,403)	\$	3,746	

Incurred Losses and Loss Adjustment Expenses, Undiscounted, Net of Reinsurance (including impact of ADC)

Accident Year	Calendar Years Ended December 31, (in millions)					Change in Incurred Loss and ALAE
	2016	2017	2018	2019	2020	
	Unaudited					
2011	\$ 1,369	\$ 1,371	\$ 1,436	\$ 1,416	\$ 1,434	\$ 18
2012	1,175	1,163	1,254	1,214	1,137	(77)
2013	935	932	981	1,032	970	(62)
2014	902	905	915	844	912	68
2015	1,027	1,015	1,139	1,163	1,211	48
2016	898	1,146	1,162	1,171	1,274	103
2017	-	856	1,002	1,097	1,153	56
2018	-	-	648	646	721	75
2019	-	-	-	577	583	6
2020	-	-	-	-	406	-
Total	\$ 6,306	\$ 7,388	\$ 8,537	\$ 9,160	\$ 9,801	\$ 235
Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance from the table below					(6,439)	-
Liabilities for losses and allocated loss adjustment expenses before 2011, net of reinsurance					384	4
Unallocated loss adjustment expense prior year development					-	(33)
Liabilities for losses and loss adjustment expenses and prior year loss development, net of reinsurance					\$ 3,746	\$ 206

The following table provides our attribution of our reinsurance recoverable for the ADC only (included in the table above):

Accident Year	Calendar Years Ended December 31, (in millions)					Change in Incurred Loss and ALAE
	2016	2017	2018 Unaudited	2019	2020	
2011	\$ (242)	\$ (256)	\$ (290)	\$ (342)	\$ (279)	\$ 63
2012	(362)	(323)	(304)	(288)	(253)	35
2013	(373)	(309)	(301)	(260)	(346)	(86)
2014	(373)	(355)	(424)	(439)	(336)	103
2015	(436)	(425)	(464)	(493)	(483)	10
2016	-	-	-	-	-	-
2017	-	-	-	-	-	-
2018	-	-	-	-	-	-
2019	-	-	-	-	-	-
2020	-	-	-	-	-	-
Total	\$ (1,786)	\$ (1,668)	\$ (1,783)	\$ (1,822)	\$ (1,697)	\$ 125
Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance from the table below					20	-
Liabilities for losses and allocated loss adjustment expenses before 2011, net of reinsurance					(1,726)	231
Unallocated loss adjustment expense prior year development						(11)
Liabilities for losses and loss adjustment expenses and prior year loss development, net of reinsurance					\$ (3,403)	\$ 345

Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance

Years Ended December 31, (in millions)											Paid Impact of Adverse Development Reinsurance Agreement
Accident Year	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	
	Unaudited										
2011	\$ 5	\$ 63	\$ 225	\$ 387	\$ 716	\$ 921	\$ 1,069	\$ 1,214	\$ 1,257	\$ 1,330	(3)
2012		3	106	288	495	649	887	1,022	1,121	1,090	-
2013			15	105	207	387	578	705	819	882	(4)
2014				3	77	240	444	590	703	815	(6)
2015					9	210	391	718	935	1,061	(7)
2016						28	80	204	388	502	-
2017							1	45	156	505	-
2018								1	125	227	-
2019									7	43	-
2020										4	-
Total									\$ 6,459	\$ (20)	

Reserving Process and Methodology

U.S. Excess Casualty policies tend to attach at a high layer above underlying policies, which causes the loss development pattern to be lagged significantly. Many of the claims notified to the excess layers are closed without payment because the claims never reach our layer as a result of high deductibles and other underlying coverages, while the claims that reach our layer and close with payment can be large and highly variable in terms of reported timing and amount. For a portion of this business, the underlying primary policies are issued by other insurance companies, which can limit our access to relevant information to help inform our judgments as the loss events evolve and mature.

We generally use a combination of loss development methods and expected loss ratio methods for excess casualty product lines. We segment our analysis between automobile-related claims and non-automobile claims, due to the shorter-tail nature of the automobile claims. We then further segment the non-automobile claims for certain latent exposures such as construction defects and mass torts where losses have unique emergence patterns. Mass tort claims in particular may develop over an extended period of time and impact multiple accident years when they emerge. The more standard types of claims are then separately analyzed based on attachment point bands, to recognize that the impact of the level of the attachment point can significantly impact the delay in loss reporting and development. In our analyses, losses capped at \$10 million were first analyzed using traditional loss development and expected loss ratio methods and then this estimate was used to derive the expected loss estimate for losses above \$10 million reflecting the expected relationships between the layers, reflecting the attachment point and limit.

Expected loss ratio methods are generally used for at least the three latest accident years, due to the relatively low credibility of the reported losses. The loss experience is generally reviewed separately by attachment point. The expected loss ratios used for recent accident years are based on the projected ultimate loss ratios for older years adjusted for rate changes and loss trend.

Prior Year Development

During 2020, we recognized \$149 million of favorable development driven by favorable emergence on the older years offset by higher severity claim emergence in recent accident years across various excess casualty classes. Auto liability deteriorated slightly in the more recent accident years.

During 2019, we recognized \$76 million of unfavorable development driven by higher severity claim emergence in non-admitted construction defect claims in older accident years and auto liability and general liability claims in recent accident years.

During 2018, we recognized \$1.3 billion of adverse development driven largely by construction defect and construction wrap claims where actual emergence was significantly worse than expected and our updated analysis significantly increased the severity assumptions and lengthened the claim reporting pattern to recognize the significant deterioration seen in recent calendar periods. We also increased the expected loss ratio assumptions in recent accident years to reflect the high initial reported loss ratios for those years and the incidence of several unusually large claims.

U.S. Other Casualty

U.S Other Casualty includes general liability, commercial auto, medical malpractice, and various other casualty lines of business.

In 2020, we recognized \$141 million of favorable prior year development in Other Casualty, net of external reinsurance but before ADC cessions.

In 2019, we recognized \$168 million of unfavorable prior year development in Other Casualty, net of external reinsurance but before ADC cessions, primarily as a result of unfavorable loss emergence in recent accident years.

Incurred Losses and Allocated Loss Adjustment Expenses, Undiscounted and Net of Reinsurance

Accident Year	Years Ended December 31, (in millions)										2020 Prior Year Development Excluding the Impact of Adverse Development Reinsurance Agreement	December 31, 2020				Total of IBNR Liabilities Net of Impact of Adverse Development Reinsurance Agreement	
	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020		Total of IBNR Liabilities Plus Expected Development on Reported Losses	Cumulative Number of Reported Claims	Incurred Impact of Adverse Development Reinsurance Agreement	IBNR Impact of Adverse Development Reinsurance Agreement	2020 (Net of Impact of Adverse Development Reinsurance Agreement)	Development Reinsurance Agreement
	Unaudited																
2011	\$ 2,033	\$ 2,202	\$ 2,302	\$ 2,439	\$ 2,585	\$ 2,620	\$ 2,582	\$ 2,517	\$ 2,515	\$ 2,524	\$ 9	\$ 94	75,604	\$ (138)	\$ (92)	\$ 2,386	\$ 2
2012		1,986	2,139	2,193	2,203	2,352	2,407	2,343	2,328	2,321	(7)	135	44,071	(186)	(131)	2,135	4
2013			1,653	1,729	1,912	2,148	2,185	2,164	2,211	2,196	(15)	217	39,140	(276)	(208)	1,920	9
2014				1,751	1,721	1,963	2,009	1,910	1,916	1,946	30	181	37,598	(245)	(164)	1,701	17
2015					1,329	1,762	1,829	1,736	1,794	1,834	40	171	34,918	(281)	(155)	1,553	16
2016						1,339	1,343	1,321	1,391	1,340	(51)	327	28,356	-	-	1,340	327
2017							602	629	738	674	(64)	211	20,389	-	-	674	211
2018								802	845	837	(8)	426	15,626	-	-	837	426
2019									1,059	1,058	(1)	799	18,716	-	-	1,058	799
2020										524		457	7,552	-	-	524	457
Total										\$ 15,254	\$ (67)			\$ (1,126)		\$ 14,128	
Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance from the table below										(11,056)	-			24		(11,032)	
Liabilities for losses and loss adjustment expenses and prior year development before accident year 2011, net of reinsurance										1,476	(40)			(1,052)		424	
Unallocated loss adjustment expense prior year development											(34)						
Liabilities for losses and loss adjustment expenses and prior year loss development, net of reinsurance										\$ 5,674	\$ (141)			\$ (2,154)		\$ 3,520	

Incurred Losses and Loss Adjustment Expenses, Undiscounted, Net of Reinsurance (including impact of ADC)

Accident Year	Calendar Years Ended December 31, (in millions)					Change in Incurred Loss and ALAE
	2016	2017	2018	2019	2020	
	Unaudited					
2011	\$ 2,398	\$ 2,395	\$ 2,414	\$ 2,376	\$ 2,386	\$ 10
2012	2,189	2,197	2,175	2,159	2,135	(24)
2013	1,948	1,960	1,929	1,948	1,920	(28)
2014	1,667	1,678	1,634	1,694	1,701	7
2015	1,361	1,373	1,423	1,493	1,553	60
2016	1,339	1,343	1,321	1,391	1,340	(51)
2017	-	602	629	738	674	(64)
2018	-	-	802	845	837	(8)
2019	-	-	-	1,059	1,058	(1)
2020	-	-	-	-	524	-
Total	\$ 10,902	\$ 11,548	\$ 12,327	\$ 13,703	\$ 14,128	\$ (99)
Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance from the table below					(11,032)	-
Liabilities for losses and allocated loss adjustment expenses before 2011, net of reinsurance					424	(24)
Unallocated loss adjustment expense prior year development					-	(32)
Liabilities for losses and loss adjustment expenses and prior year loss development, net of reinsurance					\$ 3,520	\$ (155)

The following table provides our attribution of our reinsurance recoverable for the ADC only (included in the table above):

Accident Year	Calendar Years Ended December 31, (in millions)					Change in Incurred Loss and ALAE
	2016	2017	2018	2019	2020	
	Unaudited					
2011	\$ (222)	\$ (187)	\$ (103)	\$ (139)	\$ (138)	\$ 1
2012	(163)	(210)	(168)	(169)	(186)	(17)
2013	(200)	(225)	(235)	(263)	(276)	(13)
2014	(296)	(331)	(276)	(222)	(245)	(23)
2015	(401)	(456)	(313)	(301)	(281)	20
2016	-	-	-	-	-	-
2017	-	-	-	-	-	-
2018	-	-	-	-	-	-
2019	-	-	-	-	-	-
2020	-	-	-	-	-	-
Total	\$ (1,282)	\$ (1,409)	\$ (1,095)	\$ (1,094)	\$ (1,126)	\$ (32)
Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance from the table below					24	-
Liabilities for losses and allocated loss adjustment expenses before 2011, net of reinsurance					(1,052)	30
Unallocated loss adjustment expense prior year development						2
Liabilities for losses and loss adjustment expenses and prior year loss development, net of reinsurance					\$ (2,154)	\$ -

Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance

Years Ended December 31, (in millions)											Paid Impact of Adverse Development Reinsurance Agreement
Accident Year	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	
	Unaudited										
2011	\$ 235	\$ 722	\$ 1,102	\$ 1,481	\$ 1,814	\$ 2,039	\$ 2,210	\$ 2,289	\$ 2,339	\$ 2,381	(4)
2012		411	739	1,042	1,385	1,677	1,869	2,009	2,053	2,101	(3)
2013			169	594	962	1,248	1,485	1,688	1,809	1,885	(4)
2014				210	620	868	1,150	1,392	1,572	1,653	(5)
2015					105	309	769	1,087	1,351	1,485	(8)
2016						77	298	489	703	846	-
2017							51	111	216	314	-
2018								43	122	227	-
2019									53	138	-
2020										26	-
Total									\$ 11,056	\$ (24)	

Reserving Process and Methodology

U.S. Other Casualty includes general liability, automobile liability, environmental, medical malpractice, and other casualty lines of business. These lines of business are all long-tail in nature and while somewhat diverse in terms of exposures, these lines are often subject to similar trends. These lines are often significantly impacted by the underwriting cycle and external judicial trends. Many of our policies contain risk-sharing features, including high deductibles, self-insured retentions or retrospective rating features, in addition to a traditional insurance component. These risk-sharing programs generally are large and complex, comprising multiple products, years and structures, and are subject to amendment over time.

We generally use a combination of loss development methods, frequency/severity and expected loss ratio methods for primary general liability or products liability product lines. We also supplement the standard actuarial techniques by using evaluations of the ultimate losses on unusual claims or claim accumulations by external specialists on those subsets of claims. The segmentation of the data reflects state differences, industry groups, deductible/non-deductible programs and type of claim.

We segment our analysis by line of business and key coverage structures (claims-made vs. occurrence, large deductible policies, retrospective-rated policies, captives, etc.). Additionally, certain subsets, such as construction defect for general liability, auto liability policies for trucking business, hospital policies for medical malpractice and underground storage tanks for environmental are generally reviewed separately from business in other subsets. We continually refine our loss reserving techniques for the domestic primary casualty product lines and adopt further segmentations based on our analysis of the differing emerging loss patterns for certain subsets of insureds. Due to the long-tail nature of general liability business, and the many subsets that are reviewed individually, there is less credibility given to the reported losses and increased reliance on expected loss ratio methods for recent accident years.

For certain product lines with sufficient loss volume, loss development methods may be given significant weight for all but the most recent one or two accident years. For smaller or more volatile subsets of business and excess of a large deductible business, loss development methods may be given limited weight for the five or more recent accident years. Expected loss ratio methods are used for the more recent accident years for these subsets. The loss experience for primary general liability business is generally reviewed at a level that is believed to provide the most appropriate data for reserve analysis. For other subsets, such as environmental, we utilize a combination of claim analysts' loss projections and actuarial methods to estimate ultimate losses.

Expected loss ratio methods are generally given significant weight only in the most recent accident year, except for excess of large deductible business, in which expected loss ratio methods may receive weight for several of the most recent accident years. In recent years, the impact of the increase in the frequency of severe claims was projected in the accident years where it was most prevalent. The resulting increase in ultimate loss projections and loss ratios for those years impacted subsequent years through loss development factors and prior expected loss ratio assumptions.

Prior Year Development*Primary General Liability*

In 2020, we recognized unfavorable development of \$65 million largely driven by non-admitted casualty claims emerging in the last seven accident years.

In 2019, we recognized unfavorable development of \$220 million largely driven by construction defect and construction wrap policies where we observed significant increases in severity in recent accident years.

In 2018, we increased our ultimate loss estimates for prior accident years by \$214 million mainly due to Construction Casualty business, particularly construction defect (CD) claims. Our updated analyses for the construction casualty business reacted to increased severity of claims for both CD and non-CD claims and lengthened the claim reporting pattern for CD claims.

Primary Commercial Auto Liability

In 2020, we experienced unfavorable development of approximately \$11 million mainly due to continued emergence of high severity claims in recent accident years.

In 2019, we experienced unfavorable development of approximately \$23 million mainly due to deterioration in severity in the recent accident years in the large deductible business.

In 2018, we reduced our ultimate loss estimates for prior accident years by \$142 million mainly due to favorable emergence in recent accident years. Our updated analyses for the auto business reacted to this experience in older years as loss trends have stabilized in the more recent years.

Medical Malpractice

During 2020, we recognized \$26 million of favorable development largely driven by favorable trends in large claim emergence.

During 2019, we recognized \$30 million of unfavorable development largely driven by a few large cases.

During 2018, we recognized favorable loss development of approximately \$158 million as loss emergence was less than expected in older years due to several large cases settling for less than we expected. Severity in recent years continues to be higher than historical norms.

Other Lines

During 2020, we recognized favorable development of \$191 million largely driven by favorable development on extra-contractual obligations, environmental impairment business and loss sensitive casualty business.

During 2019, we recognized favorable development of \$105 million largely driven by extra contractual obligations, favorable development on loss sensitive casualty business and business internally reinsured from other business units.

During 2018, we recognized favorable loss development of approximately \$41 million largely due to our environmental impairment liability business where loss activity was better than expected.

U.S. Financial Lines

During 2020, we recognized \$479 million of unfavorable prior year development in U.S. Financial Lines, net of external reinsurance but before ADC cessions, due to adverse experience driven by severity.

During 2019, we recognized \$463 million of unfavorable prior year development in U.S. Financial Lines, net of external reinsurance but before ADC cessions, due to adverse experience in the D&O subset of business.

The mix of business has been changing in recent years as we write more cyber and mergers and acquisitions business, which generally report claims faster.

Incurred Losses and Allocated Loss Adjustment Expenses, Undiscounted and Net of Reinsurance

Accident Year	Years Ended December 31, (in millions)										2020 Prior Year Development Excluding the Impact of Adverse Development Reinsurance Agreement	December 31, 2020				2020 (Net of Impact of Adverse Development Reinsurance Agreement)	Total of IBNR Liabilities Net of Impact of Adverse Development Reinsurance Agreement
	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020		Total of IBNR Liabilities Plus Expected Development on Reported Losses	Cumulative Number of Reported Claims	Incurred Impact of Adverse Development Reinsurance Agreement	IBNR Impact of Adverse Development Reinsurance Agreement		
	Unaudited																
2011	\$ 1,844	\$ 1,765	\$ 1,934	\$ 1,925	\$ 1,960	\$ 1,991	\$ 2,023	\$ 2,015	\$ 2,012	\$ 2,004	\$ (8)	\$ 31	20,074	\$ (59)	\$ (29)	\$ 1,945	\$ 2
2012		1,592	1,763	1,800	1,907	1,988	1,990	2,015	2,077	2,082	5	86	20,086	(134)	(75)	1,948	11
2013			1,790	1,719	1,670	1,613	1,555	1,497	1,509	1,550	41	87	19,003	(148)	(83)	1,402	4
2014				1,812	1,777	1,892	1,927	1,960	1,981	2,000	19	203	17,280	(241)	(140)	1,759	63
2015					1,737	1,762	1,743	1,788	1,830	1,874	44	192	15,857	(324)	(176)	1,550	16
2016						1,605	1,855	1,993	2,064	2,139	75	263	15,778	-	-	2,139	263
2017							1,564	1,675	1,756	1,846	90	418	14,950	-	-	1,846	418
2018								1,640	1,766	1,882	116	760	14,357	-	-	1,882	760
2019									1,503	1,536	33	915	12,663	-	-	1,536	915
2020										1,213		1,016	9,220	-	-	1,213	1,016
Total										\$ 18,126	\$ 415			\$ (906)		\$ 17,220	
Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance from the table below										(12,399)	-			27		(12,372)	
Liabilities for losses and loss adjustment expenses and prior year development before accident year 2011, net of reinsurance										203	25			(213)		(10)	
Unallocated loss adjustment expense prior year development											39						
Liabilities for losses and loss adjustment expenses and prior year loss development, net of reinsurance										\$ 5,930	\$ 479			\$ (1,092)		\$ 4,838	

Incurred Losses and Loss Adjustment Expenses, Undiscounted, Net of Reinsurance (including impact of ADC)

Accident Year	Calendar Years Ended December 31, (in millions)					Change in Incurred Loss and ALAE
	2016	2017	2018	2019	2020	
	Unaudited					
2011	\$ 1,966	\$ 1,973	\$ 1,989	\$ 1,958	\$ 1,945	\$ (13)
2012	1,906	1,907	1,925	1,962	1,948	(14)
2013	1,442	1,429	1,408	1,409	1,402	(7)
2014	1,733	1,729	1,753	1,741	1,759	18
2015	1,429	1,430	1,462	1,552	1,550	(2)
2016	1,605	1,855	1,993	2,064	2,139	75
2017	-	1,564	1,675	1,756	1,846	90
2018	-	-	1,640	1,766	1,882	116
2019	-	-	-	1,503	1,536	33
2020	-	-	-	-	1,213	-
Total	\$ 10,081	\$ 11,887	\$ 13,845	\$ 15,711	\$ 17,220	\$ 296
Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance from the table below					(12,372)	-
Liabilities for losses and allocated loss adjustment expenses before 2011, net of reinsurance					(10)	(25)
Unallocated loss adjustment expense prior year development					-	47
Liabilities for losses and loss adjustment expenses and prior year loss development, net of reinsurance					\$ 4,838	\$ 318

The following table provides our attribution of our reinsurance recoverable for the ADC only (included in the table above):

Accident Year	Calendar Years Ended December 31, (in millions)					Change in Incurred Loss and ALAE
	2016	2017	2018	2019	2020	
	Unaudited					
2011	\$ (25)	\$ (50)	\$ (26)	\$ (54)	\$ (59)	\$ (5)
2012	(82)	(83)	(90)	(115)	(134)	(19)
2013	(171)	(126)	(89)	(100)	(148)	(48)
2014	(159)	(198)	(207)	(240)	(241)	(1)
2015	(333)	(313)	(326)	(278)	(324)	(46)
2016	-	-	-	-	-	-
2017	-	-	-	-	-	-
2018	-	-	-	-	-	-
2019	-	-	-	-	-	-
2020	-	-	-	-	-	-
Total	\$ (770)	\$ (770)	\$ (738)	\$ (787)	\$ (906)	\$ (119)
Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance from the table below					27	-
Liabilities for losses and allocated loss adjustment expenses before 2011, net of reinsurance					(213)	(23)
Unallocated loss adjustment expense prior year development						8
Liabilities for losses and loss adjustment expenses and prior year loss development, net of reinsurance					\$ (1,092)	\$ (134)

Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance

Years Ended December 31, (in millions)											Paid Impact of Adverse Development Reinsurance Agreement
Accident Year	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	
	Unaudited										
2011	\$ 165	\$ 494	\$ 886	\$ 1,210	\$ 1,529	\$ 1,752	\$ 1,885	\$ 1,912	\$ 1,918	\$ 1,924	(1)
2012		73	403	812	1,250	1,494	1,622	1,687	1,859	1,904	(3)
2013			41	327	682	945	1,139	1,235	1,314	1,362	(3)
2014				66	366	849	1,158	1,387	1,573	1,658	(6)
2015					63	390	791	1,055	1,282	1,488	(14)
2016						73	499	1,002	1,358	1,659	-
2017							64	391	761	1,118	-
2018								86	486	835	-
2019									94	367	-
2020										84	-
Total									\$	12,399	\$ (27)

Reserving Process and Methodology

U.S. Financial Lines business includes D&O, Errors and Omissions (E&O), EPLI policies and various professional liability subsets of business, as well as the fidelity book of business. This includes cyber coverage and mergers and acquisitions coverage, which have been a growing and evolving portion of this portfolio. These product lines are predominantly claims-made in nature, losses are characterized by low frequency and high severity, and results are often significantly impacted by external economic conditions.

Our analysis is segmented by major coverages, such as D&O, E&O, etc. and then further segmented by major industry groups (e.g. corporate accounts, national accounts, financial institutions, private/not-for-profit, etc.). We also separately review primary business from excess business for certain product lines.

We use a combination of loss development, expected loss ratio, and frequency/severity methods for D&O, E&O, EPLI, and professional liability. These product lines generally are offered on a claims-made basis and losses are characterized by low frequency and high severity. In general, expected loss ratio methods are given more weight in the more recent accident years and loss development methods are given more weight in more mature accident years. The loss development factors for the different segments differ significantly in some cases, based on specific coverage characteristics and other factors such as industry group, attachment points, and limits offered. Individual claims projections for certain claims from accident years ended over eighteen months prior are also used in the analysis.

Frequency/severity methods are generally not used in isolation for these product lines as the overall losses are driven by large losses more than by claim frequency. For commercial D&O segments though, we reflect claims dismissal rates in our frequency estimates as claims severity varies directly with claims jurisprudence. Severity trends have varied significantly from accident year to accident year and care is required in analyzing these trends by claim type. In view of the changing severity profile of the book, we use a capped and excess layer approach on many segments to better reflect the potential impact of large claims on the results by accident year.

We generally use loss development methods for fidelity exposures for all but the latest accident year. For mergers and acquisitions exposure, given the unique profile of each transaction, we use claim department estimates of the ultimate value of each reported claim to supplement and inform the standard actuarial approaches and some weight is given to this method in the more recent accident years.

For surety exposures, we generally use the same method as for short-tail classes whereby frequency/severity methods, loss development methods, and IBNR factor methods are used alone or in combination to set reserves.

Expected loss ratio methods are also given weight for the more recent accident years. IBNR factor methods are used, when the nature of losses is low frequency/high severity. The IBNR factors, when applied to earned premium, generate the ultimate expected losses (or other exposure measure) yet to be reported. The factors are determined based on prior accident quarters' loss costs adjusted to reflect current cost levels and the historical emergence of those loss costs. The factors are continually reevaluated to reflect emerging claim experience, rate changes or other factors that could affect the adequacy of the IBNR factor being employed.

Prior Year Development

During 2020, we recognized \$479 million of unfavorable development driven by loss severity emergence in recent accident years in our D&O business especially National and Private and Not For Profit segments, adverse loss emergence and loss trends in EPLI and adverse claim activity in E&O (including Architects and Engineers), Cyber and Mergers and Acquisitions segments.

During 2019, we recognized \$463 million of unfavorable development particularly across accident years 2015-2018 driven by increasing severity across most D&O and EPLI classes and M&A policies. We also experienced unfavorable development in E&O due to adverse frequency and severity trends.

During 2018, we recognized \$298 million of unfavorable prior year development particularly across accident years 2014-2017. The largest share of the unfavorable development came from D&O and EPLI for Corporate and National accounts and resulted largely from increases in severity as the costs of security class actions increased. Excess D&O also contributed adverse development due to similar causes.

U.S. Property and Special Risks

During 2020, we recognized \$80 million of favorable prior year development in U.S. Property and Special Risks, net of external reinsurance but before ADC cessions.

During 2019, we recognized \$204 million of favorable prior year development in U.S. Property and Special Risks, net of external reinsurance but before ADC cessions, mainly due to favorable development from the 2017 Catastrophes.

Incurred Losses and Allocated Loss Adjustment Expenses, Undiscounted and Net of Reinsurance

Accident Year	Years Ended December 31, (in millions)										2020 Prior Year Development Excluding the Impact of Adverse Development Reinsurance Agreement	December 31, 2020				2020 (Net of Impact of Adverse Development Reinsurance Agreement)	Total of IBNR Liabilities Net of Impact of Adverse Development Reinsurance Agreement
	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020		Total of IBNR Liabilities Plus Expected Development on Reported Losses	Cumulative Number of Reported Claims	Incurred Impact of Adverse Development Reinsurance Agreement	IBNR Impact of Adverse Development Reinsurance Agreement		
	Unaudited																
2011	\$ 3,854	\$ 3,725	\$ 3,658	\$ 3,653	\$ 3,638	\$ 3,676	\$ 3,683	\$ 3,676	\$ 3,674	\$ 3,670	(4)	\$ 29	49,179	\$ (22)	\$ (12)	\$ 3,648	\$ 17
2012		4,168	4,279	4,261	4,219	4,331	4,322	4,304	4,288	4,284	(4)	59	48,424	(23)	(13)	4,261	46
2013			2,531	2,536	2,393	2,438	2,450	2,453	2,444	2,436	(8)	38	49,780	(36)	(20)	2,400	18
2014				2,946	2,715	2,787	2,773	2,792	2,772	2,752	(20)	77	60,227	(78)	(43)	2,674	34
2015					3,104	2,984	2,914	2,903	2,868	2,862	(6)	77	58,745	(99)	(54)	2,763	23
2016						3,152	3,189	3,103	3,089	3,094	5	100	53,912	-	-	3,094	100
2017							5,374	4,907	4,746	4,753	7	226	78,450	-	-	4,753	226
2018								3,734	3,800	3,777	(23)	338	67,915	-	-	3,777	338
2019									2,841	2,836	(5)	247	76,438	-	-	2,836	247
2020										4,492		2,426	59,238	-	-	4,492	2,426
Total										\$ 34,956	\$ (58)			\$ (258)		\$ 34,698	
Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance from the table below											(28,705)	-		8		(28,697)	
Liabilities for losses and loss adjustment expenses and prior year development before accident year 2011, net of reinsurance											311	(16)		(131)		180	
Unallocated loss adjustment expense prior year development												(16)					
Liabilities for losses and loss adjustment expenses and prior year loss development, net of reinsurance											\$ 6,562	\$ (80)		\$ (381)		6,181	

Incurred Losses and Loss Adjustment Expenses, Undiscounted, Net of Reinsurance (including impact of ADC)

Accident Year	Calendar Years Ended December 31, (in millions)					Change in Incurred Loss and ALAE
	2016	2017	2018	2019	2020	
	Unaudited					
2011	\$ 3,656	\$ 3,664	\$ 3,661	\$ 3,651	\$ 3,648	\$ (3)
2012	4,304	4,297	4,285	4,262	4,261	(1)
2013	2,411	2,412	2,426	2,406	2,400	(6)
2014	2,720	2,712	2,728	2,696	2,674	(22)
2015	2,843	2,816	2,816	2,774	2,763	(11)
2016	3,152	3,189	3,103	3,089	3,094	5
2017	-	5,374	4,907	4,746	4,753	7
2018	-	-	3,734	3,800	3,777	(23)
2019	-	-	-	2,841	2,836	(5)
2020	-	-	-	-	4,492	-
Total	\$ 19,086	\$ 24,464	\$ 27,660	\$ 30,265	\$ 34,698	\$ (59)
Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance from the table below						(28,697)
Liabilities for losses and allocated loss adjustment expenses before 2011, net of reinsurance						180
Unallocated loss adjustment expense prior year development						-
Liabilities for losses and loss adjustment expenses and prior year loss development, net of reinsurance						\$ 6,181

The following table provides our attribution of our reinsurance recoverable for the ADC only (included in the table above):

Accident Year	Calendar Years Ended December 31, (in millions)					Change in Incurred Loss and ALAE
	2016	2017	2018	2019	2020	
	Unaudited					
2011	\$ (20)	\$ (19)	\$ (15)	\$ (23)	\$ (22)	\$ 1
2012	(27)	(25)	(19)	(26)	(23)	3
2013	(27)	(38)	(27)	(38)	(36)	2
2014	(67)	(61)	(64)	(76)	(78)	(2)
2015	(141)	(98)	(87)	(94)	(99)	(5)
2016	-	-	-	-	-	-
2017	-	-	-	-	-	-
2018	-	-	-	-	-	-
2019	-	-	-	-	-	-
2020	-	-	-	-	-	-
Total	\$ (282)	\$ (241)	\$ (212)	\$ (257)	\$ (258)	\$ (1)
Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance from the table below					8	-
Liabilities for losses and allocated loss adjustment expenses before 2011, net of reinsurance					(131)	7
Unallocated loss adjustment expense prior year development						1
Liabilities for losses and loss adjustment expenses and prior year loss development, net of reinsurance					\$ (381)	\$ 7

Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance

Years Ended December 31, (in millions)											Paid Impact of Adverse Development Reinsurance Agreement
Accident Year	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	
	Unaudited										
2011	\$ 1,025	\$ 2,346	\$ 2,935	\$ 3,204	\$ 3,407	\$ 3,504	\$ 3,560	\$ 3,591	\$ 3,607	\$ 3,616	-
2012		841	2,712	3,407	3,772	3,989	4,117	4,149	4,183	4,199	-
2013			735	1,573	1,852	2,045	2,193	2,305	2,330	2,348	(1)
2014				914	1,763	2,115	2,329	2,469	2,561	2,600	(3)
2015					1,037	1,872	2,239	2,494	2,620	2,690	(4)
2016						1,000	2,029	2,365	2,616	2,801	-
2017							1,359	3,070	3,793	4,145	-
2018								1,060	2,678	3,079	-
2019									1,138	2,046	-
2020										1,181	-
Total										\$ 28,705	\$ (8)

Reserving Process and Methodology

U.S. Property products include commercial, industrial and energy-related property insurance products and services that cover exposures to manmade and natural disasters, including business interruption. U.S. Special Risk products include aerospace, environmental, political risk, trade credit, surety and marine insurance, and program business for various small and medium sized enterprises insurance lines. The program segments include both property and casualty exposures.

We primarily segment our analysis by line of business. Additionally, we separately review various subsets, including hull, cargo, and liability for marine business, aviation and satellite for aerospace business, and various other specific programs and product lines.

Frequency/severity methods, loss development methods, and IBNR factor methods are used alone or in combination to set reserves for short-tail classes such as U.S. Property.

IBNR factor methods are used when the nature of losses is low frequency/high severity. The IBNR factors, when applied to earned premium, generate the ultimate expected losses (or other exposure measure) yet to be reported. The factors are determined based on prior accident quarters' loss costs adjusted to reflect current cost levels and the historical emergence of those loss costs. The factors are continually reevaluated to reflect emerging claim experience, rate changes or other factors that could affect the adequacy of the IBNR factor being employed.

We generally use a combination of loss development methods and expected loss ratio methods for aviation exposures. Aviation claims are not very long-tail in nature; however, they are driven by claim severity. Thus a combination of both development and expected loss ratio methods is used for all but the latest accident year to determine the loss reserves. Frequency/severity methods are not employed due to the high severity nature of the claims and different mix of claims from year to year.

We generally use loss development methods for fidelity exposures for all but the latest accident year. We also use claim department projections of the ultimate value of each reported claim to supplement and inform the standard actuarial approaches and some weight is given to this method in the more recent accident years. The claims staff also provides specific estimates to assist in the setting of reserves for natural catastrophe losses.

For program business, we use methods which vary by line of business. For property classes, we use methods similar to those noted above. For liability classes, we use methods similar to those described in the casualty sections detailed above.

Expected loss ratio methods are used to determine the loss reserves for the latest accident year. We also use ground-up claim projections provided by our claims staff to assist in developing the appropriate reserve.

Prior Year Development

During 2020, we recognized \$80 million of favorable prior year development in U.S. Property and Special Risks driven largely by attritional property and favorable emergence on specialty losses coming in better than expected.

During 2019, we recognized \$204 million of favorable prior year development in U.S. Property and Special Risks driven largely by favorable development on the 2017 Hurricanes (Harvey, Irma, Maria) as well as subrogation recoverable on the 2017 California wildfires and by favorable emergence on non-Catastrophe Commercial Property, Program and Specialty classes.

During 2018, we recognized \$497 million of favorable prior year development in U.S. Property and Special Risks driven largely by favorable development on the 2017 Catastrophes as well as favorable emergence on non-Catastrophe Commercial Property, and Program and Specialty classes.

U.S. Personal Insurance

During 2020, we recognized \$94 million of unfavorable prior year development in U.S. Personal Insurance, net of external reinsurance but before ADC cessions, mainly due to large losses in Homeowners and Umbrella.

During 2019, we recognized \$96 million of favorable prior year development in U.S. Personal Insurance, net of external reinsurance but before ADC cessions, mainly due favorable development from the 2017 Catastrophes.

Incurred Losses and Allocated Loss Adjustment Expenses, Undiscounted and Net of Reinsurance

Accident Year	Years Ended December 31, (in millions)										2020 Prior Year Development Excluding the Impact of Adverse Development Reinsurance Agreement	December 31, 2020				2020 (Net of Impact of Adverse Development Reinsurance Agreement)	Total of IBNR Liabilities Net of Impact of Adverse Development Reinsurance Agreement
	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020		Total of IBNR Liabilities Plus Expected Development on Reported Losses	Cumulative Number of Reported Claims	Incurred Impact of Adverse Development Reinsurance Agreement	IBNR Impact of Adverse Development Reinsurance Agreement		
	Unaudited																
2011	\$ 1,886	\$ 1,908	\$ 1,896	\$ 1,891	\$ 1,890	\$ 1,886	\$ 1,881	\$ 1,879	\$ 1,878	\$ 1,879	\$ 1	\$ 1	413,231	\$ (1)	\$ (1)	\$ 1,878	\$ -
2012		2,208	2,128	2,109	2,083	2,077	2,094	2,095	2,099	2,101	2	2	403,986	(1)	(1)	2,100	1
2013			1,887	1,816	1,803	1,782	1,780	1,776	1,777	1,778	1	1	335,278	(2)	(1)	1,776	-
2014				1,552	1,562	1,572	1,572	1,583	1,584	1,588	4	5	274,913	(4)	(2)	1,584	3
2015					1,511	1,498	1,494	1,483	1,482	1,485	3	9	260,773	(5)	(2)	1,480	7
2016						1,536	1,533	1,533	1,540	1,542	2	13	246,887	-	-	1,542	13
2017							1,878	2,137	2,011	2,057	46	187	218,879	-	-	2,057	187
2018								2,188	2,193	2,154	(39)	156	100,658	-	-	2,154	156
2019									1,593	1,664	71	255	88,410	-	-	1,664	255
2020										954		272	41,698	-	-	954	272
Total										\$ 17,202	\$ 91			\$ (13)		17,189	
Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance from the table below												(16,002)		2		(16,000)	
Liabilities for losses and loss adjustment expenses and prior year development before accident year 2011, net of reinsurance												(67)	3	(6)		(73)	
Unallocated loss adjustment expense prior year development												-				-	
Liabilities for losses and loss adjustment expenses and prior year loss development, net of reinsurance												\$ 1,133	\$ 94	\$ (17)		1,116	

Incurred Losses and Loss Adjustment Expenses, Undiscounted, Net of Reinsurance (including impact of ADC)

Accident Year	Calendar Years Ended December 31, (in millions)					Change in Incurred Loss and ALAE
	2016	2017	2018	2019	2020	
	Unaudited					
2011	\$ 1,881	\$ 1,880	\$ 1,878	\$ 1,877	\$ 1,878	\$ 1
2012	2,088	2,091	2,093	2,098	2,100	2
2013	1,774	1,774	1,774	1,776	1,776	-
2014	1,564	1,564	1,571	1,580	1,584	4
2015	1,476	1,475	1,472	1,476	1,480	4
2016	1,536	1,533	1,533	1,540	1,542	2
2017	-	1,878	2,137	2,011	2,057	46
2018	-	-	2,188	2,193	2,154	(39)
2019	-	-	-	1,593	1,664	71
2020	-	-	-	-	954	-
Total	\$ 10,319	\$ 12,195	\$ 14,646	\$ 16,144	\$ 17,189	\$ 91
Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance from the table below						(16,000)
Liabilities for losses and allocated loss adjustment expenses before 2011, net of reinsurance						(73)
Unallocated loss adjustment expense prior year development						-
Liabilities for losses and loss adjustment expenses and prior year loss development, net of reinsurance						\$ 1,116
						\$ 94

The following table provides our attribution of our reinsurance recoverable for the ADC only (included in the table above):

Accident Year	Calendar Years Ended December 31, (in millions)					Change in Incurred Loss and ALAE
	2016	2017	2018	2019	2020	
	Unaudited					
2011	\$ (5)	\$ (1)	\$ (1)	\$ (1)	\$ (1)	\$ -
2012	11	(3)	(2)	(1)	(1)	-
2013	(8)	(6)	(2)	(1)	(2)	(1)
2014	(8)	(8)	(12)	(4)	(4)	-
2015	(22)	(19)	(11)	(6)	(5)	1
2016	-	-	-	-	-	-
2017	-	-	-	-	-	-
2018	-	-	-	-	-	-
2019	-	-	-	-	-	-
2020	-	-	-	-	-	-
Total	\$ (32)	\$ (37)	\$ (28)	\$ (13)	\$ (13)	\$ -
Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance from the table below						2
Liabilities for losses and allocated loss adjustment expenses before 2011, net of reinsurance						(6)
Liabilities for losses and loss adjustment expenses and prior year loss development, net of reinsurance						\$ (17) \$ 1

Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance

Years Ended December 31, (in millions)											Paid Impact of Adverse Development Reinsurance Agreement
Accident Year	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	
	Unaudited										
2011	\$ 1,204	\$ 1,752	\$ 1,814	\$ 1,840	\$ 1,860	\$ 1,869	\$ 1,873	\$ 1,874	\$ 1,875	\$ 1,876	-
2012		1,238	1,936	1,996	2,035	2,065	2,079	2,085	2,095	2,098	-
2013			1,109	1,634	1,705	1,744	1,759	1,766	1,772	1,774	-
2014				959	1,380	1,463	1,507	1,536	1,555	1,568	(1)
2015					931	1,320	1,411	1,439	1,455	1,461	(1)
2016						857	1,344	1,422	1,460	1,501	-
2017							941	1,672	1,896	1,789	-
2018								1,227	1,939	1,973	-
2019									884	1,295	-
2020										667	-
Total									\$ 16,002	\$ 16,002	(2)

Reserving Process and Methodology

U.S. Personal Insurance consists of accident and health and personal lines. Accident and health products include voluntary and sponsor-paid personal accident and supplemental health products for individuals, employees, associations and other organizations as well as a broad range of travel insurance products and services for leisure and business travelers. Personal lines include automobile and homeowners' insurance, extended warranty, and consumer specialty products, such as identity theft and credit card protection. Personal lines also provides insurance for high net worth individuals offered through AIG Private Client Group, including auto, homeowners, umbrella, yacht, fine art and collections insurance. Personal lines are generally short-tail in nature.

We primarily segment our analysis by line of business and may separately review various sub-segments, such as specific accident and health products and property damage versus liability for personal lines products.

Frequency/severity methods, loss development methods, and IBNR factor methods are used alone or in combination to set reserves for short-tail product lines such as personal property.

Frequency/severity and loss development methods are utilized for domestic personal auto product lines.

For these classes of business, reliance is placed on frequency/severity methods as claim counts emerge quickly for personal auto. Frequency/severity methods allow for more immediate analysis of resulting loss trends and comparisons to industry and other diagnostic metrics.

In general, development for U.S. Personal Insurance classes has been very stable, with only modest changes in the initial selected loss ratios for this business.

Prior Year Development

During 2020, we recognized \$94 million of unfavorable prior year development in U.S. Personal Insurance driven largely by large severity claims in Homeowners and Umbrella books of business.

During 2019, we recognized \$96 million of favorable prior year development in U.S. Personal Insurance driven largely by subrogation recoverable on the 2017 California wildfires and favorable development from Hurricanes Harvey, Irma and Maria.

During 2018, we recognized \$255 million of adverse prior year development in U.S. Personal Insurance driven largely by development on the California wildfires and Hurricane Irma in 2017.

UK/Europe Casualty and Financial Lines

During 2020, we recognized \$258 million of unfavorable prior year development in Europe Casualty and Financial Lines driven by higher severity in losses reported.

During 2019, we recognized \$161 million of unfavorable prior year development in Europe Casualty and Financial Lines driven by greater frequency of large losses than expected.

Incurred Losses and Allocated Loss Adjustment Expenses, Undiscounted and Net of Reinsurance*

Years Ended December 31, (in millions)											December 31, 2020		
											Total of IBNR Liabilities Plus Expected Development on Reported Losses	Cumulative Number of Reported Claims	
Accident Year	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2020 Prior Year Development		
	Unaudited												
2011	\$ 1,332	\$ 1,284	\$ 1,365	\$ 1,415	\$ 1,509	\$ 1,515	\$ 1,560	\$ 1,539	\$ 1,539	\$ 1,528	\$ (11)	\$ 45	236,387
2012		1,153	1,128	1,090	1,176	1,239	1,214	1,272	1,258	1,273	15	57	178,428
2013			1,104	1,149	1,128	1,106	1,146	1,180	1,227	1,250	23	73	150,978
2014				1,104	1,075	1,100	1,106	1,100	1,188	1,131	(57)	85	149,799
2015					1,165	1,314	1,351	1,244	1,315	1,300	(15)	136	155,761
2016						1,403	1,543	1,581	1,587	1,681	94	243	175,940
2017							1,433	1,405	1,334	1,418	84	358	184,069
2018								1,463	1,502	1,590	88	551	191,493
2019									1,380	1,411	31	680	175,315
2020										1,382		1,086	101,348
Total										\$ 13,964	\$ 252		
Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance from the table below										(7,925)	-		
Liabilities for losses and loss adjustment expenses and prior year development before accident year 2011, net of reinsurance										787	6		
Unallocated loss adjustment expense prior year development											-		
Liabilities for losses and loss adjustment expenses and prior year loss development, net of reinsurance										\$ 6,826	\$ 258		

* The losses reported in the table are not covered by the Adverse Development Reinsurance Agreement.

Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance*

	Years Ended December 31, (in millions)										
Accident Year	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	
	Unaudited										
2011	\$ 132	\$ 365	\$ 551	\$ 798	\$ 948	\$ 1,075	\$ 1,189	\$ 1,257	\$ 1,314	\$	1,338
2012		111	321	469	660	797	890	997	1,052		1,082
2013			95	357	514	662	783	904	981		1,033
2014				76	273	434	560	667	736		803
2015					74	253	456	599	724		905
2016						126	402	620	818		980
2017							103	298	476		637
2018								120	380		603
2019									94		410
2020											134
Total										\$	7,925

* The losses reported in the table are not covered by the Adverse Development Reinsurance Agreement.

Reserving Process and Methodology

UK/Europe is our largest non-U.S. region for Liability and Financial Lines. UK/Europe Casualty and Financial Lines is composed of third-party coverages including general liability, auto liability, D&O, professional liability and various other lines of business throughout both the UK and Continental Europe. These lines of business are all long-tail in nature and while somewhat diverse in terms of exposures, these lines are often subject to similar trends. These lines are impacted by the underwriting cycle and external judicial trends. The largest share of business is in the UK, but significant business is also written in other European countries such as Germany, France, and Italy.

We primarily segment our analysis by country and line of business. Additionally, we separately review various product lines, including excess versus primary casualty, commercial versus financial institutions management liability, and other specific programs and subsets of business. We maintain a database of detailed historical premium and loss transactions in original currency for business written outside of the U.S. which allows our actuaries to determine loss reserves without foreign exchange distorting development.

We generally use a combination of loss development methods and expected loss ratio methods. For countries and lines of business with sufficient loss volume, loss development methods may be given significant weight for all but the most recent accident years. For smaller countries and more volatile product lines, loss development methods are typically given limited weight for recent accident years. Further, we may rely on larger data subsets in determining the loss development factors and *a priori* loss ratio assumptions.

In general, the loss development for long-tail lines in UK/Europe has been more stable than the development in U.S. long-tail lines, although some underlying drivers have affected the results in a similar manner (e.g. the impact of the financial crisis in accident years 2008 and 2009).

Prior Year Development

During 2020, we recognized \$258 million of unfavorable prior year development in UK and Europe Casualty and Financial Lines driven by Financial Lines in the UK and Europe and Excess Casualty in Europe as we continue to see increased severity of large losses in these classes.

During 2019, we recognized \$161 million of unfavorable prior year development in UK and Europe Casualty and Financial Lines driven by increased large loss activity in recent accident years, particularly related to UK directors and officers class action suits against insureds with global exposure, and increased frequency and severity in European casualty for auto liability and employers liability. This was slightly offset by a benefit from an increase in the Ogden rates in the UK used to value long duration claims.

During 2018 we recognized \$58 million of unfavorable prior year development in UK/Europe Casualty and Financial Lines driven by increased large loss activity in recent accident years, particularly related to directors and officers class action suits against insureds with global exposure; and increased severity in excess casualty.

UK/Europe Property and Special Risks

During 2020, we recognized \$155 million of favorable prior year development in the UK/Europe Property and Special Risks segment, net of external reinsurance.

During 2019, we recognized \$108 million of favorable prior year development in the UK/Europe Property and Special Risks segment, net of external reinsurance.

Incurred Losses and Allocated Loss Adjustment Expenses, Undiscounted and Net of Reinsurance*

Years Ended December 31, (in millions)											December 31, 2020		
Accident Year	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2020 Prior Year Development	Total of IBNR Liabilities Plus Expected Development on Reported Losses	Cumulative Number of Reported Claims
												Unaudited	
2011	\$ 1,461	\$ 1,388	\$ 1,263	\$ 1,226	\$ 1,194	\$ 1,183	\$ 1,181	\$ 1,170	\$ 1,166	\$ 1,152	\$ (14)	\$ (1)	44,583
2012		1,390	1,256	1,184	1,167	1,147	1,152	1,135	1,115	1,121	6	12	40,133
2013			1,475	1,464	1,349	1,330	1,312	1,300	1,281	1,273	(8)	-	40,004
2014				1,519	1,546	1,523	1,514	1,522	1,496	1,458	(38)	(3)	48,374
2015					1,654	1,598	1,580	1,541	1,515	1,509	(6)	16	53,754
2016						1,619	1,768	1,760	1,761	1,757	(4)	24	56,625
2017							1,735	1,685	1,677	1,676	(1)	40	52,864
2018								1,700	1,643	1,614	(29)	101	43,078
2019									1,238	1,177	(61)	160	30,713
2020										1,489		662	17,731
Total										\$ 14,226	\$ (155)		
Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance from the table below											(11,590)	-	
Liabilities for losses and loss adjustment expenses and prior year development before accident year 2011, net of reinsurance											43	-	
Unallocated loss adjustment expense prior year development												-	
Liabilities for losses and loss adjustment expenses and prior year loss development, net of reinsurance											\$ 2,679	\$ (155)	

* The losses reported in the table are not covered by the Adverse Development Reinsurance Agreement.

Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance*

Accident Year	Years Ended December 31, (in millions)											
	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020		
					Unaudited							
2011	\$ 349	\$ 800	\$ 998	\$ 1,074	\$ 1,098	\$ 1,117	\$ 1,125	\$ 1,132	\$ 1,136	\$		1,138
2012		288	745	940	1,009	1,055	1,082	1,092	1,099			1,099
2013			344	843	1,075	1,153	1,203	1,225	1,235			1,242
2014				329	959	1,250	1,321	1,361	1,388			1,399
2015					360	966	1,256	1,370	1,393			1,418
2016						479	1,167	1,427	1,571			1,618
2017							366	999	1,273			1,419
2018								329	1,021			1,219
2019									293			719
2020												319
Total										\$		11,590

* The losses reported in the table are not covered by the Adverse Development Reinsurance Agreement.

Reserving Process and Methodology

UK/Europe Property products include commercial, industrial and energy-related property insurance products and services that cover exposures to manmade and natural disasters, including business interruption. UK/Europe Special Risk products include aerospace, environmental, political risk, trade credit, surety and marine insurance, and various small and medium sized enterprises insurance lines.

We primarily segment our analysis by line of business. Additionally, we separately review various subsets, including hull, cargo, and liability for marine business, aviation and satellite for aerospace business, and various other specific programs and product lines.

Frequency/severity methods, loss development methods, and IBNR factor methods are used alone or in combination to set reserves for short-tail classes such as UK/Europe Property.

IBNR factor methods are used when the nature of losses is low frequency/high severity. The IBNR factors, when applied to earned premium, generate the ultimate expected losses (or other exposure measure) yet to be reported. The factors are determined based on prior accident quarters' loss costs adjusted to reflect current cost levels and the historical emergence of those loss costs. The factors are continually reevaluated to reflect emerging claim experience, rate changes or other factors that could affect the adequacy of the IBNR factor being employed.

We generally use a combination of loss development methods and expected loss ratio methods for aviation exposures. Aviation claims are not very long-tail in nature; however, they are driven by claim severity. Thus a combination of both development and expected loss ratio methods is used for all but the latest accident year to determine the loss reserves. Frequency/severity methods are not employed due to the high severity nature of the claims and different mix of claims from year to year.

We generally use loss development methods for fidelity exposures for all but the latest accident year. We also use claim department projections of the ultimate value of each reported claim to supplement and inform the standard actuarial approaches and some weight is given to this method in the more recent accident years. The claims staff also provides specific estimates to assist in the setting of reserves for natural catastrophe losses.

Expected loss ratio methods are used to determine the loss reserves for the latest accident year. We also use ground-up claim projections provided by our claims staff to assist in developing the appropriate reserve.

Prior Year Development

During 2020, we recognized \$155 million of favorable prior year development in the Europe Property and Special Risks segment driven by lower Property attritional loss activity and favorable emergence across several Specialty classes.

During 2019, we recognized \$108 million of favorable prior year development in the Europe Property and Special Risks segment driven by favorable development in Commercial Property and Specialty classes including aviation and marine.

During 2018, we recognized \$22 million of favorable prior year development in the Europe Property and Special Risks segment driven by favorable development across most accident years with some adverse development in accident years 2014 and 2016.

UK/Europe and Japan Personal Insurance

During 2020, we recognized \$39 million of favorable prior year development in UK/Europe and Japan Personal Insurance, net of external reinsurance.

During 2019, we recognized \$119 million of favorable prior year development in UK/Europe and Japan Personal Insurance, net of external reinsurance.

Incurred Losses and Allocated Loss Adjustment Expenses, Undiscounted and Net of Reinsurance*

Years Ended December 31, (in millions)											December 31, 2020		
											2020 Prior Year Development	Total of IBNR Liabilities Plus Expected Development on Reported Losses	Cumulative Number of Reported Claims
Accident Year	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020			
	Unaudited												
2011	\$ 3,503	\$ 3,567	\$ 3,531	\$ 3,533	\$ 3,522	\$ 3,525	\$ 3,516	\$ 3,515	\$ 3,514	\$ 3,515	\$ 1	\$ 3	1,758,202
2012		3,086	3,067	3,046	3,030	3,040	3,029	3,026	3,025	3,025	-	3	1,737,969
2013			2,925	2,925	2,889	2,889	2,884	2,879	2,875	2,875	-	5	1,738,818
2014				2,884	2,893	2,874	2,872	2,863	2,863	2,863	-	6	1,789,156
2015					2,958	2,932	2,933	2,921	2,919	2,920	1	12	1,773,689
2016						2,904	2,898	2,882	2,873	2,869	(4)	18	1,800,392
2017							2,841	2,752	2,732	2,728	(4)	30	1,721,690
2018								3,389	3,306	3,309	3	101	1,898,738
2019									2,727	2,688	(39)	152	1,694,072
2020										2,454		542	1,264,520
Total										\$ 29,246	\$ (42)		
Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance from the table below										(27,077)	-		
Liabilities for losses and loss adjustment expenses and prior year development before accident year 2011, net of reinsurance										50	3		
Unallocated loss adjustment expense prior year development											-		
Liabilities for losses and loss adjustment expenses and prior year loss development, net of reinsurance										\$ 2,219	\$ (39)		

* The losses reported in the table are not covered by the Adverse Development Reinsurance Agreement.

Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance*

Accident Year	Years Ended December 31, (in millions)										2020
	2011	2012	2013	2014	2015	2016	2017	2018	2019		
					Unaudited						
2011	\$ 2,132	\$ 2,991	\$ 3,243	\$ 3,363	\$ 3,430	\$ 3,462	\$ 3,479	\$ 3,489	\$ 3,494	\$	3,497
2012		1,726	2,526	2,769	2,884	2,944	2,977	2,994	3,003		3,007
2013			1,606	2,398	2,630	2,744	2,804	2,837	2,850		2,858
2014				1,576	2,372	2,609	2,728	2,788	2,814		2,829
2015					1,597	2,414	2,653	2,780	2,826		2,859
2016						1,598	2,376	2,608	2,721		2,779
2017							1,562	2,327	2,531		2,620
2018								1,994	2,795		3,018
2019									1,561		2,277
2020											1,333
Total										\$	27,077

* The losses reported in the table are not covered by the Adverse Development Reinsurance Agreement.

Reserving Process and Methodology

UK/Europe and Japan Personal Insurance lines consist of accident and health and personal lines. Accident and health products include voluntary and sponsor-paid personal accident and supplemental health products for individuals, employees, associations and other organizations as well as a broad range of travel insurance products and services for leisure and business travelers. Personal lines include automobile and homeowners' insurance, extended warranty, and consumer specialty products, such as identity theft and credit card protection. Personal lines are generally short-tail in nature.

We primarily segment our analysis by line of business (and by country for UK/Europe and Japan business) and may separately review various sub-segments, such as specific accident and health products and property damage versus liability for other personal lines products.

Frequency/severity methods, loss development methods, and IBNR factor methods are used alone or in combination to set reserves for short-tail product lines such as personal property.

Frequency/severity and loss development methods are utilized for domestic personal auto product lines.

For these classes of business, reliance is placed on frequency/severity methods as claim counts emerge quickly for personal auto. Frequency/severity methods allow for more immediate analysis of resulting loss trends and comparisons to industry and other diagnostic metrics.

In general, development for UK/Europe and Japan Personal Insurance classes has been very stable, with only modest changes in the initial selected loss ratios for this business.

Prior Year Development

During 2020, we recognized \$39 million of favorable prior year development in UK/Europe and Japan Personal Insurance due to favorable frequency and severity trends.

During 2019, we recognized \$119 million of favorable prior year development in UK/Europe and Japan Personal Insurance due to favorable loss trends in personal auto and accident and health business.

During 2018, we recognized \$116 million of favorable prior year development in UK/Europe and Japan Personal Insurance due to favorable emergence on catastrophes, accident and health business, and personal auto business.

The table below presents the reconciliation of change in net ultimates from tables above to prior year development for the year ended December 31, 2020:

<i>(in millions)</i>	Change in Loss and Loss Adjustment Expenses Net Ultimate ^(a)		Re-Attribution of ADC Recovery ^(b)		Amortization of Deferred Gain at Inception		Prior Year Development
U.S. Workers' Compensation	\$	(322)	\$	(9)	\$	(65)	\$ (396)
U.S. Excess Casualty		206		(60)		(50)	96
U.S. Other Casualty		(155)		(4)		(48)	(207)
U.S. Financial Lines		318		57		(34)	341
U.S. Property and Special Risks		(61)		25		(12)	(48)
U.S. Personal Insurance		94		(9)		(2)	83
UK/Europe Casualty and Financial lines		258		-		-	258
UK/Europe Property and Special Risks		(155)		-		-	(155)
UK/Europe and Japan Personal Insurance		(39)		-		-	(39)
Other Operations Run-Off		2		-		-	2
Other product lines		(9)		-		-	(9)
Subtotal, adjusted pre-tax basis	\$	137	\$	-	\$	(211)	\$ (74)
Remove impact of Retroactive Reinsurance							
Amortization of deferred gain at inception							211
Prior year development ceded under the Asbestos LPT							1
Prior year development ceded under the ADC							(228)
Total, prior years, excluding discount and amortization of deferred gain						\$	(90)

(a) Change in net ultimate loss and LAE excludes the portion of prior year development for which we have ceded to the Asbestos Loss Portfolio Transfer (LPT) and the ADC, both of which are provided by NICO and are considered retroactive reinsurance under U.S. GAAP.

(b) Reattribution of the ADC recovery takes place annually as we model the future payments on the subject reserves covered by the ADC to determine when the aggregate payments will exceed the attachment. ADC recoverables are then reallocated by line based on payments expected to be made after attachment point is exceeded.

Development on earlier Accident Years

The following table summarizes (favorable) unfavorable development, of incurred losses and loss adjustment expenses on accident years beyond the 10 years shown in the previous section's development triangles by operating segment and major class of business:

Years Ended December 31,			
(in millions)			
	2020	2019	2018
U.S. Workers' compensation (before discount)	\$ (87)	\$ (210)	\$ 153
U.S. Excess casualty	(237)	54	537
U.S. Other casualty	(40)	(170)	129
U.S. Financial Lines	25	11	(1)
U.S. Property and Special Risks	(6)	(3)	39
U.S. Personal Insurance	3	1	2
UK/Europe Casualty and Financial Lines	6	9	1
UK/Europe Property and Special Risks	-	(28)	3
UK/Europe and Japan Personal Insurance	3	-	9
Other Operations Run-Off	4	(46)	154
All Other including unallocated loss adjustment expenses	(128)	116	137
Total prior year (favorable) unfavorable development	\$ (457)	\$ (266)	\$ 1,163

Claims Payout Patterns

The following table presents the historical average annual percentage claims payout on an accident year basis at the same level of disaggregation as presented in the claims development table.

Average Annual Percentage Payout of Incurred Losses by Age, Net of Reinsurance (Unaudited)										
Year	1	2	3	4	5	6	7	8	9	10
U.S. Workers' compensation	13.4 %	17.6 %	12.1 %	8.0 %	6.3 %	4.3 %	2.9 %	1.9 %	1.9 %	0.8 %
U.S. Excess casualty	0.7	7.4	10.9	16.9	13.0	11.0	9.0	6.8	0.2	4.2
U.S. Other casualty	8.0	14.2	15.6	15.0	12.3	8.6	5.6	2.8	2.0	1.6
U.S. Financial Lines	4.6	17.8	21.2	17.1	13.0	8.7	4.8	4.2	1.2	0.3
U.S. Property and Special Risks	30.2	35.3	13.3	8.0	5.4	3.2	1.2	0.8	0.4	0.2
U.S. Personal Insurance	59.0	29.9	4.9	1.0	1.5	0.6	0.4	0.2	0.1	-
UK/Europe Casualty and Financial Lines	7.6	17.0	13.2	12.6	9.8	9.1	7.0	4.3	3.0	1.6
UK/Europe Property and Special Risks	24.5	39.8	16.9	6.9	2.8	1.9	0.8	0.6	0.2	0.2
UK/Europe and Japan Personal Insurance	56.9	26.7	7.8	3.8	1.9	1.0	0.5	0.3	0.1	0.1

DISCOUNTING OF LOSS RESERVES

At December 31, 2020 and 2019, the loss reserves reflect a net loss reserve discount of \$725 million and \$1.5 billion, respectively, including tabular and non-tabular calculations based upon the following assumptions:

The non-tabular workers' compensation discount is calculated separately for companies domiciled in New York, Pennsylvania and Delaware, and follows the statutory regulations (prescribed or permitted) for each state.

For New York companies, the discount is based on a 5 percent interest rate and the companies' own payout patterns. The Pennsylvania and Delaware regulators approved use of a consistent discount rate (U.S. Treasury rate plus a liquidity premium) to all of our workers' compensation reserves in or Pennsylvania domiciled and Delaware domiciled companies, as well as our use of updated payout patterns specific to our primary and excess workers compensation portfolios. In 2020, the regulators also approved that the discount rate will be updated on an annual basis.

The tabular workers' compensation discount is calculated based on the mortality rate used in the 2007 U.S. Life table and interest rates prescribed or permitted by each state (i.e. New York is based on 5 percent interest rate and Pennsylvania and Delaware are based on US treasury plus liquidity rate).

The discount for asbestos reserves has been fully accreted.

The discount consists of \$285 million and \$582 million of tabular discount, and \$440 million and \$967 million of non-tabular discount for workers' compensation at December 31, 2020 and 2019, respectively. During the years ended December 31, 2020, 2019, and 2018 the benefit/(charge) from changes in discount of \$(516) million, \$(955) million and \$371 million, respectively, were recorded as part of the policyholder benefits and losses incurred in the Consolidated Statement of Income.

The following table presents the components of the loss reserve discount discussed above:

	December 31, 2020			December 31, 2019		
	North America Commercial Insurance	Other Operations Run-Off ^(b)	Total	North America Commercial Insurance	Other Operations Run-Off	Total
<i>(in millions)</i>						
U.S. workers' compensation	\$ 1,636	\$ -	\$ 1,636	\$ 2,134	\$ 666	\$ 2,800
Retroactive reinsurance	(911)	-	(911)	(1,251)	-	(1,251)
Total reserve discount^(a)	\$ 725	\$ -	\$ 725	\$ 883	\$ 666	\$ 1,549

(a) Excludes \$151 million and \$172 million of discount related to certain long tail liabilities in the UK at December 31, 2020 and 2019, respectively.

(b) Excludes \$493 million of discount which was 100 percent ceded to Fortitude Re at December 31, 2020. On June 2, 2020, we completed the Majority Interest Fortitude Sale. Refer to Note 1 for additional information.

The following table presents the net loss reserve discount benefit (charge):

Years Ended December 31,	2020			2019			2018		
	North America Commercial Insurance	Other Operations Run-Off ^(b)	Total	North America Commercial Insurance	Other Operations Run-Off	Total	North America Commercial Insurance	Other Operations Run-Off	Total
<i>(in millions)</i>									
Current accident year	\$ 71	\$ -	\$ 71	\$ 108	\$ -	\$ 108	\$ 119	\$ -	\$ 119
Accretion and other adjustments to prior year discount	(162)	(18)	(180)	(229)	(87)	(316)	(108)	(58)	(166)
Effect of interest rate changes	(407)	-	(407)	(527)	(220)	(747)	305	113	418
Net reserve discount benefit (charge)	(498)	(18)	(516)	(648)	(307)	(955)	316	55	371
Change in discount on loss reserves ceded under retroactive reinsurance	340	-	340	469	-	469	(180)	-	(180)
Net change in total reserve discount^(a)	\$ (158)	\$ (18)	\$ (176)	\$ (179)	\$ (307)	\$ (486)	\$ 136	\$ 55	\$ 191

(a) Excludes \$(20) million, \$9 million, and \$(9) million of discount related to certain long tail liabilities in the UK at December 31, 2020, 2019, and 2018, respectively.

(b) On June 2, 2020, we completed the Majority Interest Fortitude Sale. Refer to Note 1 for additional information. Change in discount prior to the sale is included in the above at December 31, 2020. Following the sale, 100 percent of the discount is ceded to Fortitude Re.

During 2020, effective interest rates declined due to a decrease in the forward yield curve component of the discount rates reflecting a decline in U.S. Treasury rates along with changes in payout pattern assumptions. This resulted in a decrease in the loss reserve discount by \$407 million in 2020.

During 2019, effective interest rates declined due to a decrease in the forward yield curve component of the discount rates reflecting a decline in U.S. Treasury rates along with changes in payout pattern assumptions. This resulted in a decrease in the loss reserve discount by \$747 million in 2019.

During 2018, effective interest rates increased due to an increase in the forward yield curve component of the discount rates reflecting an incline in U.S. Treasury rates along with the changes in payout pattern assumptions. This resulted in an increase in the loss reserve discount by \$418 million in 2018.

FUTURE POLICY BENEFITS

Future policy benefits primarily include reserves for traditional life and annuity payout contracts, which represent an estimate of the present value of future benefits less the present value of future net premiums. Included in Future policy benefits are liabilities for annuities issued in structured settlement arrangements whereby a claimant has agreed to settle a general insurance claim in exchange for fixed payments over a fixed determinable period of time with a life contingency feature. In addition, reserves for contracts in loss recognition are adjusted to reflect the effect of unrealized gains on fixed maturity securities available for sale.

Future policy benefits also include certain guaranteed benefits of variable annuity products that are not considered embedded derivatives, primarily guaranteed minimum death benefits.

For additional information on guaranteed minimum death benefits see Note 14.

The liability for long-duration future policy benefits has been established including assumptions for interest rates which vary by year of issuance and product, and range from approximately 0.1 percent to 14.6 percent. Mortality and surrender rate assumptions are generally based on actual experience when the liability is established.

POLICYHOLDER CONTRACT DEPOSITS

The liability for Policyholder contract deposits is primarily recorded at accumulated value (deposits received and net transfers from separate accounts, plus accrued interest credited at rates ranging from 0 percent to 9.0 percent at December 31, 2020, less withdrawals and assessed fees). Deposits collected on investment-oriented products are not reflected as revenues, because they are recorded directly to Policyholder contract deposits upon receipt. Amounts assessed against the contract holders for mortality, administrative, and other services are included in revenues.

In addition to liabilities for universal life, fixed annuities, fixed options within variable annuities, annuities without life contingencies, funding agreements and GICs, policyholder contract deposits also include our liability for (i) certain guaranteed benefits and indexed features accounted for as embedded derivatives at fair value, (ii) annuities issued in a structured settlement arrangement with no life contingency and (iii) certain contracts we have elected to account for at fair value.

For additional information on guaranteed benefits accounted for as embedded derivatives see Note 14.

For universal life policies with secondary guarantees, we recognize certain liabilities in addition to policyholder account balances. For universal life policies with secondary guarantees, as well as other universal life policies for which profits followed by losses are expected at contract inception, a liability is recognized based on a benefit ratio of (a) the present value of total expected payments, in excess of the account value, over the life of the contract, divided by (b) the present value of total expected assessments over the life of the contract. For universal life policies without secondary guarantees, for which profits followed by losses are first expected after contract inception, we establish a liability, in addition to policyholder account balances, so that expected future losses are recognized in proportion to the emergence of profits in the earlier (profitable) years. Universal life account balances as well as these additional liabilities related to universal life products are reported within Policyholder contract deposits in the Consolidated Balance Sheet. These additional liabilities are also adjusted to reflect the effect of unrealized gains or losses on fixed maturity securities available for sale and prior to 2018, equity securities at fair value on accumulated assessments, with related changes recognized through Other comprehensive income. The policyholder behavior assumptions for these liabilities include mortality, lapses and premium persistency. The capital market assumptions used for the liability for universal life secondary guarantees include discount rates and net earned rates.

Under a funding agreement-backed notes issuance program, an unaffiliated, non-consolidated statutory trust issues medium-term notes to investors, which are secured by GICs issued to the trust by one of our Life and Retirement companies through our Institutional Markets business.

The following table presents universal life policies with secondary guarantees and similar features (excluding base policy liabilities and embedded derivatives):

(in millions)	Years Ended December 31,			
	2020		2019	
Balance, beginning of year	\$	2,685	\$	2,640
Incurring guaranteed benefits *		1,041		514
Paid guaranteed benefits		(470)		(469)
Balance, end of year	\$	3,256	\$	2,685
				2,640

* Incurred guaranteed benefits include the portion of assessments established as additions to reserves as well as changes in estimates (assumption unlockings) affecting these reserves.

The following table presents details concerning our Universal life policies with secondary guarantees and similar features, by benefit type:

At December 31,	2020		2019	
(dollars in millions)				
Account value	\$	3,078	\$	2,850
Net amount at risk		63,721		59,924
Average attained age of contract holders		53		54

The following table presents Policyholder contract deposits by product line:

At December 31,	2020		2019	
(in millions)				
Policyholder contract deposits:				
Fixed annuities	\$	49,206	\$	50,446
Group Retirement		43,893		42,207
Life Insurance		15,407		14,403
Variable annuities		10,964		10,008
Index annuities		25,220		20,698
Institutional Markets		11,361		9,965
Fortitude Re		4,200		4,142
Total Policyholder contract deposits	\$	160,251	\$	151,869

OTHER POLICYHOLDER FUNDS

Other policyholder funds include unearned revenue reserves (URR). URR consist of front-end loads on investment-oriented contracts, representing those policy loads that are non-level and typically higher in initial policy years than in later policy years. URR for investment-oriented contracts are generally deferred and amortized, with interest, in relation to the incidence of estimated gross profits (EGPs) to be realized over the estimated lives of the contracts and are subject to the same adjustments due to changes in the assumptions underlying EGPs as DAC. Amortization of URR is recorded in Policy fees. Similar to shadow DAC, URR related to investment-oriented products is also adjusted to reflect the effect of unrealized gains or losses on fixed maturity securities available for sale and also, prior to 2018, equity securities at fair value on estimated gross profits, with related changes recognized through Other comprehensive income (shadow URR).

Other policyholder funds also include provisions for future dividends to participating policyholders, accrued in accordance with all applicable regulatory or contractual provisions. Participating life business represented approximately 1.4 percent of gross insurance in force at December 31, 2020 and 1.9 percent of gross domestic premiums and other considerations in 2020. The amount of annual dividends to be paid is approved locally by the boards of directors of the Life and Retirement companies. Provisions for future dividend payments are computed by jurisdiction, reflecting local regulations. The portions of current and prior net income and of current unrealized appreciation of investments that can inure to our benefit are restricted in some cases by the insurance contracts and by the local insurance regulations of the jurisdictions in which the policies are in force.

Certain products are subject to experience adjustments. These include group life and group medical products, credit life contracts, accident and health insurance contracts/riders attached to life policies and, to a limited extent, reinsurance agreements with other direct insurers. Ultimate premiums from these contracts are estimated and recognized as revenue with the unearned portions of the premiums recorded as liabilities in Other policyholder funds. Experience adjustments vary according to the type of contract and the territory in which the policy is in force and are subject to local regulatory guidance.

14. Variable Life and Annuity Contracts

We report variable contracts within the separate accounts when investment income and investment gains and losses accrue directly to, and investment risk is borne by, the contract holder and the separate account meets additional accounting criteria to qualify for separate account treatment. The assets supporting the variable portion of variable annuity and variable universal life contracts that qualify for separate account treatment are carried at fair value and reported as Separate account assets, with an equivalent summary total reported as Separate account liabilities.

Policy values for variable products and investment contracts are expressed in terms of investment units. Each unit is linked to an asset portfolio. The value of a unit increases or decreases based on the value of the linked asset portfolio. The current liability at any time is the sum of the current unit value of all investment units in the separate accounts, plus any liabilities for guaranteed minimum death benefits (GMDB) or guaranteed minimum withdrawal benefits (GMWB) included in Future policy benefits or Policyholder contract deposits, respectively.

Amounts assessed against the contract holders for mortality, administrative and other services are included in revenue. Net investment income, net investment gains and losses, changes in fair value of assets, and policyholder account deposits and withdrawals related to separate accounts are excluded from the Consolidated Statements of Income, Comprehensive Income (Loss) and Cash Flows.

Variable annuity contracts may include certain contractually guaranteed benefits to the contract holder. These guaranteed features include GMDB that are payable in the event of death, and living benefits that are payable in the event of annuitization, or, in other instances, at specified dates during the accumulation period. Living benefits primarily include GMWB. A variable annuity contract may include more than one type of guaranteed benefit feature; for example, it may have both a GMDB and a GMWB. However, a policyholder can only receive payout from one guaranteed feature on a contract containing a death benefit and a living benefit, i.e. the features are mutually exclusive (except a surviving spouse who has a rider to potentially collect both a GMDB upon their spouse's death and a GMWB during their lifetime). A policyholder cannot purchase more than one living benefit on one contract. The net amount at risk for each feature is calculated irrespective of the existence of other features; as a result, the net amount at risk for each feature is not additive to that of other features.

Account balances of variable annuity contracts with guarantees were invested in separate account investment options as follows:

At December 31, <i>(in millions)</i>	2020	2019
Equity funds	\$ 56,868	\$ 51,383
Bond funds	8,534	7,881
Balanced funds	27,441	26,659
Money market funds	1,124	765
Total	\$ 93,967	\$ 86,688

GMDB

Depending on the contract, the GMDB feature may provide a death benefit of either (a) total deposits made to the contract less any partial withdrawals plus a minimum return (and in rare instances, no minimum return) or (b) the highest contract value attained, typically on any anniversary date minus any subsequent withdrawals following the contract anniversary. GMDB is our most widely offered benefit.

The liability for GMDB, which is recorded in Future policy benefits, represents the expected value of benefits in excess of the projected account value, with the excess recognized ratably over the accumulation period based on total expected assessments, through Policyholder benefits and losses incurred. The net amount at risk for GMDB represents the amount of benefits in excess of account value if death claims were filed on all contracts on the balance sheet date.

The following table presents details concerning our GMDB exposures, by benefit type:

At December 31,	2020		2019	
	Net Deposits Plus a Minimum Return	Highest Contract Value Attained	Net Deposits Plus a Minimum Return	Highest Contract Value Attained
<i>(dollars in millions)</i>				
Account value	\$ 105,010	\$ 16,667	\$ 98,386	\$ 15,796
Net amount at risk	490	276	689	301
Average attained age of contract holders by product	65	72	65	71
Range of guaranteed minimum return rates	0.00%-4.50%		0.00%-4.50%	

The following summarizes GMDB liability related to variable annuity contracts, excluding assumed reinsurance:

Years Ended December 31,	2020	2019	2018
<i>(in millions)</i>			
Balance, beginning of year	\$ 407	\$ 397	\$ 352
Reserve increase (decrease)	41	35	93
Benefits paid	(43)	(40)	(43)
Changes in reserves related to unrealized appreciation of investments	16	15	(5)
Balance, end of year	\$ 421	\$ 407	\$ 397

Assumptions used to determine the GMDB liability include interest rates, which vary by year of issuance and products; mortality rates, which are based upon actual experience modified to allow for variations in policy form; lapse rates, which are based upon actual experience modified to allow for variations in policy form; investment returns, based on stochastically generated scenarios; and asset growth assumptions, which include a reversion to the mean methodology, similar to that applied for DAC. We regularly evaluate estimates used to determine the GMDB liability and adjust the additional liability balance, with a related charge or credit to Policyholder benefits and losses incurred, if actual experience or other evidence suggests that earlier assumptions should be revised.

GMWB

Certain of our variable annuity contracts contain optional GMWB benefits and, to a lesser extent, guaranteed minimum accumulation benefits, which are not currently offered. With a GMWB, the contract holder can monetize the excess of the guaranteed amount over the account value of the contract only through a series of withdrawals that do not exceed a specific percentage per year of the guaranteed amount. If, after the series of withdrawals, the account value is exhausted, the contract holder will receive a series of annuity payments equal to the remaining guaranteed amount, and, for lifetime GMWB products, the annuity payments continue as long as the covered person(s) is living.

The liabilities for GMWB, which are recorded in Policyholder contract deposits, are accounted for as embedded derivatives measured at fair value, with changes in the fair value of the liabilities recorded in Net realized capital gains (losses). The fair value of these embedded derivatives was a net liability of \$3.6 billion and \$2.5 billion at December 31, 2020 and 2019, respectively.

For discussion of the fair value measurement of guaranteed benefits that are accounted for as embedded derivatives see Note 5.

We had account values subject to GMWB that totaled \$48 billion and \$45 billion at December 31, 2020 and 2019, respectively. The net amount at risk for GMWB represents the present value of minimum guaranteed withdrawal payments, in accordance with contract terms, in excess of account value, assuming no lapses. The net amount at risk related to the GMWB guarantees was \$1.1 billion and \$328 million at December 31, 2020 and 2019, respectively. We use derivative instruments and other financial instruments to mitigate a portion of our exposure that arises from GMWB benefits.

15. Debt

Our long-term debt is denominated in various currencies, with both fixed and variable interest rates. Long-term debt is carried at the principal amount borrowed, including unamortized discounts, hedge accounting valuation adjustments and fair value adjustments, when applicable.

The following table lists our total debt outstanding at December 31, 2020 and 2019. The interest rates presented in the following table are the range of contractual rates in effect at December 31, 2020, including fixed and variable-rates:

At December 31, 2020 (in millions)	Range of Interest Rate(s)	Maturity Date(s)	Balance at December 31, 2020	Balance at December 31, 2019
Debt issued or guaranteed by AIG:				
AIG general borrowings:				
Notes and bonds payable	0% - 8.13%	2021 - 2097	\$ 23,068	\$ 20,467
Junior subordinated debt	4.88% - 8.63%	2037 - 2058	1,561	1,542
AIG Japan Holdings Kabushiki Kaisha	0.28% - 0.35%	2021 - 2025	361	344
AIGLH notes and bonds payable	6.63% - 7.50%	2025 - 2029	282	282
AIGLH junior subordinated debt	7.57% - 8.50%	2030 - 2046	361	361
Validus notes and bonds payable	8.88%	2040	348	353
Total AIG general borrowings			25,981	23,349
AIG borrowings supported by assets:^(a)				
Series AIGFP matched notes and bonds payable	0.23% - 0.23%	2046 - 2047	21	21
GIAs, at fair value	0.00% - 7.15%	2021 - 2047	2,033	2,003
Notes and bonds payable, at fair value	0.50% - 10.37%	2030 - 2049	64	59
Total AIG borrowings supported by assets			2,118	2,083
Total debt issued or guaranteed by AIG			28,099	25,432
Other subsidiaries notes, bonds, loans and mortgages payable - not guaranteed by AIG	2.76%	2022 - 2023	4	47
Total long-term debt			28,103	25,479
Debt of consolidated investment entities - not guaranteed by AIG ^(b)	0% - 9.31%	2021 - 2062	9,431	9,871
Total debt			\$ 37,534	\$ 35,350

(a) AIG Parent guarantees all such debt, except for Series AIGFP matched notes and bonds payable, which are direct obligations of AIG Parent. Collateral posted to third parties was \$1.4 billion and \$1.5 billion at December 31, 2020 and December 31, 2019, respectively. This collateral primarily consists of securities of the U.S. government and government sponsored entities and generally cannot be pledged or resold by the counterparties.

(b) At December 31, 2020, includes debt of consolidated investment entities related to real estate investments of \$3.1 billion, affordable housing partnership investments of \$2.3 billion and other securitization vehicles of \$4.0 billion. At December 31, 2019, includes debt of consolidated investment entities related to real estate investments of \$3.2 billion, affordable housing partnership investments of \$2.1 billion and other securitization vehicles of \$4.6 billion.

The following table presents maturities of long-term debt (including unamortized original issue discount, hedge accounting valuation adjustments and fair value adjustments, when applicable):

December 31, 2020		Year Ending					
(in millions)	Total	2021	2022	2023	2024	2025	Thereafter
Debt issued or guaranteed by AIG:							
AIG general borrowings:							
Notes and bonds payable	\$ 23,068	\$ 1,500	\$ 1,515	\$ 1,705	\$ 998	\$ 2,751	\$ 14,599
Junior subordinated debt	1,561	-	-	-	-	-	1,561
AIG Japan Holdings Kabushiki Kaisha	361	236	-	-	-	125	-
AIGLH notes and bonds payable	282	-	-	-	-	135	147
AIGLH junior subordinated debt	361	-	-	-	-	-	361
Validus notes and bonds payable	348	-	-	-	-	-	348
Total AIG general borrowings	25,981	1,736	1,515	1,705	998	3,011	17,016
AIG borrowings supported by assets:							
Series AIGFP matched notes and bonds payable	21	-	-	-	-	-	21
GIAs, at fair value	2,033	158	53	127	149	588	958
Notes and bonds payable, at fair value	64	-	-	-	-	-	64
Total AIG borrowings supported by assets	2,118	158	53	127	149	588	1,043
Total debt issued or guaranteed by AIG	28,099	1,894	1,568	1,832	1,147	3,599	18,059
Debt not guaranteed by AIG:							
Other subsidiaries notes, bonds, loans and mortgages payable	4	2	1	1	-	-	-
Total debt not guaranteed by AIG	4	2	1	1	-	-	-
Total*	\$ 28,103	\$ 1,896	\$ 1,569	\$ 1,833	\$ 1,147	\$ 3,599	\$ 18,059

* Does not reflect \$9.4 billion of notes issued by consolidated investment entities for which recourse is limited to the assets of the respective investment entities and for which there is no recourse to the general credit of AIG.

Uncollateralized and collateralized notes, bonds, loans and mortgages payable consisted of the following:

At December 31, 2020		Uncollateralized	Collateralized	Total
(in millions)		Notes/Bonds/Loans Payable	Loans and Mortgages Payable	
AIG general borrowings	\$	361	\$ -	\$ 361
Other subsidiaries notes, bonds, loans and mortgages payable*		-	4	4
Total	\$	361	\$ 4	\$ 365

* AIG does not guarantee any of these borrowings.

AIGLH JUNIOR SUBORDINATED DEBENTURES

In connection with our acquisition of AIG Life Holdings, Inc. (AIGLH) in 2001, we entered into arrangements with AIGLH with respect to outstanding AIGLH capital securities. In 1996, AIGLH issued capital securities through a trust to institutional investors and funded the trust with AIGLH junior subordinated debentures issued to the trust with the same terms as the capital securities.

On July 11, 2013, the AIGLH junior subordinated debentures were distributed to holders of the capital securities, the capital securities were cancelled and the trusts were dissolved. At December 31, 2020, the junior subordinated debentures outstanding consisted of \$113 million of 8.5 percent junior subordinated debentures due July 2030, \$211 million of 8.125 percent junior subordinated debentures due March 2046 and \$37 million of 7.57 percent junior subordinated debentures due December 2045, each guaranteed by AIG Parent.

CREDIT FACILITIES

We maintain a committed, revolving syndicated credit facility (the Facility) as a potential source of liquidity for general corporate purposes. The Facility provides for aggregate commitments by the bank syndicate to provide unsecured revolving loans and/or standby letters of credit of up to \$4.5 billion without any limits on the type of borrowings and is scheduled to expire in June 2022.

At December 31, 2020 (in millions)	Size	Available Amount	Expiration	Effective Date
Syndicated Credit Facility	\$ 4,500	\$ 4,500	June 2022	6/27/2017

We also maintain revolving credit facilities that can exclusively be utilized by certain consolidated investment entities to acquire assets related to securitizations. Draws under those credit facilities cannot be utilized for general corporate purposes. Prior to the pricing of the related securitizations, these credit facilities have combined limits of up to \$390 million. Subsequent to pricing of the related securitizations, the combined limits are expected to increase to up to approximately \$610 million. As of December 31, 2020, we have drawn \$84 million under the credit facilities. These credit facilities have maturity dates ranging from one to ten years.

16. Contingencies, Commitments and Guarantees

In the normal course of business, various contingent liabilities and commitments are entered into by AIG and our subsidiaries. In addition, AIG Parent guarantees various obligations of certain subsidiaries.

Although AIG cannot currently quantify its ultimate liability for unresolved litigation and investigation matters, including those referred to below, it is possible that such liability could have a material adverse effect on AIG's consolidated financial condition or its consolidated results of operations or consolidated cash flows for an individual reporting period.

LEGAL CONTINGENCIES

Overview

In the normal course of business, AIG and our subsidiaries are subject to regulatory and government investigations and actions, and litigation and other forms of dispute resolution in a large number of proceedings pending in various domestic and foreign jurisdictions. Certain of these matters involve potentially significant risk of loss due to potential for significant jury awards and settlements, punitive damages or other penalties. Many of these matters are also highly complex and may seek recovery on behalf of a class or similarly large number of plaintiffs. It is therefore inherently difficult to predict the size or scope of potential future losses arising from these matters. In our insurance and reinsurance operations, litigation and arbitration concerning the scope of coverage under insurance and reinsurance contracts, and litigation and arbitration in which our subsidiaries defend or indemnify their insureds under insurance contracts, are generally considered in the establishment of our loss reserves. Separate and apart from the foregoing matters involving insurance and reinsurance coverage, AIG, our subsidiaries and their respective officers and directors are subject to a variety of additional types of legal proceedings brought by holders of AIG securities, customers, employees and others, alleging, among other things, breach of contractual or fiduciary duties, bad faith, indemnification and violations of federal and state statutes and regulations. With respect to these other categories of matters not arising out of claims for insurance or reinsurance coverage, we establish reserves for loss contingencies when it is probable that a loss will be incurred and the amount of the loss can be reasonably estimated. In many instances, we are unable to determine whether a loss is probable or to reasonably estimate the amount of such a loss and, therefore, the potential future losses arising from legal proceedings may exceed the amount of liabilities that we have recorded in our financial statements covering these matters. While such potential future charges could be material, based on information currently known to management, management does not believe, other than as may be discussed below, that any such charges are likely to have a material adverse effect on our financial position or results of operation.

Additionally, from time to time, various regulatory and governmental agencies review the transactions and practices of AIG and our subsidiaries in connection with industry-wide and other inquiries or examinations into, among other matters, the business practices of current and former operating insurance subsidiaries. Such investigations, inquiries or examinations could develop into administrative, civil or criminal proceedings or enforcement actions, in which remedies could include fines, penalties, restitution or alterations in our business practices, and could result in additional expenses, limitations on certain business activities and reputational damage. On July 28, 2020, VALIC Financial Advisors, Inc. (VFA), an indirect subsidiary of AIG, agreed to settle two separate proceedings brought by the SEC without admitting or denying the findings. VFA agreed as part of these settlements to pay disgorgement, prejudgment interest, and civil monetary penalties, as well as to comply with certain undertakings.

Tax Litigation

We were party to tax litigation before the Southern District of New York (Southern District), which was dismissed by the Southern District in October 2020 based upon the settlement reached between AIG and the government. *For additional information see Note 22 to the Consolidated Financial Statements.*

LEASE COMMITMENTS

We lease office space and equipment in various locations across jurisdictions in which the Company operates. The majority of the resulting obligation arising from these contracts is generated by our real estate portfolio, which only includes contracts classified as operating leases. As of December 31, 2020, the lease liability and corresponding right of use asset reflected in Other liabilities and Other assets were \$1.0 billion and \$906 million, respectively, and we made cash payments of \$252 million in 2020 in connection with these leases. The liability includes non-lease components, such as property taxes and insurance for our gross leases. Some of these leases contain options to renew after a specified period of time at the prevailing market rate; however, renewal options that have not been exercised as of December 31, 2020 are excluded until management attains a reasonable level of certainty. Some leases also include termination options at specified times and term; however, termination options are not reflected in the lease asset and liability balances until they have been exercised.

The weighted average discount rate and lease term assumptions used in determining the liability are 2.50 percent and 8.8 years, respectively. The primary assumption used to determine the discount rate is the cost of funding for the Company, which is based on the secured borrowing rate for terms similar to the lease term, and for the major financial markets in which AIG operates.

Rent expense was \$258 million, \$232 million and \$283 million for the years ended December 31, 2020, 2019 and 2018, respectively.

The following table presents the future undiscounted cash flows under operating leases at December 31, 2020:

<i>(in millions)</i>		
2021	\$	233
2022		177
2023		138
2024		111
2025		81
Remaining years after 2025		506
Total undiscounted lease payments	\$	1,246
Less: Present value adjustment		202
Net lease liabilities		1,044

During 2019, we recognized a pretax net gain of \$200 million from the sale and concurrent leaseback of our corporate headquarters. We also procured additional office space via operating lease contracts for which lease commencement will occur in 2021. Future undiscounted obligations stemming from those contracts total \$389 million, which excludes the effect of renewal options.

OTHER COMMITMENTS

In the normal course of business, we enter into commitments to invest in limited partnerships, private equity funds and hedge funds and to purchase and develop real estate in the U.S. and abroad. These commitments totaled \$7.3 billion at December 31, 2020.

GUARANTEES

Subsidiaries

We have issued unconditional guarantees with respect to the prompt payment, when due, of all present and future payment obligations and liabilities of AIG Financial Products Corp. and related subsidiaries (collectively AIGFP) and of AIG Markets, Inc. (AIG Markets) arising from transactions entered into by AIG Markets.

In connection with AIGFP's business activities, AIGFP has issued, in a limited number of transactions, standby letters of credit or similar facilities to equity investors of structured leasing transactions in an amount equal to the termination value owing to the equity investor by the lessee in the event of a lessee default (the equity termination value). The total amount outstanding at December 31, 2020 was \$78 million. In those transactions, AIGFP has agreed to pay such amount if the lessee fails to pay. The amount payable by AIGFP is, in certain cases, partially offset by amounts payable under other instruments typically equal to the present value of scheduled payments to be made by AIGFP. In the event that AIGFP is required to make a payment to the equity investor, the lessee is unconditionally obligated to reimburse AIGFP. To the extent that the equity investor is paid the equity termination value from the standby letter of credit and/or other sources, including payments by the lessee, AIGFP takes an assignment of the equity investor's rights under the lease of the underlying property. Because the obligations of the lessee under the lease transactions are generally economically defeased, lessee bankruptcy is the most likely circumstance in which AIGFP would be required to pay without reimbursement.

AIG Parent files a consolidated federal income tax return with certain subsidiaries and acts as an agent for the consolidated tax group when making payments to the Internal Revenue Service (IRS). AIG Parent and its subsidiaries have adopted, pursuant to a written agreement, a method of allocating consolidated federal income taxes. Under an Amended and Restated Tax Payment Allocation Agreement dated June 6, 2011 between AIG Parent and one of its Bermuda-domiciled insurance subsidiaries, AIG Life of Bermuda, Ltd. (AIGB), AIG Parent has agreed to indemnify AIGB for any tax liability (including interest and penalties) resulting from adjustments made by the IRS or other appropriate authorities to taxable income, special deductions or credits in connection with investments made by AIGB in certain affiliated entities.

Asset Dispositions

We are subject to financial guarantees and indemnity arrangements in connection with the completed sales of businesses. The various arrangements may be triggered by, among other things, declines in asset values, the occurrence of specified business contingencies, the realization of contingent liabilities, developments in litigation or breaches of representations, warranties or covenants provided by us. These arrangements are typically subject to various time limitations, defined by the contract or by operation of law, such as statutes of limitation. In some cases, the maximum potential obligation is subject to contractual limitations, while in other cases such limitations are not specified or are not applicable. The Majority Interest Fortitude Sale is subject to a post-closing purchase price adjustment pursuant to which AIG will pay Fortitude Re for certain adverse development in property casualty related reserves, based on an agreed methodology, that may occur on or prior to December 31, 2023, up to a maximum of \$500 million.

We are unable to develop a reasonable estimate of the maximum potential payout under certain of these arrangements. Overall, we believe the likelihood that we will have to make any material payments related to completed sales under these arrangements is remote, and no material liabilities related to these arrangements have been recorded in the Consolidated Balance Sheets.

For additional discussion on the Fortitude Re transaction, see Note 1 to the Consolidated Financial Statements.

Other

☐ *For additional discussion on commitments and guarantees associated with VIEs see Note 10 to the Consolidated Financial Statements.*

☐ *For additional disclosures about derivatives see Note 11 to the Consolidated Financial Statements.*

17. Equity

SHARES OUTSTANDING

Preferred Stock

On March 14, 2019, we issued 20,000 shares of Series A 5.85% Non-Cumulative Perpetual Preferred Stock (Series A Preferred Stock) (equivalent to 20,000,000 Depositary Shares, each representing a 1/1,000th interest in a share of Series A Preferred Stock), \$5.00 par value and \$25,000 liquidation preference per share (equivalent to \$25 per Depositary Share). After underwriting discounts and expenses, we received net proceeds of approximately \$485 million.

We may redeem the Series A Preferred Stock at our option, (a) in whole, but not in part, at any time prior to March 15, 2024, within 90 days after the occurrence of a "Rating Agency Event," at a redemption price equal to \$25,500 per share of the Series A Preferred Stock (equivalent to \$25.50 per Depositary Share), plus an amount equal to any dividends per share that have been declared but not paid prior to the redemption date (but no amount due in respect of any dividends that have not been declared prior to such date), or (b) (i) in whole, but not in part, at any time prior to March 15, 2024, within 90 days after the occurrence of a "Regulatory Capital Event," or (ii) in whole or in part, from time to time, on or after March 15, 2024, in each case, at a redemption price equal to \$25,000 per share of the Series A Preferred Stock (equivalent to \$25.00 per Depositary Share), plus an amount equal to any dividends per share that have been declared but not paid prior to the redemption date (but no amount due in respect of any dividends that have not been declared prior to such date).

A "Rating Agency Event" is generally defined to mean that any nationally recognized statistical rating organization within the meaning of Section 3(a)(62) of the Securities Exchange Act of 1934, as amended (the Exchange Act) that then publishes a rating for us amends, clarifies or changes the criteria it uses to assign equity credit to securities such as the Series A Preferred Stock, which amendment, clarification or change results in the shortening of the length of time the Series A Preferred Stock is assigned a particular level of equity credit by that rating agency as compared to the length of time it would have been assigned that level of equity credit by that rating agency or its predecessor on the initial issuance of the Series A Preferred Stock, or the lowering of the equity credit (including up to a lesser amount) assigned to the Series A Preferred Stock by that rating agency as compared to the equity credit assigned by that rating agency or its predecessor on the initial issuance of the Series A Preferred Stock. A "Regulatory Capital Event" is generally defined to mean our good faith determination that as a result of a change in law, rule or regulation, or a proposed change or an official judicial or administrative pronouncement, there is more than an insubstantial risk that the full liquidation preference of the Series A Preferred Stock would not qualify as capital (or a substantially similar concept) for purposes of any group capital standard to which we are or will be subject.

Holders of the Series A Preferred Stock will be entitled to receive dividend payments only when, as and if declared by our board of directors (or a duly authorized committee of the board). Dividends will be payable from the original date of issue at a rate of 5.85% per annum, payable quarterly, in arrears, on the fifteenth day of March, June, September and December of each year, beginning on June 15, 2019. Dividends on the Series A Preferred Stock will be non-cumulative.

In the event of any liquidation, dissolution or winding-up of the affairs of AIG, whether voluntary or involuntary, before any distribution or payment out of our assets may be made to or set aside for the holders of any junior stock, holders of the Series A Preferred Stock will be entitled to receive out of our assets legally available for distribution to our stockholders, an amount equal to \$25,000 per share of Series A Preferred Stock (equivalent to \$25.00 per Depositary Share), together with an amount equal to all declared and unpaid dividends (if any), but no amount in respect of any undeclared dividends prior to such payment date. Distributions will be made only to the extent of our assets that are available for distribution to stockholders (i.e., after satisfaction of all our liabilities to creditors, if any).

The Series A Preferred Stock does not have voting rights, except in limited circumstances, including in the case of certain dividend non-payments.

The following table presents declaration date, record date, payment date and dividends paid per preferred share and per depository share on the Series A Preferred Stock in the twelve months ended December 31, 2020 and 2019:

Declaration Date	Record Date	Payment Date	Dividends Paid	
			Per Preferred Share	Per Depository Share
November 5, 2020	November 30, 2020	December 15, 2020	\$ 365.625	\$ 0.365625
August 3, 2020	August 31, 2020	September 15, 2020	365.625	0.365625
May 4, 2020	May 29, 2020	June 15, 2020	365.625	0.365625
February 12, 2020	February 28, 2020	March 16, 2020	365.625	0.365625
October 31, 2019	November 29, 2019	December 16, 2019	\$ 365.625	\$ 0.365625
August 7, 2019	August 30, 2019	September 16, 2019	365.625	0.365625
May 21, 2019	May 31, 2019	June 17, 2019	369.6875	0.3696875

Common Stock

The following table presents a rollforward of outstanding shares:

	Common Stock Issued	Treasury Stock	Common Stock Outstanding
Year Ended December 31, 2018			
Shares, beginning of year	1,906,671,492	(1,007,626,835)	899,044,657
Shares issued	-	4,091,922	4,091,922
Shares repurchased	-	(36,527,150)	(36,527,150)
Shares, end of year	1,906,671,492	(1,040,062,063)	866,609,429
Year Ended December 31, 2019			
Shares, beginning of year	1,906,671,492	(1,040,062,063)	866,609,429
Shares issued	-	3,389,602	3,389,602
Shares repurchased	-	-	-
Shares, end of year	1,906,671,492	(1,036,672,461)	869,999,031
Year Ended December 31, 2020			
Shares, beginning of year	1,906,671,492	(1,036,672,461)	869,999,031
Shares issued	-	3,719,970	3,719,970
Shares repurchased	-	(12,160,952)	(12,160,952)
Shares, end of year	1,906,671,492	(1,045,113,443)	861,558,049

DIVIDENDS

Dividends are payable on AIG Common Stock only when, as and if declared by our Board of Directors in its discretion, from funds legally available for this purpose. In considering whether to pay a dividend on or purchase shares of AIG Common Stock, our Board of Directors considers a number of factors, including, but not limited to: the capital resources available to support our insurance operations and business strategies, AIG's funding capacity and capital resources in comparison to internal benchmarks, expectations for capital generation, rating agency expectations for capital, regulatory standards for capital and capital distributions, and such other factors as our Board of Directors may deem relevant. The payment of dividends is also subject to the terms of AIG's outstanding Series A Preferred Stock, pursuant to which no dividends may be declared or paid on any AIG Common Stock unless the full dividends for the latest completed dividend period on all outstanding shares of Series A Preferred Stock have been declared and paid or provided for.

The following table presents declaration date, record date, payment date and dividends paid per common share on AIG Common Stock in the twelve months ended December 31, 2020, 2019 and 2018:

Declaration Date	Record Date	Payment Date	Dividends Paid Per Common Share
November 5, 2020	December 14, 2020	December 28, 2020	\$ 0.32
August 3, 2020	September 17, 2020	September 30, 2020	0.32
May 4, 2020	June 15, 2020	June 29, 2020	0.32
February 12, 2020	March 16, 2020	March 30, 2020	0.32
October 31, 2019	December 12, 2019	December 26, 2019	\$ 0.32
August 7, 2019	September 17, 2019	September 30, 2019	0.32
May 6, 2019	June 14, 2019	June 28, 2019	0.32
February 13, 2019	March 15, 2019	March 29, 2019	0.32
October 31, 2018	December 12, 2018	December 26, 2018	\$ 0.32
August 2, 2018	September 17, 2018	September 28, 2018	0.32
May 2, 2018	June 14, 2018	June 28, 2018	0.32
February 8, 2018	March 15, 2018	March 29, 2018	0.32

REPURCHASE OF AIG COMMON STOCK

The following table presents repurchases of AIG Common Stock and warrants to purchase shares of AIG Common Stock:

Years Ended December 31, (in millions)	2020	2019	2018
Aggregate repurchases of common stock	\$ 500	\$ -	\$ 1,739
Total number of common shares repurchased	12	-	37
Aggregate repurchases of warrants	\$ -	\$ -	\$ 11
Total number of warrants repurchased	-	-	1

Our Board of Directors has authorized the repurchase of shares of AIG Common Stock and warrants to purchase shares of AIG Common Stock through a series of actions. On February 13, 2019, our Board of Directors authorized an additional increase of approximately \$1.5 billion to its previous share repurchase authorization. As of December 31, 2020, approximately \$1.5 billion remained under our share repurchase authorization. Shares may be repurchased from time to time in the open market, private purchases, through forward, derivative, accelerated repurchase or automatic repurchase transactions or otherwise (including through the purchase of warrants). Certain of our share repurchases have been and may from time to time be effected through Exchange Act Rule 10b5-1 repurchase plans.

In February 2020, we executed an accelerated stock repurchase (ASR) agreement with a third-party financial institution. The total number of shares of AIG Common Stock repurchased in the year ended December 31, 2020, and the aggregate purchase price of those shares, reflect our payment of \$500 million in the aggregate under the ASR agreement and the receipt of approximately 12 million shares of AIG Common Stock in the aggregate.

The timing of any future repurchases will depend on market conditions, our business and strategic plans, financial condition, results of operations, liquidity and other factors. The repurchase of AIG Common Stock is also subject to the terms of AIG's outstanding Series A Preferred Stock, pursuant to which AIG may not (other than in limited circumstances) purchase, redeem or otherwise acquire AIG Common Stock unless the full dividends for the latest completed dividend period on all outstanding shares of Series A Preferred Stock have been declared and paid or provided for.

ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following table presents a rollforward of Accumulated other comprehensive income (loss):

		Unrealized Appreciation (Depreciation) of Fixed Maturity Securities on Which Other-Than- Temporary Credit Impairments Were Taken	Unrealized Appreciation (Depreciation) of All Other Investments	Foreign Currency Translation Adjustments	Retirement Plan Liabilities Adjustment	Fair Value of Liabilities Under Fair Value Option Attributable to Changes in Own Credit Risk	Total
<i>(in millions)</i>							
Balance, January 1, 2018, net of tax	\$	793	7,693	(2,090)	(931)	-	\$ 5,465
Cumulative effect of change in accounting principles		169	(285)	(284)	(183)	7	(576)
Change in unrealized depreciation of investments		(1,320)	(8,688)	-	-	-	(10,008)
Change in deferred policy acquisition costs adjustment and other		(57)	1,300	-	-	-	1,243
Change in future policy benefits		-	1,711	-	-	-	1,711
Change in foreign currency translation adjustments		-	-	(314)	-	-	(314)
Change in net actuarial loss		-	-	-	(23)	-	(23)
Change in prior service credit		-	-	-	(4)	-	(4)
Change in deferred tax asset (liability)		377	702	(35)	55	-	1,099
Change in fair value of liabilities under fair value option attributable to changes in own credit risk		-	-	-	-	3	3
Total other comprehensive income (loss)		(1,000)	(4,975)	(349)	28	3	(6,293)
Noncontrolling interests		-	7	2	-	-	9
Balance, December 31, 2018, net of tax	\$	(38)	\$ 2,426	\$ (2,725)	\$ (1,086)	\$ 10	\$ (1,413)
Cumulative effect of change in accounting principles		-	-	-	-	-	-
Change in unrealized appreciation of investments		842	13,333	-	-	-	14,175
Change in deferred policy acquisition costs adjustment and other		15	(1,871)	-	-	-	(1,856)
Change in future policy benefits		-	(4,462)	-	-	-	(4,462)
Change in foreign currency translation adjustments		-	-	135	-	-	135
Change in net actuarial loss		-	-	-	(58)	-	(58)
Change in prior service credit		-	-	-	(2)	-	(2)
Change in deferred tax asset (liability)		(196)	(1,311)	(31)	24	-	(1,514)
Change in fair value of liabilities under fair value option attributable to changes in own credit risk		-	-	-	-	(3)	(3)
Total other comprehensive income (loss)		661	5,689	104	(36)	(3)	6,415
Noncontrolling interests		-	16	4	-	-	20
Balance, December 31, 2019, net of tax	\$	623	\$ 8,099	\$ (2,625)	\$ (1,122)	\$ 7	\$ 4,982
		Unrealized Appreciation (Depreciation) of Fixed Maturity Securities on Which Allowance for Credit Losses Was Taken	Unrealized Appreciation (Depreciation) of All Other Investments	Foreign Currency Translation Adjustments	Retirement Plan Liabilities Adjustment	Fair Value of Liabilities Under Fair Value Option Attributable to Changes in Own Credit Risk	Total
<i>(in millions)</i>							
Balance, January 1, 2020, net of tax	\$	-	8,722	(2,625)	(1,122)	7	\$ 4,982
Cumulative effect of change in accounting principles		-	-	-	-	-	-
Change in unrealized appreciation (depreciation) of investments		(133)	9,624	-	-	-	9,491
Change in deferred policy acquisition costs adjustment and other		11	(1,327)	-	-	-	(1,316)
Change in future policy benefits		-	2,408	-	-	-	2,408
Change in foreign currency translation adjustments		-	-	303	-	-	303
Change in net actuarial loss		-	-	-	(67)	-	(67)
Change in prior service credit		-	-	-	(18)	-	(18)
Change in deferred tax asset (liability)		27	(2,351)	56	(21)	-	(2,289)
Change in fair value of liabilities under fair value option attributable to changes in own credit risk		-	-	-	-	1	1
Total other comprehensive income (loss)		(95)	8,354	359	(106)	1	8,513
Noncontrolling interests		-	(17)	1	-	-	(16)
Balance, December 31, 2020, net of tax	\$	(95)	\$ 17,093	\$ (2,267)	\$ (1,228)	\$ 8	\$ 13,511

* Includes net unrealized gains and losses attributable to businesses held for sale at December 31, 2019.

The following table presents the other comprehensive income (loss) reclassification adjustments for the years ended December 31, 2020, 2019 and 2018:

<i>(in millions)</i>	Unrealized Appreciation (Depreciation) of Fixed Maturity Securities on Which Other-Than- Temporary Credit Impairments Were Taken	Unrealized Appreciation (Depreciation) of All Other Investments	Foreign Currency Translation Adjustments	Retirement Plan Liabilities Adjustment	Fair Value of Liabilities Under Fair Value Option Attributable to Changes in Own Credit Risk	Total
December 31, 2018						
Unrealized change arising during period	\$ (1,372)	(5,811)	(314)	(61)	3	\$ (7,555)
Less: Reclassification adjustments included in net income	5	(134)	-	(34)	-	(163)
Total other comprehensive income (loss), before income tax expense (benefit)	(1,377)	(5,677)	(314)	(27)	3	(7,392)
Less: Income tax expense (benefit)	(377)	(702)	35	(55)	-	(1,099)
Total other comprehensive income (loss), net of income tax expense (benefit)	\$ (1,000)	\$ (4,975)	\$ (349)	\$ 28	\$ 3	\$ (6,293)
December 31, 2019						
Unrealized change arising during period	\$ 853	7,324	135	(97)	(3)	\$ 8,212
Less: Reclassification adjustments included in net income	(4)	324	-	(37)	-	283
Total other comprehensive income (loss), before income tax expense (benefit)	857	7,000	135	(60)	(3)	7,929
Less: Income tax expense (benefit)	196	1,311	31	(24)	-	1,514
Total other comprehensive income (loss), net of income tax expense (benefit)	\$ 661	\$ 5,689	\$ 104	\$ (36)	\$ (3)	\$ 6,415
<i>(in millions)</i>	Unrealized Appreciation (Depreciation) of Fixed Maturity Securities on Which Allowance for Credit Losses Was Taken	Unrealized Appreciation (Depreciation) of All Other Investments	Foreign Currency Translation Adjustments	Retirement Plan Liabilities Adjustment	Fair Value of Liabilities Under Fair Value Option Attributable to Changes in Own Credit Risk	Total
December 31, 2020						
Unrealized change arising during period	\$ (161)	\$ 11,758	\$ 303	\$ (130)	1	\$ 11,771
Less: Reclassification adjustments included in net income	(39)	1,053	-	(45)	-	969
Total other comprehensive income (loss), before income tax expense (benefit)	(122)	10,705	303	(85)	1	10,802
Less: Income tax expense (benefit)	(27)	2,351	(56)	21	-	2,289
Total other comprehensive income (loss), net of income tax expense (benefit)	\$ (95)	\$ 8,354	\$ 359	\$ (106)	1	\$ 8,513

The following table presents the effect of the reclassification of significant items out of Accumulated other comprehensive income on the respective line items in the Consolidated Statements of Income:

Years Ended December 31, (in millions)	Amount Reclassified from Accumulated Other Comprehensive Income			Affected Line Item in the Consolidated Statements of Income
	2020	2019	2018	
Unrealized appreciation (depreciation) of fixed maturity securities on which allowance for credit losses was taken				
Investments	\$ (39)	\$ -	\$ -	Other realized capital gains
Total	(39)	-	-	
Unrealized appreciation (depreciation) of fixed maturity securities on which other-than-temporary credit impairments were taken				
Investments	\$ -	\$ (4)	\$ 5	Other realized capital gains
Total	-	(4)	5	
Unrealized appreciation (depreciation) of all other investments				
Investments	1,053	324	(134)	Other realized capital gains
Total	1,053	324	(134)	
Change in retirement plan liabilities adjustment				
Prior-service credit	(1)	-	1	*
Actuarial losses	(44)	(37)	(35)	*
Total	(45)	(37)	(34)	
Total reclassifications for the year	\$ 969	\$ 283	\$ (163)	

* These Accumulated other comprehensive income components are included in the computation of net periodic pension cost. For additional information see Note 21.

18. Earnings Per Common Share (EPS)

The basic EPS computation is based on the weighted average number of common shares outstanding, adjusted to reflect all stock dividends and stock splits. The diluted EPS computation is based on those shares used in the basic EPS computation plus common shares that would have been outstanding assuming issuance of common shares for all dilutive potential common shares outstanding and adjusted to reflect all stock dividends and stock splits.

The following table presents the computation of basic and diluted EPS:

Years Ended December 31, (dollars in millions, except per common share data)			
	2020	2019	2018
Numerator for EPS:			
Income (loss) from continuing operations	\$ (5,833)	\$ 4,121	\$ 103
Less: Net income from continuing operations attributable to noncontrolling interests	115	821	67
Less: Preferred stock dividends	29	22	-
Income (loss) attributable to AIG common shareholders from continuing operations	(5,977)	3,278	36
Income (loss) from discontinued operations, net of income tax expense	4	48	(42)
Net income (loss) attributable to AIG common shareholders	\$ (5,973)	\$ 3,326	\$ (6)
Denominator for EPS:			
Weighted average common shares outstanding – basic	869,309,458	876,750,264	898,405,537
Dilutive common shares	-	12,761,682	11,735,705
Weighted average common shares outstanding – diluted^{(a)(b)}	869,309,458	889,511,946	910,141,242
Income (loss) per common share attributable to AIG common shareholders:			
Basic:			
Income (loss) from continuing operations	\$ (6.88)	\$ 3.74	\$ 0.04
Income (loss) from discontinued operations	\$ -	\$ 0.05	\$ (0.05)
Income (loss) attributable to AIG common shareholders	\$ (6.88)	\$ 3.79	\$ (0.01)
Diluted:			
Income (loss) from continuing operations	\$ (6.88)	\$ 3.69	\$ 0.04
Income (loss) from discontinued operations	\$ -	\$ 0.05	\$ (0.05)
Income (loss) attributable to AIG common shareholders	\$ (6.88)	\$ 3.74	\$ (0.01)

(a) For the year ended December 31, 2020, because we reported a net loss attributable to AIG common shareholders, all common stock equivalents are anti-dilutive and are therefore excluded from the calculation of diluted shares and diluted per share amounts. The number of common shares excluded from the calculation was 5,401,597 shares.

(b) Dilutive common shares included our share-based employee compensation plans, and a weighted average portion of the 10-year warrants issued to AIG shareholders as part of AIG's recapitalization in January 2011, which expired in January 2021. The number of common shares excluded from diluted shares outstanding was 68.7 million, 20.0 million and 19.6 million for the years ended December 31, 2020, 2019 and 2018, respectively, because the effect of including those common shares in the calculation would have been anti-dilutive.

For information about our repurchases of AIG Common Stock see Note 17 to the Consolidated Financial Statements.

19. Statutory Financial Data and Restrictions

The following table presents statutory net income (loss) and capital and surplus for our General Insurance companies and our Life and Retirement companies in accordance with statutory accounting practices:

<i>(in millions)</i>	2020	2019	2018
Years Ended December 31,			
Statutory net income (loss)^{(a)(b)}:			
General Insurance companies:			
Domestic	\$ 915	\$ 1,481	\$ (1,030)
Foreign	949	1,384	558
Total General Insurance companies	\$ 1,864	\$ 2,865	\$ (472)
Life and Retirement companies:			
Domestic	\$ 680	\$ 325	\$ 671
Foreign	14	3,336	(553)
Total Life and Retirement companies	\$ 694	\$ 3,661	\$ 118
At December 31,			
Statutory capital and surplus^{(a)(b)}:			
General Insurance companies:			
Domestic	\$ 17,926	\$ 17,418	
Foreign	15,592	16,409	
Total General Insurance companies	\$ 33,518	\$ 33,827	
Life and Retirement companies:			
Domestic	\$ 10,960	\$ 9,228	
Foreign	671	5,231	
Total Life and Retirement companies	\$ 11,631	\$ 14,459	
Aggregate minimum required statutory capital and surplus:			
General Insurance companies:			
Domestic	\$ 3,817	\$ 4,177	
Foreign	7,303	8,080	
Total General Insurance companies	\$ 11,120	\$ 12,257	
Life and Retirement companies:			
Domestic	\$ 3,574	\$ 3,357	
Foreign	207	1,137	
Total Life and Retirement companies	\$ 3,781	\$ 4,494	

(a) Excludes discontinued operations and other divested businesses. Statutory capital and surplus and net income (loss) with respect to foreign operations are as of November 30.

(b) The 2020 amounts reflect our best estimate of the statutory net income, capital and surplus as of the date of AIG's Form 10-K filing. In aggregate, the 2019 General Insurance companies and Life and Retirement companies statutory net income decreased by \$4 million and the 2019 General Insurance companies and Life and Retirement companies statutory capital and surplus increased by \$132 million, compared to the amounts previously reported in our Annual Report on Form 10-K for the year ended December 31, 2019, due to finalization of statutory filings and revision of prior period numbers.

Our insurance subsidiaries file financial statements prepared in accordance with statutory accounting practices prescribed or permitted by domestic and foreign insurance regulatory authorities. The principal differences between statutory financial statements and financial statements prepared in accordance with U.S. GAAP for domestic companies are that statutory financial statements do not reflect DAC, some bond portfolios may be carried at amortized cost, investment impairments are determined in accordance with statutory accounting practices, assets and liabilities are presented net of reinsurance, policyholder liabilities are generally valued using more conservative assumptions and certain assets are non-admitted.

For domestic insurance subsidiaries, aggregate minimum required statutory capital and surplus is based on the greater of the RBC level that would trigger regulatory action or minimum requirements per state insurance regulation. Capital and surplus requirements of our foreign subsidiaries differ from those prescribed in the U.S., and can vary significantly by jurisdiction. At both December 31, 2020 and 2019, all domestic and foreign insurance subsidiaries individually exceeded the minimum required statutory capital and surplus requirements and all domestic insurance subsidiaries individually exceeded RBC minimum required levels.

At December 31, 2020 and 2019, our domestic insurance subsidiaries used the following permitted practices that resulted in reported statutory surplus or risk-based capital that is significantly different from the statutory surplus or risk based capital that would have been reported had NAIC statutory accounting practices or the prescribed regulatory accounting practices of their respective state regulator been followed in all respects:

- Effective December 31, 2019 and subsequent reporting periods through September 30, 2020, a domestic life insurance subsidiary domiciled in Texas adopted a permitted statutory accounting practice to recognize an admitted asset related to the notional value of coverage defined in an excess of loss reinsurance agreement, net of specified amounts. This reinsurance agreement has a 20-year term and provides coverage to the subsidiary for aggregate claims incurred during the agreement term associated with guaranteed minimum withdrawal benefits on certain fixed index annuities generally issued prior to April 2019 (Block 1) exceeding an attachment point defined in the treaty.
- Effective October 1, 2020 and subsequent reporting periods through September 30, 2023, this permitted practice was expanded to similarly recognize an additional admitted asset related to the notional value of coverage defined in a separate excess of loss reinsurance agreement, net of specified amounts. This additional reinsurance agreement has a 25-year term and provides coverage to the subsidiary for aggregate excess of loss claims associated with guaranteed minimum withdrawal benefits on a block of fixed index annuities generally issued in April 2019 or later, including new business issued after the effective date (Block 2). In addition, effective December 31, 2020, this expanded permitted practice also extended the term of the permitted practice for Block 1 from September 30, 2020 to September 30, 2023. The reinsurance agreement covering contracts in Block 1 was also amended to conform certain provisions to be consistent with the Block 2 reinsurance agreement. The permitted practice allows the subsidiary to manage its reserves in a manner more in line with anticipated principle-based reserving requirements once they have been developed. This permitted practice resulted in an increase in the statutory surplus of this subsidiary of approximately \$614 million and \$285 million at December 31, 2020 and 2019, respectively. The subsidiary may seek continuation of the permitted practice beyond September 30, 2023, subject to the approval of its domiciliary regulator.
- As described in Note 13, our domestic property and casualty insurance subsidiaries domiciled in New York, Pennsylvania and Delaware discount non-tabular workers' compensation reserves based on applicable prescribed or approved regulations, or in the case of our Delaware subsidiary, based on a permitted practice. This practice did not have a material impact on our statutory surplus, statutory net income (loss) or risk-based capital.

Regulation XXX requires U.S. life insurers to establish additional statutory reserves for term life insurance policies with long-term premium guarantees and universal life policies with secondary guarantees (ULSGs). In addition, Guideline AXXX clarifies the application of Regulation XXX as to these guarantees, including certain ULSGs.

Our domestic life insurance subsidiaries manage the capital impact of statutory reserve requirements under Regulation XXX and Guideline AXXX through unaffiliated and affiliated reinsurance transactions. The affiliated life insurers providing reinsurance capacity for such transactions are fully licensed insurance companies and are not formed under captive insurance laws.

Under the other intercompany reinsurance arrangement, certain Regulation XXX and Guideline AXXX reserves related to a closed block of in-force business are ceded to an affiliated off-shore life insurer, which is licensed as a class E insurer under Bermuda law. This reinsurance arrangement does not meet the criteria for reinsurance accounting under U.S. GAAP; therefore, deposit accounting is applied by the assuming off-shore life insurer. Letters of credit are used to support the credit for reinsurance provided by the affiliated off-shore life insurer.

For additional information regarding these letters of credit see Note 8.

SUBSIDIARY DIVIDEND RESTRICTIONS

Payments of dividends to us by our insurance subsidiaries are subject to certain restrictions imposed by regulatory authorities. With respect to our domestic insurance subsidiaries, the payment of any dividend requires formal notice to the insurance department in which the particular insurance subsidiary is domiciled. For example, unless permitted by the Superintendent of Financial Services, property casualty companies domiciled in New York generally may not pay dividends to shareholders that, in any 12-month period, exceed the lesser of 10 percent of such company's statutory policyholders' surplus or 100 percent of its "adjusted net investment income," for the previous year, as defined. Generally, less severe restrictions applicable to both property casualty and life insurance companies exist in most of the other states in which our insurance subsidiaries are domiciled. Under the laws of many states, an insurer may pay a dividend without prior approval of the insurance regulator when the amount of the dividend is below certain regulatory thresholds. Other foreign jurisdictions may restrict the ability of our foreign insurance subsidiaries to pay dividends. Various other regulatory restrictions also limit cash loans and advances to us by our subsidiaries.

Largely as a result of these restrictions, approximately \$41.6 billion of the statutory capital and surplus of our consolidated insurance subsidiaries were restricted from transfer to AIG Parent without prior approval of state insurance regulators at December 31, 2020.

To our knowledge, no AIG insurance company is currently on any regulatory or similar “watch list” with regard to solvency.

PARENT COMPANY DIVIDEND RESTRICTIONS

At December 31, 2020, our ability to pay dividends is not subject to any significant contractual restrictions, but remains subject to regulatory restrictions.

For additional information about our ability to pay dividends to our shareholders see Note 17.

20. Share-Based Compensation Plans

The following table presents our total share-based compensation expense:

Years Ended December 31, (in millions)	2020	2019	2018
Share-based compensation expense - pre-tax ^(a)	\$ 274	\$ 314	\$ 337
Share-based compensation expense - after tax ^(b)	216	248	266

(a) As a result of accelerated vesting events, such as retirement eligibility in the year of grant and involuntary terminations, we recognized \$63 million, \$82 million and \$104 million in 2020, 2019 and 2018, respectively, prior to the end of the specified vesting periods. It is our policy to reverse compensation expense for forfeited awards when they occur.

(b) We also recognized \$25 million of additional tax expense due to share settlements occurring in 2020.

EMPLOYEE PLANS

The Company sponsors several stock compensation programs under the AIG Long Term Incentive Plan (as amended) and its predecessor plan, the AIG 2013 Long Term Incentive Plan (each as applicable, the LTIP), which are governed by the AIG 2013 Omnibus Incentive Plan (Omnibus Plan). Our share-settled awards are settled with previously acquired shares held in AIG's treasury.

AIG 2013 Omnibus Incentive Plan

The Omnibus Plan, which replaced the AIG 2010 Stock Incentive Plan (2010 Plan), was adopted at the 2013 Annual Meeting of Shareholders and provides for the grants of share-based awards to our employees and non-employee directors. The total number of shares that may be granted under the Omnibus Plan (the reserve) is the sum of 1) 45 million shares of AIG Common Stock, plus 2) the number of authorized shares that remained available for issuance under the 2010 Plan when the Omnibus Plan became effective, plus 3) the number of shares of AIG Common Stock relating to outstanding awards under the 2010 Plan at the time the Omnibus Plan became effective that subsequently are forfeited, expired, terminated or otherwise lapse or are settled in cash. Each share-based unit granted under the Omnibus Plan reduces the number of shares available for future grants by one share. However, shares with respect to awards that are forfeited, expired or settled for cash, and shares withheld for taxes on awards (other than options and stock appreciation rights awards) are returned to the reserve.

During 2020, performance share units (PSUs), restricted stock units (RSUs), stock options and deferred stock units (DSUs) (collectively, units) were granted under the Omnibus Plan and 21,892,781 shares are available for future grants as of December 31, 2020. Units are issued to employees as part of our long-term incentive program, generally in March of any given year, and are also issued for off-cycle grants, which are made from time to time during the year generally as sign-on awards to new hires or as a result of a change in employee status.

AIG Long Term Incentive Plan

Long-Term Incentive (LTI) Awards

The LTIP provides for an annual award to certain employees, including our senior executive officers and other highly compensated employees that may be comprised of a combination of one or more of the following units: PSUs, RSUs or stock options.

The number of PSUs issued on the grant date (the target) provides the opportunity for LTIP participants (usually senior management) to receive shares of AIG Common Stock based on AIG achieving specified performance goals at the end of a three-year performance period. These performance goals are pre-established by AIG's Compensation and Management Resources Committee (CMRC) for each annual grant and may differ from year to year. The actual number of PSUs earned can vary from zero to 200 percent of the target for the 2020, 2019 and 2018 awards, depending on AIG's performance relative to a specified peer group and/or the outcome of pre-established financial goals, as applicable.

RSUs and stock options are earned based solely on continued service by the participant.

Vesting occurs on January 1 of the year immediately following the end of the three-year performance period. For awards granted prior to 2017, vesting occurs in three equal installments beginning on January 1 of the year immediately following the end of a performance period and January 1 of each of the next two years. Recipients must be employed at each vesting date to be entitled to share delivery, except upon the occurrence of an accelerated vesting event, such as an involuntary termination without cause, disability, retirement eligibility or death during the vesting period.

LTI awards accrue dividend equivalent units (DEUs) in the form of additional PSUs and/or RSUs whenever a cash dividend is declared on shares of AIG Common Stock; the DEUs are subject to the same vesting terms and conditions as the underlying unit.

Unit Valuation

The fair value of time-vesting RSUs as well as PSUs that are earned based on certain company-specific metrics was based on the closing price of AIG Common Stock on the grant date; while the fair value of PSUs that are earned based on AIG's relative total shareholder return (TSR) was determined on the grant date using a Monte Carlo simulation.

The following table presents the assumptions used to estimate the fair value of PSUs that vest based on AIG's TSR:

	2020
Expected dividend yield ^(a)	- %
Expected volatility ^(b)	46.43 %
Risk-free interest rate ^(c)	0.18 %

(a) The award agreement provides that TSR for AIG and each member of the Peer Group will be calculated assuming dividends distributed are reinvested on the ex-dividend date.

(b) We used the historical volatility over the most recent 2.50-year period for AIG and the members of the Peer Group, commensurate with the remaining Performance Period as of the Valuation Date.

(c) We converted the semi-annual zero-coupon U.S. Treasury rates as of the Valuation Date to continuously compounded rates. We then chose the continuously compounded risk-free rate that is commensurate with the length of the remaining performance period as of the valuation date and interpolated between the yields of the two-year and the three-year continuously compounded rates to determine the yield.

Modification of LTI awards

During the third quarter of 2019, we added a modifier to the 2019 performance share units awarded to certain senior executives to cap payout at 100 percent of target if our total shareholder return for the three-year performance period is below peer median. We did not recognize any incremental compensation expense as a result of this modification.

During the third quarter of 2020, we reduced the performance goals from three to two metrics for the 2018 LTI and 2019 LTI awards for certain PSU recipients, which resulted in a net credit of \$4 million pre-tax to compensation expense. The modification did not apply to the Company's senior executives.

The following table summarizes outstanding share-settled LTI awards^(a):

As of or for the Year Ended December 31, 2020 ^(b)	Number of Units				Weighted Average Grant-Date Fair Value			
	2020 LTI	2019 LTI	2018 LTI	2016 LTI	2020 LTI	2019 LTI	2018 LTI	2016 LTI
Unvested, beginning of year	-	4,523,898	2,656,994	223,364	\$ -	\$ 44.98	\$ 55.21	\$ 62.14
Granted	7,281,247	109,479	79,294	-	31.37	28.16	28.16	-
Vested ^(c)	(1,788,974)	(599,606)	(2,338,209)	(203,533)	31.46	45.14	55.35	62.14
Forfeited ^(d)	(143,617)	(536,352)	(398,079)	(19,831)	32.00	44.55	54.92	62.13
Unvested, end of year^(e)	5,348,656	3,497,419	-	-	\$ 31.33	\$ 44.79	\$ -	-

(a) Excludes stock options, other RSUs and DSUs, which are discussed under Stock Options, Other RSU Grants and Non-Employee Plan, respectively. The 2017 LTI was fully vested in 2019 as a result of the three-year cliff vesting schedule.

(b) Except for the 2016 LTI awards, PSUs represent target amount granted, and does not reflect potential increases or decreases that could result from the final outcome of the performance goals for the respective awards, which is determined by the CMRC in the quarter after the applicable performance period ends.

(c) Also reflects units that vest as a result of an accelerated vesting event that occurred prior to the specified vesting date.

(d) Includes PSUs for which the performance metric was not met at the end of the performance period.

(e) At December 31, 2020, the total unrecognized compensation cost for outstanding RSUs and PSUs was \$178 million and the weighted-average and expected period of years over which that cost is expected to be recognized are 0.94 year and 2 years.

Stock Options

Stock options were issued as part of the 2020, 2019 and 2018 LTI awards, and to certain newly hired senior executives in 2017 and 2018. Option awards are generally granted with an exercise price equal to the market price of the company's stock on the grant date. The fair value of the options was estimated on the grant date using the Black-Scholes model for the time-vesting options, and a Monte Carlo simulation for the hurdle-vesting options using the assumptions noted in the following table.

The following weighted-average assumptions were used for stock options granted:

	2020	2019	2018
Expected annual dividend yield ^(a)	3.97 %	2.86 %	2.32 %
Expected volatility ^(b)	42.03 %	23.17 %	23.29 %
Risk-free interest rate ^(c)	0.57 %	2.47 %	2.83 %
Expected term ^(d)	6.39 years	6.38 years	4.50 - 6.47 years

(a) The dividend yield is the projected annualized AIG dividend yield estimated by Bloomberg Professional service as of the valuation date.

(b) The expected volatility is based on the implied volatility of 24 months stock option estimated by the Bloomberg Professional service as of the valuation date.

(c) The risk-free interest rate is the continuously compounded interest rate for the term between the valuation date and the expiration date that is assumed to be constant and equal to the interpolated value between the closet data points on the U.S. dollar LIBOR-swap curve as of the valuation date.

(d) The contractual terms are 7 and 10 years from the date of grant.

The following table provides a rollforward of stock option activity:

As of or for the Year Ended December 31, 2020	Units	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Values (in millions)
Outstanding, beginning of year	8,365,891	\$ 53.66	7.65	
Granted	3,303,587	32.25		
Exercised	(74,740)	40.76		
Forfeited or expired	(165,247)	45.42		
Outstanding, end of year	11,429,491	\$ 47.67	7.59	\$ 18
Exercisable, end of year	3,988,609	\$ 54.46	6.86	\$ 1

The weighted average grant-date fair value of stock options granted during 2020, 2019 and 2018 was \$9.61, \$10.01 and \$11.08, respectively. As of December 31, 2020, we recognized \$28.1 million of expense, while \$21 million was unrecognized and is expected to be amortized up to 2.00 years.

Other RSU Grants

The Company may issue time-vesting RSUs for various reasons including, as a sign-on bonus, retention grant or replacement award in an acquisition. Vesting for these awards generally ranges from 1 to 3 years and is contingent on continuous service.

The following table summarizes outstanding share-settled RSU grants.

As of or for the Year Ended December 31,	Number of Units			Weighted Average Grant-Date Fair Value		
	2020	2019	2018	2020	2019	2018
Unvested, beginning of year	1,231,185	1,634,610	595,250	\$ 54.17	\$ 56.11	\$ 62.93
Granted	583,068	399,779	1,385,929	35.54	52.40	54.07
Vested	(535,220)	(774,350)	(342,481)	50.89	57.32	59.68
Forfeited	(127,653)	(28,854)	(4,088)	54.90	55.23	60.31
Unvested, end of year	1,151,380	1,231,185	1,634,610	\$ 46.18	\$ 54.17	\$ 56.11

We recognized \$23.7 million of expense related to these RSU grants in 2020. Total unrecognized compensation cost related to these grants was \$25 million and the weighted-average and expected period of years over which that cost is expected to be recognized are 1.36 years and 5.00 years at December 31, 2020.

NON-EMPLOYEE PLAN

Our non-employee directors, who serve on our Board of Directors, receive share-based compensation in the form of fully vested DSUs with delivery deferred until retirement from the Board. DSUs granted in 2020, 2019 and 2018 accrue DEUs 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. In 2020, 2019 and 2018, we granted to non-employee directors 94,062, 49,706 and 39,092 DSUs, respectively, under the 2013 Plan, and recognized expense of \$2.4 million, \$2.6 million and \$2.1 million, respectively.

21. Employee Benefits

PENSION PLANS

We offer various defined benefit plans to eligible employees. Effective January 1, 2016, the U.S. defined benefit pension plans were frozen. Consequently, these plans are closed to new participants and current participants no longer earn benefits.

The U.S. AIG Retirement Plan (the qualified plan) is a noncontributory defined benefit plan subject to the provisions of ERISA. In 2012, the qualified plan was converted to a cash balance formula comprised of pay credits based on six percent of a plan participant's annual compensation (subject to IRS limitations) and annual interest credits. Although benefits are frozen, these interest credits continue to accrue on the cash balance accounts of active participants, who also accrue years of service for purposes of early retirement eligibility and subsidies. Employees can take their vested benefits when they leave AIG as a lump sum or an annuity option.

Employees satisfying certain age and service requirements (i.e., grandfathered employees) remain covered under the average pay formula that was in effect prior to the conversion. The final average pay formula is based upon a percentage of final average compensation multiplied by years of credited service, up to 44 years. Grandfathered employees will receive the higher of the benefit under the cash balance formula or the final average pay formula at retirement.

In the U.S. we also sponsor non-qualified unfunded defined benefit plans, such as the AIG Non-Qualified Retirement Income Plan (AIG NQRIP) for certain employees, including key executives, designed to supplement pension benefits provided by the qualified plan. The AIG NQRIP provides a benefit equal to the reduction in benefits under the qualified plan as a result of federal tax limitations on compensation and benefits payable.

Non-U.S. defined benefit plans generally are either based on the employee's years of credited service and compensation in the years preceding retirement or on points accumulated based on the employee's job grade and other factors during each year of service.

POSTRETIREMENT PLANS

U.S. postretirement medical and life insurance benefits are based upon the employee attaining the age of 55 and having a minimum of ten years of service, which was reduced to 5 years in 2019 for medical coverage only. Eligible employees who have medical coverage can enroll in retiree medical upon termination of employment. Medical benefits are contributory, while the life insurance benefits, which are closed to new employees, are generally non-contributory. Retiree medical contributions vary from none for pre-1989 retirees to actual premium payments reduced by certain subsidies for post-1992 retirees. These retiree contributions are subject to annual adjustments. Other cost sharing features of the medical plan include deductibles, coinsurance, Medicare coordination, and an employer subsidy for grandfathered employees only.

Postretirement benefits are offered in certain non-U.S. countries and vary by geographic location.

The following table presents the funded status of the plans reconciled to the amount reported in the Consolidated Balance Sheets. The measurement date for most of the non-U.S. defined benefit pension and postretirement plans is November 30, consistent with the fiscal year end of the sponsoring companies. For all other plans, measurement occurs as of December 31.

As of or for the Years Ended December 31, (in millions)	Pension				Postretirement			
	U.S. Plans ^(a)		Non-U.S. Plans ^(a)		U.S. Plans		Non-U.S. Plans	
	2020	2019	2020	2019	2020	2019	2020	2019
Change in projected benefit obligation:								
Benefit obligation, beginning of year	\$ 4,972	\$ 4,553	\$ 1,174	\$ 1,138	\$ 181	\$ 172	\$ 61	\$ 50
Service cost	5	5	21	21	1	1	1	1
Interest cost	134	176	10	15	5	6	2	2
Actuarial loss	612	536	1	91	17	15	8	8
Benefits paid:								
AI G assets	(17)	(18)	(9)	(8)	(13)	(13)	(1)	(1)
Plan assets	(294)	(279)	(21)	(33)	-	-	-	-
Plan amendment	-	-	18	-	-	-	-	-
Curtailments	-	-	-	(2)	-	-	-	-
Settlements	-	-	(24)	(67)	-	-	-	-
Foreign exchange effect	-	-	60	18	-	-	-	1
Other	(2)	(1)	1	1	-	-	-	-
Projected benefit obligation, end of year	\$ 5,410	\$ 4,972	\$ 1,231	\$ 1,174	\$ 191	\$ 181	\$ 71	\$ 61
Change in plan assets:								
Fair value of plan assets, beginning of year	\$ 4,465	\$ 3,840	\$ 899	\$ 861	\$ -	\$ -	\$ -	\$ -
Actual return on plan assets, net of expenses	760	744	37	64	-	-	-	-
AI G contributions	17	178	49	63	13	13	1	1
Benefits paid:								
AI G assets	(17)	(18)	(9)	(8)	(13)	(13)	(1)	(1)
Plan assets	(294)	(279)	(21)	(33)	-	-	-	-
Settlements	-	-	(24)	(67)	-	-	-	-
Foreign exchange effect	-	-	46	19	-	-	-	-
Fair value of plan assets, end of year	\$ 4,931	\$ 4,465	\$ 977	\$ 899	\$ -	\$ -	\$ -	\$ -
Funded status, end of year	\$ (479)	\$ (507)	\$ (254)	\$ (275)	\$ (191)	\$ (181)	\$ (71)	\$ (61)
Amounts recognized in the balance sheet:								
Assets	\$ -	\$ -	\$ 73	\$ 65	\$ -	\$ -	\$ -	\$ -
Liabilities	(479)	(507)	(327)	(340)	(191)	(181)	(71)	(61)
Total amounts recognized	\$ (479)	\$ (507)	\$ (254)	\$ (275)	\$ (191)	\$ (181)	\$ (71)	\$ (61)
Pre-tax amounts recognized in Accumulated other comprehensive income (loss):								
Net gain (loss)	\$ (1,493)	\$ (1,436)	\$ (178)	\$ (195)	\$ (7)	\$ 10	\$ (14)	\$ (6)
Prior service (cost) credit	-	-	(40)	(22)	-	-	-	1
Total amounts recognized	\$ (1,493)	\$ (1,436)	\$ (218)	\$ (217)	\$ (7)	\$ 10	\$ (14)	\$ (5)

(a) Includes non-qualified unfunded plans of which the aggregate projected benefit obligation was \$282 million and \$261 million for the U.S. at December 31, 2020 and 2019, respectively, and \$243 million and \$225 million for the non-U.S. at December 31, 2020 and 2019, respectively.

The following table presents the accumulated benefit obligations for U.S. and non-U.S. pension benefit plans:

At December 31,		2020		2019	
(in millions)					
U.S. pension benefit plans	\$	5,410	\$	4,972	
Non-U.S. pension benefit plans	\$	1,213	\$	1,159	

Defined benefit plan obligations in which the projected benefit obligation (PBO) was in excess of the related plan assets and the accumulated benefit obligation (ABO) was in excess of the related plan assets were as follows:

(in millions)	PBO Exceeds Fair Value of Plan Assets						ABO Exceeds Fair Value of Plan Assets					
	U.S. Plans			Non-U.S. Plans			U.S. Plans			Non-U.S. Plans		
	2020	2019		2020	2019		2020	2019		2020	2019	
Projected benefit obligation	\$ 5,410	\$ 4,972		\$ 1,019	\$ 1,005		\$ -	\$ -		\$ -	\$ -	
Accumulated benefit obligation	-	-		-	-		5,410	4,972		931	931	
Fair value of plan assets	4,931	4,465		620	605		4,931	4,465		620	605	

The following table presents the components of net periodic benefit cost with respect to pensions and other postretirement benefits:

(in millions)	Pension						Postretirement					
	U.S. Plans			Non-U.S. Plans			U.S. Plans			Non-U.S. Plans		
	2020	2019	2018	2020	2019	2018	2020	2019	2018	2020	2019	2018
Components of net periodic benefit cost:												
Service cost*	\$ 5	\$ 5	\$ 5	\$ 21	\$ 21	\$ 22	\$ 1	\$ 1	\$ 1	\$ 1	\$ 1	\$ 1
Interest cost	134	176	162	10	15	16	5	6	6	2	2	2
Expected return on assets	(239)	(229)	(283)	(21)	(21)	(25)	-	-	-	-	-	-
Amortization of prior service cost (credit)	-	-	-	2	2	2	-	-	(1)	(1)	(2)	(2)
Amortization of net (gain) loss	33	35	28	8	5	7	-	(1)	-	-	-	1
Net periodic benefit cost (credit)	(67)	(13)	(88)	20	22	22	6	6	6	2	1	2
Settlement (credit) charges	-	-	-	3	(2)	-	-	-	-	-	-	-
Net benefit cost (credit)	\$ (67)	\$ (13)	\$ (88)	\$ 23	\$ 20	\$ 22	\$ 6	\$ 6	\$ 6	\$ 2	\$ 1	\$ 2
Total recognized in Accumulated other comprehensive income (loss)	\$ (57)	\$ 14	\$ (77)	\$ (1)	\$ (45)	\$ 20	\$ (17)	\$ (17)	\$ 9	\$ (9)	\$ (10)	\$ 12
Total recognized in net periodic benefit cost and other comprehensive income (loss)	\$ 10	\$ 27	\$ 11	\$ (24)	\$ (65)	\$ (2)	\$ (23)	\$ (23)	\$ 3	\$ (11)	\$ (11)	\$ 10

* Reflects administrative fees for the U.S. pension plans.

Interest cost for pension and postretirement benefits for our U.S. plans and largest non-U.S. plans is measured using the spot rate approach, which applies specific spot rates along the yield curve to a plan's corresponding discounted cash flows that comprise the obligation. This method provides a more precise measurement of interest cost by aligning the timing of the plans' discounted cash flows to the corresponding spot rates on the yield curve. For certain non-U.S. plans, interest cost is measured utilizing a single weighted-average discount rate derived from the yield curve used to measure the benefit obligations.

A 100 basis point increase in the expected long-term rate of return would decrease the 2021 pension expense by approximately \$57 million with all other items remaining the same. A 100 basis point increase in the discount rate would increase the 2021 pension expense by approximately \$1 million. This is because the increase in the interest cost due to the higher discount rate is larger than the decrease in the amortization of the net loss, offset by the decrease in the projected settlement charge of the U.S. qualified plan. Conversely, a 100 basis point decrease in the discount rate would decrease the 2021 pension expense by approximately \$4 million, while a 100 basis point decrease in the expected long-term rate of return would increase the 2021 pension expense by approximately \$57 million, with all other items remaining the same.

ASSUMPTIONS

The following table summarizes the weighted average assumptions used to determine the benefit obligations:

	Pension		Postretirement	
	U.S. Plans	Non-U.S. Plans ^(a)	U.S. Plans	Non-U.S. Plans ^(a)
December 31, 2020				
Discount rate	2.28%	1.00%	2.25%	2.33%
Interest crediting rate	1.57%	0.72% ^(b)	N/A	N/A
Rate of compensation increase	N/A ^(c)	2.28%	N/A	N/A%
December 31, 2019				
Discount rate	3.16 %	1.09 %	3.14 %	3.18 %
Interest crediting rate	2.19 %	0.44 % ^(b)	N/A	N/A
Rate of compensation increase	N/A ^(c)	2.22 %	N/A	3.00 %

(a) The non-U.S. plans reflect those assumptions that were most appropriate for the local economic environments of each of the subsidiaries providing such benefits.

(b) Represents the weighted average interest crediting rate of non-U.S. cash balance plans primarily in Japan and Switzerland.

(c) Compensation increases are no longer applicable as the plan is frozen effective January 1, 2016.

The following table summarizes assumed health care cost trend rates for the U.S. plans:

	2020	2019
At December 31,		
Following year:		
Medical (before age 65)	5.55%	5.74%
Medical (age 65 and older)	5.00%	5.00%
Ultimate rate to which cost increase is assumed to decline	4.50%	4.50%
Year in which the ultimate trend rate is reached:		
Medical (before age 65)	2038	2038
Medical (age 65 and older)	2038	2038

The following table presents the weighted average assumptions used to determine the net periodic benefit costs:

	Pension		Postretirement	
	U.S. Plans	Non-U.S. Plans ^(a)	U.S. Plans	Non-U.S. Plans ^(a)
For the Year Ended December 31, 2020				
Discount rate	3.16%	1.09%	3.14%	3.18%
Interest crediting rate	2.19%	0.44% ^(b)	N/A	N/A
Rate of compensation increase	N/A	2.22%	N/A	3.00%
Expected return on assets	5.55%	2.32%	N/A	N/A
For the Year Ended December 31, 2019				
Discount rate	4.22 %	1.71 %	4.17 %	4.12 %
Interest crediting rate	3.34 %	0.74 % ^(b)	N/A	N/A
Rate of compensation increase	N/A	2.27 %	N/A	3.00 %
Expected return on assets	6.20 %	2.51 %	N/A	N/A
For the Year Ended December 31, 2018				
Discount rate	3.61 %	1.60 %	3.53 %	3.59 %
Interest crediting rate	2.88 %	0.70 % ^(b)	N/A	N/A
Rate of compensation increase	N/A	2.27 %	N/A	3.00 %
Expected return on assets	6.75 %	2.78 %	N/A	N/A

(a) The non-U.S. plans reflect those assumptions that were most appropriate for the local economic environments of each of the subsidiaries providing such benefits.

(b) Represents the weighted average interest crediting rate of non-U.S. cash balance plans primarily in Japan and Switzerland.

Discount Rate Methodology

The projected benefit cash flows under the U.S. AIG Retirement Plan were discounted using the spot rates derived from the Mercer U.S. Pension Discount Yield Curve (Mercer Yield Curve) at December 31, 2020 and 2019, which resulted in a single discount rate that would produce the same liability at the respective measurement dates. The discount rates were 2.28 percent at December 31, 2020 and 3.16 percent at December 31, 2019. The methodology was consistently applied for the respective years in determining the discount rates for the other U.S. pension plans.

In general, the discount rates for the non-U.S. plans were developed using a similar methodology to the U.S. AIG Retirement plan, by using country-specific Mercer Yield Curves.

The projected benefit obligation for AIG's Japan pension plans represents approximately 51 percent and 53 percent of the total projected benefit obligations for our non-U.S. pension plans at December 31, 2020 and 2019, respectively. The weighted average discount rate of 0.56 percent and 0.42 percent at December 31, 2020 and 2019, respectively, was selected by reference to the Mercer Yield Curve for Japan.

Plan Assets

The investment strategy with respect to assets relating to our U.S. and non-U.S. pension plans is designed to achieve investment returns that will provide for the benefit obligations of the plans over the long term, limit the risk of short-term funding shortfalls and maintain liquidity sufficient to address cash needs. Accordingly, the asset allocation strategy is designed to maximize the investment rate of return while managing various risk factors, including, but not limited to, volatility relative to the benefit obligations, liquidity, diversification and concentration, and incorporates the risk/return profile applicable to each asset class.

There were no shares of AIG Common Stock included in the U.S. and non-U.S. pension plans assets at December 31, 2020 or 2019.

U.S. Pension Plan

The assets of the qualified plan are monitored by the AIG U.S. Investment Committee and actively managed by the investment managers, which involves allocating the plan's assets among approved asset classes within ranges as permitted by the strategic allocation. The long-term strategic asset allocation historically has been reviewed and revised approximately every three years. The investment strategy is focused on de-risking the qualified plan via regular monitoring through liability driven investing and the glide path approach, where the glide path defines the target allocation for the "Return-Seeking" portion of the portfolio (i.e., growth assets) based on the funded ratio and level of interest rates. Under this approach, the allocation to growth assets is reduced and the allocation to liability-hedging assets is increased as the Plan's funded ratio increases in accordance with the defined glide path.

The following table presents the asset allocation percentage by major asset class for the U.S. qualified plan and the target allocation for 2021 based on the plan's funded status at December 31, 2020:

At December 31, Asset class:	Target 2021	Actual 2020	Actual 2019
Equity securities	27 %	25 %	25 %
Fixed maturity securities	61 %	57 %	59 %
Other investments	12 %	18 %	16 %
Total	100 %	100 %	100 %

The expected weighted average long-term rate of return for the plan was 5.55 percent and 6.20 percent for 2020 and 2019, respectively. The expected weighted average rate of return is an aggregation of expected returns within each asset class category, weighted for the investment mix of the assets. The combination of the expected asset return and any contributions made by us are expected to maintain the plan's ability to meet all required benefit obligations. The expected asset return for each asset class was developed based on an approach that considers key fundamental drivers of the asset class returns in addition to historical returns, current market conditions, asset volatility and the expectations for future market returns.

Non-U.S. Pension Plans

The assets of the non-U.S. pension plans are held in various trusts in multiple countries and are invested primarily in equities and fixed maturity securities to maximize the long-term return on assets for a given level of risk.

The following table presents the asset allocation percentage by major asset class for non-U.S. pension plans and the target allocation:

At December 31,	Target 2021	Actual 2020	Actual 2019
Asset class:			
Equity securities	26 %	22 %	23 %
Fixed maturity securities	50 %	45 %	43 %
Other investments	21 %	24 %	24 %
Cash and cash equivalents	3 %	9 %	10 %
Total	100 %	100 %	100 %

The assets of AIG's Japan pension plans represent approximately 61 percent of total non-U.S. assets at December 31, 2020 and 2019. The expected long term rate of return was 1.84 percent and 1.82 percent, for 2020 and 2019, respectively, and is evaluated by the Japanese Pension Investment Committee on a quarterly and annual basis along with various investment managers, and is revised to achieve the optimal allocation to meet targeted funding levels if necessary. In addition, the funding policy is revised in accordance with local regulation every five years.

The expected weighted average long-term rate of return for all our non-U.S. pension plans was 2.32 percent and 2.51 percent for the years ended December 31, 2020 and 2019, respectively. It is an aggregation of expected returns within each asset class that was generally developed based on the building block approach that considers historical returns, current market conditions, asset volatility and the expectations for future market returns.

ASSETS MEASURED AT FAIR VALUE

The following table presents information about our plan assets and indicates the level of the fair value measurement based on the observability of the inputs used. The inputs and methodology used in determining the fair value of these assets are consistent with those used to measure our assets as discussed in Note 5 herein.

(in millions)	U.S. Plans				Non-U.S. Plans			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
At December 31, 2020								
Assets:								
Cash and cash equivalents	\$ 247	\$ -	\$ -	\$ 247	\$ 83	\$ -	\$ -	\$ 83
Equity securities:								
U.S. ^(a)	459	-	-	459	-	-	-	-
International ^(b)	183	-	-	183	155	58	-	213
Fixed maturity securities:								
U.S. investment grade ^(c)	-	2,217	10	2,227	-	-	-	-
International investment grade ^(c)	-	237	-	237	-	174	-	174
U.S. and international high yield ^(d)	-	282	-	282	-	269	-	269
Mortgage and other asset-backed securities	-	49	-	49	-	-	-	-
Other investment types^(e):								
Futures	3	(7)	-	(4)	-	-	-	-
Direct private equity ^(f)	-	-	6	6	-	-	-	-
Insurance contracts	-	13	-	13	-	-	179	179
Mutual funds ^(g)	-	-	-	-	-	59	-	59
Total	\$ 892	\$ 2,791	\$ 16	\$ 3,699	\$ 238	\$ 560	\$ 179	\$ 977
At December 31, 2019								
Assets:								
Cash and cash equivalents	\$ 133	\$ -	\$ -	\$ 133	\$ 90	\$ -	\$ -	\$ 90
Equity securities:								
U.S. ^(a)	278	-	-	278	-	-	-	-
International ^(b)	161	25	-	186	156	49	-	205
Fixed maturity securities:								
U.S. investment grade ^(c)	-	2,200	9	2,209	-	-	-	-
International investment grade ^(c)	-	203	-	203	-	158	-	158
U.S. and international high yield ^(d)	-	106	-	106	-	229	-	229
Mortgage and other asset-backed securities	-	-	-	-	-	-	-	-

securities	-	48	-	48	-	-	-	-
Other investment types^(e):								
Futures	(17)	-	-	(17)	-	-	-	-
Direct private equity ^(f)	-	-	11	11	-	-	-	-
Insurance contracts	-	14	-	14	-	-	160	160
Mutual funds ^(g)	-	-	-	-	-	57	-	57
Total	\$ 555	\$ 2,596	\$ 20	\$ 3,171	\$ 246	\$ 493	\$ 160	\$ 899

(a) Includes passive and active U.S. equity strategies.

(b) Includes passive and active international equity strategies.

(c) Includes investments in U.S. and non-U.S. government issued bonds, U.S. government agency or sponsored agency bonds, and investment grade corporate bonds.

(d) Consists primarily of investments in securities or debt obligations that have a rating below investment grade.

(e) Excludes investments that are measured at fair value using the NAV per share (or its equivalent), which totaled \$1,232 million and \$1,294 million at December 31, 2020 and 2019, respectively.

(f) Comprised of private capital financing including private debt and private equity securities.

(g) Comprised of mutual fund investing in variety of equity, derivatives, and bonds.

The inputs or methodologies used for valuing securities are not necessarily an indication of the risk associated with investing in these securities. Based on our investment strategy, we had no significant concentrations of risks at December 31, 2020.

Changes in Level 3 Fair Value Measurements

The following table presents changes in our U.S. and non-U.S. Level 3 plan assets measured at fair value:

At December 31, 2020 (in millions)	Balance Beginning of Year	Net Realized and Unrealized Gains (Losses)	Purchases	Sales	Issuances	Settlements	Transfers In	Transfers Out	Balance at End of Year	Changes in Unrealized Gains (Losses) on Instruments Held at End of Year	Changes in Unrealized Gains (Losses) Included in Other Comprehensive Income (Loss) for Recurring Level 3 Instruments Held at End of Year
U.S. Plan Assets:											
Fixed maturity securities	\$ 9	\$ 1	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 10	\$ -	\$ -
U.S. investment grade	11	(3)	-	(2)	-	-	-	-	6	(3)	-
Direct private equity											
Total	\$ 20	\$ (2)	\$ -	\$ (2)	\$ -	\$ -	\$ -	\$ -	\$ 16	\$ (3)	\$ -
Non-U.S. Plan Assets:											
Insurance contracts	\$ 160	\$ 18	\$ 1	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 179	\$ -	\$ -
Total	\$ 160	\$ 18	\$ 1	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 179	\$ -	\$ -

At December 31, 2019 (in millions)	Balance Beginning of year	Net Realized and Unrealized Gains (Losses)	Purchases	Sales	Issuances	Settlements	Transfers In	Transfers Out	Balance at End of year	Changes in Unrealized Gains (Losses) on Instruments Held at End of year
U.S. Plan Assets:										
Fixed maturity securities	\$ 13	\$ 3	\$ -	\$ (3)	\$ -	\$ -	\$ -	\$ (4)	\$ 9	\$ 3
U.S. investment grade	14	(3)	2	(2)	-	-	-	-	11	2
Direct private equity										
Total	\$ 27	\$ -	\$ 2	\$ (5)	\$ -	\$ -	\$ -	\$ (4)	\$ 20	\$ 5
Non-U.S. Plan Assets:										
Insurance contracts	\$ 145	\$ 16	\$ (1)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 160	\$ -
Total	\$ 145	\$ 16	\$ (1)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 160	\$ -

EXPECTED CASH FLOWS

Funding for the qualified plan ranges from the minimum amount required by ERISA to the maximum amount that would be deductible for U.S. tax purposes. Contributed amounts in excess of the minimum amounts are deemed voluntary. Amounts in excess of the maximum amount would be subject to an excise tax and may not be deductible under the Internal Revenue Code. There are no minimum required cash contributions in 2020 for the U.S. AIG Retirement Plan. The non-qualified and postretirement plans' benefit payments are deductible when paid to participants.

Our annual pension contribution in 2021 is expected to be approximately \$68 million for our U.S. and non-U.S. pension plans. This estimate is subject to change, since contribution decisions are affected by various factors including our liquidity, market performance and management's discretion.

The expected future benefit payments, net of participants' contributions, with respect to the defined benefit pension plans and other postretirement benefit plans, are as follows:

(in millions)	Pension		Postretirement	
	U.S. Plans	Non-U.S. Plans	U.S. Plans	Non-U.S. Plans
2021	\$ 338	\$ 44	\$ 13	\$ 1
2022	334	45	12	2
2023	332	46	12	2
2024	334	53	12	2
2025	317	54	11	2
2026-2030	1,485	298	47	11

DEFINED CONTRIBUTION PLANS

We sponsor several defined contribution plans for U.S. employees that provide for pre-tax salary reduction contributions by employees. The most significant plan is the AIG Incentive Savings Plan, for which the matching contribution is 100 percent of the first six percent of a participant's contributions, subject to the IRS-imposed limitations. Effective January 1, 2016, participants in the AIG Incentive Savings Plan receive an additional fully vested, non-elective, non-discretionary contribution equal to three percent of the participant's eligible compensation for the plan year, paid each pay period regardless of whether the participant currently contributes to the plan, and subject to the IRS-imposed limitations. Our pre-tax expenses associated with these plans were \$188 million, \$195 million and \$210 million in 2020, 2019 and 2018, respectively.

22. Income Taxes

U.S. TAX LAW CHANGES

On December 22, 2017, the U.S. enacted Public Law 115-97, known informally as the Tax Cuts and Jobs Act (the Tax Act). The Tax Act includes provisions for Global Intangible Low-Taxed Income (GILTI) under which taxes are imposed on the excess of a deemed return on tangible assets of certain foreign subsidiaries and for Base Erosion and Anti-Abuse Tax (BEAT) under which taxes are imposed on certain base eroding payments to affiliated foreign companies. While the U.S. tax authorities issued formal guidance, including recently issued regulations for BEAT and other provisions of the Tax Act, there are still certain aspects of the Tax Act that remain unclear and subject to substantial uncertainties. Additional guidance is expected in future periods. Such guidance may result in changes to the interpretations and assumptions we made and actions we may take, which may impact amounts recorded with respect to international provisions of the Tax Act, possibly materially. Consistent with accounting guidance, we treat BEAT as a period tax charge in the period the tax is incurred and have made an accounting policy election to treat GILTI taxes in a similar manner.

On March 27, 2020, the U.S. enacted the Coronavirus Aid, Relief, and Economic Security (CARES) Act to mitigate the economic impacts of the COVID-19 crisis. The tax provisions of the CARES Act have not had and are currently not expected to have a material impact on AIG's U.S. federal tax liabilities.

RECLASSIFICATION OF CERTAIN TAX EFFECTS FROM ACCUMULATED OTHER COMPREHENSIVE INCOME

In February 2018, the FASB issued an accounting standard that allows the optional reclassification of stranded tax effects within AOCI that arise due to the enactment of the Tax Act to retained earnings. We elected to early adopt the standard for the three-month period ended March 31, 2018. As a result of adopting this standard, we reclassified \$248 million from AOCI to retained earnings. The amount reclassified included stranded effects related to the change in the U.S. federal corporate income tax rate on the gross temporary differences and related valuation allowances.

We use an item-by-item approach to release the stranded or disproportionate income tax effects in AOCI related to our available-for-sale securities. Under this approach, a portion of the disproportionate tax effects is assigned to each individual security lot at the date the amount becomes lodged. When the individual securities are sold, mature, or are otherwise impaired on an other-than-temporary basis, the assigned portion of the disproportionate tax effect is reclassified from AOCI to income from continuing operations.

EFFECTIVE TAX RATE

The following table presents income (loss) from continuing operations before income tax expense (benefit) by U.S. and foreign location in which such pre-tax income (loss) was earned or incurred:

Years Ended December 31,				
(in millions)				
		2020	2019	2018
U.S.	\$	(8,396)	\$ 3,825	\$ (12)
Foreign		1,103	1,462	269
Total	\$	(7,293)	\$ 5,287	\$ 257

The following table presents the income tax expense (benefit) attributable to pre-tax income (loss) from continuing operations:

Years Ended December 31,				
(in millions)				
		2020	2019	2018
Foreign and U.S. components of actual income tax expense (benefit):				
U.S.:				
Current	\$	(57)	\$ 278	\$ 134
Deferred		(1,676)	633	(175)
Foreign:				
Current		274	267	202
Deferred		(1)	(12)	(7)
Total	\$	(1,460)	\$ 1,166	\$ 154

Our actual income tax expense (benefit) differs from the statutory U.S. federal amount computed by applying the federal income tax rate due to the following:

Years Ended December 31,	2020			2019			2018		
	Pre-Tax Income (Loss)	Tax Expense/ (Benefit)	Percent of Pre-Tax Income (Loss)	Pre-Tax Income (Loss)	Tax Expense/ (Benefit)	Percent of Pre-Tax Income (Loss)	Pre-Tax Income	Tax Expense/ (Benefit)	Percent of Pre-Tax Income
<i>(dollars in millions)</i>									
U.S. federal income tax at statutory rate	\$ (7,288)	\$ (1,531)	21.0 %	\$ 5,336	\$ 1,120	21.0 %	\$ 255	\$ 54	21.0 %
Adjustments:									
Tax exempt interest		(19)	0.3		(25)	(0.5)		(37)	(14.5)
Uncertain tax positions*		165	(2.3)		258	4.8		176	69.0
Reclassifications from accumulated other comprehensive income		(101)	1.4		(113)	(2.1)		(72)	(28.2)
Dispositions of subsidiaries		180	(2.5)		21	0.4		-	-
Non-controlling interest		(12)	0.2		(5)	(0.1)		(1)	(0.4)
Non-deductible transfer pricing charges		11	(0.2)		15	0.3		29	11.4
Dividends received deduction		(39)	0.5		(40)	(0.7)		(38)	(14.8)
Effect of foreign operations		76	(1.0)		82	1.5		65	25.5
Share-based compensation payments excess tax effect		35	(0.5)		27	0.5		(13)	(5.1)
State income taxes		15	(0.2)		13	0.2		10	3.9
Impact of Tax Act		-	-		-	-		62	24.3
Expiration of tax attribute carryforwards		221	(3.0)		-	-		-	-
Tax audit resolution		(379)	5.2		-	-		-	-
Other*		(16)	0.2		(134)	(2.5)		(102)	(40.0)
Effect of discontinued operations		-	-		(8)	(0.1)		40	15.7
Valuation allowance:									
Continuing operations		(65)	0.9		(44)	(0.8)		21	8.2
Consolidated total amounts	(7,288)	(1,459)	20.0	5,336	1,167	21.9	255	194	76.0
Amounts attributable to discontinued operations	5	1	20.0	49	1	2.0	(2)	40	NM
Amounts attributable to continuing operations	\$ (7,293)	\$ (1,460)	20.0 %	\$ 5,287	\$ 1,166	22.1 %	\$ 257	\$ 154	59.9 %

* 2020 includes a net charge of \$67 million related to the accrual of IRS interest, of which \$139 million tax expense is reported in Uncertain tax positions and \$72 million tax benefit is reported in Other. 2019 includes a net charge of \$96 million related to the accrual of IRS interest, of which \$207 million tax expense is reported in Uncertain tax positions and \$(111) million tax benefit is reported in Other. 2018 includes a net charge of \$83 million related to the accrual of IRS interest, of which \$189 million tax expense is reported in Uncertain tax positions and \$(106) million tax expense is reported in Other.

For the year ended December 31, 2020, the effective tax rate on loss from continuing operations was 20.0 percent. The effective tax rate on loss from continuing operations differs from the statutory tax rate of 21 percent primarily due to \$186 million related to tax effects of the Majority Interest Fortitude Sale, tax charge of \$150 million associated with the establishment of U.S. federal valuation allowance related to certain tax attribute carryforwards, a \$165 million net charge associated with changes in uncertain tax positions primarily driven by the accrual of IRS interest, \$76 million associated with the effect of foreign operations, and \$35 million of excess tax charges related to share-based compensation payments recorded through the income statement. These tax charges were partially offset by tax benefits of \$379 million associated with the remeasurement of tax liabilities, penalties and interest primarily related to the IRS audit settlement for tax years 1991-2006, \$101 million of reclassifications from accumulated other comprehensive income to income from continuing operations related to the disposal of available for sale securities, and \$58 million associated with tax exempt income. We also recognized a \$221 million tax charge associated with reduction of net operating loss deferred tax assets in certain foreign jurisdictions, with a corresponding decrease in the related deferred tax asset valuation allowance. Effect of foreign operations is primarily related to income and losses in our foreign operations taxed at statutory tax rates different than 21 percent, and foreign income subject to U.S. taxation. As discussed further below, AIG and the IRS entered into a binding settlement agreement related to tax years 1991-2006. The impact of receiving the final settlement agreement resulted in a remeasurement of tax principal, penalties and interest based on agreed upon settlement amounts.

For the year ended December 31, 2019, the effective tax rate on income from continuing operations was 22.1 percent. The effective tax rate on income from continuing operations differs from the statutory tax rate of 21 percent primarily due to a \$96 million net charge principally related to the accrual of IRS interest (including interest related to uncertain tax positions), \$82 million associated with the effect of foreign operations, \$37 million of tax charges and related interest associated with increases in uncertain tax positions primarily related to open tax issues and audits in state and local jurisdictions, \$27 million of excess tax charges related to share-based compensation payments recorded through the income statement, and \$15 million of non-deductible transfer pricing charges, partially

offset by tax benefits of \$113 million of reclassifications from accumulated other comprehensive income to income from continuing operations related to the disposal of available for sale securities, \$65 million associated with tax exempt income, and \$44 million of valuation allowance activity related to certain foreign subsidiaries and state jurisdictions. Effect of foreign operations is primarily related to income and losses in our foreign operations taxed at statutory tax rates different than 21 percent, and foreign income subject to U.S. taxation.

For the year ended December 31, 2018, the effective tax rate on income from continuing operations was 59.9 percent. The effective tax rate on income from continuing operations differs from the statutory tax rate of 21 percent primarily due to a \$83 million net charge primarily related to the accrual of IRS interest (including interest related to uncertain tax positions), \$62 million measurement period adjustment related to the deemed repatriation tax, \$65 million associated with the effect of foreign operations, \$29 million of non-deductible transfer pricing charges, and \$21 million of valuation allowance activity related to certain foreign subsidiaries and state jurisdictions, partially offset by tax benefits of \$75 million associated with tax exempt income, and \$72 million of reclassifications from accumulated other comprehensive income to income from continuing operations related to the disposal of available for sale securities. Effect of foreign operations is primarily related to income and losses in our foreign operations taxed at statutory tax rates different than 21 percent and foreign income subject to U.S. taxation.

For the year ended December 31, 2020, we consider earnings of certain operations in Canada, South Africa, the Far East, Latin America, Bermuda as well as the European, Asia Pacific and Middle East regions to be indefinitely reinvested. These earnings relate to ongoing operations and have been reinvested in active business operations. While, following the enactment of the Tax Act, distributions from foreign affiliates are, generally, not subject to U.S. income tax, such distributions may be subject to non-U.S. withholding taxes. A deferred tax liability of approximately \$100 million related to such withholding taxes has not been recorded for those foreign subsidiaries whose earnings are considered to be indefinitely reinvested. Additionally, as of December 31, 2020, we do not project any significant potential U.S. tax with respect to foreign currency gains or losses accumulated on previously taxed unremitted foreign earnings and therefore no deferred tax has been recorded. Deferred taxes, if necessary, have been provided on earnings of non-U.S. affiliates whose earnings are not indefinitely reinvested. Given the uncertainties around the impact from the COVID-19 crisis, including the significant global economic slowdown and general market decline, we continue to monitor and review its impact on our reinvestment considerations, including regulatory oversight in the relevant jurisdictions.

The following table presents the components of the net deferred tax assets (liabilities):

December 31, (in millions)	2020	2019
Deferred tax assets:		
Losses and tax credit carryforwards	\$ 9,257	\$ 10,541
Basis differences on investments	4,911	2,673
Life policy reserves	2,396	1,766
Accruals not currently deductible, and other	632	743
Investments in foreign subsidiaries	146	148
Loss reserve discount	423	471
Loan loss and other reserves	560	58
Unearned premium reserve reduction	326	382
Fixed assets and intangible assets	1,077	963
Other	-	319
Employee benefits	567	617
Total deferred tax assets	20,295	18,681
Deferred tax liabilities:		
Deferred policy acquisition costs	(2,026)	(2,200)
Unrealized gains related to available for sale debt securities	(4,328)	(2,123)
Other	(221)	-
Total deferred tax liabilities	(6,575)	(4,323)
Net deferred tax assets before valuation allowance	13,720	14,358
Valuation allowance	(1,330)	(1,427)
Net deferred tax assets (liabilities)	\$ 12,390	\$ 12,931

The following table presents our U.S. consolidated income tax group tax losses and credits carryforwards as of December 31, 2020.

December 31, 2020			Carryforward Period Ending Tax Year ^(b)							Unlimited Carryforward Period and Carryforward Periods ^(b)
	(in millions)	Gross	Tax Effect	2021	2022	2023	2024	2025	2026	
Net operating loss carryforwards	\$	31,648	\$ 6,646	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 6,646
Capital loss carryforwards	\$	-	-	-	-	-	-	-	-	-
Foreign tax credit carryforwards			1,419	24	683	711	-	-	-	-
Other carryforwards			-	-	-	-	-	-	-	-
Total AIG U.S. consolidated income tax group tax losses and credits carryforwards on a U.S. GAAP basis^(a)			\$ 8,065	\$ 24	\$ 683	\$ 711	\$ -	\$ -	\$ -	\$ 6,646

(a) Financial reporting basis is net of unrecognized tax benefits of \$442 million for those tax years in which tax attributes are available for use when settlement occurs.

(b) Carryforward periods are based on U.S. tax laws governing utilization of tax attributes. Expiration periods are based on the year the carryforward was generated.

ASSESSMENT OF DEFERRED TAX ASSET VALUATION ALLOWANCE

The evaluation of the recoverability of our deferred tax asset and the need for a valuation allowance requires us to weigh all positive and negative evidence to reach a conclusion that it is more likely than not that all or some portion of the deferred tax asset will not be realized. The weight given to the evidence is commensurate with the extent to which it can be objectively verified. The more negative evidence that exists, the more positive evidence is necessary and the more difficult it is to support a conclusion that a valuation allowance is not needed.

Our framework for assessing the recoverability of the deferred tax asset requires us to consider all available evidence, including:

- the nature, frequency, and amount of cumulative financial reporting income and losses in recent years;
- the sustainability of recent operating profitability of our subsidiaries;
- the predictability of future operating profitability of the character necessary to realize the net deferred tax asset, including forecasts of future income for each of our businesses and actual and planned business and operational changes;
- the carryforward periods for the net operating loss, capital loss and foreign tax credit carryforwards, including the effect of reversing taxable temporary differences; and
- prudent and feasible actions and tax planning strategies that would be implemented, if necessary, to protect against the loss of the deferred tax asset.

In performing our assessment of the recoverability of the deferred tax asset under this framework, we consider tax laws governing the utilization of the net operating loss, capital loss and foreign tax credit carryforwards in each applicable jurisdiction. Under U.S. tax law, a company generally must use its net operating loss carryforwards before it can use its foreign tax credit carryforwards, even though the carryforward period for the foreign tax credit is shorter than for the net operating loss. Our U.S. federal consolidated income tax group includes both life companies and non-life companies. While the U.S. taxable income of our non-life companies can be offset by our net operating loss carryforwards, only a portion (no more than 35 percent) of the U.S. taxable income of our life companies can be offset by those net operating loss carryforwards. The remaining tax liability of our life companies can be offset by the foreign tax credit carryforwards. Accordingly, we are able to utilize both the net operating loss and foreign tax credit carryforwards concurrently.

Recent events, including the COVID-19 crisis, multiple reductions in target interest rates by the Board of Governors of the Federal Reserve System, and significant market volatility, continue to impact actual and projected results of our business operations as well as our views on potential effectiveness of certain prudent and feasible tax planning strategies. In order to demonstrate the predictability and sufficiency of future taxable income necessary to support the realizability of the net operating losses and foreign tax credit carryforwards, we have considered forecasts of future income for each of our businesses, including assumptions about future macro-economic and AIG-specific conditions and events, and any impact these conditions and events may have on our prudent and feasible tax planning strategies. We also subjected the forecasts to a variety of stresses of key assumptions and evaluated the effect on tax attribute utilization.

The carryforward periods of our foreign tax credit carryforwards range from tax years 2021 through 2023. Carryforward periods for our net operating losses extend from 2028 forward. However, utilization of a portion of our net operating losses is limited under separate return limitation year rules. Based on 2020 events and our analysis of their potential impact on utilization of our tax attributes, we

concluded that a valuation allowance of \$150 million should be established on a portion of our foreign tax credit carryforwards that are no longer more-likely-than-not to be realized.

Estimates of future taxable income, including income generated from prudent and feasible actions and tax planning strategies, impact of settlements with taxing authorities, and any changes to interpretations and assumptions related to the impact of the Tax Act could change in the near term, perhaps materially, which may require us to consider any potential impact to our assessment of the recoverability of the deferred tax asset. Additionally, estimates of future taxable income, including prudent and feasible tax planning strategies, may be further impacted by market developments arising from the COVID-19 crisis and uncertainty regarding its outcome. Such potential impact could be material to our consolidated financial condition or results of operations for an individual reporting period.

For the year ended December 31, 2020, recent changes in market conditions, including the COVID-19 crisis and interest rate fluctuations, impacted the unrealized tax gains and losses in the U.S. Life Insurance companies' available for sale securities portfolio, resulting in a deferred tax liability related to net unrealized tax capital gains. As of December 31, 2020, based on all available evidence, we concluded that no valuation allowance is necessary in the U.S. Life Insurance companies' available for sale securities portfolio.

For the year ended December 31, 2020, recent changes in market conditions, including interest rate fluctuations, impacted the unrealized tax gains and losses in the U.S. non-life companies' available for sale securities portfolio, resulting in a deferred tax liability related to net unrealized tax capital gains. As of December 31, 2020, based on all available evidence, we concluded that no valuation allowance is necessary in the U.S. non-life companies' available for sale securities portfolio.

For the year ended December 31, 2020, we recognized a net \$215 million decrease in deferred tax asset valuation allowance associated with certain foreign jurisdictions, primarily attributable to a corresponding reduction in foreign net operating loss deferred tax assets as a result of restructuring of our European business and the expiration of a portion of net operating losses prior to utilization in Japan.

The following table presents the net deferred tax assets (liabilities) at December 31, 2020 and 2019 on a U.S. GAAP basis:

December 31, (in millions)	2020	2019
Net U.S. consolidated return group deferred tax assets	\$ 16,502	\$ 14,622
Net deferred tax assets (liabilities) in accumulated other comprehensive income	(4,259)	(2,055)
Valuation allowance	(237)	(90)
Subtotal	12,006	12,477
Net foreign, state and local deferred tax assets	1,711	2,006
Valuation allowance	(1,093)	(1,337)
Subtotal	618	669
Subtotal - Net U.S., foreign, state and local deferred tax assets	12,624	13,146
Net foreign, state and local deferred tax liabilities	(234)	(215)
Total AIG net deferred tax assets (liabilities)	\$ 12,390	\$ 12,931

DEFERRED TAX ASSET VALUATION ALLOWANCE OF U.S. CONSOLIDATED FEDERAL INCOME TAX GROUP

At December 31, 2020 and 2019, our U.S. consolidated income tax group had net deferred tax assets after valuation allowance of \$12.0 billion and 12.5 billion, respectively. At December 31, 2020 and 2019, our U.S. consolidated income tax group had valuation allowances of \$237 million and \$90 million, respectively.

DEFERRED TAX ASSET – FOREIGN, STATE AND LOCAL

At December 31, 2020 and 2019, we had net deferred tax assets (liabilities) of \$384 million and \$454 million, respectively, related to foreign subsidiaries, state and local tax jurisdictions, and certain domestic subsidiaries that file separate tax returns.

At December 31, 2020 and 2019, we had deferred tax asset valuation allowances of \$1.1 billion and \$1.3 billion, respectively, related to foreign subsidiaries, state and local tax jurisdictions, and certain domestic subsidiaries that file separate tax returns. We maintained these valuation allowances following our conclusion that we could not demonstrate that it was more likely than not that the related deferred tax assets will be realized. This was primarily due to factors such as cumulative losses in recent years and the inability to demonstrate profits within the specific jurisdictions over the relevant carryforward periods.

TAX EXAMINATIONS AND LITIGATION

We file a consolidated U.S. federal income tax return with our eligible U.S. subsidiaries. Income earned by subsidiaries operating outside the U.S. is taxed, and income tax expense is recorded, based on applicable U.S. and foreign law.

We are currently under examination for the tax years 2007 through 2013.

On August 1, 2012, we filed a motion for partial summary judgment related to the disallowance of foreign tax credits associated with cross border financing transactions in the Southern District of New York (SDNY). The SDNY denied our summary judgment motion and upon AIG's appeal, the U.S. Court of Appeals for the Second Circuit (the Second Circuit) affirmed the denial. AIG's petition for certiorari to the U.S. Supreme Court from the decision of the Second Circuit was denied on March 7, 2016. As a result, the case was remanded back to the SDNY for a jury trial.

In January 2018, the parties reached non-binding agreements in principle on issues presented in the dispute. In 2019, we agreed with the IRS to execute an agreement for the tax years at issue in which AIG would waive restrictions on the assessment of additional tax related to the settlement of the underlying issues in those tax years. The litigation was stayed pending the outcome of the review process.

During the fourth quarter of 2020, the parties concluded the review process and executed a binding settlement agreement on the underlying issues in those tax years. On October 22, 2020, the Southern District dismissed the case based upon the settlement reached between AIG and the government. The parties continue to review the related interest calculations based on the settlement agreement, which will become due upon the IRS' issuance of a Notice and Demand for Payment.

In September 2020, we received the IRS Revenue Agent Report containing agreed and disagreed issues for the audit of tax years 2007-2010. In October 2020, we filed a protest of the disagreed issues with IRS Appeals.

ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES

The following table presents a reconciliation of the beginning and ending balances of the total amounts of gross unrecognized tax benefits:

Years Ended December 31, (in millions)	2020	2019	2018
Gross unrecognized tax benefits, beginning of year	\$ 4,762	\$ 4,709	\$ 4,707
Increases in tax positions for prior years	45	51	14
Decreases in tax positions for prior years	(131)	(1)	(6)
Increases in tax positions for current year	13	4	-
Settlements	(2,346)	(1)	(6)
Gross unrecognized tax benefits, end of year	\$ 2,343	\$ 4,762	\$ 4,709

At December 31, 2020, 2019 and 2018, our unrecognized tax benefits, excluding interest and penalties, were \$2.3 billion, \$4.8 billion and \$4.7 billion, respectively. The activity for the year ended December 31, 2020 includes the impact of the binding settlement agreement with the IRS for tax years 1991-2006 with respect to cross border financing transactions. After remeasurement based on the settlement terms, the remaining balances of the unrecognized tax benefits, penalties and interest related to the 1991-2006 tax years are no longer presented as uncertain tax positions and were reclassified as prior year current tax payable. The activity for the year ended December 31, 2019 includes increases primarily related to open tax issues and audits in state and local jurisdictions. The activity for the year ended 2018 is not material.

At December 31, 2020, 2019 and 2018, our unrecognized tax benefits related to tax positions that, if recognized, would not affect the effective tax rate because they relate to such factors as the timing, rather than the permissibility, of the deduction were \$44 million, \$43 million and \$38 million, respectively. Accordingly, at December 31, 2020, 2019 and 2018, the amounts of unrecognized tax benefits that, if recognized, would favorably affect the effective tax rate were \$2.3 billion, \$4.7 billion and \$4.7 billion, respectively.

Interest and penalties related to unrecognized tax benefits are recognized in income tax expense. At December 31, 2020, 2019, and 2018, we had accrued liabilities of \$286 million, \$2.4 billion, and \$2.2 billion, respectively, for the payment of interest (net of the federal benefit) and penalties. For the years ended December 31, 2020, 2019, and 2018, we accrued expense of \$128 million, \$236 million and \$190 million, respectively, for the payment of interest and penalties. The activity in the fourth quarter of 2020 also includes a net decrease of \$2.2 billion, which is attributable to decreases and settlements of interest and penalties associated with the completion of the IRS examination for tax years 1991-2006. During the fourth quarter of 2020, interest accrued was re-computed factoring in principal tax and penalty adjustments based on the final IRS settlement agreement, including estimated impact of interest netting which we have already formally requested.

We believe it is reasonably possible that our unrecognized tax benefits could decrease within the next 12 months by as much as \$1.2 billion, principally as a result of potential resolutions or settlements of prior years' tax items. The prior years' tax items include unrecognized tax benefits related to the deductibility of certain expenses.

Listed below are the tax years that remain subject to examination by major tax jurisdictions:

At December 31, 2020	Open Tax Years
Major Tax Jurisdiction	
United States	2007-2019
Australia	2016-2019
Canada	2013-2019
France	2018-2019
Japan	2014-2019
Korea	2015-2019
Singapore	2016-2019
United Kingdom	2019-2019

23. Subsequent Events

DIVIDENDS DECLARED

On February 16, 2021, our Board of Directors declared a cash dividend on AIG Common Stock of \$0.32 per share, payable on March 30, 2021 to shareholders of record on March 16, 2021. On February 16, 2021, our Board of Directors declared a cash dividend on AIG's Series A Preferred Stock of \$365.625 per share, payable on March 15, 2021 to holders of record on February 26, 2021.

DEBT REDEMPTION

On February 1, 2021, we redeemed all of our outstanding 3.300% Notes Due 2021 (the Notes), for a redemption price of 100 percent of the principal amount plus accrued and unpaid interest. As of December 31, 2020, \$1.5 billion aggregate principal amount of the Notes were outstanding.

REPURCHASE OF COMMON STOCK

Pursuant to an Exchange Act Rule 10b5-1 repurchase plan, in January 2021, we repurchased approximately \$92 million of additional shares of AIG Common Stock, with proceeds received from warrant exercises that occurred prior to the expiration of warrants to purchase shares of AIG Common Stock on January 19, 2021. As of February 18, 2021, approximately \$1.4 billion remained under our share repurchase authorization.

SALE OF CERTAIN AIG LIFE AND RETIREMENT RETAIL MUTUAL FUNDS BUSINESS

On February 8, 2021, we announced we entered into a definitive agreement with Touchstone Investments, an indirect wholly-owned subsidiary of Western & Southern Financial Group, to sell certain assets of AIG Life and Retirement's Retail Mutual Funds business. AIG's Life and Retirement Retail Mutual Funds business manages \$7.8 billion in assets across eighteen funds as of December 31, 2020, of which twelve funds with \$7.5 billion in assets would be proposed to be merged into Touchstone funds in the transaction. The closing is subject to customary approvals and is targeted for mid-2021.

Part II

ITEM 9 | Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

ITEM 9A | Controls and Procedures

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed or submitted under the Securities Exchange Act of 1934, as amended (the Exchange Act), is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures. In connection with the preparation of this Annual Report on Form 10-K, an evaluation was carried out by AIG management, with the participation of AIG's Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15l and 15d-15(e) under the Exchange Act), as of December 31, 2020. Based on this evaluation, AIG's Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2020.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of AIG is responsible for establishing and maintaining adequate internal control over financial reporting. AIG's internal control over financial reporting is a process, under the supervision of AIG's Chief Executive Officer and Chief Financial Officer, designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of AIG's financial statements for external purposes in accordance with U.S. GAAP.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

AIG management conducted an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2020 based on the criteria established in the 2013 *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

AIG management has concluded that, as of December 31, 2020, our internal control over financial reporting was effective based on the criteria articulated in the 2013 *Internal Control – Integrated Framework* issued by the COSO. The effectiveness of our internal control over financial reporting as of December 31, 2020 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report, which is included in this Annual Report on Form 10-K.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There have been no changes in our internal control over financial reporting that have occurred during the quarter ended December 31, 2020 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B | Other Information

On February 16, 2021, the Compensation and Management Resources Committee of the Board of Directors approved the amendment and restatement of each of the AIG 2012 Executive Severance Plan, effective February 16, 2021 (the ESP), the AIG Long-Term Incentive Plan (as amended and restated February 16, 2021) (the LTIP) and the AIG Amended and Restated Non-Qualified Retirement Income Plan (as amended and restated February 16, 2021) (the NQRIP).

With respect to the ESP, the amendments provide for (i) no adverse amendments or termination of the ESP for 24 months following a Change in Control (as defined in the ESP), along with other ongoing procedural enforcement and reimbursement protections and (ii) in the event of a participant's involuntary termination without cause or resignation for Good Reason within 24 months following a Change in Control, (a) an expanded definition of a Good Reason resignation in the event of certain changes to the terms and conditions of a participant's employment; (b) a best net cutback provision for participants eligible to receive payments under the ESP that could be subject to certain excise taxes; (c) a revised cash severance calculation to include in the formula the better of a participant's target short-term incentive award for the year of termination or the average short-term incentive award paid over the preceding 3-year period; and (d) with respect to the short-term incentive amount payable in the year of termination, an enhanced proration formula, as well as an adjustment to the calculation of the payment amount equal to the greater of actual performance and target. With respect to a termination other than in connection with a Change in Control, the amendments also reflect that business unit performance for purposes of the current year short-term incentive award calculation will be determined by the Chief Executive Officer, provided, however that the Compensation Committee will continue to calculate business unit performance with respect to the Chief Executive Officer's leadership team. Finally, the amendments include updates to the model release in Exhibit A of the ESP to reflect recent changes in employment law.

With respect to the LTIP, the amendments provide for (i) no adverse amendments or termination of the LTIP for 24 months following a Change in Control (as defined in the LTIP), along with other ongoing procedural enforcement and reimbursement protections (ii) the addition of a Good Reason resignation trigger in the event of certain changes to the terms and conditions of a participant's employment within 24 months following a Change in Control; and (iii) in the event of a participant's involuntary termination without cause or resignation for Good Reason within 24 months following a Change in Control or a participant's voluntary retirement not in connection with a Change in Control, an extension of stock option exercisability for the remaining life of the option.

With respect to the NQRIP, the amendments provide that upon a Change in Control (as defined in the NQRIP) (i) all accrued benefits of participants under the NQRIP will immediately vest and (ii) an irrevocable Rabbi Trust, a grantor trust within the meaning of subpart E, part I, subchapter J, chapter 1, subtitle A of the Internal Revenue Code of 1986, as amended, will be fully funded covering all obligations under the NQRIP.

The foregoing summary is qualified in its entirety by reference to copies of the ESP, the LTIP, and the NQRIP, which are attached to this Annual Report on Form 10-K as Exhibits 10.35, 10.36 and 10.37, respectively.

Part III

ITEM 10 | Directors, Executive Officers and Corporate Governance

All information required by Items 10, 11, 12, 13 and 14 of this Form 10-K is incorporated by reference from the definitive proxy statement for AIG's 2021 Annual Meeting of Shareholders, which will be filed with the SEC not later than 120 days after the close of the fiscal year pursuant to Regulation 14A.

ITEM 11 | Executive Compensation

See Item 10 herein.

ITEM 12 | Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

See Item 10 herein.

ITEM 13 | Certain Relationships and Related Transactions, and Director Independence

See Item 10 herein.

ITEM 14 | Principal Accounting Fees and Services

See Item 10 herein.

Part IV

ITEM 15 | Exhibits, Financial Statement Schedules

(a) Financial Statements and Schedules. *See accompanying Index to Financial Statements.*

Exhibit Index

Exhibit Number	Description	Location
2	Plan of acquisition, reorganization, arrangement, liquidation or succession	
	(1) Stock Purchase Agreement dated as of August 15, 2016 between American International Group, Inc. and Arch Capital Group Ltd.	Incorporated by reference to Exhibit 2.1 to AIG's Current Report on Form 8-K filed with the SEC on August 16, 2016 (File No. 1-8787).
	(2) First Amendment to Stock Purchase Agreement, dated as of December 29, 2016 between American International Group, Inc. and Arch Capital Group Ltd.	Incorporated by reference to Exhibit 10.51 to AIG's Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 1-8787).
	(3) Agreement and Plan of Merger, by and among AIG, Venus Holdings Limited and Validus Holdings, Ltd., dated January 21, 2018	Incorporated by reference to Exhibit 2.1 to AIG's Current Report on Form 8-K filed with the SEC on January 22, 2018 (File No. 1-8787).
	(4) Membership Interest Purchase Agreement, by and among AIG, Fortitude Group Holdings, LLC, Carlyle FRL, L.P., The Carlyle Group L.P., T&D United Capital Co., LTD. And T&D Holdings, Inc., dated as of November 25, 2019	Incorporated by reference to Exhibit 2.1 to AIG's Current Report on Form 8-K filed with the SEC on November 25, 2019 (File No. 1-8787).
3	Articles of incorporation and by-laws	
3(i)	Amended and Restated Certificate of Incorporation of AIG, amended and restated May 14, 2020	Incorporated by reference to Exhibit 3.1 to AIG's Current Report on Form 8-K filed with the SEC on May 15, 2020 (File No. 1-8787).
3(ii)	AIG By-laws, amended and restated December 9, 2020	Incorporated by reference to Exhibit 3.1 to AIG's Current Report on Form 8-K filed with the SEC on December 9, 2020 (File No. 1-8787).
4	Instruments defining the rights of security holders, including indentures	Certain instruments defining the rights of holders of long-term debt securities of AIG and its subsidiaries are omitted pursuant to Item 601(b)(4)(iii) of Regulation S-K. AIG hereby undertakes to furnish to the Commission, upon request, copies of any such instruments.
	(1) Warrant Agreement (including Form of Warrant), dated as of January 6, 2011, between AIG and Wells Fargo Bank, N.A., as Warrant Agent	Incorporated by reference to Exhibit 10.1 to AIG's Current Report on Form 8-K filed with the SEC on January 7, 2011 (File No. 1-8787).
	(2) Tax Asset Protection Plan, dated as of March 9, 2011, between AIG and Wells Fargo Bank, N.A., as Rights Agent, including as Exhibit A the forms of Rights Certificate and of Election to Exercise	Incorporated by reference to Exhibit 4.1 to AIG's Current Report on Form 8-K filed with the SEC on March 9, 2011 (File No. 1-8787).
	(3) Amendment No. 1, dated as of January 8, 2014, to Tax Asset Protection Plan, between AIG and Wells Fargo Bank, National Association, as Rights Agent	Incorporated by reference to Exhibit 4.1 to AIG's Current Report on Form 8-K filed with the SEC on January 8, 2014 (File No. 1-8787).
	(4) Amendment No. 2, dated as of December 14, 2016, to Tax Asset Protection Plan, between AIG and Wells Fargo Bank, National Association, as Rights Agent	Incorporated by reference to Exhibit 4.1 to AIG's Current Report on Form 8-K filed with the SEC on December 14, 2016 (File No. 1-8787).
	(5) Amendment No. 3, dated as of December 11, 2019, to Tax Asset Protection Plan, between Equiniti Trust Company, as successor to Wells Fargo Shareowner Services, a former division of Wells Fargo Bank, as Rights Agent	Incorporated by reference to Exhibit 4.1 to AIG's Current Report on Form 8-K filed with the SEC on December 11, 2019 (File No. 1-8787).
	(6) Description of Registrant's Securities	Filed herewith.
	(7) Deposit Agreement, dated March 14, 2019, among AIG, Equiniti Trust Company, as depositary, and the holders from time to time of the depositary receipts described therein	Incorporated by reference to Exhibit 4.2 to AIG's Current Report on Form 8-K filed with the SEC on March 14, 2019 (File No. 1-8787).

	(8) Form of depositary receipt representing the Depositary Shares (included in Exhibit A to Exhibit 4.7)	
9	Voting Trust Agreement	None.
10	Material contracts	
	(1) <u>AIG Amended and Restated Form of Non-Employee Director Deferred Stock Units Award Agreement*</u>	Incorporated by reference to Exhibit 10.69 to AIG's Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 1-8787).
	(2) <u>Fourth Amended and Restated Credit Agreement, dated as of June 27, 2017, among AIG, the subsidiary borrowers party thereto, the lenders party thereto, JPMorgan Chase Bank, N.A., as Administrative Agent, and each Several L/C Agent party thereto</u>	Incorporated by reference to Exhibit 10.1 to AIG's Current Report on Form 8-K filed with the SEC on June 27, 2017 (File No. 1-8787).
	(3) <u>American International Group, Inc. 2010 Stock Incentive Plan*</u>	Incorporated by reference to AIG's Definitive Proxy Statement, dated April 12, 2010 (Filed No. 1-8787).
	(4) <u>AIG Amended Form of 2010 Stock Incentive Plan DSU Award Agreement*</u>	Incorporated by reference to Exhibit 10.14 to AIG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012 (File No. 1-8787).
	(5) <u>Letter Agreement, dated August 14, 2013, between AIG and Kevin Hogan*</u>	Incorporated by reference to Exhibit 10.2 to AIG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 (File No. 1-8787).
	(6) <u>Non-Solicitation and Non-Disclosure Agreement, dated August 14, 2013, between AIG and Kevin Hogan*</u>	Incorporated by reference to Exhibit 10.3 to AIG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 (File No. 1-8787).
	(7) <u>Introductory Bonus Agreement, dated August 14, 2013, between AIG and Kevin Hogan*</u>	Incorporated by reference to Exhibit 10.4 to AIG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 (File No. 1-8787).
	(8) <u>Executive Officer Form of Release and Restrictive Covenant Agreement*</u>	Incorporated by reference to Exhibit 10.5 to AIG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016 (File No. 1-8787).
	(9) <u>Master Transaction Agreement, dated as of April 19, 2011, by and among American Home Assurance Company, Chartis Casualty Company (f/k/a American International South Insurance Company), Chartis Property Casualty Company, (f/k/a AIG Casualty Company), Commerce and Industry Insurance Company, Granite State Insurance Company, Illinois National Insurance Co., National Union Fire Insurance Company of Pittsburgh, Pa., New Hampshire Insurance Company, The Insurance Company of the State of Pennsylvania, Chartis Select Insurance Company (f/k/a AIG Excess Liability Insurance Company Ltd.), Chartis Specialty Insurance Company (f/k/a American International Specialty Lines Insurance Company), Landmark Insurance Company, Lexington Insurance Company, AIU Insurance Company, American International Reinsurance Company, Ltd. and American Home Assurance Company, National Union Fire Insurance Company of Pittsburgh, Pa., New Hampshire Insurance Company and Chartis Overseas Limited acting as members of the Chartis Overseas Association as respects business written or assumed by or from affiliated companies of Chartis Inc. (collectively, the Reinsureds), Eaglestone Reinsurance Company and National Indemnity Company.</u>	Incorporated by reference to Exhibit 10.6 to AIG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011 (File No. 1-8787).
	(10) <u>AIG 2013 Long-Term Incentive Plan (as amended September 2015)*</u>	Incorporated by reference to Exhibit 10.35 to AIG's Annual Report on Form 10-K for the year ended December 31, 2015 (File No. 1-8787).
	(11) <u>Form of 2015 Performance Share Units Award Agreement*</u>	Incorporated by reference to Exhibit 10.5 to AIG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 (File No. 1-8787).
	(12) <u>AIG Clawback Policy*</u>	Incorporated by reference to Exhibit 10.3 to AIG's Current Report on Form 8-K filed with the SEC on March 27, 2013 (File No. 1-8787).

(13) <u>AIG Annual Short-Term Incentive Plan (as amended and restated effective March 1, 2016)*</u>	Incorporated by reference to Exhibit 10.43 on AIG's Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 1-8787).
(14) <u>AIG 2013 Omnibus Incentive Plan*</u>	Incorporated by reference to Appendix B in AIG's Definitive Proxy Statement on Schedule 14A, dated April 4, 2013 (File No. 1-8787).
(15) <u>Form of AIG 2013 Omnibus Incentive Plan Non-Employee Director DSU Award Agreement*</u>	Incorporated by reference to Exhibit 10.52 to AIG's Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 1-8787).
(16) <u>Aggregate Excess of Loss Reinsurance Agreement, dated January 20, 2017, by and between AIG Assurance Company, AIG Property Casualty Company, AIG Specialty Insurance Company, AIU Insurance Company, American Home Assurance Company, Commerce and Industry Insurance Company, Granite State Insurance Company, Illinois National Insurance Co., Lexington Insurance Company, National Union Fire Insurance Company of Pittsburgh, Pa., New Hampshire Insurance Company and The Insurance Company Of The State Of Pennsylvania and National Indemnity Company (portions of this exhibit have been redacted pursuant to a request for confidential treatment).</u>	Incorporated by reference to Exhibit 10.1 to AIG's Current Report on Form 8-K filed with the SEC on February 14, 2017 (File No. 1-8787).
(17) <u>Trust Agreement, dated January 20, 2017, by and among National Union Fire Insurance Company of Pittsburgh, Pa., National Indemnity Company, and Wells Fargo Bank, National Association (portions of this exhibit have been redacted pursuant to a request for confidential treatment).</u>	Incorporated by reference to Exhibit 10.2 to AIG's Current Report on Form 8-K filed with the SEC on February 14, 2017 (File No. 1-8787).
(18) <u>Parental Guarantee Agreement, dated January 20, 2017, by Berkshire Hathaway Inc. in favor of National Union Fire Insurance Company of Pittsburgh, Pa.</u>	Incorporated by reference to Exhibit 10.3 to AIG's Current Report on Form 8-K filed with the SEC on February 14, 2017 (File No. 1-8787).
(19) <u>Form of AIG Long Term Incentive Award Agreement (as of March 2017)*</u>	Incorporated by reference to Exhibit 10.2 to AIG's Current Report on Form 8-K filed with the SEC on March 17, 2017 (File No. 1-8787).
(20) <u>Letter Agreement, dated July 22, 2015, between AIG and Douglas A. Dachille*</u>	Incorporated by reference to Exhibit 10.9 to AIG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 (File No. 1-8787).
(21) <u>Non-Solicitation and Non-Disclosure Agreement, dated July 22, 2015, between AIG and Douglas A. Dachille*</u>	Incorporated by reference to Exhibit 10.10 to AIG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 (File No. 1-8787).
(22) <u>Form of Stock Option Award Agreement, between American International Group, Inc. and Brian Duperreault*</u>	Incorporated by reference to Exhibit 10.2 to AIG's Current Report on Form 8-K filed with the SEC on May 15, 2017 (File No. 1-8787).
(23) <u>Non-Solicitation and Non-Disclosure Agreement, dated July 5, 2017, between American International Group, Inc. and Peter Zaffino*</u>	Incorporated by reference to Exhibit 10.1 to AIG's Current Report on Form 8-K filed with the SEC on July 6, 2017 (File No. 1-8787).
(24) <u>Form of Stock Option Award Agreement, between American International Group, Inc. and Peter Zaffino*</u>	Incorporated by reference to Exhibit 10.2 to AIG's Current Report on Form 8-K filed with the SEC on July 6, 2017 (File No. 1-8787).
(25) <u>Form of Long Term Incentive Stock Option Award Agreement*</u>	Incorporated by reference to Exhibit 10.60 to AIG's Annual Report on Form 10-K for the year ended December 31, 2017 (File No. 1-8787).
(26) <u>AIG Long Term Incentive Plan (as amended March 2018)*</u>	Incorporated by reference to Exhibit 10.2 to AIG's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018 (File No. 1-8787).
(27) <u>Description of Non-Management Director Compensation*</u>	Incorporated by reference to "Compensation of Directors" in AIG's Definitive Proxy Statement on Schedule 14A, dated March 27, 2018 (File No. 1-8787).

(28)	<u>Letter Agreement, dated May 10, 2018, between AIG and Mark Lyons*</u>	Incorporated by reference to Exhibit 10.1 to AIG's Current Report on Form 8-K/A, Amendment No. 1, filed with the SEC on December 14, 2018 (File No. 1-8787).
(29)	<u>Non-Solicitation and Non-Disclosure Agreement, dated May 13, 2018, between AIG and Mark Lyons*</u>	Incorporated by reference to Exhibit 10.2 to AIG's Current Report on Form 8-K/A, Amendment No. 1, filed with the SEC on December 14, 2018 (File No. 1-8787).
(30)	<u>Form of AIG Long Term Incentive Award Agreement (as of April 2019)*</u>	Incorporated by reference to Exhibit 10.1 to AIG's Quarterly Report on Form 10-Q, filed with the SEC on May 7, 2019 (File No. 1-8787).
(31)	<u>Form of AIG Long Term Incentive Award Agreement (as of January 2020)*</u>	Incorporated by reference to Exhibit 10.49 to AIG's Annual Report on Form 10-K, filed with the SEC on February 21, 2020 (File No. 1-8787).
(32)	<u>Amended and Restated Combination Coinsurance and Modified Coinsurance Agreement by and between American General Life Insurance Company and Fortitude Reinsurance Company, Ltd., effective as of June 1, 2020</u>	Incorporated by reference to Exhibit 10.1 to AIG's Quarterly Report on Form 10-Q, filed with the SEC on August 4, 2020 (File No. 1-8787).
(33)	<u>Amended and Restated Non-Qualified Pension Plan (as amended July 2020)</u>	Incorporated by reference to Exhibit 10.2 to AIG's Quarterly Report on Form 10-Q, filed with the SEC on August 4, 2020 (File No. 1-8787).
(34)	<u>Amendment to Fourth Amended and Restated Credit Agreement, dated November 23, 2020</u>	Filed herewith.
(35)	<u>AIG 2012 Executive Severance Plan (as amended and restated February 2021)*</u>	Filed herewith.
(36)	<u>AIG Long Term Incentive Plan (as amended and restated February 2021)*</u>	Filed herewith.
(37)	<u>AIG Non-Qualified Retirement Income Plan (as amended and restated February 2021)*</u>	Filed herewith.
(38)	<u>Letter Agreement, dated February 11, 2021, between AIG and Peter S. Zaffino*</u>	Filed herewith.
(39)	<u>Letter Agreement, dated February 11, 2021, between AIG and Brian Duperreault*</u>	Filed herewith.
21	<u>Subsidiaries of Registrant</u>	Filed herewith.
22	Guaranteed Securities	None.
23	<u>Consent of Independent Registered Public Accounting Firm</u>	Filed herewith.
24	<u>Powers of attorney</u>	Included on signature page and filed herewith.
31	<u>Rule 13a-14(a)/15d-14(a) Certifications</u>	Filed herewith.
32	<u>Section 1350 Certifications**</u>	Filed herewith.
101	Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Consolidated Balance Sheets as of December 31, 2020 and December 31, 2019, (ii) the Consolidated Statements of Income for the three years ended December 31, 2020, (iii) the Consolidated Statements of Equity for the three years ended December 31, 2020, (iv) the Consolidated Statements of Cash Flows for the three years ended December 31, 2020, (v) the Consolidated Statements of Comprehensive Income (Loss) for the three years ended December 31, 2020 and (vi) the Notes to the Consolidated Financial Statements.	Filed herewith.

* This exhibit is a management contract or a compensatory plan or arrangement.

** This information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

ITEM 16 | Form 10-K Summary

None.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized, on the 19th of February, 2021.

AMERICAN INTERNATIONAL GROUP, INC.

By /S/ BRIAN DUPERRAULT

(Brian Duperreault, Chief Executive Officer)

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Brian Duperreault and Mark D. Lyons, and each of them severally, his or her true and lawful attorney-in-fact, with full power of substitution and resubstitution, to sign in his or her name, place and stead, in any and all capacities, to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Exchange Act of 1934, as amended, and any rules, regulations and requirements of the U.S. Securities and Exchange Commission in connection with this Annual Report on Form 10-K and any and all amendments hereto, as fully for all intents and purposes as he or she might or could do in person, and hereby ratifies and confirms all said attorneys-in-fact and agents, each acting alone, and his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this Annual Report on Form 10-K has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on the 19th of February, 2021.

SIGNATURE

TITLE

/S/ BRIAN DUPERREAUULT
(Brian Duperreault)

**Chief Executive Officer and Director
(Principal Executive Officer)**

/S/ PETER S. ZAFFINO
(Peter S. Zaffino)

President and Global Chief Operating Officer and Director

/S/ MARK D. LYONS
(Mark D. Lyons)

**Executive Vice President and Chief Financial Officer
(Principal Financial Officer)**

/S/ ELIAS F. HABAYEB
(Elias F. Habayeb)

**Senior Vice President, Deputy Chief Financial Officer and Chief
Accounting Officer, AIG and Chief Financial Officer, General
Insurance
(Principal Accounting Officer)**

/S/ W. DON CORNWELL
(W. Don Cornwell)

Director

/S/ JOHN H. FITZPATRICK
(John H. Fitzpatrick)

Director

/S/ WILLIAM G. JURGENSEN
(William G. Jurgensen)

Director

/S/ CHRISTOPHER S. LYNCH
(Christopher S. Lynch)

Director

/S/ HENRY S. MILLER
(Henry S. Miller)

Director

/S/ LINDA A. MILLS
(Linda A. Mills)

Director

/S/ THOMAS F. MOTAMED
(Thomas F. Motamed)

Director

/S/ PETER R. PORRINO
(Peter R. Porrino)

Director

/S/ AMY L. SCHIOLDAGER
(Amy L. Schioldager)

Director

/S/ DOUGLAS M. STEENLAND
(Douglas M. Steenland)

Director

/S/ THERESE M. VAUGHAN
(Therese M. Vaughan)

Director

Summary of Investments – Other than Investments in Related Parties

Schedule I

At December 31, 2020		Amount at which shown in the Balance Sheet	
(in millions)	Cost ^(a)	Fair Value	
Fixed maturities:			
U.S. government and government sponsored entities	\$ 5,485	\$ 5,971	\$ 5,971
Obligations of states, municipalities and political subdivisions	13,915	16,124	16,124
Non-U.S. governments	14,231	15,345	15,345
Public utilities	20,567	23,420	23,420
All other corporate debt securities	129,556	145,890	145,890
Mortgage-backed, asset-backed and collateralized	65,874	70,037	70,037
Total fixed maturity securities	249,628	276,787	276,787
Equity securities and mutual funds:			
Common stock:			
Public utilities	1	1	1
Banks, trust and insurance companies	187	187	187
Industrial, miscellaneous and all other	579	579	579
Total common stock	767	767	767
Preferred stock	13	13	13
Mutual funds	276	276	276
Total equity securities and mutual funds	1,056	1,056	1,056
Mortgage and other loans receivable, net of allowance	45,562	48,636	45,562
Other invested assets	19,816	19,060	19,060
Short-term investments, at cost (approximates fair value)	18,203	18,203	18,203
Derivative assets^(b)	774	774	774
Total investments	\$ 335,039	\$ 364,516	\$ 361,442

(a) Original cost of fixed maturities is reduced by repayments and adjusted for amortization of premiums or accretion of discounts.

(b) The balance is reported in Other assets.

Condensed Financial Information of Registrant Balance Sheets – Parent Company Only

Schedule II

December 31, (in millions)	2020	2019
Assets:		
Short-term investments ^(a)	\$ 6,918	\$ 3,329
Other investments	4,227	4,804
Total investments	11,145	8,133
Cash	3	2
Loans to subsidiaries ^(b)	36,981	35,352
Due from affiliates - net ^(b)	1,531	1,504
Intercompany tax receivable ^(b)	978	3,121
Deferred income taxes	8,525	9,426
Investment in consolidated subsidiaries ^(b)	41,294	39,921
Other assets ^(c)	313	340
Total assets	\$ 100,770	\$ 97,799
Liabilities:		
Due to affiliate ^(b)	\$ 3,224	\$ 3,231
Intercompany tax payable ^(b)	2,669	2,700
Notes and bonds payable	23,068	20,467
Junior subordinated debt	1,561	1,542
Series AIGFP matched notes and bonds payable	21	21
Loans from subsidiaries ^(b)	735	715
Other liabilities (includes intercompany derivative liabilities of \$0 in 2020 and \$33 in 2019)	3,130	3,448
Total liabilities	34,408	32,124
AIG Shareholders' equity:		
Preferred stock	485	485
Common stock	4,766	4,766
Treasury stock	(49,322)	(48,987)
Additional paid-in capital	81,418	81,345
Retained earnings	15,504	23,084
Accumulated other comprehensive income	13,511	4,982
Total AIG shareholders' equity	66,362	65,675
Total liabilities and equity	\$ 100,770	\$ 97,799

(a) At December 31, 2020 and 2019, included restricted cash of \$0 million and \$102 million, respectively.

(b) Eliminated in consolidation.

(c) At December 31, 2020 and 2019, included restricted cash of \$1 million and \$1 million, respectively.

See accompanying Notes to Condensed Financial Information of Registrant.

Condensed Financial Information of Registrant (Continued)

Statements of Income – Parent Company Only

Schedule II

Years Ended December 31, (in millions)	2020	2019	2018
Revenues:			
Equity in undistributed net income (loss) of consolidated subsidiaries ^(a)	\$ (2,569)	\$ 44	\$ (5,160)
Dividend income from consolidated subsidiaries ^(a)	1,797	3,819	4,580
Interest income ^(b)	348	1,034	961
Net realized capital losses	(149)	(3)	(49)
Other income	(1)	125	26
Expenses:			
Interest expense	1,043	985	954
Net loss on extinguishment of debt	2	-	-
Net loss on sale of divested businesses	4,010	1	3
Other expenses	980	728	800
Income (loss) from continuing operations before income tax benefit	(6,609)	3,305	(1,399)
Income tax benefit	(667)	(45)	(1,433)
Net income (loss)	(5,942)	3,350	34
Loss from discontinued operations	(2)	(2)	(40)
Net income (loss) attributable to AIG Parent Company	\$ (5,944)	\$ 3,348	\$ (6)

(a) Eliminated in consolidation.

(b) Includes interest income on intercompany borrowings of \$295 million, \$904 million and \$840 million on December 31, 2020, 2019 and 2018, respectively, eliminated in consolidation.

See accompanying Notes to Condensed Financial Information of Registrant.

Condensed Financial Information of Registrant (Continued)

Statements of Comprehensive Income – Parent Company Only

Schedule II

Years Ended December 31, (in millions)	2020	2019	2018
Net income (loss)	\$ (5,944)	\$ 3,348	\$ (6)
Other comprehensive income (loss)	8,529	6,395	(6,302)
Total comprehensive income (loss) attributable to AIG	\$ 2,585	\$ 9,743	\$ (6,308)

See accompanying Notes to Condensed Financial Information of Registrant.

Condensed Financial Information of Registrant (Continued)

Statements of Cash Flows – Parent Company Only

Schedule II

Years Ended December 31,

(in millions)	2020	2019	2018
Net cash provided by (used in) operating activities	\$ (30)	\$ 3,484	\$ 1,256
Cash flows from investing activities:			
Sales and maturities of investments	5,181	2,313	5,587
Sales of divested businesses	2,225	-	-
Purchase of investments	(3,250)	(2,957)	(1,980)
Net change in short-term investments	(3,559)	(2,170)	1,533
Contributions from (to) subsidiaries - net	(964)	(237)	1
Acquisition of businesses	-	-	(5,475)
Loans to subsidiaries - net	(22)	513	868
Other, net	(402)	67	(73)
Net cash provided by (used in) investing activities	(791)	(2,471)	461
Cash flows from financing activities:			
Issuance of long-term debt	4,065	595	2,470
Repayments of long-term debt	(1,696)	(1,006)	(1,493)
Issuance of preferred stock	-	485	-
Cash dividends paid on preferred stock	(29)	(22)	-
Cash dividends paid on common stock	(1,103)	(1,114)	(1,138)
Loans from subsidiaries - net	16	93	90
Purchase of common stock	(500)	-	(1,739)
Other, net	(33)	(66)	212
Net cash provided by (used in) financing activities	720	(1,035)	(1,598)
Change in cash and restricted cash	(101)	(22)	119
Cash and restricted cash at beginning of year	105	127	8
Cash and restricted cash at end of year	\$ 4	\$ 105	\$ 127

Supplementary disclosure of cash flow information:

	Years Ended December 31,		
(in millions)	2020	2019	2018
Cash	\$ 3	\$ 2	\$ 2
Restricted cash included in Short-term investments	-	102	124
Restricted cash included in Other assets	1	1	1
Total cash and restricted cash shown in Statements of Cash Flows – Parent Company Only	\$ 4	\$ 105	\$ 127

Cash (paid) received during the period for:

Interest:			
Third party	\$ (1,014)	\$ (941)	\$ (914)
Intercompany	-	(3)	1
Taxes:			
Income tax authorities	(466)	(11)	(32)
Intercompany	1,592	1,179	895
Intercompany non-cash financing and investing activities:			
Capital contributions	333	15	2,369
Return of capital	-	15	2,706
Dividends received in the form of securities	879	702	745

See accompanying Notes to Condensed Financial Information of Registrant.

NOTES TO CONDENSED FINANCIAL INFORMATION OF REGISTRANT

American International Group, Inc.'s (the Registrant) investments in consolidated subsidiaries are stated at cost plus equity in undistributed income of consolidated subsidiaries. The accompanying condensed financial statements of the Registrant should be read in conjunction with the consolidated financial statements and notes thereto of American International Group, Inc. and subsidiaries included in the Registrant's 2020 Annual Report on Form 10-K for the year ended December 31, 2020 (Annual Report on Form 10-K) filed with the Securities and Exchange Commission on February 19, 2021.

The Registrant includes in its Statement of Income dividends from its subsidiaries and equity in undistributed income (loss) of consolidated subsidiaries, which represents the net income (loss) of each of its wholly-owned subsidiaries.

The five-year debt maturity schedule is incorporated by reference from Note 15 to Consolidated Financial Statements.

The Registrant files a consolidated federal income tax return with certain subsidiaries and acts as an agent for the consolidated tax group when making payments to the Internal Revenue Service. The Registrant and its subsidiaries have adopted, pursuant to a written agreement, a method of allocating consolidated Federal income taxes. Amounts allocated to the subsidiaries under the written agreement are included in Due from affiliates in the accompanying Condensed Balance Sheets.

Income taxes in the accompanying Condensed Balance Sheets are composed of the Registrant's current and deferred tax assets, the consolidated group's current income tax receivable and deferred taxes related to tax attribute carryforwards of AIG's U.S. consolidated income tax group.

For additional information see Note 22 to the Consolidated Financial Statements.

The consolidated U.S. deferred tax asset for net operating loss and tax credit carryforwards are recorded by the Parent Company, which files the consolidated U.S. Federal income tax return, and are not allocated to its subsidiaries. Generally, as, and if, the consolidated net operating losses and other tax attribute carryforwards are utilized, the intercompany tax balance will be settled with the subsidiaries.

Supplementary Insurance Information

Schedule III

At December 31, 2020 and 2019

Segment (in millions)		Deferred Policy Acquisition Costs		Liability for Unpaid Losses and Loss Adjustment Expenses, Future Policy Benefits		Unearned Premiums		Policy and Contract Claims
2020								
General Insurance	\$	2,489	\$	74,315	\$	18,595	\$	-
Life and Retirement		7,316		48,864		57		1,336
Other Operations ^(a)		-		5,638		8		42
	\$	9,805	\$	128,817	\$	18,660	\$	1,378
2019								
General Insurance	\$	2,632	\$	74,821	\$	18,237	\$	-
Life and Retirement		8,575		48,388		-		963
Other Operations ^(a)		-		5,631		32		30
	\$	11,207	\$	128,840	\$	18,269	\$	993

For the years ended December 31, 2020, 2019 and 2018

Segment (in millions)		Premiums and Policy Fees		Net Investment Income		Losses and Loss Expenses Incurred, Benefits		Amortization of Deferred Policy Acquisition Costs		Other Operating Expenses		Net Premiums Written ^(b)
2020												
General Insurance	\$	23,662	\$	2,925	\$	16,803	\$	3,538	\$	4,345	\$	22,959
Life and Retirement		7,498		8,881		10,435		632		2,522		-
Other Operations ^(a)		280		1,825		1,190		41		1,529		497
	\$	31,440	\$	13,631	\$	28,428	\$	4,211	\$	8,396	\$	23,456
2019												
General Insurance	\$	26,438	\$	3,444	\$	17,246	\$	4,482	\$	4,621	\$	25,092
Life and Retirement		6,712		8,733		9,427		672		2,542		-
Other Operations ^(a)		426		2,442		2,561		10		1,374		362
	\$	33,576	\$	14,619	\$	29,234	\$	5,164	\$	8,537	\$	25,454
2018												
General Insurance	\$	27,505	\$	2,843	\$	20,824	\$	4,596	\$	5,222	\$	26,407
Life and Retirement		5,489		8,238		7,993		700		2,478		-
Other Operations ^(a)		411		2,005		2,349		90		1,602		390
	\$	33,405	\$	13,086	\$	31,166	\$	5,386	\$	9,302	\$	26,797

(a) Includes consolidation and elimination entries and reconciling items from adjusted pre-tax income to pre-tax income. See Note 3 to the Consolidated Financial Statements.

(b) Balances reflect the segment changes discussed in Note 3 to the Consolidated Financial Statements.

Reinsurance

Schedule IV

At December 31, 2020, 2019 and 2018 and for the years then ended

<i>(in millions)</i>	Gross Amount	Ceded to Other Companies	Assumed from Other Companies	Net Amount	Percent of Amount Assumed to Net
2020					
Long-duration insurance in force	\$ 1,243,389	\$ 292,517	\$ 225	\$ 951,097	- %
Premiums Earned:					
General Insurance companies	\$ 28,596	\$ 10,435	\$ 5,984	\$ 24,145	24.8 %
Life and Retirement companies	4,381	1,061	1,058	4,378	24.2
Total	\$ 32,977	\$ 11,496	\$ 7,042	\$ 28,523	24.7 %
2019					
Long-duration insurance in force	\$ 1,185,771	\$ 264,732	\$ 279	\$ 921,318	- %
Premiums Earned:					
General Insurance companies	\$ 30,017	\$ 9,526	\$ 6,395	\$ 26,886	23.8 %
Life and Retirement companies	4,363	916	228	3,675	6.2
Total	\$ 34,380	\$ 10,442	\$ 6,623	\$ 30,561	21.7 %
2018					
Long-duration insurance in force	\$ 1,094,774	\$ 228,846	\$ 300	\$ 866,228	- %
Premiums Earned:					
General Insurance companies	\$ 31,450	\$ 8,164	\$ 4,638	\$ 27,924	16.6 %
Life and Retirement companies	3,489	855	56	2,690	2.1
Total	\$ 34,939	\$ 9,019	\$ 4,694	\$ 30,614	15.3 %

Valuation and Qualifying Accounts

Schedule V

For the years ended December 31, 2020, 2019 and 2018

<i>(in millions)</i>	Balance, Beginning of year	Initial Allowance Upon CECL Adoption	Charged to Costs and Expenses	Charge Offs	Acquisitions	Other Changes*	Balance, End of year
2020							
Allowance for mortgage and other loans receivable	\$ 438	\$ 318	\$ 75	\$ (17)	\$ -	\$ -	\$ 814
Allowance for premiums and insurances balances receivable	178	34	6	(12)	-	(1)	205
Allowance for reinsurance assets	151	172	12	(9)	-	-	326
Federal and foreign valuation allowance for deferred tax assets	1,425	-	(65)	-	-	(30)	1,330
2019							
Allowance for mortgage and other loans receivable	\$ 397	\$ -	\$ 46	\$ (5)	\$ -	\$ -	\$ 438
Allowance for premiums and insurances balances receivable	216	-	(25)	(23)	-	10	178
Allowance for reinsurance assets	140	-	20	(11)	-	2	151
Federal and foreign valuation allowance for deferred tax assets	1,779	-	(44)	-	-	(310)	1,425
2018							
Allowance for mortgage and other loans receivable	\$ 322	\$ -	\$ 93	\$ (19)	\$ -	\$ 1	\$ 397
Allowance for premiums and insurances balances receivable	236	-	2	(20)	-	(2)	216
Allowance for reinsurance assets	187	-	(8)	(45)	8	(2)	140
Federal and foreign valuation allowance for deferred tax assets	1,374	-	21	-	82	302	1,779

* Includes recoveries of amounts previously charged off and reclassifications to/from other accounts.

American International Group, Inc.
Description of Registrant's Securities

As of December 31, 2020, AIG had the following classes of securities registered under Section 12 of the Securities Exchange Act of 1934 (the "Exchange Act"): (i) our common stock; (ii) warrants, which expired on January 19, 2021; (iii) stock purchase rights; (iv) depositary shares (the "Depositary Shares"), each representing a 1/1,000th interest in a share of 5.85% non-cumulative perpetual preferred stock, Series A (the "Series A Preferred Stock"); (v) 5.75% Series A-2 Junior Subordinated Debentures and 4.875% Series A-3 Junior Subordinated Debentures. All of our registered securities are listed on the New York Stock Exchange.

I. Common Stock, Par Value \$2.50 Per Share

The following description of the Company's common stock and the relevant provisions of the Company's amended and restated certificate of incorporation and amended and restated bylaws are summaries and are qualified in their entirety by reference to the Company's amended and restated certificate of incorporation and amended and restated bylaws.

General

Under our amended and restated certificate of incorporation, we are authorized to issue 5,000,000,000 shares of common stock a par value of \$2.50 per share. All of the outstanding shares of our common stock are fully paid and nonassessable.

Dividends

Subject to the prior rights of the holders of shares of preferred stock that may be issued and outstanding, the holders of common stock are entitled to receive dividends when, as and if declared by our board of directors out of funds legally available for the payment of dividends.

Ranking

Subject to the prior rights of the holders of shares of preferred stock that may be issued and outstanding, in the event of dissolution of AIG, the holders of common stock are entitled to share ratably in all assets legally available for distribution to our stockholders.

Voting Rights

Each holder of common stock is entitled to one vote for each share held of record on all matters presented to a vote at a shareholders meeting, including the election of directors (except for preferred stock directors, as defined below under "Description of Preferred Stock-Voting Rights-Right to Elect Two Directors on Nonpayment of Dividends"). Holders of common stock have no cumulative voting rights or preemptive rights to purchase or subscribe for any additional shares of common stock or other securities, and there are no conversion rights or redemption or sinking fund provisions with respect to the common stock. Authorized but unissued shares of common stock may be issued without shareholder approval, subject to NYSE listing rules.

Certification

AIG has adopted direct company registration of its common stock. Holders of shares of common stock will not receive stock certificates evidencing their share ownership. Instead, they are provided with a statement reflecting the number of shares registered in their accounts.

The transfer agent for our common stock is Equiniti Trust Company, as successor to Wells Fargo Shareowner Services, a former division of Wells Fargo Bank, N.A.

II. Warrants (expired January 19, 2021)

On January 19, 2011, we issued to the holders of record of our common stock on January 13, 2011, by means of a dividend, 10-year warrants (the “Dividend Warrants”) to purchase a total of up to 74,997,777.598 shares of our common stock at an initial exercise price of \$45.00 per share. The exercise price and number of shares of common stock receivable upon warrant exercise were subject to anti-dilution adjustment under the following circumstances: (i) the issuance of our common stock as a dividend or distribution to all holders of our common stock, or a subdivision or combination of our common stock, (ii) the issuance to all holders of our common stock of certain rights, options or warrants entitling them for a period expiring 60 days or less from the date of issuance of such rights, options or warrants to purchase shares of our common stock at less than the then-current market price of our common stock, (iii) the dividend or other distribution to holders of our common stock of shares of capital stock of the Company (other than our common stock), rights to acquire capital stock of the Company or evidences of the Company’s indebtedness or the Company’s assets issuance of capital stock as dividend, (iv) a distribution consisting exclusively of cash to all holders of our common stock that exceeds a certain annual threshold, or (v) we conduct a tender offer in which the number of shares of our common stock purchased exceeds 30% of the number of shares of our common stock outstanding on the tender offer expiration date and the consideration for the tender offer exceeds the value weighted average price per share of our common stock on the trading day next succeeding the tender offer expiration date. For a complete description of the circumstances triggering the anti-dilution adjustment and the applicable anti-dilution adjustment formulas, see Section 4 of the Warrant Agreement, dated January 6, 2011, between Equiniti Trust Company, as successor to Wells Fargo Shareowner Services, a former division of Wells Fargo Bank, N.A., as Warrant Agent, and us. The exercise price and number of shares of common stock receivable upon warrant exercise have previously been adjusted. As of December 31, 2020, there were 55,940,355 Dividend Warrants outstanding. The Dividend Warrants expired on January 19, 2021.

III. Stock Purchase Rights

Our board of directors adopted our Tax Asset Protection Plan on March 9, 2011 and amendments thereto on January 8, 2014, December 14, 2016 and December 11, 2019, all of which were ratified by our shareholders at our annual meetings of shareholders for 2011, 2014, 2017 and 2020, respectively (as so amended, the “Tax Asset Protection Plan”). Subject to certain limited exceptions, the Tax Asset Protection Plan is intended to act as a deterrent to any person or group acquiring 4.99 percent or more of our outstanding common stock (an “Acquiring Person”) without the approval of our board of directors. Our board of directors may, in its sole discretion, exempt any person or group from being deemed an Acquiring Person for purposes of the Tax Asset Protection Plan with respect to which it receives, at its request, a report from our advisors to the effect that such exemption would not create a significant risk of material adverse tax consequences to us, or our board of directors otherwise determines it is in our best interests. The following is a summary of the Tax Asset Protection Plan and does not purport to be complete. It is qualified in its entirety by reference to the Tax Asset Protection Plan, which we encourage you to read for additional information.

The Rights

In connection with the initial adoption of the Tax Asset Protection Plan, our board of directors previously issued a dividend of one right per each outstanding share of our common stock payable to our shareholders of record as of the close of business on March 18, 2011 and to holders of AIG common stock issued after that date. Subject to the terms, provisions and conditions of the Tax Asset Protection Plan, if these rights become exercisable, each right would initially represent the right to purchase from us one ten-thousandth of a share of our Participating Preferred Stock, par value \$5.00 per share (the “Participating Preferred Stock”), for a purchase price of \$185.00 per right (the “Exercise Price”). If issued, each one ten-thousandth of a share of Participating Preferred Stock would generally give a shareholder approximately the same dividend, voting and liquidation rights as does one share of our common stock. However, prior to exercise, a right does not give its holder any rights as a shareholder, including without limitation any dividend, voting or liquidation rights.

Exercisability

The rights are not exercisable until the earlier of (i) a public announcement by us that a person or group has become an Acquiring Person (the date of such public announcement is referred to herein as the “Stock Acquisition Date”) and (ii) 10 business days after the commencement of a tender or exchange offer by a person or group if upon consummation of the offer the person or group would Beneficially Own 4.99 percent or more of our outstanding common stock. We refer to the date on which the rights become exercisable as the “Separation Time”.

Until the Separation Time, our common stock certificates (or the registration of uncertificated shares on our stock transfer books) will evidence the rights and may contain a notation to that effect. Any transfer of shares of our common stock prior to the Separation Time will constitute a transfer of the associated rights. After the Separation Time, the rights may be transferred other than in connection with the transfer of the underlying shares of our common stock.

If there is an Acquiring Person on the Separation Time or a person or group becomes an Acquiring Person after the Separation Time, each holder of a right, other than rights that are or were Beneficially Owned by an Acquiring Person (which will be void), will thereafter have the right to receive upon exercise of a right and payment of the Exercise Price that number of shares of our common stock (or, at AIG’s election, Participating Preferred Stock) having a market value of two times the exercise price of the right.

Exchange

At any time after the Stock Acquisition Date, provided the Acquiring Person does not hold 50 percent or more of the outstanding common stock, our board of directors may exchange the rights, other than rights that are or were Beneficially Owned by an Acquiring Person (which will be void), in whole or in part, at an exchange ratio equal to one share of our common stock (or one ten-thousandth of a share of Participating Preferred Stock) per right.

Redemption

At any time until the Stock Acquisition Date, the board of directors may redeem all of the then-outstanding rights in whole, but not in part, at a price of \$0.001 per right, subject to adjustment (the “Redemption Price”). Immediately upon action of the board of directors ordering redemption of the rights, the right to exercise the rights will terminate, and the only right of the holders of rights will be to receive the Redemption Price.

Anti-Dilution Provisions

The Exercise Price and the number of outstanding rights are subject to anti-dilution adjustment under the following circumstances: (i) we declare or pay a dividend on common stock payable in common stock, (ii) we subdivide the outstanding common stock (iii) we combine the outstanding common stock into a smaller number of shares of common stock, or (iv) we issue or distribute any securities or assets in respect of, in lieu of or in exchange for common stock (other than pursuant to any non-extraordinary periodic cash dividend or a dividend paid solely in common stock) whether by dividend, in a reclassification or recapitalization.

Amendments

Any of the provisions of the Tax Asset Protection Plan may be amended by our board of directors at any time and in any manner.

Expiration

The rights issued pursuant to the Tax Asset Protection Plan will expire on the earliest of (i) the close of business on December 11, 2022, provided that the board of directors may determine to extend the Tax Asset Protection Plan prior to such date as long as the extension is submitted to our stockholders for ratification at the next succeeding annual meeting, (ii) the time at which the rights are redeemed, (iii) the time at which the rights are exchanged and (iv) the time at which our board of directors receives, at its request, a report from our advisors that the Tax Attributes (as defined in the Tax Asset Protection Plan) are utilized in all material respects or no longer available in any material aspect or that an ownership change under Section 382 or any applicable state law would not adversely impact in any material respect the time period in which we could use the Tax Attributes, or materially impair the amount of the Tax Attributes that could be used.

IV. Depositary Shares (each representing a 1/1000th interest in a share of Series A 5.85% Non-Cumulative Perpetual Preferred Stock)

The following description of our Series A 5.85% Non-Cumulative Perpetual Preferred Stock (“Series A Preferred Stock”) and the Depositary Shares (each representing a 1/1000th interest in a share of Series A Preferred Stock, the “Depositary Shares”) is a summary and does not purport to be complete. It is qualified in its entirety by reference to the Company’s amended and restated certificate of incorporation and amended and restated bylaws and the certificate of designations with respect to the Series A Preferred Stock.

Description of the Preferred Stock

General

Under our amended and restated certificate of incorporation, we have authority to issue up to 100,000,000 shares of serial preferred stock, par value \$5.00 per share. Our board of directors (or a duly authorized committee of the board) is authorized without further stockholder action to cause the issuance of shares of preferred stock, including the Series A Preferred Stock.

Any additional preferred stock may be issued from time to time in one or more series, each with such voting powers, such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as our board (or a duly authorized committee of the board) may determine prior to the time of issuance. We have the right to create and issue additional classes or series of stock ranking equally with or junior to the Series A Preferred Stock as to dividends and distribution of assets upon our liquidation, dissolution, or winding up without the consent of the holders of the Series A Preferred Stock, or the holders of the related Depositary Shares

The Series A Preferred Stock represents a single series of our authorized preferred stock. Shares of Series A Preferred Stock are fully paid and nonassessable.

The Series A Preferred Stock do not have any preemptive rights and is not convertible into, or exchangeable for, property or shares of our common stock or any other class or series of our other securities and is not subject to any sinking fund or any other obligation of us for their repurchase or retirement.

The number of authorized shares of the Series A Preferred Stock initially was 20,000 and the “stated amount” per share is \$25,000. The number of authorized shares may from time to time be increased (but not in excess of the total number of authorized shares of preferred stock, excluding shares of any other series of preferred stock authorized at the time of such increase) or decreased (but not below the number of shares of Series A Preferred Stock then outstanding) by resolution of the board (or a duly authorized committee of the board), without the vote or consent of the holders of the Series A Preferred Stock. Shares of Series A Preferred Stock that are redeemed, purchased or otherwise acquired by us will be cancelled and will revert to authorized but unissued shares of preferred stock undesignated as to series.

Ranking

With respect to the payment of dividends and distributions of assets upon any liquidation, dissolution or winding up, the Series A Preferred Stock ranks:

- senior to our common stock and any class or series of our stock that ranks junior to the Series A Preferred Stock in the payment of dividends or in the distribution of assets upon our voluntary or involuntary liquidation, dissolution or winding up (for purposes of this section, together with our common stock, “junior stock”);
- senior to or on a parity with each other series of our preferred stock we may issue (except for any senior series that may be issued upon the requisite vote or consent of the holders of at least two thirds of the shares of the Series A Preferred Stock at the time outstanding and entitled to vote, voting together with any other series of preferred stock that would be adversely affected by such issuance substantially in the same manner and entitled to vote as a single class in proportion to their respective stated amounts) with respect to the payment of dividends and distributions of assets upon any voluntary or involuntary liquidation, dissolution or winding up of AIG; and
- junior to all existing and future indebtedness and other non-equity claims on us.

Dividends

Holders of the Series A Preferred Stock are entitled to receive, when, as and if declared by our board (or a duly authorized committee of the board), but only out of funds legally available therefor, noncumulative cash dividends at the annual rate of 5.85% of the stated amount per share, and no more, payable quarterly in arrears on the fifteenth day of March, June, September and December, respectively,

in each year (for purposes of this section, each, a “dividend payment date”), with respect to the dividend period (or portion thereof) ending on the day preceding such respective dividend payment date, to holders of record on the 15th calendar day before such dividend payment date or such other record date not more than 30 nor less than 10 days preceding such dividend payment date fixed for that purpose by our board (or a duly authorized committee of the board) in advance of payment of each particular dividend. The amount of the dividend per share of the Series A Preferred Stock for each dividend period (or portion thereof) is calculated on the basis of a 360-day year consisting of twelve 30-day months. If any dividend payment date is not a business day, the applicable dividend will be paid on the first business day following that day without adjustment. We will not pay interest or any sum of money instead of interest on any dividend payment that may be in arrears on the Series A Preferred Stock.

For purposes of this section, “dividend period” means each period commencing on (and including) a dividend payment date and continuing to (but not including) the next succeeding dividend payment date.

For purposes of this section, a “business day” means each Monday, Tuesday, Wednesday, Thursday or Friday on which banking institutions in The City of New York are not authorized or obligated by law, regulation or executive order to close.

Dividends on shares of the Series A Preferred Stock are not cumulative and are not mandatory. If our board (or a duly authorized committee of the board) does not declare a dividend on the Series A Preferred Stock in respect of a dividend period, then holders of the Series A Preferred Stock will not be entitled to receive any dividends not declared by the board (or a duly authorized committee of the board) and no interest, or sum of money in lieu of interest, will be payable in respect of any dividend not so declared, whether or not our board (or a duly authorized committee of the board) declares a dividend on the Series A Preferred Stock or any other series of our preferred stock or on our common stock for any future dividend period.

Restrictions on Dividends, Redemption and Repurchases

So long as any share of the Series A Preferred Stock remains outstanding, unless dividends on all outstanding shares of the Series A Preferred Stock for the most recently completed dividend period have been paid in full or declared and a sum sufficient for the payment thereof has been set aside for payment, no dividend may be declared or paid or set aside for payment, and no distribution may be made, on any junior stock, including our common stock, other than a dividend payable solely in stock that ranks junior to the Series A Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of AIG.

If our board (or a duly authorized committee of the board) elects to declare only partial instead of full dividends for a dividend payment date and related dividend period on the shares of Series A Preferred Stock or any class or series of our stock that ranks on a parity with the Series A Preferred Stock in the payment of current dividends (“dividend parity stock”), then to the extent permitted by the terms of the Series A Preferred Stock and each outstanding series of dividend parity stock such partial dividends will be declared on shares of the Series A Preferred Stock and dividend parity stock, and dividends so declared will be paid, as to any such dividend payment date and related dividend period in amounts such that the ratio of the partial dividends declared and paid on each such series to full dividends on each such series is the same. As used in this paragraph, “full dividends” means, as to any dividend parity stock that bears dividends on a cumulative basis, the amount of dividends that would need to be declared and paid to bring such dividend parity stock current in dividends, including undeclared dividends for past dividend periods. To the extent a dividend period with respect to the Series A Preferred Stock or any series of dividend parity stock (in either case, the “first series”) coincides with more than one dividend period with respect to another series as applicable (in either case, a “second series”), for purposes of the immediately

preceding sentence, our board (or a duly authorized committee of the board) may, to the extent permitted by the terms of each affected series, treat such dividend period for the first series as two or more consecutive dividend periods, none of which coincides with more than one dividend period with respect to the second series, or may treat such dividend period(s) with respect to any dividend parity stock and dividend period(s) with respect to the Series A Preferred Stock for purposes of the immediately preceding sentence in any other manner that it deems to be fair and equitable in order to achieve ratable payments of dividends on such dividend parity stock and the Series A Preferred Stock.

Subject to the foregoing, and not otherwise, such dividends (payable in cash, stock or otherwise) as may be determined by our board (or a duly authorized committee of the board) may be declared and paid on any common stock or junior stock from time to time out of any funds legally available therefor, and the shares of Series A Preferred Stock will not be entitled to participate in any such dividend.

So long as any share of the Series A Preferred Stock remains outstanding, unless dividends on all outstanding shares of the Series A Preferred Stock for the most recently completed dividend period have been paid in full or declared and a sum sufficient for the payment thereof has been set aside for payment, no monies may be paid or made available for a sinking fund for the redemption or retirement of junior stock, nor will any shares of junior stock be purchased, redeemed or otherwise acquired for consideration by us, directly or indirectly, other than:

- as a result of (x) a reclassification of junior stock, or (y) the exchange or conversion of one share of junior stock for or into another share of stock that ranks junior to the Series A Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of AIG; or
- through the use of the proceeds of a substantially contemporaneous sale of other shares of stock that ranks junior to the Series A Preferred Stock in the payment of dividends and in the distribution of assets on any liquidation, dissolution or winding up of AIG.

Redemption

The Series A Preferred Stock is perpetual and has no maturity date. We may redeem the Series A Preferred Stock at our option:

- in whole, but not in part, at any time prior to March 15, 2024, within 90 days after the occurrence of a “rating agency event,” at a redemption price equal to \$25,500 per share of the Series A Preferred Stock (equivalent to \$25.50 per Depositary Share), plus an amount equal to any dividends per share that have been declared but not paid prior to the redemption date (with no amount in respect of any dividends that have not been declared prior to such date), or
- (i) in whole, but not in part, at any time prior to March 15, 2024, within 90 days after the occurrence of a “regulatory capital event,” or (ii) in whole or in part, from time to time, on or after March 15, 2024, in each case, at a redemption price equal to \$25,000 per share of the Series A Preferred Stock (equivalent to \$25.00 per Depositary Share), plus an amount equal to any dividends per share that have been declared but not paid prior to the redemption date (with no amount in respect of any dividends that have not been declared prior to such date).

For purposes of this section, “rating agency event” means that any nationally recognized statistical rating organization within the meaning of Section 3(a)(62) of the Exchange Act that then publishes a rating for us (a “rating agency”) amends, clarifies or changes the criteria it uses to assign equity credit to securities such as the Series A Preferred Stock, which amendment, clarification or change results in:

- the shortening of the length of time the Series A Preferred Stock is assigned a particular level of equity credit by that rating agency as compared to the length of time it would have been assigned that level of equity credit by that rating agency or its predecessor on the initial issuance of the Series A Preferred Stock; or
- the lowering of the equity credit (including up to a lesser amount) assigned to the Series A Preferred Stock by that rating agency as compared to the equity credit assigned by that rating agency or its predecessor on the initial issuance of the Series A Preferred Stock.

For purposes of this section, “regulatory capital event” means our good faith determination that, as a result of:

- any amendment to, or change in, the laws, rules or regulations of the United States or any political subdivision of or in the United States or any other governmental agency or instrumentality as may then have group-wide oversight of AIG’s regulatory capital that is enacted or becomes effective after the initial issuance of the Series A Preferred Stock,
- any proposed amendment to, or change in, those laws, rules or regulations that is announced or becomes effective after the initial issuance of the Series A Preferred Stock, or
- any official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws, rules or regulations that is announced after the initial issuance of the Series A Preferred Stock,

there is more than an insubstantial risk that the full liquidation preference (as defined below) per share of the Series A Preferred Stock outstanding from time to time would not qualify as capital (or a substantially similar concept) for purposes of any group capital standard to which we are or will be subject.

In case of any redemption of only part of the shares of Series A Preferred Stock at the time outstanding, the shares to be redeemed will be selected either pro rata from the holders of record of the Series A Preferred Stock in proportion to the number of shares of the Series A Preferred Stock held by such holders or by lot. Subject to the provisions of the certificate of designations relating to the Series A Preferred Stock, our board (or a duly authorized committee of the board) will have full power and authority to prescribe the terms and conditions on which shares of the Series A Preferred Stock will be redeemed from time to time. If we will have issued certificates for the Series A Preferred Stock and fewer than all shares represented by any certificates are redeemed, new certificates will be issued representing the unredeemed shares without charge to the holders thereof.

The Series A Preferred Stock is not subject to any mandatory redemption, sinking fund or other similar provisions. Holders of the Series A Preferred Stock have no right to require redemption of any shares of the Series A Preferred Stock.

Liquidation Rights

In the event of any liquidation, dissolution or winding up of the affairs of AIG, whether voluntary or involuntary, before any distribution or payment out of our assets may be made to or set aside for the holders of any junior stock, holders of the Series A Preferred Stock will be entitled to receive out of our assets legally available for distribution to our stockholders an amount equal to the stated amount per share, together with an amount equal to all dividends (if any) that have been declared but not paid prior to the date of payment (without any amount in respect of dividends that have not been declared prior to such payment date) (for purposes of this section, the “liquidation preference”).

If our assets are not sufficient to pay the liquidation preference in full to all holders of the Series A Preferred Stock and all holders of any class or series of our stock that ranks on a parity with the Series A Preferred Stock in the distribution of assets on liquidation, dissolution or winding up of AIG (for purposes of this section, the “liquidation preference parity stock”), the amounts paid to the holders of the Series A Preferred Stock and to the holders of all liquidation preference parity stock will be pro rata in accordance with the respective aggregate liquidation preferences of the Series A Preferred Stock and all such liquidation preference parity stock. In any such distribution, the “liquidation preference” of any holder of our stock other than the Series A Preferred Stock means the amount otherwise payable to such holder in such distribution (assuming no limitation on our assets available for such distribution), including an amount equal to any declared but unpaid dividends in the case of any holder of stock on which dividends accrue on a noncumulative basis and, in the case of any holder of stock on which dividends accrue on a cumulative basis, an amount equal to any unpaid, accrued, cumulative dividends, whether or not earned or declared, as applicable. If the liquidation preference has been paid in full to all holders of the Series A Preferred Stock and all holders of any liquidation preference parity stock, the holders of junior stock will be entitled to receive all of our remaining assets according to their respective rights and preferences.

For purposes of the liquidation rights, the merger, consolidation or other business combination of us with or into any other corporation, including a transaction in which the holders of the Series A Preferred Stock receive cash or property for their shares, or the sale, conveyance, lease, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all of our assets, will not constitute a liquidation, dissolution or winding up of AIG.

Voting Rights

Except as indicated below or otherwise required by law, the holders of the Series A Preferred Stock do not have any voting rights.

Right to Elect Two Directors on Nonpayment of Dividends

If and whenever dividends payable on the Series A Preferred Stock or any class or series of dividend parity stock having voting rights equivalent to those described in this paragraph (for purposes of this section, “voting parity stock”) have not been declared and paid (or, in the case of voting parity stock bearing dividends on a cumulative basis, will be in arrears) in an aggregate amount equal to full dividends for at least six quarterly dividend periods or their equivalent (whether or not consecutive) (for purposes of this section, a “nonpayment event”), the number of directors then constituting our board will be automatically increased by two and the holders of the Series A Preferred Stock, together with the holders of any outstanding voting parity stock then entitled to vote for additional directors, voting together as a single class in proportion to their respective stated amounts, will be entitled to elect the two additional directors (for purposes of this section, the “preferred stock directors”); provided that our board will at no time include more than two preferred stock directors (including, for purposes of this limitation, all directors that the holders of any series of voting preferred stock are entitled to elect pursuant to like voting rights).

In the event that the holders of the Series A Preferred Stock and such other holders of voting parity stock will be entitled to vote for the election of the preferred stock directors following a nonpayment event, such directors will be initially elected following such nonpayment event only at a special meeting called at the request of the holders of record of at least 20% of the stated amount of the Series A Preferred Stock and each other series of voting parity stock then outstanding (unless such request for a special meeting is received less than 90 days before the date fixed for the next annual or special meeting of our stockholders, in which event such election will be held only at such next annual or special meeting of stockholders), and at each subsequent annual meeting of our stockholders. Such request to call a special

meeting for the initial election of the preferred stock directors after a nonpayment event will be made by written notice, signed by the requisite holders of the Series A Preferred Stock or voting parity stock, and delivered to our secretary, or as may otherwise be required or permitted by applicable law. If our secretary fails to call a special meeting for the election of the preferred stock directors within 20 days of receiving proper notice, any holder of the Series A Preferred Stock may call such a meeting at our expense solely for the election of the preferred stock directors, and for this purpose and no other (unless provided otherwise by applicable law) such Series A Preferred Stock holder will have access to our stock ledger.

When (i) dividends have been paid regularly on the Series A Preferred Stock for at least one year after a nonpayment event, and (ii) the rights of holders of any voting parity stock to participate in electing the preferred stock directors will have ceased, the right of holders of the Series A Preferred Stock to participate in the election of preferred stock directors will cease (but subject always to the revesting of such voting rights in the case of any future nonpayment event), the terms of office of all the preferred stock directors will immediately terminate, and the number of directors constituting our board will automatically be reduced accordingly.

Any preferred stock director may be removed at any time without cause by the holders of record of a majority of the outstanding shares of the Series A Preferred Stock and voting parity stock, when they have the voting rights described above (voting together as a single class in proportion to their respective stated amounts). The preferred stock directors elected at any such special meeting will hold office until the next annual meeting of the stockholders if such office will not have previously terminated as above provided. In case any vacancy will occur among the preferred stock directors, a successor will be elected by our board to serve until the next annual meeting of the stockholders on the nomination of the then remaining preferred stock director or, if no preferred stock director remains in office, by the vote of the holders of record of a majority of the outstanding shares of the Series A Preferred Stock and such voting parity stock for which dividends have not been paid, voting as a single class in proportion to their respective stated amounts. The preferred stock directors will each be entitled to one vote per director on any matter that will come before our board for a vote.

Other Voting Rights

So long as any shares of the Series A Preferred Stock are outstanding, in addition to any other vote or consent of stockholders required by law or by our amended and restated certificate of incorporation, the vote or consent of the holders of at least two thirds of the shares of the Series A Preferred Stock at the time outstanding, voting together with any other series of preferred stock that would be adversely affected in substantially the same manner and entitled to vote as a single class in proportion to their respective stated amounts (to the exclusion of all other series of preferred stock), given in person or by proxy, either in writing without a meeting or by vote at any meeting called for the purpose, will be necessary for effecting or validating:

- *Amendment of Certificate of Incorporation or By-laws.* Any amendment, alteration or repeal of any provision of our amended and restated certificate of incorporation or by-laws that would alter or change the voting powers, preferences or special rights of the Series A Preferred Stock so as to affect them adversely; provided that the amendment of the amended and restated certificate of incorporation so as to authorize or create, or to increase the authorized amount of, any class or series of stock that does not rank senior to the Series A Preferred Stock in either the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of AIG will not be deemed to affect adversely the voting powers, preferences or special rights of the Series A Preferred Stock;
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- *Authorization of Senior Stock.* Any amendment or alteration of the amended and restated certificate of incorporation to authorize or create, or increase the authorized amount of, any shares of any class or series or any securities convertible into shares of any class or series of our capital stock ranking senior to the Series A Preferred Stock in the payment of dividends or in the distribution of assets on any liquidation, dissolution or winding up of AIG; or
- *Share Exchanges, Reclassifications, Mergers and Consolidations and Other Transactions.* Any consummation of (x) a binding share exchange or reclassification involving the Series A Preferred Stock, (y) a merger or consolidation of AIG with another entity (whether or not a corporation), or (z) a conversion, transfer, domestication or continuance of AIG into another entity or an entity organized under the laws of another jurisdiction, unless in each case (A) the shares of the Series A Preferred Stock remain outstanding or, in the case of any such merger or consolidation with respect to which we are not the surviving or resulting entity, or any such conversion, transfer, domestication or continuance, the shares of Series A Preferred Stock are converted into or exchanged for preference securities of the surviving or resulting entity or its ultimate parent, and (B) such shares remaining outstanding or such preference securities, as the case may be, have such rights, preferences, privileges and voting powers, and limitations and restrictions, and limitations and restrictions thereof, taken as a whole, as are not materially less favorable to the holders thereof than the rights, preferences, privileges and voting powers, and restrictions and limitations thereof, of the Series A Preferred Stock immediately prior to such consummation, taken as a whole.

The foregoing voting provisions will not apply if, at or prior to the time when the act with respect to which the vote would otherwise be required will be effected, all outstanding shares of the Series A Preferred Stock have been redeemed or called for redemption on proper notice and sufficient funds have been set aside by us for the benefit of the holders of the Series A Preferred Stock to effect the redemption.

Under current provisions of the Delaware General Corporation Law, the holders of issued and outstanding preferred stock are entitled to vote as a class, with the consent of the majority of the class being required to approve an amendment to our amended and restated certificate of incorporation if the amendment would increase or decrease the aggregate number of authorized shares of such class or increase or decrease the par value of the shares of such class.

Transfer Agent and Registrar

Equiniti Trust Company is the transfer agent and registrar for the Series A Preferred Stock.

Description of the Depositary Shares

As described above under “Description of the Series A Preferred Stock”, we issued fractional interests in shares of the Series A Preferred Stock in the form of the Depositary Shares. Each Depositary Share represents a 1/1,000th interest in a share of the Series A Preferred Stock, and is evidenced by a depositary receipt. The shares of the Series A Preferred Stock represented by the Depositary Shares are deposited under a deposit agreement among us, Equiniti Trust Company, as the Depositary, and the holders from time to time of the depositary receipts evidencing the Depositary Shares. Subject to the terms of the deposit agreement, each holder of Depositary Shares is entitled, through the Depositary, in proportion to the applicable fraction of a share of the Series A Preferred Stock represented by such Depositary Shares, to all the rights and preferences of the Series A Preferred Stock represented thereby (including dividend, voting, redemption and liquidation rights).

Dividends and Other Distributions

The Depositary will distribute any cash dividends or other cash distributions received in respect of the deposited Series A Preferred Stock to the record holders of the Depositary Shares in proportion to the number of the Depositary Shares held by each holder on the relevant record date. The Depositary will distribute any property received by it other than cash to the record holders of the Depositary Shares entitled to those distributions, unless it determines that the distribution cannot be made proportionally among those holders or that it is not feasible to make a distribution. In that event, the Depositary may, with our approval, sell the property and distribute the net proceeds from the sale to the holders of the Depositary Shares in proportion to the number of the Depositary Shares they hold.

Record dates for the payment of dividends and other matters relating to the Depositary Shares are the same as the corresponding record dates for the Series A Preferred Stock.

The amounts distributed to holders of the Depositary Shares will be reduced by any amounts required to be withheld by the Depositary or by us on account of taxes or other governmental charges.

Redemption of the Depositary Shares

If we redeem the Series A Preferred Stock represented by the Depositary Shares, in whole or in part, a corresponding number of Depositary Shares will be redeemed from the proceeds received by the Depositary resulting from the redemption of the Series A Preferred Stock held by the Depositary. The redemption price per Depositary Share will be equal to 1/1,000th of the redemption price per share payable with respect to the Series A Preferred Stock, plus any declared and unpaid dividends, without accumulation of any undeclared dividends, on the shares of the Series A Preferred Stock. Whenever we redeem shares of the Series A Preferred Stock held by the Depositary, the Depositary will redeem, as of the same redemption date, the number of the Depositary Shares representing shares of the Series A Preferred Stock so redeemed.

In case of any redemption of less than all of the outstanding Depositary Shares, the Depositary Shares to be redeemed will be selected by the Depositary pro rata or by lot. In any such case, the Depositary will redeem the Depositary Shares only in increments of 1,000 shares and any integral multiple thereof.

Voting of the Depositary Shares

When the Depositary receives notice of any meeting at which the holders of the Series A Preferred Stock are entitled to vote, the Depositary will mail (or otherwise transmit by an authorized method) the information contained in the notice to the record holders of the Depositary Shares. Each record holder of Depositary Shares on the record date, which is the same date as the record date for the Series A Preferred Stock, may instruct the Depositary to vote the amount of the Series A Preferred Stock represented by the holder's Depositary Shares. Although each Depositary Share is entitled to 1/1,000th of a vote, the Depositary can only vote whole shares of Series A Preferred Stock. To the extent possible, the Depositary will vote the amount of the Series A Preferred Stock represented by the Depositary Shares in accordance with the instructions it receives. We will agree to take all reasonable actions that the Depositary determines are necessary to enable the Depositary to vote as instructed. If the Depositary does not receive specific instructions from the holders of any Depositary Shares, it will not vote the amount of the Series A Preferred Stock represented by such Depositary Shares.

Form of the Depositary Shares

The Depositary Shares were issued in book-entry form through DTC. The Series A Preferred Stock is issued in registered form to the Depositary.

Depositary

Equiniti Trust Company is the Depositary for the Depositary Shares.

V. 5.75% Series A-2 Junior Subordinated Debentures and 4.875% Series A-3 Junior Subordinated Debentures

The following description of the 5.75% Series A-2 Junior Subordinated Debentures, which we refer to in this section as the “Series A-2 Junior Subordinated Debentures”, and the 4.875% Series A-3 Junior Subordinated Debentures, which we refer to in this section as the “Series A-3 Junior Subordinated Debentures” and, together with the Series A-2 Junior Subordinated Debentures, the “Junior Subordinated Debentures”, is a summary and does not purport to be complete. It is qualified in its entirety by reference to the Junior Subordinated Indenture, dated as of March 13, 2007 (as supplemented, the “Junior Subordinated Indenture”), between American International Group, Inc. and The Bank of New York Mellon, as trustee, which is supplemented in the case of the Series A-2 Junior Subordinated Debentures by the Second Supplemental Indenture, dated as of March 15, 2007, and which is supplemented in the case of the Series A-3 Junior Subordinated Debentures by the Third Supplemental Indenture, dated as of March 15, 2007. We encourage you to read the above referenced indenture, as supplemented, for additional information.

General

The Series A-2 Junior Subordinated Debentures were originally issued in an initial aggregate principal amount of £750,000,000. The Series A-3 Junior Subordinated Debentures were originally issued in an initial aggregate principal amount of €1,000,000,000. We may, without the consent of the holders of the Junior Subordinated Debentures, increase the principal amount of each series of the Junior Subordinated Debentures by issuing additional debentures of each series on the same terms and conditions (except that the initial public offering price, issue date and initial interest payment date may vary) and with the same CUSIP number, ISIN and common code as each series of the Junior Subordinated Debentures, provided that the total principal amount of Series A-2 Junior Subordinated Debentures outstanding may not exceed £1,500,000,000 and the total principal amount of Series A-3 Junior Subordinated Debentures outstanding may not exceed €2,000,000,000 and any further issues must be fungible for United States federal income tax purposes.

We will be required to repay the principal amount of the Junior Subordinated Debentures on March 15, 2037, or, if that date is not a business day, on the next business day (for purposes of this section, the “scheduled maturity date”) only to the extent that we have sold “qualifying capital securities” during a 180-day period ending on a notice date not more than 30 or less than 10 business days prior to the scheduled maturity date. We will use our commercially reasonable efforts, subject to “market disruption events,” to sell enough qualifying capital securities to permit repayment of the Junior Subordinated Debentures in full on the scheduled maturity date. If any amount is not paid on the scheduled maturity date, it will remain outstanding and continue to bear interest at a floating rate and we will continue to use our commercially reasonable efforts to sell enough qualifying capital securities to permit the repayment of any remaining principal amount of the Junior Subordinated Debentures in full. On March 15, 2067, we must pay any remaining principal and interest on the Junior Subordinated Debentures in full whether or not we have sold qualifying capital securities. The Junior Subordinated Debentures are our unsecured,

subordinated obligations and are junior in right of payment to all of our existing and future senior and subordinated indebtedness. Each of the Series A-2 Junior Subordinated Debentures and the Series A-3 Junior Subordinated Debentures rank pari passu with each other and with our Series A-1 and A-6 through A-9 Junior Subordinated Debentures (as used in this section, the “outstanding parity securities”).

The Junior Subordinated Debentures were issued in fully registered form and in denominations that are even multiples of €50,000.

Interest

The Series A-2 Junior Subordinated Debentures will bear interest from and including March 15, 2007 to but excluding March 15, 2017, at the annual rate of 5.75%, payable semi-annually in arrears on March 15 and September 15 of each year. The Series A-3 Junior Subordinated Debentures will bear interest from and including March 15, 2007 to but excluding March 15, 2017, at the annual rate of 4.875%, payable annually in arrears on March 15 of each year. Commencing on March 15, 2017, the Series A-2 Junior Subordinated Debentures will bear interest from and including March 15, 2017 at a rate equal to three-month Sterling LIBOR plus 1.705% and the Series A-3 Junior Subordinated Debentures will bear interest from and including March 15, 2017 at a rate equal to three-month EURIBOR plus 1.73%, each payable quarterly in arrears on each March 15, June 15, September 15 and December 15. We refer to these dates as “interest payment dates” and we refer to the period beginning on and including March 15, 2007 and ending on but excluding the first interest payment date and each successive period beginning on and including an interest payment date and ending on but excluding the next interest payment date as an “interest period.” The amount of interest payable for any interest period ending on or prior to March 15, 2017 will be computed on the basis of the number of days from and including the date on which the interest begins to accrue during the relevant interest period to but excluding the scheduled date on which the interest is payable, divided by the number of days in the relevant interest period (including the first day but excluding the last day of such interest period). The amount of interest payable for any interest period commencing on or after March 15, 2017 will be computed on the basis of, in the case of the Series A-2 Junior Subordinated Debentures, a 365-day year, and in the case of the Series A-3 Junior Subordinated Debentures, a 360-day year and the actual number of days elapsed. In the event that any interest payment date on or before March 15, 2017 would otherwise fall on a day that is not a business day, the interest payment due on that date will be postponed to the next day that is a business day and no interest will accrue as a result of that postponement. In the event that any interest payment date after March 15, 2017 would otherwise fall on a day that is not a business day, that interest payment date will be postponed to the next day that is a business day; however, if the postponement would cause the day to fall in the next calendar month, the interest payment date will instead be brought forward to the immediately preceding business day.

Accrued interest that is not paid on the applicable interest payment date will bear additional interest, to the extent permitted by law, at the interest rate in effect from time to time, from the relevant interest payment date, compounded on each subsequent interest payment date.

For the purposes of calculating interest due on the Series A-2 Junior Subordinated Debentures after March 15, 2017:

- “Three-month Sterling LIBOR,” with respect to any quarterly interest period, will be the rate (expressed as a percentage per annum) for deposits in pounds Sterling for a three-month period that appears on Reuters Screen LIBOR01 as of 11:00 a.m., London time, on the first day of such interest period. If three-month Sterling LIBOR cannot be determined as described above, the rate for such interest period will be determined on the basis of the rates at which deposits in pounds Sterling are offered by four leading banks
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selected by the calculation agent, at approximately 11:00 a.m., London time, on the first day of such interest period, to prime banks in the London interbank market for a period of three months commencing on the first day of such interest period. These quotations will be based upon a principal amount that is representative of a single transaction in pounds Sterling in such market at the time. If two or more quotations are provided, three-month Sterling LIBOR for the interest period will be the arithmetic mean of the quotations. If fewer than two quotations are provided, three-month Sterling LIBOR will be the arithmetic mean of the rates quoted by major banks in London, selected by the calculation agent, at approximately 11:00 a.m., London time, on the first day of such interest period. The rates quoted will be for loans in pounds Sterling for a three-month period to leading European banks commencing on the first day of such interest period. Rates quoted must be based on a principal amount that is representative of a single transaction in pounds Sterling in such market at that time. If fewer than three banks are quoting rates, three-month Sterling LIBOR for the applicable period will be the same as for the immediately preceding interest period, or, in the case of the quarterly interest period beginning on March 15, 2017, three-month Sterling LIBOR will be 5.53%.

- “Calculation agent” means AIG Financial Products Corp., or any other firm appointed by us, acting as calculation agent.
- A “London banking day” means any day on which dealings in pounds Sterling are transacted in the London interbank market.
- “Reuters Screen LIBOR01” means the display designated on Reuters Screen LIBOR01 or any successor service or page for the purpose of displaying LIBOR offered rates of major banks, as determined by the calculation agent.

For the purposes of calculating interest due on the Series A-3 Junior Subordinated Debentures after March 15, 2017:

- “Three-month EURIBOR, ” with respect to any quarterly interest period, will be the rate (expressed as a percentage per annum) for deposits in euro for a three-month period that appears on Reuters Screen EURIBOR01 as of 11:00 a.m., Brussels time, on the second TARGET settlement day (as defined below for purposes of this section) immediately preceding the first day of such interest period. If the Reuters Screen EURIBOR01 does not include such a rate or is unavailable on such date, the calculation agent (as defined below for purposes of this section) will request the principal London office of each of four major banks in the Euro-zone inter-bank market, as selected by the calculation agent (after consultation with us), to provide such bank’s offered quotation (expressed as a percentage per annum) as of approximately 11:00 am., Brussels time, on such date, to prime banks in the Euro-zone inter-bank market for deposits in an amount in euro that is representative for a single transaction in such market and for a three-month period beginning on the day that is two TARGET settlement days after such date. If at least two such offered quotations are so provided, the rate for the interest period will be the arithmetic mean of such quotations. If fewer than two such quotations are so provided, the calculation agent will request each of three major banks in London, as selected by the calculation agent, to provide such bank’s rate (expressed as a percentage per annum), as of approximately 11:00 a.m., London time, on such date. Rates quoted will be for loans in euro to leading European banks for a three-month period beginning on the day that is two TARGET settlement days after such date based on a principal amount that is representative of a single transaction in that market at that time. If at least two such rates
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are so provided, the rate for the interest period will be the arithmetic mean of such rates. If fewer than two such rates are so provided then the rate for the interest period will be the rate in effect with respect to the immediately preceding interest period, or, in the case of the quarterly interest period beginning on March 15, 2017, three-month EURIBOR will be 3.879%.

- “Calculation agent” means AIG Financial Products Corp., or any other firm appointed by us, acting as calculation agent.
- A “TARGET settlement day” means a day on which the Trans-European Automated Real-Time Gross Settlement Express Transfer (TARGET) System is open.
- “Reuters Screen EURIBOR01” means the display designated on Reuters Screen EURIBOR01 or any successor service or page for the purpose of displaying EURIBOR offered rates of major banks, as determined by the calculation agent.

All percentages resulting from any calculation of three-month Sterling LIBOR or three-month EURIBOR will be rounded upward or downward, as appropriate, to the next higher or lower one hundred-thousandth of a percentage point (for example, 9.876541% (or .09876541) would be rounded down to 9.87654% (or .0987654) and 9.876545% (or .09876545) would be rounded up to 9.87655% (or .0987655)). All amounts used in or resulting from any calculation will be rounded upward or downward, as appropriate, to the nearest cent, with one-half cent or more being rounded upward. The establishment of three-month Sterling LIBOR or three-month EURIBOR for each interest period by the calculation agent shall (in the absence of manifest error) be final and binding.

In determining three-month Sterling LIBOR or three-month EURIBOR during a particular interest period, the calculation agent may obtain rate quotes from various banks or dealers active in the relevant market. Those reference banks and dealers may include the calculation agent itself and our other affiliates.

Option to Defer Interest Payments

We may elect at one or more times to defer payment of interest on the Junior Subordinated Debentures for one or more consecutive interest periods that do not exceed 10 years. We may defer payment of interest prior to, on or after the scheduled maturity date. We may not defer interest beyond March 15, 2067 or the earlier redemption date of any Junior Subordinated Debentures being redeemed. We currently do not intend to exercise our option to defer interest on the Junior Subordinated Debentures.

Deferred interest on the Junior Subordinated Debentures will bear interest at the then applicable interest rate, compounded on each interest payment date, subject to applicable law. As used in this section, a “deferral period” refers to the period beginning on an interest payment date with respect to which we elect to defer interest and ending on the earlier of (i) the tenth anniversary of that interest payment date and (ii) the next interest payment date on which we have paid all accrued and previously unpaid interest on the Junior Subordinated Debentures.

We have agreed in the Junior Subordinated Indenture that:

- immediately following the first interest payment date during the deferral period on which we elect to pay current interest or, if earlier, the fifth anniversary of the beginning of the deferral period, we will be required to use commercially reasonable efforts to sell “common stock,” “qualifying warrants” and “qualifying non-cumulative preferred stock”
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pursuant to the alternative payment mechanism, unless we have delivered notice of a “market disruption event,” and apply the “eligible proceeds,” as these terms are defined in the Third Supplemental Indenture to the Junior Subordinated Indenture, to the payment of any deferred interest (and compounded interest) on the next interest payment date, and this requirement will continue in effect until the end of the deferral period; and

- we will not pay deferred interest on the Junior Subordinated Debentures (and compounded interest thereon) prior to the final maturity date from any source other than eligible proceeds, unless otherwise required by an applicable regulatory authority, the deferral period is terminated on the interest payment date following certain business combinations described below or an event of default has occurred and is continuing.

We may pay current interest at all times from any available funds.

If we are involved in a merger, consolidation, amalgamation, binding share exchange or conveyance, transfer or lease of assets substantially as an entirety to any other person or a similar transaction (a “business combination”) where immediately after the consummation of the business combination more than 50% of the surviving or resulting entity’s voting stock is owned by the shareholders of the other party to the business combination or continuing directors cease for any reason to constitute a majority of the directors of the surviving or resulting entity, then the foregoing rules will not apply to any deferral period that is terminated on the next interest payment date following the date of consummation of the business combination. For purposes of this section, “continuing director” means a director who was a director of AIG at the time the definitive agreement relating to the transaction was approved by the AIG board of directors.

Although our failure to comply with the foregoing rules with respect to the alternative payment mechanism and payment of interest during a deferral period will be a breach of the Junior Subordinated Indenture, it will not constitute an event of default under the Junior Subordinated Indenture or give rise to a right of acceleration or similar remedy.

We will give the holders of the Junior Subordinated Debentures and the indenture trustee written notice of our election to begin a deferral period at least one business day before the record date for the next interest payment date. However, our failure to pay interest on any interest payment date will itself constitute the commencement of a deferral period unless we pay such interest within five business days after the interest payment date, whether or not we provide a notice of deferral. A failure to pay interest will not give rise to an event of default unless we fail to pay interest, including compounded interest, in full for a period of 30 days after the conclusion of a 10-year period following the commencement of any deferral period.

If we have paid all deferred interest on the Junior Subordinated Debentures, we can again defer interest payments on the Junior Subordinated Debentures as described above. The Junior Subordinated Indenture does not limit the number or frequency of interest deferral periods.

Dividend and Other Payment Stoppages during Interest Deferral and under Certain Other Circumstances

We have agreed that, so long as any Junior Subordinated Debentures remain outstanding, if an event of default has occurred and is continuing or we have given notice of our election to defer interest

payments but the related deferral period has not yet commenced or a deferral period is continuing, then we will not, and will not permit any of our subsidiaries to:

- declare or pay any dividends or distributions on, or redeem, purchase, acquire or make a liquidation payment with respect to, any shares of our capital stock;
- make any payment of principal of, or interest or premium, if any, on, or repay, purchase or redeem any of our debt securities that upon our liquidation rank *pari passu* with, or junior to, the Junior Subordinated Debentures; or
- make any guarantee payments regarding any guarantee by us of the junior subordinated debt securities of any of our subsidiaries if the guarantee ranks *pari passu* with, or junior in interest to, the Junior Subordinated Debentures.

The restrictions listed above do not apply to:

- purchases, redemptions or other acquisitions of shares of our capital stock in connection with:
 - any employment benefit plan or other compensatory contract or arrangement; or the Assurance Agreement, dated as of June 27, 2005, by AIG in favor of eligible employees and relating to specified obligations of Starr International Company, Inc. (as such agreement may be amended, supplemented, extended, modified or replaced from time to time); or
 - a dividend reinvestment, stock purchase plan or other similar plan;
 - any exchange or conversion of any class or series of our capital stock (or any capital stock of a subsidiary of AIG) for any class or series of our capital stock or of any class or series of our indebtedness for any class or series of our capital stock; or
 - the purchase of fractional interests in shares of our capital stock in accordance with the conversion or exchange provisions of such capital stock or the security being converted or exchanged; or
 - any declaration of a dividend in connection with any stockholders' rights plan, or the issuance of rights, equity securities or other property under any stockholders' rights plan, or the redemption or repurchase of rights in accordance with any stockholders' rights plan; or
 - any dividend in the form of equity securities, warrants, options or other rights where the dividend stock or the stock issuable upon exercise of the warrants, options or other rights is the same stock as that on which the dividend is being paid or ranks on a parity with or junior to such equity securities; or
 - any payment during a deferral period of current interest in respect of our debt securities that upon our liquidation rank *pari passu* with the Junior Subordinated Debentures that is made *pro rata* to the amounts due on such *pari passu* securities and on the Junior Subordinated Debentures and any payments of deferred interest on *pari passu* securities that, if not made, would cause us to breach the terms of the instrument governing such *pari passu* securities; or
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- any payment of principal in respect of *pari passu* securities having an earlier scheduled maturity date than the Junior Subordinated Debentures, as required under a provision of such *pari passu* securities that is substantially the same as the repayment provisions for the Junior Subordinated Debentures or any such payment in respect of *pari passu* securities having the same scheduled maturity date as the Junior Subordinated Debentures that is made on a *pro rata* basis among one or more series of such securities and the Junior Subordinated Debentures; or
- any repayment or redemption of a security necessary to avoid a breach of the instrument governing the same.

In addition, if any deferral period lasts longer than one year, neither we nor any of our subsidiaries will be permitted to purchase, redeem or otherwise acquire any securities ranking junior to or *pari passu* with any APM qualifying securities (for purposes of this section, as defined below under “Alternative Payment Mechanism”) the proceeds of which were used to settle deferred interest during the relevant deferral period until the first anniversary of the date on which all deferred interest has been paid, subject to the exceptions listed above. However, if we are involved in a business combination where immediately after its consummation more than 50% of the surviving or resulting entity’s voting stock is owned by the shareholders of the other party to the business combination or continuing directors cease for any reason to constitute a majority of the surviving or resulting entity’s board of directors, then the one-year restriction on repurchases described in the previous sentence will not apply to any deferral period that is terminated on the next interest payment date following the date of consummation of the business combination.

Alternative Payment Mechanism

Obligations and Limitations Applicable to All Deferral Periods

Subject to the conditions described under “Option to Defer Interest Payments” above and to the exclusions described in “Market Disruption Events” below, if we defer interest on the Junior Subordinated Debentures, we will be required, commencing not later than (i) the first interest payment date on which we elect to pay current interest or (ii) if earlier, the business day following the fifth anniversary of the commencement of the deferral period, to issue “APM qualifying securities,” as defined below for purposes of this section, subject to the limits described below, until we have raised an amount of “eligible proceeds,” as defined below for purposes of this section, at least equal to the aggregate amount of accrued and unpaid deferred interest on the Junior Subordinated Debentures. We refer to this period as the “APM period” and to this method of funding the payment of accrued and unpaid interest as the “alternative payment mechanism.”

We have agreed to apply eligible proceeds raised during any deferral period pursuant to the alternative payment mechanism to pay deferred interest on the Junior Subordinated Debentures.

“Eligible proceeds,” for each relevant interest payment date, means the net proceeds (after underwriters’ or placement agents’ fees, commissions or discounts and other expenses relating to the issuance or sale) that AIG has received during the 180 days prior to the related distribution date from the issuance of APM qualifying securities to persons that are not subsidiaries of AIG.

“APM qualifying securities” means common stock, qualifying warrants and qualifying non-cumulative preferred stock.

“Common stock,” under the alternative payment mechanism, means shares of AIG common stock, including treasury stock and shares of common stock sold pursuant to AIG’s dividend reinvestment plan and employee benefit plans up to the “maximum share number,” as defined below.

“Qualifying warrants” means net share settled warrants to purchase shares of common stock that:

- have an exercise price greater than the “current stock market price” of our common stock as of their date of pricing;
- we are not entitled to redeem for cash and the holders are not entitled to require us to repurchase for cash in any circumstances; and
- do not entitle the holders thereof to purchase a number of shares of our common stock in excess of the then applicable “maximum warrant number,” as defined below.

We intend to issue qualifying warrants with exercise prices at least 10% above the current stock market price of our common stock on the date of pricing of the warrants. The “current stock market price” of our common stock on any date is the closing sale price per share (or if no closing sale price is reported, the average of the bid and ask prices or, if more than one in either case, the average of the average bid and the average ask prices) on that date as reported in composite transactions by the New York Stock Exchange or, if our common stock is not then listed on the New York Stock Exchange, as reported by the principal U.S. securities exchange on which our common stock is traded. If our common stock is not listed on any U.S. securities exchange on the relevant date, the “current stock market price” will be the average of the mid-point of the bid and ask prices for our common stock on the relevant date from each of at least three nationally recognized independent investment banking firms selected by us for this purpose.

“Qualifying non-cumulative preferred stock” means our non-cumulative perpetual preferred stock that (i) contains no remedies other than “permitted remedies” and (ii)(a) is redeemable, but is subject to “intent-based replacement disclosure,” as such terms are defined in the Replacement Capital Covenant with respect to each series of Junior Subordinated Debentures, and has a provision that prohibits AIG from making any distributions thereon upon its failure to satisfy one or more financial tests set forth therein or (b) is subject to a replacement capital covenant substantially similar to the replacement capital covenant applicable to the Junior Subordinated Debentures. We are not permitted to issue qualifying non-cumulative preferred stock for the purpose of paying deferred interest to the extent the net proceeds of such issuance applied to pay interest on the Junior Subordinated Debentures pursuant to the alternative payment mechanism, together with the net proceeds of all prior issuances of qualifying non-cumulative preferred stock applied during the current and all prior deferral periods, would exceed 25% of the aggregate principal amount of the Junior Subordinated Debentures initially issued under the junior debt indenture (the “preferred stock issuance cap”).

The “maximum share number” will initially equal 100 million and the “maximum warrant number” will initially equal 100 million. If the number of issued and outstanding shares of our common stock is changed into a different number of shares or a different class by reason of any stock split, reverse stock split, stock dividend, reclassification, recapitalization, split-up, combination, exchange of shares or other similar transaction, then the maximum share number and the maximum warrant number will be correspondingly adjusted. We may, at our discretion and without the consent of the holders of the Junior Subordinated Debentures, increase the maximum share number or the maximum warrant number or both (including through the increase of our authorized share capital, if necessary) if we determine that such increase is necessary to allow us to issue sufficient common stock and/or qualifying warrants to pay deferred interest on the Junior Subordinated Debentures.

Additional Limitations Applicable to the First Five Years of Any Deferral Period

We may become subject to the alternative payment mechanism prior to the fifth anniversary of the commencement of a deferral period if we elect to pay current interest prior to such date. In such event, we are not required to issue shares of common stock or qualifying warrants under the alternative payment mechanism for the purpose of paying deferred interest during the first five years of that deferral period to the extent the number of shares of common stock issued and the number of shares of common stock subject to such qualifying warrants, together with the number of shares of common stock previously issued and the number of shares of common stock subject to qualifying warrants previously issued during such deferral period to pay interest on the Junior Subordinated Debentures pursuant to the alternative payment mechanism would, in the aggregate, exceed 2% of the total number of issued and outstanding shares of our common stock as of the date of our then most recent publicly available consolidated financial statements (the “stock and warrant issuance cap”).

Once we reach the stock and warrant issuance cap for a deferral period, we will not be required to issue more shares of common stock or qualifying warrants under the alternative payment mechanism during the first five years of such deferral period even if the stock and warrant issuance cap subsequently increases because of a subsequent increase in the number of outstanding shares of our common stock. The stock and warrant issuance cap will cease to apply after the fifth anniversary of the commencement of any deferral period, at which point we must pay any deferred interest regardless of the time at which it was deferred, using the alternative payment mechanism, subject to the limitations described under “Obligations and Limitations Applicable to All Deferral Periods” above and any market disruption event. In addition, if the stock and warrant issuance cap is reached during a deferral period and we subsequently pay all deferred interest, the stock and warrant issuance cap will cease to apply at the termination of such deferral period, reset to zero and will not apply again unless and until we start a new deferral period. The preferred stock issuance cap, however, does not reset to zero even if we pay all deferred interest and the net proceeds from sales of qualifying non-cumulative preferred stock applied pursuant to the alternative payment mechanism during such deferral period and all prior deferral periods cumulate as qualifying non-cumulative preferred stock is issued to pay deferred interest.

Remedies and Market Disruptions

Although our failure to comply with our obligations with respect to the alternative payment mechanism will breach a covenant under the Junior Subordinated Indenture, it will not constitute an event of default thereunder or give rise to a right of acceleration or similar remedy.

If, due to a market disruption event or otherwise, we were able to raise some, but not all, eligible proceeds necessary to pay all deferred interest on any interest payment date, we will apply any available eligible proceeds to pay accrued and unpaid interest on the applicable interest payment date in chronological order based on the date each payment was first deferred, and you will be entitled to receive your *pro rata* share of any amounts so paid. If, in addition to the Junior Subordinated Debentures, other *pari passu* securities are outstanding under which we are obligated to sell common stock, qualifying warrants or qualifying non-cumulative preferred stock and apply the net proceeds to the payment of deferred interest or distributions, then on any date and for any period the amount of net proceeds received by us from those sales and available for payment of the deferred interest and distributions shall be applied to the Junior Subordinated Debentures and those other *pari passu* securities on a *pro rata* basis up to, in the case of common stock, the stock and warrant issuance cap and the maximum share number, in the case of qualifying warrants, the stock and warrant issuance cap and the maximum warrant number and, in the case of qualifying non-cumulative preferred stock, the preferred stock issuance cap (or comparable provisions in the instruments governing those *pari passu* securities) in proportion to the total amounts that are due on the Junior Subordinated Debentures and such *pari passu* securities. The Junior Subordinated

Debentures permit *pro rata* payments to be made on any other series so long as we deposit with our paying agent or segregate and hold in trust for payment the *pro rata* proceeds applicable to such series that we have not paid.

Market Disruption Events

A “market disruption event” means, for purposes of sales of APM qualifying securities pursuant to the alternative payment mechanism or sales of qualifying capital securities, as applicable (collectively, the “permitted securities”), the occurrence or existence of any of the following events or sets of circumstances:

- trading in securities generally (or in our shares specifically) on the New York Stock Exchange or any other national securities exchange, or in the over-the-counter market, on which our capital stock is then listed or traded shall have been suspended or its settlement generally shall have been materially disrupted or minimum prices shall have been established on any such exchange or market by the relevant regulatory body or governmental agency having jurisdiction that materially disrupts or otherwise has a material adverse effect on trading in, or the issuance and sale of, permitted securities;
 - we would be required to obtain the consent or approval of our stockholders or a regulatory body (including, without limitation, any securities exchange) or governmental authority to issue permitted securities and we fail to obtain that consent or approval notwithstanding our commercially reasonable efforts to obtain that consent or approval;
 - an event occurs and is continuing as a result of which the offering document for the offer and sale of permitted securities would, in our reasonable judgment, contain an untrue statement of a material fact or omit to state a material fact required to be stated in that offering document or necessary to make the statements in that offering document not misleading, *provided* that one or more events described under this bullet point shall not constitute a market disruption event with respect to a period of more than 90 days in any 180-day period;
 - we reasonably believe that the offering document for the offer and the sale of permitted securities would not be in compliance with a rule or regulation of the Securities and Exchange Commission (for reasons other than those referred to in the immediately preceding bullet point) and we are unable to comply with such rule or regulation or such compliance is unduly burdensome, provided that one or more events described under this bullet point shall not constitute a market disruption event with respect to a period of more than 90 days in any 180-day period;
 - a banking moratorium shall have been declared by the federal or state authorities of the United States that results in a disruption of any of the markets on which our securities are trading;
 - a material disruption shall have occurred in commercial banking or securities settlement or clearance services in the United States;
 - the United States shall have become engaged in hostilities, there shall have been an escalation in hostilities involving the United States, there shall have been a declaration of a national emergency or war by the United States or there shall have occurred any other
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national or international calamity or crisis such that market trading in our capital stock has been materially disrupted; or

- there shall have occurred such a material adverse change in general domestic or international economic, political or financial conditions, including without limitation as a result of terrorist activities, or the effect of international conditions on the financial markets in the United States, that materially disrupts the capital markets such as to make it, in our judgment, impracticable or inadvisable to proceed with the offer and sale of the permitted securities.

We will be excused from our obligations under the alternative payment mechanism in respect of any interest payment date if we provide written certification to the indenture trustee (which the indenture trustee will promptly forward upon receipt to each holder of record of Junior Subordinated Debentures) no more than 30 and no less than 10 business days in advance of that interest payment date certifying that:

- a market disruption event occurred after the immediately preceding interest payment date; and
- either (a) the market disruption event continued for the entire period from the business day immediately following the preceding interest payment date to the business day immediately preceding the date on which that certification is provided or (b) the market disruption event continued for only part of this period, but we were unable after commercially reasonable efforts to raise sufficient eligible proceeds during the rest of that period to pay all accrued and unpaid interest.

We will not be excused from our obligations under the alternative payment mechanism or our obligations in connection with the repayment of principal if we determine not to pursue or complete the sale of permitted securities due to pricing, dividend rate or dilution considerations.

Limitation on Claims in the Event of Our Bankruptcy, Insolvency or Receivership

The Junior Subordinated Indenture provides that a holder of Junior Subordinated Debentures, by that holder's acceptance of the Junior Subordinated Debentures, agrees that in the event of our bankruptcy, insolvency or receivership prior to the redemption or repayment of such holder's Junior Subordinated Debentures, that holder of Junior Subordinated Debentures will only have a claim for deferred and unpaid interest (including compounded interest thereon) to the extent such interest (including compounded interest thereon) relates to the earliest two years of the portion of the deferral period for which interest has not so been paid.

Early Redemption

The Junior Subordinated Debentures:

- are redeemable, in whole, but not in part, at our option at any time prior to March 15, 2017, and, in whole or in part, on any interest payment date on or after March 15, 2017, as described below;
 - are redeemable at any time, in whole but not in part, upon the occurrence of a "rating agency event" or a "tax event", as described below;
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- are redeemable at any time, in whole but not in part, if we become obligated to pay additional amounts, as described below under “Additional Amounts”; and
- are not subject to any sinking fund, a holder’s right to require us to purchase such holder’s Junior Subordinated Debentures or similar provisions;

provided that any redemption of Junior Subordinated Debentures will be subject to the restrictions described in the Replacement Capital Covenant with respect to each series of Junior Subordinated Debentures.

In the case of a redemption on or after March 15, 2017, or if we become obligated to pay “additional amounts” other than as a result of an event that would, upon receipt of the opinion required under “tax event,” constitute a tax event, the redemption price will be equal to 100% of the principal amount of the applicable series of Junior Subordinated Debentures, plus accrued interest thereon to the date of redemption.

In the case of a redemption prior to March 15, 2017, the redemption price will be equal to:

- 100% of the principal amount of the applicable series of Junior Subordinated Debentures; or
- as determined by the calculation agent, if greater, the sum of the present values of the remaining scheduled payments of principal (assuming for this purpose that the Junior Subordinated Debentures are to be redeemed at their principal amount on March 15, 2017) discounted from March 15, 2017, and interest thereon that would have been payable to and including March 15, 2017 (not including any portion of any payment of interest accrued to the redemption date) discounted from the relevant interest payment date to the redemption date on, in the case of the Series A-2 Junior Subordinated Debentures, a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Sterling gross redemption yield (as determined by reference to the middle market price) at 11:00 a.m., London time, on the reference date of the Sterling reference bond, and in the case of the Series A-3 Junior Subordinated Debentures, an annual basis at the then current yield on the comparable Bundesobligationen issue plus (i) 0.50% in the case of any redemption in whole upon the occurrence of a “rating agency event” or a “tax event” or (ii) 0.15% or 0.25% for the Series A-2 Junior Subordinated Debentures and Series A-3 Junior Subordinated Debentures, respectively, in all other cases;

plus, in either case, accrued interest on the Junior Subordinated Debentures to the date of redemption.

If we redeem or repay the Junior Subordinated Debentures when any deferred interest remains unpaid, the unpaid deferred interest (including compounded interest thereon) may only be paid pursuant to the alternative payment mechanism, as described under “Alternative Payment Mechanism” above.

The definitions of certain terms used in the paragraph above are listed below.

“Comparable Bundesobligationen issue” means the 3.750% German Bundesobligationen due January 4, 2017 or, if such security is no longer in issue, the German Bundesobligationen security selected by an independent investment bank selected by the calculation agent as having a maturity comparable to the term remaining from the redemption date to March 15, 2017 that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity.

“Reference date” means the date which is three business days prior to the date fixed for redemption.

“Sterling gross redemption yield” means, the gross redemption yield on such security (as calculated by the calculation agent on the basis set out in the United Kingdom Debt Management Office in the paper “Formulae for Calculating Gilt Prices from Yields” page 4, Section One: Price/Yield Formulae “Conventional Gilts; Double-dated and Undated Gilts with Assumed (or Actual) Redemption on a Quasi-Coupon Date” (published on June 8, 1998 and updated on March 15, 2002 and as further updated or amended) on a semi-annual compounding basis (converted on an annualized yield and rounded up (if necessary) to four decimal places)).

“Sterling reference bond” means the 4.00% Treasury Stock due September 7, 2016, or if such stock is no longer in issue such other United Kingdom government stock with a maturity date as near as possible to March 15, 2017, as the calculation agent may, with the advice of the Sterling reference market makers, determine to be appropriate by way of substitution for the 4.00% Treasury Stock due September 7, 2016.

“Sterling reference market makers” means three brokers or market makers of gilts selected by the calculation agent.

For purposes of the above, a “tax event” means that we have requested and received an opinion of counsel experienced in such matters to the effect that, as a result of any:

- amendment to or change in the laws or regulations of the United States or any political subdivision or taxing authority of or in the United States that is enacted or becomes effective after the date of the prospectus supplement relating to the Junior Subordinated Debentures;
- proposed change in those laws or regulations that is announced after the date of the prospectus supplement relating to the Junior Subordinated Debentures;
- official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced after the date of the prospectus supplement relating to the Junior Subordinated Debentures; or
- threatened challenge asserted in connection with an audit of us, or a threatened challenge asserted in writing against any other taxpayer that has raised capital through the issuance of securities that are substantially similar to the Junior Subordinated Debentures;

there is more than an insubstantial risk that interest payable by us on the Junior Subordinated Debentures is not, or will not be, deductible by us, in whole or in part, for United States federal income tax purposes.

For purposes of the above, a “rating agency event” means a change by any nationally recognized statistical rating organization within the meaning of Rule 15c3-1 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), that currently publishes a rating for us (a “rating agency”) to its equity credit criteria for securities such as the Junior Subordinated Debentures, as such criteria was in effect on the date of the prospectus supplement relating to the Junior Subordinated Debentures (the “current criteria”), which change results in a lower equity credit being given to the Junior Subordinated Debentures as of the date of such change than the equity credit that would have been assigned to the

Junior Subordinated Debentures as of the date of such change by such rating agency pursuant to its current criteria.

If less than all of the applicable series of the Junior Subordinated Debentures are to be redeemed at any time, selection of Junior Subordinated Debentures of the applicable series for redemption will be made by the indenture trustee under the Junior Subordinated Indenture in compliance with the rules and requirements of the New York Stock Exchange or the principal securities exchange, if any, on which such series of the Junior Subordinated Debentures is listed at the time of redemption or, if the such series of the Junior Subordinated Debentures is not so listed or that exchange prescribes no method of selection, on a *pro rata* basis, by lot or by such other method as the indenture trustee may deem fair and appropriate and which may provide for the selection for redemption of a portion of the principal amount of such series of the Junior Subordinated Debenture; provided that Junior Subordinated Debentures with a principal amount of €50,000 or less will not be redeemed in part.

We will issue a notice of redemption at least 10 but not more than 60 days before the redemption date. If any Junior Subordinated Debentures are to be redeemed in part only, the notice of redemption will state the portion of the principal amount thereof to be redeemed. A new Junior Subordinated Debenture in principal amount equal to the unredeemed portion thereof will be issued and delivered to the indenture trustee, or its nominee, or, in the case of Junior Subordinated Debentures in definitive form, issued in the name of the holder thereof, in each case upon cancellation of the original Junior Subordinated Debenture.

Additional Amounts

Subject to the exemptions and limitations set forth below, we will pay additional amounts (“additional amounts”) on the Junior Subordinated Debentures with respect to any beneficial owner of the Junior Subordinated Debentures that is a non U.S. person to ensure that each net payment to that non U.S. person on the Junior Subordinated Debentures that it beneficially owns will not be less, due to the payment of U.S. withholding tax, than the amount then otherwise due and payable. For this purpose, a “net payment” on a Junior Subordinated Debenture means a payment by us or any paying agent, including payment of principal and interest, after deduction for any present or future tax, assessment, or other governmental charge on the additional amounts. As used in this section, “U.S.” means the United States of America, including each state of the United States and the District of Columbia, its territories, its possessions, and other areas within its jurisdiction. Additional amounts are included in the interest on the Junior Subordinated Debentures.

We will not be required to make any payment of any tax, assessment or other governmental charge imposed by any government, political subdivision, or taxing authority of that government, except as provided in the prior paragraph. In addition, if we become obligated to pay additional amounts, other than as a result of an event that would, upon receipt of the opinion required under “tax event,” constitute a tax event, we may redeem the Junior Subordinated Debentures at any time in whole but not in part at 100% of their principal amount plus accrued and unpaid interest through the date of redemption as described above under “Early Redemption.”

We will not be required to pay additional amounts, however, in any of the circumstances described in items (1) through (13) below.

(1) Additional amounts will not be payable if a payment on the Junior Subordinated Debentures is reduced as a result of any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the beneficial owner:

- having a relationship with the U.S. as a citizen, resident, or otherwise;
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- having had such a relationship in the past; or
- being considered as having had such a relationship.

(2) Additional amounts will not be payable if a payment on the Junior Subordinated Debentures is reduced as a result of any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the beneficial owner:

- being treated as present in or engaged in a trade or business in the U.S.;
- being treated as having been present in or engaged in a trade or business in the U.S. in the past; or
- having or having had a permanent establishment in the U.S.

(3) Additional amounts will not be payable if a payment on the Junior Subordinated Debentures is reduced as a result of any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the beneficial owner being or having been a:

- personal holding company;
- foreign private foundation or other foreign tax-exempt organization;
- passive foreign investment company;
- controlled foreign corporation; or
- corporation that has accumulated earnings to avoid U.S. federal income tax.

(4) Additional amounts will not be payable if a payment on the Junior Subordinated Debentures is reduced as a result of any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the beneficial owner owning or having owned, actually or constructively, 10% or more of the total combined voting power of all classes of our stock entitled to vote.

(5) Additional amounts will not be payable if a payment on the Junior Subordinated Debentures is reduced as a result of any tax, assessment or other governmental charge that is imposed or withheld solely by reason of the beneficial owner being a bank (i) purchasing Junior Subordinated Debentures in the ordinary course of its lending business or (ii) that is neither (A) buying the Junior Subordinated Debentures for investment purposes only nor (B) buying the Junior Subordinated Debentures for resale to a third-party that either is not a bank or holding the Junior Subordinated Debentures for investment purposes only.

For purposes of items (1) through (5) above, “beneficial owner” includes a fiduciary, settlor, partner, member, shareholder or beneficiary of the holder if the holder is an estate, trust, partnership, limited liability company, corporation or other entity, or a person holding a power over an estate or trust administered by a fiduciary holder.

(6) Additional amounts will not be payable to any beneficial owner of a Junior Subordinated Debenture that is:

- a fiduciary;
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- a partnership;
- a limited liability company;
- another fiscally transparent entity; or
- not the sole beneficial owner of the Junior Subordinated Debenture, or any portion of the Junior Subordinate Debenture.

However, this exception to the obligation to pay additional amounts will apply only to the extent that a beneficiary or settlor in relation to the fiduciary, or a beneficial owner, partner, or member of the partnership, limited liability company or other fiscally transparent entity, would not have been entitled to the payment of an additional amount had the beneficiary, settlor, beneficial owner, partner, or member received directly its beneficial or distributive share of the payment.

(7) Additional amounts will not be payable if a payment on the Junior Subordinated Debentures is reduced as a result of any tax, assessment or other governmental charge that is imposed or withheld by reason of the failure of the beneficial owner or any other person to comply with applicable certification, identification, documentation or other information reporting requirements. This exception to the obligation to pay additional amounts will apply only if compliance with these reporting requirements is required as a precondition to exemption from such tax, assessment or other governmental charge by statute or regulation of the U.S. or by an applicable income tax treaty to which the U.S. is a party.

(8) Additional amounts will not be payable if a payment on the Junior Subordinated Debentures is reduced as a result of any tax, assessment or other governmental charge that is collected or imposed by any method other than by withholding from a payment on the applicable Junior Subordinated Debentures by us or any withholding agent (within the meaning of the applicable rules).

(9) Additional amounts will not be payable if a payment on the Junior Subordinated Debentures is reduced as a result of any tax, assessment or other governmental charge that is imposed or withheld by reason of the presentation by the beneficial owner for payment more than 30 days after the date on which such payment becomes due or is duly provided for, whichever occurs later.

(10) Additional amounts will not be payable if a payment on the Junior Subordinated Debentures is reduced as a result of any:

- estate tax;
 - inheritance tax;
 - gift tax;
 - sales tax;
 - excise tax;
 - transfer tax;
 - wealth tax;
 - personal property tax; or
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- similar tax, assessment, withholding, deduction or other governmental charge.

(11) Additional amounts will not be payable if a payment on the Junior Subordinated Debentures is reduced as a result of any tax, assessment or other governmental charge required to be withheld by any withholding agent (within the meaning of the applicable rules) from a payment of principal or interest on the Junior Subordinated Debentures if that payment can be made without such withholding by any other withholding agent.

(12) Additional amounts will not be payable if a payment on the Junior Subordinated Debentures is reduced as a result of any tax, assessment or other governmental charge that is required to be made pursuant to any EU Directive on the taxation of savings income or any law implementing or complying with, or introduced to conform to, any such Directive.

(13) Additional amounts will not be payable if a payment on the Junior Subordinated Debentures is reduced as a result of any combination of items (1) through (12) above.

As used in this section the term “non U.S. person” means any person who, for U.S. federal income tax purposes is:

- a nonresident alien individual;
- a foreign corporation;
- a foreign partnership, one or more of the members of which, for U.S. federal income tax purposes, is a foreign corporation, a nonresident alien individual or a nonresident alien fiduciary of a foreign estate or trust; or
- a nonresident alien fiduciary of an estate or trust that is not subject to U.S. federal income tax on a net income basis on income or gain from a Junior Subordinated Debenture.

Events of Default

The following events are “events of default” with respect to each series of Junior Subordinated Debentures:

- default in the payment of interest, including compounded interest, in full on such series of Junior Subordinated Debenture for a period of 30 days after the conclusion of a 10-year period following the commencement of any deferral period; or
- default in the payment of the principal on such series of Junior Subordinated Debenture at the final maturity date or upon a call for redemption; or
- certain events of bankruptcy, insolvency and reorganization involving AIG.

Remedies If an Event of Default Occurs

All remedies available upon the occurrence of an event of default under the junior debt indenture will be subject to the restrictions described below under “Subordination.” If an event of default occurs, the indenture trustee will have special duties. In that situation, the indenture trustee will be obligated to use its rights and powers under the junior debt indenture, and to use the same degree of care and skill in doing so, that a prudent person would use in that situation in conducting his or her own affairs. If an event

of default of the type described in the first bullet point in the definition of that term has occurred and has not been cured, the indenture trustee or the holders of at least 25% in principal amount of the applicable series of Junior Subordinated Debentures may declare the entire principal amount of all the then outstanding Junior Subordinated Debentures of such series to be due and immediately payable. This is called a declaration of acceleration of maturity. If an event of default described in the third bullet point in the definition has occurred, the principal amount of all then outstanding Junior Subordinated Debentures will immediately become due and payable. In the case of any other default or breach of the Junior Subordinated Indenture by AIG, including an event of default under the second bullet point in the definition of that term, there is no right to declare the principal amount of the applicable series of Junior Subordinated Debentures immediately due and payable.

The holders of a majority in aggregate outstanding principal amount of each series of Junior Subordinated Debentures may, on behalf of the holders of such series of Junior Subordinated Debentures, waive any default or event of default, except an event of default under the second or third bullet point above or a default with respect to a covenant or provision which under the Junior Subordinated Indenture cannot be modified or amended without the consent of the holder of the applicable outstanding Junior Subordinated Debenture.

Except in cases of an event of default, where the indenture trustee has the special duties described above, the indenture trustee is not required to take any action under the junior debt indenture at the request of any holders unless the holders offer the indenture trustee reasonable protection from expenses and liability called an indemnity. If indemnity reasonably satisfactory to the indenture trustee is provided, the holders of a majority in principal amount of the applicable series of outstanding Junior Subordinated Debentures may direct the time, method and place of conducting any lawsuit or other formal legal action seeking any remedy available to the indenture trustee. These majority holders may also direct the indenture trustee in performing any other action under the Junior Subordinated Indenture with respect to the applicable series of Junior Subordinated Debentures.

Before holders bypass the indenture trustee and bring their own lawsuit or other formal legal action or take other steps to enforce their rights or protect their interests under the Junior Subordinated Indenture, the following must occur:

- a holder of the applicable series of Junior Subordinated Debentures must give the indenture trustee written notice that an event of default has occurred and remains uncured;
- the holders of 25% in principal amount of the applicable series of Junior Subordinated Debentures must make a written request that the indenture trustee take action because of the default, and they must offer reasonable indemnity to the indenture trustee against the cost, expenses and liabilities of taking that action; and
- the indenture trustee must have not taken action for 60 days after receipt of the above notice and offer of indemnity.

We will give to the indenture trustee every year a written statement of certain of our officers certifying that to their knowledge we are in compliance with the Junior Subordinated Indenture, or else specifying any default.

Subordination

Holders of the Junior Subordinated Debentures should recognize that contractual provisions in the junior debt indenture may prohibit us from making payments on the Junior Subordinated Debentures. The Junior Subordinated Debentures are subordinate and junior in right of payment, to the extent and in the manner stated in the junior debt indenture, to all of our senior debt, as defined in the Junior Subordinated Indenture.

The Junior Subordinated Indenture defines “senior debt” as all indebtedness and obligations of, or guaranteed or assumed by, us:

- for borrowed money;
- evidenced by bonds, debentures, notes or other similar instruments; and
- that represent obligations to policyholders of insurance or investment contracts

in each case, whether existing now or in the future, and all amendments, renewals, extensions, modifications and refundings of any indebtedness or obligations of that kind. Senior debt will also include: any subordinated or junior subordinated debt that by its terms is not expressly *pari passu* or subordinated to the Junior Subordinated Debentures; all guarantees of securities issued by any trust, partnership or other entity affiliated with us that is, directly or indirectly, our financing vehicle; and intercompany debt. The Junior Subordinated Debentures will rank *pari passu* with the outstanding parity securities. The junior debt indenture does not restrict or limit in any way our ability to incur senior debt.

Senior debt excludes:

- trade accounts payable and accrued liabilities arising in the ordinary course of business; and
- the outstanding parity securities and any other indebtedness, guarantee or other obligation that is specifically designated as being subordinate, or not superior, in right of payment to the Junior Subordinated Debentures.

As a result, except upon the occurrence of an event described in the next paragraph, the Junior Subordinated Debentures will rank equally with trade accounts payable and accrued liabilities.

The Junior Subordinated Indenture provides that, unless all principal of and any premium or interest on the senior debt has been paid in full, no payment or other distribution may be made with respect to any Junior Subordinated Debentures in the following circumstances:

- in the event of any insolvency or bankruptcy proceedings, or any receivership, liquidation, reorganization, assignment for creditors or other similar proceedings or events involving us or our assets; or
 - any event of default with respect to any senior debt for borrowed money having at the relevant time an aggregate outstanding principal amount of at least \$100 million has occurred and is continuing and has been accelerated (unless the event of default has been cured or waived or ceased to exist and such acceleration has been rescinded); or
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in the event the Junior Subordinated Debentures have been declared due and payable prior to March 15, 2067.

If the indenture trustee under the Junior Subordinated Indenture or any holders of the Junior Subordinated Debentures receive any payment or distribution that is prohibited under the subordination provisions, then the indenture trustee or the holders will have to repay that money to the holders of the senior debt.

The subordination provisions do not prevent the occurrence of an event of default. This means that the indenture trustee under the Junior Subordinated Indenture and the holders of the Junior Subordinated Debentures can take action against us, but they will not receive any money until the claims of the holders of senior debt have been fully satisfied.

Concerning the Trustee

The Bank of New York Mellon is the trustee under the Junior Subordinated Indenture and also the paying agent and the transfer agent and registrar for the Series A-9 Junior Subordinated Debentures. We have entered, and from time to time may continue to enter, into banking or other relationships with The Bank of New York Mellon or its affiliates.

Payment and Paying Agents

The paying agent for the Junior Subordinated Debentures will initially be the indenture trustee.

Notices

We and the indenture trustee will send notices regarding the Junior Subordinated Debentures only to holders, using their addresses as listed in the indenture trustee's records.

Governing Law

The Junior Subordinated Indenture and the Junior Subordinated Debentures are be governed by, and construed in accordance with, the laws of the State of New York.

**AMENDMENT LETTER
TO
LENDERS PARTY TO THE CREDIT AGREEMENT REFERENCED BELOW**

November 23, 2020

Reference is made to the Fourth Amended and Restated Credit Agreement (as amended, the “Credit Agreement”) dated as of June 27, 2017, among AMERICAN INTERNATIONAL GROUP, INC. (the “Company”), the subsidiary borrowers party thereto, the lenders party thereto (the “Lenders”), JPMorgan Chase Bank, N.A., as administrative agent, and each Several L/C Agent party thereto. Terms used but not defined herein shall have the meanings provided in the Credit Agreement.

Each Lender is hereby requested by the Company to confirm its agreement that (i) clause (a) of the definition of “Consolidated Net Worth” in the Credit Agreement is amended in its entirety to read “(a) accumulated other comprehensive income (or loss) (adjusted for the Fortitude Re Adjustment Amount)” and (ii) the following new definition is added in the appropriate alphabetical location: “Fortitude Re Adjustment Amount” means, at any date, the amount (if any) of cumulative unrealized gains and losses related to Fortitude Re’s Funds Withheld Assets (as such term is used in the Company’s most recent financial statement delivered in accordance with Section 5.01) as included in accumulated other comprehensive income (or loss).”. The undersigned is in agreement with the foregoing. Please signify your agreement with the foregoing by signing and returning a copy of this Amendment Letter to Jeff Meyers (via pdf email at jmeyers1@milbank.com) at your earliest convenience but **not later than 3:00 p.m., New York City time, Friday, November 20th**.

Except as expressly modified by this Amendment Letter, all terms, conditions, covenants, representations and warranties contained in the Credit Agreement and the other Loan Documents, and all rights and remedies of the Lenders and the Administrative Agent and all of the obligations of the Loan Parties, shall remain in full force and effect. From and after the effectiveness of this Amendment Letter, the term “Agreement” (or words of similar import) in the Credit Agreement, and all references to the Credit Agreement in any related document, shall mean the Credit Agreement as modified by this Amendment Letter. This Amendment Letter shall constitute a “Loan Document” for purposes of the Credit Agreement and the other Loan Documents. The Company hereby represents and warrants to the Lenders and the Administrative Agent that (i) the representations and warranties of the Company and each Subsidiary Borrower (if any) set forth in the Credit Agreement and the other Loan Documents shall be true and correct in all material respects (or, in the case of any such representations and warranties qualified as to materiality, in all respects) on the date hereof as if made on and as of the date hereof (or, if any such representation or warranty is expressly stated to have been made as of a specified date, as of such specified date) and as if each reference to “this Agreement” included reference to this Agreement Letter (it being agreed that it shall be deemed to be an Event of Default under the Credit Agreement if any of the foregoing representations and warranties shall prove to have been false in any material respect when made) and (ii) at the time of and immediately after giving effect to this Amendment Letter, no Default has occurred and or is continuing.

This Amendment Letter may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this Amendment Letter by telecopy, emailed pdf. or any other electronic means that reproduces an image

of the actual executed signature page shall be effective as delivery of a manually executed counterpart of this Amendment Letter. The words “execution,” “signed,” “signature,” “delivery,” and words of like import in or relating to any document to be signed in connection with this Amendment Letter and the transactions contemplated hereby shall be deemed to include Electronic Signatures, deliveries or the keeping of records in electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature, physical delivery thereof or the use of a paper-based recordkeeping system, as the case may be, to the extent and as provided for in any applicable law, including the Federal Electronic Signatures in Global and National Commerce Act, the New York State Electronic Signatures and Records Act, or any other similar state laws based on the Uniform Electronic Transactions Act; provided that nothing herein shall require the Administrative Agent to accept electronic signatures in any form or format without its prior written consent. “Electronic Signature” means an electronic sound, symbol, or process attached to, or associated with, a contract or other record and adopted by a Person with the intent to sign, authenticate or accept such contract or record.

This Amendment Letter shall be construed in accordance with and governed by the law of the State of New York.

Please direct any questions of a legal nature to Jeff Meyers at Milbank LLP (jmeyers1@milbank.com, 212-530-5448). Questions of a business nature should be directed to Sid Lahiri (sid.lahiri@jpmorgan.com) or Sara Montague (sara.montague@jpmorgan.com) of JPMorgan Chase Bank, N.A.

[Signature pages follow]

JPMORGAN CHASE BANK, N.A., as Administrative Agent

By: /s/ Karole Dill Barkley
Name: Karole Dill Barkley
Title: Vice President and Treasurer

AMERICAN INTERNATIONAL GROUP, INC.

By: /s/ Sabra R. Purtill
Name: Sabra R. Purtill
Title: Senior Vice President, Deputy CFO, Treasurer, Investor and Rating Agency
Relations

SO AGREED:

JPMORGAN CHASE BANK, N.A.

By: /s/ Karole Dill Barkley
Name: Karole Dill Barkley
Title: Vice President

SO AGREED:

CITIBANK, N.A.

By: /s/ Maureen P. Maroney
Name: Maureen P. Maroney
Title: Vice President

SO AGREED:

BANK OF AMERICA, N.A.

By: /s/ Chris Choi
Name: Chris Choi
Title: Director

SO AGREED:

STANDARD CHARTERED BANK

By: /s/ James Beck
Name: James Beck
Title: Associate Director

SO AGREED:

U.S. BANK NATIONAL ASSOCIATION

By: /s/ Andre Liu
Name: Andre Liu
Title: Vice President

SO AGREED:

NATIONAL AUSTRALIA BANK LIMITED

By: /s/ Helen Hsu
Name: Helen Hsu
Title: Director

SO AGREED:

UNICREDIT BANK AG, NEW YORK BRANCH

By: /s/ Sam Opitz
Name: Sam Opitz
Title: Director

By: /s/ Aleksander Borowicz
Name: Aleksander Borowicz
Title: Director

SO AGREED:

MANUFACTURERS AND TRADERS TRUST COMPANY

By: /s/ Brooks W. Thropp
Name: Brooks W. Thropp
Title: Administrative Vice President

SO AGREED:

THE GOVERNOR AND COMPANY OF THE BANK OF IRELAND

By: /s/ Clíodhna Ní Bhraonáin
Name: Clíodhna Ní Bhraonáin
Title: Manager

By: /s/ Keith Hughes
Name: Keith Hughes
Title: Director

SO AGREED:

ROYAL BANK OF CANADA

By: /s/ Sergey Skripnichenko
Name: Sergey Skripnichenko
Title: Authorized Signatory

SO AGREED:

NOMURA CORPORATE FUNDING AMERICAS, LLC.

By: /s/ Andrew Keith
Name: Andrew Keith
Title: Executive Director

SO AGREED:

SUMITOMO MITSUI BANKING CORPORATION

By: /s/ Shane Klein
Name: Shane Klein
Title: Managing Director

SO AGREED:

BARCLAYS BANK PLC

By: /s/ Jake Lam
Name: Jake Lam
Title: Assistant Vice President

SO AGREED:

HSBC BANK USA, N.A.

By: /s/ Teresa Pereyra
Name: Teresa Pereyra
Title: Vice President, Financial Institutions Group

SO AGREED:

MIZUHO BANK, LTD.

By: /s/ Donna DeMagistris
Name: Donna DeMagistris
Title: Authorized Signatory

SO AGREED:

AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED

By: /s/ Cynthia Dioquino
Name: Cynthia Dioquino
Title: Associate Director

SO AGREED:

WELLS FARGO BANK, N.A.

By: /s/ Jason Hafener
Name: Jason Hafener
Title: Managing Director

SO AGREED:

THE BANK OF NOVA SCOTIA

By: /s/ Sunny Yang
Name: Sunny Yang
Title: Director

SO AGREED:

MORGAN STANLEY BANK, N.A.

By: /s/ David White
Name: David White
Title: Authorized Signatory

SO AGREED:

PNC BANK, NATIONAL ASSOCIATION

By: /s/ Devin Faddoul
Name: Devin Faddoul
Title: Assistant Vice President

SO AGREED:

GOLDMAN SACHS BANK USA

By: /s/ Mahesh Mohan
Name: Mahesh Mohan
Title: Authorized Signatory

SO AGREED:

CREDIT SUISSE AG, NEW YORK BRANCH

By: /s/ Doreen Barr
Name: Doreen Barr
Title: Authorized Signatory

By: /s/ Andrew Griffin
Name: Andrew Griffin
Title: Authorized Signatory

SO AGREED:

DEUTSCHE BANK AG NEW YORK BRANCH

By: /s/ Annie Chung
Name: Annie Chung
Title: Director
Annie.chung@db.com
+1-212-250-6375

By: /s/ Ming K. Chu
Name: Ming K. Chu
Title: Director
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SO AGREED:

BANCO BILBAO VIZCAYA ARGENTARIA, S.A. NEW YORK BRANCH

By: /s/ Brian Crowley

Name: Brian Crowley

Title: Managing Director

By: /s/ Miriam Trautmann

Name: Miriam Trautmann

Title: Senior Vice President

SO AGREED:

THE BANK OF NEW YORK MELLON

By: /s/ Michael Pensari
Name: Michael Pensari
Title: Director

SO AGREED:

MUFG BANK, LTD.

By: /s/ Rajiv Ranjan
Name: Rajiv Ranjan
Title: Vice President

SO AGREED:

SOCIETE GENERALE

By: /s/ William Aishton
Name: William Aiston
Title: Director

SO AGREED:

NATWEST MARKETS PLC

By: /s/ Sinead Collister
Name: Sinead Collister
Title: Director

SO AGREED:

NATIXIS, NEW YORK BRANCH

By: /s/ Kelley T. Hebert
Name: Kelley T. Hebert
Title: Managing Director

By: /s/ Eric Li
Name: Eric Li
Title: Associate

SO AGREED:

INDUSTRIAL AND COMMERCIAL BANK OF CHINA LIMITED, NEW YORK BRANCH

By: /s/ Kelley T. Hebert
Name: Kelley T. Hebert
Title: Managing Director

By: /s/ Eric Li
Name: Eric Li
Title: Associate

SO AGREED:

ING BANK N.V.

By: /s/ D.H. Bleijenberg
Name: D.H. Bleijenberg
Title: Director

By: /s/ J.D. Dijkstra
Name: J.D. Dijkstra
Title: Managing Director

SO AGREED:

BNP PARIBAS

By: /s/ Marguerite Lebon
Name: Marguerite Lebon
Title: Vice President

By: /s/ Joseph Malley
Name: Joseph Malley
Title: Managing Director

SO AGREED:

STATE STREET BANK AND TRUST COMPANY

By: /s/ Kimberly R. Costa
Name: Kimberly R. Costa
Title: Vice President

**AMERICAN INTERNATIONAL GROUP, INC.
AMENDED AND RESTATED 2012 EXECUTIVE SEVERANCE PLAN**

The Compensation and Management Resources Committee of the Board of Directors (the “*Compensation Committee*”) of American International Group, Inc., a Delaware corporation (the “*Company*”), has adopted this American International Group, Inc. 2012 Executive Severance Plan (the “*Plan*”), first effective as of December 4, 2012 (the “*Initial Effective Date*”), amended as of December 19, 2013, September 9, 2014, October 1, 2015 and July 1, 2016, and hereby amended and restated in its entirety as of February 16, 2021 (the “*Effective Date*”). Terms not defined herein have the meanings provided in the Glossary of Terms.

I. Purpose

The Plan is maintained for the purpose of providing severance payments and benefits for a select group of management or highly compensated employees covered by the Plan whose employment is terminated under the circumstances set forth in the Plan.

II. Term

The Plan took effect on the Initial Effective Date, and as hereby amended and restated shall be effective as of the Effective Date and continue until terminated by the Compensation Committee with twelve (12) months’ notice to Eligible Employees in accordance with Section VIII below.

III. Eligibility

The employees eligible to participate in the Plan at any time (the “*Eligible Employees*”) shall be comprised of each employee who (1) is a full-time employee in grade level 27 or above, or who is a full-time employee and was in grade level 27 or above in the twelve (12) months immediately prior to the date of termination, at the time of the termination of his or her employment or (2) was eligible to participate in the American International Group, Inc. Amended and Restated Executive Severance Plan, first effective as of March 11, 2008 and as amended (the “*Old Plan*”) as of the Initial Effective Date (an “*Old Plan Participant*”). Notwithstanding the foregoing, if an employee has an employment agreement (or other agreement or arrangement) that provides for payment of severance in connection with a “Covered Termination” (as defined in Section IV below), the employee will not be an Eligible Employee; *provided* that payment of statutorily-required severance shall not prohibit an employee from being an Eligible Employee. Receipt of the Plan by an Old Plan Participant shall be deemed to constitute notice, delivered as of the Initial Effective Date, for the purpose of terminating the Old Plan under Section VIII of the Old Plan.

IV. Severance

Subject to Section IV.F below, an Eligible Employee shall be entitled to receive the benefits described in this Section IV if he or she experiences a “Covered Termination;” *provided* that such benefits shall be modified as set forth in the appendices to the Plan to comply with local laws, bylaws, statutes, regulations, codes of practice or applicable guidance issued by a governmental department or regulatory authority (together referred to as “*Local Law*”) for any employee whose primary worksite is outside of the United States but is not classified as a Mobile Overseas Personnel; and *provided, further*, that any Eligible Employee who experiences a “Covered Termination” and is entitled to statutorily-required severance shall receive the greater of such statutorily-required severance and the benefits described in this Section IV or shall have his or her benefits described in this Section IV reduced by the statutorily-required severance paid to the Eligible Employee, as required by applicable law.

A “*Covered Termination*” shall mean:

(1) For all Eligible Employees, a termination of service during the term of the Plan for any reason other than the Eligible Employee’s: (a) death; (b) Disability; (c) resignation (including any resignation that an Eligible Employee may assert was a constructive discharge); or (d) termination by the Company or its subsidiaries for Cause (for purposes of this Plan, the term subsidiaries shall be deemed to include both direct and indirect subsidiaries); and

(2) Notwithstanding paragraph (1) above, for any Eligible Employees in grade level 27 or above, such Eligible Employee’s termination of service during the term of the Plan as a result of resignation from his or her employment for Good Reason.

A “*CIC Covered Termination*” shall mean a Covered Termination within twenty-four (24) months following a Change in Control.

Unless otherwise stated in the Plan, for purposes of an Eligible Employee’s employment under the Plan, “termination” of employment or service shall mean the date upon which the Eligible Employee ceases to perform his or her employment duties and responsibilities for the Company and/or each of its subsidiaries and, to the extent consistent with the foregoing, shall be the “last day worked/end work date” that is coded in the payroll system applicable to the Eligible Employee. Solely for purposes of this Plan, an Eligible Employee’s grade level shall be deemed to be the highest grade level at which the Eligible Employee was employed in the twelve (12) months immediately prior to his or her date of termination.

A. Accrued Wages and Expense Reimbursements

If an Eligible Employee experiences a Covered Termination, the Eligible Employee shall receive: (1) accrued wages due through the date of termination in accordance with the Eligible Employee’s employer’s normal payroll practices; (2) reimbursement for any unreimbursed business expenses properly incurred by the Eligible Employee prior to the date of termination in accordance with Company policy (and for which the Eligible Employee has submitted proper documentation as may be required by the Company, with such documentation and each reimbursement to occur not later than one (1) year after the Eligible Employee’s date of termination); and (3) any accrued but unused vacation pay in a lump sum paid within two and one-half months after the end of the calendar year in which the Eligible Employee’s date of termination occurs (the “*Termination Year*”).

B. Severance, Generally

Except as provided in Section IV.C below, in the event of a Covered Termination, an Eligible Employee shall be entitled to receive the following:

(1) With respect to an Eligible Employee's annual short-term incentive award ("STI Award") under the American International Group, Inc. Short-Term Incentive Plan or its successor plan (the "STI Plan"), an Eligible Employee shall receive:

(a) The "Prior Year Incentive" as calculated below.

(i) If the date of termination is after the end of the applicable STI Plan performance year, but prior to the Threshold/First Payment Date with respect to an STI Award, an amount equal to the Eligible Employee's STI Target for such performance year as adjusted for the actual performance of the Company and/or applicable business unit or function, as determined by the Chief Executive Officer of the Company ("CEO") in his or her sole discretion (except that, with respect to Eligible Employees whom the CEO designates as being members of his or her executive leadership team (the "ELT"), such determination shall be made by the Compensation Committee in its sole discretion).

(x) For purposes of this section, Threshold/First Payment Date will mean (i) for Eligible Employees who have an STI Award that is entirely payable in the year following the STI Plan performance year, the date such STI Award is paid, and (ii) for Eligible Employees who have a portion of their STI Award designated as a "Deferred STI Award" such that a portion of such STI Award is to be paid two or more calendar years after the STI Plan performance year, the date the *first* payment of such STI Award is paid.

(y) For purposes of this section, an Eligible Employee's STI Target will mean the target annual incentive amount assigned to such Eligible Employee for a performance year pursuant to the STI Plan.

(ii) With respect to Eligible Employees who have a portion of their STI Award designated as a "Deferred STI Award," if the date of termination is after the end of the STI Plan performance year *and* after the Threshold/First Payment Date for such STI Award, the amount of the Deferred STI Award portion not yet paid.

(iii) In all events, such amounts will be paid at the same time as they are paid to similarly-situated active employees with similar STI Awards, and will be subject to the same deferral, clawback and repayment terms. For point of clarity, Prior Year Incentive payments to Eligible Employees covered under the AIG Clawback Policy, as may be amended from time to time, are subject to forfeiture and/or repayment to the extent provided for in such policy.

(b) The "Pro Rata Incentive" for the Termination Year as calculated below.

(i) Subject to paragraph (b)(ii) immediately below, for the Termination Year, a Pro Rated portion of an amount equal to (A) in the event of a Covered Termination other than a CIC Covered Termination, the Eligible Employee's STI Target as adjusted for the actual performance of the Company and/or applicable business unit or function, as determined by the CEO in his or her sole discretion (except that, with respect to Eligible Employees whom the CEO classifies as being members of his or her ELT, such determination shall be made by the Compensation Committee in its sole discretion) (the "*Performance Adjusted STI Target*"), or (B) in the event of a CIC Covered Termination, the greater of the Eligible Employee's STI Target and the Performance Adjusted STI Target.

(x) For purposes of this section, Pro Rated will mean a fraction the numerator of which is the number of full months in the Termination Year that the Eligible Employee was actively employed or on an approved leave of absence during which the Eligible Employee was receiving salary continuation from a Company payroll (a "Paid Leave of Absence") and the denominator of which is twelve (12).

(y) If the Covered Termination occurs within twelve (12) months following a reduction in the Eligible Employee's annual base salary and/or short-term incentive opportunity (other than a reduction resulting from a Board approved program generally applicable to similarly-situated employees), for purposes of this section, the STI Target shall be the greater of the Eligible Employee's STI Target in effect on the date of the Covered Termination and the Eligible Employee's STI Target in effect on the day immediately prior to such reduction.

(ii) To the extent an Eligible Employee experiences a Covered Termination (other than a CIC Covered Termination) prior to April 1 of the Termination Year, no Pro Rata Incentive shall be paid (*it being understood* that to the extent an Eligible Employee experiences a CIC Covered Termination, the Eligible Employee will be entitled to the Pro Rata Incentive set forth in paragraph (b)(i)).

(iii) All Pro Rata Incentive payments will be paid at the same time or times as they are paid to similarly situated active employees with similar STI Awards, and will be subject to the same deferral, clawback and repayment terms. For point of clarity, Pro Rata Incentive payments to Eligible Employees covered under the AIG Clawback Policy, as may be amended from time to time, are subject to forfeiture and/or repayment to the extent provided for in such policy.

(iv) For avoidance of doubt, the terms STI Target and STI Award as used in this Section include any portion of an STI Target and STI Award designated as a Deferred STI Award (described above).

For the avoidance of doubt, in no event shall an Eligible Employee be entitled to a duplication of any amounts payable under this paragraph or paragraph (1) above and under the terms of the American International Group, Inc. Short-Term Incentive Plan as a result of his or her Covered Termination.

(2) A lump sum cash payment equal to the product of: (a) a "Multiplier" (as defined below) times (b) the sum of

(i) the greater of actual base salary earned by the Eligible Employee over the twelve (12) months immediately prior to the date of termination and the Eligible Employee's annualized base salary rate as of the date of termination plus

(ii) (A) in the event of a Covered Termination other than a CIC Covered Termination, the average of the Eligible Employee's annual short-term incentive bonus actually paid for the three (3) most recently completed calendar years preceding the Termination Year for which annual short-term incentive bonuses had generally been paid, or (B) in the event of a CIC Covered Termination, the greater of (x) the Eligible Employee's STI Target for the Termination Year, and (y) the average of the Eligible Employee's annual short-term incentive bonus actually paid for the three (3) most recently completed calendar years preceding the Termination Year for which annual short-term incentive bonuses had generally been paid.

Such amount will be paid as soon as practicable following the Covered Termination but in no event later than sixty (60) days thereafter. In the event of any unanticipated circumstances that result in the Company, in its sole discretion, paying such amount later than sixty (60) days following the Covered Termination, in no event will such amount be paid later than March 15th of the year immediately following the Termination Year. Notwithstanding the foregoing, (x) if the Covered Termination occurs within twelve (12) months following a reduction in the Eligible Employee's annual base salary and/or short-term incentive opportunity (other than a reduction resulting from a Board-approved program generally applicable to similarly-situated employees), the payment due under this paragraph (2) shall be calculated as if the Covered Termination occurred on the day immediately prior to such reduction (using the Eligible Employee's grade level on the day immediately prior to such reduction for purposes of the Multiplier) and (y) if an Eligible Employee resigns for Good Reason after twelve (12) months but before twenty-four (24) months following the event giving rise to Good Reason, the amount described in clause (i) of this paragraph (2) shall be the greater of actual base salary earned by the Eligible Employee over the twelve (12) months immediately prior to the event giving rise to Good Reason and the Eligible Employee's annualized base salary rate immediately prior to the event giving rise to Good Reason.

The "*Multiplier*" shall be as follows:

(1) For an Eligible Employee in grade level 27 or 28: (a) 1 in the event of a Covered Termination; or (b) 1.5 in the event of a CIC Covered Termination; and

(2) For an Eligible Employee in grade level 29 or above: (a) 1.5 in the event of a Covered Termination; or (b) 2 in the event of CIC Covered Termination.

(3) For purposes of paragraph (1)(b) above, if no STI Target is established for an Eligible Employee for the Termination Year, in lieu of the STI Target, the Pro Rata Incentive shall be calculated using the average of the Eligible Employee's annual short-term incentive bonuses paid with respect to the three (3) most recently completed calendar years preceding the Termination Year for which annual short-term incentive bonuses had generally been paid; *provided* that (x) if the Eligible Employee was not employed for all years that would otherwise be included in the average, the Eligible Employee's STI Target with respect to the most recently completed calendar year preceding the Termination Year in which the Eligible Employee was employed shall be used and (y) if the Eligible Employee received no annual short-term incentive bonus for one of the years that would otherwise be included in the average as a result of an approved leave of absence, the Eligible Employee's STI Target with respect to the most recently completed calendar year preceding the Termination Year in which such condition did not apply shall be used.

(4) With respect to paragraph 2 above, (a) if the Eligible Employee was not employed for all years that would otherwise be included in the average, the average shall be computed based on each such year in which Eligible Employee was employed; (b) if the Eligible Employee earns or is awarded no short-term incentive bonus for one of the years that would otherwise be included in the average as a result of an approved leave of absence, the average shall be computed by using the three most recently completed calendar years preceding the calendar year of termination in which such condition did not apply; and (c) if an Eligible Employee was not employed long enough for the Eligible Employee's first short-term incentive bonus to be paid, the Eligible Employee's target short-term incentive bonus shall be used in lieu of the average described above.

C. Severance for Old Plan Participants

(1) If an Old Plan Participant experiences a Covered Termination, he or she shall receive (a) the Prior Year Incentive (if applicable), (b) the Pro Rata Incentive and (c) severance equal to (i) for an Old Plan Participant below grade level 27, the “Old Plan Benefit” (as defined below) or (ii) for an Old Plan Participant in grade level 27 or above, (x) the Old Plan Benefit plus (y) the difference, if any, between the amount provided in Section IV.B(2) and the “Old Plan Benefit” (the “*New Plan Payment*”).

(2) The “*Old Plan Benefit*” shall be the sum of the following, divided by twelve (12), and then multiplied by the number of months in the “Severance Period” (as defined below) applicable to the Old Plan Participant:

(a) Annual base salary as of the date of termination; plus

(b) The average of the Old Plan Participant’s “Annual Cash Bonuses” (as defined below) awarded and paid with respect to the three most recently completed calendar years preceding the Termination Year (including any year in which the bonus was zero); *provided* that: (i) if the date of termination occurs during a calendar year before the time that Annual Cash Bonuses have generally been paid out to employees for the prior calendar year’s performance, the average shall be computed based on the second, third and fourth calendar years prior to the calendar year in which the termination occurs, (ii) if the Old Plan Participant was not employed for all years that would otherwise be included in the average, the average shall be computed based on each such year in which the Old Plan Participant was employed and (iii) if the Old Plan Participant earns or is awarded no bonus for one of the years that would otherwise be included in the average as a result of an approved leave of absence, the average shall be computed by using the three most recently completed calendar years preceding the Termination Year in which such condition did not apply. Solely for purposes of this Plan, “*Annual Cash Bonus*” means any performance based, year-end cash bonus or a cash bonus in lieu of a year-end cash bonus, and the amount of any Annual Cash Bonus awarded and paid shall include any amount of such bonus voluntarily deferred by the Old Plan Participant, as applicable.

(3) The “*Severance Period*” shall be:

(a) For each Old Plan Participant who is a Senior Vice President or higher of the Company as of January 1, 2014 (the “*Transition Date*”) (or, if earlier, the date of termination), twenty-four (24) months; and

(b) For all other Old Plan Participants, one month per year of service with the Company up to a maximum of twelve (12) months, except that (i) no Old Plan Participant shall have a Severance Period of less than six (6) months regardless of years of service and (ii) any Old Plan Participant who was also eligible to receive benefits under the American International Group, Inc. Executive Severance Plan that was terminated as of June 26, 2008 (the “*Initial Plan*”) shall be entitled to a Severance Period that is no shorter than what would have been provided to such Old Plan Participant under the terms of the Initial Plan if such Old Plan Participant had been terminated on December 31, 2007. For the avoidance of doubt, the Severance Period for an Old Plan Participant who is a Senior Vice President solely of a subsidiary of the Company (and not of American International Group, Inc.) shall be determined under this paragraph IV.C(3)(b).

For Covered Terminations on or after the Transition Date, the Old Plan Benefit will be paid in a lump sum in accordance with the payment timing set forth in Section IV.B(2).

Any New Plan Payment will be paid in a lump sum in accordance with the payment timing set forth in Section IV.B(2) (*provided* that any Pro Rata Incentive will be paid in accordance with the payment timing set forth in Section IV.B(1)(b) and any Prior Year Incentive will be paid in accordance with the payment timing set forth in Section IV.B(1)(a)).

D. Continued Health and Life Insurance Coverage and Participation in Retiree Health and Retiree Life for Eligible Employees

If an Eligible Employee experiences a Covered Termination, the Eligible Employee shall be entitled to continued health insurance coverage under the Consolidated Omnibus Budget Reconciliation Act of 1985 (“*COBRA*”), if applicable, for a period in accordance with the requirements under COBRA; *provided, however*, that the Eligible Employee shall be solely responsible for paying the full cost of the monthly premiums for such COBRA coverage; and *provided, further*, that such coverage shall not be provided if during such period the Eligible Employee is or becomes ineligible under the provisions of COBRA for continuing coverage. Any Eligible Employee who experiences a Covered Termination will receive one (1) year of additional service credit and credit for additional age solely for purposes of determining the Eligible Employee’s eligibility to participate in any Company retiree health plan and, if eligible, may choose to participate in any such plan as of his or her date of termination at the applicable rate or pay for COBRA coverage, if applicable. If such an Eligible Employee chooses to pay for COBRA coverage and retains such coverage for the full COBRA period, the Eligible Employee may participate in the applicable Company retiree health plan(s) following the COBRA period.

If an Eligible Employee experiences a Covered Termination, the Eligible Employee shall also be entitled to an additional lump-sum payment of forty thousand (\$40,000) (the “*Supplemental Health & Life Payment*”). The Supplemental Health & Life Payment may, among other things, be payable towards COBRA healthcare and life insurance coverage after the Eligible Employee’s date of termination.

E. Additional Non-qualified Pension Credits for Eligible Employees

If an Eligible Employee experiences a Covered Termination, the Eligible Employee will receive one (1) year of additional service credit and credit for additional age solely for purposes of determining vesting and eligibility for retirement (including early retirement) under the American International Group, Inc. Non-Qualified Retirement Income Plan (a plan that is not intended to be qualified under the provisions of Section 401 of the Internal Revenue Code of 1986, as amended (the “*Code*”)) to the extent such Eligible Employee was participating immediately prior to his or her date of termination (the “*Non-Qualified Pension Plan*”); *provided, however*, in the event of a Change in Control, such Eligible Employee will fully vest in the Eligible Employee’s accrued benefit under the Non-Qualified Pension Plan upon the Change in Control in accordance with the terms of the Non-Qualified Pension Plan. Eligible Employees shall commence payments under the Non-Qualified Pension Plan in accordance with Section 409A of the Code and at the time specified in the applicable plan, determined as if “Qualified Plan Retirement Income” (as defined in the applicable plan) began to be paid immediately following the Eligible Employee’s date of termination.

F. Limitations on Severance; Reductions of Severance

The amounts described in Subsections B through E of this Section IV (collectively referred to as “*Severance*”) are subject to the provisions set forth under Section V, as well as to the Eligible Employee’s continued compliance with any applicable release and/or restrictive covenant agreement (referred to generically as the “*Release*”) that the Company may require under other compensation arrangements, any applicable employment agreement or the release pursuant to Section VI below. Failure to execute or adhere to such a Release, or the revocation of such a Release, by the Eligible Employee shall result in a forfeiture of all Severance under the Plan. (For the avoidance of doubt, any Severance Installment or other Severance benefit due under the terms of the Plan shall be forfeited to the extent such payment would have otherwise been due but for the Eligible Employee’s failure to provide the Company with a duly executed and effective Release.) Nothing herein shall preclude the Company in its sole discretion from requiring the Eligible Employee to enter into other such releases or agreements as a condition to receiving Severance under the Plan.

G. Code Section 409A

Payments under the Plan are intended to satisfy the “short-term deferral exception” under section 409A of the Code (“Code section 409A”).

The Plan Administrator (as defined in Section VII.A) will have full authority to give effect to the intent of this Section VI.G.

H. Covenants and for “Cause” Terminations

Notwithstanding anything to the contrary in the Plan, (1) if at any time the Eligible Employee breaches any of the provisions of a Release, or revokes it, or (2) if within one (1) year after the last payment of Severance under the Plan, with respect to any Eligible Employee under the purview of the Compensation Committee, the Compensation Committee or, with respect to any other Eligible Employee, the Senior C&B Executive determines that grounds existed, on or prior to the date of termination of the Eligible Employee’s employment with the Company, including prior to the Effective Date, for the Company to terminate the Eligible Employee’s employment for “Cause”:

(a) No further payments or benefits shall be due under this Section IV; and

(b) The Eligible Employee shall be obligated to repay to the Company, immediately and in a cash lump sum, the amount of any Severance benefits (other than any amounts received by the Eligible Employee under Sections IV.D or IV.E) previously received by the Eligible Employee (which shall, for the avoidance of doubt, be calculated on a pre-tax basis); provided that the Eligible Employee shall in all events be entitled to receive accrued wages, expense reimbursement and accrued but unused vacation pay as set forth in Section IV.A above.

I. No Rights

Other than as provided in this Section IV, an Eligible Employee shall have no rights to any compensation or any other benefits under the Plan. All other benefits, if any, due to the Eligible Employee following the date of termination shall be determined in accordance with the plans, policies and practices of the Company or any subsidiary of the Company in effect on the date of termination. Whether the Eligible Employee's employment has terminated for purposes of any Company plan or arrangement shall be determined on the basis of the applicable terms of the plan or arrangement.

J. Non U.S. Participants

To the extent the Local Laws of a country or non-U.S. jurisdiction in which an Eligible Employee works would prohibit any provision, feature or requirement of the Plan, or such Local Laws, an applicable collective bargaining of similar collective agreement, the determination of a court or other adjudicative body or an Eligible Employee's contract of employment would require that the benefits provided under the Plan be duplicative of or in addition to other Company or subsidiary or employer provided or paid severance benefits or termination-related benefits to which such Eligible Employee is entitled, the CMRC hereby delegates to the Senior HR Attorney and the Senior C&B Executive, the responsibility to develop a written appendix to the Plan specific to such country or non-U.S. jurisdiction that addresses the problematic provision, feature or requirement while maintaining as much of the intent and goals of the Plan as possible and also complying with Local Laws. The Senior HR Attorney and Senior C&B Executive will share such appendix with all Eligible Employees in such country or non-U.S. jurisdiction, and will maintain an inventory of all such appendices. The Senior HR Attorney and the Senior C&B Executive shall periodically review such appendices to confirm that they remain permissible, enforceable, and in accordance with Local Law.

V. No Duplication; No Mitigation

A. No Duplication

The Plan is not intended to, and shall not result in any duplication of payments or benefits to any Eligible Employee. The Compensation Committee shall be authorized to interpret the Plan to give effect to the preceding sentence.

B. No Mitigation

In order for an Eligible Employee to receive the Severance described in the Plan, the Eligible Employee shall be under no obligation to seek other employment or otherwise mitigate the obligations of the Company under the Plan, and there shall be no offset against any amounts due under the Plan on account of any remuneration attributable to any subsequent employment that the Eligible Employee may obtain.

C. Certain Excise Taxes Associated with a Change of Control

In the event it is determined that any payment or benefit (within the meaning of Section 280G(B)(2) of the Code, to an Eligible Employee or for his or her benefit paid or payable or distributed or distributable pursuant to the terms of this Plan or otherwise in connection with, or arising out of, his employment (“*Payments*”), would be subject to the excise tax imposed by Section 4999 of the Code or any interest or penalties are incurred by the Eligible Employee with respect to such excise tax (such excise tax, together with any such interest and penalties, are hereinafter collectively referred to as the “*Excise Tax*”), then the total Payments shall be reduced to the extent the payment of such amounts would cause the Eligible Employee’s total Payments to constitute an “excess parachute payment” under Section 280G of the Code and by reason of such excess parachute payment the Eligible Employee would be subject to an Excise Tax, but only if the after-tax value of the Payments calculated with the foregoing restriction exceed those calculated without the foregoing restriction. Any reduction in payments and/or benefits required by this provision will occur in the following order: (1) reduction of cash payments; (2) reduction of vesting acceleration of equity awards; and (3) reduction of other benefits paid or provided to the Eligible Employee. In the event that acceleration of vesting of equity awards is to be reduced, such acceleration of vesting will be cancelled in the reverse order of the date of grant for equity awards. If two (2) or more equity awards are granted on the same date, each award will be reduced on a pro-rata basis. All determinations under this paragraph shall be made at the expense of the Company by a nationally recognized public accounting or consulting firm selected by the Company. Such determination shall be binding upon the Eligible Employee and the Company in the absence of manifest error. To the extent the terms of this paragraph conflict with the terms of an equity award granted pursuant to the Eligible Employee, this paragraph shall control.

VI. Release and Restrictive Covenant Agreement

Subject to Sections IV.F and G above, the Company may require and condition payment of the Severance on the Eligible Employee’s execution of a Release in the form attached to the Plan as Exhibit A, as such Release may be modified by the Senior HR Attorney and the Senior C&B Executive or their designee(s); *provided, however*, that such Release must be executed within sixty (60) days after the date of termination; *provided, further*, that if the Local Laws of a country or non-U.S. jurisdiction in which an Eligible Employee works would not permit all or a portion of the Release to be structured or executed in the form attached hereto, the Senior HR Attorney and the Senior C&B Executive or their designee(s) shall have the discretion to create a release that incorporates as much of the Release as possible while also complying with such Local Laws.

VII. Plan Administration

A. Compensation Committee

The Plan shall be interpreted, administered and operated by the Compensation Committee, which shall have the complete authority, in its sole discretion, subject to the express provisions of the Plan, to interpret the Plan, adopt any rules and regulations for carrying out the Plan as may be appropriate and decide any and all matters and make any and all determinations arising under or otherwise necessary or advisable for the administration of the Plan. All interpretations and decisions by the Compensation Committee shall be final, conclusive and binding on all parties affected thereby, and shall supersede any decisions or actions by the “Claims Administrator” (as defined below). Notwithstanding the foregoing, the Compensation Committee shall have the right to delegate to any individual member of the Compensation Committee or to any executive of the Company any of the Compensation Committee’s authority under the Plan; *provided, that* no person shall act as Plan Administrator in any matter directly relating to his or her eligibility or amount of Severance under the Plan. The Compensation Committee and/or the member of the Compensation Committee or the executive of the Company delegated any authority under the Plan shall be referred to in the Plan as the “*Plan Administrator*.”

B. Expenses and Liabilities

All expenses and liabilities that the Plan Administrator and the Claims Administrator incur in connection with the administration of the Plan shall be borne by the Company. The Plan Administrator and the Claims Administrator may employ attorneys, consultants, accountants, appraisers, brokers or other persons in connection with such administration, and the Plan Administrator, the Claims Administrator, the Company and the Company's officers and directors shall be entitled to rely upon the advice, opinions or valuations of any such persons. No member of the Compensation Committee or any executive delegated by the Compensation Committee as Plan Administrator, or the Claims Administrator shall be personally liable for any action, determination or interpretation made in good faith with respect to the Plan, and all members of the Compensation Committee and any executive delegated by the Compensation Committee as the Plan Administrator and the Claims Administrator shall be fully protected by the Company in respect of any such action, determination or interpretation to the extent permitted by (a) the Company's charter; (b) the Company's bylaws and (c) applicable law.

VIII. Termination and Amendment

A. Termination

The Compensation Committee may terminate the Plan in accordance with Section II of the Plan, *provided* that no termination shall either occur on or within twenty-four (24) months after a Change in Control, or adversely affect the payments or benefits to which any Eligible Employee has become entitled by virtue of a Covered Termination occurring before the time of termination of the Plan. Any notice of termination shall be in accordance with Section VIII.C below.

B. Amendment

The Compensation Committee may amend the Plan in any manner, *provided* that, in the event an amendment is determined by the Compensation Committee to be, in the aggregate, material and adverse to an Eligible Employee (taking into account any aspects of such amendments that are beneficial to the Eligible Employee), the Compensation Committee shall provide twelve (12) months' notice to such Eligible Employee in accordance with Section VIII.C below (and no such change shall be effective before the second anniversary of the Effective Date); *provided further* that, in the event that a Plan amendment is adopted or effective on or within twenty-four (24) months following a Change in Control, then such amendment shall be invalid and ineffective with respect to each Eligible Employee, in the absence of his or her written consent, if the amendment is adverse to the Eligible Employee.

In addition, the Compensation Committee may, at any time, amend the Plan in any manner it determines in good faith is necessary or appropriate (1) to comply with applicable law or (2) to comply with Code section 409A. Any notice of amendment shall be in accordance with Section VIII.C below. For the avoidance of doubt, amendments under the preceding sentence may be material and adverse to Eligible Employees. In addition, if an employee was not an Eligible Employee because he or she had an employment agreement (or other agreement or arrangement) that contemplated payment of severance with respect to any termination, the Compensation Committee may amend the Plan to exclude such employee without notice to such employee (notwithstanding the expiration of such agreement or arrangement) if it determines that in good faith that such exclusion is necessary to comply with Code section 409A.

Notwithstanding the foregoing, the Compensation Committee's rights and powers to amend the Plan shall be delegated to the Senior C&B Executive who shall have the right to amend the Plan with respect to (i) amendments required by relevant law, regulation or ruling, (ii) amendments that are not expected to have a material financial impact on the Company, (iii) amendments that can reasonably be characterized as technical or ministerial in nature, or (iv) amendments that have previously been approved in concept by the Compensation Committee. Notwithstanding the foregoing delegation, the Senior C&B Executive shall not have the power to make an amendment to the Plan that could reasonably be expected to result in a termination of the Plan or a change in the structure or the powers, duties or responsibilities of the Compensation Committee, unless such amendment is approved or ratified by the Compensation Committee.

C. Notice of Termination or Amendment

The Company shall be deemed to have provided any notice required by this Section VIII if the Company makes a reasonable, good faith effort to email or otherwise contact all Eligible Employees. For the avoidance of doubt, notice shall be deemed to have been validly delivered to every Eligible Employee notwithstanding that certain individual Eligible Employees do not receive actual notice, if the Company makes reasonable, good faith efforts as provided in the preceding sentence.

IX. Claims and Appeals Procedures

The following claim review and claim appeal procedures apply to all claims of any nature related to the Plan. For purposes of the Plan, the "Claims Administrator" is the Company's most senior executive whose responsibility it is to oversee both the Corporate Compensation Department and the Corporate Benefits Department; *provided however*, if that aforementioned position is vacant, then the Company's senior most executive whose responsibility it is to oversee all Human Resources matters of the Company on a global basis shall be the Claims Administrator and if both of the immediately aforementioned positions are vacant, then the CEO shall appoint an individual to be the Claims Administrator. The Claims Administrator, in his or her discretion, may delegate in writing the Claims Administrator responsibilities to a committee comprised of three individuals selected from among the human resources executives and human resources attorneys of the Company, who shall act as Claims Administrator.

A. Initial Claim

To the extent that an Eligible Employee believes that he or she is entitled to a benefit under the Plan that such Eligible Employee has not received, such Eligible Employee may file a claim for benefits under the Plan, as provided in this Section IX of the Plan.

1. *Procedure for Filing a Claim*

An Eligible Employee must submit a claim in writing on the appropriate claim form (or in such other manner acceptable to the Claims Administrator), along with any supporting comments, documents, records and other information, to the Claims Administrator in person or by messenger.

If an Eligible Employee fails to properly file a claim for a benefit under the Plan, the Eligible Employee shall be considered not to have exhausted all administrative remedies under the Plan, and shall not be able to bring any legal action for the benefit. Claims and appeals of denied claims may be pursued by an Eligible Employee, or if approved by the Claims Administrator, by an Eligible Employee's authorized representative.

2. *Initial Claim Review*

The Claims Administrator shall conduct the initial claim review. The Claims Administrator shall consider the applicable terms and provisions of the Plan and amendments to the Plan, and any information and evidence presented by the Eligible Employee and any other relevant information.

3. *Initial Benefit Determination*

(a) *Timing of Notification on Initial Claim*

The Claims Administrator shall notify an Eligible Employee about his or her claim within a reasonable period of time, but, in any event, within ninety (90) days after the Plan Administrator or Claims Administrator, as the case may be, receives the Eligible Employee's claim, unless the Claims Administrator determines that special circumstances require an extension of time for processing the claim. If the Claims Administrator determines that an extension is needed, the Eligible Employee shall be notified before the end of the initial 90-day period. The notification shall say what special circumstances require an extension of time. The Eligible Employee shall be told the date by which the Claims Administrator expects to render the determination, which in any event shall be within ninety (90) days from the end of the initial 90-day period.

If such an extension is necessary because an Eligible Employee did not submit the information necessary to decide the claim, the time period in which the Plan Administrator is required to make a decision shall be frozen from the date on which the notification is sent to the Eligible Employee until the Eligible Employee responds to the request for additional information. If the Eligible Employee fails to provide the necessary information in a reasonable period of time, the Plan Administrator may, in its discretion, decide the Eligible Employee's claim based on the information already provided.

(b) *Manner and Content of Notification of Denied Claim*

In the event the Claims Administrator denies an Eligible Employee's claim for benefits, the Claims Administrator shall provide an Eligible Employee with written or electronic notice of any denial, in accordance with applicable U.S. Department of Labor regulations. The notification shall include:

- (i) The specific reason or reasons for the denial;

(ii) Reference to the specific provision(s) of the Plan on which the determination is based;

(iii) A description of any additional material or information necessary for an Eligible Employee to revise the claim and an explanation of why such material or information is necessary; and

(iv) A description of the Plan's review procedures and the time limits applicable to such procedures.

4. *Claims Processing*

In the event the Claims Administrator approves an Eligible Employee's claim for benefits, the Claims Administrator shall provide the Release that the Eligible Employee must sign pursuant Section VI of the Plan, and shall coordinate with the applicable Company payroll department, the Company benefits department, and any other Company entity or counsel as necessary to implement the terms of Section IV of the Plan.

B. Review of Initial Benefit Denial

1. *Procedure for Filing an Appeal of a Denial*

Any appeal of a denial must be delivered to the Plan Administrator within sixty (60) days after an Eligible Employee receives notice of denial. Failure to appeal within the 60-day period shall be considered a failure to exhaust all administrative remedies under the Plan and shall make an Eligible Employee unable to bring a legal action to recover a benefit under the Plan. An Eligible Employee's appeal must be in writing, using the appropriate form provided by the Plan Administrator (or in such other manner acceptable to the Plan Administrator). The request for an appeal must be filed with the Plan Administrator in person or by messenger, in either case, evidenced by written receipt or by first-class postage-paid mail and return receipt requested, to the Plan Administrator.

2. *Review Procedures for Denials*

The Plan Administrator shall provide a review that takes into account all comments, documents, records and other information submitted by an Eligible Employee without regard to whether such information was submitted or considered in the initial benefit determination. An Eligible Employee shall have the opportunity to submit written comments, documents, records and other information relating to the claim and shall be provided, upon request and free of charge, reasonable access to and copies of all relevant documents.

3. *Timing of Notification of Benefit Determination on Review*

The Plan Administrator shall notify an Eligible Employee of the Plan Administrator's decision within a reasonable period of time, but in any event within sixty (60) days after the Plan Administrator receives the Eligible Employee's request for review, unless the Plan Administrator determines that special circumstances require more time for processing the review of the adverse benefit determination.

If the Plan Administrator determines that an extension is required, the Plan Administrator shall tell an Eligible Employee in writing before the end of the initial 60-day period. The Plan Administrator shall tell the Eligible Employee the special circumstances that require an extension of time, and the date by which the Plan Administrator expects to render the determination on review, which in any event shall be within sixty (60) days from the end of the initial 60-day period.

If such an extension is necessary because an Eligible Employee did not submit the information necessary to decide the claim, the time period in which the Plan Administrator is required to make a decision shall be frozen from the date on which the notification is sent to the Eligible Employee until the Eligible Employee responds to the request for additional information. If the Eligible Employee fails to provide the necessary information in a reasonable period of time, the Plan Administrator may, in its discretion, decide the Eligible Employee's claim based on the information already provided.

4. Manner and Content of Notification of Benefit Determination on Review

The Plan Administrator shall provide a notice of the Plan's benefit determination on review, in accordance with applicable U.S. Department of Labor regulations. If an Eligible Employee's appeal is denied, the notification shall include:

- (a) The specific reason or reasons for the denial;
- (b) Reference to the specific provision(s) of the Plan on which the determination is based; and
- (c) A statement that the Eligible Employee is entitled to receive, upon request and free of charge, reasonable access to and copies of all relevant documents.

If an Eligible Employee's appeal is approved, the Plan Administrator shall forward the claim to the Claims Administrator for processing in accordance with Section IX.A.4 above.

C. Legal Action

An Eligible Employee cannot bring any action to recover any benefit under the Plan if the Eligible Employee does not file a valid claim for a benefit and seek timely review of a denial of that claim. Any court action by an Eligible Employee to enforce the Eligible Employee's rights under the Plan following a Change in Control shall be subject to a de novo standard of review, and an Eligible Employee shall be reimbursed for reasonable attorneys' fees and costs incurred in seeking to enforce his or her rights under the Plan to the extent he or she prevails as to the material issues in such dispute. The reimbursement of attorneys' fees shall be made promptly following delivery of an invoice therefor.

X. Withholding Taxes

The Company may withhold from any amounts payable under the Plan such federal, state, local or other taxes as may be required to be withheld pursuant to any applicable law or regulation.

XI. Miscellaneous

A. No Effect on Other Benefits

Any Severance received by an Eligible Employee under the Plan shall not be counted as compensation for purposes of determining benefits under other benefit plans, programs, policies and agreements, except to the extent expressly provided therein or in the Plan. With respect to any benefit plan, program, policy or agreement that takes into account only base salary as relevant compensation, only the portion of such Severance that is payable on account of annual base salary as of the date of termination as calculated in Section IV.B(1), shall be taken into account for purposes of such benefit plan, program, policy or agreement.

B. Unfunded Obligation

Any Severance and benefits provided under the Plan shall constitute an unfunded obligation of the Company. Severance and other benefits paid under the Plan will be made, when due, entirely by the Company from its general assets. The Plan shall constitute solely an unsecured promise by the Company to provide Severance to Eligible Employees to the extent provided herein. For the avoidance of doubt, any pension, health or life insurance benefits to which an Eligible Employee may be entitled under the Plan shall be provided under other applicable employee benefit plans of the Company. The Plan does not provide the substantive benefits under such other employee benefit plans, and nothing in the Plan shall restrict the Company's ability to amend, modify or terminate such other employee benefit plans.

C. Employment Status

The Plan does not create an employment relationship between any Eligible Employee and the Company or any of its subsidiaries. The Plan is not a contract of employment, is not part of a contract of employment (unless such contract explicitly incorporates the Plan into such contract), does not guarantee the Eligible Employee employment for any specified period and does not limit the right of the Company or any subsidiary of the Company to terminate the employment of the Eligible Employee at any time for any reason or no reason or to change the status of any Eligible Employee's employment or to change any employment policies.

D. Section Headings

The section headings contained in the Plan are included solely for convenience of reference and shall not in any way affect the meaning of any provision of the Plan.

E. Governing Law

It is intended that the Plan be an "employee welfare benefit plan" within the meaning of Section 3(1) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") maintained for the purpose of providing benefits for a select group of management or highly compensated employees, and the Plan shall be administered in a manner consistent with such intent. The Plan Administrator shall provide any documents relating to the Plan to the Secretary of the U.S. Department of Labor upon request. The Plan and all rights under the Plan shall be governed and construed in accordance with ERISA, and, to the extent not preempted by federal law, with the laws of the State of New York. The Plan shall also be subject to all applicable non-U.S. laws as to Eligible Employees located outside of the United States.

In the event that any provision of the Plan is not permitted by the Local Laws, of a country or jurisdiction in which an Eligible Employee works, such Local Law shall supersede or modify (as applicable) that provision of the Plan with respect to that Eligible Employee.

F. Assignment

The Plan shall inure to the benefit of and shall be enforceable by an Eligible Employee's personal or legal representatives, executors, administrators, successors, heirs, distributees, devisees and legatees. If an Eligible Employee should die while any amount is still payable to the Eligible Employee under the Plan had the Eligible Employee continued to live, all such amounts, unless otherwise provided herein, shall be paid in accordance with the terms of the Plan, or as determined by the Compensation Committee, to the Eligible Employee's estate. An Eligible Employee's rights under the Plan shall not otherwise be transferable or subject to lien or attachment.

Glossary of Terms

“*Board*” shall mean the Board of Directors of the Company.

“*Cause*” shall mean (i) the Eligible Employee’s conviction, whether following trial or by plea of guilty or *nolo contendere* (or similar plea), in a criminal proceeding (A) on a misdemeanor charge involving fraud, false statements or misleading omissions, wrongful taking, embezzlement, bribery, forgery, counterfeiting or extortion, or (B) on a felony charge or (C) on an equivalent charge to those in clauses (A) and (B) in jurisdictions which do not use those designations; (ii) the Eligible Employee’s engagement in any conduct which constitutes an employment disqualification under applicable law (including statutory disqualification as defined under the Exchange Act); (iii) the Eligible Employee’s violation of any securities or commodities laws, any rules or regulations issued pursuant to such laws, or the rules and regulations of any securities or commodities exchange or association of which the Company or any of its subsidiaries or affiliates is a member; or (iv) the Eligible Employee’s material violation of the Company’s codes or conduct or any other Company policy as in effect from time to time. The Determination as to whether Cause has occurred shall be made by the Compensation Committee, with respect to any Eligible Employee under the purview of the Compensation Committee, or the Senior C&B Executive, with respect to any other Eligible Employee, in each case, in its or his or her sole discretion. The Compensation Committee or Senior C&B Executive, as applicable, shall also have the authority in his or her sole discretion to waive the consequences of the existence or occurrence of any of the events, acts or omissions constituting Cause.

“*Change in Control*” shall mean the occurrence of any of the following events:

(i) Individuals who, on February 16, 2021, constitute the Board (the “*Incumbent Directors*”) cease for any reason to constitute at least a majority of the Board, *provided* that any person becoming a director subsequent to the Effective Date, whose election or nomination for election was approved by a vote of at least two-thirds of the Incumbent Directors then on the Board (either by a specific vote or by approval of the proxy statement of the Company in which such person is named as a nominee for director, without written objection to such nomination) shall be an Incumbent Director; *provided, however*, that no individual initially elected or nominated as a director of the Company as a result of an actual or threatened election contest with respect to directors or as a result of any other actual or threatened solicitation of proxies or consents by or on behalf of any person other than the Board shall be deemed to be an Incumbent Director;

(ii) Any “person” (as such term is defined in Section 3(a)(9) of the Exchange Act and as used in Sections 13(d)(3) and 14(d)(2) of the Exchange Act), is or becomes a “beneficial owner” (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the combined voting power of the Company’s then outstanding securities eligible to vote for the election of the Board (“*Company Voting Securities*”); *provided, however*, that the event described in this paragraph (2) shall not be deemed to be a Change in Control by virtue of an acquisition of Company Voting Securities: (A) by the Company or any subsidiary of the Company (B) by any employee benefit plan (or related trust) sponsored or maintained by the Company or any subsidiary of the Company or (C) by any underwriter temporarily holding securities pursuant to an offering of such securities;

(iii) The consummation of a merger, consolidation, statutory share exchange or similar form of corporate transaction involving the Company (a “*Business Combination*”) that results in any person (other than the United States Department of Treasury) becoming the beneficial owner, directly or indirectly, of fifty percent (50%) or more of the total voting power of the outstanding voting securities eligible to elect directors of the entity resulting from such Business Combination;

(iv) The consummation of a sale of all or substantially all of the Company’s assets (other than to an affiliate of the Company); or

(v) The Company’s stockholders approve a plan of complete liquidation or dissolution of the Company.

Notwithstanding the foregoing, a Change in Control shall not be deemed to occur solely because (A) any person holds or acquires beneficial ownership of more than fifty percent (50%) of the Company Voting Securities as a result of a “Company share repurchase program” or other acquisition of Company Voting Securities by the Company which reduces the total number of Company Voting Securities outstanding; *provided* that if after such acquisition by the Company such person becomes the beneficial owner of additional Company Voting Securities that increase the percentage of outstanding Company Voting Securities beneficially owned by such person, a Change in Control shall then occur or (B) the consummation of a sale of all or substantially all (or a subset) of the assets and/or operations of the Life and Retirement business (or any similar transaction).

“*Disability*” shall mean a period of medically determined physical or mental impairment that is expected to result in death or last for a period of not less than twelve (12) months during which the Eligible Employee qualifies for income replacement benefits under the Eligible Employee’s employer’s long-term disability plan for at least three (3) months, or, if the Eligible Employee does not participate in such a plan, a period of disability during which the Eligible Employee is unable to engage in any substantial gainful activity by reason of any medically determined physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than twelve (12) months.

“*Exchange Act*” shall mean the Securities Exchange Act of 1934, as amended from time to time, or any successor thereto, and the applicable rules and regulations thereunder.

“*Good Reason*” shall mean, without an Eligible Employee’s written consent, a reduction of more than twenty percent (20%) in the Eligible Employee’s annual target direct compensation (including annual base salary, short-term incentive opportunity and long-term incentive opportunity); *provided* that such reduction will not constitute Good Reason if it results from a Board-approved program generally applicable to similarly-situated employees; *provided, further*, that in the event of CIC Covered Termination, Good Reason shall also mean (i) a material diminution in the Eligible Employee’s authority, duties or responsibilities, *provided* that a change in the Eligible Employee’s reporting relationship will not constitute Good Reason unless it affects an Eligible Employee whom the Company has classified as an executive vice president or above; or (ii) a relocation of the office at which the Eligible Employee performs his or her services to a location that increases his or her one-way commute by more than fifty (50) miles. Notwithstanding the foregoing, a termination for Good Reason shall not have occurred unless (a) the Eligible Employee gives written notice to the Company of termination of employment within thirty (30) days after the Eligible Employee first becomes aware of the occurrence of the circumstances constituting Good Reason, specifying in detail the circumstances constituting Good Reason, and the Company has failed within thirty (30) days after receipt of such notice to cure the circumstances constituting Good Reason, and (b) the Eligible Employee’s “separation from service” (within the meaning of Code section 409A) occurs no later than two (2) years following the initial existence of the circumstances giving rise to Good Reason.

“*Senior C&B Executive*” means the Company’s most senior executive whose responsibility it is to oversee both the Corporate Compensation Department and the Corporate Benefits Department. In the event that no individual holds such position, “Senior C&B Executive” will instead refer to the Company’s most senior executive whose responsibility it is to oversee the global Human Resources Department.

“*Senior HR Attorney*” means the Company’s most senior attorney whose responsibility it is to oversee Human Resource/employment matters.

EXHIBIT A

**AMERICAN INTERNATIONAL GROUP, INC.
RELEASE AND RESTRICTIVE COVENANT AGREEMENT**

This Release and Restrictive Covenant Agreement (the “*Agreement*”) is entered into by and between _____ (the “*Employee*”) and American International Group, Inc., a Delaware Corporation (the “*Company*”).

Each term defined in the American International Group, Inc. 2012 Executive Severance Plan (the “*Plan*”) has the same meaning when used in this Agreement.

I. Termination of Employment

The Employee’s employment with the Company and each of its subsidiaries and controlled affiliates (collectively “*AIG*”) shall terminate on _____ (the “*Termination Date*”) and, as of that date, the Employee shall cease performing the Employee’s employment duties and responsibilities for AIG and shall no longer report to work for AIG. For purposes of this Agreement, the term “controlled affiliates” means an entity of which the Company directly or indirectly owns or controls a majority of the voting shares.

II. Severance

[Non Grandfathered (Newly Eligible) Participants]

[The Employee shall receive a lump sum severance payment, calculated in accordance with Section IV.B(2) of the Plan, in the gross amount of \$ _____, less applicable tax withholdings paid out in a lump sum as soon as practicable following the [FOR EMPLOYEES 40 AND OLDER, the date this Agreement becomes effective,] [FOR EMPLOYEES UNDER 40, date the Agreement is fully executed], but in no event later than March 15th of the year immediately following the Termination Year in accordance with Section IV.B(2) of the Plan.

[Grandfathered, Old Plan Participants]

The Employee shall receive a lump sum severance payment, calculated in accordance with Section IV.C of the Plan, in the gross amount of \$ _____, less applicable tax withholdings paid out in a lump sum as soon as practicable following [FOR EMPLOYEES 40 AND OLDER, the date this Agreement becomes effective,] [FOR EMPLOYEES UNDER 40, date the Agreement is fully executed] in accordance with Section IV.B(2) of the Plan), but in no event later than March 15th of the year immediately following the Termination Year.

[For both Grandfathered and Non-Grandfathered Participants]

To the extent payable under Section IV.B(1)(b) of the Plan, for the Termination Year, the Employee shall also receive a prorated annual short-term incentive bonus for the Termination Year calculated and paid in accordance with, Section IV.B(1)(b) of the Plan. If terminated prior to the date that the annual short-term incentive bonus for the year preceding the Termination Year is paid to similarly situated employees, the Employee shall also receive a lump sum cash payment or payments equal to the Employee’s annual short-term incentive bonus for the Prior Year calculated and paid in accordance with the payment timing set forth in, Section IV.B(1)(a) of the Plan.]

Any bonus or incentive compensation paid to Employee [who is grade 27 or above or who is a recipient of an award under the American International Group, Inc. Long Term Incentive Plan or subsequent similar plans], is subject to the AIG Clawback Policy, as it may be amended from time to time.

The Employee shall also be entitled to a Supplemental Health and Life Payment of forty thousand (\$40,000) which may, among other things, be used to pay for COBRA and life insurance coverage after the Termination Date. The Employee shall also be paid accrued wages, reimbursed expenses, and _____ days of accrued, unused paid time off ("PTO") as of the Termination Date. The Employee shall not accrue any PTO after the Termination Date.

III. Other Benefits

Nothing in this Agreement modifies or affects any of the terms of any benefit plans or programs (defined as medical, life, pension and 401(k) plans or programs and including, without limitation, the Company's right to alter the terms of such plans or programs). No further deductions or employer matching contributions shall be made on behalf of the Employee to the American International Group, Inc. Incentive Savings Plan ("ISP") as of the last day of the pay period in which the Termination Date occurs.

The Employee shall no longer participate in or be eligible for coverage under the Company's Short-Term and Long-Term Disability programs, and the ISP. After the Termination Date, the Employee may decide, under the ISP, whether to elect a rollover or distribution of the Employee's account balance or to keep the account balance in the ISP.

As set forth in Section IV.D of the Plan, the Employee shall be entitled to continued health insurance coverage under COBRA for a period in accordance with the requirements under COBRA unless the Employee is or becomes ineligible under the provisions of COBRA for continuing coverage. The Employee shall be solely responsible for paying the full cost of the monthly premiums for COBRA coverage. In addition, the Employee shall be entitled to one (1) year of additional service credit and credit for additional age solely for purposes of determining the Employee's eligibility to participate in any Company Retiree Medical program and, if eligible, may choose to participate in such Company Retiree Medical program as of the Termination Date at the applicable rate or pay for COBRA coverage. If the Employee chooses to pay for COBRA coverage and retains such coverage for the full COBRA period, the Employee may participate in the Company Retiree Medical program following the COBRA period.

As set forth in Section IV.E of the Plan, to the extent the Employee has an accrued benefit under the American International Group, Inc. Non-Qualified Retirement Income Plan (the "Non-Qualified Plan"), the Employee shall be entitled to one (1) year of additional service credit and credit for additional age solely for purposes of determining vesting and eligibility for retirement (including early retirement) under the Non-Qualified Plan; provided, however, if an Employee with an accrued benefit under the Non-Qualified Plan experiences a Covered Termination following a Change in Control, the Employee shall be entitled to the Non-Qualified Plan benefit specified in the Non-Qualified Plan. To the extent that the Employee has a vested benefit under the Non-Qualified Plan, any payments under the Non-Qualified Plan shall commence at the time specified in the Non-Qualified Plan, and shall be calculated as if "Qualified Plan Retirement Income" (as defined in the Non-Qualified Plan) began to be paid immediately following the Termination Date.¹

¹ If the Employee is a Specified Employee under Section 409A of the Code, any such payments will commence as soon as administratively practicable after six (6) months following the Termination Date. As such time, the portion the Employee's Non-Qualified Plan accrued benefit payable in the form of a lump sum will be paid in full, plus the Employee will receive an amount equal to the interest at an annual rate of five percent (5%) on such lump sum for the six-month period. With respect to the portion of the Employee's Non-Qualified Plan accrued benefit payable in the form of an annuity, the first payment after the six month period will include an amount equal to the monthly annuity payments that the Employee would otherwise have received during the six-month period had the Employee's payments not be delayed for six (6) months, retroactive to the first of the month after the Termination Date, plus interest on the delayed payments at an annual rate of five percent (5%).

Except as set forth in this Agreement and Sections IV.D and E of the Plan there are no other payments or benefits due to the Employee from the Company. The Employee acknowledges and agrees that the Company has made no representations to the Employee as to the applicability of Code section 409A to any of the payments or benefits provided to the Employee pursuant to the Plan or this Agreement.]

IV. Release of Claims

In consideration of the payments and benefits described in Section IV of the Plan and Section II and III of this Agreement, to which the Employee agrees the Employee is not entitled until and unless the Employee executes this Agreement, the Employee, for and on behalf of the Employee and the Employee's heirs and assigns, subject to the following two sentences hereof, agrees to all the terms and conditions of this Agreement and hereby waives and releases any common law, statutory or other complaints, claims, or causes of action of any kind whatsoever, both known and unknown, in law or in equity, which the Employee ever had, now has or may have against AIG and its shareholders (other than C.V. Starr & Co., Inc. and Starr International Company, Inc.), successors, assigns, directors, officers, partners, members, employees, agents benefit plans, or the Plan (collectively, the "*Releasees*"), arising on or before the date of the Employee's execution of this Agreement, including, without limitation, any complaint, or cause of action arising under federal, state or local laws pertaining to employment, including the Age Discrimination in Employment Act of 1967 ("*ADEA*," a law which prohibits discrimination on the basis of age), the National Labor Relations Act, the Civil Rights Act of 1991, the Americans With Disabilities Act of 1990, Title VII of the Civil Rights Act of 1964, [the New Jersey Conscientious Employee Protection Act/ the District of Columbia Human Rights Act/the West Virginia Rights Act/ the Massachusetts Wage Act, (M.G.L. ch. 149 §§ 148, et seq.), the Massachusetts Fair Employment Practices Act (M.G.L. ch. 151B § 1, et seq.), Massachusetts Civil Rights Act (M.G.L. ch. 12 §§ 11H and 11I), the Massachusetts Equal Rights Act (M.G.L. ch. 93 §102, and M.G.L. ch. 214 § 1C), the Massachusetts Labor and Industries Act (M.G.L. ch. 149 § 1, et seq.), the Massachusetts Privacy Act (M.G.L. ch. 214 §§ 1B)], all as amended; and all other federal, state, local and foreign laws and regulations. By signing this Agreement, the Employee acknowledges that the Employee intends to waive and release any rights known or unknown that the Employee may have against the Releasees under these and any other laws; *provided that* the Employee does not waive or

release claims with respect to the right to enforce the Employee's rights under this Agreement or with respect to any rights to indemnification under the Company's Charter and by-laws (the "Unreleased Claims"). Nothing herein modifies or affects any vested rights that Employee may have under any applicable retirement plan, 401(k) plan, incentive plan or deferred compensation plan; nor does this Agreement confer any rights with respect to such plans, which are governed by the terms of the respective plans (and any agreements under such plans).

[For California Employees Only]

All Existing Claims Waived. Employee acknowledges that Employee may hereafter discover claims in addition to or different from those which Employee now knows or believes to exist with respect to the subject matter of this release and which, if known or suspected at the time of executing this Release, may have materially affected Employee's decision to execute this Release. Employee hereby waives such claims. This is an express waiver of California Civil Code § 1542, which reads as follows:

"A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor."

V. Proceedings

The Employee acknowledges that the Employee has not filed any complaint, charge, claim or proceeding, except with respect to an Unreleased Claim, if any, against any of the Releasees before any local, state or federal agency, court or other body (each individually a "Proceeding"). The Employee represents that the Employee is not aware of any basis on which such a Proceeding could reasonably be instituted. By signing this Agreement the Employee:

(a) Acknowledges that the Employee shall not initiate or cause to be initiated on his or her behalf any Proceeding and shall not participate in any Proceeding, in each case, except as set forth below or as required by law; and

(b) Waives any right to recover monetary damages or other individual relief arising out of any Proceeding.

Notwithstanding the above, nothing in Section V of this Agreement shall:

(x) limit or affect the Employee's right to challenge the validity of the Employee's release set forth in Section V above under the ADEA, or the Older Workers Benefit Protection Act;

(y) prevent the Employee from filing a charge or complaint with, or participating in any investigation or proceeding conducted by the EEOC, the National Labor Relations Board or other federal, state or local governmental or regulatory agencies.

VI. Time to Consider

The payments and benefits payable to the Employee under this Agreement include consideration provided to the Employee over and above anything of value to which the Employee already is entitled. The Employee acknowledges that the Employee has been advised that the Employee has [*for Employee over forty (40) and part of a reduction in force impacting more than one employee* **forty-five (45)**, and for all others **twenty-one (21)**] days from the date of the Employee's receipt of this Agreement to consider all the provisions of this Agreement.

THE EMPLOYEE FURTHER ACKNOWLEDGES THAT THE EMPLOYEE HAS READ THIS AGREEMENT CAREFULLY, HAS BEEN ADVISED BY THE COMPANY TO, CONSULT AN ATTORNEY, AND FULLY UNDERSTANDS THAT BY SIGNING BELOW THE EMPLOYEE IS GIVING UP CERTAIN RIGHTS WHICH THE EMPLOYEE MAY HAVE TO SUE OR ASSERT A CLAIM AGAINST ANY OF THE RELEASEES, AS DESCRIBED IN SECTION IV OF THIS AGREEMENT AND THE OTHER PROVISIONS HEREOF. THE EMPLOYEE ACKNOWLEDGES THAT THE EMPLOYEE HAS NOT BEEN FORCED OR PRESSURED IN ANY MANNER WHATSOEVER TO SIGN THIS AGREEMENT, AND THE EMPLOYEE AGREES TO ALL OF ITS TERMS VOLUNTARILY.

VII. Revocation [*for Employees age forty (40) and over*]

The Employee hereby acknowledges and understands that the Employee shall have seven (7) days from the date of the Employee's execution of this Agreement to revoke this Agreement (including, without limitation, any and all claims arising under the ADEA) by providing written notice of revocation delivered to the Chief HR/Employment Counsel of the Company no later than 5:00 p.m. on the seventh day after the Employee has signed the Agreement. Neither the Company nor any other person is obligated to provide any benefits to the Employee pursuant to Section IV of the Plan or this Agreement until eight (8) days have passed since the Employee's signing of this Agreement without the Employee having revoked this Agreement. If the Employee revokes this Agreement pursuant to this Section, the Employee shall be deemed not to have accepted the terms of this Agreement, and no action shall be required of AIG under any section of this Agreement. This Agreement will not become effective and enforceable until the eighth day after Employee's signature (if not revoked pursuant to the terms of this paragraph).

VIII. No Admission

This Agreement does not constitute an admission of liability or wrongdoing of any kind by the Employee or AIG.

IX. Restrictive Covenants

A. Non-Solicitation/Non-Competition

The Employee acknowledges and recognizes the highly competitive nature of the businesses of AIG and accordingly agrees as follows:

1. During the period commencing on the Employee's Termination Date and ending on the one year anniversary of such date (the "*Restricted Period*"), the Employee shall not, directly or indirectly, regardless of who initiates the communication, solicit, participate in the solicitation or recruitment of, or in any manner encourage or provide assistance to any employee, consultant, registered representative, or agent of AIG to terminate his or her employment or other relationship with AIG or to leave its employee or other relationship with AIG for any engagement in any capacity or for any other person or entity, without AIG's written consent.

2. During the period commencing on the Employee's Termination Date and ending on the six-month anniversary of such date, the Employee shall not, directly or indirectly:

(a) Engage in any "*Competitive Business*" (defined below) for the Employee's own account;

(b) Enter the employ of, or render any services to, any person engaged in any Competitive Business;

(c) Acquire a financial interest in, or otherwise become actively involved with, any person engaged in any Competitive Business, directly or indirectly, as an individual, partner, shareholder, officer, director, principal, agent, trustee or consultant; or

(d) Interfere with business relationships between AIG and customers or suppliers of, or consultants to AIG.

3. For purposes of this Section IX, a "Competitive Business" means, as of any date, including during the Restricted Period, any person or entity (including any joint venture, partnership, firm, corporation or limited liability company) that engages in or proposes to engage in the following activities in any geographical area in which AIG does such business:

(a) The property and casualty insurance business, including commercial insurance, business insurance, personal insurance and specialty insurance;

(b) The life and accident and health insurance business;

(c) The underwriting, reinsurance, marketing or sale of (y) any form of insurance of any kind that AIG as of such date does, or proposes to, underwrite, reinsure, market or sell (any such form of insurance, an "AIG Insurance Product"), or (z) any other form of insurance that is marketed or sold in competition with any AIG Insurance Product;

(d) The investment and financial services business, including retirement services and mutual fund or brokerage services; or

(e) Any other business that as of such date is a direct and material competitor of one of AIG's businesses.

4. Notwithstanding anything to the contrary in this Agreement, the Employee may directly or indirectly, own, solely as an investment, securities of any person engaged in the business of AIG which are publicly traded on a national or regional stock exchange or on the over-the-counter market if the Employee (a) is not a controlling person of, or a member of a group which controls, such person and (b) does not, directly or indirectly, own one percent or more of any class of securities of such person.

5. The Employee understands that the provisions of this Section IX.A may limit the Employee's ability to earn a livelihood in a business similar to the business of AIG but the Employee nevertheless agrees and hereby acknowledges that:

(a) Such provisions do not impose a greater restraint than is necessary to protect the goodwill or other business interests of AIG;

(b) Such provisions contain reasonable limitations as to time and scope of activity to be restrained;

(c) Such provisions are not harmful to the general public; and

(d) Such provisions are not unduly burdensome to the Employee. In consideration of the foregoing and in light of the Employee's education, skills and abilities, the Employee agrees that he shall not assert that, and it should not be considered that, any provisions of Section IX.A otherwise are void, voidable or unenforceable or should be voided or held unenforceable.

6. It is expressly understood and agreed that, although the Employee and the Company consider the restrictions contained in this Section IX.A to be reasonable, if a judicial determination is made by a court of competent jurisdiction that the time or territory or any other restriction contained in this Section IX.A or elsewhere in this Agreement is an unenforceable restriction against the Employee, the provisions of the Agreement shall not be rendered void but shall be deemed amended to apply as to such maximum time and territory and to such maximum extent as such court may judicially determine or indicate to be enforceable. Alternatively, if any court of competent jurisdiction finds that any restriction contained in this Agreement is unenforceable, and such restriction cannot be amended so as to make it enforceable, such finding shall not affect the enforceability of any of the other restrictions contained herein.

B. Nondisparagement

The Employee agrees (whether during or after the Employee's employment with AIG) not to issue, circulate, publish or utter any false or disparaging statements, remarks or rumors about the Releasees. Nothing herein shall prevent Employee from making or publishing truthful statements (a) when required by law, subpoena, or court order, (b) in the course of any legal, arbitral, or regulatory proceeding, (c) to any governmental authority, regulatory agency or self-regulatory organization or (d) in connection with any investigation by AIG or (e) where a prohibition or limitation on such communication is unlawful. Nothing in this paragraph limits the Employee's rights identified in section X.D. of this Agreement.

C. Code of Conduct

The Employee agrees to abide by all of the terms of the Company's Code of Conduct or the Director, Executive Officer and Senior Financial Officer Code of Business Conduct and Ethics that continue to apply after termination of employment.

D. Confidentiality/Company Property

The Employee acknowledges that the disclosure of this Agreement or any of the terms hereof could prejudice AIG and would be detrimental to AIG's continuing relationship with its employees. Accordingly, the Employee agrees not to discuss or divulge either the existence or contents of this Agreement (except, if required, Employee may disclose the contents of Section IX.A only, in connection with prospective employment) to anyone other than the Employee's immediate family, attorneys, tax and financial advisors, governmental authorities or as may be legally required, and further agrees to use the Employee's best efforts to ensure that none of Employee's immediate family, attorneys, or tax and financial advisors will reveal its existence or contents to anyone else. The Employee shall not, without the prior written consent of AIG, use, divulge, disclose or make accessible to any other person, firm, partnership, corporation or other entity, any "Confidential Information" (as defined below), or any "Personal Information" (as defined below); *provided* that the Employee may disclose Confidential Information, or Personal Information when required to do so by a court of competent jurisdiction, by any governmental agency having supervisory authority over the business of AIG, as the case may be, or by any administrative body or legislative body (including a committee thereof) with jurisdiction to order the Employee to divulge, disclose or make accessible such information; *provided, further, that* in the event that the Employee is ordered by a court or other government agency to disclose any Confidential Information or Personal Information, the Employee shall (if permitted to do so by applicable law):

(a) Promptly notify AIG of such order;

(b) At the written request of AIG, diligently contest such order at the sole expense of AIG; and

(c) At the written request of AIG, seek to obtain, at the sole expense of AIG, such confidential treatment as may be available under applicable laws for any information disclosed under such order.

Nothing herein shall prevent Employee from making or publishing any truthful statement without prior notice to the Company to any governmental authority, regulatory agency or self-regulatory organization, or in connection with any investigation by the Company, or where a prohibition or limitation on such disclosures is unlawful.

Upon the Termination Date the Employee shall return AIG property, including, without limitation, files, records, disks and any media containing Confidential Information or Personal Information. For purposes of this Section IX.D:

“*Confidential Information*” means an item of information or a compilation of information in any form (tangible or intangible), related to AIG’s business that AIG has not made public or authorized public disclosure of, and that is not generally known to the public through proper means. Confidential Information includes, but is not limited to: (a) business plans and analysis, customer and prospective customer lists, personnel, staffing and compensation information, marketing plans and strategies, research and development data, financial data, operational data, methods, techniques, technical data, know-how, innovations, computer programs, un-patented inventions, and trade secrets; and (b) information about the business affairs of third parties (including, but not limited to, customers and prospective customers) that such third parties provide to Company in confidence.

“*Personal Information*” shall mean any information concerning the personal, social or business activities of the officers or directors of the Company.

E. Developments

Developments shall be the sole and exclusive property of AIG. The Employee agrees to, and hereby does, assign to AIG, without any further consideration, all of the Employee’s right, title and interest throughout the world in and to all Developments. The Employee agrees that all such Developments that are copyrightable may constitute works made for hire under the copyright laws of the United States and, as such, acknowledges that AIG is the author of such Developments and owns all of the rights comprised in the copyright of such Developments. The Employee hereby assigns to AIG without any further consideration all of the rights comprised in the copyright and other proprietary rights the Employee may have in any such Development to the extent that it might not be considered a work made for hire. The Employee shall make and maintain adequate and current written records of all Developments and shall disclose all Developments promptly, fully and in writing to the Company promptly after development of the same, and at any time upon request.

“*Developments*” shall mean all discoveries, inventions, ideas, technology, formulas, designs, software, programs, algorithms, products, systems, applications, processes, procedures, methods and improvements and enhancements conceived, developed or otherwise made or created or produced by the Employee alone or with others, and in any way relating to the business or any proposed business of AIG of which the Employee has been made aware, or the products or services of AIG of which the Employee has been made aware, whether or not subject to patent, copyright or other protection and whether or not reduced to tangible form, at any time during the Employee’s employment with AIG.

F. Cooperation

The Employee agrees (whether during or after the Employee’s employment with AIG) that, if served with a subpoena or order that would compel Employee to testify or respond to any regulatory inquiry, investigation, administrative proceeding or judicial proceeding regarding or in any way relating to the Releasees, including but not limited to any proceeding before or investigation by the EEOC concerning Employee’s employment with the Company, to send immediately (but in no event later than three (3) business days after Employee has been so served or notified) a written notification, and provide a copy of the subpoena or order, by overnight mail to General Counsel, American International Group, Inc., 80 Pine Street, 13th Floor, New York, New York 10005, or effective as of May 1, 2021, 1271 Avenue of the Americas, 11th Floor, New York, NY 10020. The Employee further agrees (whether during or after the Employee’s employment with AIG) to cooperate with AIG in connection with any litigation or legal proceeding or investigatory or regulatory matters in which the Employee may have relevant knowledge or information, and

This cooperation shall include, without limitation, the following:

(a) To meet and confer, at a time mutually convenient to the Employee and AIG, with AIG’s designated in-house or outside attorneys for purposes of assisting with any litigation or legal proceeding or any investigatory or regulatory matters, including answering questions, explaining factual situations, preparing to testify, or appearing for interview, deposition or trial testimony without the need for the Company to serve a subpoena for such appearance and testimony; and

(b) To give truthful sworn statements to AIG’s attorneys upon their request and, for purposes of any deposition or other testimony in any litigation or legal proceeding or any investigatory or regulatory matters, to adopt AIG’s attorneys as the Employee’s own (*provided* that there is no conflict of interest that would disqualify the attorneys from representing the Employee), and to accept their instructions at deposition.

The Company agrees to reimburse the Employee for reasonable out-of-pocket expenses necessarily incurred by the Employee in connection with the cooperation set forth in this paragraph. For the avoidance of doubt, reasonable out-of-pocket expenses do not include any attorneys’ fees and expenses incurred by the Employee in connection with the cooperation set forth in this paragraph. Any such legal fees and costs for the retention of separate counsel, including issues of advancement and indemnification, are separately governed by the applicable AIG Company by-laws.

X. Enforcement and Clawback

If (a) at any time the Employee breaches Sections V, IX.B, and IX.D of this Agreement; (b) within one (1) year of the expiration of any restrictive covenant described in Sections IX.A, of this Agreement, AIG determines that the Employee materially breached such restrictive covenant; or (c) within one (1) year of the last payment date for any Severance benefit due under the terms of the Plan, AIG determines that grounds existed, on or prior to the Termination Date, including prior to the Effective Date of the Plan, for AIG to terminate the Employee's employment for Cause, then: (x) no further payments or benefits shall be due to the Employee under this Agreement and/or the Plan; and (y) the Employee shall be obligated to repay to AIG, immediately and in a cash lump sum, the amount of any Severance benefits (other than any amounts received by the Employee under Section IV.D through E of the Plan) previously received by the Employee under this Agreement and/or the Plan (which shall, for the avoidance of doubt, be calculated on a pre-tax basis); *provided* that the Employee shall in all events be entitled to receive accrued wages and expense reimbursement and accrued but unused vacation pay as set forth in Section IV.A of the Plan.

The Employee acknowledges and agrees that AIG's remedies at law for a breach or threatened breach of any of the provisions of Sections IX.A, B, D and E of this Agreement would be inadequate, and, in recognition of this fact, the Employee agrees that, in the event of such a breach or threatened breach, in addition to any remedies at law, AIG, without posting any bond, shall be entitled to obtain equitable relief in the form of specific performance, temporary restraining order, temporary or permanent injunction or any other equitable remedy which may then be available. In addition, AIG shall be entitled to immediately cease paying any amounts remaining due or providing any benefits to the Employee pursuant to Section IV of the Plan upon a determination by the "Plan Administrator" (as defined in the Plan) that the Employee has violated any provision of Section IX of this Agreement, subject to payment of all such amounts upon a final determination, by a court of competent jurisdiction, that the Employee had not violated Section IX of this Agreement.

XI. Resignation From Board of Directors

The Employee will resign from his/her directorship of the Company and each of its subsidiaries and affiliates (and all other directorships, offices, and trusteeships, held in connection with his/her employment) by signing, dating and returning a letter in the form attached to this Agreement at Schedule 1 to Chief HR/Employment Counsel of the Company, American International Group, Inc., 80 Pine Street, Floor 13, New York, NY 10005, or effective as of May 1, 2021, 1271 Avenue of the Americas, 11th Floor, New York, NY 10020, and undertakes to execute all further documents and do such further things as are necessary in order to give full effect to such resignations. The Employee acknowledges and agrees that the Severance benefit set forth in Section II and the Supplemental Health & Life Payment set forth in Section IV of this Agreement is contingent upon Employee executing and returning such resignation letter.

XII. Inquiries From Prospective Employers

Employee agrees that Employee will direct any inquiries from prospective employers to The Work Number, at www.theworknumber.com, and the Company agrees that, in response to any such inquiries, The Work Number will only provide information regarding the dates of Employee's employment and last job title, and shall inform the inquirer that it is company policy to provide only that information regarding former employees. Employee will need to provide Employee's Social Security Number and the AIG Employer Code (AIG-12573) to facilitate these inquiries.

XIII. General Provisions

A. No Waiver; Severability

A failure of the Company or any of the Releasees to insist on strict compliance with any provision of this Agreement shall not be deemed a waiver of such provision or any other provision hereof. If any provision of this Agreement is determined to be so broad as to be unenforceable, such provision shall be interpreted to be only so broad as is enforceable, and in the event that any provision is determined to be entirely unenforceable, such provision shall be deemed severable, such that all other provisions of this Agreement shall remain valid and binding upon the Employee and the Releasees.

B. Governing Law

THIS AGREEMENT SHALL BE GOVERNED BY THE EMPLOYEE RETIREMENT INCOME SECURITY OF 1974, AS AMENDED ("ERISA"). TO THE EXTENT ERISA AND OTHER U.S. FEDERAL LAW DOES NOT APPLY, THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK APPLICABLE TO AGREEMENTS MADE AND TO BE WHOLLY PERFORMED WITHIN THAT STATE, WITHOUT REGARD TO ITS CONFLICT OF LAWS PROVISIONS OR THE CONFLICT OF LAWS PROVISIONS OF ANY OTHER JURISDICTION WHICH WOULD CAUSE THE APPLICATION OF ANY LAW OTHER THAN THAT OF THE STATE OF NEW YORK. THE EMPLOYEE CONSENTS TO THE EXCLUSIVE JURISDICTION OF THE FEDERAL AND STATE COURTS IN NEW YORK.

C. Entire Agreement/Counterparts

This Agreement constitutes the entire understanding and agreement between the Company and the Employee with regard to all matters herein. There are no other agreements, conditions, or representations, oral or written, express or implied, with regard thereto. This Agreement may be amended only in writing, signed by the parties hereto. This Agreement may be signed in counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument. This Agreement may be returned via mail or email. An electronically transmitted signature shall be treated as an original signature for all purposes.

D. Notice

For the purpose of this Agreement, notices and all other communications provided for in this Agreement shall be in writing and shall be deemed to have been duly given if delivered: (a) personally; (b) by overnight courier service; (c) by facsimile transmission; or (d) by United States registered mail, return receipt requested, postage prepaid, addressed to the respective addresses, as set forth below, or to such other address as either party may have furnished to the other in writing in accordance herewith; *provided* that notice of change of address shall be effective only upon receipt. Notices shall be deemed given as follows: (x) notices sent by personal delivery or overnight courier shall be deemed given when delivered; (y) notices sent by facsimile transmission shall be deemed given upon the sender's receipt of confirmation of complete transmission; and (z) notices sent by United States registered mail shall be deemed given two (2) days after the date of deposit in the United States mail.

If to the Employee, to the address as shall most currently appear on the records of the Company.

If to the Company, to:

American International Group, Inc.
80 Pine Street, 13th Floor
New York, NY 10005
Fax: 877-481-4969
Attn: Chief HR/Employment Counsel

Effective May 1, 2021:
American International Group, Inc. 1271 Avenue of the Americas, 11th Floor,
New York, NY 10020
Fax: 877-481-4969
Attn: Chief HR/Employment Counsel

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement.

EMPLOYEE

By: _____
Name: Date:
Title:

AMERICAN INTERNATIONAL GROUP, INC.

By: _____

AMERICAN INTERNATIONAL GROUP, INC.
LONG TERM INCENTIVE PLAN
(as amended and restated February 16, 2021)

1. Purpose; Definitions

This American International Group, Inc. Long Term Incentive Plan (this “*Plan*”) is designed to provide selected officers and key employees of American International Group, Inc. (“*AIG*” and together with its consolidated subsidiaries, determined in accordance with U.S. generally accepted accounting principles, the “*Company*”) with incentives to contribute to the long-term performance of AIG in a manner that appropriately balances risk and rewards.

Awards under this Plan are issued under the American International Group, Inc. 2013 Omnibus Incentive Plan (as amended from time to time or any successor stock incentive plan, the “*Omnibus Plan*”), the terms of which are incorporated in this Plan. Capitalized terms used in this Plan but not otherwise defined in this Plan or in the attached Glossary of Terms in Annex A have the meaning ascribed to them in the Omnibus Plan.

2. Performance Period

Awards (as defined below) will be earned over a three-year performance period (a “*Performance Period*”), unless the Compensation and Management Resources Committee of the Board of Directors of AIG (including any successor, the “*Committee*”) determines a different period is appropriate for some or all Participants as set forth in the applicable award agreement.

3. Awards and Participants

A. Awards. Awards issued under this Plan (“*Awards*”) may consist of performance share units (“*PSUs*”), restricted stock units (“*RSUs*”), stock options (“*Options*”), or a combination of PSUs, RSUs and Options, as the Committee may determine from time to time. PSUs provide holders with the opportunity to earn shares of Common Stock (“*Shares*”) based on achievement of performance criteria during the Performance Period. RSUs provide holders with the opportunity to earn Shares based on continued Employment throughout the Performance Period. Options provide holders with the right to purchase Shares based on achievement of performance criteria during, or continued Employment throughout, the Performance Period, or a combination thereof. PSUs, RSUs and Options will be subject to the terms and conditions of the Omnibus Plan, this Plan and the applicable award agreement, and will be issued only to the extent permissible under relevant laws, regulatory restrictions and agreements applicable to the Company. In addition to the preceding, the Committee may establish another form of Award to the extent it determines appropriate for some or all Participants (as defined below).

B. Participants. The Committee will from time to time determine (1) the officers and key employees of the Company who will receive Awards (the “*Participants*”) and (2) the number and type of Awards issued to each Participant. No Award to a Participant shall in any way obligate the Committee to (or imply that the Committee will) provide a similar Award (or any Award) to the Participant in the future.

C. Status of Awards. Each PSU and RSU constitutes an unfunded and unsecured promise of AIG to deliver (or cause to be delivered) one (1) Share (or, at the election of AIG, cash equal to the Fair Market Value thereof) as provided in Section 5.B. Until such delivery, a holder of PSUs or RSUs will have only the rights of a general unsecured creditor and no rights as a shareholder of AIG. Each Option represents a right to purchase one (1) Share, subject to the terms and conditions set forth in the applicable award agreement.

D. Award Agreements. Each Award granted under the Plan shall be evidenced by an award agreement that shall contain such provisions and conditions as the Committee deems appropriate; *provided that*, except as otherwise expressly provided in an award agreement, if there is any conflict between any provision of this Plan and an award agreement, the provisions of this Plan shall govern. By accepting an Award pursuant to this Plan, a Participant thereby agrees that the Award shall be subject to all of the terms and provisions of this Plan, the Omnibus Plan and the applicable award agreement. Awards shall be accepted by a Participant signing the applicable award agreement, and returning it to the Company. Failure by a Participant to do so within ninety (90) days from the date of the award agreement shall give the Company the right to rescind the Award.

4. Performance Measures for PSUs; Earned PSUs

A. Target PSUs. For an Award of PSUs, a Participant's award agreement will set forth a target number of PSUs as determined by the Committee (the "**Target PSUs**").

B. Performance Measures. The number of PSUs earned for any Performance Period will be based on one or more performance measures established by the Committee in its sole discretion with respect to such Performance Period (collectively, the "**Performance Measures**"). For each Performance Measure with respect to a Performance Period, the Committee will establish a Threshold, Target and Maximum achievement level and the weighting afforded to each such Performance Measure. The Committee may also establish gating metrics that must be satisfied before Performance Measures are applied to assess the number of PSUs that are earned.

C. Performance Results. At the end of the Performance Period, the Committee will assess performance against each Performance Measure and determine the Earned Percentage (as detailed below) for each such Performance Measure as follows, subject to the terms and conditions of this Plan and unless determined otherwise by the Committee:

Performance	Earned Percentage
Performance less than Threshold	0%
Performance at Threshold	50%
Performance at Target	100%
Performance at or above Maximum	200%

The Earned Percentage for performance between Threshold and Target and between Target and Maximum will be determined on a straight-line basis, unless determined otherwise by the Committee.

D. Earned PSUs. The number of PSUs earned for the Performance Period (the “**Earned PSUs**”) will equal the sum of the PSUs earned for each Performance Measure, calculated as follows, unless determined otherwise by the Committee:

$$\text{PSUs earned for a Performance Measure} = \text{Target PSUs} \times \text{Earned Percentage} \times \text{Weighting of Performance Measure}$$

For the avoidance of doubt, the Committee retains discretion to reduce any Earned PSU Award to zero.

5. Vesting and Delivery

A. Vesting of Earned Awards. Except as provided in Section 6, and subject to the other terms and conditions of this Plan and the applicable award agreement, Earned PSUs, RSUs and Options will vest on the date(s) and/or event(s) specified in the applicable award agreement (each, a “**Scheduled Vesting Date**”). Unless otherwise set forth in the applicable award agreement, RSUs and Options will be earned based solely on the Participant’s continued Employment through the end of the Performance Period.

B. Delivery of Earned PSUs and RSUs. Except as provided in Section 6, AIG will deliver (or cause to be delivered) to the Participant Shares (or, at the election of AIG, cash equal to the Fair Market Value thereof) in respect of any Earned PSUs, RSUs, or portion thereof, as promptly as administratively practicable following the applicable Scheduled Vesting Date. Subject to Section 6, a Participant must be Employed on the applicable Scheduled Vesting Date in order to be entitled to receive a delivery of any portion of the Earned PSUs and RSUs.

C. Dividend Equivalents for PSUs and RSUs. In respect of Awards of PSUs or RSUs, unless otherwise set forth in the applicable award agreement, in the event that any cash dividend is declared on Shares with a record date that occurs during the Dividend Equivalent Period (as defined below), the Participant will receive dividend equivalent rights in the form of additional PSUs or RSUs (or both if the Participant’s Award consists of both PSUs and RSUs) (the “**Dividend Equivalent Units**”) at the time such dividend is paid to AIG’s shareholders. The number of Dividend Equivalent Units that the Participant will receive at any such time will be equal to (1) the cash dividend amount per Share times (2) the number of PSUs and RSUs covered by the Participant’s Award (and, unless otherwise determined by AIG, any Dividend Equivalent Units previously credited under the Participant’s Award) that have not been previously settled through the delivery of Shares (or cash) prior to, such date, divided by the Fair Market Value of one Share on the applicable dividend record date. Each Dividend Equivalent Unit will constitute an unfunded and unsecured promise of AIG to deliver (or cause to be delivered) one Share (or, at the election of AIG, cash equal to the Fair Market Value thereof) in accordance with the Plan, and will vest and be settled or paid at the same time, and subject to the same terms and conditions (including, for PSUs, increase or decrease based on achievement of performance criteria in accordance with Section 4 above), as the PSUs and RSUs on which such Dividend Equivalent Unit was accrued. “**Dividend Equivalent Period**” means the period commencing on the date on which PSUs or RSUs were awarded to the Participant and ending on the last day on which Shares (or cash) are delivered to the Participant with respect to the Earned PSUs or RSUs.

D. Exercise and Expiration of Options. Vested Options may be exercised in accordance with procedures set forth in Section 2.3.5 of the Omnibus Plan, including procedures established by the Company. Stock Options that are not vested may not be exercised. Pursuant to Section 2.3.4 of the Omnibus Plan, in no event will any Option be exercisable after the expiration of ten (10) years from the date on which the Option is granted (but the applicable award agreement may provide for an earlier expiration date).

6. Vesting and Payout Upon Termination of Employment and Corporate Events

Except as otherwise provided in the applicable award agreement:

A. Termination Generally. Except as otherwise provided in this Section 6, if a Participant's Employment is Terminated for any reason, then (i) any unvested Awards, or parts thereof, shall immediately terminate and be forfeited, and (ii) any vested Options will remain exercisable as set forth in the applicable award agreement (but in no case later than the expiration date for such Options specified in the applicable award agreement), *provided that* in the case of a Participant's Termination for Cause, all Options (whether vested or unvested) will immediately terminate and be forfeited.

B. Involuntary Termination, Retirement or Disability. Subject to Section 6.F, in the case of a Participant's involuntary Termination without Cause, Retirement or Disability:

(1) the Participant's outstanding PSUs and RSUs will immediately vest and the Shares (or cash) corresponding to the Earned PSUs (based on the performance for the whole Performance Period) or RSUs, as applicable, will be delivered to the Participant on the dates that the applicable Award would otherwise have been delivered if the Participant had continued to remain Employed; and

(2) (i) any vested Options will remain exercisable, (ii) any unvested time-vesting Options will be deemed to have attained their respective time-vesting requirements, and (iii) any unvested performance-vesting Options will (a) be deemed to have attained their respective time-vesting requirements, if any, and (b) to the extent any performance-vesting requirements have not been achieved, continue to be eligible to vest in accordance with their respective performance-vesting terms. In the event of an Involuntary Termination or Disability, the Options that are or become vested pursuant to this paragraph (2) shall remain exercisable as set forth in the applicable award agreement, *provided, however*, in the event of a Retirement, all Options that are or become vested pursuant to this paragraph (2) will remain exercisable for the remainder of the term of such Options set forth in the applicable award agreement for such Options. No Options will remain exercisable beyond the expiration date for such Options as specified in the applicable award agreement;

For the avoidance of doubt, an involuntary Termination without Cause as provided in this Section 6.B shall not include a resignation that a Participant may assert was a constructive discharge.

C. Death.

(1) *PSUs.* For outstanding Awards of PSUs, (i) in the case of a Participant's death during a Performance Period or following a Performance Period but prior to the Committee's adjudication of performance under Section 4.C, the Participant's PSU Award will immediately vest and the Shares (or cash) corresponding to the Target PSUs will be delivered to the Participant's estate as soon as practicable but in no event later than the end of the calendar year or, if later, within two (2) and one-half (1/2) months following the date of death and (ii) in the case of a Participant's death following the Committee's adjudication of performance for a Performance Period under Section 4.C, the Participant's PSU Award will immediately vest and the Shares (or cash) corresponding to the Earned PSUs (based on performance for the whole Performance Period) will be delivered to the Participant's estate as soon as practicable but in no event later than the end of the calendar year or, if later, within two (2) and one-half (1/2) months following the date of death.

(2) *RSUs.* For outstanding Awards of RSUs, in the case of a Participant's death, the Participant's outstanding unvested RSUs will immediately vest and the Shares (or cash) corresponding to the RSUs will be delivered to the Participant's estate as soon as practicable but in no event later than the end of the calendar year or, if later, within two (2) and one-half (1/2) months following the date of death.

(3) *Options.* For outstanding Awards of Options, in the case of a Participant's death, (i) any vested Options will remain exercisable as set forth in the applicable award agreement, (ii) any unvested time-vesting Options will be deemed to have attained their respective time-vesting requirements and remain exercisable as set forth in the applicable award agreement and (iii) any unvested performance-vesting Options will (a) be deemed to have attained their respective time-vesting requirements, if any, (b) to the extent any performance-vesting requirements have not been achieved, continue to be eligible to vest in accordance with their respective performance-vesting terms and (c) be exercisable as set forth in the applicable award agreement; *provided that* no Options will remain exercisable beyond the expiration date for such Options as specified in the applicable award agreement.

D. Change in Control.

(1) *PSUs.* For outstanding Awards of PSUs, in the case of a Change in Control during a Performance Period and the Participant's involuntary Termination without Cause or resignation for Good Reason within twenty-four (24) months following such Change in Control, the Participant shall receive Shares (or cash) corresponding to the Target PSUs, unless the Committee determines to use actual performance through the date of the Change in Control, and such Shares (or cash) will immediately vest. In the case of a Change in Control following a Performance Period and the Participant's involuntary Termination without Cause or resignation for Good Reason within twenty-four (24) months following such Change in Control, the Participant shall receive Shares (or cash) corresponding to the Earned PSUs (based on performance for the whole Performance Period), and such Shares (or cash) will immediately vest. Any such amounts representing vested PSUs will be delivered by the end of the calendar year or, if later, within two (2) and one-half (1/2) months following the Participant's separation from service, *provided that* no delivery will be delayed as a result of the Change in Control.

(2) *RSUs.* For outstanding Awards of RSUs, in the case of a Change in Control and the Participant's involuntary Termination without Cause or resignation for Good Reason within twenty-four (24) months following such Change in Control, a Participant's outstanding unvested RSUs will immediately vest. Any such amounts representing vested RSUs will be delivered by the end of the calendar year or, if later, within two and one-half months following the Participant's separation from service, *provided that* no delivery will be delayed as a result of the Change in Control.

(3) *Options.* For outstanding Awards of performance-vesting Options, (a) in the case of a Change in Control during the applicable Performance Period and the Participant's involuntary Termination without Cause or resignation for Good Reason within twenty-four (24) months following such Change in Control, any unvested performance-vesting Options will immediately vest based on target performance, unless the Committee determines to use actual performance through the date of the Change in Control, and (b) in the case of a Change in Control following an applicable Performance Period and the Participant's involuntary Termination without Cause or resignation for Good Reason within twenty-four (24) months following such Change in Control, any performance-vesting Stock Options will immediately vest based on actual performance for such period. For outstanding time-vesting Options, in the case of a Change in Control and the Participant's involuntary Termination without Cause or resignation for Good Reason within twenty-four (24) months following such Change in Control, any unvested time-vesting Options will immediately vest. All Options that vest pursuant to this paragraph will remain exercisable for the remainder of the term of such Options as set forth in the applicable award agreement for such Options. No Options will remain exercisable beyond the expiration date for such Options as specified in the applicable award agreement.

E. Election to Accelerate or Delay Delivery. The Committee may, in its sole discretion, determine to accelerate or defer delivery of any Shares (or cash) underlying the Awards granted under the Plan or permit a Participant to elect to accelerate or defer delivery of any such Shares (or cash), in each case in a manner that conforms to the requirements of Section 409A and is consistent with the provisions of Section 8.E.

F. Release of Claims. In the case of a Participant's involuntary Termination without Cause, resignation for Good Reason or Retirement, as a condition to (i) with respect to Options, the vesting of any Options pursuant to this Plan or the applicable award agreement, and (ii) with respect to all other Awards, receiving delivery of any Shares (or cash) under such Awards, following such event, the Company will require the Participant to execute a release substantially in the form attached as Annex B (the "**Release**"), subject to any provisions that the Senior HR Attorney and the Senior Compensation Executive or their designee(s) may amend or add to the release in order to impose restrictive covenants requiring (x) confidentiality of information, non-disparagement and non-solicitation of Company employees for twelve (12) months following the Termination, and (y) in the case of an involuntary Termination without Cause or resignation for Good Reason of any Participant who is eligible to participate in the American International Group, Inc. 2012 Executive Severance Plan (as may be amended from time to time, and together with any successor plan, the "**ESP**"), or Retirement, non-competition for such periods as are generally specified herein. The Release for any Participant who is eligible to participate in the ESP shall be in the form of the release required by the ESP at the time of the Termination (including any non-competition covenants), modified to cover the vesting of any Options and payment of any Shares (or cash) under any other Awards under this Plan as a result of the Participant's involuntary Termination without Cause or resignation for Good Reason. Effective for Retirements on or after December 1, 2015, the Release will require non-competition for no less than six (6) months following the Retirement in order for the Participant to (i) with respect to Options, vest in any Options, and (ii), with respect to all other Awards, receive any Shares (or cash) under such Awards. The Release or the ESP form of release must be executed by the Participant and become irrevocable, in the case of a Participant's involuntary Termination without Cause, resignation for Good Reason or Retirement, prior to or during the calendar year of the date on which (i) with respect to Options, such Options vest, and (ii) with respect to all other Awards, a delivery of Shares (or cash) with respect to the Award is scheduled to be delivered pursuant to Section 5.B; *provided that* if the Release is executed after such time, (i) with respect to Options, any Options that would have vested during such period will be forfeited, and (ii) with respect to all other Awards, the delivery of Shares (or cash) with respect to such calendar year will be forfeited; *provided, further*, that if the local laws of a country or non-U.S. jurisdiction in which Participant performs services render invalid or unenforceable all or a portion of the Release (subject to additional provisions as described above), the Senior HR Attorney and the Senior Compensation Executive or their designee(s) shall have the discretion to create a release that incorporates as much of the Release as possible while also complying with such local laws.

7. Administration of this Plan

A. General. This Plan shall be administered by the Committee and the person or persons designated by the Committee to administer the Plan from time to time. Actions of the Committee may be taken by the vote of a majority of its members. The Committee may allocate among its members and delegate to any person who is not a member of the Committee any of its administrative responsibilities. The Committee will have the power to interpret this Plan, to make regulations for carrying out its purposes and to make all other determinations in connection with its administration (including, without limitation, whether a Participant has become subject to Disability), all of which will, unless otherwise determined by the Committee, be final, binding and conclusive. The Committee may, in its sole discretion, reinstate any Awards made under this Plan that have been terminated and forfeited because of a Participant's Termination, if the Participant complies with any covenants, agreements or conditions that the Committee may impose; *provided, however*, that any delivery of Shares (or cash) under such reinstated Awards will not be made until the scheduled times set forth in this Plan.

B. Non-Uniform Determinations. The Committee's determinations under this Plan need not be uniform and may be made by it selectively with respect to persons who receive, or are eligible to receive, Awards (whether or not such persons are similarly situated). Without limiting the generality of the foregoing, the Committee will be entitled, among other things, to make non-uniform and selective determinations as to the persons to become Participants.

C. Determination of Employment. The Committee, with respect to any Participant under the purview of the Committee, and the Senior Compensation Executive, with respect to any other Participant, will have the right to determine the commencement or Termination date of a Participant's Employment with the Company solely for purposes of this Plan, separate and apart from any determination as may be made by the Company with respect to the Participants' employment.

D. Amendments. The Committee will have the power to amend this Plan and any Performance Measures established pursuant to Section 4.B in any manner and at any time, including in a manner adverse to the rights of the Participants; *provided, however*, that in the event that a Plan amendment is adopted or effective on or within twenty-four (24) months following a Change in Control, then such amendment shall be invalid and ineffective with respect to each Participant, in the absence of his or her written consent, if the amendment is adverse to the Participant. The Committee shall also have the power, in its sole discretion, to reduce the amount of any RSUs, Target PSUs, Earned PSUs or Options at any time including, for the avoidance of doubt, after the relevant Performance Period has ended. Notwithstanding the foregoing, the Committee's rights and powers to amend the Plan shall be delegated to the Senior Compensation Executive who shall have the right to amend the Plan with respect to (1) amendments required by relevant law, regulation or ruling, (2) amendments that are not expected to have a material financial impact on the Company, (3) amendments that can reasonably be characterized as technical or ministerial in nature, or (4) amendments that have previously been approved in concept by the Committee. Notwithstanding the foregoing delegation, the Senior Compensation Executive shall not have the power to make an amendment to the Plan that could reasonably be expected to result in a termination of the Plan or a change in the structure or the powers, duties or responsibilities of the Committee, unless such amendment is approved or ratified by the Committee.

E. No Liability. No member of the Board of Directors of AIG (the “**Board**”) or any employee of the Company performing services with respect to the Plan (each, a “**Covered Person**”) will have any liability to any person (including any Participant) for any action taken or omitted to be taken or any determination made, in each case, in good faith with respect to this Plan or any Participant’s participation in it. Each Covered Person will be indemnified and held harmless by the Company against and from any loss, cost, liability, or expense (including attorneys’ fees) that may be imposed upon or incurred by such Covered Person in connection with or resulting from any action, suit or proceeding to which such Covered Person may be a party or in which such Covered Person may be involved by reason of any action taken or omitted to be taken under this Plan and against and from any and all amounts paid or Shares delivered by such Covered Person, with the Company’s approval, in settlement thereof, or paid or delivered by such Covered Person in satisfaction of any judgment in any such action, suit or proceeding against such Covered Person, *provided that* the Company will have the right, at its own expense, to assume and defend any such action, suit or proceeding and, once the Company gives notice of its intent to assume the defense, the Company will have sole control over such defense with counsel of the Company’s choice. To the extent any taxable expense reimbursement under this paragraph is subject to Section 409A, (1) the amount thereof eligible in one taxable year shall not affect the amount eligible in any other taxable year; (2) in no event shall any expenses be reimbursed after the last day of the taxable year following the taxable year in which the Covered Person incurred such expenses; and (3) in no event shall any right to reimbursement be subject to liquidation or exchange for another benefit. The foregoing right of indemnification will not be available to a Covered Person to the extent that a court of competent jurisdiction in a final judgment or other final adjudication, in either case, not subject to further appeal, determines that the acts or omissions of such Covered Person giving rise to the indemnification claim resulted from such Covered Person’s bad faith, fraud or willful misconduct. The foregoing right of indemnification will not be exclusive of any other rights of indemnification to which Covered Persons may be entitled under AIG’s Amended and Restated Certificate of Incorporation or Bylaws, as a matter of law, or otherwise, or any other power that the Company may have to indemnify such persons or hold them harmless.

F. Clawback/Repayment. Notwithstanding anything to the contrary herein, Awards and any payments or deliveries under this Plan will be subject to forfeiture and/or repayment to the extent provided in (1) the AIG Clawback Policy, as in effect from time to time and (2) other agreements executed by a Participant.

8. General Rules

A. No Funding. The Company will be under no obligation to fund or set aside amounts to pay obligations under this Plan. A Participant will have no rights to any Awards or other amounts under this Plan other than as a general unsecured creditor of the Company.

B. Tax Withholding. The delivery of Shares (or cash) or exercise of any Awards under this Plan is conditioned on a Participant’s satisfaction of any applicable withholding taxes in accordance with Section 4.2 of the Omnibus Plan, as amended from time to time, or such similar provision of any successor stock incentive plan.

C. No Rights to Other Payments. The provisions of this Plan provide no right or eligibility to a Participant to any other payouts from AIG or its subsidiaries under any other alternative plans, schemes, arrangements or contracts AIG may have with any employee or group of employees of AIG or its subsidiaries.

D. No Effect on Benefits. Grants or the exercise of any Awards and the delivery of Shares (or cash) under this Plan will constitute a special discretionary incentive payment to the Participants and will not be required to be taken into account in computing the amount of salary or compensation of the Participants for the purpose of determining any contributions to or any benefits under any pension, retirement, profit-sharing, bonus, life insurance, severance or other benefit plan of AIG or any of its subsidiaries or under any agreement with the Participant, unless AIG or the subsidiary with which the Participant is Employed specifically provides otherwise.

E. Section 409A.

(1) Awards made under the Plan are intended to be “deferred compensation” subject to Section 409A, and this Plan is intended to, and shall be interpreted, administered and construed to, comply with Section 409A. The Committee will have full authority to give effect to the intent of this Section 8.E.

(2) If any payment or delivery to be made under any Award (or any other payment or delivery under this Plan) would be subject to the limitations in Section 409A(a)(2)(b) of the Code, the payment or delivery will be delayed until six (6) months after the Participant’s separation from service (or earlier death) in accordance with the requirements of Section 409A.

(3) Each payment or delivery in respect of any Award will be treated as a separate payment or delivery for purposes of Section 409A.

F. Severability. If any of the provisions of this Plan is finally held to be invalid, illegal or unenforceable (whether in whole or in part), such provision will be deemed modified to the extent, but only to the extent, of such invalidity, illegality or unenforceability) and the remaining provisions will not be affected thereby; *provided that* if any of such provisions is finally held to be invalid, illegal or unenforceable because it exceeds the maximum scope determined to be acceptable to permit such provision to be enforceable, such provision will be deemed to be modified to the minimum extent necessary to modify such scope in order to make such provision enforceable hereunder.

G. Entire Agreement. This Plan contains the entire agreement of the parties with respect to the subject matter hereof and supersedes all prior agreements, promises, covenants, arrangements, communications, representations and warranties between them, whether written or oral with respect to the subject matter hereof.

H. Waiver of Claims. Each Participant recognizes and agrees that prior to being selected by the Committee to receive an Award he or she has no right to any benefits under this Plan. Accordingly, in consideration of the Participant’s receipt of any Award hereunder, he or she expressly waives any right to contest the amount of any Award, the terms of this Plan, any determination, action or omission hereunder by the Committee or the Company or any amendment to this Plan.

I. No Third Party Beneficiaries. Except as expressly provided herein, this Plan will not confer on any person other than the Company and the Participant any rights or remedies hereunder. The exculpation and indemnification provisions of Section 7.E will inure to the benefit of a Covered Person’s estate and beneficiaries and legatees.

J. Successor Entity; AIG's Assigns. Unless otherwise provided in the applicable award agreement and except as otherwise determined by the Committee, in the event of a merger, consolidation, mandatory share exchange or other similar business combination of AIG with or into any other entity ("**Successor Entity**") or any transaction in which another person or entity acquires all of the issued and outstanding Common Stock of AIG, or all or substantially all of the assets of AIG, outstanding Awards may be assumed or a substantially equivalent award may be substituted by such Successor Entity or a parent or subsidiary of such Successor Entity. The terms of this Plan will be binding and inure to the benefit of AIG and its successors and assigns.

K. Nonassignability. No Award (or any rights and obligations thereunder) granted to any person under the Plan may be sold, exchanged, transferred, assigned, pledged, hypothecated or otherwise disposed of or hedged, in any manner (including through the use of any cash-settled instrument), whether voluntarily or involuntarily and whether by operation of law or otherwise, other than by will or by the laws of descent and distribution, except as may be otherwise provided in the award agreement. Any sale, exchange, transfer, assignment, pledge, hypothecation, or other disposition in violation of the provisions of this Section 8.K will be null and void and any Award which is hedged in any manner will immediately be forfeited. All of the terms and conditions of this Plan and the award agreements will be binding upon any permitted successors and assigns.

L. Right to Discharge. Nothing contained in this Plan or in any Award will confer on any Participant any right to be continued in the employ of AIG or any of its subsidiaries or to participate in any future plans.

M. Consent. If the Committee at any time determines that any consent (as hereinafter defined) is necessary or desirable as a condition of, or in connection with, the granting of any Award or the delivery of any Shares under this Plan, or the taking of any other action thereunder (each such action, a "**plan action**"), then such plan action will not be taken, in whole or in part, unless and until such consent will have been effected or obtained to the full satisfaction of the Committee; *provided that* if such consent has not been so effected or obtained as of the latest date provided by this Plan for payment of such amount or delivery and further delay is not permitted in accordance with the requirements of Section 409A, such amount will be forfeited and terminate notwithstanding any prior earning or vesting.

The term "**consent**" as used in this paragraph with respect to any plan action includes (1) any and all listings, registrations or qualifications in respect thereof upon any securities exchange or under any federal, state, or local law, or law, rule or regulation of a jurisdiction outside the United States, (2) any other matter, which the Committee may deem necessary or desirable to comply with the terms of any such listing, registration or qualification or to obtain an exemption from the requirement that any such listing, qualification or registration be made, (3) any and all other consents, clearances and approvals in respect of a plan action by any governmental or other regulatory body or any stock exchange or self-regulatory agency and (4) any and all consents required by the Committee.

N. Awards Subject to an AIG Section 162(m) Plan. With respect to any awards hereunder that were granted pursuant to written binding agreements in effect on November 2, 2017 and that were granted during a period when this Plan functioned as a subplan of a Section 162(m) compliant performance incentive award plan adopted by AIG (the “**AIG Section 162(m) Plan**”) that was proposed and approved by AIG stockholders in accordance with Section 162(m)(4)(C) of the Code and related Treasury Regulations as they existed prior to the adoption of the Tax Cuts and Jobs Act of 2017 (Public Law 115-97) (the “**Prior Rules**”), this Plan will operate whereby the designated performance-based compensation amounts (as defined under the Prior Rules) payable under such awards can be paid and deducted in full or in part in accordance with the Prior Rules.

O. No Liability With Respect to Tax Qualification or Adverse Tax Treatment. Notwithstanding anything to the contrary contained herein, in no event shall the Company be liable to a Participant on account of the failure of any Award or amount payable under this Plan to (1) qualify for favorable United States or foreign tax treatment or (2) avoid adverse tax treatment under United States or foreign law, including, without limitation, Section 409A.

9. Disputes

A. Governing Law. This Plan will be governed by and construed in accordance with the laws of the State of New York, without regard to principles of conflict of laws. The Plan shall also be subject to all applicable non-U.S. laws as to Participants located outside of the United States. In the event that any provision of this Plan is not permitted by the local laws of a country or jurisdiction in which a Participant performs services, such local law shall supersede that provision of this Plan with respect to that Participant. The benefits to which a Participant would otherwise be entitled under this Plan may be adjusted or limited to the extent that the Senior HR Attorney and the Senior Compensation Executive or their designee(s) determine is necessary or appropriate in light of applicable law or local practice.

B. Arbitration. Subject to the provisions of this Section 9, any dispute, controversy or claim between the Company and a Participant, arising out of or relating to or concerning this Plan or any Award, will be finally settled by arbitration. Participants who are subject to an Employment Dispute Resolution Program (“EDR Program”) maintained by AIG or any affiliated company of AIG, will resolve such dispute, controversy or claim in accordance with the operative terms and conditions of such EDR Program, and to the extent applicable, the employment arbitration rules of the American Arbitration Association (“AAA”). Participants who are not subject to an EDR Program shall arbitrate their dispute, controversy or claim in New York City before, and in accordance with the employment arbitration rules of the AAA, without reference to the operative terms and conditions of any EDR Program. Prior to arbitration, all claims maintained by a Participant must first be submitted to the Committee in accordance with claims procedures determined by the Committee. Either the Company or a Participant may seek injunctive relief from the arbitrator. Notwithstanding any other provision in this Plan, the Company or a Participant may apply to a court with jurisdiction over them for temporary, preliminary or emergency injunctive relief that, under the legal and equitable standards applicable to the granting of such relief, is necessary to preserve the rights of that party pending the arbitrator’s modification of any such injunction or determination of the merits of the dispute, controversy or claim.

C. Jurisdiction. The Company and each Participant hereby irrevocably submit to the exclusive jurisdiction of a state or federal court of appropriate jurisdiction located in the Borough of Manhattan, the City of New York over any suit, action or proceeding arising out of or relating to or concerning this Plan or any Award that is not otherwise arbitrated or resolved according to Section 9.B. The Company and each Participant acknowledge that the forum designated by this section has a reasonable relation to this Plan and to such Participant’s relationship with the Company, that the agreement as to forum is independent of the law that may be applied in the action, suit or proceeding and that such forum shall apply even if the forum may under applicable law choose to apply non-forum law.

D. Change in Control. On or following a Change in Control, any arbitration referred to in Section 9.B or any court action referred to in Section 9.C by a Participant to enforce the Participant's rights under the Plan shall be subject to a de novo standard of review, and the Participant shall be reimbursed for reasonable attorneys' fees and costs incurred in seeking to enforce his or her rights under the Plan to the extent he or she prevails as to the material issues in such dispute. The reimbursement of attorneys' fees shall be made promptly following delivery of an invoice therefor.

E. Waiver. The Company and each Participant waive, to the fullest extent permitted by applicable law, any objection which the Company and such Participant now or hereafter may have to personal jurisdiction or to the laying of venue of any such suit, action or proceeding in any court referred to in Section 9.C. The Company and each Participant undertake not to commence any action, suit or proceeding arising out of or relating to or concerning this Plan or any Award in any forum other than a forum described in Section 9.C. Notwithstanding the foregoing, nothing herein shall preclude the Company from bringing any action, suit or proceeding in any other court for the purpose of enforcing the provisions of this Section 9. The Company and each Participant agree that, to the fullest extent permitted by applicable law, a final and non-appealable judgment in any such suit, action or proceeding in any such court shall be conclusive and binding upon the Participant and the Company.

F. Service of Process. Each Participant irrevocably appoints the Secretary of AIG at 80 Pine Street, New York, New York 10005, U.S.A., or effective as of May 1, 2021, 1271 Avenue of the Americas, 11th Floor, New York, NY 10020, as his or her agent for service of process in connection with any action, suit or proceeding arising out of or relating to or concerning this Plan or any Award that is not otherwise arbitrated or resolved according to Section 9.B. The Secretary will promptly advise the Participant of any such service of process.

G. Confidentiality. Each Participant must keep confidential any information concerning any grant or Award made under this Plan and any dispute, controversy or claim relating to this Plan, except that (i) a Participant may disclose information concerning a dispute or claim to the court that is considering such dispute or to such Participant's legal counsel (*provided that* such counsel agrees not to disclose any such information other than as necessary to the prosecution or defense of the dispute) or (ii) a Participant may disclose information regarding an Award to the Participant's personal lawyer or tax accountant, *provided that* such individuals agree to keep the information confidential. Nothing herein shall prevent the Participant from making or publishing any truthful statement (1) when required by law, subpoena, court order, or at the request of an administrative or regulatory agency or legislature, (2) in the course of any legal, arbitral, administrative, legislative or or regulatory proceeding, (3) to any governmental authority, administrative or regulatory agency, legislative body, or self-regulatory organization, (4) in connection with any investigation by the Company, or (5) where a prohibition or limitation on such communication is unlawful; provided, however, that with respect to the subject matter of this Section 9(G), the terms of a Participant's award agreement shall govern.

10. Term of Plan

The Plan was first effective as of January 1, 2017 and will continue until suspended or terminated by the Committee in its sole discretion; *provided, however*, that the existence of the Plan at any time or from time to time does not guarantee or imply the payment of any Awards hereunder, or the establishment of any future plans or the continuation of this Plan. Any termination of this Plan will be done in a manner that the Committee determines complies with Section 409A.

Glossary of Terms

“**Cause**” means (1) a Participant’s conviction, whether following trial or by plea of guilty or *nolo contendere* (or similar plea), in a criminal proceeding (A) on a misdemeanor charge involving fraud, false statements or misleading omissions, wrongful taking, embezzlement, bribery, forgery, counterfeiting or extortion, or (B) on a felony charge or (C) on an equivalent charge to those in clauses (A) and (B) in jurisdictions which do not use those designations; (2) a Participant’s engagement in any conduct which constitutes an employment disqualification under applicable law (including statutory disqualification as defined under the Securities Exchange Act of 1934); (3) a Participant’s violation of any securities or commodities laws, any rules or regulations issued pursuant to such laws, or the rules and regulations of any securities or commodities exchange or association of which the Company or any of its subsidiaries or affiliates is a member; or (4) a Participant’s material violation of the Company’s codes or conduct or any other AIG policy as in effect from time to time. The determination as to whether “**Cause**” has occurred shall be made by the Committee, with respect to any Participant under the purview of the Committee, or the Senior Compensation Executive, with respect to any other Participant, in each case, in its or his or her sole discretion. The Committee or Senior Compensation Executive, as applicable, shall also have the authority in its sole discretion to waive the consequences of the existence or occurrence of any of the events, acts or omissions constituting “**Cause**.”

“**Change in Control**” means the occurrence of any of the following events:

(1) individuals who, on February 16, 2021, constitute the Board (the “**Incumbent Directors**”) cease for any reason to constitute at least a majority of the Board, *provided that* any person becoming a director subsequent to February 16, 2021, whose election or nomination for election was approved by a vote of at least two-thirds of the Incumbent Directors then on the Board (either by a specific vote or by approval of AIG’s proxy statement in which such person is named as a nominee for director, without written objection to such nomination) shall be an Incumbent Director; provided, however, that no individual initially elected or nominated as a director of AIG as a result of an actual or threatened election contest with respect to directors or as a result of any other actual or threatened solicitation of proxies or consents by or on behalf of any person other than the Board shall be deemed to be an Incumbent Director;

(2) Any “person” (as such term is defined in Section 3(a)(9) of the Exchange Act and as used in Sections 13(d)(3) and 14(d)(2) of the Exchange Act), is or becomes a “beneficial owner” (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of securities of AIG representing fifty percent (50%) or more of the combined voting power of AIG’s then outstanding securities eligible to vote for the election of the Board (“**AIG Voting Securities**”); provided, however, that the event described in this paragraph (2) shall not be deemed to be a Change in Control by virtue of an acquisition of AIG Voting Securities: (A) by AIG or any subsidiary of AIG (B) by any employee benefit plan (or related trust) sponsored or maintained by AIG or any subsidiary of AIG or (C) by any underwriter temporarily holding securities pursuant to an offering of such securities;

(3) The consummation of a merger, consolidation, statutory share exchange or similar form of corporate transaction involving AIG (a “**Business Combination**”) that results in any person (other than the United States Department of Treasury) becoming the beneficial owner, directly or indirectly, of fifty percent (50%) or more of the total voting power of the outstanding voting securities eligible to elect directors of the entity resulting from such Business Combination;

(4) The consummation of a sale or all or substantially all of AIG’s assets (other than to an affiliate of AIG); or

(5) AIG’s stockholders approve a plan of complete liquidation or dissolution of AIG.

Notwithstanding the foregoing, a Change in Control shall not be deemed to occur solely because (A) any person holds or acquires beneficial ownership of more than fifty percent (50%) of the AIG Voting Securities as a result of an “AIG share repurchase program” or other acquisition of AIG Voting Securities by AIG which reduces the total number of AIG Voting Securities outstanding; *provided that* if after such acquisition by AIG such person becomes the beneficial owner of additional AIG Voting Securities that increases the percentage of outstanding AIG Voting Securities beneficially owned by such person, a Change in Control shall then occur or (B) the consummation of a sale of all or substantially all (or a subset) of the assets and/or operations of the Life and Retirement business (or any similar transaction).

“**Disability**” means that a Participant, who after receiving short term disability income replacement payments for six (6) months, (i) is determined to be disabled in accordance with the Company’s long term disability plan in which employees of the Company are generally able to participate, if one is in effect at such time, to the extent such disability complies with 26 C.F.R. § 1.409A-3(i)(4)(i)(B), or (ii) to the extent such Participant is not participating in the Company’s long term disability plan, or no such long term disability plan exists, is determined to have medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than twelve (12) months as determined by, as applicable, the Company’s long term disability insurer or the department or vendor directed by the Company to determine eligibility for unpaid medical leave.

“**Employed**” and “**Employment**” mean (a) actively performing services for the Company, (b) being on a Company-approved leave of absence, whether paid or unpaid, or (c) receiving long term disability benefits, in each case while in good standing with the Company.

“**Retirement**” for a Participant means voluntary Termination initiated by the Participant (while such Participant is in good standing with the Company) (i) on or after age sixty (60) with five (5) years of service or (ii) on or after age fifty-five (55) with ten (10) years of service.

“**Good Reason**” means, following a Change in Control, without a Participant’s written consent, (i) a reduction of more than twenty percent (20%) in a Participant’s annual target direct compensation (including annual base salary, short-term incentive opportunity and long-term incentive opportunity); *provided that* such reduction will not constitute Good Reason if it results from a Board-approved program generally applicable to similarly-situated employees; (ii) a material diminution in the Participant’s authority, duties or responsibilities; *provided that* a change in the Participant’s reporting relationship will not constitute Good Reason unless it affects a Participant who the Company has classified as an executive vice president or above; or (iii) a relocation of the office at which the Participant performs his or her services to a location that increases his or her one-way commute by more than fifty (50) miles. Notwithstanding the foregoing, a termination for Good Reason shall not have occurred unless (a) the Participant gives written notice to the Company of termination of employment within thirty (30) days after the Participant first becomes aware of the occurrence of the circumstances constituting Good Reason, specifying in detail the circumstances constituting Good Reason, (b) the Company has failed within thirty (30) days after receipt of such notice to cure the circumstances constituting Good Reason, and (c) (A) in the case of any Participant who not is eligible to participate in the ESP, the Participant’s “separation from service” (within the meaning of Code section 409A) occurs no later than thirty (30) days after the end of the Company’s cure period, and (B) in the case of any Participant who is eligible to participate in the ESP, the Participant’s “separation from service” (within the meaning of Code section 409A) occurs no later than two (2) years following the initial existence of the circumstances giving rise to Good Reason or such other period specified in the ESP for this purpose.

“Senior Compensation Executive” means the Company’s most senior executive whose responsibility it is to oversee the Corporate Compensation Department. In the event that no individual holds such position, “Senior Compensation Executive” will instead refer to the Company’s most senior executive whose responsibility it is to oversee the global Human Resources Department.

“Senior HR Attorney” means the Company’s most senior attorney whose responsibility it is to oversee Human Resource/employment matters.

“Termination” or **“Terminate,”** with respect to a Participant, means the termination of the Participant’s Employment.

Form of Release Referred to in Section 6.F of the Plan.

NOT personalized to each Participant.

(1) [Employee Name] (“**Employee**”), for good and sufficient consideration, the receipt of which is hereby acknowledged, hereby waives and forever releases and discharges any and all claims of any kind Employee may have against American International Group, Inc., its affiliate or subsidiary companies (“**AIG**”), or any officer, director or employee of, or any benefit plan sponsored by, any such company (collectively, the “**Released Parties**”) which arise from Employee’s employment with any of the Released Parties or the termination of Employee’s employment with any of the Released Parties. [Specifically, but without limiting that release, Employee hereby waives any rights or claims Employee might have pursuant to the Age Discrimination in Employment Act of 1967, as amended (the “**Act**”) and under the laws of any and all jurisdictions, including, without limitation, the United States. Employee recognizes that Employee is not waiving any rights or claims under the Act that may arise after the date that Employee executes this Release.] Nothing herein modifies or affects any vested rights that Employee may have under the [American International Group, Inc. Retirement Plan, or the American International Group, Inc. Incentive Savings Plan] *[and other plans applicable to Employee]*; nor does this Release confer any such rights, which are governed by the terms of the respective plans (and any agreements under such plans).

(2) Employee acknowledges and agrees that Employee has complied with and will continue to comply with the non-disparagement, non-solicitation and confidentiality provisions set forth in the Employee’s award agreement pursuant to Section 3.D of the Plan, *[a copy of which is attached hereto as Exhibit A]*, *[for Retirements]*; and further agrees that during the period commencing on the date of the Employee’s [Retirement] and ending on the *[for Retirements, 6-month]* anniversary of such date, the Employee shall not, directly or indirectly:

- (a) Engage in any “*Competitive Business*” (defined below) for the Employee’s own account;
 - (b) Enter the employ of, or render any services to, any person engaged in any Competitive Business;
 - (c) Acquire a financial interest in, or otherwise become actively involved with, any person engaged in any Competitive Business, directly or indirectly, as an individual, partner, shareholder, officer, director, principal, agent, trustee or consultant; or
 - (d) Interfere with business relationships between AIG and customers or suppliers of, or consultants to AIG.
- (e) For purposes of this Section 2, a “Competitive Business” means, as of any date, including during the Restricted Period, any person or entity (including any joint venture, partnership, firm, corporation or limited liability company) that engages in or proposes to engage in the following activities in any geographical area in which AIG does such business:

- (i) The property and casualty insurance business, including commercial insurance, business insurance, personal insurance and specialty insurance;
- (ii) The life and accident and health insurance business;
- (iii) The underwriting, reinsurance, marketing or sale of (y) any form of insurance of any kind that AIG as of such date does, or proposes to, underwrite, reinsure, market or sell (any such form of insurance, an "AIG Insurance Product"), or (z) any other form of insurance that is marketed or sold in competition with any AIG Insurance Product;
- (iv) The investment and financial services business, including retirement services and mutual fund or brokerage services; or
- (v) Any other business that as of such date is a direct and material competitor of one of AIG's businesses.

(3) Employee further agrees that AIG's remedies at law for a breach or threatened breach of any of the non-disparagement, non-solicitation and confidentiality provisions in the Employee's award agreement [and for the non-competition covenant set forth above] would be inadequate. In recognition of this fact, the Employee agrees that, in the event of such a breach or threatened breach, in addition to any remedies at law, AIG, without posting any bond, shall be entitled to obtain equitable relief from a court of competent jurisdiction in the form of specific performance, temporary restraining order, temporary or permanent injunction or any other equitable remedy which may then be available;

(4) [Employee acknowledges and understands that Employee is hereby being advised to consult with an attorney prior to executing this Release. Employee also acknowledges and understands that Employee has [twenty-one (21)] days to consider the terms of this Release before signing it. However, in no event may Employee sign this Release before Employee's termination date.]

(5) [Upon the signing of this Release by Employee, Employee understands that Employee shall have a period of seven (7) days following Employee's signing of this Release in which Employee may revoke this Release. Employee understands that this Release shall not become effective or enforceable until this seven (7) day revocation period has expired, and that neither the Released Parties nor any other person has any obligation [pursuant to the American International Group, Inc. 2013 Long Term Incentive Plan] until eight (8) days have passed since Employee's signing of this Release without Employee having revoked this Release. If Employee revokes this Release, Employee will be deemed not to have accepted the terms of this Release.]

(6) Any dispute arising under this Release shall be governed by the law of the State of New York, without reference to the choice of law rules that would cause the application of the law of any other jurisdiction.

DATE

[Employee]

AMERICAN INTERNATIONAL GROUP, INC.
NON-QUALIFIED RETIREMENT INCOME PLAN
(Amended and Restated effective February 16, 2021)

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE 1 DEFINITIONS	2
ARTICLE 2 PARTICIPATION	7
ARTICLE 3 RETIREMENT AND OTHER BENEFITS	8
ARTICLE 4 EXCESS RETIREMENT INCOME	11
ARTICLE 5 VESTING	17
ARTICLE 6 MODES OF BENEFIT PAYMENT	17
ARTICLE 7 DEATH BENEFITS	19
ARTICLE 8 LIABILITY OF THE COMPANY	21
ARTICLE 9 ADMINISTRATION OF THE PLAN	21
ARTICLE 10 AMENDMENT OR TERMINATION OF THE PLAN	24
ARTICLE 11 GENERAL PROVISIONS	25
ARTICLE 12 CHANGE IN CONTROL	27
SCHEDULE A	31
APPENDIX A RESTORATION OF RETIREMENT INCOME PLAN FOR CERTAIN EMPLOYEES PARTICIPATING IN THE RESTATED AMERICAN GENERAL RETIREMENT PLAN	A-1
APPENDIX B THE HARTFORD STEAM BOILER EXCESS RETIREMENT BENEFIT PLAN	B-1
APPENDIX C 20TH CENTURY INDUSTRIES SUPPLEMENTAL PENSION PLAN (RESTATEMENT NO. 1)	C-1
APPENDIX D TREATMENT OF EMPLOYEES TRANSFERRING WITH THE SALE OF UNITED GUARANTY CORPORATION	D-1
APPENDIX E TREATMENT OF EMPLOYEES TRANSFERRING WITH THE SALE OF FORTITUDE GROUP HOLDINGS, INC.	E-1

PREAMBLE

The American International Group, Inc. Non-Qualified Retirement Income Plan (hereinafter referred to as the "Plan") became effective on April 1, 2012 and shall constitute an amendment, restatement and continuation of the "American International Group, Inc. Excess Retirement Income Plan", as amended and in effect on March 31, 2012.

The purpose of the Plan is to permit certain Employees of the Employer to receive additional retirement income benefits from the Employer when benefits cannot be paid from the American International Group, Inc. Retirement Plan due to the limitations of Sections 401(a)(17) and, prior to April 1, 2012, 415 of the Internal Revenue Code.

The Plan is intended to comply with Section 409A of the Internal Revenue Code. Effective as of the end of the business day on December 31, 2015, the Plan is frozen and no benefits shall increase thereafter, except for amounts related to Interest Credits (as defined in the American International Group, Inc. Retirement Plan) that are reflected under the American International Group, Inc. Retirement Plan or this Plan. Service will be recognized after that date only for purposes of vesting and eligibility for early retirement benefits.

ARTICLE 1

DEFINITIONS

The following words and phrases as used herein shall have the following meanings, and the masculine, feminine and neuter gender shall be deemed to include the others and the singular shall include the plural, and vice versa, when appropriate, unless a different meaning is plainly required by the context:

- 1.1 “Account” means the Account as defined in the Qualified Plan for a Cash Balance Participant as defined thereunder.
- 1.2 “Affiliated Employer” means any member of the same controlled group of corporations as the Company or an Employer as determined under Section 414(b) or (c) of the Code.
- 1.3 “AG Offset” means the monthly amount payable at Normal, Early, Postponed, or Disability Retirement Date, as applicable, in the form of a single life annuity under the Restoration Income Plan for Certain Employees Participating in the Restated American General Retirement Plan which was cashed out to the Participant from the American General Corporation Supplemental Executive Retirement Plan (sometimes referred to as the “AG SERP”) or a Supplemental Executive Retirement Agreement (sometimes referred to as an “AG SERA”).
- 1.4 “Average Final Compensation” means the amount determined by dividing (i) the average annual Compensation of the Participant during the three consecutive years in the last ten years of his Credited Service (as defined under the Qualified Plan) affording the highest such average, or during all the years of his Credited Service if less than three years, by (ii) twelve (12). For purposes of determining Average Final Compensation for a Participant listed on Schedule A, the Freeze Period as defined in Section 4.6 shall be disregarded for purposes of determining whether years are consecutive. Average Final Compensation shall not increase after December 31, 2015. Effective December 31, 2015, Average Final Compensation means the amount determined by dividing (i) the average annual Compensation of the Participant during the three consecutive years during the ten year period of his or her Credited Service (as defined in the Qualified Plan) prior to December 31, 2015, or during all the years of his Credited Service prior to December 31, 2015 if less than three years, by (ii) twelve (12).
- 1.5 “Code” means the Internal Revenue Code of 1986, as amended from time to time.
- 1.6 “Committee” means the Compensation and Management Resources Committee of the Board of Directors of American International Group, Inc. or any successor thereto.
- 1.7 “Company” means American International Group, Inc. or any successor thereto.
- 1.8 “Compensation” means, for amounts other than amounts determined under Section 1.15, the Participant’s Compensation as determined under the Qualified Plan, excluding any sales commissions payable to an Employee for services rendered to the Company. Effective as of April 1, 2012, Compensation for purposes of determining the amount under Section 1.15 means the Participant’s Compensation as determined under the Qualified Plan for purposes of determining Pay Credits (as defined in the Qualified Plan), provided that Compensation for any Plan Year shall be limited to \$1,000,000 (one million dollars), adjusted annually in the same manner that the limitation under Section 401(a)(17) of the Code is adjusted to reflect cost-of-living increases, pursuant to rules established by the Plan Administrator in its sole discretion. Compensation for any purpose under the Plan, including for periods prior to April 1, 2012, shall not include severance payments and other amounts paid after a Participant’s Separation from Service. No Compensation paid after December 31, 2015 shall be taken into account under the Plan for any purpose.

1.9 “Designated Beneficiary” means the beneficiary designated by the Participant pursuant to rules established by the Plan Administrator. In the event that a Participant fails to designate a beneficiary under the Plan, such Participant’s Designated Beneficiary shall be deemed to be the beneficiary with respect to such Participant’s Qualified Plan pre-retirement death benefit.

1.10 “Disability” means the Participant is, by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than three months under an accident and health plan covering employees of the Company or an Employer, including the Company’s short-term disability program.

1.11 “Early Retirement Date” means the date as of which benefits commence for a Participant eligible for a benefit under Section 3.2.

1.12 “Effective Date” of this Plan means April 1, 2012. The original effective date of the Plan is July 1, 1986.

1.13 “Employee” means a person who is classified as an employee on the payroll records of an Employer. Individuals not classified as employees on the payroll records of an Employer for a particular period shall not be considered Employees for such period even if a court of administrative agency subsequently determines that such individuals were common law employees of the Employer during such period.

1.14 “Employer” means the Company and any other company as defined in Sections 2.06 and 8.01 of the American International Group, Inc. Retirement Plan.

1.15 “Excess Account” means the difference between (a) and (b) as stated below:

- (a) the Account to which the Participant would have been entitled under the Qualified Plan, if such benefit were calculated under the Qualified Plan without giving effect to the limitations imposed by the application of Code Sections 401(a)(17) and if such Account were calculated using Compensation as defined herein including, where provided for a Participant pursuant to a written agreement with the Company, compensation paid after Separation from Service;
- (b) the Account payable to the Participant under the Qualified Plan and any predecessor thereof after the limitations imposed by the application of Code Sections 401(a)(17) disregarding, except as provided otherwise for a Participant pursuant to a written agreement with the Company, compensation (as defined in the Qualified Plan) paid after the Participant’s Separation from Service.

Effective December 31, 2015, the Excess Account is frozen and shall not increase thereafter, nor shall there be any increase in the offset amounts that are applied in determining the Excess Account, other than any increase related to Interest Credits (as defined in the Qualified Plan).

1.16 “Excess Normal Retirement Income” means the amount determined under Section 4.1.

1.17 “Excess Opening Account Balance” means the difference between (i) the Opening Account Balance (as defined in the Qualified Plan), increased by Interest Credits applicable as of the determination date, to which the Participant would have been entitled under the Qualified Plan, if such Opening Balance, increased by Interest Credits applicable as of the determination date, were calculated under the Qualified Plan without giving effect to the limitations imposed by the application of Code Sections 401(a)(17) and 415 and if such Opening Balance, increased by Interest Credits applicable as of the determination date, were calculated using Average Final Compensation as defined herein, and (ii) the Opening Balance (as defined in the Qualified Plan), increased by Interest Credits applicable as of the determination date, to which the Participant is entitled, taking into account the limitations imposed by the application of Code Sections 401(a)(17) and 415.

1.18 “Executive” means any person, including an officer, employed on a regular, full-time, salaried basis by an Employer.

1.19 “Frozen Accrued Benefit” means a Participant’s accrued benefit under the Plan as of March 31, 2012, determined as provided under Section 4.1

1.20 “Grandfathered Accrued Benefit” means the accrued benefit that would be determined under Section 4.1, taking into account all Credited Service (as defined in the Qualified Plan), Compensation (as defined in the Qualified Plan, but excluding amounts paid after Separation from Service), and Covered Compensation until a Participant’s Separation from Service or death, applying the benefit formula that applied under the Qualified Plan on March 31, 2012. Effective December 31, 2015, the Grandfathered Accrued Benefit is frozen. After that date, Credited Service, Compensation (as defined in the prior sentence), and Covered Compensation shall not increase, nor shall there be any increase in the offset amounts that are applied in determining the amount of the Grandfathered Accrued Benefit.

1.21 “Grandfathered Transition Benefit” means the benefit provided in Section 4.2(c) for a Participant who is a Grandfathered Transition Participant as defined in the Qualified Plan. Effective December 31, 2015, the Grandfathered Transition Benefit is frozen and shall not increase thereafter, nor shall there be any increase in the offset amounts that are applied in determining the amount of the Grandfathered Transition Benefit, other than any increase related to Interest Credits (as defined in the Qualified Plan).

- 1.22 “Non-Grandfathered Transition Benefit” means the benefit provided in Section 4.2(b) for a Participant who is a Non-Grandfathered Transition Participant as defined in the Qualified Plan. Effective December 31, 2015, the Non-Grandfathered Transition Benefit is frozen and shall not increase thereafter, nor shall there be any increase in the offset amounts that are applied in determining the amount of the Non-Grandfathered Transition Benefit, other than any increase related to Interest Credits (as defined in the Qualified Plan).
- 1.23 “Normal Form” means a single life annuity payable for the life of the Participant and ending with the last monthly payment made prior to the Participant’s death.
- 1.24 “Normal Retirement Date” means the Participant’s Normal Retirement Date as determined under the terms of the Qualified Plan.
- 1.25 “Participant” means an Employee who has become a Participant pursuant to Article 2 of the Plan.
- 1.26 “Plan” means the American International Group, Inc. Non-Qualified Retirement Income Plan, as herein set forth, and as it may hereafter be amended from time to time.
- 1.27 “Postponed Retirement Date” means the date as of which the Participant commences his Postponed Retirement Benefit after his Normal Retirement Date as determined under the terms of the Qualified Plan.
- 1.28 “Qualified Plan” means the American International Group, Inc. Retirement Plan, as amended from time to time.
- 1.29 “Qualified Plan Pre-Retirement Survivor Annuity” means the benefit paid to a Participant’s beneficiary under the Qualified Plan upon the Participant’s death prior to his annuity commencement date.
- 1.30 “Qualified Plan Retirement Income” means the benefit paid to a Participant under the Qualified Plan and includes retirement income payable upon Normal Retirement, Early Retirement or Postponed Retirement, by reason of disability or to an Employee who terminates employment with a vested interest in his Qualified Plan retirement income.
- 1.31 “Retirement Board” has the meaning provided under the Qualified Plan.
- 1.32 “Retirement Income” means the retirement benefits provided to Participants and their joint or contingent annuitants in accordance with the applicable provisions of this Plan and shall include the Excess Retirement Income payable pursuant to Article 4. Effective December 31, 2015, Retirement Income is frozen and shall not increase thereafter, nor shall there be any increase in the offset amounts that are applied in determining the amount of the Retirement Income, other than any increase related to Interest Credits (as defined in the Qualified Plan).

1.33 “Separation from Service” means the Participant has terminated employment (other than by death or Disability) with the Company and each Affiliated Employer, subject to the following:

(a) For this purpose, the employment relationship is treated as continuing intact while the individual is on military leave, sick leave, or other bona fide leave of absence (such as temporary employment by the government) if the period of such leave does not exceed six (6) months or, if longer, so long as the individual’s right to reemployment with the Company or an Affiliated Employer is provided either by statute or by contract. If the period of leave exceeds six (6) months and the individual’s right to reemployment is not provided either by statute or by contract, the employment relationship is deemed to terminate on the first date immediately following such six-month period.

(b) The determination of whether a Participant has terminated employment shall be determined based on the facts and circumstances in accordance with the rules set forth in Code Section 409A and the regulations thereunder.

1.34 “Specified Employee” means a Participant who, as of the date of the Participant’s Separation from Service, is a key employee of the Company or an Employer. For purposes of this Plan, a Participant is a key employee if the Participant meets the requirements of Code Section 416(i)(1)(A) (i), (ii), or (iii) applied in accordance with the regulations thereunder and disregarding section 416(i)(5)) at any time during the 12-month period ending on the December 31st of a Plan Year. If a Participant is a key employee as of such December 31st, the Participant is treated as a key employee for purposes of this Plan for the entire 12-month period beginning on the next following April 1st.

1.35 “Surviving Spouse” means a spouse to whom the Participant is lawfully married on the date of the Participant’s death, for purposes of determining the individual entitled to a benefit under Article 7 with respect to a death occurring prior to April 1, 2012.

1.36 “Years of Service or Fraction Thereof” means a continuous 12-month period or fraction thereof for each full day of active employment commencing on the Participant’s date of hire or on the anniversary thereof. After December 31, 2015, additional Years of Service or Fraction Thereof are taken into account only for purposes of determining a Participant’s Early Retirement Date (if any) and to determine the applicable reduction factors for a benefit commencing prior to Normal Retirement Date.

ARTICLE 2

PARTICIPATION

Effective as of April 1, 2012, Employees who are members of the Qualified Plan and whose benefits under the Qualified Plan are limited by reason of the application of the limitations imposed by Section 401(a)(17) of the Code shall become "Participants" in this Plan. Prior to April 1, 2012, Employees who are members of the Qualified Plan and whose benefits under the Qualified Plan are limited by reason of the application of the limitations imposed by Section 401(a)(17) of the Code or Section 415 of the Code shall become Participants in this Plan. A Participant who, prior to April 1, 2012, became a Participant in the Plan solely by reason of the application of the limitations imposed by Section 415 of the Code and who, on and after April 1, 2012, no longer meets the eligibility requirements of the Plan, shall not accrue a benefit under the Plan on and after April 1, 2012 until such time (if ever) that he again meets the eligibility requirements under the Plan.

Unless otherwise specified in an applicable stock or asset purchase or sales agreement between the Company and another entity, the accruals for any Participant who is an Employee or former Employee of an entity divested by or sold by the Company or any of its subsidiaries shall cease, and such individual shall not accrue additional benefits, or additional service for determining eligibility for any normal or early retirement benefit under Article 4, thereafter, unless he shall later become eligible upon rehire to participate in the Plan.

For clarity, effective April 1, 2012, an individual employed by VALIC as a Field Sales Employee, Regional Manager (including Assistant Regional Manager, Associate Regional Manager, District Manager, Branch Manager, and Unit Manager) or Client Services Specialist became eligible to participate in the Qualified Plan and therefore became eligible to participate in the Plan, subject to the additional participation requirements of this Article 2 and the Plan.

No individual shall become a Participant after December 31, 2015.

ARTICLE 3

RETIREMENT AND OTHER BENEFITS

3.1 Normal Retirement, Postponed Retirement and Disability Retirement. A Participant who has a Separation from Service on his Normal or Postponed Retirement Date shall be entitled to receive the Excess Normal or Postponed Retirement Income, as applicable, as described in Article 4. If a Participant incurs a Disability, the Participant shall be entitled to receive the Excess Disability Retirement Income described in Section 4.5.

3.2 Early Retirement. For a Separation from Service occurring on or after April 1, 2012, if a Participant has a Separation from Service prior to Normal Retirement (other than by death or by incurring a Disability) on or after age 60 and with 5 Years of Service or Fraction Thereof or on or after age 55 with 10 or more Years of Service or Fraction Thereof (in each case referred to as "Early Retirement"), an Excess Retirement Income will be payable in accordance with Section 4.3. For a Separation from Service occurring prior to April 1, 2012, (i) if a Participant has a Separation from Service prior to Normal Retirement (other than by death or by incurring a Disability) on or after age 60 and with 5 Years of Service or Fraction Thereof, an Excess Early Retirement Income will be payable in accordance with Section 4.3, and (ii) if a Participant has a Separation from Service prior to Normal Retirement (other than by death or incurring a Disability), on or after age 55 with 10 or more years of Credited Service (as defined in the Qualified Plan), an Excess Retirement Income will be payable in accordance with Section 4.3 unless, in its sole discretion, the Committee determines that a benefit shall not be payable to the Participant. In determining the number of years of Credited Service (as defined in the Qualified Plan) and the number of Years of Service or Fraction Thereof for a Participant listed in Schedule A, for purposes of this Section 3.2, the number of years of Credited Service (as defined in the Qualified Plan) and the number of Years of Service or Fraction Thereof occurring during the Freeze Period as defined in Section 4.6 shall be included. With respect to a Separation from Service occurring on or after July 14, 2015, in determining the number of Years of Service or Fraction Thereof for a Participant, who is not covered by the American International Group, Inc. 2012 Executive Severance Plan (the "ESP"), solely for purposes of this Section 3.2 and Section 5, the period of time, if any, during which a Participant is to receive severance in the form of salary continuation (not to exceed one year) shall be included. With respect to Participants who are covered under the ESP, solely for purposes of this Section 3.2 and Section 5, Years of Service or Fraction Thereof shall include the period of time of that the ESP specifies shall be included.

3.3 Death. If such a Participant dies prior to the commencement of benefits such that a death benefit is payable under the terms of the Qualified Plan, a death benefit shall be payable in accordance with Section 7.1; provided, however, that, except as hereinafter provided, no death benefit is payable if the Participant dies after termination of employment prior to his Early, Normal, Postponed or Disability Retirement Date. Notwithstanding the foregoing, in the case of an individual who (i) is a Participant in the Plan by reason of the merger of The Hartford Steam Boiler Excess Retirement Benefit Plan (the "HSB Excess Plan"), the Restoration of Retirement Income Plan for Certain Employees Participating in the Restated American General Retirement Plan (the "AG Restoration Plan") or the 20th Century Industries Supplemental Pension Plan (the "20th Century Supplemental Plan") into this Plan, (ii) terminates employment with a vested interest in his or her accrued benefit under the HSB Excess Plan, the AG Restoration Plan or the 20th Century Supplemental Plan, as applicable, prior to eligibility for Early, Normal, Postponed or Disability Retirement under this Plan, and (iii) dies prior to the commencement of Excess Retirement Income, a death benefit shall be payable to the Participant's surviving spouse to the extent provided in the HSB Excess Plan as set forth in Appendix B, the AG Restoration Plan as set forth in Appendix A or the 20th Century Supplemental Plan as set forth in Appendix C, to the extent applicable to a Participant, with such benefit to commence within 90 days of the later of the date the Participant would have attained age 55 or the Participant's date of death.

3.4 Merger of the AG Restoration Plan. Effective as of July 1, 2005, the AG Restoration Plan was merged into this Plan. Any benefit a Participant had accrued as of the date of such merger under the AG Restoration Plan shall be payable in accordance with the terms of the Plan as set forth herein.

The AG Restoration Plan is attached as Appendix A to the Plan. Appendix A is only operational to the extent referenced in the Plan (exclusive of Appendix A) or incorporated by reference in the Plan (exclusive of Appendix A).

Notwithstanding the foregoing or Article 5, a Participant shall be vested in his benefit accrued under the AG Restoration Plan to the extent provided in the AG Restoration Plan as set forth in Appendix A.

3.5 Merger of the HSB Excess Plan. Effective as of January 1, 2005, the HSB Excess Plan was merged into this Plan. Any benefit a Participant had accrued as of the date of such merger under the HSB Excess Plan shall be payable in accordance with the terms of the Plan as set forth herein.

The HSB Excess Plan is attached as Appendix B to the Plan. Appendix B is only operational to the extent referenced in the Plan (exclusive of Appendix B) or incorporated by reference in the Plan (exclusive of Appendix B).

Notwithstanding the foregoing or Article 5, a Participant shall be vested in his benefit accrued under the HSB Excess Plan to the extent provided in the HSB Excess Plan as set forth in Appendix B.

3.6 Merger of the 20th Century Supplemental Plan. Effective as of January 1, 2008, the 20th Century Supplemental Plan was merged into this Plan. Any benefit a Participant had accrued as of the date of such merger under the 20th Century Supplemental Plan shall be payable in accordance with the terms of the Plan as set forth herein.

The 20th Century Supplemental Plan is attached as Appendix C to the Plan. Appendix C is only operational to the extent referenced in the Plan (exclusive of Appendix C) or incorporated by reference in the Plan (exclusive of Appendix C).

Notwithstanding the foregoing or Article 5, a Participant shall be vested in his benefit accrued under the 20th Century Supplemental Plan to the extent provided in the 20th Century Supplemental Plan as set forth in Appendix C.

3.7 Frozen Accrued Benefits for Certain Employees employed by ALICO Holdings LLC and its subsidiaries (“ALICO”). The accrued benefit (including eligibility for any early retirement subsidy) of each Participant who is an employee of ALICO as of November 1, 2010, the date the transactions described in the Stock Purchase Agreement entered into among the Company, ALICO Holdings LLC and MetLife, Inc. dated as of March 7, 2010 closed (the “Closing Date”), other than a Participant who is absent from work on such date due to a long-term disability or an unpaid medical leave of absence or leave due to a workplace injury covered by a workers’ compensation policy or program incurred more than six months prior to the sale (“ALICO Employee”), shall be frozen as of the Closing Date. The liability for the frozen accrued benefit of each ALICO Employee shall be transferred to a similar nonqualified deferred compensation plan maintained by MetLife, Inc. or one of its subsidiaries, effective as of the Closing Date.

ARTICLE 4

EXCESS RETIREMENT INCOME

4.1 For a Participant who incurs a Separation from Service prior to April 1, 2012, subject to Section 6.3, the Excess Normal Retirement Income payable to an eligible Participant in the Normal Form shall, commencing as of his Normal Retirement Date, be equal to the difference between (a) and (b) as stated below:

(a) the monthly amount of the Qualified Plan Retirement Income payable upon his Normal Retirement Date to which the Participant would have been entitled under the Qualified Plan, if such benefit were calculated under the Qualified Plan without giving effect to the limitations imposed by the application of Code Sections 401(a)(17) and 415 and if such Qualified Plan Retirement Income were calculated using Average Final Compensation as defined herein;

(b) the sum of (i) the monthly amount of Qualified Plan Retirement Income payable upon his Normal Retirement Date to the Participant under the Qualified Plan and any predecessor thereof after the limitations imposed by the application of Code Sections 401(a)(17) and 415 (whether or not such benefits are actually paid at such date) and (ii) the AG Offset, if any.

4.2 Effective April 1, 2012, subject to Section 6.3, the Excess Normal Retirement Income payable to an eligible Participant in the form provided under Article 6 shall, commencing as of his Normal Retirement Date, be equal to the amount determined in (a), (b), or (c) below, as applicable. Effective December 31, 2015, the Plan is frozen; consequently, such amount shall not increase after December 31, 2015, nor shall there be any increase in the offset amounts that are applied in determining such amount, other than any increase related to Interest Credits (as defined in the Qualified Plan).

(a) The Excess Normal Retirement Income payable to an eligible Participant (other than a Participant eligible for a Non-Grandfathered Transition Benefit or a Grandfathered Transition Benefit) shall be equal to the Participant's Excess Account.

(b) The Excess Normal Retirement Income payable to a Participant eligible for a Non-Grandfathered Transition Benefit shall be equal to the greater of (A) or (B), where:

(A) equals the Excess Account, reduced by the AG Offset, if any, and

(B) the sum of the Excess Account, disregarding the Excess Opening Balance, and the Frozen Accrued Benefit,

(c) The Excess Normal Retirement Income payable to a Participant eligible for a Grandfathered Transition Benefit shall be equal to the greatest of (A), (B), or (C), where:

(A) equals the Excess Account, reduced by the AG Offset, if any, and

(B) equals the sum of the Excess Account, disregarding the Excess Opening Balance, and the Frozen Accrued Benefit, and

(C) equals the Grandfathered Accrued Benefit.

4.3 A Participant who is eligible for Early Retirement under Section 3.2 shall be entitled to the benefit determined in this Section 4.3. Effective December 31, 2015, the Plan is frozen; consequently, such benefit shall not increase after December 31, 2015, nor shall there be any increase in the offset amounts that are applied in determining such benefit, other than any increase related to Interest Credits (as defined in the Qualified Plan).

(a) For a Separation from Service prior to April 1, 2012, subject to Section 6.3, if a Participant who is eligible for Early Retirement under Section 3.2 incurs a Separation from Service prior to Normal Retirement Date (other than by death or Disability), an amount shall be payable under this Plan commencing as of such Early Retirement Date (the "Excess Early Retirement Income"). Such Excess Early Retirement Income payable in the Normal Form shall be equal to the difference between (i) and (ii) as stated below:

(i) the monthly amount of the Qualified Plan Retirement Income payable upon his Early Retirement Date to which the Participant would have been entitled under the Qualified Plan, if such benefit were calculated under the Qualified Plan without giving effect to the limitations imposed by the application of Code Sections 401(a)(17) and 415 and if such Qualified Plan Retirement Income were calculated using Average Final Compensation as defined herein;

(ii) the sum of (A) the monthly amount of Qualified Plan Retirement Income payable upon his Early Retirement Date to the Participant under the Qualified Plan and any predecessor thereof after the limitations imposed by the application of Code Sections 401(a)(17) and 415 (whether or not such benefits are actually paid at such date) and (B) the AG Offset.

If the Participant is not eligible for Early Retirement under the Qualified Plan, the amounts computed under (i) and (ii) shall be the amounts that would be payable at Normal Retirement Date under those sections, but reduced by 6-2/3% for each year (and a fraction thereof for each full month) that retirement precedes age 65.

(b) Effective April 1, 2012, the Excess Early Retirement Income payable to an eligible Participant (other than a Participant Eligible for a Non-Grandfathered Transition Benefit or a Grandfathered Transition Benefit) in the form provided under Article 6 shall be equal to the Excess Account.

(c) Effective April 1, 2012, the Excess Early Retirement Income payable to a Participant eligible for a Non-Grandfathered Transition Benefit shall be equal to the greater of (A) or (B), where:

Benefit.	(A)	equals the Excess Account reduced by the AG Offset, if any, and
	(B)	equals the sum of the Excess Account, disregarding the Excess Opening Balance, and the Frozen Accrued

(d) Effective April 1, 2012, the Excess Early Retirement Income payable to a Participant eligible for a Grandfathered Transition Benefit shall be equal to the greatest of (A), (B), or (C), where:

- (A) equals the Excess Account, reduced by the AG Offset, if any, and
- (B) equals the sum of the Excess Account, disregarding the Excess Opening Balance, and the Frozen Accrued Benefit, and
- (C) equals the Grandfathered Accrued Benefit.

(e) The Frozen Accrued Benefit and the Grandfathered Accrued Benefit shall be reduced to reflect early commencement by applying the early retirement factors set forth in the Qualified Plan.

(f) If the Participant is not eligible for Early Retirement under the Qualified Plan, the Frozen Accrued Benefit and the Grandfathered Accrued Benefit shall be the amounts that would be payable at Normal Retirement Date, but reduced by 6-2/3% for each of the first 5 years (and a fraction thereof for each full month) that retirement precedes age 65 and 3-1/3% for each year (and a fraction thereof for each full month) that retirement precedes age 60.

(g) For a Participant listed on Schedule A whose benefit is determined under Section 4.6(a), for purposes of determining what reduction factors apply under this Section 4.3, the number of years of Credited Service (as defined in the Qualified Plan) occurring during the Freeze Period shall be disregarded.

4.4 A Participant who is eligible for a benefit commencing on his Postponed Retirement Date under Section 3.1 shall be entitled to the benefit determined in this Section 4.4. Effective December 31, 2015, the Plan is frozen; consequently, such benefit shall not increase after December 31, 2015, nor shall there be any increase in the offset amounts that are applied in determining such benefit, other than any increase related to Interest Credits (as defined in the Qualified Plan).

(a) For a Participant who incurs a Separation from Service prior to April 1, 2012, subject to Section 6.3, the amount payable to an eligible Participant in the Normal Form, commencing as of his Postponed Retirement Date (the "Excess Postponed Retirement Income"), shall be equal to the difference between (i) and (ii) as stated below:

(i) the monthly amount of the Qualified Plan Retirement Income payable upon his Postponed Retirement Date to which the Participant would have been entitled under the Qualified Plan, if such benefit were calculated under the Qualified Plan without giving effect to the limitations imposed by the application of Code Sections 401(a)(17) and 415 and if such Qualified Plan Retirement Income were calculated using Average Final Compensation as defined herein;

(ii) the sum of (A) the monthly amount of Qualified Plan Retirement Income payable upon his Postponed Retirement Date to the Participant under the Qualified Plan and any predecessor thereof after the limitations imposed by the application of Code Sections 401(a)(17) and 415 (whether or not such benefits are actually paid at such date) and (B) the AG Offset.

(b) Effective April 1, 2012, the Excess Postponed Retirement Income payable to an eligible Participant (other than a Participant eligible for a Non-Grandfathered Transition Benefit or a Grandfathered Transition Benefit) in the form provided under Article 6 shall be equal to the Excess Account, subject to Section 4.4(f).

(c) Effective April 1, 2012, the Excess Postponed Retirement Income payable to a Participant eligible for a Non-Grandfathered Transition Benefit shall be equal to the greater of (A) or (B), subject to Section 4.4(f), where:

- (A) equals the Excess Account reduced by the AG Offset, and
- (B) equals the sum of the Excess Account, disregarding the Excess Opening Balance, and the Frozen Accrued Benefit.

(d) Effective April 1, 2012, the Excess Postponed Retirement Income payable to a Participant eligible for a Grandfathered Transition Benefit shall be equal to the greatest of (A), (B), or (C), subject to Section 4.4(f), where:

- (A) equals the Excess Account reduced by the AG Offset, and
- (B) equals the sum of the Excess Account, disregarding the Excess Opening Balance, and the Frozen Accrued Benefit, and
- (C) equals the Grandfathered Accrued Benefit.

(e) For clarity, if the late retirement factors set forth in the Qualified Plan apply in determining the monthly amount of the Qualified Plan Retirement Income payable upon a Participant's Postponed Retirement referred to in Sections 4.4(a)(i) and (ii), 4.4(c)(B), and 4.4(d)(B) and (C), such late retirement factors shall apply in determining the amount of the Excess Postponed Retirement Income payable hereunder for a Participant listed on Schedule A whose benefit is determined under Section 4.6(a) or 4.6(b).

(f) The Excess Accounts for purposes of determining the amounts in Sections 4.4(b), 4.4(c), and 4.4(d) shall be increased by the excess (if any) of (i) the Excess Account at Normal Retirement Date increased by the late retirement factors set forth in the Qualified Plan in Section 2.14(b)(iii) over (ii) the Excess Account at the Postponed Retirement Date. The Grandfathered Accrued Benefit and the Frozen Accrued Benefit shall be increased after Normal Retirement Date by applying the late retirement factors set forth in Appendix C of the Qualified Plan.

4.5 A Participant who is eligible for Disability Retirement under Section 3.1 shall be entitled to the benefit determined in this Section 4.5. Effective December 31, 2015, the Retirement Income for a Participant who is eligible for Disability Retirement shall not increase after December 31, 2015, nor shall there be any increase in the offset amounts that are applied in determining the amount of the Disability Retirement benefit, except for amounts related to Interest Credits (as defined in the Qualified Plan). For clarity, a Participant who incurs a Disability, regardless of the date of Disability, shall cease receiving further accruals as of December 31, 2015, and any Participant who incurs a Disability after that date shall be entitled only to his frozen accrued benefit as of December 31, 2015 (increased, if applicable, by any amount attributable to Interest Credits, as defined in the Qualified Plan).

(a) For a Participant who is determined to have incurred a Disability prior to April 1, 2012 and prior to his Normal Retirement Date (including a Participant who is determined to have incurred a Disability prior to his Early Retirement Date), subject to Section 6.3, an amount shall be payable in accordance with the terms of this Plan on such Participant's Normal Retirement Date (the "Excess Disability Retirement Income"). The Excess Disability Retirement Income payable in the Normal Form shall be equal to the difference between (i) and (ii) as stated below:

(i) the monthly amount of the Qualified Plan Retirement Income payable by reason of disability to which the Participant would have been entitled under the Qualified Plan, if such benefit were calculated under the Qualified Plan without giving effect to the limitations imposed by the application of Code Sections 401(a)(17) and 415 and if such Qualified Plan Retirement Income were calculated using Average Final Compensation as defined herein;

(ii) the sum of (X) the monthly amount of Qualified Plan Retirement Income payable by reason of disability to the Participant under the Qualified Plan and any predecessor thereof as of such Participant's Normal Retirement Date after the limitations imposed by the application of Code Sections 401(a)(17) and 415 (whether or not such benefits are actually paid at such date) and (Y) the AG Offset.

(b) The Excess Disability Retirement Income payable to an eligible Participant incurring a Disability on or after April 1, 2012 (other than a Participant Eligible for a Non-Grandfathered Transition Benefit or a Grandfathered Transition Benefit) shall be equal to the Excess Account.

(c) The Excess Disability Retirement Income payable to a Participant incurring a Disability on or after April 1, 2012 eligible for a Non-Grandfathered Transition Benefit shall be equal to the greater of (A) or (B), where:

Benefit.	(A) equals the Excess Account reduced by the AG Offset, and
	(B) equals the sum of the Excess Account, disregarding the Excess Opening Balance and the Frozen Accrued

(d) The Excess Disability Retirement Income payable to a Participant incurring a Disability on or after April 1, 2012 eligible for a Grandfathered Transition Benefit shall be equal to the greatest of (A), (B), or (C), where:

- (A) equals the Excess Account reduced by the AG Offset, and
- (B) equals the sum of the Excess Account, disregarding the Excess Opening Balance, and the Frozen Accrued Benefit, and
- (C) equals the Grandfathered Accrued Benefit.

4.6 Restriction on Benefit Accruals for Certain Participants.

(a) Notwithstanding anything in the Plan to the contrary, pursuant to rules established by the U.S. Treasury Department's special pay master ("Special Pay Master"), the benefit accruals of Participants listed in Schedule A shall freeze effective as of the date provided therein, and no benefit shall accrue under the Plan with respect to such Participants during the period set forth in Schedule A ("Freeze Period") as may be amended from time to time pursuant to rules established by the Special Pay Master. For purposes of determining the amounts described under Sections 4.1(a), 4.3(a), 4.4(a), and 4.5(a) for a Participant listed in Schedule A, the Freeze Period shall be disregarded in determining Credited Service as defined in the Qualified Plan and Average Final Compensation as defined herein. For purposes of determining the amounts described under Sections 4.1(b), 4.3(b), 4.4(b), and 4.5(b) for a Participant listed in Schedule A, the Freeze Period shall be disregarded in determining Credited Service and Average Final Compensation, each as defined in the Qualified Plan.

(b) Notwithstanding the foregoing paragraph, the benefit payable to a Participant listed on Schedule A shall be the lesser of the amount determined under Section 4.6(a) or the amount determined without regard to Section 4.6(a).

4.7 Actuarial equivalence. For purposes of determining the benefit payable under Sections 4.2(b) and (c), 4.3(c) and (d), 4.4(c) and (d), and 4.5(c) and (d), amounts payable as an annuity shall be converted to a lump-sum applying the factors that apply under the Qualified Plan for such purpose with respect to the Qualified Plan benefit.

ARTICLE 5

VESTING

A Participant shall have a nonforfeitable right to Excess Retirement Income under this Plan at such time that he attains his Normal Retirement Date. In addition, a Participant shall have a nonforfeitable right to Excess Retirement Income if he is eligible for Early Retirement pursuant to Section 3.2. Credited Service (as defined in the Qualified Plan), Years of Service or Fraction Thereof, and participation occurring during the Freeze Period as defined in Section 4.6 for a Participant listed on Schedule A shall be included in determining whether a Participant is vested, pursuant to this Article 5. Years of Service or Fraction Thereof occurring after December 31, 2015 shall also be included for determining whether a Participant is vested pursuant to this Article 5. Years of Service or Fraction Thereof with respect to the period of time, if any, during which a Participant who is not covered by the ESP is to receive severance in the form of salary continuation or during which the ESP specifies a Participant who is covered by the ESP must receive credit under this Article 5 shall be included in determining whether a Participant is vested pursuant to this Article 5.

A Participant who terminates employment prior to attaining his Early or Normal Retirement Date, other than by reason of Disability (as provided for in Section 4.5), shall have no rights or claims to Retirement Income under this Plan as of his date of termination. In the case of death, a Participant's Designated Beneficiary may have a claim for benefits in accordance with Article 3 and Article 7.

ARTICLE 6

MODES OF BENEFIT PAYMENT

6.1 Except as provided in Section 6.2, any Excess Retirement Income payable under this Plan accrued prior to April 1, 2012 shall be paid in the Normal Form, and any Excess Retirement Income payable under the Plan accrued on and after April 1, 2012 shall be paid in a lump sum. If a Participant dies prior to the commencement of benefits under the Plan, no benefits will be payable under the Plan except as specified in Article 7.

6.2 Only with respect to amounts accrued prior to April 1, 2012, in lieu of the Normal Form, a Participant may elect payment in an optional form of payment to the extent provided herein. The optional forms of benefits under the Plan shall include any of the annuity optional forms of benefits available under the Qualified Plan except for the Social Security Adjustment Option. Optional forms of benefit shall be actuarially equivalent to the Normal Form of benefit determined in accordance with the actuarial equivalent factors in effect under the Qualified Plan as of the date payment is to be made.

A Participant may elect an optional form of payment on a form provided by the Committee for such purpose. A Participant who has elected an annuity form of payment (or for whom the Normal Form of payment is in effect) may, at any time prior to Separation from Service or, in the case of Disability, prior to Normal Retirement Date, elect another form of annuity payment available under the Qualified Plan provided that such other form of payment is actuarially equivalent based on the actuarial equivalent factors in effect under the Qualified Plan as of the date payment is to be made. In the absence of any such an election, payment shall be made in the Normal Form.

6.3 Except as hereinafter provided or as provided in Section 6.4, payment of Excess Retirement Income under this Plan shall commence (or, for amounts accrued on and after April 1, 2012, shall be paid) within 90 days after the Participant incurs a Separation from Service with the Employer and each Affiliated Employer by reason of Normal, Early or Postponed Retirement. If the Participant terminates employment by reason of Disability Retirement, payment of Excess Retirement Income shall commence at the Participant's Normal Retirement Date. Provided further that if the Participant is a Specified Employee when such Participant incurs a Separation from Service, such Participant's Excess Retirement Income (except in the case of Disability Retirement) shall commence to be paid six months after the Participant separates from service. To the extent that monthly payments are delayed by reason of the foregoing six-month delay, such delayed monthly payments shall be paid to the Participant in a lump sum amount when his Excess Retirement Income commences adjusted with interest at an annual rate of 5%. To the extent that a lump sum payment is delayed by reason of the foregoing six month delay, such delayed payment shall be adjusted with interest at an annual rate of 5%.

6.4 Special Commencement Date Rules for Certain Participants. This Section 6.4 provides special rules for determining the commencement date of Excess Retirement Income benefits for certain participants, as follows:

(a) Except as described in (b), (c) or (d) below, in the case of a Participant who terminated employment with a vested right to Excess Retirement Income prior to January 1, 2008 (other than by reason of Disability Retirement) and who has not commenced receiving such Excess Retirement Income benefit by January 1, 2009, such Participant shall commence his or her Excess Retirement Income as of March 1, 2009.

(b) In the case of an individual who (i) is a Participant in the Plan by reason of the merger of the HSB Excess Plan into this Plan; (ii) has a vested interest in his or her accrued benefit under the HSB Excess Plan and (iii) terminates employment prior to eligibility for Early, Normal, Postponed or Disability Retirement under this Plan, such Participant shall commence payment of such HSB Excess Retirement Plan benefit within 90 days after the attainment of age 60 if such Participant terminated employment prior to age 55 or within 90 days after Separation from Service (but not earlier than six months after Separation from Service if the Participant is a Specified Employee) if such Participant terminates employment at or after age 55. To the extent that monthly payments are delayed by reason of the foregoing six-month delay, such delayed monthly payments shall be paid to the Participant in a lump sum amount when his Excess Retirement Income commences adjusted with interest at an annual rate of 5%.

If a Participant is described in (i) or (ii) above, but has, however, terminated employment after qualifying for Early, Normal, Postponed or Disability Retirement, such Participant's Excess Retirement Income shall be paid as specified in Section 6.3, subject to Section 6.4(e).

(c) In the case of an individual who (i) is a Participant in the Plan by reason of the merger of the AG Restoration Plan into this Plan; (ii) has a vested interest in his or her accrued benefit under the AG Restoration Plan and (iii) terminates employment prior to eligibility for Early, Normal, Postponed or Disability Retirement under this Plan, such Participant shall commence payment of such AG Restoration Plan benefit within 90 days after the attainment of age 55 if such Participant had earned 10 or more Years of Credited Service or within 90 days after the attainment of age 60 if such Participant had earned less than 10 Years of Credited Service (but not earlier than six months after Separation from Service if the Participant is a Specified Employee). To the extent that monthly payments are delayed by reason of the foregoing six-month delay, such delayed monthly payments shall be paid to the Participant in a lump sum amount when his Excess Retirement Income commences, adjusted with interest at an annual rate of 5%.

If a Participant is described in (i) or (ii) above, but has, however, terminated employment after qualifying for Early, Normal, Postponed or Disability Retirement, such Participant's Excess Retirement Income shall be paid as specified in Section 6.3, subject to Section 6.4(e).

(d) In the case of an individual who (i) is a Participant in the Plan by reason of the merger of the 20th Century Supplemental Plan into this Plan; (ii) has a vested interest in his or her accrued benefit under the 20th Century Supplemental Plan and (iii) terminates employment prior to eligibility for Early, Normal, Postponed or Disability Retirement under this Plan, such Participant shall commence payment of such 20th Century Supplemental Plan benefit within 90 days of the attainment of age 55 if such Participant had earned 10 or more Years of Credited Service or within 90 days of the attainment of age 60 if such Participant had earned less than 10 Years of Credited Service (but not earlier than six months after Separation from Service if the Participant is a Specified Employee). To the extent that monthly payments are delayed by reason of the foregoing six-month delay, such delayed monthly payments shall be paid to the Participant in a lump sum amount when his Excess Retirement Income commences, adjusted with interest at an annual rate of 5%.

If a Participant is described in (i) or (ii) above, but has, however, terminated employment after qualifying for Early, Normal, Postponed or Disability Retirement, such Participant's Excess Retirement Income shall be paid as specified in Section 6.3, subject to Section 6.4(e).

(e) Notwithstanding any other provision to the contrary, this Amendment shall not have the effect of accelerating payment of a benefit into the 2008 calendar year which, in the absence of this Amendment, would be paid after December 31, 2008. Any benefit which would be paid in 2008 (or earlier) as the result of this Amendment shall be paid instead as of March 1, 2009. This Amendment shall not have the effect of deferring payment of a benefit beyond 2008 if, in the absence of this Amendment, such benefit would be paid in 2008.

ARTICLE 7

DEATH BENEFITS

7.1 Effective December 31, 2015, the Plan is frozen; subsequently, the death benefits described in this Article 7 shall not increase after December 31, 2015, nor shall there be any increase in the offset amounts that are applied in determining the amount of the death benefits, other than any increase related to Interest Credits (as defined in the Qualified Plan). Upon the death of (i) a Participant who has not terminated from employment prior to his Normal, Early, or Postponed Retirement Date, or (ii) a Participant who terminates employment on a Normal, Early, or Postponed Retirement Date and dies prior to the date benefits commence under the Plan, if a Qualified Plan Pre-Retirement Survivor Annuity is payable under the Qualified Plan to the Surviving Spouse or, for deaths occurring on or after April 1, 2012, to the Participant's beneficiary under the Qualified Plan, an amount (the "Excess Pre-Retirement Survivor Annuity") shall be payable to the Surviving Spouse or, for deaths occurring on or after April 1, 2012, the Designated Beneficiary under this Plan.

(a) For deaths occurring prior to April 1, 2012, the monthly amount of the Excess Pre-Retirement Survivor Annuity payable to a Surviving Spouse shall be equal to (i) less (ii) less (iii) as stated below:

(i) the monthly amount of the Qualified Plan Pre-Retirement Survivor Annuity to which the Surviving Spouse would have been entitled under the Qualified Plan and any predecessor thereof as of the date of death or, if later, as of the first day of the calendar month coincident with or next following the date the Participant would have attained age 55, if such benefit were calculated under the Qualified Plan without giving effect to the limitations imposed by the application of Code Sections 401(a)(17) and 415 and if such Qualified Plan Pre-Retirement Survivor Annuity were calculated using Average Final Compensation as defined herein; less

(ii) the monthly amount of the Qualified Plan Pre-Retirement Survivor Annuity payable to the Surviving Spouse under the Qualified Plan and any predecessor thereof as of the date of death, or, if later, as of the first day of the calendar month coincident with or next following the date the Participant would have attained age 55 after the limitations imposed by the application of Code Sections 401(a)(17) and 415 (whether or not such benefits are actually paid as of such date); less

(iii) the AG Offset, if any.

For purposes of (ii) and (iii) above, if the Participant is not eligible for Early Retirement under the Qualified Plan, the amounts computed under (ii) and (iii) shall be the amounts that would be payable at Normal Retirement Date under those sections, but reduced by 6-2/3% for each of the first 5 years (and a fraction thereof for each full month) that payment precedes age 65 and 3-1/3% for each year (and a fraction thereof for each full month) that payment precedes age 60.

For a Participant listed on Schedule A whose benefit is determined under Section 7.4(a), for purposes of determining what reduction factors apply for purposes of this Section 7.1, the number of years of Credited Service (as defined in the Qualified Plan) occurring during the Freeze Period shall be disregarded.

(b) For a death occurring on or after April 1, 2012, an Excess Pre-Retirement Survivor Annuity shall be payable to an eligible Participant's Designated Beneficiary.

(i) For the Designated Beneficiary of an eligible Participant (other than a Participant eligible for a Non-Grandfathered Transition Benefit or a Grandfathered Transition Benefit), the amount of the Excess Pre-Retirement Survivor Annuity shall be equal to the Excess Account.

(ii) For the Designated Beneficiary of an eligible Participant who is eligible for a Non-Grandfathered Transition Benefit, the amount of the Excess Pre-Retirement Survivor Annuity shall be equal to the Excess Account, reduced by the AG Offset.

(iii) For the Designated Beneficiary of an eligible Participant who is eligible for a Grandfathered Transition Benefit, the amount of the Excess Pre-Retirement Survivor Annuity shall be equal to the greater of (X) the Excess Account, reduced by the AG Offset, or (Y) the Grandfathered Accrued Benefit reduced to reflect early commencement, if applicable, by applying the early retirement factors set forth in the Qualified Plan, reduced by the AG Offset. If the Participant is not eligible for Early Retirement under the Qualified Plan, the Grandfathered Accrued Benefit shall be the amounts that would be payable at Normal Retirement Date, but reduced by 6-2/3% for each of the first 5 years (and a fraction thereof for each full month) that payment preceded age 65 and 3-1/3% for each year (and a fraction thereof for each full month) that payment preceded age 60. For a Participant listed on Schedule A whose benefit is determined under Section 7.4(a), for purposes of determining what reduction factors apply for purposes of this Section 7.1, the number of years of Credited Service (as defined in the Qualified Plan) occurring during the Freeze Period shall be disregarded.

(c) Actuarial equivalence. For purposes of determining the benefit payable under Section 7.1(b)(iii), amounts payable as an annuity shall be converted to a lump-sum applying the factors that apply under the Qualified Plan for such purpose with respect to the Qualified Plan benefit at the time such benefit commences.

7.2 For a death occurring prior to April 1, 2012, any Excess Pre-Retirement Survivor Annuity shall be payable over the lifetime of the Surviving Spouse in monthly installments commencing after the Participant's date of death or, if later, within 90 days after the date the Participant would have attained age 55 and ceasing with the last monthly payment made prior to the Surviving Spouse's death. For a Participant other than a Participant eligible for a Non-Grandfathered Transition Benefit or a Grandfathered Transition Benefit, for a death occurring on and after April 1, 2012, any Excess Pre-Retirement Survivor Annuity shall be payable in a single lump sum to the Designated Beneficiary within 90 days after the death of the Participant. For a Participant eligible for a Non-Grandfathered Transition Benefit, for a death occurring on or after April 1, 2012, (i) the Excess Opening Account Balance shall be payable over the lifetime of the Designated Beneficiary in monthly installments commencing after the Participant's date of death or, if later, within 90 days after the date the Participant would have attained age 55 and ceasing with the last monthly payment made prior to the Designated Beneficiary's death, and (ii) benefits accrued on or after April 1, 2012 shall be payable in a single lump sum to the Designated Beneficiary within 90 days after the death of the Participant. For a Participant eligible for a Grandfathered Transition Benefit, for a death occurring on or after April 1, 2012, (i) the Frozen Accrued Benefit shall be payable over the lifetime of the Designated Beneficiary in monthly installments commencing after the Participant's date of death or, if later, within 90 days after the date the Participant would have attained age 55 and ceasing with the last monthly payment made prior to the Designated Beneficiary's death, and (ii) benefits accrued on or after April 1, 2012 shall be payable in a single lump sum to the Designated Beneficiary within 90 days after the death of the Participant.

7.3 Except as provided in Section 3.3, upon the death of a Participant who terminated from employment prior to his Normal, Early, Postponed or Disability Retirement Date, no Excess Pre-Retirement Survivor Annuity shall be payable to such Participant's Surviving Spouse or Designated Beneficiary under this Plan. Except as provided in Article 6, with respect to a Participant who has retired and commenced receiving a benefit in a form that provides for continuation after the Participant's death, no other death benefits shall be payable from the Plan.

7.4 Restriction for Certain Participants.

(a) Notwithstanding anything in the Plan to the contrary, for purposes of determining the amount payable under Section 7.1 with respect to a Participant listed on Schedule A, the Freeze Period as defined in Section 4.6 shall be disregarded in determining (i) Credited Service as defined in the Qualified Plan and Average Final Compensation as defined herein, for purposes of determining the amount under Section 7.1(a), and (ii) Credited Service and Average Final Compensation, each as defined in the Qualified Plan, for purposes of determining the amount under Section 7.1(b).

(b) Notwithstanding the foregoing paragraph, the benefit payable to the Surviving Spouse or Designated Beneficiary of a Participant listed on Schedule A shall be the lesser of the amount determined under Section 7.4(a) or the amount determined under the Plan without regard to Section 7.4(a).

ARTICLE 8

LIABILITY OF THE COMPANY

8.1 The benefits of this Plan shall be paid by the Employer and shall not be funded prior to the time paid to the Participant, Designated Beneficiary, Surviving Spouse or joint or contingent annuitant designated by the Participant, unless and except as expressly provided otherwise by the Company. For clarity, the Company may, in its sole discretion, establish a grantor trust, escrow agreement or similar arrangement, subject to the claims of general creditors, to provide a source of funds to assist it in meeting its liabilities under the Plan.

8.2 A Participant who is vested in a benefit under this Plan shall be an unsecured creditor of the Employer as to the payment of any benefit under this Plan.

ARTICLE 9

ADMINISTRATION OF THE PLAN

9.1 Except for the functions reserved to the Company, the Retirement Board, or the Employee Benefits Department of the Company, the administration of the Plan shall be the responsibility of the Committee.

9.2 In its role as Plan Administrator, the Committee shall have the power and the duty to take all actions and to make all decisions necessary or proper to carry out the Plan. The determination of the Committee as to any question involving the general administration and interpretation of the Plan shall be final, conclusive and binding. Any discretionary actions to be taken under the Plan by the Committee shall be uniform in their nature and applicable to all persons similarly situated. Without limiting the generality of the foregoing, the Committee, in its role as Plan Administrator, shall have the following powers and duties:

- (a) To furnish to all Participants, upon request, copies of the Plan; and to require any person to furnish such information as it may request for the purpose of the proper administration of the Plan as a condition to receiving any benefits under the Plan;
- (b) To make and enforce such rules and regulations and prescribe the use of such forms as it shall deem necessary for the efficient administration of the Plan;
- (c) To interpret the Plan, and to resolve ambiguities, inconsistencies and omissions, which findings shall be binding, final and conclusive;
- (d) To decide on questions concerning the Plan in accordance with the provisions of the Plan;
- (e) The power to delegate its role as Plan Administrator to a person who may or may not be a member of the Committee for the purpose of ERISA; if the Committee does not so designate an Administrator, the Committee shall be the Plan Administrator;
- (f) To allocate any such powers and duties to or among individual members of the Committee; and
- (g) To designate persons other than Committee members to carry out any duty or power which would otherwise be a responsibility of the Committee or Administrator, under the terms of the Plan.

9.3 To the extent permitted by law, the Committee and any person to whom it may delegate any duty or power in connection with administering the Plan, the Employer, and the officers and directors thereof, shall be entitled to rely conclusively upon, and shall be fully protected in any action taken or suffered by them in good faith in the reliance upon, any actuary, counsel, accountant, other specialist, or other person selected by the Committee, or in reliance upon any tables, valuations, certificates, opinions or reports which shall be furnished by any of them. Further, to the extent permitted by law, no member of the Committee, nor the Employer, nor the officers or directors thereof, shall be liable for any neglect, omission or wrongdoing of any other members of the Committee, agent, officer or employee of an Employer. Any person claiming under the Plan shall look solely to the Employer for redress.

9.4 All expenses incurred prior to the termination of the Plan that shall arise in connection with the administration of the Plan, including, but not limited to administrative expenses, proper charges and disbursements, compensation and other expenses and charges of any actuary, counsel, accountant, specialist, or other person who shall be employed by the Committee in connection with the administration thereof, shall be paid by the Employer.

9.5 Claims Procedure.

(a) In General

(i) **Application.** The claims procedures in Section 9.5(b) of the Plan apply to all claims for benefits of any kind other than claims related to disability benefits that are governed by the claims procedures in Section 9.5(c) of the Plan.

(ii) **Filing of a Claim.** A Participant, beneficiary, or other individual must file a claim for benefits under the Plan by filing a written claim, identified as a claim for benefits, with the Retirement Board (Employee Benefits Department in the case of a claim governed by Section 9.5(c)(i) of the Plan). In addition, the Retirement Board (Employee Benefits Department in the case of a claim governed by Section 9.5(c)(i) of the Plan) may treat any other written communication received by it as a claim for benefits, even if the writing or communication is not identified as a claim for benefits. In addition, a Participant, beneficiary, or other individuals alleging a violation of or seeking a remedy under any provision of the Act, other applicable law, the terms or the Plan, or asserting any other claims that arise under or in connection with the Plan shall also be subject to and must file any and all such claims under the claims procedure described in this Section 9.5 of the Plan.

(iii) **Approval of a Claim.** A claim is considered approved only if its approval is communicated in writing to a claimant. If a claimant does not receive a response to a claim for benefits within the applicable time period, the claimant may proceed with an appeal under the procedures described in Section 9.5(b) and (c), as applicable.

(iv) **Claims Procedures Mandatory in All Cases.** A claimant must follow the claims procedures (including both the initial determination and review processes) set forth in this Section 9.5 of the Plan before taking action in any other forum regarding a claim of any kind under or related to the Plan. Any such suit or action shall be filed within one year of the time the claim arises or it shall be deemed waived and abandoned. Also, any suit or action will be subject to such limitation period as applies under the Act or other applicable law, measured from the date a claim arises.

(v) **Discretionary Acts.** Benefits under this Plan will be paid only if the Retirement Board (Employee Benefits Department in the case of a claim governed by Section 9.5(c)(i) of the Plan) decides in its discretion that the applicant is entitled to them. In exercising its discretionary powers under the Plan, the Retirement Board (Employee Benefits Department in the case of a claim governed by Section 9.5(c)(i) of the Plan) will have the broadest discretion permissible under the Act and any other applicable laws and its decisions will be final and binding upon all persons affected thereby.

(vi) **Delegation of Authority.** The Retirement Board (Employee Benefits Department in the case of a claim governed by Section 9.5(c)(i) of the Plan) may, in its sole discretion, delegate any and all authority under this Section 9.5 of the Plan, in any manner. Any delegation of some or all of the Retirement Board's (Employee Benefits Department's in the case of a claim governed by Section 9.5(c)(i) of the Plan) authority under this Section 9.5 of the Plan shall, unless otherwise provided in the Retirement Board's ((Employee Benefits Department's in the case of a claim governed by Section 9.5(c)(i) of the Plan) delegation, be empowered with the same discretion and authority as granted to the Retirement Board (Employee Benefits Department in the case of a claim governed by Section 9.5(c)(i) of the Plan) under this Section 9.5 of the Plan.

(b) Non-Disability Claims

(i) **Initial Claims.** The Retirement Board will decide a claim within 90 days of the date on which the claim is received by the Retirement Board, unless special circumstances require a longer period for adjudication and the claimant is notified in writing, prior to the expiration of the 90-day period, of the reasons for an extension of time and the expected decision date. If the Retirement Board fails to notify the claimant of its decision to grant or deny such claim within the time specified by this paragraph, the claimant may request the review of his or her claim pursuant to the claims review procedures set forth in Section 9.5(b)(ii) of the Plan. If a claim is denied, in whole or in part, the claimant must receive a written notice containing:

- (A) the specific reason(s) for the adverse determination;
- (B) a reference to the specific Plan provision(s) on which the adverse determination is based;
- (C) a description of additional information necessary for the claimant to perfect his or her claim and an explanation of why such material is necessary; and
- (D) an explanation of the procedure for review of the denied or partially denied claim set forth below, including the claimant's right to bring a civil action under Section 502(a) of the Act following an adverse benefit determination on review.

(ii) Review of Denied Claims. The claimant will have 60 days to request in writing a review of the denial of his or her claim by the Retirement Board (or, if the claimant has not received a response to the initial claim, within 150 days of the filing of the initial claim). The claimant or his duly authorized representative will have, upon request and free of charge, reasonable access to, and copies of all, documents, records, and other information relevant to the claimant's claim for benefits. If the claimant files a request for review, his request must include a description of the issues and evidence he deems relevant. Failure to raise issues or present evidence on review will preclude those issues or evidence from being presented in any subsequent proceeding or judicial review of the claim. The review will take into account all available information, regardless of whether such information was submitted or considered in the initial benefit determination.

The Retirement Board must render its decision on the review of the claim no more than 60 days after the Retirement Board's receipt of the request for review, except that this period may be extended for an additional 60 days if the Retirement Board determines that special circumstances (including, but not limited to, a hearing) require such extension. If an extension of time is required, written notice of the expected decision date and the reasons for the extension will be furnished to the claimant before the end of the initial 60-day period. If a review of a claim is denied, in whole or in part, the claim must receive a written notice containing:

- (A) the specific reason(s) for the adverse determination;
 - (B) a reference to specific Plan provision(s) on which the adverse determination is based;
 - (C) a statement that the claimant is entitled to receive, upon request and free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to the claimant's claim for benefits; and
 - (D) a statement of the claimant's right to bring a civil action under Section 502(a) of the Act.
- (c) Disability Claims.

(i) Initial Claims. The Employee Benefits Department will decide a claim within 45 days of the date on which the claim is received by the Employee Benefits Department. If the Employee Benefits Department determines that an extension is necessary for reasons beyond its control, the Employee Benefits Department may extend this period for an additional 30 days by notifying the claimant of the reasons for the extension and the date when the claimant can expect to receive a decision. The Employee Benefits Department may also extend this period for a second 30-day period by again complying with the requirements applicable to the initial 30-day extension. If an extension is provided in order to allow the claimant time to provide additional information necessary to review the claim, the response deadlines applicable to the Employee Benefits Department will be tolled until the earlier of the date 45 days after the date of the request for additional information or the date the Employee Benefits Department receives the additional information. If the Employee Benefits Department fails to notify the claimant of its decision to grant or deny such claim within the time specified by this paragraph, the claimant may request the review of his or her claim pursuant to the claims review procedures set forth in Section 9.5(c)(ii) of the Plan. If a claim is denied, in whole or in part, the claimant must receive a written notice containing:

- (A) the specific reason(s) for the adverse determination;
- (B) a reference to the specific Plan provision(s) on which the adverse determination is based;
- (C) a description of additional information necessary for the claimant to perfect his or her claim and an explanation of why such material is necessary;
- (D) an explanation of the procedure for review of the denied or partially denied claim set forth below, including the claimant's right to bring a civil action under Section 502(a) of the Act following an adverse benefit determination on review;

(E) if applicable, any internal rule, guideline, protocol, or other similar criterion relied on in making the adverse benefit determination (or a statement that such information is available free of charge upon request); and

(F) if the adverse benefit determination is based on a scientific or clinical exclusion or limit, an explanation of the scientific or clinical judgment for the determination, applying the terms of the Plan to the claimant's circumstances (or a statement that such explanation is available free of charge upon request).

(ii) Review of Denied Claims. The claimant will have 180 days to request in writing a review of the denial of his or her claim by the Retirement Board. The claimant or his duly authorized representative will have, upon request and free of charge, reasonable access to, and copies of all, documents, records, and other information relevant to the claimant's claim for benefits. If the claimant files a request for review, his request must include a description of the issues and evidence he deems relevant. Failure to raise issues or present evidence on review will preclude those issues or evidence from being presented in any subsequent proceeding or judicial review of the claim. The review will take into account all available information, regardless of whether such information was submitted or considered in the initial benefit determination and will not afford deference to the initial disability determination.

In no event will the review be conducted by the person who made the initial determination or by a subordinate of such person. If the initial adverse benefit determination was based in whole or in part on a medical judgment, including determinations with regard to whether a particular treatment, drug, or other item is experimental, investigational, or not medically necessary or appropriate, the Retirement Board shall consult with a health care professional who has appropriate training and experience in the field of medicine involved in the medical judgment and who neither was consulted nor is the subordinate of an individual who was consulted in connection with the adverse benefit determination that is the subject of the claimant's request for review. In addition, the reviewer shall provide for the identification of medical or vocational experts whose advice was obtained on behalf of the plan in connection with a claimant's adverse benefit determination, without regard to whether the advice was relied upon in making the benefit determination.

The Retirement Board must render its decision on the review of the claim no more than 45 days after the Retirement Board's receipt of the request for review, except that this period may be extended for an additional 45 days if the Retirement Board determines that special circumstances (including, but not limited to, a hearing) require such extension. If an extension of time is required, written notice of the expected decision date and the reasons for the extension will be furnished to the claimant before the end of the initial 45-day period. If an extension is provided in order to allow the claimant time to provide additional information necessary to review the claim, the response deadlines applicable to the Retirement Board will be tolled until the earlier of the date 45 days after the date of the request for additional information or the date the Retirement Board receives the additional information. If a review of a claim is denied, in whole or in part, the claim must receive a written notice containing:

(A) the specific reason(s) for the adverse determination;

(B) a reference to specific Plan provision(s) on which the adverse determination is based;

(C) a statement that the claimant is entitled to receive, upon request and free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to the claimant's claim for benefits;

(D) a statement describing any voluntary appeal procedures offered by the Plan and the claimant's right to obtain the information about such procedures and a statement of the claimant's right to bring a civil action under Section 502(a) of the Act.

(E) if applicable, any internal rule, guideline, protocol, or other similar criterion relied upon in making the adverse benefit determination (or a statement that such information will be provided free of charge upon request); and

(F) if the adverse benefit determination is based on medical necessity or an experimental care exclusion or similar exclusion or limit, an explanation of the scientific or clinical judgment for the determination, applying the terms of the Plan to the claimant's medical circumstances (or a statement that such explanation is available free of charge upon request).

ARTICLE 10

AMENDMENT OR TERMINATION OF THE PLAN

10.1 The Committee shall have the power to suspend or terminate this Plan in whole or in part at any time, and from time to time to extend, modify, amend, revise, or terminate this Plan in such respects as the Committee by resolution may deem advisable; provided that no such extension, modification, amendment, revision, or termination shall deprive a Participant or any beneficiary designated by a Participant of the vested portion of any benefit under this Plan.

ARTICLE 11

GENERAL PROVISIONS

11.1 This Plan shall not be deemed to constitute a contract between the Employer and any Employee or other person whether or not in the employ of the Employer, nor shall anything herein contained be deemed to give any Employee or other person whether or not in the employ of the Employer any right to be retained in the employ of the Employer, or to interfere with the right of the Employer to discharge any Employee at any time and to treat him without any regard to the effect which such treatment might have upon him as a Participant of the Plan.

11.2 Except as may otherwise be required by law, no distribution or payment under the Plan to any Participant, beneficiary, or joint or contingent annuitant, shall be subject in any manner to anticipation, alienation, sale, transfer, assignment, pledge, encumbrance or charge, whether voluntary or involuntary, and any attempt to so anticipate, alienate, sell, transfer, assign, pledge, encumber or charge the same shall be void; nor shall any such distribution or payment be in any way liable for or subject to the debts, contracts, liabilities, engagements or torts of any person entitled to such distribution or payment. If any Participant, beneficiary, or joint or contingent annuitant is adjudicated bankrupt or purports to anticipate, alienate, sell, transfer, assign, pledge, encumber or charge any such distribution or payment, voluntarily or involuntarily, the Committee, in its discretion, may cancel such distribution or payment or may hold or cause to be held or applied such distribution or payment or any part thereof to or for the benefit of such Participant, beneficiary, or joint or contingent annuitant in such manner as the Committee shall direct.

11.3 If the Employer determines that any person entitled to payments under the Plan is an infant or incompetent by reason of physical or mental disability, it may cause all payments thereafter becoming due to such person to be made to any other person for his benefit, without responsibility to follow application of amounts so paid. Payments made pursuant to this provision shall completely discharge the Plan, the Employer and the Committee.

11.4 The Employer shall be the sole source of benefits under this Plan, and each Employee, Participant, joint or contingent annuitant, beneficiary, or any other person who shall claim the right to any payment or benefit under this Plan shall be entitled to look only to the Employer for payment of benefits.

11.5 If the Employer is unable to make payment to any Participant or other person to whom a payment is due under the Plan because it cannot ascertain the identity or whereabouts of such Participant or other person after reasonable efforts have been made to identify or locate such person (including a notice of the payment so due mailed to the last known address of such Participant or other person shown on the records of the Employer), such payment and all subsequent payments otherwise due to such Participant or other person shall be forfeited twenty-four (24) months after the date such payment first became due; provided, however, that such payment and any subsequent payments shall be reinstated retroactively, no later than sixty (60) days after the date on which the Participant or person is identified or located.

11.6 The Employer shall have the right to deduct from each payment made under the Plan any amount required to satisfy its obligation to withhold federal, state and local taxes, if any.

11.7 The provisions of the Plan shall be construed, administered and governed under applicable Federal laws and the laws of the State of New York.

ARTICLE 12

CHANGE IN CONTROL

12.1 Upon a Change in Control, notwithstanding any provisions in the Plan to the contrary, the following provisions of this Section 12.1 shall take effect. For purposes of this Section 12.1 “Change in Control” shall mean the occurrence of any of the following events:

- (a) the individuals who constitute the Board of Directors of the Company (the “Board”) on the effective date of the Change in Control (or subsequent directors whose election or nomination was approved by a vote of at least two-thirds of such directors, including by approval of the proxy statement in which such person is named as a nominee for director) cease for any reason to constitute at least a majority of the Board (except no director will be treated as an incumbent director if such director was nominated or elected in an actual or threatened election contest or proxy solicitation (other than by the Board));
- (b) any “person” (as defined in Section 3(a)(9) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and as used in Sections 13(d)(3) and 14(d)(2) of the Exchange Act) is or becomes a beneficial owner, directly or indirectly, of fifty percent (50%) or more of the Company’s voting securities;
- (c) the consummation of a merger, consolidation, mandatory share exchange or similar form of corporate transaction involving the Company (a “Business Combination”) that results in any person becoming the beneficial owner, directly or indirectly, of fifty percent (50%) or more of the total voting power of the outstanding voting securities eligible to elect directors of the entity resulting from such Business Combination;
- (d) the consummation of a sale of all or substantially all of the Company’s assets (other than to an affiliate of the Company); or
- (e) the approval by the Company’s stockholders of a plan of complete liquidation or dissolution of the Company.

Notwithstanding the foregoing, a Change in Control shall not be deemed to occur solely because (A) any person holds or acquires beneficial ownership of more than fifty percent (50%) of the Company voting securities as a result of a “Company share repurchase program” or other acquisition of Company voting securities by the Company which reduces the total number of Company voting securities outstanding; *provided* that if after such acquisition by the Company such person becomes the beneficial owner of additional Company Voting Securities that increase the percentage of outstanding Company voting securities beneficially owned by such person, a Change in Control shall then occur or (B) the consummation of a sale of all or substantially all (or a subset) of the assets and/or operations of the Life and Retirement business (or any similar transaction).

12.2 Vesting

Upon the occurrence of a Change in Control, notwithstanding the first two sentences of Article 5 of the Plan, the Excess Retirement Income of all Participants shall become non-forfeitable, and the first sentence of the second paragraph of Article 5 shall not apply.

12.3 Entitlement to Benefits

(a) Upon the occurrence of a Change in Control, Section 3.1 of the Plan shall read as is set forth below:

3.1 Early, Normal, Postponed and Disability Retirement. A Participant who has a Separation from Service shall be entitled to receive the Excess Retirement Income described in Article 4 of the Plan. If a Participant incurs a Disability, the Participant shall be entitled to receive the Excess Disability Retirement Income described in Section 4.5.

(b) Upon the occurrence of a Change in Control, the first sentence of Section 3.2 shall not apply and shall be replaced with the following sentence:

3.2 A Participant who has a Separation from Service prior to Normal Retirement Date (other than by death or by incurring a Disability) shall be entitled to an Early Excess Retirement Income in accordance with Section 4.3.

12.4 Benefits

Upon the occurrence of a Change in Control, Section 4.3(f) shall read as is set forth below:

4.3(f) If the Participant is not eligible for Early Retirement under the Qualified Plan, the Frozen Accrued Benefit and the Grandfathered Accrued Benefit shall be the amounts that would be payable at Normal Retirement Date, but reduced by 6-2/3% for each of the first 5 years (and a fraction thereof for each full month) that retirement precedes age 65 and 3-1/3% for each of the next 5 years (and a fraction thereof for each full month) that retirement precedes age 60 and by an actuarial equivalent amount for retirement ages below age 55. With respect to retirement ages prior to age 55, the reduction will be based on an actuarial equivalent of the benefit payable at age 55. Actuarial equivalence will be based on the rate of interest determined under Code section 417(e)(3) as modified in other applicable guidance (including without limitation Revenue Ruling 2007-67) for the third calendar month prior to the calendar year in which benefits are scheduled to commence and the mortality table under Code section 417(e) in effect on the date benefits are scheduled to commence.

12.5 Death

Upon the occurrence of a Change in Control, in Section 7.2, the following phrase that appears in the first, ultimate and penultimate sentences in that Section is eliminated:

“or, if later, within 90 days after the Participant would have attained age 55”.

12.6 Grantor Trust

Immediately prior to a Change of Control, the value of all benefits payable under the Plan and the administrative costs relating to the Plan shall be fully funded pursuant to an irrevocable grantor trust described in Internal Revenue Service Revenue Procedure 92-64 that has been or will be established for this purpose (the “Non-Qualified Plan Trust”). The assets of the Non-Qualified Plan Trust shall be held separate and apart from other funds of the Company and shall be used exclusively to enable the Company to meet its liabilities under the Plan and for the purposes set forth in the Plan and the applicable trust agreement, subject to the following conditions:

- (a) the creation of the Non-Qualified Plan Trust shall not cause the Plan to be other than “unfunded” for purposes of the Employee Retirement Security Act of 1974, as amended;
- (b) the Company shall be treated as the “grantor” of the Non-Qualified Plan Trust for purposes of Sections 671 and 677 of the Code;
- (c) the trust agreement of the Non-Qualified Plan Trust shall provide that the trust fund assets may be used to satisfy claims of the Company’s general creditors;
- (d) any assets held in the Non-Qualified Plan Trust shall be subject to the investment authority of the individuals or committee appointed by the Company as in effect prior to the Change in Control, or the successors appointed by such committee or individuals for such purpose, who may, at such group’s sole discretion, retain the trustee of the Non-Qualified Plan Trust, investment managers, or other experts to assist with or to delegate the execution of the group’s investment responsibilities. Such assets shall generally be invested in capital preservation and/or liability hedging investments, as appropriate. All income received by the Non-Qualified Plan Trust, net of expenses and taxes, shall be accumulated and reinvested in the Non-Qualified Plan Trust;
- (e) Plan participants and their beneficiaries shall have no preferred claim on, or any beneficial ownership interest in, any assets of the Non-Qualified Plan Trust; and
- (f) for purposes of determining the value of benefits payable under the Plan, the following assumptions will be used:
 - (i) a discount rate based on the methodology used by the Plan actuary for GAAP purposes as of the last day of the month prior to the effective date of the Change in Control;
 - (ii) Code Section 417(e) interest rates in effect as of the most recent available date prior to the effective date of the Change in Control for the purpose of determining non-cash balance-related lump sums;
 - (iii) cash balances as of the effective date of the Change in Control;

- (iv) a retirement age equal to age 62, or current age if older;
- (v) post-retirement mortality only based on the assumption used for the Plan for GAAP purposes as of the end of the fiscal year prior to the effective date of the Change in Control;
- (vi) no pre-retirement turnover; and
- (vii) to the extent necessary, the most recently published 30-year Treasury rate in effect prior to the effective date of the Change in Control.

Following a Change in Control, any amounts due to Participants under the Plan shall first be satisfied by the Non-Qualified Plan Trust, and the remaining obligations, if any, shall be satisfied by the Company, in accordance with the terms of the Plan.

Appendix A

**Restoration of Retirement Income Plan
For Certain Employees Participating
in the
Restated American General Retirement Plan**

December 31, 1998 Restatement

(Incorporation November, 1991 Plan and Amendments thereof)

RESTORATION OF RETIREMENT INCOME PLAN
FOR CERTAIN EMPLOYEES PARTICIPATING IN THE
RESTATED AMERICAN GENERAL RETIREMENT PLAN

The RESTORATION OF RETIREMENT INCOME PLAN FOR CERTAIN EMPLOYEES PARTICIPATING IN THE RESTATED AMERICAN GENERAL RETIREMENT PLAN (hereinafter referred to as the "Restoration Plan") is hereby restated effective as of December 31, 1998 by AMERICAN GENERAL CORPORATION and its subsidiaries (hereinafter referred to as the "Employer," jointly and severally). The Restoration Plan has been established to provide for the payment of certain pension and pension-related benefits to certain employees who are participants in the AMERICAN GENERAL RETIREMENT PLAN (hereinafter referred to as the "Basic Plan"). The Employer intends and desires to recognize the value to the Employer of the past and present services of employees covered by the Restoration Plan and to encourage and assure their continued service to the Employer by making more adequate provision for their future retirement security. All terms used in this Restoration Plan shall have the meanings assigned to them under the provisions of the Basic Plan unless otherwise qualified by the context.

1. Incorporation of the Basic Plan

The Basic Plan, with any amendments thereto, shall be attached hereto as Exhibit I and is hereby incorporated by reference into and shall form a part of this Restoration Plan as fully as if set forth herein verbatim. Any amendment made to the Basic Plan by the Employer shall also be incorporated by reference into and form a part of this Restoration Plan, effective as of the effective date of such amendment. The Basic Plan, whenever referred to in this Restoration Plan, shall mean the Basic Plan, as amended, as it exists as of the date any determination is made of benefits payable under this Restoration Plan.

2. Administration

This Restoration Plan shall be administered by the administrative committee (hereinafter referred to as the "Committee") under the Basic Plan which shall administer it in a manner consistent with the administration of the Basic Plan, as from time to time amended and in effect, except that this Restoration Plan shall be administered as an unfunded plan that is not intended to meet the qualification requirements of section 401 of the Internal Revenue Code of 1986, as amended (the "Code"). The Committee shall have full power and authority to interpret, construe and administer this Restoration Plan. No member of the Committee shall be liable to any person for any action taken or omitted in connection with the interpretation and administration of this Restoration Plan unless attributable to his own willful misconduct or lack of good faith. Members of the Committee shall not participate in any action or determination regarding their own benefits hereunder.

3. Eligibility.

Employees, excluding Career Agents, who are Highly Compensated Participants who are participating in the Basic Plan, and either (1) whose pension or pension-related benefits under the Basic Plan are limited pursuant to section 401(a)(17) or section 415 of the Code or (2) who are eligible to participate in the American General Corporation Deferred Compensation Plan, shall be eligible for benefits under this Restoration Plan. In no event shall an employee who is not eligible for benefits under the Basic Plan be eligible for a benefit under this Restoration Plan.

4. Amount of Benefit

The benefit payable to an eligible employee or his beneficiary under this Restoration Plan shall be the Actuarial Equivalent of the excess, if any, of (a) over (b):

(a) the benefit that would have been payable to such employee or on his behalf under the Basic Plan if such benefit were determined without regard to the maximum amount of benefit limitations of section 415 of the Code, without regard to the considered compensation limitations of section 401(a)(17) of the Code, as if the definition of Compensation under the Basic Plan as in effect on March 21, 1985 were applicable for the period January 1, 1985 through March 20, 1985 and as if the definition of Compensation included executive deferred compensation;

(b) the benefit which is in fact payable to such employee or on his behalf under the Basic Plan, as in effect from time to time.

5. Payment of Benefits

The benefit payable under this Restoration Plan on account of an eligible employee's death shall be paid to the same beneficiary or beneficiaries and in the same form and at the same time or times as the limited benefits are payable to the employee's beneficiary under the Basic Plan. The benefit payable under this Restoration Plan for any reason other than on account of an eligible employee's death shall be payable in the form of a benefit for the life of the employee, beginning at his age sixty-five or, if later, his termination of employment with the Employer. Notwithstanding the foregoing, however, the Committee may, in its sole discretion, direct that the benefit payable under this Restoration Plan shall be paid in the same form as, and coincident with, the payment of the limited benefit payments made to the eligible employee or on his behalf to his beneficiary or beneficiaries under the Basic Plan. Further, notwithstanding any of the foregoing provisions of this Section 5, if an eligible employee becomes entitled to a lump sum payment under Section 2.6 (or a successor section) of the American General Corporation Supplemental Executive Retirement Plan, the employee shall receive the benefit payable under this Restoration Plan in the form of a lump sum amount, in cash, equal to the actuarial equivalent of such benefit. Such lump sum amount shall be paid within the five (5) business days immediately following termination of the employee's employment.

6. Employee's Rights

Except as otherwise specifically provided, an employee's rights under this Restoration Plan, including his rights to vested benefits, shall be the same as his rights under the Basic Plan. Benefits payable under this Restoration Plan shall be a general, unsecured obligation of the Employer to be paid by the Employer from its own funds, and such payments shall not (i) impose any obligation upon the Trust Fund under said Basic Plan; (ii) be paid from the Trust Fund under said Basic Plan; or (iii) have any effect whatsoever upon the Basic Plan or the payment of benefits from the Trust Fund under said Basic Plan. No employee or his beneficiary or beneficiaries shall have any title to or beneficial ownership in any assets which the Employer may earmark to pay benefits hereunder.

7. Amendment and Discontinuance

This Restoration Plan may be amended from time to time, or terminated and discontinued at any time, in each case at the discretion of the Board of Directors of American General Corporation. Notwithstanding the foregoing, no amendment shall be made, nor shall this Restoration Plan be terminated in a manner which would reduce the benefits or rights to benefits of any employee accrued under the Restoration Plan (determined on the basis of each employee's presumed termination of employment as of the date of such amendment or termination) prior to the later of the adoption or the effective date of such amendment or termination.

8. Restrictions on Assignment

The interest of an employee or his beneficiary or beneficiaries may not be sold, transferred, assigned, or encumbered in any manner, either voluntarily or involuntarily, and any attempt so to anticipate, alienate, sell, transfer, assign, pledge, encumber, or charge the same shall be null and void; neither shall the benefits hereunder be liable for or subject to the debts, contracts, liabilities, engagements, or torts of any person to whom such benefits or funds are payable, nor shall they be subject to garnishments, attachment, or other legal or equitable process nor shall they be an asset in bankruptcy.

9. Nature of Agreement

This Restoration Plan is intended to constitute an unfunded "excess benefit plan" within the meaning of sections 3(36) and 4(b)(5) of the Employee Retirement Income Security Act of 1974, as amended, with respect to a part of the Restoration Plan and an unfunded "deferred compensation plan" for a select group of management or highly-compensated employees within the meaning of sections 201(2), 301(a)(3) and 401(a)(1) of the Employee Retirement Income Security Act of 1974, as amended, with respect to the remainder of the Restoration Plan. The adoption of this Restoration Plan and any setting aside of amounts by the Employer with which to discharge its obligations hereunder shall not be deemed to create a trust; legal and equitable title to any funds so set aside shall remain in the Employer, and any recipient of benefits hereunder shall have no security or other interest in such funds. Any and all funds so set aside shall remain subject to the claims of the general creditors of the Employer, present and future. This provision shall not require the Employer to set aside any funds, but the Employer may set aside such funds if it chooses to do so. Notwithstanding the provisions of Sections 6 and 11 hereof and the foregoing provisions of this Section 9, American General Corporation may, in its discretion, establish a trust to pay amounts becoming payable pursuant to this Restoration Plan, which trust shall be subject to the claims of the general creditors of American General Corporation in the event of its bankruptcy or insolvency. Notwithstanding any establishment of such a trust, the Employer shall remain responsible for the payment of any amounts so payable which are not so paid by such trust.

10. Continued Employment

Nothing contained herein shall be construed as conferring upon any employee the right to continue in the employ of the Employer in any capacity.

11. Binding on Employer, Employees and Their Successors

This Restoration Plan shall be binding upon and inure to the benefit of the Employer, its successors and assigns and the employee and his heirs, executors, administrators and legal representatives. The provisions of this Restoration Plan shall be applicable with respect to each Employer separately, and amounts payable hereunder shall be paid by the Employer of the particular employee.

12. Employment with More Than One Employer

If any employee shall be entitled to benefits under the Basic Plan on account of service with more than one Employer, the obligations under this Restoration Plan shall be apportioned among such Employers on the basis of time of service with each, except that an Employer from whose employ such employee was transferred prior to his retirement, death or disability shall be obligated with respect to employment prior to such transfer only to the extent of an amount based on assumed pay increases in accordance with the scale used for computing the actuarial cost under the Basic Plan for the year of the transfer. If obligations are so limited, the remaining obligations shall be borne by the last Employer.

13. Laws Governing

This Restoration Plan shall be construed in accordance with and governed by the laws of the State of Texas.

EXECUTED as of the 31st day of December, 1998.

AMERICAN GENERAL CORPORATION

By:

Mark S. Berg
Executive Vice President and General Counsel

Appendix B

**THE HARTFORD STEAM BOILER
Excess Retirement Benefit Plan**

As Amended and Restated October 23, 1989

TABLE OF CONTENTS

ARTICLE I PURPOSE	B-3
ARTICLE II ELIGIBILITY	B-3
ARTICLE III AMOUNT AND PAYMENT OF BENEFIT	B-3
ARTICLE IV UNFUNDED OBLIGATIONS, TRUST AGREEMENT	B-4
ARTICLE V TERMINATION AND MODIFICATION	B-4
ARTICLE VI EFFECTIVE DATE	B-4
ARTICLE VII CHANGE IN CONTROL	B-4
ARTICLE VIII ASSIGNMENT AND ALIENATION	B-5

ARTICLE I

PURPOSE

The purpose of the Plan is to provide benefits that would have been provided under The Hartford Steam Boiler Inspection and Insurance Company Retirement Plan (hereinafter the "Retirement Plan") but for the provisions of Section 415 of the Internal Revenue Code as referenced in Article IX of the Retirement Plan.

ARTICLE II

ELIGIBILITY

Eligibility to participate in this Plan shall be determined in accordance with the participation requirements contained in the Retirement Plan.

ARTICLE III

AMOUNT AND PAYMENT OF BENEFIT

The provisions of Articles I, II, III and VI of the Retirement Plan and any future amendments thereto are incorporated herein by reference and apply to the benefit provided herein insofar as they are not in conflict with the specific provisions contained under this Plan.

If a participant, except a Vested Terminated Participant (as defined under Section 1.36 of the Retirement Plan), has a spouse at the time benefit payments hereunder are scheduled to commence, benefits shall be paid to him in accordance with the Employee/Spouse Income Option described under Section 4.02(a) of the Retirement Plan.

If a Vested Terminated Participant has a spouse at the time benefit payments are scheduled to commence, benefits shall be paid to him in accordance with the Qualified Joint and Survivor Annuity described under Section 4.02(b) of the Retirement Plan.

If a participant, including a Vested Terminated Participant, does not have a spouse at the time benefit payments are scheduled to commence, benefits shall be paid to him in accordance with the Employee Only Income Option described under Section 4.03 of the Retirement Plan.

This Plan will provide a retirement benefit in an amount equal to the amount by which the retirement income, calculated in accordance with Article III of the Retirement Plan without regard to Article IX of the Retirement Plan, is reduced after applying the limitations of Article IX.

For a participant, other than a Vested Terminated Participant or a Disabled Participant, benefits shall commence on the first day of the month following participant's actual retirement date. For a Vested Terminated Participant or a Disabled Participant benefits shall commence on the first day of the month following such participant's Normal Retirement Date (as defined in the Plan).

ARTICLE IV

UNFUNDED OBLIGATIONS, TRUST AGREEMENT

The Company will pay from its general assets all payments to be made hereunder. However, the Company may in its discretion establish a trust, escrow agreement or similar arrangement in order to aid the Company in meeting its obligations hereunder.

Any assets transferred by the Company into any such arrangement shall remain at all times assets of the Company and subject to the claims of the Company's general creditors in the event of bankruptcy or insolvency of the Company. No security interest in such assets shall be created in a participant's favor and a participant's rights under this Plan and under any such arrangement shall be those of a general unsecured creditor of the Company.

ARTICLE V

TERMINATION AND MODIFICATION

The Board of Directors of the Company may at any time terminate or from time to time modify or suspend, and if suspended, may reinstate any or all of the provisions of this Plan except that no modification or termination of this Plan may reduce any benefit that has accrued under this Plan as of the date of modification or termination.

ARTICLE VI

EFFECTIVE DATE

The effective date of this Plan shall be January 1, 1984.

ARTICLE VII

CHANGE IN CONTROL

In the event of a Change in Control of the Company this Plan shall continue to be binding upon the Company, any successor in interest to the Company and all persons in control of the Company or any successor thereto and no transaction or series of transactions shall have the effect of reducing or eliminating the benefits payable to a participant that have not been distributed unless consented to in writing by such affected participant. A "Change in Control" as referred to under this Section shall be deemed to have occurred if:

- (a) any "person" (as defined in Sections 13(d) and 14(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")), other than a trustee or other fiduciary holding securities under an employee benefit plan of the Company, is or becomes the "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of securities of the Company representing twenty-five percent (25%) or more of the combined voting power of the Company's then outstanding securities;

- (b) during any period within two (2) consecutive years there shall cease to be a majority of the Board of Directors comprised as follows: individuals who at the beginning of such period constitute the Board of Directors and any new director(s) whose election by the Board of Directors or nomination for election by the Company's shareholders was approved by a vote of at least two-thirds (2/3) of the directors then still in office who either were directors at the beginning of the period or whose election or nomination for election was previously so approved; or
- (c) the stockholders of the Company approve a merger or consolidation of the Company with any other corporation, other than (i) a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity) more than eighty percent (80%) of the combined voting power of the voting securities of the Company (or such surviving entity) outstanding immediately after such merger or consolidation or (ii) a merger or consolidation effected to implement a recapitalization of the Company (or similar transaction) in which no "person" (as hereinabove defined) acquires more than 25% of the combined voting power of the Company's then outstanding securities; or
- (d) the shareholders of the Company approve (i) a plan of complete liquidation of the Company or (ii) the sale or other disposition of all or substantially all the Company assets.

ARTICLE VIII

ASSIGNMENT AND ALIENATION

Benefits under this Plan may not be anticipated, assigned (either at law or in equity), alienated, or subjected to attachment, garnishment, levy, execution or other legal or equitable process. If any participant or beneficiary under this Plan becomes bankrupt or attempts to anticipate, alienate, sell, transfer, assign, pledge, encumber or charge any benefit under this Plan, such benefit shall, in the discretion of the Committee, cease and terminate, in which event the Committee may hold or apply the same or any part thereof for the benefit of such participant, his beneficiary, his spouse, children, other dependents or any of such individuals, in such manner and in such proportion as the Committee may deem proper.

Appendix C

**20TH CENTURY INDUSTRIES
Supplemental Pension Plan
(RESTATEMENT NO. 1)**

TABLE OF CONTENTS

ARTICLE I PURPOSE	C-3
ARTICLE II DEFINITIONS	C-3
2.1 "Committee"	C-3
2.2 "Company"	C-3
2.3 "Compensation"	C-3
2.4 "Early Retirement Date"	C-4
2.5 "Effective Date"	C-4
2.6 "Eligible Employee"	C-4
2.7 "Normal Retirement Date"	C-4
2.8 "Participant"	C-4
2.9 "Plan"	C-4
2.10 "Plan Administrator"	C-4
2.11 "Plan Year"	C-4
2.12 "Qualified Pension Plan"	C-4
2.13 "Separation from Service"	C-4
ARTICLE III ELIGIBILITY AND PARTICIPATION	C-5
3.1 Eligibility to Participate	C-5
3.2 Certain Enrollment Procedures	C-5
ARTICLE IV CALCULATION OF BENEFITS	C-5
4.1 Benefits under this Plan	C-5
4.2 Benefit Formula	C-5
4.3 Offset of Benefit under the 20th Century Industries Supplemental Executive Retirement Plan	C-6
4.4 Benefit Commencement at Early Retirement Date	C-6
ARTICLE V VESTING OF BENEFITS	C-6
ARTICLE VI PAYMENT OF BENEFITS	C-6
6.1 Date of Payment	C-6
6.2 Form of Payment	C-7
ARTICLE VII DEATH AND DISABILITY BENEFITS	C-7
7.1 Death Benefit	C-7
7.2 Disability Benefit	C-8
ARTICLE VIII RIGHT TO TERMINATE OR MODIFY PLAN	C-8
ARTICLE IX NO ASSIGNMENT, ETC.	C-8
ARTICLE X THE COMMITTEE	C-9
ARTICLE XI RELEASE	C-9
ARTICLE XII NO CONTRACT OF EMPLOYMENT	C-10
ARTICLE XIII COMPANY'S OBLIGATION TO PAY BENEFITS	C-10
ARTICLE XIV CLAIM REVIEW PROCEDURE	C-10
ARTICLE XV ARBITRATION	C-11
ARTICLE XVI MISCELLANEOUS	C-12
16.1 Successor and Assigns	C-12
16.2 Notices	C-12
16.3 Limitations on Liability	C-12
16.4 Certain Small Benefits	C-12
16.5 Governing Law	C-12

ARTICLE I

PURPOSE

The purpose of the 20th Century Industries Supplemental Pension Plan (the "Plan") is to attract and retain valuable executive employees by making available certain benefits that otherwise would be unavailable under the Company's Qualified Pension Plan.

This Plan is designed to qualify as an unfunded plan of deferred compensation for a select group of management or highly compensated employees described in 29 CFR § 2520.104-23 and Sections 201(a), 301(a)(3) and 401(a)(1) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Further, this Plan is a plan described in 4 U.S.C. Section 114 and Section 3121(v)(2)(C) of the Internal Revenue Code ("Code"), established to pay retirement income after termination of employment, and maintained solely for the purpose of providing retirement benefits for employees in excess of the limitations imposed by one or more of Sections 401(a)(17), 401(k), 401(m), 402(g), 403(b), 408(k), or 415 of such Code or any other limitation on contributions or benefits in such Code on plans to which any of such Sections apply.

This instrument amends and restates the provisions of this Plan, this amendment and restatement to be effective as of January 1, 1996.

ARTICLE II

DEFINITIONS

The following terms shall have the meanings set forth below in this Article II, when capitalized:

2.1 "Committee"

means the committee appointed to administer the Plan in accordance with Article X.

2.2 "Company"

means 20th Century Industries, and shall include any corporation that is affiliated with 20th Century Industries, and which, by designation by the Chief Executive Officer of 20th Century Industries, is included within the meaning of the term "Company," with the result that otherwise eligible executives of such entity may participate herein.

2.3 "Compensation"

means compensation as defined in the Qualified Pension Plan determined, however, without regard to the limitations of Section 401(a)(17) and prior to any reduction for compensation deferrals under the 20th Century Industries 401(k) Supplemental Plan, the 20th Century Industries Savings and Security Plan and any salary reduction pursuant to Code Section 125 or 129.

2.4 "Early Retirement Date"

means Early Retirement Date as defined in the Qualified Pension Plan.

2.5 "Effective Date"

means January 1, 1996.

2.6 "Eligible Employee"

means an employee of the Company who on or after the Effective Date has Compensation for a Plan Year in excess of the applicable limit under Section 401(a)(17) of the Internal Revenue Code, except as provided in Section 3.2.

2.7 "Normal Retirement Date"

means Normal Retirement Date as defined in the Qualified Pension Plan.

2.8 "Participant"

means each Eligible Employee who has commenced to participate in this Plan in accordance with Article III.

2.9 "Plan"

means the 20th Century Industries Supplemental Pension Plan, as set forth herein.

2.10 "Plan Administrator"

means 20th Century Industries. For purposes of Section 3(16)(A) of ERISA, 20th Century Industries shall be the "plan administrator" and shall be responsible for compliance with any applicable reporting and disclosure requirements imposed by ERISA.

2.11 "Plan Year"

means the fiscal period commencing each January 1 and ending the following December 31.

2.12 "Qualified Pension Plan"

means the 20th Century Industries Pension Plan, as in effect from time to time.

2.13 "Separation from Service"

means any separation from service of the Company for any reason. In the case of a Participant on disability, Separation from Service shall be deemed to occur when long term disability coverage commences, unless otherwise determined by the Committee.

ARTICLE III

ELIGIBILITY AND PARTICIPATION

3.1 Eligibility to Participate

Subject to the provisions of Section 3.2 below, each Eligible Employee shall become a Participant as of the later of the Effective Date or the date on which the person becomes an Eligible Employee.

3.2 Certain Enrollment Procedures

As a condition of participation or continued participation in this Plan the Committee may require an Eligible Employee to deliver to the Committee such properly completed enrollment forms and agreements as the Committee may require. Such forms or agreements may permit an Eligible employee to designate a form of payment applicable to all benefits payable hereunder. Such designation shall be irrevocable, unless the Committee, in its sole discretion, permits an Eligible Employee to change his or her election of payment method to a method providing payments over a longer period of time than originally elected by the Eligible Employee and which will not reasonably result in any increase in the amount otherwise payable in any taxable year of the Participant during which payment would have been made under the method of payment previously elected. No payment option shall be selected by a Participant which is not among a list of payment options generally made available to all Participants by the Committee at the time of such selection. No assurance regarding the tax effects of making such change is provided to a participant who elects to change a form of payment.

Commencement or recommencement of active participation or status as an Eligible Employee following any Separation from Service or other interruption of employment shall be on such terms and under such conditions as the Committee may, in its discretion, provide.

ARTICLE IV

CALCULATION OF BENEFITS

4.1 Benefits under this Plan

A Participant's benefits under this Plan shall be calculated as provided in this Article IV, provided, however, that a Participant's eligibility to receive a benefit hereunder shall be subject to succeeding provisions of this Plan.

4.2 Benefit Formula

A Participant's benefit payable under this Plan, expressed in the form of an annual benefit payable commencing at the Participant's Normal Retirement Age and payable for the lifetime of the Participant, shall be equal to (a) minus (b) below where:

- (a) equals the benefit payable on the Participant's Normal Retirement Date determined in accordance with the terms of the Qualified Pension Plan (except that for purposes of this Subsection 4.2(a), the Participant's Compensation shall be determined under this Plan), and
- (b) equals the benefit payable on the Participant's Normal Retirement Date determined in accordance with the terms of the Qualified Pension Plan.

4.3 Offset of Benefit under the 20th Century Industries Supplemental Executive Retirement Plan

If a Participant under this Plan is entitled to receive benefits under the 20th Century Industries Supplemental Executive Retirement Plan (the "SERP"), such Participant's benefit under this Plan shall be offset, but not below zero (0) by an amount equal to the actuarial equivalent of the SERP benefit.

4.4 Benefit Commencement at Early Retirement Date

If a Participant's benefit under this Plan commences to be paid on a Participant's Early Retirement Date, the benefit calculated as provided in Section 4.2 shall be reduced to reflect the longer anticipated period of time that such benefit is to be paid, and such reduction shall be determined in the same manner as a reduction is computed under the Qualified Pension Plan in the case of a Participant who retires under such Qualified Pension Plan at an Early Retirement Date.

ARTICLE V

VESTING OF BENEFITS

A Participant's interest in his benefit under this Plan shall become vested and nonforfeitable in accordance with the provisions of the Qualified Pension Plan (including provisions of the Qualified Pension Plan relating to vesting upon termination, partial termination or other vesting event under such plan). Notwithstanding the preceding provisions of this Article V, in the event of a Participant's Separation of Service following a "Change in Control" as such term is defined from time to time in the 20th Century Industries Supplemental Executive Retirement Plan, a Participant's interest in his or her benefits under the Plan shall become fully vested and nonforfeitable.

ARTICLE VI

PAYMENT OF BENEFITS

6.1 Date of Payment

Except as otherwise provided in Article VII and subject to the provisions of Article V, a Participant's benefit hereunder, payable on account of a Separation from Service, shall commence to be paid as soon as practicable following the later of (a) the date of such Separation from Service or (b) the earlier of (i) the date on which the Participant attains (or would have attained if the Participant then were in active employment) Early Retirement Date, or (ii) the Participant's Normal Retirement Date.

6.2 Form of Payment

- (a) Single Life Annuity. The normal form of payment under the Plan for a Participant who is not married on the date of commencement of his or her benefits hereunder shall be a single life annuity providing monthly payments for the life of the Participant, and under which all benefit payments cease as of the date of death of the Participant.
- (b) Joint and Survivor Annuity. The normal form of benefit payable to a Participant who is lawfully married to a spouse on the date of commencement of his or her benefits hereunder shall be an actuarially equivalent fifty percent (50%) joint and survivor annuity, providing reduced monthly payments during such Participant's life, and providing continued monthly payments after the Participant's death to the spouse to whom the participant is married on the date of his or her commencement of benefits hereunder. Each such continued monthly payments payable to the surviving spouse shall be fifty percent (50%) of the monthly payment amount payable during the Participant's lifetime. The reduction in the Participant's monthly benefits shall be determined by application of the same reduction factors as are applied for purposes of determining such reduction under the Qualified Pension Plan. Continuing payments to a surviving spouse shall continue during the life of the surviving spouse and shall cease on the date of death of such surviving spouse.
- (c) Whenever, under this Plan it becomes necessary to determine the actuarial equivalence of one or more forms of benefits, such determination shall be made by application of such actuarial factors and rates as would then be applied for such purpose under the Qualified Pension Plan.

ARTICLE VII

DEATH AND DISABILITY BENEFITS

7.1 Death Benefit

In the event of the death of a Participant prior to commencement of benefit payments hereunder, a death benefit shall be payable to the spouse to whom such Participant is lawfully married on the date of the Participant's death. Such benefit shall consist of monthly payments, each of which is equal to the monthly amount that would have been paid to such spouse (a) had the Participant's Separation from Service occurred on the later of (i) the Participant's date of death, or (ii) the earlier of the Participant's Early Retirement Date or Normal Retirement Date, (b) had the Participant's benefit commenced to be paid as the joint and survivor annuity described in Section 6.2, and (c) had the Participant's death occurred immediately after such commencement of benefits. Such death benefit shall begin to be paid as soon as practicable after the latest of (a) the Participant's date of death, (b) the earlier of the Participant's Early Retirement Date or Normal Retirement Date, and (c) the date on which such benefit applications, releases, and other documents as the Committee may require to be given are received by the Committee in form and manner satisfactory to the Committee. Death benefit payments shall cease as of the date of death of the spouse receiving such payments. No benefit shall be payable to any person other than a spouse described in the first sentence of this Section 7.1. This Plan shall not be required to give effect to disclaimers, whether made under state or federal law. This Section 7.1 shall not apply in the case of the death of a Participant after payments have commenced to be made with respect to such Participant.

7.2 Disability Benefit

If a Participant incurs a Total and Permanent Disability, as such term is defined from time to time under Qualified Pension Plan, prior to commencement of benefits hereunder and such Participant at the date of the occurrence of such Total and Permanent Disability is an Eligible Employee, such Participant shall continue to accrue benefits under this Plan in the same manner as provided in the Qualified Plan during the continuation of such Total and Permanent Disability, but not beyond the date determined under the Qualified Pension Plan. Such Participant shall be entitled to receive his/her benefit under this Plan upon attaining his/her Normal Retirement Date.

ARTICLE VIII

RIGHT TO TERMINATE OR MODIFY PLAN

By action of its Board of Directors, 20th Century Industries may modify or terminate this Plan without further liability to any Eligible Employee or former employee or any other person. Notwithstanding the preceding provisions of this Article VIII, except as expressly required by law, this Plan may not be modified or terminated as to any Participant in a manner that adversely affects the payment of benefits theretofore accrued by such Participant to the extent such benefits have become vested, except that in the event of the termination of the Plan as to all Participants, this Plan may in the sole discretion of the Board of Directors be modified to accelerate payment of benefits to Participants.

ARTICLE IX

NO ASSIGNMENT, ETC.

Benefits under this Plan may not be assigned or alienated and shall not be subject to the claims of any creditor. A Participant shall not be permitted to borrow under the Plan, nor shall a Participant be permitted to pledge or otherwise use his benefits hereunder as security for any loan or other obligation. No payments shall be made to any person or persons other than expressly provided herein, or on any date or dates other than as expressly provided herein.

It is each Participant's sole responsibility to obtain such consents, and to take such other actions as may be necessary or appropriate in connection with participation in this Plan, including but not limited to obtaining spousal or other consents, as may be necessary or appropriate to reflect marital property, support, or other obligations arising under contract, order or by operation of law.

ARTICLE X

THE COMMITTEE

- (a) The appointment, removal and resignation of members of the Committee shall be governed by the Board of Directors of 20th Century Industries. Subject to change by the said Board, the membership of the Committee shall be the same as the membership of the Committee of the Qualified Pension Plan.
- (b) The Committee shall have authority to oversee the management and administration of the Plan, and in connection therewith is authorized in its sole discretion to make, amend and rescind such rules as it deems necessary for the proper administration of the Plan, to make all other determinations necessary or advisable for the administration of the Plan and to correct any defect or supply any omission or reconcile any inconsistency in the Plan in the manner and to the extent that the Committee deems desirable to carry the Plan into effect. The powers and duties of the Committee shall include without limitation, the following:
 - (i) Resolving all questions relating to the eligibility of select management and highly compensated employees to become Participants; and
 - (ii) Resolving all questions regarding payment of benefits under the Plan and other questions regarding plan participation.

Any action taken or determination made by the Committee shall be conclusive on all parties. The exercise of or failure to exercise any discretion reserved to the Committee to grant or deny any benefit to a Participant or other person under the Plan shall in no way require the Committee or any person acting on behalf thereof, to similarly exercise or fail to exercise such discretion with respect to any other Participant.

ARTICLE XI

RELEASE

As a condition to making any payment under the Plan, or to giving effect to any election or other action under the Plan by any Participant or any other person, the Plan Administrator may require such consents or releases as it determines to be appropriate, and further may require any such designation, election or other action to be in writing, in a prescribed form and to be filed with the Committee in a manner prescribed by the Committee. In the event the Committee determines, in its discretion, that multiple conflicting claims may be made as to all or a part of a benefit accrued hereunder by a Participant, the Committee may delay the making of any payment until such conflict or multiplicity of claims is resolved.

ARTICLE XII

NO CONTRACT OF EMPLOYMENT

This Plan shall not be deemed to give any employee the right to be retained in the employ of the Company or to interfere with the right of the Company to discharge or retire any employee at any time, nor shall this Plan interfere with the right of the Company to establish the terms and conditions of employment of any employee.

ARTICLE XIII

COMPANY'S OBLIGATION TO PAY BENEFITS

Nothing contained in this Plan and no action taken pursuant to the provisions of this Plan shall create or be construed to create a trust of any kind, or a fiduciary relationship between the Company, and any Employee, an Employee's spouse or former spouse or any other person. Funds to provide benefits under the provisions of this Plan shall continue for all purposes to be a part of the general funds of the Company. To the extent that any person acquires a right to receive payments from the Company under this Plan such right shall be no greater than the right of any unsecured general creditor of the Company. Notwithstanding the preceding provisions of this Article XIII, assets may be transferred by the Company to a trust constituting a "rabbi trust," for the purpose of providing benefits described herein.

ARTICLE XIV

CLAIM REVIEW PROCEDURE

- (a) A person who believes that he or she has not received all payments to which he or she is entitled under the terms of this Plan may submit a claim therefor. Within ninety (90) days following receipt of a claim for benefits under this Plan, and all necessary documents and information, the Committee or its authorized delegate reviewing the claim shall, if the claim is not approved, furnish the claimant with written notice of the decision rendered with respect to the application.
- (b) The written notice contemplated in (a) above shall set forth:
 - (i) the specific reasons for the denial, with reference to the Plan provisions upon which the denial is based;
 - (ii) a description of any additional information or material necessary for perfection of the application (together with an explanation why the material or information is necessary); and
 - (iii) an explanation of the Plan's claim review procedure.

- (c) A claimant who wishes to contest the denial of his claim for benefits or to contest the amount of benefits payable to him shall follow the procedures for an appeal of benefits as set forth below, and shall exhaust such administrative procedures prior to seeking any other form of relief.
- (d) A claimant who does not agree with the decision rendered as provided above in this Article XIV with respect to his application may appeal the decision to the Committee. The appeal shall be made, in writing, within sixty (60) days after the date of notice of such decision with respect to the application. If the application has neither been approved nor denied within the ninety-day (90) period provided in (a) above, then the appeal shall be made within sixty (60) days after the expiration of the ninety-day (90) period.
- (e) The claimant may request that his application be given full and fair review by the Committee. The claimant may review all pertinent documents and submit issues and comments in writing in connection with the appeal. The decision of the Committee shall be made promptly, and not later than sixty (60) days after the Committee's receipt of a request for review, unless special circumstances require an extension of time for processing, in which case a decision shall be rendered as soon as possible, but not later than one hundred twenty (120) days after receipt of a request for review. The decision by the Committee on review shall be in writing and shall include specific reasons for the decision, written in a manner calculated to be understood by the claimant with specific reference to the pertinent Plan provisions upon which the decision is based.

ARTICLE XV

ARBITRATION

A claimant may contest the Committee's denial of his or her appeal only by submitting the matter to arbitration. In such event, the claimant and the Committee shall select an arbitrator from a list of names supplied by the American Arbitration Association in accordance with such Association's procedures for selection of arbitrators, and the arbitration shall be conducted in accordance with the rules of such Association. The arbitrator's authority shall be limited to the affirmance or reversal of the Committee's denial of the appeal, and the arbitrator shall have no power to alter, add to or subtract from any provision of this Plan. Except as otherwise required by the Employee Retirement Income Security Act of 1974, the arbitrator's decision shall be final and binding on all parties, if warranted on the record and reasonably based on applicable law and the provisions of this Plan.

ARTICLE XVI

MISCELLANEOUS

16.1 Successor and Assigns

The Plan shall be binding upon and shall inure to the benefit of the Company, its successors and assigns, and all Participants.

16.2 Notices

Any notice or other communication required or permitted under the Plan shall be in writing, and if directed to the Company shall be sent to the Committee or its authorized delegate, and if directed to a Participant shall be sent to such Participant at his last known address as it appears on the records of the Company.

16.3 Limitations on Liability

- (a) The Company does not warrant any tax benefit nor any financial benefit under the Plan. Without limitation to the foregoing, the Company and its officers, employees and agents shall be held harmless by the Participant or Beneficiary from, and shall not be subject to any liability on account of, the federal or state or local income tax consequences, or any other consequences of any deferrals or credits with respect to Participants under the Plan.
- (b) The Company, its officers, employees, and agents shall be held harmless by the Participant from, and shall not be subject to any liability hereunder for, all acts performed in good faith.

16.4 Certain Small Benefits

Notwithstanding any other provision of this Plan to the contrary, in the case of a Participant whose annual benefit hereunder is not in excess of \$2,000, the Committee may, in its sole discretion, distribute an amount equal to the actuarial equivalent value of future anticipated benefits, determined in accordance with such actuarial factors and interest rate assumptions utilized from time to time under the Qualified Pension Plan for purposes of making lump sum payments thereunder.

16.5 Governing Law

This Plan is subject to the laws of the State of California, to the extent not preempted by ERISA.

IN WITNESS WHEREOF, 20th Century Industries has caused this instrument to be executed by its duly authorized officers, effective as of the Effective Date set forth hereinabove.

20TH CENTURY INDUSTRIES

By: _____

By: _____

APPENDIX D

Treatment of Employees Transferring with the Sale of United Guaranty Corporation

With respect to each Participant who is an Active Employee of United Guaranty Corporation and its Subsidiaries (collectively, “UGC”) as of December 31, 2016 (the “Closing Date”), the date that the sale described in the Stock Purchase Agreement dated August 15, 2016 between the Company and Arch Capital Group, Ltd. (“Arch”) (the “Purchase Agreement”) closes (a “Departing UGC Participant”), the terms and conditions set forth in this Appendix D shall apply solely with respect to Departing UGC Participants, effective as of December 31, 2016:

1. Appendix D Definitions

a. Solely for purposes of this Appendix D, an “Active Employee” means each person who as of the Closing Date (a) is an actively employed Employee performing services for UGC and (b) each person who is an Employee of UGC as of the Closing Date who is absent from employment due to illness, vacation, injury, military service or other authorized absence (including each Employee who is “disabled” under the short-term disability program currently in place for UGC, who is on approved leave under the Family and Medical Leave Act or who is on leave due to a workplace injury covered by a workers’ compensation policy or program incurred within the six (6) months prior to the Closing Date) other than Employees on long-term disability or other unpaid medical leave and Employees who are on leave due to a workplace injury covered by a workers’ compensation policy or program incurred more than six (6) months prior to the Closing Date.

b. Solely for purposes of this Appendix D, “Subsidiaries” means those subsidiaries of United Guaranty Corporation that are sold to Arch pursuant to the Purchase Agreement.

2. Definition of Disability

For purposes of Section 1.10, the definition of the term “Disability,” for a Departing UGC Participant the word “Company” shall include both UGC and Arch.

3. Definition of Separation from Service

With respect to Departing UGC Participants, the definition of “Separation from Service” in Section 1.33 of the Plan means the Departing UGC Participant has terminated employment (other than by death or Disability) with Arch and its subsidiaries (including UGC).

4. Vesting

Notwithstanding the first two sentences of Article 5 of the Plan, effective as of December 31, 2016, the Excess Retirement Income of a Departing UGC Participant shall become non-forfeitable, and the first sentence of the second paragraph of Article 5 shall not apply to a Departing UGC Participant.

5. Entitlement to Benefits

For a Departing UGC Participant, Section 3.1 of the Plan shall read as is set forth below:

3.1 Early, Normal, Postponed and Disability Retirement. A Departing UGC Participant in the Plan who has a Separation from Service on or after December 31, 2016 shall be entitled to the Excess Retirement Income described in Article 4 of the Plan. If a Departing UGC Participant incurs a Disability, the Departing UGC Participant shall be entitled to receive the Excess Disability Retirement Income described in Section 4.5.

For a Departing UGC Participant, the first sentence of Section 3.2 shall not apply and shall be replaced with the following sentence:

3.2 A Departing UGC Participant who has a Separation from Service prior to Normal Retirement Date (other than by death or by incurring a Disability) shall be entitled to an Early Excess Retirement Income in accordance with Section 4.3.

6. Benefit

For a Departing UGC Participant, Section 4.3(f) shall read as is set forth below:

4.3(f) If the Departing UGC Participant is not eligible for Early Retirement under the Qualified Plan, the Frozen Accrued Benefit and the Grandfathered Accrued Benefit shall be the amounts that would be payable at Normal Retirement Date, but reduced by 6-2/3% for each of the first 5 years (and a fraction thereof for each full month) that retirement precedes age 65 and 3-1/3% for each of the next 5 years (and a fraction thereof for each full month) that retirement precedes age 60 and by an actuarial equivalent amount for retirement ages below age 55. With respect to retirement ages prior to age 55, the reduction will be based on an actuarial equivalent of the benefit payable at age 55. Actuarial equivalence will be based on the rate of interest determined under Code section 417(e)(3) as modified in other applicable guidance (including without limitation Revenue Ruling 2007-67) for the third calendar month prior to the calendar year in which benefits are scheduled to commence and the mortality table under Code section 417(e) in effect on the date benefits are scheduled to commence.

7. Death.

In Section 7.2, the following phrase that appears in both the ultimate and penultimate sentences in that Section is eliminated with respect to Departing UGC Participants:

“or , if later, within 90 days after the Participant would have attained age 55”

APPENDIX E

Treatment of Employees Transferring with the Sale of Fortitude Group Holdings, LLC

With respect to each Participant who is an Active Employee of Fortitude Group Holdings, Inc. and its Subsidiaries (collectively, “Fortitude”) as of June 2, 2020 (the “Closing Date”), the date that the sale described in the Stock Purchase Agreement dated November 25, 2019 between the Company and Carlyle FRL, L.P. and T&D Capital Co., Ltd. (the “Fortitude Buyers”) (the “Purchase Agreement”) closes (a “Departing Fortitude Participant”), the terms and conditions set forth in this Appendix E shall apply solely with respect to Departing Fortitude Participants, effective as of June 2, 2020:

1. Appendix E Definitions

a. Solely for purposes of this Appendix E, an “Active Employee” means each person who as of the Closing Date (a) is an actively employed Employee performing services for Fortitude and (b) each person who is an Employee of Fortitude as of the Closing Date who is absent from employment due to illness, vacation, injury, military service or other authorized absence (including each Employee who is “disabled” under the short-term disability program currently in place for Fortitude, who is on approved leave under the Family and Medical Leave Act or who is on leave due to a workplace injury covered by a workers’ compensation policy or program incurred within the six (6) months prior to the Closing Date) other than Employees on long-term disability or other unpaid medical leave and Employees who are on leave due to a workplace injury covered by a workers’ compensation policy or program incurred more than six (6) months prior to the Closing Date.

b. Solely for purposes of this Appendix E, “Subsidiaries” means those subsidiaries of Fortitude Group Holdings, Inc. that are sold to the Fortitude Buyers pursuant to the Purchase Agreement.

2. Definition of Disability

For purposes of Section 1.10, the definition of the term “Disability,” for a Departing Fortitude Participant the word “Company” shall include both Fortitude and the Fortitude Buyers.

3. Definition of Separation from Service

With respect to Departing Fortitude Participants, the definition of “Separation from Service” in Section 1.33 of the Plan means the Departing Fortitude Participant has terminated employment (other than by death or Disability) with the Fortitude Buyers and its Subsidiaries (including Fortitude).

4. Vesting

Notwithstanding the first two sentences of Article 5 of the Plan, effective as of June 2, 2020, the Excess Retirement Income of a Departing Fortitude Participant shall become non-forfeitable, and the first sentence of the second paragraph of Article 5 shall not apply to a Departing Fortitude Participant.

5. Entitlement to Benefits

For a Departing Fortitude Participant, Section 3.1 of the Plan shall read as is set forth below:

3.1 Early, Normal, Postponed and Disability Retirement. A Departing Fortitude Participant in the Plan who has a Separation from Service on or after June 2, 2020 shall be entitled to the Excess Retirement Income described in Article 4 of the Plan. If a Departing Fortitude Participant incurs a Disability, the Departing Fortitude Participant shall be entitled to receive the Excess Disability Retirement Income described in Section 4.5.

For a Departing Fortitude Participant, the first sentence of Section 3.2 shall not apply and shall be replaced with the following sentence:

3.2 A Departing Fortitude Participant who has a Separation from Service prior to Normal Retirement Date (other than by death or by incurring a Disability) shall be entitled to an Early Excess Retirement Income in accordance with Section 4.3.

6. Benefit

For a Departing Fortitude Participant, Section 4.3(f) shall read as is set forth below:

4.3(f) If the Departing Fortitude Participant is not eligible for Early Retirement under the Qualified Plan, the Frozen Accrued Benefit and the Grandfathered Accrued Benefit shall be the amounts that would be payable at Normal Retirement Date, but reduced by 6-2/3% for each of the first 5 years (and a fraction thereof for each full month) that retirement precedes age 65 and 3-1/3% for each of the next 5 years (and a fraction thereof for each full month) that retirement precedes age 60 and by an actuarial equivalent amount for retirement ages below age 55. With respect to retirement ages prior to age 55, the reduction will be based on an actuarial equivalent of the benefit payable at age 55. Actuarial equivalence will be based on the rate of interest determined under Code section 417(e)(3) as modified in other applicable guidance (including without limitation Revenue Ruling 2007-67) for the third calendar month prior to the calendar year in which benefits are scheduled to commence and the mortality table under Code section 417(e) in effect on the date benefits are scheduled to commence.

7. Death.

In Section 7.2, the following phrase that appears in both the ultimate and penultimate sentences in that Section is eliminated with respect to Departing Fortitude Participants:

“or , if later, within 90 days after the Participant would have attained age 55”



February 11, 2021

Peter Zaffino
Address on file with the Company

Re: Offer Letter –
President & Chief Executive Officer

Dear Peter:

We are pleased to confirm the terms of your role and compensation as President and Chief Executive Officer of American International Group, Inc. (the “Company” and, together with its subsidiaries and controlled affiliates, “AIG”).

- *Effective Date.* March 1, 2021.
- *Position.* On the Effective Date, you will begin to serve as President and Chief Executive Officer of the Company and you will continue to serve as a member of the Company’s Board of Directors (the “Board”). In that capacity, you will report directly (and only) to the Board and have all of the customary authorities, duties and responsibilities that accompany these positions.
- *Total Direct Compensation.* Your initial annual target direct compensation will be \$17,000,000, as follows:
 - Base Salary. Your base cash salary will be at a rate of \$1,500,000 per year, beginning on the Effective Date.
 - Short-term Incentive. Your annual incentive target award amount for 2021 will be \$4,000,000.

Annual incentives are currently determined and paid in accordance with the AIG Short-Term Incentive Plan (“STIP”). Your actual award, if any, will be determined based on the Board’s assessment of your performance and will be paid in cash in March 2022. There will be no proration of your annual incentive target amount for 2021 based on the Effective Date.

 - Long-term Incentive. Your annual long-term incentive target award amount for 2021 will be \$11,500,000.

Long-term incentives are currently granted in accordance with the AIG Long Term Incentive Plan (“LTIP”). Subject to the terms set out below (*Termination Protection*), your awards will be subject to the terms and conditions of the relevant LTIP and the award agreement governing the grant (including, without limitation, the six-month notice requirement) applicable to other senior management grantees. The long-term award mix and structure for 2021 is pending. (For reference, the 2020 long-term incentive awards comprised 50% performance share units, 25% restricted stock units and 25% stock options.)

· *Clawback Policy.* As an executive officer, any bonus, equity or equity-based award or other incentive compensation granted to you will be subject to the AIG Clawback Policy (and any other AIG clawback policies as may be in effect for senior management from time to time).

· *Benefits.* You will be entitled to benefits consistent with senior executives of the Company and reimbursement of reasonable business expenses, in each case in accordance with applicable AIG policies as in effect from time to time. To facilitate the performance of your management responsibilities, the Company will provide you with use of Company aircraft, use of Company pool cars and drivers, and an annual cash perquisite allowance of \$35,000. You will be permitted to use Company aircraft for personal purposes and will reimburse to the Company for incremental costs to the Company associated with such personal usage in excess of \$195,000 per year.

In connection with commencement of your service as President and Chief Executive Officer, the Company will pay your expenses of advisors in connection with negotiating and documenting these arrangements.

· *Termination Protection.* As President and Chief Executive Officer, you will continue to participate in AIG's Executive Severance Plan. All equity awards granted to you before, on or after the date of this letter (1) will fully vest upon a Covered Termination (as defined in the Executive Severance Plan as in effect on the date hereof, with the addition that Good Reason shall include any material adverse change in your duties or responsibilities), death, Disability or Retirement (as such terms are defined in the LTIP as in effect on the date hereof), (2) to the extent such equity awards are earned based on performance measures, performance shall be determined based on actual performance for the whole performance period (*provided* that, in the event of your death, any performance measures will be deemed to have been earned at target and your equity awards will become promptly deliverable), and (3) to the extent such equity awards are options, they will be exercisable (or become exercisable based on performance) for the remainder of the 10-year term following such termination of employment.

· *Indemnification and Cooperation.* During and after your employment, the Company will indemnify you in your capacity as an officer and a member of the Board of the Company to the fullest extent permitted by applicable law and the Company's charter and by-laws, and will provide you with director and officer liability insurance coverage (including post-termination/post-director service tail coverage) on the same basis as the Company's other executive officers or directors. The Company agrees to cause any successor to all or substantially all of the business or assets (or both) of the Company to assume expressly in writing and to agree to perform all of the obligations of the Company in this paragraph.

· You agree (whether during or after your employment with the Company) to reasonably cooperate with AIG in connection with any litigation or regulatory matter or with any government authority on any matter, in each case, pertaining to AIG and with respect to which you may have relevant knowledge, *provided* that, in connection with such cooperation, AIG will reimburse your reasonable expenses and you shall not be required to act against your own legal interests.

- *Notice Period.* You agree that if you voluntarily resign, you will give six months' written notice to the Company of your resignation, which may be working notice or non-working notice at the Company's sole discretion and which notice period is waivable by the Company at the Company's sole discretion, *provided* that any notice period that is waived shall constitute service for purposes of determining whether you have vested in any equity awards or have satisfied the requirements for Retirement.
- *Tax Matters.* Tax will be withheld by AIG as appropriate under applicable tax requirements for any payments or deliveries under this letter. To the extent any taxable expense reimbursement or in-kind benefits under this letter is subject to Section 409A of the U.S. Internal Revenue Code of 1986 ("Section 409A"), the amount thereof eligible in one taxable year shall not affect the amount eligible for any other taxable year, in no event shall any expenses be reimbursed after the last day of the taxable year following the taxable year in which you incurred such expenses and in no event shall any right to reimbursement or receipt of in-kind benefits be subject to liquidation or exchange for another benefit. Each payment under this letter will be treated as a separate payment for purposes of Section 409A.
- *No Guarantee of Employment or Target Direct Compensation.* This letter is not a guarantee of employment for any fixed period or a guarantee of target direct compensation for any period beyond 2021.
- *Non-Solicitation and Non-Disclosure Agreement.* The Non-Solicitation and Non-Disclosure Agreement you executed on July 3, 2017 (the "Non-Solicitation Agreement") shall remain in full force and effect.
- *Employment Dispute Resolution.* You continue to be a participant in the Company's Employment Dispute Resolution ("EDR") program, which provides for various ways to address work-related disputes, including mediation and arbitration, through the American Arbitration Association ("AAA").
- *Entire Agreement.* This letter constitutes AIG's only statement relating to your employment as President and Chief Executive Officer and, other than with respect to the Non-Solicitation Agreement, supersedes any previous communications or representations, oral or written, from or on behalf of AIG. In the event of any inconsistency between this letter and any other plan, program, practice or agreement in which you are a participant or a party, the terms described in this letter will control.

· *Miscellaneous Representations.* You confirm and represent to AIG, by signing this letter, that: (a) you are under no obligation or arrangement (including any restrictive covenants with any prior employer or any other entity) that would adversely impact your ability to perform the expected services on behalf of AIG other than as previously disclosed in writing to AIG and (b) you understand and accept all of the terms and conditions of this offer.

We look forward to your leadership.

Sincerely,

AMERICAN INTERNATIONAL GROUP, INC.

By: /s/W. Don Cornwell

W. Don Cornwell

Chair, Compensation and Management

Resources Committee

I agree with and accept the foregoing terms.

/s/Peter Zaffino

Peter Zaffino



February 11, 2021

Brian Duperreault
Address on file with the Company

Re: Transition to
Executive Chairman

Dear Brian:

On behalf of the Board of Directors (the “*Board*”) of American International Group, Inc. (“*AIG*” or the “*Company*”), I express deep appreciation for your many contributions to AIG and your continued service as Executive Chairman of the Board during 2021 as set forth in this letter agreement.

- *Service as Executive Chairman.* Effective March 1, 2021 (the “*Effective Date*”), you will become Executive Chairman of AIG. In that capacity, you will report directly (and only) to the Board and have all of the customary authorities, duties and responsibilities that accompany these positions as contemplated by AIG’s by-laws and corporate governance guidelines.
 - *Compensation as Executive Chairman.* Your annual target direct compensation as Executive Chairman will be \$12,750,000, as follows:
 - Base Salary. Your base cash salary will be at a rate of \$1,000,000 per year, beginning on the Effective Date.
 - Short-term Incentive. Your annual incentive target award amount will be \$750,000 beginning on the Effective Date. Your actual annual incentive for 2021 will be based on the time-weighted average of your annual incentive targets for the year (first as Chief Executive Officer and then as Executive Chairman) and will be determined and paid in accordance with the AIG Short-Term Incentive Plan.
 - Long-term Incentive. Your annual long-term incentive target award amount for 2021 will be \$11,000,000 and will be granted in accordance with the AIG Long Term Incentive Plan (“*LTIP*”) and subject to the terms and conditions of the relevant LTIP and the award agreement governing the grant. Your award will be 50% in the form of restricted stock units and 50% in stock options.
 - Benefits. During your term as Executive Chairman you also will continue to be entitled to benefits consistent with senior executives of the Company and reimbursement of reasonable business expenses, in each case in accordance with applicable AIG policies as in effect from time to time, and including access to offices in New York and Bermuda, aircraft usage consistent with the policy that currently applies to you (including your allowance of up to \$195,000 in personal travel), use of company pool cars and drivers, and a cash perquisite allowance for 2021 of \$35,000.
-

- In connection with commencement of your service as Executive Chairman, the Company will pay your expenses of advisors in connection with negotiating and documenting these arrangements.
- Clawback Policy. As an executive officer, any bonus, equity or equity-based award or other incentive compensation granted to you will be subject to the AIG Clawback Policy (and any other AIG clawback policies as may be in effect for senior management from time to time).
- *Transition at Year-End.* At the close of business on December 31, 2021 (your “*Transition Date*”), you will become a non-officer employee of AIG providing assistance and advice to the Chief Executive Officer as requested from time to time. In this capacity, you will report directly to AIG’s Chief Executive Officer and have such authorities, duties and responsibilities as may be reasonably requested by the Chief Executive Officer and mutually agreed with you, in each case in light of your seniority and experience, including assistance with the announced intention to separate the Life & Retirement business from AIG.
- At your Transition Date, your resignation as Executive Chairman and member of the Board will become effective, as well as any other position you then hold as an officer of AIG or as an officer or director of its subsidiaries, affiliates, joint ventures or other related entities. No further action or documentation is required to give effect to your resignations, although you agree to execute any further documentation that AIG may reasonably request to evidence them.
- *Compensation for 2022.* Your annual target direct compensation for 2022 will be \$7,500,000, as follows:
 - Base Salary. Your base cash salary will be at a rate of \$500,000 per year, beginning on January 1, 2022.
 - Long-term Incentive. Your annual long-term incentive target award amount for 2022 will be \$7,000,000 and will be granted in accordance with the AIG LTIP and subject to the terms and conditions of the relevant LTIP and the award agreement governing the grant. Your award will be 50% in the form of restricted stock units and 50% in stock options.
 - Short-term Incentive. Beginning in 2022, you will no longer be eligible for an annual short-term incentive.
 - Benefits. During your employment during 2022, you also will continue to have access to offices in New York and Bermuda and use of company pool cars and drivers. In addition, you will be permitted aircraft usage as available. You will reimburse to the Company all costs associated with any personal usage of the Company’s aircraft.
- *Separation from Service.* Unless you and the Chief Executive Officer otherwise agree in writing, your employment will end at the close of business on December 31, 2022, at which point you will cease to be an employee of AIG or any of its subsidiaries, affiliates, joint ventures or other related entities. No further action or documentation is required to give effect to your resignation, although you agree to execute any further documentation that AIG may reasonably request to evidence it. You will not be entitled to any severance or similar compensation on your termination on December 31, 2022, which you and we agree is your voluntary retirement (and will be treated as “Retirement” for purposes of the LTIP).

Termination Protection/Requirements. As Executive Chairman, you will continue to participate in AIG's Executive Severance Plan (the "ESP"). For purposes of the ESP, you consent to the terms of this letter and agree that they do not constitute "Good Reason." As of your Transition Date, you will cease to participate in the ESP, and you will not be a participant in the AIG, Inc. Severance Plan. If during 2022 your employment is terminated by AIG without "Cause" as defined in the ESP, you will be entitled to receive the remainder of your compensation due under this letter (in kind, with respect to your long-term incentive target award if not previously awarded and in a lump sum, in the case of your unpaid salary, and including any earned but unpaid short-term incentive for 2021) and any grants previously awarded under the LTIP will vest subject to the terms and conditions of the LTIP.

You agree that if you voluntarily resign before the end of 2022, you will give six months' written notice to the Company of your resignation, which may be working notice or non-working notice at the Company's sole discretion and which notice period is waivable by the Company at the Company's sole discretion.

Indemnification and Cooperation. During and after your employment, the Company will indemnify you in your capacity as an officer and employee and a member of the Board of the Company to the fullest extent permitted by applicable law and the Company's charter and by-laws, and will provide you with director and officer liability insurance coverage (including post-termination/post-director service tail coverage) on the same basis as the Company's other executive officers or directors. The Company agrees to cause any successor to all or substantially all of the business or assets (or both) of the Company to assume expressly in writing and to agree to perform all of the obligations of the Company in this paragraph.

You agree (whether during or after your employment with the Company) to reasonably cooperate with AIG in connection with any litigation or regulatory matter or with any government authority on any matter, in each case, pertaining to AIG and with respect to which you may have relevant knowledge, *provided* that, in connection with such cooperation, AIG will reimburse your reasonable expenses and you shall not be required to act against your own legal interests.

Tax Matters. Tax will be withheld by AIG as appropriate under applicable tax requirements for any payments or deliveries under this letter. To the extent any taxable expense reimbursement or in-kind benefits under this letter is subject to Section 409A of the U.S. Internal Revenue Code of 1986 ("Section 409A"), the amount thereof eligible in one taxable year shall not affect the amount eligible for any other taxable year, in no event shall any expenses be reimbursed after the last day of the taxable year following the taxable year in which you incurred such expenses and in no event shall any right to reimbursement or receipt of in-kind benefits be subject to liquidation or exchange for another benefit. Each payment under this letter will be treated as a separate payment for purposes of Section 409A.

- *No Guarantee of Employment or Target Direct Compensation.* This letter is not a guarantee of employment or target direct compensation for a fixed term.
- *Non-Solicitation and Non-Disclosure Agreement.* The Non-Solicitation and Non-Disclosure Agreement you executed on May 14, 2017 (the “*Non-Solicitation Agreement*”) shall remain in full force and effect.
- *Employment Dispute Resolution.* You continue to be a participant in the Company’s Employment Dispute Resolution (“*EDR*”) program, which provides for various ways to address work-related disputes, including mediation and arbitration, through the American Arbitration Association (“*AAA*”).
- *Entire Agreement.* This letter constitutes AIG’s only statement relating to your employment as Executive Chairman and after your Transition Date and, other than with respect to the Non-Solicitation Agreement, supersedes any previous communications or representations, oral or written, from or on behalf of AIG. In the event of any inconsistency between this letter and any other plan, program, practice or agreement in which you are a participant or a party, the terms described in this letter will control unless such other plan, program, practice or agreement specifically identifies the terms in this letter, and the specific provision hereof, as not so controlling.
- *Miscellaneous Representations.* You confirm and represent to AIG, by signing this letter, that: (a) you are under no obligation or arrangement (including any restrictive covenants with any prior employer or any other entity) that would adversely impact your ability to perform the expected services on behalf of AIG other than as previously disclosed in writing to AIG and (b) you understand and accept all of the terms and conditions of this offer.

Sincerely,

AMERICAN INTERNATIONAL GROUP, INC.

By: /s/W. Don Cornwell

W. Don Cornwell

Chair, Compensation and Management Resources Committee

I agree with and accept the foregoing terms.

/s/Brian Duperreault

Brian Duperreault

Subsidiaries of Registrant

Exhibit 21

		Percentage of Voting Securities held by Immediate Parent	(1)
As of December 31, 2020	Jurisdiction of Incorporation or Organization		
American International Group, Inc.	Delaware	0	(2)
AIG Capital Corporation	Delaware	100	
AIG Global Asset Management Holdings Corp.	Delaware	100	
AIG Asset Management (Europe) Limited	England and Wales	100	
AIG Asset Management (U.S.), LLC	Delaware	100	
AIG Global Real Estate Investment Corp.	Delaware	100	
AIGGRE Europe Real Estate Fund I GP S.a r.l.	Luxembourg	100	
AIGGRE U.S. Real Estate Fund I GP, LLC	Delaware	100	
AIGGRE U.S. Real Estate Fund I, LP	Delaware	100	
AIGGRE U.S. Real Estate Fund II GP, LLC	Delaware	100	
AIG Employee Services, Inc.	Delaware	100	
AIG Federal Savings Bank	The United States	100	
AIG Financial Products Corp.	Delaware	100	
AIG Matched Funding Corp.	Delaware	100	
AIG-FP Pinestead Holdings Corp.	Delaware	100	
AIG Markets, Inc.	Delaware	100	
AIG Property Casualty Inc.	Delaware	100	
AIG Claims, Inc.	Delaware	100	
AIG PC Global Services, Inc.	Delaware	100	
AIG Property Casualty International, LLC	Delaware	100	
AIG Insurance Management Services, Inc.	Vermont	100	
Grand Isle SAC Limited	Bermuda	100	
AIG International Holdings GmbH	Switzerland	100	
AIG APAC HOLDINGS PTE. LTD.	Singapore	100	
AIG Asia Pacific Insurance Pte. Ltd.	Singapore	100	
AIG Australia Limited	Australia	100	
AIG Insurance Hong Kong Limited	Hong Kong	100	
AIG Insurance New Zealand Limited	New Zealand	100	
AIG Korea Inc.	Korea, Republic of	100	
AIG Malaysia Insurance Berhad	Malaysia	100	
AIG Philippines Insurance, Inc.	Philippines	100	
AIG Re-Takaful (L) Berhad	Malaysia	100	
AIG Vietnam Insurance Company Limited	Vietnam	100	
PT AIG Insurance Indonesia	Indonesia	100	
Thai CIT Holding Company Limited	Thailand	49	
AIG Insurance (Thailand) Public Company Limited	Thailand	51	(3)
AIG Canada Holdings Inc.	Canada	100	
AIG Insurance Company of Canada	Canada	100	
AIG Europe Holdings S.a.r.l	Luxembourg	100	
AIG Europe S.A.	Luxembourg	100	
AIG Global Reinsurance Operations	Belgium	100	
AIG Holdings Europe Limited	England and Wales	100	
AIG Israel Insurance Company Ltd	Israel	100	
AIG Life Limited	England	100	
American International Group UK Limited	England	100	
Laya Healthcare Limited	Ireland	100	
AIG Investments UK Limited	England and Wales	100	
Talbot Holdings Ltd.	Bermuda	100	
Talbot Underwriting Holdings Ltd.	England and Wales	100	
Talbot Underwriting Ltd.	England and Wales	100	
AIG Japan Holdings Kabushiki Kaisha	Japan	100	
AIG General Insurance Co., Ltd.	Japan	100	
American Home Assurance Co., Ltd.	Japan	100	
AIG Latin America Investments, S.L.	Spain	100	
Inversiones Segucasai, C.A.	Venezuela	100	
C.A. de Seguros American International	Venezuela	93.72	
AIG Brazil Holding I, LLC	Delaware	100	
AIG Seguros Brasil S.A.	Brazil	90.56	(4)
AIG Resseguros Brasil S.A.	Brazil	100	

AIG Insurance Company-Puerto Rico	Puerto Rico	100	
AIG Latin America I.I.	Puerto Rico	100	
AIG Seguros Mexico, S.A. de C.V.	Mexico	100	
American International Overseas Limited	Spain	100	
American International Underwriters del Ecuador-Holding S.A.	Ecuador	100	
AIG-Metropolitana Cia. de Seguros y Reaseguros S.A.	Ecuador	32.06	(5)
AIG MEA Holdings Limited	United Arab Emirates	100	
AIG Egypt Insurance Company S.A.E.	Egypt	95.08	
AIG CIS Investments, LLC	Russian Federation	99.99	
AIG Insurance Company, JSC	Russian Federation	100	
AIG Lebanon SAL	Lebanon	100	
AIG MEA Limited	United Arab Emirates	100	
AIG Kenya Insurance Company Limited	Kenya	66.67	
AIG Uganda Limited	Uganda	100	
Johannesburg Insurance Holdings (Proprietary) Limited	South Africa	100	
AIG Life South Africa Limited	South Africa	100	
AIG South Africa Limited	South Africa	100	
AIG Travel, Inc.	Delaware	100	
AIG Travel Assist, Inc.	Delaware	100	
AIG Travel Asia Pacific Pte. Ltd.	Singapore	100	
AIG Travel Assist Malaysia Sdn. Bhd.	Malaysia	100	
AIG Travel EMEA Limited	England and Wales	100	
Travel Guard Group Canada, Inc./Groupe Garde Voyage du Canada, Inc.	Canada	100	
Travel Guard Group, Inc.	Wisconsin	100	
American International Reinsurance Company, Ltd.	Bermuda	100	
Validus Holdings, Ltd.	Bermuda	100	
Validus Reinsurance, Ltd.	Bermuda	100	
Validus Holdings (UK) Ltd.	England and Wales	100	
Validus Reinsurance (Switzerland) Ltd	Switzerland	100	
Validus Ventures Ltd.	Bermuda	100	
AlphaCat Managers Ltd.	Bermuda	100	
PCG 2019 Corporate Member Limited	England and Wales	100	
AIG Property Casualty U.S., Inc.	Delaware	100	
AIG Aerospace Insurance Services, Inc.	Georgia	100	
AIG Assurance Company	Pennsylvania	100	
AIG Property Casualty Company	Pennsylvania	100	
AIG Specialty Insurance Company	Illinois	100	
AIG WarrantyGuard, Inc.	Delaware	100	
AIU Insurance Company	New York	100	
American Home Assurance Company	New York	100	
AIGGRE EOLA LLC	Delaware	100	
AIG Insurance Company China Limited	China	100	
Commerce and Industry Insurance Company	New York	100	
Eaglestone Reinsurance Company	Pennsylvania	100	
Arthur J. Glatfelter Agency, Inc.	Pennsylvania	100	
Glatfelter Underwriting Services, Inc.	Pennsylvania	100	
Volunteer Firemen's Insurance Services, Inc.	Pennsylvania	100	
Granite State Insurance Company	Illinois	100	
Illinois National Insurance Co.	Illinois	100	
Lexington Insurance Company	Delaware	100	
Pine Street Real Estate Holdings Corp.	New Hampshire	100	
National Union Fire Insurance Company of Pittsburgh, Pa.	Pennsylvania	100	
American International Realty Corp.	Delaware	100	
National Union Fire Insurance Company of Vermont	Vermont	100	
New Hampshire Insurance Company	Pennsylvania	100	
Risk Specialists Companies Insurance Agency, Inc.	Massachusetts	100	
Service Net Warranty, LLC	Delaware	100	
The Insurance Company of the State of Pennsylvania	Pennsylvania	100	
Crop Risk Services, Inc.	Illinois	100	
Western World Insurance Company	New Hampshire	100	
Stratford Insurance Company	New Hampshire	100	
Tudor Insurance Company	New Hampshire	100	
Lexington Specialty Insurance Agency, Inc.	Delaware	100	
AIG Technologies, Inc.	New Hampshire	100	
AIG Shared Services Corporation	New York	100	
AM Holdings LLC	Delaware	100	
Blackboard U.S. Holdings, Inc.	Delaware	100	

Blackboard Services, LLC	Delaware	100
Blackboard Specialty Insurance Company	Delaware	100
Blackboard Insurance Company	Delaware	100
SAFG Retirement Services, Inc.	Delaware	100
AIG Life Holdings, Inc.	Texas	100
AGC Life Insurance Company	Missouri	100
AIG Life of Bermuda, Ltd.	Bermuda	100
American General Life Insurance Company	Texas	100
SA Affordable Housing, LLC	Delaware	100
SunAmerica Affordable Housing Partners, Inc.	California	100
SunAmerica Asset Management, LLC	Delaware	100
AIG Capital Services, Inc.	Delaware	100
The United States Life Insurance Company in the City of New York	New York	100
The Variable Annuity Life Insurance Company	Texas	100
VALIC Financial Advisors, Inc.	Texas	100
Valic Retirement Services Company	Texas	100

(1) *Percentages include directors' qualifying shares.*

(2) *Substantially all subsidiaries listed are consolidated in the accompanying financial statements. Certain subsidiaries have been omitted from the tabulation. The omitted subsidiaries, when considered in the aggregate, do not constitute a significant subsidiary.*

(3) *Also owned 48.99 percent by AIG Asia Pacific Insurance Pte. Ltd.*

(4) *Also owned 9.44 percent by AIG Brazil Holding II, LLC.*

(5) *Also owned 19.72 percent by AIG Latin America Investments, S.L.*

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No.333-223282) and Form S-8 (No.333-31346, No.333-101640, No.333-168679, No.333-188634 and No.333-219180) of American International Group, Inc. of our report dated February 19, 2021 relating to the financial statements, financial statement schedules and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

New York, New York
February 19, 2021

CERTIFICATIONS

I, Brian Duperreault, certify that:

1. I have reviewed this Annual Report on Form 10-K of American International Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 19, 2021

/S/ BRIAN DUPERREULT

Brian Duperreault
Chief Executive Officer

CERTIFICATIONS

I, Mark D. Lyons, certify that:

1. I have reviewed this Annual Report on Form 10-K of American International Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 19, 2021

/S/ MARK D. LYONS

Mark D. Lyons
Executive Vice President and
Chief Financial Officer

CERTIFICATION

In connection with this Annual Report on Form 10-K of American International Group, Inc. (the "Company") for the year ended December 31, 2020, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Brian Duperreault, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 19, 2021

/S/ BRIAN DUPERRAULT

Brian Duperreault
Chief Executive Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

CERTIFICATION

In connection with this Annual Report on Form 10-K of American International Group, Inc. (the "Company") for the year ended December 31, 2020, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mark D. Lyons, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 19, 2021

/S/ MARK D. LYONS

Mark D. Lyons
Executive Vice President and
Chief Financial Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2021

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 1-8787



American International Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

13-2592361

(I.R.S. Employer
Identification No.)

175 Water Street, New York, New York

(Address of principal executive offices)

10038

(Zip Code)

Registrant's telephone number, including area code: (212) 770-7000

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, Par Value \$2.50 Per Share	AIG	New York Stock Exchange
5.75% Series A-2 Junior Subordinated Debentures	AIG 67BP	New York Stock Exchange
4.875% Series A-3 Junior Subordinated Debentures	AIG 67EU	New York Stock Exchange
Stock Purchase Rights		New York Stock Exchange
Depository Shares Each Representing a 1/1,000th Interest in a Share of Series A 5.85% Non-Cumulative Perpetual Preferred Stock	AIG PRA	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of May 3, 2021, there were 858,140,647 shares outstanding of the registrant's common stock.

AMERICAN INTERNATIONAL GROUP, INC.
QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTERLY PERIOD ENDED
MARCH 31, 2021
TABLE OF CONTENTS

FORM 10-Q

Item Number	Description	Page
Part I – Financial Information		
ITEM 1	Financial Statements	2
Note 1.	Basis of Presentation	8
Note 2.	Summary of Significant Accounting Policies	11
Note 3.	Segment Information	12
Note 4.	Fair Value Measurements	14
Note 5.	Investments	28
Note 6.	Lending Activities	37
Note 7.	Reinsurance	41
Note 8.	Variable Interest Entities	43
Note 9.	Derivatives and Hedge Accounting	46
Note 10.	Insurance Liabilities	49
Note 11.	Contingencies, Commitments and Guarantees	52
Note 12.	Equity	54
Note 13.	Earnings Per Common Share (EPS)	58
Note 14.	Employee Benefits	59
Note 15.	Income Taxes	60
Note 16.	Subsequent Events	63
ITEM 2	Management's Discussion and Analysis of Financial Condition and Results of Operations	64
	□ Cautionary Statement Regarding Forward-Looking Information	64
	□ Use of Non-GAAP Measures	67
	□ Critical Accounting Estimates	69
	□ Executive Summary	70
	□ Consolidated Results of Operations	78
	□ Business Segment Operations	83
	□ Investments	108
	□ Insurance Reserves	118
	□ Liquidity and Capital Resources	127
	□ Enterprise Risk Management	138
	□ Regulatory Environment	139
	□ Glossary	140
	□ Acronyms	143
ITEM 3	Quantitative and Qualitative Disclosures About Market Risk	144
ITEM 4	Controls and Procedures	144
Part II – Other Information		
ITEM 1	Legal Proceedings	145
ITEM 1A	Risk Factors	145
ITEM 2	Unregistered Sales of Equity Securities and Use of Proceeds	145
ITEM 4	Mine Safety Disclosures	145
ITEM 6	Exhibits	146
Signatures		147

Part I – Financial Information

Item 1. | Financial Statements

American International Group, Inc. Condensed Consolidated Balance Sheets *(unaudited)*

	March 31, 2021	December 31, 2020
<i>(in millions, except for share data)</i>		
Assets:		
Investments:		
Fixed maturity securities:		
Bonds available for sale, at fair value, net of allowance for credit losses of \$122 in 2021 and \$186 in 2020 (amortized cost: 2021 - \$247,438; 2020 - \$244,337)*	\$ 263,012	\$ 271,496
Other bond securities, at fair value (See Note 5)*	4,973	5,291
Equity securities, at fair value (See Note 5)*	1,160	1,056
Mortgage and other loans receivable, net of allowance for credit losses of \$787 in 2021 and \$814 in 2020*	45,468	45,562
Other invested assets (portion measured at fair value: 2021 - \$8,713; 2020 - \$8,422)*	19,390	19,060
Short-term investments, including restricted cash of \$210 in 2021 and \$180 in 2020 (portion measured at fair value: 2021 - \$4,426; 2020 - \$5,968)*	14,454	18,203
Total investments	348,457	360,668
Cash*	2,796	2,827
Accrued investment income*	2,309	2,271
Premiums and other receivables, net of allowance for credit losses and disputes of \$203 in 2021 and \$205 in 2020	13,808	11,333
Reinsurance assets - Fortitude Re, net of allowance for credit losses and disputes of \$0 in 2021 and \$0 in 2020	34,342	34,578
Reinsurance assets - other, net of allowance for credit losses and disputes of \$329 in 2021 and \$326 in 2020	41,932	38,963
Deferred income taxes	13,690	12,624
Deferred policy acquisition costs	11,144	9,805
Other assets, net of allowance for credit losses of \$49 in 2021 and \$49 in 2020, including restricted cash of \$238 in 2021 and \$223 in 2020 (portion measured at fair value: 2021 - \$1,006; 2020 - \$887)*	13,223	13,122
Separate account assets, at fair value	102,689	100,290
Total assets	\$ 584,390	\$ 586,481
Liabilities:		
Liability for unpaid losses and loss adjustment expenses, including allowance for credit losses of \$14 in 2021 and \$14 in 2020	\$ 78,832	\$ 77,720
Unearned premiums	21,012	18,660
Future policy benefits for life and accident and health insurance contracts	50,709	51,097
Policyholder contract deposits (portion measured at fair value: 2021 - \$7,617; 2020 - \$9,798)	157,741	160,251
Other policyholder funds	3,564	3,548
Fortitude Re funds withheld payable (portion measured at fair value: 2021 - \$3,487; 2020 - \$6,042)	40,181	43,060
Other liabilities (portion measured at fair value: 2021 - \$703; 2020 - \$570)*	30,454	27,122
Long-term debt (portion measured at fair value: 2021 - \$2,015; 2020 - \$2,097)	26,432	28,103
Debt of consolidated investment entities*	9,216	9,431
Separate account liabilities	102,689	100,290
Total liabilities	520,830	519,282
Contingencies, commitments and guarantees (See Note 11)		
AIG shareholders' equity:		
Series A non-cumulative preferred stock and additional paid in capital, \$5.00 par value; 100,000,000 shares authorized; shares issued: 2021 - 20,000 and 2020 - 20,000; liquidation preference \$500	485	485
Common stock, \$2.50 par value; 5,000,000,000 shares authorized; shares issued: 2021 - 1,906,671,492 and 2020 - 1,906,671,492	4,766	4,766
Treasury stock, at cost; 2021 - 1,047,288,039 shares; 2020 - 1,045,113,443 shares of common stock	(49,412)	(49,322)
Additional paid-in capital	81,253	81,418
Retained earnings	19,121	15,504
Accumulated other comprehensive income	6,466	13,511
Total AIG shareholders' equity	62,679	66,362
Non-redeemable noncontrolling interests	881	837
Total equity	63,560	67,199
Total liabilities and equity	\$ 584,390	\$ 586,481

* See Note 8 for details of balances associated with variable interest entities.

See accompanying Notes to Condensed Consolidated Financial Statements.

American International Group, Inc.

Condensed Consolidated Statements of Income *(unaudited)*

	Three Months Ended March 31,	
	2021	2020
<i>(dollars in millions, except per common share data)</i>		
Revenues:		
Premiums	\$ 6,507	\$ 7,443
Policy fees	784	755
Net investment income:		
Net investment income - excluding Fortitude Re funds withheld assets	3,171	2,508
Net investment income - Fortitude Re funds withheld assets	486	-
Total net investment income	3,657	2,508
Net realized capital gains:		
Net realized capital gains - excluding Fortitude Re funds withheld assets and embedded derivative	695	3,519
Net realized capital gains on Fortitude Re funds withheld assets	173	-
Net realized capital gains on Fortitude Re funds withheld embedded derivative	2,382	-
Total net realized capital gains	3,250	3,519
Other income	256	218
Total revenues	14,454	14,443
Benefits, losses and expenses:		
Policyholder benefits and losses incurred	5,139	6,325
Interest credited to policyholder account balances	868	957
Amortization of deferred policy acquisition costs	1,304	1,862
General operating and other expenses	2,088	2,153
Interest expense	342	355
(Gain) loss on extinguishment of debt	(8)	17
Net (gain) loss on sale or disposal of divested businesses	(7)	216
Total benefits, losses and expenses	9,726	11,885
Income from continuing operations before income tax expense	4,728	2,558
Income tax expense	798	904
Income from continuing operations	3,930	1,654
Income (loss) from discontinued operations, net of income taxes	-	-
Net income	3,930	1,654
Less:		
Net income (loss) from continuing operations attributable to noncontrolling interests	54	(95)
Net income attributable to AIG	3,876	1,749
Less: Dividends on preferred stock	7	7
Net income attributable to AIG common shareholders	\$ 3,869	\$ 1,742
Income per common share attributable to AIG common shareholders:		
Basic:		
Income from continuing operations	\$ 4.45	\$ 1.99
Income from discontinued operations	\$ -	\$ -
Net income attributable to AIG common shareholders	\$ 4.45	\$ 1.99
Diluted:		
Income from continuing operations	\$ 4.41	\$ 1.98
Income from discontinued operations	\$ -	\$ -
Net income attributable to AIG common shareholders	\$ 4.41	\$ 1.98
Weighted average shares outstanding:		
Basic	868,105,069	874,213,630
Diluted	876,269,924	878,866,213

See accompanying Notes to Condensed Consolidated Financial Statements.

American International Group, Inc.

Condensed Consolidated Statements of Comprehensive Loss *(unaudited)*

<i>(in millions)</i>	Three Months Ended March 31,	
	2021	2020
Net income	\$ 3,930	\$ 1,654
Other comprehensive loss, net of tax		
Change in unrealized appreciation (depreciation) of fixed maturity securities on which allowance for credit losses was taken	33	(359)
Change in unrealized depreciation of all other investments	(7,199)	(5,542)
Change in foreign currency translation adjustments	125	(85)
Change in retirement plan liabilities adjustment	(3)	(7)
Change in fair value of liabilities under fair value option attributable to changes in own credit risk	(1)	3
Other comprehensive loss	(7,045)	(5,990)
Comprehensive loss	(3,115)	(4,336)
Comprehensive income (loss) attributable to noncontrolling interests	54	(109)
Comprehensive loss attributable to AIG	\$ (3,169)	\$ (4,227)

See accompanying Notes to Condensed Consolidated Financial Statements.

American International Group, Inc.

Condensed Consolidated Statements of Equity *(unaudited)*

<i>(in millions)</i>	Preferred Stock and Additional Paid-in Capital	Common Stock	Treasury Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Total AIG Share- holders' Equity	Non- redeemable Non- controlling Interests	Total Equity
Three Months Ended March 31, 2021									
Balance, beginning of year	\$ 485	\$ 4,766	\$ (49,322)	\$ 81,418	\$ 15,504	\$ 13,511	\$ 66,362	\$ 837	\$ 67,199
Cumulative effect of change in accounting principle, net of tax	-	-	-	-	-	-	-	-	-
Common stock issued under stock plans	-	-	171	(255)	-	-	(84)	-	(84)
Purchase of common stock	-	-	(362)	-	-	-	(362)	-	(362)
Net income attributable to AIG or noncontrolling interests	-	-	-	-	3,876	-	3,876	54	3,930
Dividends on preferred stock	-	-	-	-	(7)	-	(7)	-	(7)
Dividends on common stock	-	-	-	-	(276)	-	(276)	-	(276)
Other comprehensive income (loss)	-	-	-	-	-	(7,045)	(7,045)	-	(7,045)
Net increase due to divestitures and acquisitions	-	-	-	-	-	-	-	75	75
Contributions from noncontrolling interests	-	-	-	-	-	-	-	5	5
Distributions to noncontrolling interests	-	-	-	-	-	-	-	(90)	(90)
Other	-	-	101	90	24	-	215	-	215
Balance, end of period	\$ 485	\$ 4,766	\$ (49,412)	\$ 81,253	\$ 19,121	\$ 6,466	\$ 62,679	\$ 881	\$ 63,560
Three Months Ended March 31, 2020									
Balance, beginning of year	\$ 485	\$ 4,766	\$ (48,987)	\$ 81,345	\$ 23,084	\$ 4,982	\$ 65,675	\$ 1,752	\$ 67,427
Cumulative effect of change in accounting principle, net of tax	-	-	-	-	(487)	-	(487)	-	(487)
Common stock issued under stock plans	-	-	160	(255)	-	-	(95)	-	(95)
Purchase of common stock	-	-	(500)	-	-	-	(500)	-	(500)
Net income (loss) attributable to AIG or noncontrolling interests	-	-	-	-	1,749	-	1,749	(95)	1,654
Dividends on preferred stock	-	-	-	-	(7)	-	(7)	-	(7)
Dividends on common stock	-	-	-	-	(276)	-	(276)	-	(276)
Other comprehensive loss	-	-	-	-	-	(5,976)	(5,976)	(14)	(5,990)
Net increase due to divestitures and acquisitions	-	-	-	-	-	-	-	48	48
Contributions from noncontrolling interests	-	-	-	-	-	-	-	1	1
Distributions to noncontrolling interests	-	-	-	-	-	-	-	(22)	(22)
Other	-	-	(7)	98	(1)	-	90	-	90
Balance, end of period	\$ 485	\$ 4,766	\$ (49,334)	\$ 81,188	\$ 24,062	\$ (994)	\$ 60,173	\$ 1,670	\$ 61,843

See accompanying Notes to Condensed Consolidated Financial Statements.

American International Group, Inc.

Condensed Consolidated Statements of Cash Flows *(unaudited)*

<i>(in millions)</i>	Three Months Ended March 31,	
	2021	2020
Cash flows from operating activities:		
Net income	\$ 3,930	\$ 1,654
(Income) loss from discontinued operations	-	-
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Noncash revenues, expenses, gains and losses included in income:		
Net gains on sales of securities available for sale and other assets	(417)	(265)
Net (gains) losses on sale or disposal of divested businesses	(7)	216
(Gains) losses on extinguishment of debt	(8)	17
Unrealized gains in earnings - net	(853)	(3,197)
Equity in loss from equity method investments, net of dividends or distributions	3	167
Depreciation and other amortization	1,423	1,878
Impairments of assets	6	25
Changes in operating assets and liabilities:		
Insurance reserves	3,628	1,727
Premiums and other receivables and payables - net	(2,863)	(62)
Reinsurance assets and funds held under reinsurance contracts	(2,879)	(2,131)
Capitalization of deferred policy acquisition costs	(1,422)	(1,379)
Current and deferred income taxes - net	756	842
Other, net	(657)	(78)
Total adjustments	(3,290)	(2,240)
Net cash provided by (used in) operating activities	640	(586)
Cash flows from investing activities:		
Proceeds from (payments for)		
Sales or distributions of:		
Available for sale securities	6,200	7,040
Other securities	248	1,577
Other invested assets	1,147	1,447
Maturities of fixed maturity securities available for sale	7,823	6,768
Principal payments received on and sales of mortgage and other loans receivable	2,009	1,014
Purchases of:		
Available for sale securities	(15,329)	(15,121)
Other securities	(64)	(317)
Other invested assets	(649)	(717)
Mortgage and other loans receivable	(1,997)	(1,733)
Net change in short-term investments	4,067	(6,023)
Other, net	(1,950)	5,432
Net cash provided by (used in) investing activities	1,505	(633)
Cash flows from financing activities:		
Proceeds from (payments for)		
Policyholder contract deposits	5,716	5,761
Policyholder contract withdrawals	(5,190)	(4,547)
Issuance of long-term debt	27	38
Issuance of debt of consolidated investment entities	495	635
Repayments of long-term debt	(1,515)	(363)
Repayments of debt of consolidated investment entities	(900)	(521)
Borrowings under syndicated credit facility	-	1,300
Issuance of common stock	-	-
Purchase of common stock	(362)	(500)
Dividends paid on preferred stock	(7)	(7)
Dividends paid on common stock	(276)	(276)
Other, net	(102)	(288)
Net cash provided by (used in) financing activities	(2,114)	1,232
Effect of exchange rate changes on cash and restricted cash	(17)	10
Net increase in cash and restricted cash	14	23
Cash and restricted cash at beginning of year	3,230	3,287
Change in cash of businesses held for sale	-	9
Cash and restricted cash at end of period	\$ 3,244	\$ 3,319

American International Group, Inc.

Condensed Consolidated Statements of Cash Flows *(unaudited)(continued)*

Supplementary Disclosure of Condensed Consolidated Cash Flow Information

<i>(in millions)</i>	Three Months Ended March 31,	
	2021	2020
Cash	\$ 2,796	\$ 2,738
Restricted cash included in Short-term investments*	210	324
Restricted cash included in Other assets*	238	257
Total cash and restricted cash shown in the Condensed Consolidated Statements of Cash Flows	\$ 3,244	\$ 3,319
Cash paid during the period for:		
Interest	\$ 255	\$ 323
Taxes	\$ 42	\$ 62
Non-cash investing activities:		
Fixed maturity securities available for sale received in connection with pension risk transfer transactions	\$ -	\$ 553
Fixed maturity securities received in connection with reinsurance transactions	\$ 161	\$ -
Fixed maturity securities transferred in connection with reinsurance transactions	\$ (194)	\$ -
Non-cash financing activities:		
Interest credited to policyholder contract deposits included in financing activities	\$ 860	\$ 991
Fee income debited to policyholder contract deposits included in financing activities	\$ (423)	\$ (423)

* Includes funds held for tax sharing payments to AIG Parent, security deposits, and replacement reserve deposits related to our affordable housing investments.

See accompanying Notes to Condensed Consolidated Financial Statements.

1. Basis of Presentation

American International Group, Inc. (AIG) is a leading global insurance organization serving customers in approximately 80 countries and jurisdictions. AIG companies serve commercial and individual customers through one of the most extensive worldwide property-casualty networks of any insurer. In addition, AIG companies are leading providers of life insurance and retirement services in the United States. AIG Common Stock, par value \$2.50 per share (AIG Common Stock), is listed on the New York Stock Exchange (NYSE: AIG). Unless the context indicates otherwise, the terms "AIG," "we," "us" or "our" mean American International Group, Inc. and its consolidated subsidiaries, and the term "AIG Parent" means American International Group, Inc. and not any of its consolidated subsidiaries.

These unaudited Condensed Consolidated Financial Statements do not include all disclosures that are normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States (GAAP) and should be read in conjunction with the audited Consolidated Financial Statements and the related notes included in our Annual Report on Form 10-K for the year ended December 31, 2020 (the 2020 Annual Report). The condensed consolidated financial information as of December 31, 2020 included herein has been derived from the audited Consolidated Financial Statements in the 2020 Annual Report.

Certain of our foreign subsidiaries included in the Condensed Consolidated Financial Statements report on the basis of a fiscal period ending November 30. The effect on our consolidated financial condition and results of operations of all material events occurring at these subsidiaries through the date of each of the periods presented in these Condensed Consolidated Financial Statements has been considered for adjustment and/or disclosure. In the opinion of management, these Condensed Consolidated Financial Statements contain normal recurring adjustments, including eliminations of material intercompany accounts and transactions, necessary for a fair statement of the results presented herein. Operating results for the three months ended March 31, 2021, are not necessarily indicative of the results that may be expected for the year ending December 31, 2021, especially when considering the risks and uncertainties associated with COVID-19 and the impact it may have on our business, results of operations and financial condition.

We evaluated the need to recognize or disclose events that occurred subsequent to March 31, 2021 and prior to the issuance of these Condensed Consolidated Financial Statements.

SALES/DISPOSALS OF BUSINESSES

Fortitude Holdings

On June 2, 2020, we completed the sale of a majority of the interests in Fortitude Group Holdings, LLC (Fortitude Holdings) to Carlyle FRL, L.P. (Carlyle FRL), an investment fund advised by an affiliate of The Carlyle Group Inc. (Carlyle), and T&D United Capital Co., Ltd. (T&D), a subsidiary of T&D Holdings, Inc., under the terms of a membership interest purchase agreement entered into on November 25, 2019 by and among AIG, Fortitude Holdings, Carlyle FRL, Carlyle, T&D and T&D Holdings, Inc. (the Majority Interest Fortitude Sale). AIG established Fortitude Reinsurance Company Ltd. (Fortitude Re), a wholly owned subsidiary of Fortitude Holdings, in 2018 in a series of reinsurance transactions related to AIG's Run-Off operations. As of March 31, 2021, approximately \$30.3 billion of reserves from AIG's Life and Retirement Run-Off Lines and approximately \$4.0 billion of reserves from AIG's General Insurance Run-Off Lines, related to business written by multiple wholly-owned AIG subsidiaries, had been ceded to Fortitude Re under these reinsurance transactions. As of closing of the Majority Interest Fortitude Sale, these reinsurance transactions are no longer considered affiliated transactions and Fortitude Re is the reinsurer of the majority of AIG's Run-Off operations. As these reinsurance transactions are structured as modified coinsurance and loss portfolio transfers with funds withheld, following the closing of the Majority Interest Fortitude Sale, AIG continues to reflect the invested assets, which consist mostly of available for sale securities, supporting Fortitude Re's obligations, in AIG's financial statements.

AIG sold a 19.9 percent ownership interest in Fortitude Holdings to TC Group Cayman Investments Holdings, L.P. (TCG), an affiliate of Carlyle, in November 2018 (the 2018 Fortitude Sale). As a result of completion of the Majority Interest Fortitude Sale, Carlyle FRL purchased from AIG a 51.6 percent ownership interest in Fortitude Holdings and T&D purchased from AIG a 25 percent ownership interest in Fortitude Holdings; AIG retained a 3.5 percent ownership interest in Fortitude Holdings and one seat on its Board of Managers. The \$2.2 billion of proceeds received by AIG at closing include (i) the \$1.8 billion under the Majority Interest Fortitude Sale, which is subject to a post-closing purchase price adjustment pursuant to which AIG will pay Fortitude Re for certain adverse development in property casualty related reserves, based on an agreed methodology, that may occur on or prior to December 31, 2023, up to a maximum payment of \$500 million; and (ii) a \$383 million purchase price adjustment from Carlyle FRL and T&D, corresponding to their respective portions of a proposed \$500 million non-pro rata distribution from Fortitude Holdings that was not received by AIG prior to the closing.

AIG recorded a total after-tax reduction to total AIG shareholders' equity of \$4.3 billion related to the sale of the majority interest in and deconsolidation of Fortitude Holdings in the second quarter of 2020. The impact to equity was primarily due to a \$6.7 billion after-tax loss partially offset by a \$2.4 billion increase in accumulated other comprehensive income (AOCI) due to the release of shadow adjustments primarily related to future policy benefits. The \$6.7 billion after-tax loss was comprised of (i) a \$2.7 billion loss related to the write-off of prepaid insurance assets and deferred policy acquisition costs (DAC) upon deconsolidation of Fortitude Holdings and (ii) \$4.0 billion related to the loss on the sale primarily as a result of increases in Fortitude Holdings' equity principally related to mark to market movements from the December 31, 2018 date as of which Fortitude Holdings' equity was calculated for purposes of the purchase price determination, through the June 2, 2020 closing date.

In connection with the Majority Interest Fortitude Sale, AIG, Fortitude Holdings, and TCG agreed that, effective as of the closing, (i) AIG's investment commitment targets under the 2018 Fortitude Sale (whereby AIG had agreed to invest certain amounts into various Carlyle strategies and to make certain minimum investment management fee payments by November 2021) were assumed by Fortitude Holdings and AIG was released therefrom, (ii) the purchase price adjustment that AIG had agreed to provide TCG in the 2018 Fortitude Sale (whereby AIG had agreed to reimburse TCG for adverse development in property casualty related reserves, based on an agreed methodology, that may occur on or prior to December 31, 2023, up to the value of TCG's investment in Fortitude Holdings) has been terminated, and (iii) TCG remains obligated to pay AIG \$115 million of deferred consideration upon settlement of the post-closing purchase price adjustment referred to above. This latter amount is composed of \$95 million of deferred consideration contemplated as part of the 2018 Fortitude Sale, together with \$19.9 million in respect of TCG's 19.9 percent share of the unpaid portion of the \$500 million non-pro rata dividend to be paid to AIG under the 2018 Fortitude Sale (TCG paid \$79.6 million to AIG on May 26, 2020). In addition, the 2018 capital maintenance agreement between AIG and Fortitude Re and the letters of credit issued in support of Fortitude Re and subject to reimbursement by AIG in the event of a drawdown were terminated as of the closing of the Majority Interest Fortitude Sale. Upon closing of the Majority Interest Fortitude Sale, AIG entered into a transition services agreement with Fortitude Holdings for the provision of transition services for a period after closing, and letter of credit agreements with certain financial institutions, which issued letters of credit in support of certain General Insurance subsidiaries that have reinsurance agreements in place with Fortitude Re in the amount of \$600 million. These letters of credit are subject to reimbursement by AIG in the event of a drawdown by these insurance subsidiaries.

Following closing, in the second quarter of 2020, AIG contributed \$700 million of the proceeds of the Majority Interest Fortitude Sale to certain of its General Insurance subsidiaries and \$135 million of the proceeds of the Majority Interest Fortitude Sale to certain of its Life and Retirement subsidiaries.

For further discussion on the sale of Fortitude Holdings see Note 7 to the Condensed Consolidated Financial Statements.

Blackboard

At the end of March 2020, Blackboard U.S. Holdings, Inc. (Blackboard), AIG's technology-driven subsidiary, was placed into run-off. As a result of this decision, during the three months ended March 31, 2020, AIG recognized a pre-tax loss of \$210 million, primarily consisting of asset impairment charges.

Life and Retirement

On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG. Any separation transaction will be subject to the satisfaction of various conditions and approvals, including approval by the AIG Board of Directors, receipt of insurance and other required regulatory approvals, and satisfaction of any applicable requirements of the Securities and Exchange Commission (SEC). While we currently believe an initial public offering represents an optimal path, no assurance can be given regarding the form that a separation transaction may take or the specific terms or timing thereof, or that a separation will in fact occur.

Sale of Certain AIG Life and Retirement Retail Mutual Funds Business

On February 8, 2021, we announced we entered into a definitive agreement with Touchstone Investments (Touchstone), an indirect wholly-owned subsidiary of Western & Southern Financial Group, to sell certain assets of AIG Life and Retirement's Retail Mutual Funds business. As of March 31, 2021, AIG Life and Retirement's Retail Mutual Funds business managed \$7.6 billion in assets across eighteen funds. Pursuant to the definitive agreement, twelve retail mutual funds with \$7.4 billion in assets will be reorganized into Touchstone funds. The transaction closing is subject to customary regulatory and fund shareholder approvals and is targeted for mid-2021. Six retail mutual funds with \$0.2 billion in assets, excluding fund of funds, managed by AIG Life and Retirement and not included in the transaction will be wound down and liquidated. AIG Life and Retirement will retain its fund management platform and capabilities dedicated to its variable insurance products.

USE OF ESTIMATES

The preparation of financial statements in accordance with U.S. GAAP requires the application of accounting policies that often involve a significant degree of judgment. Accounting policies that we believe are most dependent on the application of estimates and assumptions are considered our critical accounting estimates and are related to the determination of:

- liability for unpaid losses and loss adjustment expenses (loss reserves);
- valuation of future policy benefit liabilities and timing and extent of loss recognition;
- valuation of liabilities for guaranteed benefit features of variable annuity products;
- valuation of embedded derivatives for fixed index annuity and life products;
- estimated gross profits to value deferred policy acquisition costs for investment-oriented products, for example universal life, variable and fixed annuities, and fixed indexed annuities;
- reinsurance assets, including the allowance for credit losses;
- goodwill impairment;
- allowances for credit losses primarily on loans and available for sale fixed maturity securities;
- liability for legal contingencies;
- fair value measurements of certain financial assets and liabilities; and
- income tax assets and liabilities, including recoverability of our net deferred tax asset and the predictability of future tax operating profitability of the character necessary to realize the net deferred tax asset and estimates associated with the Tax Cuts and Jobs Act (the Tax Act).

These accounting estimates require the use of assumptions about matters, some of which are highly uncertain at the time of estimation. To the extent actual experience differs from the assumptions used, our consolidated financial condition, results of operations and cash flows could be materially affected.

REVISION OF PRIOR PERIOD FINANCIAL STATEMENTS

During the fourth quarter of 2020, we identified certain cash flows that had been incorrectly classified in our Consolidated Statements of Cash Flows. Specifically, misclassifications were identified related to policyholder contract deposits that impacted several line items within the previously issued Consolidated Statements of Cash Flows. While these items affect the cash flows from operating and financing activities, they had no impact on the net increase (decrease) in cash and restricted cash for the previously reported periods.

We assessed the materiality of the misclassification on prior period financial statements in accordance with SEC Staff Accounting Bulletin Number 99, Materiality, as codified in ASC 250-10, Accounting Changes and Error Corrections. We have determined that these misclassifications were not material to the financial statements of any prior annual or interim period. Accordingly, the three-month period ended March 31, 2020 has been corrected in the comparative Condensed Consolidated Statements of Cash Flows. Additionally, impacted prior interim periods will be revised within the Quarterly Reports on Form 10-Q to be filed for the periods ending June 30, 2021 and September 30, 2021.

For the three months ended March 31, 2020, the unrealized (gains) losses in earnings – net and Insurance reserves line items in the Consolidated Statements of Cash Flows were adjusted by \$(648) million and \$76 million, respectively. The total net cash provided by (used in) operating activities was adjusted by \$(572) million. Additionally, the Policyholder contract deposits and Policyholder contract withdrawals line items in the Consolidated Statements of Cash Flows were adjusted by \$782 million and \$(210) million, respectively. The total net cash provided by financing activities was adjusted by \$572 million.

2. Summary of Significant Accounting Policies

ACCOUNTING STANDARDS ADOPTED DURING 2021

Income Tax

On December 18, 2019, the FASB issued an accounting standard that simplifies the accounting for income taxes by eliminating certain exceptions to the incremental approach for intraperiod tax allocation, the methodology for calculating income taxes in an interim period and the recognition of deferred tax liabilities for outside basis differences. The amendments also simplified other areas including the accounting for franchise taxes and enacted tax laws or rates, and clarified the accounting for transactions that result in the step-up in the tax basis of goodwill. We adopted the standard on its effective date of January 1, 2021. The impact of adoption was not material to our consolidated financial condition, results of operations and cash flows.

Clarification of Accounting for Certain Equity Method Investments

On January 16, 2020, the FASB issued an accounting standard to clarify how a previously issued standard regarding a company's ability to measure the fair value of certain equity securities without a readily determinable fair value should interact with equity method investments standards. The previously issued standard provides that such equity securities could be measured at cost, minus impairment, if any, unless an observable transaction for an identical or similar security occurs (measurement alternative). The new standard clarifies that a company should consider observable transactions that require the company to either apply or discontinue the equity method of accounting for the purposes of applying the measurement alternative in accordance with the equity method immediately before applying or upon discontinuing the equity method.

The standard further clarifies that, when determining the accounting for certain forward contracts and purchased options a company should not consider, whether upon settlement or exercise, if the underlying securities would be accounted for under the equity method or fair value option.

We adopted the standard prospectively on its effective date of January 1, 2021. The adoption of the standard did not have a material impact on our consolidated financial condition, results of operations or cash flows.

FUTURE APPLICATION OF ACCOUNTING STANDARDS

Targeted Improvements to the Accounting for Long-Duration Contracts

In August 2018, the FASB issued an accounting standard update with the objective of making targeted improvements to the existing recognition, measurement, presentation, and disclosure requirements for long-duration contracts issued by an insurance entity. The standard prescribes significant and comprehensive changes to recognition, measurement, presentation and disclosure as summarized below:

- Requires the review and if necessary update of future policy benefit assumptions at least annually for traditional and limited pay long duration contracts, with the recognition and separate presentation of any resulting re-measurement gain or loss (except for discount rate changes as noted below) in the income statement.
- Requires the discount rate assumption to be updated at the end of each reporting period using an upper medium grade (low-credit risk) fixed income instrument yield that maximizes the use of observable market inputs and recognizes the impact of changes to discount rates in other comprehensive income.
- Simplifies the amortization of DAC to a constant level basis over the expected term of the related contracts with adjustments for unexpected terminations, but no longer requires an impairment test.
- Requires the measurement of all market risk benefits associated with deposit (or account balance) contracts at fair value through the income statement with the exception of instrument-specific credit risk changes, which will be recognized in other comprehensive income.
- Increased disclosures of disaggregated roll-forwards of policy benefits, account balances, market risk benefits, separate account liabilities and information about significant inputs, judgments and methods used in measurement and changes thereto and impact of those changes.

In November 2020, the FASB issued ASU 2020-11, which deferred the effective date of the standard for all entities. Our implementation efforts are underway for the standard's revised effective date of January 1, 2023; we continue to evaluate the method of adoption and impact of the standard on our reported consolidated financial condition, results of operations, cash flows and required disclosures. The adoption of this standard is expected to have a significant impact on our consolidated financial condition, results of operations, cash flows and required disclosures, as well as systems, processes and controls.

Reference Rate Reform

On March 12, 2020, the FASB issued an accounting standard that provides temporary optional guidance to ease the potential burden in accounting for reference rate reform. The standard allows us to account for certain contract modifications that result from the discontinuation of the London Inter-Bank Offered Rate (LIBOR) or another reference rate as a continuation of the existing contract without additional analysis.

Where permitted by the guidance, we would account for the modification due to the discontinuation of LIBOR or another reference rate as a continuation of the existing contract. As part of our implementation efforts, we will continue to assess our operational readiness and current and alternative reference rates' merits, limitations, risks and suitability for our investment and insurance processes.

This standard may be elected and applied prospectively over time from March 12, 2020 through December 31, 2022 as reference rate reform activities occur. The adoption of the standard is not expected to have a material impact on our reported consolidated financial condition, results of operations, cash flows and required disclosures.

3. Segment Information

We report our results of operations consistent with the manner in which our chief operating decision makers review the business to assess performance and allocate resources, as follows:

GENERAL INSURANCE

General Insurance business is presented as two operating segments:

- **North America** – consists of insurance businesses in the United States, Canada and Bermuda, and our global reinsurance business, AIG Re. This also includes the results of Western World Insurance Group, Inc. and Glatfelter Insurance Group.
- **International** – consists of regional insurance businesses in Japan, the United Kingdom, Europe, Middle East and Africa (EMEA region), Asia Pacific, Latin America and Caribbean, and China. International also includes the results of Talbot Holdings, Ltd. as well as AIG's Global Specialty business.

North America and International operating segments consist of the following products:

- Commercial Lines – consists of Liability, Financial Lines, Property and Global Specialty.
- Personal Insurance – consists of Personal Lines and Accident & Health.

LIFE AND RETIREMENT

Life and Retirement business is presented as four operating segments:

- **Individual Retirement** – consists of fixed annuities, fixed index annuities, variable annuities and retail mutual funds.
- **Group Retirement** – consists of group mutual funds, group annuities, individual annuity and investment products, financial planning and advisory services, and plan administrative and compliance services.
- **Life Insurance** – primary products in the U.S. include term life and universal life insurance. International operations include distribution of life and health products in the UK and Ireland.
- **Institutional Markets** – consists of stable value wrap products, structured settlement and pension risk transfer annuities, corporate- and bank-owned life insurance, high net worth products and guaranteed investment contracts (GICs).

On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG. On February 8, 2021, we announced we entered into a definitive agreement with Touchstone, an indirect wholly-owned subsidiary of Western & Southern Financial Group, to sell certain assets of AIG Life and Retirement's Retail Mutual Funds business. *For further discussion on these transactions, see Note 1 to the Condensed Consolidated Financial Statements.*

OTHER OPERATIONS

Other Operations primarily consists of income from assets held by AIG Parent and other corporate subsidiaries, deferred tax assets related to tax attributes, corporate expenses and intercompany eliminations, our institutional asset management business and results of our consolidated investment entities, General Insurance portfolios in run-off as well as the historical results of our legacy insurance lines ceded to Fortitude Re.

We evaluate segment performance based on adjusted revenues and adjusted pre-tax income (loss). Adjusted revenues and adjusted pre-tax income (loss) are derived by excluding certain items from total revenues and net income (loss) attributable to AIG, respectively. These items generally fall into one or more of the following broad categories: legacy matters having no relevance to our current businesses or operating performance; adjustments to enhance transparency to the underlying economics of transactions; and measures that we believe to be common to the industry. Legal entities are attributed to each segment based upon the predominance of activity in that legal entity. *For the items excluded from adjusted revenues and adjusted pre-tax income (loss) see the table below.*

The following table presents AIG's continuing operations by operating segment:

Three Months Ended March 31,	2021		2020	
	Adjusted Revenues	Adjusted Pre-tax Income (Loss)	Adjusted Revenues	Adjusted Pre-tax Income (Loss)
<i>(in millions)</i>				
General Insurance				
North America	\$ 2,388	\$ (202) (a)	\$ 2,731	\$ (103) (a)
International	3,478	275 (a)	3,348	16 (a)
Net investment income	772	772	588	588
Total General Insurance	6,638	845	6,667	501
Life and Retirement				
Individual Retirement	1,477	532	1,368	305
Group Retirement	806	307	694	143
Life Insurance	1,333	(40)	1,200	78
Institutional Markets	364	142	1,024	75
Total Life and Retirement	3,980	941	4,286	601
Other Operations				
Other Operations before consolidation and eliminations	324	(354)	315	(835)
AIG consolidation and eliminations	(180)	(176)	(141)	(87)
Total Other Operations	144	(530)	174	(922)
Total	10,762	1,256	11,127	180
Reconciling items to pre-tax income:				
Changes in fair value of securities used to hedge guaranteed living benefits	18	22	14	(7)
Changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains	-	(203)	-	(538)
Changes in the fair value of equity securities	22	22	(191)	(191)
Other income (expense) - net	(6)	-	10	-
Gain (loss) on extinguishment of debt	-	8	-	(17)
Net investment income on Fortitude Re funds withheld assets	486	486	-	-
Net realized capital gains on Fortitude Re funds withheld assets	173	173	-	-
Net realized capital gains on Fortitude Re funds withheld embedded derivative	2,382	2,382	-	-
Net realized capital gains ^(b)	617	627	3,477	3,494
Income (loss) from divested businesses	-	7	-	(216)
Non-operating litigation reserves and settlements	-	-	6	6
Favorable prior year development and related amortization changes ceded under retroactive reinsurance agreements	-	19	-	8
Net loss reserve discount benefit (charge)	-	32	-	(56)
Integration and transaction costs associated with acquiring or divesting businesses	-	(9)	-	(2)
Restructuring and other costs	-	(74)	-	(90)
Non-recurring costs related to regulatory or accounting changes	-	(20)	-	(13)
Revenues and pre-tax income	\$ 14,454	\$ 4,728	\$ 14,443	\$ 2,558

AIG | First Quarter 2021 Form 10-Q 13

- (a) General Insurance North America's and General Insurance International's Adjusted pre-tax income does not include Net investment income as the investment portfolio results are managed at the General Insurance level. Net investment income is shown separately as a component of General Insurance's total Adjusted pre-tax income results.
- (b) Includes all net realized capital gains and losses except earned income (periodic settlements and changes in settlement accruals) on derivative instruments used for non-qualifying (economic) hedging or for asset replication and net realized gains and losses on Fortitude Re funds withheld assets held by AIG in support of Fortitude Re's reinsurance obligations to AIG (Fortitude Re funds withheld assets).

4. Fair Value Measurements

FAIR VALUE MEASUREMENTS ON A RECURRING BASIS

Assets and liabilities recorded at fair value in the Condensed Consolidated Balance Sheets are measured and classified in accordance with a fair value hierarchy consisting of three "levels" based on the observability of valuation inputs:

- **Level 1:** Fair value measurements based on quoted prices (unadjusted) in active markets that we have the ability to access for identical assets or liabilities. Market price data generally is obtained from exchange or dealer markets. We do not adjust the quoted price for such instruments.
- **Level 2:** Fair value measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals.
- **Level 3:** Fair value measurements based on valuation techniques that use significant inputs that are unobservable. Both observable and unobservable inputs may be used to determine the fair values of positions classified in Level 3. The circumstances for using these measurements include those in which there is little, if any, market activity for the asset or liability. Therefore, we must make certain assumptions about the inputs a hypothetical market participant would use to value that asset or liability.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

ASSETS AND LIABILITIES MEASURED AT FAIR VALUE ON A RECURRING BASIS

The following table presents information about assets and liabilities measured at fair value on a recurring basis and indicates the level of the fair value measurement based on the observability of the inputs used:

March 31, 2021 (in millions)	Level 1	Level 2	Level 3	Counterparty Netting ^(a)	Cash Collateral	Total
Assets:						
Bonds available for sale:						
U.S. government and government sponsored entities	\$ 32	\$ 3,945	\$ -	\$ -	\$ -	\$ 3,977
Obligations of states, municipalities and political subdivisions	-	13,243	1,896	-	-	15,139
Non-U.S. governments	115	15,066	6	-	-	15,187
Corporate debt	-	162,314	2,570	-	-	164,884
RMBS	-	18,644	11,464	-	-	30,108
CMBS	-	14,045	1,104	-	-	15,149
CDO/ABS	-	8,966	9,602	-	-	18,568
Total bonds available for sale	147	236,223	26,642	-	-	263,012
Other bond securities:						
U.S. government and government sponsored entities	-	1,751	-	-	-	1,751
Non-U.S. governments	-	-	-	-	-	-
Corporate debt	-	12	-	-	-	12
RMBS	-	256	126	-	-	382
CMBS	-	268	46	-	-	314
CDO/ABS	-	168	2,346	-	-	2,514
Total other bond securities	-	2,455	2,518	-	-	4,973
Equity securities	1,012	20	128	-	-	1,160
Other invested assets^(b)	-	101	1,897	-	-	1,998
Derivative assets^(c):						
Interest rate contracts	2	3,622	-	-	-	3,624
Foreign exchange contracts	-	1,068	1	-	-	1,069
Equity contracts	2	341	237	-	-	580
Credit contracts	-	-	1	-	-	1
Other contracts	-	-	13	-	-	13
Counterparty netting and cash collateral	-	-	-	(3,080)	(1,314)	(4,394)
Total derivative assets	4	5,031	252	(3,080)	(1,314)	893
Short-term investments	2,029	2,397	-	-	-	4,426
Other assets	-	-	113	-	-	113
Separate account assets	98,876	3,813	-	-	-	102,689
Total	\$ 102,068	\$ 250,040	\$ 31,550	\$ (3,080)	\$ (1,314)	\$ 379,264
Liabilities:						
Policyholder contract deposits	\$ -	\$ -	\$ 7,617	\$ -	\$ -	\$ 7,617
Derivative liabilities^(c):						
Interest rate contracts	-	4,904	-	-	-	4,904
Foreign exchange contracts	-	853	1	-	-	854
Equity contracts	13	57	15	-	-	85
Credit contracts	-	20	45	-	-	65
Other contracts	-	-	4	-	-	4
Counterparty netting and cash collateral	-	-	-	(3,080)	(2,129)	(5,209)
Total derivative liabilities	13	5,834	65	(3,080)	(2,129)	703
Fortitude Re funds withheld payable	-	-	3,487	-	-	3,487
Other liabilities	-	-	-	-	-	-
Long-term debt	-	2,015	-	-	-	2,015
Total	\$ 13	\$ 7,849	\$ 11,169	\$ (3,080)	\$ (2,129)	\$ 13,822

December 31, 2020

(in millions)

	Level 1	Level 2	Level 3	Counterparty Netting ^(a)	Cash Collateral	Total
Assets:						
Bonds available for sale:						
U.S. government and government sponsored entities	\$ 73	\$ 4,053	\$ -	\$ -	\$ -	\$ 4,126
Obligations of states, municipalities and political subdivisions	-	14,019	2,105	-	-	16,124
Non-U.S. governments	28	15,312	5	-	-	15,345
Corporate debt	-	166,949	2,349	-	-	169,298
RMBS	-	19,771	11,694	-	-	31,465
CMBS	-	15,211	922	-	-	16,133
CDO/ABS	-	9,191	9,814	-	-	19,005
Total bonds available for sale	101	244,506	26,889	-	-	271,496
Other bond securities:						
U.S. government and government sponsored entities	-	1,845	-	-	-	1,845
Non-U.S. governments	-	-	-	-	-	-
Corporate debt	-	12	-	-	-	12
RMBS	-	290	139	-	-	429
CMBS	-	273	47	-	-	320
CDO/ABS	-	173	2,512	-	-	2,685
Total other bond securities	-	2,593	2,698	-	-	5,291
Equity securities	929	76	51	-	-	1,056
Other invested assets^(b)	-	102	1,827	-	-	1,929
Derivative assets^(c):						
Interest rate contracts	-	4,637	-	-	-	4,637
Foreign exchange contracts	-	1,020	2	-	-	1,022
Equity contracts	9	923	198	-	-	1,130
Credit contracts	-	-	2	-	-	2
Other contracts	-	-	14	-	-	14
Counterparty netting and cash collateral	-	-	-	(3,812)	(2,219)	(6,031)
Total derivative assets	9	6,580	216	(3,812)	(2,219)	774
Short-term investments	2,379	3,589	-	-	-	5,968
Other assets	-	-	113	-	-	113
Separate account assets	96,560	3,730	-	-	-	100,290
Total	\$ 99,978	\$ 261,176	\$ 31,794	\$ (3,812)	\$ (2,219)	\$ 386,917
Liabilities:						
Policyholder contract deposits	\$ -	\$ -	\$ 9,798	\$ -	\$ -	\$ 9,798
Derivative liabilities^(c):						
Interest rate contracts	1	4,435	-	-	-	4,436
Foreign exchange contracts	-	1,090	-	-	-	1,090
Equity contracts	14	162	47	-	-	223
Credit contracts	-	23	44	-	-	67
Other contracts	-	-	6	-	-	6
Counterparty netting and cash collateral	-	-	-	(3,812)	(1,441)	(5,253)
Total derivative liabilities	15	5,710	97	(3,812)	(1,441)	569
Fortitude Re funds withheld payable	-	-	6,042	-	-	6,042
Other liabilities	-	1	-	-	-	1
Long-term debt	-	2,097	-	-	-	2,097
Total	\$ 15	\$ 7,808	\$ 15,937	\$ (3,812)	\$ (1,441)	\$ 18,507

(a) Represents netting of derivative exposures covered by qualifying master netting agreements.

(b) Excludes investments that are measured at fair value using the net asset value (NAV) per share (or its equivalent), which totaled \$6.7 billion and \$6.5 billion as of March 31, 2021 and December 31, 2020, respectively.

(c) Presented as part of Other assets and Other liabilities on the Condensed Consolidated Balance Sheets.

CHANGES IN LEVEL 3 RECURRING FAIR VALUE MEASUREMENTS

The following tables present changes during the three-month periods ended March 31, 2021 and 2020 in Level 3 assets and liabilities measured at fair value on a recurring basis, and the realized and unrealized gains (losses) related to the Level 3 assets and liabilities in the Condensed Consolidated Balance Sheets at March 31, 2021 and 2020:

	Fair Value Beginning of Period	Net Realized and Unrealized Gains (Losses) Included in Income	Other Comprehensive Income (Loss)	Purchases, Sales, Issuances and Settlements, Net	Gross Transfers In	Gross Transfers Out	Reclassification of Held for Sale	Fair Value End of Period	Changes in Unrealized Gains (Losses) Included in Income on Instruments Held at End of Period	Changes in Unrealized Gains (Losses) Included in Other Comprehensive Income (Loss) for Recurring Level 3 Instruments Held at End of Period
<i>(in millions)</i>										
Three Months Ended March 31, 2021										
Assets:										
Bonds available for sale:										
Obligations of states, municipalities and political subdivisions	\$ 2,105	\$ 3	\$ (159)	\$ (53)	\$ -	\$ -	\$ -	\$ 1,896	\$ -	\$ (10)
Non-U.S. governments	5	-	-	-	1	-	-	6	-	-
Corporate debt	2,349	(1)	(10)	177	187	(132)	-	2,570	-	(159)
RMBS	11,694	167	64	(431)	-	(30)	-	11,464	-	(14)
CMBS	922	9	(56)	173	56	-	-	1,104	-	(56)
CDO/ABS	9,814	16	(14)	(164)	454	(504)	-	9,602	-	64
Total bonds available for sale	26,889	194	(175)	(298)	698	(666)	-	26,642	-	(175)
Other bond securities:										
RMBS	139	3	-	(16)	-	-	-	126	(98)	-
CMBS	47	(1)	-	(6)	6	-	-	46	(2)	-
CDO/ABS	2,512	(11)	-	(155)	-	-	-	2,346	2	-
Total other bond securities	2,698	(9)	-	(177)	6	-	-	2,518	(98)	-
Equity securities	51	11	3	(11)	75	(1)	-	128	3	-
Other invested assets	1,827	142	(6)	(66)	-	-	-	1,897	123	-
Other assets	113	-	-	-	-	-	-	113	-	-
Total	\$ 31,578	\$ 338	\$ (178)	\$ (552)	\$ 779	\$ (667)	\$ -	\$ 31,298	\$ 28	\$ (175)
Liabilities:										
Policyholder contract deposits	\$ 9,798	\$ (2,260)	\$ -	\$ 79	\$ -	\$ -	\$ -	\$ 7,617	\$ 2,570	\$ -
Derivative liabilities, net:										
Interest rate contracts	-	-	-	-	-	-	-	-	-	-
Foreign exchange contracts	(2)	1	-	1	-	-	-	-	(1)	-
Equity contracts	(151)	(26)	-	(85)	-	40	-	(222)	(118)	-
Credit contracts	42	5	-	(3)	-	-	-	44	(3)	-
Other contracts	(8)	(17)	-	16	-	-	-	(9)	16	-
Total derivative liabilities, net^(a)	(119)	(37)	-	(71)	-	40	-	(187)	(106)	-
Fortitude Re funds withheld payable	6,042	(2,382)	-	(173)	-	-	-	3,487	2,955	-
Total	\$ 15,721	\$ (4,679)	\$ -	\$ (165)	\$ -	\$ 40	\$ -	\$ 10,917	\$ 5,419	\$ -

ITEM 1 | Notes to Condensed Consolidated Financial Statements (unaudited) | 4. Fair Value Measurements

	Fair Value Beginning of Period	Net Realized and Unrealized Gains (Losses) Included in Income	Other Comprehensive Income (Loss)	Purchases, Sales, Issuances and Settlements, Net	Gross Transfers In	Gross Transfers Out	Reclassification of Held for Sale	Fair Value End of Period	Changes in Unrealized Gains (Losses) Included in Income on Instruments Held at End of Period	Changes in Unrealized Gains (Losses) Included in Other Comprehensive Income (Loss) for Recurring Level 3 Instruments Held at End of Period
<i>(in millions)</i>										
Three Months Ended March 31, 2020										
Assets:										
Bonds available for sale:										
Obligations of states, municipalities and political subdivisions	\$ 2,121	\$ 5	\$ (55)	\$ 137	\$ 27	\$ (133)	\$ -	\$ 2,102	\$ -	(51)
Non-U.S. governments	-	-	-	-	6	-	-	6	-	-
Corporate debt	1,663	(67)	(81)	7	103	(410)	-	1,215	-	(29)
RMBS	13,408	132	(1,623)	(223)	19	(26)	-	11,687	-	(1,505)
CMBS	1,053	7	19	44	23	-	-	1,146	-	21
CDO/ABS	7,686	17	(557)	47	1,603	(28)	-	8,768	-	(536)
Total bonds available for sale	25,931	94	(2,297)	12	1,781	(597)	-	24,924	-	(2,100)
Other bond securities:										
RMBS	143	(14)	-	20	-	-	-	149	(14)	-
CMBS	50	(7)	-	(1)	-	-	-	42	(8)	-
CDO/ABS	3,545	(173)	-	(994)	-	-	-	2,378	(262)	-
Total other bond securities	3,738	(194)	-	(975)	-	-	-	2,569	(284)	-
Equity securities	8	(1)	1	10	1	-	-	19	-	-
Other invested assets	1,192	(4)	-	129	150	-	-	1,467	14	-
Other assets	89	-	-	5	-	-	(3)	91	-	-
Total	\$ 30,958	\$ (105)	\$ (2,296)	\$ (819)	\$ 1,932	\$ (597)	\$ (3)	\$ 29,070	\$ (270)	\$ (2,100)

	Fair Value Beginning of Period	Net Realized and Unrealized Gains (Losses) Included in Income	Other Comprehensive Income (Loss)	Purchases, Sales, Issuances and Settlements, Net	Gross Transfers In	Gross Transfers Out	Reclassification of Held for Sale	Fair Value End of Period	Changes in Unrealized Gains (Losses) Included in Income on Instruments Held at End of Period	Changes in Unrealized Gains (Losses) Included in Other Comprehensive Income (Loss) for Recurring Level 3 Instruments Held at End of Period
<i>(in millions)</i>										
Liabilities:										
Policyholder contract deposits	\$ 6,910	\$ 1,171	\$ -	\$ 72	\$ -	\$ -	\$ -	\$ 8,153	\$ (884)	\$ -
Derivative liabilities, net:										
Interest rate contracts	-	-	-	-	-	-	-	-	-	-
Foreign exchange contracts	(6)	3	-	6	-	-	-	3	1	-
Equity contracts	(151)	(26)	-	34	-	-	-	(143)	(14)	-
Credit contracts	62	(124)	-	(14)	-	-	-	(76)	118	-
Other contracts	(7)	(10)	-	15	-	-	-	(2)	10	-
Total derivative liabilities, net^(a)	(102)	(157)	-	41	-	-	-	(218)	115	-
Total	\$ 6,808	\$ 1,014	\$ -	\$ 113	\$ -	\$ -	\$ -	\$ 7,935	\$ (769)	\$ -

(a) Total Level 3 derivative exposures have been netted in these tables for presentation purposes only.

Net realized and unrealized gains and losses included in income related to Level 3 assets and liabilities shown above are reported in the Condensed Consolidated Statements of Income as follows:

	Net Investment Income	Net Realized Capital Gains (Losses)	Other Income	Total
<i>(in millions)</i>				
Three Months Ended March 31, 2021				
Assets:				
Bonds available for sale	\$ 185	\$ 9	\$ -	\$ 194
Other bond securities	(31)	22	-	(9)
Equity securities	11	-	-	11
Other invested assets	142	-	-	142
Three Months Ended March 31, 2020				
Assets:				
Bonds available for sale	\$ 198	\$ (104)	\$ -	\$ 94
Other bond securities	(462)	268	-	(194)
Equity securities	-	(1)	-	(1)
Other invested assets	(4)	-	-	(4)
<i>(in millions)</i>				
Three Months Ended March 31, 2021				
Liabilities:				
Policyholder contract deposits*	\$ -	\$ (2,260)	\$ -	\$ (2,260)
Derivative liabilities, net	-	(23)	(14)	(37)
Fortitude Re funds withheld payable	-	(2,382)	-	(2,382)
Three Months Ended March 31, 2020				
Liabilities:				
Policyholder contract deposits*	\$ -	\$ 1,171	\$ -	\$ 1,171
Derivative liabilities, net	-	(143)	(14)	(157)

* Primarily embedded derivatives.

The following table presents the gross components of purchases, sales, issuances and settlements, net, shown above, for the three-month periods ended March 31, 2021 and 2020 related to Level 3 assets and liabilities in the Condensed Consolidated Balance Sheets:

<i>(in millions)</i>	Purchases	Sales	Issuances and Settlements ^(a)	Purchases, Sales, Issuances and Settlements, Net ^(a)
Three Months Ended March 31, 2021				
Assets:				
Bonds available for sale:				
Obligations of states, municipalities and political subdivisions	\$ 8	\$ (20)	\$ (41)	\$ (53)
Non-U.S. governments	-	-	-	-
Corporate debt	741	(1)	(563)	177
RMBS	164	-	(595)	(431)
CMBS	193	-	(20)	173
CDO/ABS	376	(49)	(491)	(164)
Total bonds available for sale	1,482	(70)	(1,710)	(298)
Other bond securities:				
RMBS	-	-	(16)	(16)
CMBS	-	(6)	-	(6)
CDO/ABS	-	(39)	(116)	(155)
Total other bond securities	-	(45)	(132)	(177)
Equity securities	-	-	(11)	(11)
Other invested assets	198	-	(264)	(66)
Other assets	-	-	-	-
Total assets	\$ 1,680	\$ (115)	\$ (2,117)	\$ (552)
Liabilities:				
Policyholder contract deposits	\$ -	\$ 191	\$ (112)	\$ 79
Derivative liabilities, net	(52)	1	(20)	(71)
Fortitude Re funds withheld payable	-	-	(173)	(173)
Total liabilities	\$ (52)	\$ 192	\$ (305)	\$ (165)
Three Months Ended March 31, 2020				
Assets:				
Bonds available for sale:				
Obligations of states, municipalities and political subdivisions	\$ 145	\$ (2)	\$ (6)	\$ 137
Non-U.S. governments	-	-	-	-
Corporate debt	112	(5)	(100)	7
RMBS	336	-	(559)	(223)
CMBS	53	(2)	(7)	44
CDO/ABS	225	(22)	(156)	47
Total bonds available for sale	871	(31)	(828)	12
Other bond securities:				
RMBS	25	-	(5)	20
CMBS	-	-	(1)	(1)
CDO/ABS	35	(579)	(450)	(994)
Total other bond securities	60	(579)	(456)	(975)
Equity securities	10	-	-	10
Other invested assets	174	-	(45)	129
Other assets	-	-	5	5
Total assets	\$ 1,115	\$ (610)	\$ (1,324)	\$ (819)
Liabilities:				
Policyholder contract deposits	\$ -	\$ 222	\$ (150)	\$ 72
Derivative liabilities, net	(15)	8	48	41
Total liabilities	\$ (15)	\$ 230	\$ (102)	\$ 113

(a) There were no issuances during the three-month periods ended March 31, 2021 and 2020.

Both observable and unobservable inputs may be used to determine the fair values of positions classified in Level 3 in the tables above. As a result, the unrealized gains (losses) on instruments held at March 31, 2021 and 2020 may include changes in fair value that were attributable to both observable (e.g., changes in market interest rates) and unobservable inputs (e.g., changes in unobservable long-dated volatilities).

Transfers of Level 3 Assets and Liabilities

The Net realized and unrealized gains (losses) included in income (loss) or Other comprehensive income (loss) as shown in the table above excludes \$19 million and \$(156) million of net gains (losses) related to assets and liabilities transferred into Level 3 during the three-month periods ended March 31, 2021 and 2020, respectively, and includes \$(4) million and \$(55) million of net gains (losses) related to assets and liabilities transferred out of Level 3 during the three-month periods ended March 31, 2021 and 2020, respectively.

Transfers of Level 3 Assets

During the three-month periods ended March 31, 2021 and 2020, transfers into Level 3 assets primarily included certain investments in private placement corporate debt, RMBS, CMBS and CDO/ABS. Transfers of private placement corporate debt and certain ABS into Level 3 assets were primarily the result of limited market pricing information that required us to determine fair value for these securities based on inputs that are adjusted to better reflect our own assumptions regarding the characteristics of a specific security or associated market liquidity. The transfers of investments in RMBS, CMBS and CDO and certain ABS into Level 3 assets were due to diminished market transparency and liquidity for individual security types.

During the three-month periods ended March 31, 2021 and 2020, transfers out of Level 3 assets primarily included private placement and other corporate debt, CMBS, RMBS, CDO/ABS and certain investments in municipal securities. Transfers of corporate debt, RMBS, CMBS, CDO/ABS and certain investments in municipal securities out of Level 3 assets were based on consideration of market liquidity as well as related transparency of pricing and associated observable inputs for these investments. Transfers of certain investments in private placement corporate debt and certain ABS out of Level 3 assets were primarily the result of using observable pricing information that reflects the fair value of those securities without the need for adjustment based on our own assumptions regarding the characteristics of a specific security or the current liquidity in the market.

Transfers of Level 3 Liabilities

There were no significant transfers of derivative or other liabilities into or out of Level 3 for the three-month periods ended March 31, 2021 and 2020.

QUANTITATIVE INFORMATION ABOUT LEVEL 3 FAIR VALUE MEASUREMENTS

The table below presents information about the significant unobservable inputs used for recurring fair value measurements for certain Level 3 instruments, and includes only those instruments for which information about the inputs is reasonably available to us, such as data from independent third-party valuation service providers. Because input information from third-parties with respect to certain Level 3 instruments (primarily CDO/ABS) may not be reasonably available to us, balances shown below may not equal total amounts reported for such Level 3 assets and liabilities:

(in millions)	Fair Value at March 31, 2021	Valuation Technique	Unobservable Input ^(b)	Range (Weighted Average) ^(c)
Assets:				
Obligations of states, municipalities and political subdivisions	\$ 1,504	Discounted cash flow	Yield	3.22% - 3.82% (3.52%)
Corporate debt	1,682	Discounted cash flow	Yield	2.29% - 7.33% (4.81%)
RMBS ^(a)	10,933	Discounted cash flow	Constant prepayment rate	3.75% - 14.76% (9.26%)
			Loss severity	28.90% - 75.98% (52.44%)
			Constant default rate	1.19% - 7.62% (4.41%)
			Yield	1.73% - 4.13% (2.93%)
CDO/ABS ^(a)	8,361	Discounted cash flow	Yield	1.95% - 4.82% (3.38%)
CMBS	556	Discounted cash flow	Yield	1.44% - 6.30% (3.83%)
Liabilities^(d):				
Embedded derivatives within Policyholder contract deposits:				
Variable annuity guaranteed minimum withdrawal benefits (GMWB)	1,884	Discounted cash flow	Equity volatility	6.35% - 50.15%
			Base lapse rate	0.16% - 12.60%
			Dynamic lapse multiplier	50.00% - 143.00%
			Mortality multiplier ^(e)	38.00% - 147.00%
			Utilization	90.00% - 100.00%
			Equity / interest rate correlation	20.00% - 40.00%
			NPA ^(f)	0.10% - 1.38%
Index annuities including certain GMWB	5,076	Discounted cash flow	Lapse rate	0.38% - 50.00%
			Mortality multiplier ^(e)	24.00% - 180.00%
			Utilization ^(g)	80.00% - 100.00%
			Option budget	0.00% - 4.00%
			NPA ^(f)	0.10% - 1.38%
Indexed life	614	Discounted cash flow	Base lapse rate	0.00% - 37.97%
			Mortality rate	0.00% - 100.00%
			NPA ^(f)	0.10% - 1.38%

(in millions)	Fair Value at December 31, 2020	Valuation Technique	Unobservable Input ^(b)	Range (Weighted Average) ^(c)
Assets:				
Obligations of states, municipalities and political subdivisions	\$ 1,670	Discounted cash flow	Yield	2.82% - 3.39% (3.11%)
Corporate debt	1,591	Discounted cash flow	Yield	2.13% - 7.82% (4.97%)
RMBS ^(a)	11,297	Discounted cash flow	Constant prepayment rate Loss severity Constant default rate Yield	3.90% - 11.99% (7.94%) 30.08% - 78.49% (54.29%) 1.45% - 6.19% (3.82%) 1.69% - 4.25% (2.97%)
CDO/ABS ^(a)	8,324	Discounted cash flow	Yield	1.93% - 4.85% (3.39%)
CMBS	541	Discounted cash flow	Yield	0.92% - 5.89% (3.40%)
Liabilities^(d):				
Embedded derivatives within Policyholder contract deposits:				
GMWB	3,572	Discounted cash flow	Equity volatility Base lapse rate Dynamic lapse multiplier Mortality multiplier ^(e) Utilization Equity / interest rate correlation NPA ^(f)	6.45% - 50.85% 0.16% - 12.60% 50.00% - 143.00% 38.00% - 147.00% 90.00% - 100.00% 20.00% - 40.00% 0.06% - 1.48%
Index annuities including certain GMWB	5,538	Discounted cash flow	Lapse rate Mortality multiplier ^(e) Utilization ^(g) Option budget NPA ^(f)	0.38% - 50.00% 24.00% - 180.00% 80.00% - 100.00% 0.00% - 4.00% 0.06% - 1.48%
Indexed life	649	Discounted cash flow	Base lapse rate Mortality rate NPA ^(f)	0.00% - 37.97% 0.00% - 100.00% 0.06% - 1.48%

(a) Information received from third-party valuation service providers. The ranges of the unobservable inputs for constant prepayment rate, loss severity and constant default rate relate to each of the individual underlying mortgage loans that comprise the entire portfolio of securities in the RMBS and CDO securitization vehicles and not necessarily to the securitization vehicle bonds (tranches) purchased by us. The ranges of these inputs do not directly correlate to changes in the fair values of the tranches purchased by us, because there are other factors relevant to the fair values of specific tranches owned by us including, but not limited to, purchase price, position in the waterfall, senior versus subordinated position and attachment points.

(b) Represents discount rates, estimates and assumptions that we believe would be used by market participants when valuing these assets and liabilities.

(c) The weighted averaging for fixed maturity securities is based on the estimated fair value of the securities. Because the valuation methodology for embedded derivatives within Policyholder contract deposits uses a range of inputs that vary at the contract level over the cash flow projection period, management believes that presenting a range, rather than weighted average, is a more meaningful representation of the unobservable inputs used in the valuation.

(d) The Fortitude Re funds withheld payable has been excluded from the above table. As discussed in Note 7, the Fortitude Re funds withheld payable is created through modified coinsurance (modco) and funds withheld reinsurance arrangements where the investments supporting the reinsurance agreements are withheld by, and continue to reside on AIG's balance sheet. This embedded derivative is valued as a total return swap with reference to the fair value of the invested assets held by AIG. Accordingly, the unobservable inputs utilized in the valuation of the embedded derivative are a component of the invested assets supporting the reinsurance agreements that are held on AIG's balance sheet.

(e) Mortality inputs are shown as multipliers of the 2012 Individual Annuity Mortality Basic table.

(f) The non-performance risk adjustment (NPA) applied as a spread over risk-free curve for discounting.

(g) The partial withdrawal utilization unobservable input range shown applies only to policies with guaranteed minimum withdrawal benefit riders that are accounted for as an embedded derivative. The total embedded derivative liability at March 31, 2021 and December 31, 2020 was approximately \$694 million and \$726 million, respectively. The remaining guaranteed minimum riders on the index annuities are valued under the accounting guidance for certain nontraditional long-duration contracts.

The ranges of reported inputs for Obligations of states, municipalities and political subdivisions, Corporate debt, RMBS, CDO/ABS, and CMBS valued using a discounted cash flow technique consist of one standard deviation in either direction from the value-weighted average. The preceding table does not give effect to our risk management practices that might offset risks inherent in these Level 3 assets and liabilities.

Interrelationships between Unobservable Inputs

We consider unobservable inputs to be those for which market data is not available and that are developed using the best information available to us about the assumptions that market participants would use when pricing the asset or liability. Relevant inputs vary depending on the nature of the instrument being measured at fair value. The following paragraphs provide a general description of significant unobservable inputs along with interrelationships between and among the significant unobservable inputs and their impact on the fair value measurements. In practice, simultaneous changes in assumptions may not always have a linear effect on the inputs discussed below. Interrelationships may also exist between observable and unobservable inputs. Such relationships have not been included in the discussion below. For each of the individual relationships described below, the inverse relationship would also generally apply.

Fixed Maturity Securities

The significant unobservable input used in the fair value measurement of fixed maturity securities is yield. The yield is affected by the market movements in credit spreads and U.S. Treasury yields. The yield may be affected by other factors including constant prepayment rates, loss severity, and constant default rates. In general, increases in the yield would decrease the fair value of investments, and conversely, decreases in the yield would increase the fair value of investments.

Embedded derivatives within Policyholder contract deposits

Embedded derivatives reported within Policyholder contract deposits include interest crediting rates based on market indices within index annuities, indexed life, and GICs as well as GMWB within variable annuity and certain index annuity products. For any given contract, assumptions for unobservable inputs vary throughout the period over which cash flows are projected for purposes of valuing the embedded derivative. The following unobservable inputs are used for valuing embedded derivatives measured at fair value:

- Long-term equity volatilities represent equity volatility beyond the period for which observable equity volatilities are available. Increases in assumed volatility will generally increase the fair value of both the projected cash flows from rider fees as well as the projected cash flows related to benefit payments. Therefore, the net change in the fair value of the liability may be either a decrease or an increase, depending on the relative changes in projected rider fees and projected benefit payments.
- Equity / interest rate correlation estimates the relationship between changes in equity returns and interest rates in the economic scenario generator used to value our GMWB embedded derivatives. In general, a higher positive correlation assumes that equity markets and interest rates move in a more correlated fashion, which generally increases the fair value of the liability.
- Base lapse rate assumptions are determined by company experience and are adjusted at the contract level using a dynamic lapse function, which reduces the base lapse rate when the contract is in-the-money (when the contract holder's guaranteed value, as estimated by the company, is worth more than their underlying account value). Lapse rates are also generally assumed to be lower in periods when a surrender charge applies. Increases in assumed lapse rates will generally decrease the fair value of the liability, as fewer policyholders would persist to collect guaranteed withdrawal amounts.
- Mortality rate assumptions, which vary by age and gender, are based on company experience and include a mortality improvement assumption. Increases in assumed mortality rates will decrease the fair value of the liability, while lower mortality rate assumptions will generally increase the fair value of the liability, because guaranteed payments will be made for a longer period of time.
- Utilization assumptions estimate the timing when policyholders with a GMWB will elect to utilize their benefit and begin taking withdrawals. The assumptions may vary by the type of guarantee, tax-qualified status, the contract's withdrawal history and the age of the policyholder. Utilization assumptions are based on company experience, which includes partial withdrawal behavior. Increases in assumed utilization rates will generally increase the fair value of the liability.
- Option budget estimates the expected long-term cost of options used to hedge exposures associated with equity price changes. The level of option budgets determines future costs of the options, which impacts the growth in account value and the valuation of embedded derivatives.

Embedded derivatives within reinsurance contracts

The fair value of embedded derivatives associated with funds withheld reinsurance contracts is determined based upon a total return swap technique with reference to the fair value of the investments held by AIG related to AIG's funds withheld payable. The fair value of the underlying assets is generally based on market observable inputs using industry standard valuation techniques. The valuation also requires certain significant inputs, which are generally not observable and accordingly, the valuation is considered Level 3 in the fair value hierarchy.

INVESTMENTS IN CERTAIN ENTITIES CARRIED AT FAIR VALUE USING NET ASSET VALUE PER SHARE

The following table includes information related to our investments in certain other invested assets, including private equity funds, hedge funds and other alternative investments that calculate net asset value per share (or its equivalent). For these investments, which are measured at fair value on a recurring basis, we use the net asset value per share to measure fair value.

		March 31, 2021		December 31, 2020	
		Fair Value Using NAV Per Share (or its equivalent)	Unfunded Commitments	Fair Value Using NAV Per Share (or its equivalent)	Unfunded Commitments
(in millions)	Investment Category Includes				
Investment Category					
Private equity funds:					
Leveraged buyout	Debt and/or equity investments made as part of a transaction in which assets of mature companies are acquired from the current shareholders, typically with the use of financial leverage	\$ 1,950	\$ 1,869	\$ 1,752	\$ 1,960
Real assets	Investments in real estate properties, agricultural and infrastructure assets, including power plants and other energy producing assets	927	540	908	445
Venture capital	Early-stage, high-potential, growth companies expected to generate a return through an eventual realization event, such as an initial public offering or sale of the company	213	201	167	171
Growth equity	Funds that make investments in established companies for the purpose of growing their businesses	782	59	703	55
Mezzanine	Funds that make investments in the junior debt and equity securities of leveraged companies	393	184	400	155
Other	Includes distressed funds that invest in securities of companies that are in default or under bankruptcy protection, as well as funds that have multi-strategy, and other strategies	733	378	683	365
Total private equity funds		4,998	3,231	4,613	3,151
Hedge funds:					
Event-driven	Securities of companies undergoing material structural changes, including mergers, acquisitions and other reorganizations	429	-	411	-
Long-short	Securities that the manager believes are undervalued, with corresponding short positions to hedge market risk	325	-	361	-
Macro	Investments that take long and short positions in financial instruments based on a top-down view of certain economic and capital market conditions	653	-	807	-
Other	Includes investments held in funds that are less liquid, as well as other strategies which allow for broader allocation between public and private investments	310	1	301	1
Total hedge funds		1,717	1	1,880	1
Total		\$ 6,715	\$ 3,232	\$ 6,493	\$ 3,152

Private equity fund investments included above are not redeemable, because distributions from the funds will be received when underlying investments of the funds are liquidated. Private equity funds are generally expected to have 10-year lives at their inception, but these lives may be extended at the fund manager's discretion, typically in one or two-year increments.

The hedge fund investments included above, which are carried at fair value, are generally redeemable subject to the redemption notices period. The majority of our hedge fund investments are redeemable monthly or quarterly.

FAIR VALUE OPTION

The following table presents the gains or losses recorded related to the eligible instruments for which we elected the fair value option:

Three Months Ended March 31,		Gain (Loss)	
(in millions)		2021	2020
Assets:			
Bond and equity securities	\$	(99)	\$ (60)
Alternative investments ^(a)		417	(139)
Liabilities:			
Long-term debt ^(b)		71	(203)
Total gain (loss)	\$	389	\$ (402)

(a) Includes certain hedge funds, private equity funds and other investment partnerships.

(b) Includes GIAs, notes, bonds and mortgages payable.

We calculate the effect of these credit spread changes using discounted cash flow techniques that incorporate current market interest rates, our observable credit spreads on these liabilities and other factors that mitigate the risk of nonperformance such as cash collateral posted.

The following table presents the difference between fair value and the aggregate contractual principal amount of long-term debt for which the fair value option was elected:

(in millions)	March 31, 2021			December 31, 2020		
	Fair Value	Outstanding Principal Amount	Difference	Fair Value	Outstanding Principal Amount	Difference
Liabilities:						
Long-term debt*	\$ 2,015	\$ 1,452	\$ 563	\$ 2,097	\$ 1,479	\$ 618

* Includes GIAs, notes, bonds, loans and mortgages payable.

FAIR VALUE MEASUREMENTS ON A NON-RECURRING BASIS

The following table presents assets measured at fair value on a non-recurring basis at the time of impairment and the related impairment charges recorded during the periods presented:

(in millions)	Assets at Fair Value				Impairment Charges	
	Non-Recurring Basis				Three Months Ended March 31,	
	Level 1	Level 2	Level 3	Total	2021	2020
March 31, 2021						
Other investments	\$ -	\$ -	\$ 89	\$ 89	\$ 6	\$ 11
Other assets	-	-	-	-	-	12
Total	\$ -	\$ -	\$ 89	\$ 89	\$ 6	\$ 23
December 31, 2020						
Other investments	\$ -	\$ -	\$ 376	\$ 376		
Other assets	-	-	28	28		
Total	\$ -	\$ -	\$ 404	\$ 404		

FAIR VALUE INFORMATION ABOUT FINANCIAL INSTRUMENTS NOT MEASURED AT FAIR VALUE

The following table presents the carrying amounts and estimated fair values of our financial instruments not measured at fair value and indicates the level in the fair value hierarchy of the estimated fair value measurement based on the observability of the inputs used:

(in millions)	Estimated Fair Value				Carrying Value
	Level 1	Level 2	Level 3	Total	
March 31, 2021					
Assets:					
Mortgage and other loans receivable	\$ -	\$ 91	\$ 47,635	\$ 47,726	\$ 45,468
Other invested assets	-	830	6	836	836
Short-term investments	-	10,028	-	10,028	10,028
Cash	2,796	-	-	2,796	2,796
Other assets	223	15	-	238	238
Liabilities:					
Policyholder contract deposits associated with investment-type contracts	-	202	142,655	142,857	130,953
Fortitude Re funds withheld payable	-	-	36,694	36,694	36,694
Other liabilities	-	3,683	-	3,683	3,683
Long-term debt	-	27,015	357	27,372	24,417
Debt of consolidated investment entities	-	1,917	7,480	9,397	9,216
Separate account liabilities - investment contracts	-	97,926	-	97,926	97,926
December 31, 2020					
Assets:					
Mortgage and other loans receivable	\$ -	\$ 95	\$ 48,541	\$ 48,636	\$ 45,562
Other invested assets	-	837	6	843	843
Short-term investments	-	12,235	-	12,235	12,235
Cash	2,827	-	-	2,827	2,827
Other assets	209	14	-	223	223
Liabilities:					
Policyholder contract deposits associated with investment-type contracts	-	214	144,357	144,571	130,435
Fortitude Re funds withheld payable	-	-	37,018	37,018	37,018
Other liabilities	-	3,695	-	3,695	3,695
Long-term debt	-	30,310	365	30,675	26,006
Debt of consolidated investment entities	-	1,746	7,965	9,711	9,431
Separate account liabilities - investment contracts	-	95,610	-	95,610	95,610

5. Investments

SECURITIES AVAILABLE FOR SALE

The following table presents the amortized cost or cost and fair value of our available for sale securities:

	Amortized Cost or	Allowance for Credit	Gross Unrealized	Gross Unrealized	Fair
(in millions)	Cost	Losses ^(a)	Gains	Losses	Value
March 31, 2021					
Bonds available for sale:					
U.S. government and government sponsored entities	\$ 3,810	\$ -	\$ 216	\$ (49)	\$ 3,977
Obligations of states, municipalities and political subdivisions	13,617	-	1,570	(48)	15,139
Non-U.S. governments	14,728	(4)	707	(244)	15,187
Corporate debt	155,051	(103)	12,143	(2,207)	164,884
Mortgage-backed, asset-backed and collateralized:					
RMBS	27,417	(14)	2,799	(94)	30,108
CMBS	14,556	(1)	687	(93)	15,149
CDO/ABS	18,259	-	377	(68)	18,568
Total mortgage-backed, asset-backed and collateralized	60,232	(15)	3,863	(255)	63,825
Total bonds available for sale^(b)	\$ 247,438	\$ (122)	\$ 18,499	\$ (2,803)	\$ 263,012
December 31, 2020					
Bonds available for sale:					
U.S. government and government sponsored entities	\$ 3,640	\$ -	\$ 503	\$ (17)	\$ 4,126
Obligations of states, municipalities and political subdivisions	13,915	-	2,216	(7)	16,124
Non-U.S. governments	14,231	(4)	1,181	(63)	15,345
Corporate debt	150,111	(164)	19,905	(554)	169,298
Mortgage-backed, asset-backed and collateralized:					
RMBS	28,551	(16)	3,000	(70)	31,465
CMBS	15,182	(1)	1,023	(71)	16,133
CDO/ABS	18,707	(1)	425	(126)	19,005
Total mortgage-backed, asset-backed and collateralized	62,440	(18)	4,448	(267)	66,603
Total bonds available for sale^(b)	\$ 244,337	\$ (186)	\$ 28,253	\$ (908)	\$ 271,496

(a) Represents the allowance for credit losses that has been recognized. Changes in the allowance for credit losses are recorded through Net realized capital gains and losses and are not recognized in other comprehensive income.

(b) At March 31, 2021 and December 31, 2020, bonds available for sale held by us that were below investment grade or not rated totaled \$27.9 billion and \$28.2 billion, respectively.

Securities Available for Sale in a Loss Position for Which No Allowance for Credit Loss Has Been Recorded

The following table summarizes the fair value and gross unrealized losses on our available for sale securities, aggregated by major investment category and length of time that individual securities have been in a continuous unrealized loss position for which no allowance for credit loss has been recorded:

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
<i>(in millions)</i>						
March 31, 2021						
Bonds available for sale:						
U.S. government and government sponsored entities	\$ 1,111	\$ 38	\$ 28	\$ 11	\$ 1,139	\$ 49
Obligations of states, municipalities and political subdivisions	1,107	43	102	5	1,209	48
Non-U.S. governments	4,091	192	307	46	4,398	238
Corporate debt	34,646	1,874	5,054	252	39,700	2,126
RMBS	4,772	71	457	16	5,229	87
CMBS	2,240	64	543	28	2,783	92
CDO/ABS	4,908	45	1,531	23	6,439	68
Total bonds available for sale	\$ 52,875	\$ 2,327	\$ 8,022	\$ 381	\$ 60,897	\$ 2,708
December 31, 2020						
Bonds available for sale:						
U.S. government and government sponsored entities	\$ 649	\$ 17	\$ -	\$ -	\$ 649	\$ 17
Obligations of states, municipalities and political subdivisions	267	4	78	3	345	7
Non-U.S. governments	1,287	28	262	33	1,549	61
Corporate debt	11,715	348	1,283	81	12,998	429
RMBS	3,486	40	282	18	3,768	58
CMBS	1,644	58	346	12	1,990	70
CDO/ABS	5,456	81	3,063	45	8,519	126
Total bonds available for sale	\$ 24,504	\$ 576	\$ 5,314	\$ 192	\$ 29,818	\$ 768

At March 31, 2021, we held 10,610 individual fixed maturity securities that were in an unrealized loss position and for which no allowance for credit losses has been recorded (including 1,617 individual fixed maturity securities that were in a continuous unrealized loss position for 12 months or more). At December 31, 2020, we held 5,105 individual fixed maturity securities that were in an unrealized loss position and for which no allowance for credit losses has been recorded (including 949 individual fixed maturity securities that were in a continuous unrealized loss position for 12 months or more). We did not recognize the unrealized losses in earnings on these fixed maturity securities at March 31, 2021 because it was determined that such losses were due to non-credit factors. Additionally, we neither intend to sell the securities nor do we believe that it is more likely than not that we will be required to sell these securities before recovery of their amortized cost basis. For fixed maturity securities with significant declines, we performed fundamental credit analyses on a security-by-security basis, which included consideration of credit enhancements, liquidity position, expected defaults, industry and sector analysis, forecasts and available market data.

Contractual Maturities of Fixed Maturity Securities Available for Sale

The following table presents the amortized cost and fair value of fixed maturity securities available for sale by contractual maturity:

	Total Fixed Maturity Securities Available for Sale	
	Amortized Cost, Net of Allowance	Fair Value
<i>(in millions)</i>		
March 31, 2021		
Due in one year or less	\$ 9,296	\$ 9,388
Due after one year through five years	43,463	44,991
Due after five years through ten years	43,447	46,215
Due after ten years	90,893	98,593
Mortgage-backed, asset-backed and collateralized	60,217	63,825
Total	\$ 247,316	\$ 263,012

Actual maturities may differ from contractual maturities because certain borrowers have the right to call or prepay certain obligations with or without call or prepayment penalties.

The following table presents the gross realized gains and gross realized losses from sales or maturities of our available for sale securities:

Three Months Ended March 31,	2021		2020	
	Gross Realized Gains	Gross Realized Losses	Gross Realized Gains	Gross Realized Losses
<i>(in millions)</i>				
Fixed maturity securities	\$ 460	\$ 71	\$ 380	\$ 166

For the three-month period ended March 31, 2021, the aggregate fair value of available for sale securities sold was \$6.4 billion, which resulted in net realized capital gains of \$389 million. Included within the net realized capital gains are \$295 million of realized capital gains for the three-month period ended March 31, 2021, which relate to Fortitude Re funds withheld assets. These realized capital gains are included in Net realized capital gains (losses) on Fortitude Re funds withheld assets.

For the three-month period ended March 31, 2020, the aggregate fair value of available for sale securities sold was \$7.2 billion, which resulted in net realized capital gains of \$214 million.

OTHER SECURITIES MEASURED AT FAIR VALUE

The following table presents the fair value of fixed maturity securities measured at fair value based on our election of the fair value option, which are reported in the other bond securities caption in the financial statements, and equity securities measured at fair value:

	March 31, 2021		December 31, 2020	
	Fair Value	Percent of Total	Fair Value	Percent of Total
<i>(in millions)</i>				
Fixed maturity securities:				
U.S. government and government sponsored entities	\$ 1,751	29 %	\$ 1,845	29 %
Corporate debt	12	-	12	-
Mortgage-backed, asset-backed and collateralized:				
RMBS	382	6	429	7
CMBS	314	5	320	5
CDO/ABS and other collateralized	2,514	41	2,685	42
Total mortgage-backed, asset-backed and collateralized	3,210	52	3,434	54
Total fixed maturity securities	4,973	81	5,291	83
Equity securities	1,160	19	1,056	17
Total	\$ 6,133	100 %	\$ 6,347	100 %

OTHER INVESTED ASSETS

The following table summarizes the carrying amounts of other invested assets:

		March 31, 2021	December 31, 2020
<i>(in millions)</i>			
Alternative investments ^{(a) (b)}	\$	9,589	\$ 9,572
Investment real estate ^(c)		8,172	7,930
All other investments ^(d)		1,629	1,558
Total	\$	19,390	\$ 19,060

(a) At March 31, 2021, included hedge funds of \$2.0 billion, private equity funds of \$7.4 billion and affordable housing partnerships of \$202 million. At December 31, 2020, included hedge funds of \$2.3 billion, private equity funds of \$7.0 billion and affordable housing partnerships of \$257 million.

(b) At March 31, 2021, approximately 65 percent of our hedge fund portfolio is available for redemption in 2021. The remaining 35 percent will be available for redemption between 2022 and 2027.

(c) Net of accumulated depreciation of \$775 million and \$756 million at March 31, 2021 and December 31, 2020, respectively.

(d) Includes AIG's 3.5 percent ownership interest in Fortitude Holdings which is recorded using the measurement alternative for equity securities and is carried at cost, which was \$100 million as of March 31, 2021 and December 31, 2020.

NET INVESTMENT INCOME

The following table presents the components of Net investment income:

Three Months Ended March 31,	2021			2020	
	Excluding Fortitude Re Funds Withheld Assets	Fortitude Re Funds Withheld Assets	Total		
<i>(in millions)</i>					
Available for sale fixed maturity securities, including short-term investments	\$ 2,178	\$ 377	\$ 2,555	\$ 2,609	
Other fixed maturity securities ^(a)	(102)	-	(102)	(60)	
Equity securities	22	-	22	(191)	
Interest on mortgage and other loans	414	47	461	513	
Alternative investments ^(b)	572	69	641	(59)	
Real estate	59	-	59	59	
Other investments ^(c)	140	1	141	(215)	
Total investment income	3,283	494	3,777	2,656	
Investment expenses	112	8	120	148	
Net investment income	\$ 3,171	\$ 486	\$ 3,657	\$ 2,508	

(a) Included in the three-month periods ended March 31, 2021 and 2020 were losses of \$81 million and income of \$169 million, respectively, related to fixed maturity securities measured at fair value that economically hedge liabilities described in (c) below.

(b) Included income from hedge funds, private equity funds and affordable housing partnerships. Hedge funds are recorded as of the balance sheet date. Private equity funds are generally reported on a one-quarter lag.

(c) Included in the three-month periods ended March 31, 2021 and 2020 were income of \$83 million and losses of \$202 million, respectively, related to liabilities measured at fair value that are economically hedged with fixed maturity securities as described in (a) above.

NET REALIZED CAPITAL GAINS AND LOSSES

The following table presents the components of Net realized capital gains:

Three Months Ended March 31,	2021			2020
	Excluding Fortitude Re Funds Withheld Assets	Fortitude Re Funds Withheld Assets	Total	
<i>(in millions)</i>				
Sales of fixed maturity securities	\$ 94	\$ 295	\$ 389	\$ 214
Intent to sell	-	-	-	-
Change in allowance for credit losses on fixed maturity securities	51	2	53	(198)
Change in allowance for credit losses on loans	41	(5)	36	(38)
Foreign exchange transactions	(49)	(6)	(55)	(254)
Variable annuity embedded derivatives, net of related hedges	89	-	89	2,192
All other derivatives and hedge accounting	351	(117)	234	1,559
Other	118	4	122	44
Net realized capital gains – excluding Fortitude Re funds withheld embedded derivative	695	173	868	3,519
Net realized capital gains (losses) on Fortitude Re funds withheld embedded derivative	-	2,382	2,382	-
Net realized capital gains	\$ 695	\$ 2,555	\$ 3,250	\$ 3,519

CHANGE IN UNREALIZED APPRECIATION (DEPRECIATION) OF INVESTMENTS

The following table presents the increase (decrease) in unrealized appreciation (depreciation) of our available for sale securities and other investments:

Three Months Ended March 31,	2021	2020
<i>(in millions)</i>		
Increase (decrease) in unrealized appreciation (depreciation) of investments:		
Fixed maturity securities	\$ (11,649)	\$ (10,455)
Total increase (decrease) in unrealized appreciation (depreciation) of investments	\$ (11,649)	\$ (10,455)

The following table summarizes the unrealized gains and losses recognized in Net investment income during the reporting period on equity securities still held at the reporting date:

	Equities	Other Invested Assets	Total
<i>(in millions)</i>			
Three Months Ended March 31, 2021			
Net gains recognized during the period on equity securities	\$ 22	\$ 470	\$ 492
Less: Net gains (losses) recognized during the period on equity securities sold during the period	(21)	24	3
Unrealized gains recognized during the reporting period on equity securities still held at the reporting date	\$ 43	\$ 446	\$ 489
Three Months Ended March 31, 2020			
Net losses recognized during the period on equity securities	\$ (191)	\$ (129)	\$ (320)
Less: Net gains recognized during the period on equity securities sold during the period	12	2	14
Unrealized losses recognized during the reporting period on equity securities still held at the reporting date	\$ (203)	\$ (131)	\$ (334)

EVALUATING INVESTMENTS FOR AN ALLOWANCE FOR CREDIT LOSSES

Fixed Maturity Securities

If we intend to sell a fixed maturity security or it is more likely than not that we will be required to sell a fixed maturity security before recovery of its amortized cost basis and if the fair value of the security is below amortized cost, an impairment has occurred and the amortized cost is written down to current fair value, with a corresponding charge to realized capital losses. No allowance is established in these situations and any previously recorded allowance is reversed. The new cost basis is not adjusted for subsequent increases in estimated fair value. When assessing our intent to sell a fixed maturity security, or whether it is more likely than not that we will be required to sell a fixed maturity security before recovery of its amortized cost basis, management evaluates relevant facts and circumstances including, but not limited to, decisions to reposition our investment portfolio, sales of securities to meet cash flow needs and sales of securities to take advantage of favorable pricing.

For fixed maturity securities for which a decline in the fair value below the amortized cost is due to credit related factors, an allowance is established for the difference between the estimated recoverable value and amortized cost with a corresponding charge to realized capital losses. The allowance for credit losses is limited to the difference between amortized cost and fair value. The estimated recoverable value is the present value of cash flows expected to be collected, as determined by management. The difference between fair value and amortized cost that is not associated with credit related factors is presented in unrealized appreciation (depreciation) of fixed maturity securities on which an allowance for credit losses was previously recognized (a separate component of AOCI). Accrued interest is excluded from the measurement of the allowance for credit losses.

When estimating future cash flows for structured fixed maturity securities (e.g., RMBS, CMBS, CDO, ABS) management considers the historical performance of underlying assets and available market information as well as bond-specific structural considerations, such as credit enhancement and the priority of payment structure of the security. In addition, the process of estimating future cash flows includes, but is not limited to, the following critical inputs, which vary by asset class:

- Current delinquency rates;
- Expected default rates and the timing of such defaults;
- Loss severity and the timing of any recovery; and
- Expected prepayment speeds.

When estimating future cash flows for corporate, municipal and sovereign fixed maturity securities determined to be credit impaired, management considers:

- Expected default rates and the timing of such defaults;
- Loss severity and the timing of any recovery; and
- Scenarios specific to the issuer and the security, which may also include estimates of outcomes of corporate restructurings, political and macroeconomic factors, stability and financial strength of the issuer, the value of any secondary sources of repayment and the disposition of assets.

We consider severe price declines in our assessment of potential credit impairments. We may also modify our model inputs when we determine that price movements in certain sectors are indicative of factors not captured by the cash flow models.

Under the current expected credit loss (CECL) model, credit losses are reassessed each period. The allowance for credit losses and the corresponding charge to realized capital losses can be reversed if conditions change, however, the allowance for credit losses will never be reduced below zero. When we determine that all or a portion of a fixed maturity security is uncollectable, the uncollectable amortized cost amount is written off with a corresponding reduction to the allowance for credit losses. If we collect cash flows that were previously written off, the recovery is recognized by decreasing realized capital losses.

Credit Impairments

The following table presents a rollforward of the changes in allowance for credit losses on available for sale fixed maturity securities by major investment category:

Three Months Ended March 31,			2021			2020		
(in millions)			Structured	Non-Structured	Total	Structured	Non-Structured	Total
Balance, beginning of year *			\$ 17	\$ 169	\$ 186	\$ 7	\$ -	\$ 7
Additions:								
Securities for which allowance for credit losses were not previously recorded			2	13	15	24	174	198
Purchases of available for sale debt securities accounted for as purchased credit deteriorated assets			-	-	-	6	-	6
Accretion of available for sale debt securities accounted for as purchased credit deteriorated assets			-	-	-	-	-	-
Reductions:								
Securities sold during the period			(1)	(4)	(5)	-	-	-
Intent to sell security or more likely than not will be required to sell the security before recovery of its amortized cost basis			-	-	-	-	-	-
Additional net increases or decreases to the allowance for credit losses on securities that had an allowance recorded in a previous period, for which there was no intent to sell before recovery amortized cost basis			(4)	(64)	(68)	-	-	-
Write-offs charged against the allowance			-	(6)	(6)	-	-	-
Recoveries of amounts previously written off			-	-	-	-	-	-
Other			-	-	-	-	-	-
Balance, end of period			\$ 14	\$ 108	\$ 122	\$ 37	\$ 174	\$ 211

* The beginning balance incorporates the Day 1 gross up on purchased credit deteriorated (PCD) assets held as of January 1, 2020.

Purchased Credit Deteriorated Securities

We purchase certain RMBS securities that have experienced more-than-insignificant deterioration in credit quality since origination. Subsequent to the adoption of the Financial Instruments Credit Losses Standard, these are referred to as PCD assets. At the time of purchase an allowance is recognized for these PCD assets by adding it to the purchase price to arrive at the initial amortized cost. There is no credit loss expense recognized upon acquisition of a PCD asset. When determining the initial allowance for credit losses, management considers the historical performance of underlying assets and available market information as well as bond-specific structural considerations, such as credit enhancement and the priority of payment structure of the security. In addition, the process of estimating future cash flows includes, but is not limited to, the following critical inputs:

- Current delinquency rates;
- Expected default rates and the timing of such defaults;
- Loss severity and the timing of any recovery; and
- Expected prepayment speeds.

Subsequent to the acquisition date, the PCD assets follow the same accounting as other structured securities that are not high credit quality.

We did not purchase securities with more than insignificant credit deterioration since their origination during the three-month period ended March 31, 2021.

PLEDGED INVESTMENTS

Secured Financing and Similar Arrangements

We enter into secured financing transactions whereby certain securities are sold under agreements to repurchase (repurchase agreements), in which we transfer securities in exchange for cash, with an agreement by us to repurchase the same or substantially similar securities. Our secured financing transactions also include those that involve the transfer of securities to financial institutions in exchange for cash (securities lending agreements). In all of these secured financing transactions, the securities transferred by us (pledged collateral) may be sold or repledged by the counterparties. These agreements are recorded at their contracted amounts plus accrued interest, other than those that are accounted for at fair value.

Pledged collateral levels are monitored daily and are generally maintained at an agreed-upon percentage of the fair value of the amounts borrowed during the life of the transactions. In the event of a decline in the fair value of the pledged collateral under these secured financing transactions, we may be required to transfer cash or additional securities as pledged collateral under these agreements. At the termination of the transactions, we and our counterparties are obligated to return the amounts borrowed and the securities transferred, respectively.

The following table presents the fair value of securities pledged to counterparties under secured financing transactions, including repurchase and securities lending agreements:

(in millions)	March 31, 2021		December 31, 2020	
Fixed maturity securities available for sale	\$	3,552	\$	3,636

At both March 31, 2021 and December 31, 2020, amounts borrowed under repurchase and securities lending agreements totaled \$3.7 billion.

The following table presents the fair value of securities pledged under our repurchase agreements by collateral type and by remaining contractual maturity:

(in millions)	Remaining Contractual Maturity of the Agreements						Total
	Overnight and Continuous	up to 30 days	31 - 90 days	91 - 364 days	365 days or greater		
March 31, 2021							
Bonds available for sale:							
Non-U.S. governments	\$ 67	\$ -	\$ -	\$ -	\$ -	\$ -	67
Corporate debt	95	86	-	-	-	-	181
Total	\$ 162	\$ 86	\$ -	\$ -	\$ -	\$ -	248
December 31, 2020							
Bonds available for sale:							
Non-U.S. governments	\$ 63	\$ -	\$ -	\$ -	\$ -	\$ -	63
Corporate debt	96	97	-	-	-	-	193
Total	\$ 159	\$ 97	\$ -	\$ -	\$ -	\$ -	256

The following table presents the fair value of securities pledged under our securities lending agreements by collateral type and by remaining contractual maturity:

(in millions)	Remaining Contractual Maturity of the Agreements						Total
	Overnight and Continuous	up to 30 days	31 - 90 days	91 - 364 days	365 days or greater		
March 31, 2021							
Bonds available for sale:							
Obligations of states, municipalities and political subdivisions	\$ -	\$ 104	\$ -	\$ -	\$ -	\$ -	104
Non-U.S. governments	-	-	32	85	-	-	117
Corporate debt	-	835	2,009	239	-	-	3,083
Total	\$ -	\$ 939	\$ 2,041	\$ 324	\$ -	\$ -	3,304

December 31, 2020

Bonds available for sale:

Obligations of states, municipalities and political subdivisions	\$	-	\$	-	\$	103	\$	-	\$	-	\$	103
Non-U.S. governments		-		-		-		-		-		-
Corporate debt		-		982		2,295		-		-		3,277
Total	\$	-	\$	982	\$	2,398	\$	-	\$	-	\$	3,380

We also enter into agreements in which securities are purchased by us under agreements to resell (reverse repurchase agreements), which are accounted for as secured financing transactions and reported as short-term investments or other assets, depending on their terms. These agreements are recorded at their contracted resale amounts plus accrued interest, other than those that are accounted for at fair value. In all reverse repurchase transactions, we take possession of or obtain a security interest in the related securities, and we have the right to sell or repledge this collateral received.

The following table presents information on the fair value of securities pledged to us under reverse repurchase agreements:

<i>(in millions)</i>	March 31, 2021		December 31, 2020	
Securities collateral pledged to us	\$	3,407	\$	5,359

At March 31, 2021 and December 31, 2020, amounts pledged to us under reverse repurchase agreements totaled \$3.4 billion and \$5.4 billion, respectively.

We do not currently offset any secured financing transactions. All such transactions are collateralized and margined on a daily basis consistent with market standards and subject to enforceable master netting arrangements with rights of set off.

Insurance – Statutory and Other Deposits

The total carrying value of cash and securities deposited by our insurance subsidiaries under requirements of regulatory authorities or other insurance-related arrangements, including certain annuity-related obligations and certain reinsurance contracts, was \$11.0 billion and \$11.2 billion at March 31, 2021 and December 31, 2020, respectively.

Other Pledges and Restrictions

Certain of our subsidiaries are members of Federal Home Loan Banks (FHLBs) and such membership requires the members to own stock in these FHLBs. We owned an aggregate of \$209 million and \$191 million of stock in FHLBs at March 31, 2021 and December 31, 2020, respectively. In addition, our subsidiaries have pledged securities available for sale and residential loans associated with borrowings and funding agreements from FHLBs, with a fair value of \$6.0 billion and \$1.1 billion, respectively, at March 31, 2021 and \$5.7 billion and \$1.2 billion, respectively, at December 31, 2020.

Certain GIAs have provisions that require collateral to be posted or payments to be made by us upon a downgrade of our long-term debt ratings. The actual amount of collateral required to be posted to the counterparties in the event of such downgrades, and the aggregate amount of payments that we could be required to make, depend on market conditions, the fair value of outstanding affected transactions and other factors prevailing at and after the time of the downgrade. The fair value of securities pledged as collateral with respect to these obligations was approximately \$1.5 billion at both March 31, 2021 and December 31, 2020. This collateral primarily consists of securities of the U.S. government and government sponsored entities and generally cannot be repledged or resold by the counterparties.

Investments held in escrow accounts or otherwise subject to restriction as to their use were \$516 million and \$494 million, comprised of bonds available for sale and short-term investments at March 31, 2021 and December 31, 2020, respectively.

Reinsurance transactions between AIG and Fortitude Re were structured as modco and loss portfolio transfer arrangements with funds withheld. Following closing of the Majority Interest Fortitude Sale, a portion of the proceeds were contributed to AIG subsidiaries.

For further discussion on the sale of Fortitude Holdings see Note 1 and Note 7 to the Condensed Consolidated Financial Statements.

6. Lending Activities

The following table presents the composition of Mortgage and other loans receivable, net:

<i>(in millions)</i>		March 31, 2021		December 31, 2020
Commercial mortgages ^(a)	\$	36,418	\$	36,424
Residential mortgages		4,159		4,645
Life insurance policy loans		1,949		1,986
Commercial loans, other loans and notes receivable		3,729		3,321
Total mortgage and other loans receivable		46,255		46,376
Allowance for credit losses ^(b)		(787)		(814)
Mortgage and other loans receivable, net	\$	45,468	\$	45,562

(a) Commercial mortgages primarily represent loans for apartments, offices and retail properties, with exposures in New York and California representing the largest geographic concentrations (aggregating approximately 24 percent and 10 percent, respectively, at March 31, 2021 and 24 percent and 10 percent, respectively, at December 31, 2020).

(b) Does not include allowance for credit losses of \$70 million and \$79 million, respectively, at March 31, 2021 and December 31, 2020, in relation to off-balance-sheet commitments to fund commercial mortgage loans, which is recorded in Other liabilities.

Interest income is not accrued when payment of contractual principal and interest is not expected. Any cash received on impaired loans is generally recorded as a reduction of the current carrying amount of the loan. Accrual of interest income is generally resumed when delinquent contractual principal and interest is repaid or when a portion of the delinquent contractual payments are made and the ongoing required contractual payments have been made for an appropriate period. As of March 31, 2021, \$8 million and \$356 million of residential mortgage loans and commercial mortgage loans, respectively, were placed on nonaccrual status. As of December 31, 2020, \$14 million and \$238 million of residential mortgage loans and commercial mortgage loans, respectively, were placed on nonaccrual status.

Accrued interest is presented separately and is included in Other assets on the Condensed Consolidated Balance Sheets. As of March 31, 2021, accrued interest receivable was \$12 million and \$134 million associated with residential mortgage loans and commercial mortgage loans, respectively. As of December 31, 2020, accrued interest receivable was \$14 million and \$129 million associated with residential mortgage loans and commercial mortgage loans, respectively.

A significant majority of commercial mortgages in the portfolio are non-recourse loans and, accordingly, the only guarantees are for specific items that are exceptions to the non-recourse provisions. It is therefore extremely rare for us to have cause to enforce the provisions of a guarantee on a commercial real estate or mortgage loan.

Nonperforming loans are generally those loans where payment of contractual principal or interest is more than 90 days past due. Nonperforming loans were not significant for any of the periods presented.

CREDIT QUALITY OF COMMERCIAL MORTGAGES

The following table presents debt service coverage ratios^(a) for commercial mortgages by year of vintage:

March 31, 2021												
(in millions)												
		2021		2020		2019		2018		2017	Prior	Total
>1.2X	\$	514	\$	1,958	\$	5,346	\$	5,391	\$	3,861	14,846	\$ 31,916
1.00 - 1.20X		-		871		769		610		182	1,261	3,693
<1.00X		91		-		-		339		88	291	809
Total commercial mortgages	\$	605	\$	2,829	\$	6,115	\$	6,340	\$	4,131	16,398	\$ 36,418
December 31, 2020												
(in millions)												
		2020		2019		2018		2017		2016	Prior	Total
>1.2X	\$	1,914	\$	5,596	\$	5,649	\$	3,941	\$	4,592	10,730	\$ 32,422
1.00 - 1.20X		770		467		456		144		161	1,106	3,104
<1.00X		4		86		343		87		96	282	898
Total commercial mortgages	\$	2,688	\$	6,149	\$	6,448	\$	4,172	\$	4,849	12,118	\$ 36,424

The following table presents loan-to-value ratios^(b) for commercial mortgages by year of vintage:

March 31, 2021												
(in millions)												
		2021		2020		2019		2018		2017	Prior	Total
Less than 65%	\$	51	\$	2,637	\$	3,552	\$	4,182	\$	2,671	10,324	\$ 23,417
65% to 75%		218		192		2,499		1,958		1,015	4,172	10,054
76% to 80%		-		-		45		-		-	861	906
Greater than 80%		336		-		19		200		445	1,041	2,041
Total commercial mortgages	\$	605	\$	2,829	\$	6,115	\$	6,340	\$	4,131	16,398	\$ 36,418
December 31, 2020												
(in millions)												
		2020		2019		2018		2017		2016	Prior	Total
Less than 65%	\$	2,382	\$	3,755	\$	3,855	\$	2,565	\$	2,852	8,145	\$ 23,554
65% to 75%		274		2,330		2,363		1,306		1,200	2,551	10,024
76% to 80%		28		45		30		-		70	515	688
Greater than 80%		4		19		200		301		727	907	2,158
Total commercial mortgages	\$	2,688	\$	6,149	\$	6,448	\$	4,172	\$	4,849	12,118	\$ 36,424

(a) The debt service coverage ratio compares a property's net operating income to its debt service payments, including principal and interest. Our weighted average debt service coverage ratio was 2.1X at March 31, 2021 and 2.2X at December 31, 2020. The debt service coverage ratios have been updated within the last three months.

(b) The loan-to-value ratio compares the current unpaid principal balance of the loan to the estimated fair value of the underlying property collateralizing the loan. Our weighted average loan-to-value ratio was 59 percent at March 31, 2021 and was 60 percent at December 31, 2020. The loan-to-value ratios have been updated within the last three to nine months.

The following table presents the credit quality performance indicators for commercial mortgages:

	Number of Loans	Class										Percent of Total				
(dollars in millions)		Apartments		Offices		Retail		Industrial		Hotel		Others		Total ^(c)		
March 31, 2021																
Credit Quality Performance Indicator:																
In good standing	678	\$	14,141	\$	10,433	\$	5,096	\$	3,708	\$	2,011	\$	462	\$	35,851	98 %
Restructured ^(a)	9		-		141		50		-		136		-		327	1
90 days or less delinquent	-		-		-		-		-		-		-		-	-
>90 days delinquent or in process of foreclosure	4		-		68		57		-		115		-		240	1
Total^(b)	691	\$	14,141	\$	10,642	\$	5,203	\$	3,708	\$	2,262	\$	462	\$	36,418	100 %
Allowance for credit losses		\$	135	\$	270	\$	140	\$	48	\$	56	\$	13	\$	662	2 %
December 31, 2020																
Credit Quality Performance Indicator:																
In good standing	688	\$	13,969	\$	10,506	\$	5,144	\$	3,766	\$	2,064	\$	460	\$	35,909	99 %
Restructured ^(a)	5		-		52		50		-		4		-		106	-
90 days or less delinquent	3		-		87		-		-		114		-		201	-
>90 days delinquent or in process of foreclosure	4		-		67		55		-		86		-		208	1
Total^(b)	700	\$	13,969	\$	10,712	\$	5,249	\$	3,766	\$	2,268	\$	460	\$	36,424	100 %
Allowance for credit losses		\$	145	\$	267	\$	145	\$	53	\$	65	\$	10	\$	685	2 %

(a) Loans that have been modified in troubled debt restructurings and are performing according to their restructured terms. For additional discussion of troubled debt restructurings see Note 7 to the Consolidated Financial Statements in the 2020 Annual Report.

(b) Does not reflect allowance for credit losses.

(c) Our commercial mortgage loan portfolio is current as to payments of principal and interest, for both periods presented. There were no significant amounts of nonperforming commercial mortgages (defined as those loans where payment of contractual principal or interest is more than 90 days past due) during any of the periods presented.

The following table presents credit quality performance indicators for residential mortgages by year of vintage:

March 31, 2021									
(in millions)		2021		2020		2019		2018	
FICO*:									
780 and greater	\$	111	\$	873	\$	568	\$	217	\$
720 - 779		74		280		163		79	
660 - 719		2		47		37		14	
600 - 659		-		1		3		3	
Less than 600		-		-		1		1	
Total residential mortgages	\$	187	\$	1,201	\$	772	\$	314	\$
December 31, 2020									
(in millions)		2020		2019		2018		2017	
FICO*:									
780 and greater	\$	522	\$	619	\$	283	\$	469	\$
720 - 779		478		349		103		155	
660 - 719		19		61		28		42	
600 - 659		1		5		6		7	
Less than 600		-		-		1		2	
Total residential mortgages	\$	1,020	\$	1,034	\$	421	\$	675	\$

* Fair Isaac Corporation (FICO) is the credit quality indicator used to evaluate consumer credit risk for residential mortgage loan borrowers and have been updated within the last three months.

METHODOLOGY USED TO ESTIMATE THE ALLOWANCE FOR CREDIT LOSSES

At the time of origination or purchase, an allowance for credit losses is established for mortgage and other loan receivables and is updated each reporting period. Changes in the allowance for credit losses are recorded in realized capital losses. This allowance reflects the risk of loss, even when that risk is remote, and reflects losses expected over the remaining contractual life of the loan. The allowance for credit losses considers available relevant information about the collectability of cash flows, including information about past events, current conditions, and reasonable and supportable forecasts of future economic conditions. We revert to historical information when we determine that we can no longer reliably forecast future economic assumptions.

The allowances for the commercial mortgage loans and residential mortgage loans are estimated utilizing a probability of default and loss given default model. Loss rate factors are determined based on historical data and adjusted for current and forecasted information. The loss rates are applied based on individual loan attributes and considering such data points as loan-to-value ratios, FICO scores, and debt service coverage.

The estimate of credit losses also reflects management's assumptions on certain macroeconomic factors that include, but are not limited to, gross domestic product growth, employment, inflation, housing price index, interest rates and credit spreads.

Accrued interest is excluded from the measurement of the allowance for credit losses and accrued interest is reversed through interest income once a loan is placed on nonaccrual.

When all or a portion of a loan is deemed uncollectible, the uncollectible portion of the carrying amount of the loan is charged off against the allowance.

We also have off-balance sheet commitments related to our commercial mortgage loans. The liability for expected credit losses related to these commercial mortgage loan commitments is reported in Other liabilities in the Condensed Consolidated Balance Sheets. When a commitment is funded, we record a loan receivable and reclassify the liability for expected credit losses related to the commitment into loan allowance for expected credit losses. Other changes in the liability for expected credit losses on loan commitments are recorded in Net realized capital gains (losses) in the Condensed Consolidated Statements of Income.

The following table presents a rollforward of the changes in the allowance for credit losses on Mortgage and other loans receivable^(a):

Three Months Ended March 31, <i>(in millions)</i>	2021			2020		
	Commercial Mortgages	Other Loans	Total	Commercial Mortgages	Other Loans	Total
Allowance, beginning of year	\$ 685	\$ 129	\$ 814	\$ 336	\$ 102	\$ 438
Initial allowance upon CECL adoption	-	-	-	311	7	318
Loans charged off	-	-	-	-	-	-
Recoveries of loans previously charged off	-	-	-	-	-	-
Net charge-offs	-	-	-	-	-	-
Provision for (release of) loan losses	(23)	(4)	(27)	42	(11)	31
Allowance, end of period	\$ 662	\$ 125	\$ 787	\$ 689	\$ 98	\$ 787

(a) Does not include allowance for credit losses of \$70 million and \$58 million, respectively, at March 31, 2021 and 2020 in relation to off-balance-sheet commitments to fund commercial mortgage loans, which is recorded in Other liabilities.

As a result of the COVID-19 crisis, including the significant global economic slowdown, our expectations and models used to estimate the allowance for losses on commercial and residential mortgage loans have been updated to reflect the current economic environment. The full impact of COVID-19 on real estate valuations remains uncertain and we will continue to review our valuations as further information becomes available.

TROUBLED DEBT RESTRUCTURINGS

We modify loans to optimize their returns and improve their collectability, among other things. When we undertake such a modification with a borrower that is experiencing financial difficulty and the modification involves us granting a concession to the troubled debtor, the modification is a troubled debt restructuring (TDR). We assess whether a borrower is experiencing financial difficulty based on a variety of factors, including the borrower's current default on any of its outstanding debt, the probability of a default on any of its debt in the foreseeable future without the modification, the insufficiency of the borrower's forecasted cash flows to service any of its outstanding debt (including both principal and interest), and the borrower's inability to access alternative third-party financing at an interest rate that would be reflective of current market conditions for a non-troubled debtor. Concessions granted may include extended maturity dates, interest rate changes, principal or interest forgiveness, payment deferrals and easing of loan covenants.

In response to the COVID-19 pandemic, there was an increase in the volume of loan modifications in our commercial mortgage, residential mortgage and leveraged loan portfolios in 2020. The COVID-19 related modifications were primarily in the form of short term payment deferrals (one to six months). Short-term payment deferrals are not considered a concession and therefore these modifications are not considered a TDR. As of March 31, 2021, the number of loans in deferral or in the process of being modified are returning to pre-COVID-19 levels.

During the three-month periods ended March 31, 2021 and 2020, loans with a carrying value of \$46 million and \$25 million, respectively, were modified in TDRs.

7. Reinsurance

SALE OF FORTITUDE HOLDINGS

On June 2, 2020, we completed the Majority Interest Fortitude Sale. AIG established Fortitude Re, a wholly owned subsidiary of Fortitude Holdings, in 2018 in a series of reinsurance transactions related to AIG's Run-Off operations. As of March 31, 2021, approximately \$30.3 billion of reserves from AIG's Life and Retirement Run-Off Lines and approximately \$4.0 billion of reserves from AIG's General Insurance Run-Off Lines, related to business written by multiple wholly-owned AIG subsidiaries, had been ceded to Fortitude Re under these reinsurance transactions. As of closing of the Majority Interest Fortitude Sale, these reinsurance transactions are no longer considered affiliated transactions and Fortitude Re is the reinsurer of the majority of AIG's Run-Off operations.

These reinsurance transactions between AIG and Fortitude Re were structured as modco and loss portfolio transfer arrangements with funds withheld (funds withheld). In modco and funds withheld arrangements, the investments supporting the reinsurance agreements, and which reflect the majority of the consideration that would be paid to the reinsurer for entering into the transaction, are withheld by, and therefore continue to reside on the balance sheet of, the ceding company (i.e., AIG) thereby creating an obligation for the ceding company to pay the reinsurer (i.e., Fortitude Re) at a later date. Additionally, as AIG maintains ownership of these investments, AIG will maintain its existing accounting for these assets (e.g., the changes in fair value of available for sale securities will be recognized within other comprehensive income). As a result of the deconsolidation resulting from the Majority Interest Fortitude Sale, AIG has established a funds withheld payable to Fortitude Re while simultaneously establishing a reinsurance asset representing reserves for the insurance coverage that Fortitude Re has assumed. The funds withheld payable contains an embedded derivative and changes in fair value of the embedded derivative related to the funds withheld payable are recognized in earnings through realized capital gains (losses). This embedded derivative is considered a total return swap with contractual returns that are attributable to various assets and liabilities associated with these reinsurance agreements.

There is a diverse pool of assets supporting the funds withheld arrangements with Fortitude Re. The following summarizes the composition of the pool of assets:

(in millions)	March 31, 2021		December 31, 2020		Corresponding Accounting Policy
	Carrying Value	Fair Value	Carrying Value	Fair Value	
Fixed maturity securities - available for sale ^(a)	\$ 33,280	\$ 33,280	\$ 36,047	\$ 36,047	Fair value through other comprehensive income
Fixed maturity securities - fair value option	185	185	200	200	Fair value through net investment income
Commercial mortgage loans	3,713	3,957	3,679	4,010	Amortized cost
Real estate investments	326	559	358	585	Amortized cost
Private equity funds / hedge funds	1,216	1,216	1,168	1,168	Fair value through net investment income
Policy loans	404	404	413	413	Amortized cost
Short-term Investments	48	48	34	34	Fair value through net investment income
Funds withheld investment assets	39,172	39,649	41,899	42,457	
Derivative assets, net ^(b)	-	-	(1)	(1)	Fair value through realized capital gains (losses)
Other ^(c)	532	532	604	604	Amortized cost
Total	\$ 39,704	\$ 40,181	\$ 42,502	\$ 43,060	

(a) The change in the net unrealized gains (losses) on available for sale securities related to the Fortitude Re funds withheld assets was \$(2.9) billion (\$(2.3) billion after-tax) for the three months ended March 31, 2021.

(b) The derivative assets and liabilities have been presented net of collateral. The derivative assets and liabilities supporting the Fortitude Re funds withheld arrangements had a fair market value of \$287 million and \$12 million, respectively, as of March 31, 2021. The derivative assets supporting the Fortitude Re funds withheld arrangements had a fair market value of \$357 million as of December 31, 2020. These derivative assets and liabilities are fully collateralized.

(c) Primarily comprised of Cash and Accrued investment income.

The impact of the funds withheld arrangements with Fortitude Re was as follows:

	Three Months Ended March 31, 2021
(in millions)	
Net underwriting income	\$ -
Net investment income - Fortitude Re funds withheld assets	486
Net realized capital gains on Fortitude Re funds withheld assets:	
Net realized capital gains - Fortitude Re funds withheld assets	173
Net realized capital gains - Fortitude Re embedded derivatives	2,382
Net realized capital gains on Fortitude Re funds withheld assets	2,555
Income from continuing operations before income tax benefit	3,041
Income tax expense ^(a)	639
Net income	2,402
Change in unrealized appreciation of all other investments ^(a)	(2,340)
Comprehensive income	\$ 62

(a) The income tax expense (benefit) and the tax impact in AOCI was computed using AIG's U.S. statutory tax rate of 21 percent.

Various assets supporting the Fortitude Re funds withheld arrangements are reported at amortized cost, and as such, changes in the fair value of these assets are not reflected in the financial statements. However, changes in the fair value of these assets are included in the embedded derivative in the Fortitude Re funds withheld arrangements and the appreciation of these assets is the primary driver of the comprehensive income reflected above.

REINSURANCE – CREDIT LOSSES

The estimation of reinsurance recoverables involves a significant amount of judgment, particularly for latent exposures, such as asbestos, due to their long-tail nature. Reinsurance assets include reinsurance recoverables on unpaid losses and loss adjustment expenses that are estimated as part of our loss reserving process and, consequently, are subject to similar judgments and uncertainties as the estimation of gross loss reserves. Similarly, Other assets include reinsurance recoverables for contracts which are accounted for as deposits.

We assess the collectability of reinsurance recoverable balances in each reporting period, through either historical trends of disputes and credit events or financial analysis of the credit quality of the reinsurer. We record adjustments to reflect the results of these assessments through an allowance for credit losses and disputes on uncollectable reinsurance that reduces the carrying amount of reinsurance and other assets on the consolidated balance sheets (collectively, the reinsurance recoverable balances). This estimate requires significant judgment for which key considerations include:

- paid and unpaid amounts recoverable;
- whether the balance is in dispute or subject to legal collection;
- the relative financial health of the reinsurer as determined by the Obligor Risk Ratings (ORRs) we assign to each reinsurer based upon our financial reviews; insurers that are financially troubled (i.e., in run-off, have voluntarily or involuntarily been placed in receivership, are insolvent, are in the process of liquidation or otherwise subject to formal or informal regulatory restriction) are assigned ORRs that will generate a significant allowance; and
- whether collateral and collateral arrangements exist.

An estimate of the reinsurance recoverable's lifetime expected credit losses is established utilizing a probability of default and loss given default method, which reflects the reinsurer's ORR rating. The allowance for credit losses excludes disputed amounts. An allowance for disputes is established for a reinsurance recoverable using the losses incurred model for contingencies.

The total reinsurance recoverables as of March 31, 2021 were \$78.2 billion. As of that date, utilizing AIG's ORRs, (i) approximately 93 percent of the reinsurance recoverables were investment grade, of which 52 percent related to General Insurance and 41 percent related to Life and Retirement; (ii) approximately 6 percent of the reinsurance recoverables were non-investment grade, the majority of which related to General Insurance; (iii) less than one percent of the non-investment grade reinsurance recoverables related to Life and Retirement and (iv) approximately one percent of the reinsurance recoverables related to entities that were not rated by AIG.

As of March 31, 2021, approximately 73 percent of our non-investment grade reinsurance exposure related to captive insurers. These arrangements are typically collateralized by letters of credit, funds withheld or trust agreements.

Reinsurance Recoverable Allowance

The following table presents a rollforward of the reinsurance recoverable allowance:

Three Months Ended March 31, (in millions)	2021			2020		
	General Insurance	Life and Retirement	Total	General Insurance	Life and Retirement	Total
Balance, beginning of year	\$ 292	\$ 83	\$ 375	\$ 111	\$ 40	\$ 151
Initial allowance upon CECL adoption	-	-	-	202	22	224
Current period provision for expected credit losses and disputes	1	4	5	(4)	2	(2)
Write-offs charged against the allowance for credit losses and disputes	(4)	-	(4)	(3)	(4)	(7)
Other changes	2	-	2	(4)	-	(4)
Balance, end of period	\$ 291	\$ 87	\$ 378	\$ 302	\$ 60	\$ 362

There were no material recoveries of credit losses previously written off for the three-month period ended March 31, 2021. There were no recoveries of credit losses previously written off for the three-month period ended March 31, 2020.

Past-Due Status

We consider a reinsurance asset to be past due when it is 90 days past due. The allowance for credit losses is estimated excluding disputed amounts. An allowance for disputes is established using the losses incurred method for contingencies. Past due balances on claims that are not in dispute were not material for any of the periods presented.

8. Variable Interest Entities

We enter into various arrangements with variable interest entities (VIEs) in the normal course of business and consolidate the VIEs when we determine we are the primary beneficiary. This analysis includes a review of the VIE's capital structure, related contractual relationships and terms, nature of the VIE's operations and purpose, nature of the VIE's interests issued and our involvement with the entity. When assessing the need to consolidate a VIE, we evaluate the design of the VIE as well as the related risks to which the entity was designed to expose the variable interest holders.

The primary beneficiary is the entity that has both (i) the power to direct the activities of the VIE that most significantly affect the entity's economic performance and (ii) the obligation to absorb losses or the right to receive benefits that could be potentially significant to the VIE. While also considering these factors, the consolidation conclusion depends on the breadth of our decision-making ability and our ability to influence activities that significantly affect the economic performance of the VIE.

BALANCE SHEET CLASSIFICATION AND EXPOSURE TO LOSS

Creditors or beneficial interest holders of VIEs for which AIG is the primary beneficiary generally have recourse only to the assets and cash flows of the VIEs and do not have recourse to AIG, except in limited circumstances when AIG has provided a guarantee to the VIE's interest holders. The following table presents the total assets and total liabilities associated with our variable interests in consolidated VIEs, as classified in the Condensed Consolidated Balance Sheets:

	Real Estate and Investment Entities ^(d)		Securitization Vehicles ^(e)		Affordable Housing Partnerships		Other		Total
<i>(in millions)</i>									
March 31, 2021									
Assets:									
Bonds available for sale	\$	-	\$	5,728	\$	-	\$	-	5,728
Other bond securities		-		2,226		-		-	2,226
Equity securities		558		-		-		-	558
Mortgage and other loans receivable		-		2,422		-		-	2,422
Other invested assets									
Alternative investments ^(a)		2,860		-		-		-	2,860
Investment real estate		3,304		-		3,879		-	7,183
Short-term investments		174		1,071		-		20	1,265
Cash		129		-		249		-	378
Accrued investment income		-		33		-		-	33
Other assets		129		41		260		-	430
Other		26		-		-		2	28
Total assets^(b)	\$	7,180	\$	11,521	\$	4,388	\$	22	23,111
Liabilities:									
Debt of consolidated investment entities	\$	2,529	\$	3,548	\$	2,515	\$	-	8,592
Other ^(c)		169		397		198		9	773
Total liabilities	\$	2,698	\$	3,945	\$	2,713	\$	9	9,365
December 31, 2020									
Assets:									
Bonds available for sale	\$	-	\$	6,089	\$	-	\$	-	6,089
Other bond securities		-		2,367		-		-	2,367
Equity securities		507		-		-		-	507
Mortgage and other loans receivable		-		3,135		-		-	3,135
Other invested assets									
Alternative investments ^(a)		2,689		-		-		-	2,689
Investment real estate		3,378		-		3,558		-	6,936
Short-term investments		365		1,534		-		27	1,926
Cash		129		-		203		-	332
Accrued investment income		-		38		-		-	38
Other assets		166		120		243		-	529
Other		3		-		-		2	5
Total assets^(b)	\$	7,237	\$	13,283	\$	4,004	\$	29	24,553
Liabilities:									
Debt of consolidated investment entities	\$	2,559	\$	3,961	\$	2,287	\$	2	8,809
Other ^(c)		180		187		187		10	564
Total liabilities	\$	2,739	\$	4,148	\$	2,474	\$	12	9,373

(a) Comprised primarily of investments in real estate joint ventures at March 31, 2021 and December 31, 2020.

(b) The assets of each VIE can be used only to settle specific obligations of that VIE.

(c) Comprised primarily of Other liabilities at March 31, 2021 and December 31, 2020.

(d) At March 31, 2021 and December 31, 2020, off-balance sheet exposure primarily consisting of our insurance companies' commitments to real estate and investment entities were \$2.2 billion and \$2.4 billion, respectively, of which commitments to external parties were \$0.6 billion and \$0.7 billion, respectively.

(e) At March 31, 2021 and December 31, 2020, AIG had contributed total assets of \$10.8 billion and \$12.5 billion, respectively, into consolidated securitization vehicles.

We calculate our maximum exposure to loss to be (i) the amount invested in the debt or equity of the VIE, (ii) the notional amount of VIE assets or liabilities where we have also provided credit protection to the VIE with the VIE as the referenced obligation, and (iii) other commitments and guarantees to the VIE.

Under the terms of six transactions entered into between 2012 and 2014 securitizing portfolios of certain debt securities previously owned by AIG and its affiliates, an indirectly wholly-owned subsidiary of AIG is obligated to make certain capital contributions to such a securitization VIE in the event that the VIE is unable to redeem any rated notes it has in issue on the relevant redemption date. AIG has provided a guarantee to the six securitization VIEs of the obligations of its indirectly wholly-owned subsidiary to make such capital contributions when due. During the first quarter of 2021, we terminated two of these transactions. There were no amounts paid related to the guarantees provided. The termination of these two transactions resulted in a reduction of debt of consolidated investments entities of \$50 million. At March 31, 2021, in aggregate, \$125 million of rated notes issued by the four remaining VIEs were outstanding and held by investors other than AIG and its consolidated affiliates.

For additional information on subsequent terminations of such transactions see Note 16 to the Condensed Consolidated Financial Statements.

SunAmerica Affordable Housing Partners, Inc. (SAAHP) provides a Base Internal Rate of Return (Base IRR) guarantee to its third party investors, so that on a specified date if the investor has not received distributions of cash and allocations of certain tax benefits required to achieve their Base IRR as provided for in the partnership agreement, SAAHP shall distribute cash to effectively generate the Base IRR to the investor. In addition, SAAHP has from time to time guaranteed certain debt issued by third parties related to its business activities. As of March 31, 2021, the off-balance sheet amount of that guarantee was approximately \$1 million.

The following table presents total assets of unconsolidated VIEs in which we hold a variable interest, as well as our maximum exposure to loss associated with these VIEs:

(in millions)	Total VIE Assets	Maximum Exposure to Loss		Total
		On-Balance Sheet ^(b)	Off-Balance Sheet	
March 31, 2021				
Real estate and investment entities ^(a)	\$ 335,307	\$ 6,482	\$ 3,378 ^(c)	\$ 9,860
Affordable housing partnerships	2,429	300	1	301
Other	1,726	203	528 ^(d)	731
Total	\$ 339,462	\$ 6,985	\$ 3,907	\$ 10,892
December 31, 2020				
Real estate and investment entities ^(a)	\$ 321,716	\$ 6,420	\$ 3,273 ^(c)	\$ 9,693
Affordable housing partnerships	2,801	368	4	372
Other	1,733	195	546 ^(d)	741
Total	\$ 326,250	\$ 6,983	\$ 3,823	\$ 10,806

(a) Comprised primarily of hedge funds and private equity funds.

(b) At March 31, 2021 and December 31, 2020, \$6.8 billion and \$6.8 billion, respectively, of our total unconsolidated VIE assets were recorded as Other invested assets.

(c) These amounts represent our unfunded commitments to invest in private equity funds and hedge funds.

(d) These amounts represent our estimate of the maximum exposure to loss under certain insurance policies issued to VIEs if a hypothetical loss occurred to the extent of the full amount of the insured value. Our insurance policies cover defined risks and our estimate of liability is included in our insurance reserves on the balance sheet.

For additional information on VIEs see Note 10 to the Consolidated Financial Statements in the 2020 Annual Report.

9. Derivatives and Hedge Accounting

We use derivatives and other financial instruments as part of our financial risk management programs and as part of our investment operations.

Interest rate derivatives (such as interest rate swaps) are used to manage interest rate risk associated with embedded derivatives contained in insurance contract liabilities, fixed maturity securities, outstanding medium- and long-term notes as well as other interest rate sensitive assets and liabilities. Foreign exchange derivatives (principally foreign exchange forwards and swaps) are used to economically mitigate risk associated with non-U.S. dollar denominated debt, net capital exposures, foreign currency transactions, and foreign denominated investments. Equity derivatives are used to mitigate financial risk embedded in certain insurance liabilities and economically hedge certain investments. We use credit derivatives to manage our credit exposures. The derivatives are effective economic hedges of the exposures that they are meant to offset.

In addition to hedging activities, we also enter into derivative contracts with respect to investment operations, which may include, among other things, credit default swaps (CDSs), total return swaps and purchases of investments with embedded derivatives, such as equity-linked notes and convertible bonds.

The following table presents the notional amounts of our derivatives and the fair value of derivative assets and liabilities in the Condensed Consolidated Balance Sheets:

	March 31, 2021				December 31, 2020			
	Gross Derivative Assets		Gross Derivative Liabilities		Gross Derivative Assets		Gross Derivative Liabilities	
	Notional Amount	Fair Value	Notional Amount	Fair Value	Notional Amount	Fair Value	Notional Amount	Fair Value
<i>(in millions)</i>								
Derivatives designated as hedging instruments:^(a)								
Interest rate contracts	\$ 877	\$ 16	\$ 295	\$ 6	\$ 815	\$ 16	\$ 356	\$ 11
Foreign exchange contracts	6,232	380	4,135	293	3,468	256	7,424	379
Derivatives not designated as hedging instruments:^(a)								
Interest rate contracts	49,790	3,608	47,401	4,898	62,259	4,621	48,732	4,425
Foreign exchange contracts	13,476	689	7,258	561	9,518	766	12,860	711
Equity contracts	23,163	580	7,830	85	22,924	1,130	7,076	223
Credit contracts ^(b)	4,796	1	958	65	5,797	2	969	67
Other contracts ^(c)	43,030	13	55	4	43,441	14	54	6
Total derivatives, gross	\$ 141,364	\$ 5,287	\$ 67,932	\$ 5,912	\$ 148,222	\$ 6,805	\$ 77,471	\$ 5,822
Counterparty netting^(d)		(3,080)		(3,080)		(3,812)		(3,812)
Cash collateral^(e)		(1,314)		(2,129)		(2,219)		(1,441)
Total derivatives on Condensed Consolidated Balance Sheets^(f)		\$ 893		\$ 703		\$ 774		\$ 569

(a) Fair value amounts are shown before the effects of counterparty netting adjustments and offsetting cash collateral.

(b) As of March 31, 2021 and December 31, 2020, included CDSs on super senior multi-sector CDOs with a net notional amount of \$125 million and \$137 million (fair value liability of \$44 million and \$44 million), respectively. The net notional amount represents the maximum exposure to loss on the portfolio.

(c) Consists primarily of stable value wraps and contracts with multiple underlying exposures.

(d) Represents netting of derivative exposures covered by a qualifying master netting agreement.

(e) Represents cash collateral posted and received that is eligible for netting.

(f) Freestanding derivatives only, excludes embedded derivatives. Derivative instrument assets and liabilities are recorded in Other assets and Other liabilities, respectively. Fair value of assets related to bifurcated embedded derivatives was zero at both March 31, 2021 and December 31, 2020. Fair value of liabilities related to bifurcated embedded derivatives was \$11.1 billion and \$15.8 billion, respectively, at March 31, 2021 and December 31, 2020. A bifurcated embedded derivative is generally presented with the host contract in the Condensed Consolidated Balance Sheets. Embedded derivatives are primarily related to guarantee features in variable annuity products, which include equity and interest rate components, and the funds withheld arrangement with Fortitude Re. For additional information see Note 7 to the Condensed Consolidated Financial Statements.

COLLATERAL

We engage in derivative transactions that are not subject to a clearing requirement directly with unaffiliated third parties, in most cases, under International Swaps and Derivatives Association, Inc. (ISDA) Master Agreements. Many of the ISDA Master Agreements also include Credit Support Annex provisions, which provide for collateral postings that may vary at various ratings and threshold levels. We attempt to reduce our risk with certain counterparties by entering into agreements that enable collateral to be obtained from a counterparty on an upfront or contingent basis. We minimize the risk that counterparties might be unable to fulfill their contractual obligations by monitoring counterparty credit exposure and collateral value and generally requiring additional collateral to be posted upon the occurrence of certain events or circumstances. In addition, certain derivative transactions have provisions that require collateral to be posted upon a downgrade of our long-term debt ratings or give the counterparty the right to terminate the transaction. In the case of some of the derivative transactions, upon a downgrade of our long-term debt ratings, as an alternative to posting collateral and subject to certain conditions, we may assign the transaction to an obligor with higher debt ratings or arrange for a substitute guarantee of our obligations by an obligor with higher debt ratings or take other similar action. The actual amount of collateral required to be posted to counterparties in the event of such downgrades, or the aggregate amount of payments that we could be required to make, depends on market conditions, the fair value of outstanding affected transactions and other factors prevailing at and after the time of the downgrade.

Collateral posted by us to third parties for derivative transactions was \$3.6 billion at March 31, 2021 and \$3.0 billion at December 31, 2020. In the case of collateral posted under derivative transactions that are not subject to clearing, this collateral can generally be repledged or resold by the counterparties. Collateral provided to us from third parties for derivative transactions was \$1.7 billion and \$2.3 billion at March 31, 2021 and December 31, 2020, respectively. In the case of collateral provided to us under derivative transactions that are not subject to clearing, we generally can repledge or resell collateral.

OFFSETTING

We have elected to present all derivative receivables and derivative payables, and the related cash collateral received and paid, on a net basis on our Condensed Consolidated Balance Sheets when a legally enforceable ISDA Master Agreement exists between us and our derivative counterparty. An ISDA Master Agreement is an agreement governing multiple derivative transactions between two counterparties. The ISDA Master Agreement generally provides for the net settlement of all, or a specified group, of these derivative transactions, as well as transferred collateral, through a single payment, and in a single currency, as applicable. The net settlement provisions apply in the event of a default on, or affecting any, one derivative transaction or a termination event affecting all, or a specified group of, derivative transactions governed by the ISDA Master Agreement.

HEDGE ACCOUNTING

We designated certain derivatives entered into with third parties as fair value hedges of available for sale investment securities held by our insurance subsidiaries. The fair value hedges include foreign currency forwards and cross currency swaps designated as hedges of the change in fair value of foreign currency denominated available for sale securities attributable to changes in foreign exchange rates. We also designated certain interest rate swaps entered into with third parties as fair value hedges of fixed rate GICs attributable to changes in benchmark interest rates.

We use foreign currency denominated debt and cross-currency swaps as hedging instruments in net investment hedge relationships to mitigate the foreign exchange risk associated with our non-U.S. dollar functional currency foreign subsidiaries. For net investment hedge relationships where issued debt is used as a hedging instrument, we assess the hedge effectiveness and measure the amount of ineffectiveness based on changes in spot rates. For net investment hedge relationships that use derivatives as hedging instruments, we assess hedge effectiveness and measure hedge ineffectiveness using changes in forward rates. For the three-month periods ended March 31, 2021 and 2020, we recognized gains of \$101 million and \$99 million, respectively, included in Change in foreign currency translation adjustments in Other comprehensive income related to the net investment hedge relationships.

A qualitative methodology is utilized to assess hedge effectiveness for net investment hedges, while regression analysis is employed for all other hedges.

The following table presents the gain (loss) recognized in earnings on our derivative instruments in fair value hedging relationships in the Condensed Consolidated Statements of Income:

	Gains/(Losses) Recognized in Earnings for:				
	Hedging		Excluded	Hedged	
(in millions)	Derivatives ^(a)		Components ^(b)	Items	Net Impact
Three Months Ended March 31, 2021					
Interest rate contracts:					
Interest credited to policyholder account balances	\$	(4)	\$	6	2
Net investment income (loss)		8		(7)	1
Foreign exchange contracts:					
Realized capital gains/(losses)		32		(32)	(29)
Three Months Ended March 31, 2020					
Interest rate contracts:					
Interest credited to policyholder account balances	\$	17	\$	(17)	-
Net investment income (loss)		(3)		3	-
Foreign exchange contracts:					
Realized capital gains/(losses)		305		(305)	281

(a) Gains and losses on derivative instruments designated and qualifying in fair value hedges that are included in the assessment of hedge effectiveness.

(b) Gains and losses on derivative instruments designated and qualifying in fair value hedges that are excluded from the assessment of hedge effectiveness and recognized in earnings on a mark-to-market basis.

DERIVATIVES NOT DESIGNATED AS HEDGING INSTRUMENTS

The following table presents the effect of derivative instruments not designated as hedging instruments in the Condensed Consolidated Statements of Income:

(in millions)	Gains (Losses) Recognized in Earnings	
	2021	2020
Three Months Ended March 31,		
By Derivative Type:		
Interest rate contracts	\$ (1,545)	\$ 2,573
Foreign exchange contracts	(87)	1,025
Equity contracts	(519)	1,103
Credit contracts	(5)	122
Other contracts	15	10
Embedded derivatives	4,839	(1,052)
Total	\$ 2,698	\$ 3,781
By Classification:		
Policy fees	\$ 15	\$ 15
Net investment income	(12)	(2)
Net realized capital gains - excluding Fortitude Re funds withheld assets	440	3,752
Net realized capital gains on Fortitude Re funds withheld assets	2,265	-
Policyholder benefits and claims incurred	(10)	16
Total	\$ 2,698	\$ 3,781

CREDIT RISK-RELATED CONTINGENT FEATURES

We estimate that at March 31, 2021, based on our outstanding financial derivative transactions, a downgrade of our long-term senior debt ratings to BBB or BBB- by Standard & Poor's Financial Services LLC, a subsidiary of S&P Global Inc., and/or a downgrade to Baa2 or Baa3 by Moody's Investors' Service, Inc. would permit counterparties to make additional collateral calls and permit certain counterparties to elect early termination of contracts, resulting in corresponding collateral postings and termination payments in the total amount of up to approximately \$40 million. The aggregate fair value of our derivatives that were in a net liability position and that contain such credit risk-related contingencies which can be triggered below our long-term senior debt ratings of BBB+ or Baa1 was approximately \$216 million and \$257 million at March 31, 2021 and December 31, 2020, respectively. The aggregate fair value of assets posted as collateral under these contracts at March 31, 2021 and December 31, 2020, was approximately \$256 million and \$306 million, respectively.

HYBRID SECURITIES WITH EMBEDDED CREDIT DERIVATIVES

We invest in hybrid securities (such as credit-linked notes) with the intent of generating income and not specifically to acquire exposure to embedded derivative risk. As is the case with our other investments in RMBS, CMBS, CDOs and ABS, our investments in these hybrid securities are exposed to losses only up to the amount of our initial investment in the hybrid security. Other than our initial investment in the hybrid securities, we have no further obligation to make payments on the embedded credit derivatives in the related hybrid securities.

We elect to account for our investments in these hybrid securities with embedded written credit derivatives at fair value, with changes in fair value recognized in Net investment income and Other income. Our investments in these hybrid securities are reported as Other bond securities in the Condensed Consolidated Balance Sheets. The fair values of these hybrid securities were \$2.3 billion and \$2.4 billion at March 31, 2021 and December 31, 2020, respectively. These securities have par amounts of \$4.9 billion and \$5.0 billion at March 31, 2021 and December 31, 2020, respectively, and have remaining stated maturity dates that extend to 2052.

10. Insurance Liabilities

LIABILITY FOR UNPAID LOSSES AND LOSS ADJUSTMENT EXPENSES (LOSS RESERVES)

Loss reserves represent the accumulation of estimates of unpaid claims, including estimates for claims incurred but not reported and loss adjustment expenses, less applicable discount. We regularly review and update the methods used to determine loss reserve estimates. Any adjustments resulting from this review are reflected currently in pre-tax income, except to the extent such adjustment impacts a deferred gain under a retroactive reinsurance agreement, in which case the ceded portion would be amortized into pre-tax income in subsequent periods. Because these estimates are subject to the outcome of future events, changes in estimates are common given that loss trends vary and time is often required for changes in trends to be recognized and confirmed. Given the uncertainties around the impact from the COVID-19 crisis, including the significant global economic slowdown, the full impact of COVID-19 and how it may ultimately impact the results of our insurance operations remains uncertain. In addition, in response to the crisis, new governmental, legislative and regulatory initiatives have been put in place and continue to be developed that could result in additional restrictions and requirements relating to our policies that may have a negative impact on our business operations. However, we have recorded our estimate of the ultimate liability for claims that have occurred as of the balance sheet date associated with COVID-19 which reflects our expectations given the current facts and circumstances. We will continue to monitor and review the impact. Reserve changes that increase previous estimates of ultimate cost are referred to as unfavorable or adverse development or reserve strengthening. Reserve changes that decrease previous estimates of ultimate cost are referred to as favorable development.

Our gross loss reserves before reinsurance and discount are net of contractual deductible recoverable amounts due from policyholders of approximately \$12.5 billion and \$12.6 billion at March 31, 2021 and December 31, 2020, respectively. These recoverable amounts are related to certain policies with high deductibles (in excess of high dollar amounts retained by the insured through self-insured retentions, deductibles, retrospective programs, or captive arrangements, each referred to generically as "deductibles"), primarily for U.S. Commercial casualty business. With respect to the deductible portion of the claim, we manage and pay the entire claim on behalf of the insured and are reimbursed by the insured for the deductible portion of the claim. Thus, these recoverable amounts represent a credit exposure to us. At both March 31, 2021 and December 31, 2020, we held collateral of approximately \$9.2 billion, for these deductible recoverable amounts, consisting primarily of letters of credit and funded trust agreements. Allowance for credit losses for the unsecured portion of these recoverable amounts was \$14 million at both March 31, 2021 and December 31, 2020.

The following table presents the rollforward of activity in Loss Reserves:

(in millions)	Three Months Ended	
	March 31,	
	2021	2020
Liability for unpaid loss and loss adjustment expenses, beginning of period	\$ 77,720	\$ 78,328
Reinsurance recoverable	(34,431)	(31,069)
Initial allowance upon CECL adoption	-	164
Net Liability for unpaid loss and loss adjustment expenses, beginning of period	43,289	47,423
Losses and loss adjustment expenses incurred:		
Current year	3,925	4,111
Prior years, excluding discount and amortization of deferred gain	16	(1)
Prior years, discount charge (benefit)	(18)	76
Prior years, amortization of deferred gain on retroactive reinsurance ^(a)	(72)	(75)
Total losses and loss adjustment expenses incurred	3,851	4,111
Losses and loss adjustment expenses paid:		
Current year	(328)	(342)
Prior years	(3,584)	(4,351)
Total losses and loss adjustment expenses paid	(3,912)	(4,693)
Other changes:		
Foreign exchange effect	244	(230)
Allowance for credit losses	-	-
Retroactive reinsurance adjustment (net of discount) ^(b)	89	22
Total other changes	333	(208)
Liability for unpaid loss and loss adjustment expenses, end of period:		
Net liability for unpaid losses and loss adjustment expenses	43,561	46,633
Reinsurance recoverable	35,271	31,114
Total	\$ 78,832	\$ 77,747

(a) Includes \$17 million and \$8 million for the retroactive reinsurance agreement with National Indemnity Company (NICO), a subsidiary of Berkshire Hathaway Inc. (Berkshire), covering U.S. asbestos exposures for the three-month periods ended March 31, 2021 and 2020, respectively.

(b) Includes benefit (charge) from change in discount on retroactive reinsurance in the amount of \$39 million and \$72 million for the three-month periods ended March 31, 2021 and 2020, respectively.

On January 20, 2017, we entered into an adverse development reinsurance agreement with NICO, under which we transferred to NICO 80 percent of the reserve risk on substantially all of our U.S. commercial long-tail exposures for accident years 2015 and prior. Under this agreement, we ceded to NICO 80 percent of the paid losses on subject business paid on or after January 1, 2016 in excess of \$25 billion of net paid losses, up to an aggregate limit of \$25 billion. At NICO's 80 percent share, NICO's limit of liability under the contract is \$20 billion. We account for this transaction as retroactive reinsurance. We paid total consideration, including interest, of \$10.2 billion. The consideration was placed into a collateral trust account as security for NICO's claim payment obligations, and Berkshire has provided a parental guarantee to secure the obligations of NICO under the agreement.

Discounting of Loss Reserves

At March 31, 2021 and December 31, 2020, the loss reserves reflect a net loss reserve discount of \$796 million and \$725 million, respectively, including tabular and non-tabular calculations based upon the following assumptions:

The non-tabular workers' compensation discount is calculated separately for companies domiciled in New York, Pennsylvania and Delaware, and follows the statutory regulations (prescribed or permitted) for each state.

For New York companies, the discount is based on a 5 percent interest rate and the companies' own payout patterns. The Pennsylvania and Delaware regulators approved use of a consistent discount rate (U.S. Treasury rate plus a liquidity premium) to all of our workers' compensation reserves in our Pennsylvania domiciled and Delaware domiciled companies, as well as our use of updated payout patterns specific to our primary and excess workers compensation portfolios. In 2020, the regulators also approved that the discount rate will be updated on an annual basis.

The tabular workers' compensation discount is calculated based on the mortality rate used in the 2007 U.S. Life table and interest rates prescribed or permitted by each state (i.e. New York is based on 5 percent interest rate and Pennsylvania and Delaware are based on U.S. Treasury plus liquidity rate).

The discount for asbestos reserves has been fully accreted.

At March 31, 2021 and December 31, 2020, the discount consists of \$311 million and \$285 million of tabular discount, respectively, and \$485 million and \$440 million of non-tabular discount for workers' compensation, respectively. During the three-month periods ended March 31, 2021 and 2020, the benefit / (charge) from changes in discount of \$32 million and \$(56) million, respectively, were recorded as part of the policyholder benefits and losses incurred in the Condensed Consolidated Statements of Income.

The following table presents the components of the loss reserve discount discussed above:

	March 31, 2021			December 31, 2020		
	North America Commercial Insurance	Other Operations Run-Off ^(b)	Total	North America Commercial Insurance	Other Operations Run-Off ^(b)	Total
<i>(in millions)</i>						
U.S. workers' compensation	\$ 1,668	\$ -	\$ 1,668	\$ 1,636	\$ -	\$ 1,636
Retroactive reinsurance	(872)	-	(872)	(911)	-	(911)
Total reserve discount^(a)	\$ 796	\$ -	\$ 796	\$ 725	\$ -	\$ 725

(a) Excludes \$158 million and \$151 million of discount related to certain long tail liabilities in the UK at March 31, 2021 and December 31, 2020, respectively.

(b) Excludes \$513 million and \$493 million, respectively, of discount which was 100 percent ceded to Fortitude Re at March 31, 2021 and December 31, 2020. On June 2, 2020, we completed the Majority Interest Fortitude Sale. For additional information see Note 1 to the Condensed Consolidated Financial Statements.

The following table presents the net loss reserve discount benefit (charge):

Three Months Ended March 31,	2021			2020		
	North America Commercial Insurance	Other Operations Run-Off	Total	North America Commercial Insurance	Other Operations Run-Off	Total
<i>(in millions)</i>						
Current accident year	\$ 14	\$ -	\$ 14	\$ 20	\$ -	\$ 20
Accretion and other adjustments to prior year discount	18	-	18	(67)	(9)	(76)
Effect of interest rate changes	-	-	-	-	-	-
Net reserve discount benefit (charge)	32	-	32	(47)	(9)	(56)
Change in discount on loss reserves ceded under retroactive reinsurance	39	-	39	72	-	72
Net change in total reserve discount*	\$ 71	\$ -	\$ 71	\$ 25	\$ (9)	\$ 16

* Excludes \$7 million and \$(2) million discount related to certain long tail liabilities in the UK for the three-month periods ended March 31, 2021 and 2020, respectively.

11. Contingencies, Commitments and Guarantees

In the normal course of business, various contingent liabilities and commitments are entered into by AIG and our subsidiaries. In addition, AIG Parent guarantees various obligations of certain subsidiaries.

Although AIG cannot currently quantify its ultimate liability for unresolved litigation and investigation matters, including those referred to below, it is possible that such liability could have a material adverse effect on AIG's consolidated financial condition or its consolidated results of operations or consolidated cash flows for an individual reporting period.

LEGAL CONTINGENCIES

Overview

In the normal course of business, AIG and our subsidiaries are subject to regulatory and government investigations and actions, and litigation and other forms of dispute resolution in a large number of proceedings pending in various domestic and foreign jurisdictions. Certain of these matters involve potentially significant risk of loss due to potential for significant jury awards and settlements, punitive damages or other penalties. Many of these matters are also highly complex and may seek recovery on behalf of a class or similarly large number of plaintiffs. It is therefore inherently difficult to predict the size or scope of potential future losses arising from these matters. In our insurance and reinsurance operations, litigation and arbitration concerning the scope of coverage under insurance and reinsurance contracts, and litigation and arbitration in which our subsidiaries defend or indemnify their insureds under insurance contracts, are generally considered in the establishment of our loss reserves. Separate and apart from the foregoing matters involving insurance and reinsurance coverage, AIG, our subsidiaries and their respective officers and directors are subject to a variety of additional types of legal proceedings brought by holders of AIG securities, customers, employees and others, alleging, among other things, breach of contractual or fiduciary duties, bad faith, indemnification and violations of federal and state statutes and regulations. With respect to these other categories of matters not arising out of claims for insurance or reinsurance coverage, we establish reserves for loss contingencies when it is probable that a loss will be incurred and the amount of the loss can be reasonably estimated. In many instances, we are unable to determine whether a loss is probable or to reasonably estimate the amount of such a loss and, therefore, the potential future losses arising from legal proceedings may exceed the amount of liabilities that we have recorded in our financial statements covering these matters. While such potential future charges could be material, based on information currently known to management, management does not believe, other than as may be discussed below, that any such charges are likely to have a material adverse effect on our financial position or results of operation.

Additionally, from time to time, various regulatory and governmental agencies review the transactions and practices of AIG and our subsidiaries in connection with industry-wide and other inquiries or examinations into, among other matters, the business practices of current and former operating insurance subsidiaries. Such investigations, inquiries or examinations could develop into administrative, civil or criminal proceedings or enforcement actions, in which remedies could include fines, penalties, restitution or alterations in our business practices, and could result in additional expenses, limitations on certain business activities and reputational damage.

Tax Litigation

We were party to tax litigation before the Southern District of New York (Southern District), which was dismissed by the Southern District in October 2020 based upon the settlement reached between AIG and the government. *For additional information see Note 15 to the Condensed Consolidated Financial Statements.*

OTHER COMMITMENTS

In the normal course of business, we enter into commitments to invest in limited partnerships, private equity funds and hedge funds and to purchase and develop real estate in the U.S. and abroad. These commitments totaled \$6.7 billion at March 31, 2021.

GUARANTEES

Subsidiaries

We have issued unconditional guarantees with respect to the prompt payment, when due, of all present and future payment obligations and liabilities of AIG Financial Products Corp. and related subsidiaries (collectively AIGFP) and of AIG Markets, Inc. arising from transactions entered into by AIG Markets, Inc.

In connection with AIGFP's business activities, AIGFP has issued, in a limited number of transactions, standby letters of credit or similar facilities to equity investors of structured leasing transactions in an amount equal to the termination value owing to the equity investor by the lessee in the event of a lessee default (the equity termination value). The total amount outstanding at March 31, 2021 was \$75 million. In those transactions, AIGFP has agreed to pay such amount if the lessee fails to pay. The amount payable by AIGFP is, in certain cases, partially offset by amounts payable under other instruments typically equal to the present value of scheduled payments to be made by AIGFP. In the event that AIGFP is required to make a payment to the equity investor, the lessee is unconditionally obligated to reimburse AIGFP. To the extent that the equity investor is paid the equity termination value from the standby letter of credit and/or other sources, including payments by the lessee, AIGFP takes an assignment of the equity investor's rights under the lease of the underlying property. Because the obligations of the lessee under the lease transactions are generally economically defeased, lessee bankruptcy is the most likely circumstance in which AIGFP would be required to pay without reimbursement.

AIG Parent files a consolidated federal income tax return with certain subsidiaries and acts as an agent for the consolidated tax group when making payments to the Internal Revenue Service (IRS). AIG Parent and its subsidiaries have adopted, pursuant to a written agreement, a method of allocating consolidated federal income taxes. Under an Amended and Restated Tax Payment Allocation Agreement dated June 6, 2011 between AIG Parent and one of its Bermuda-domiciled insurance subsidiaries, AIG Life of Bermuda, Ltd. (AIGB), AIG Parent has agreed to indemnify AIGB for any tax liability (including interest and penalties) resulting from adjustments made by the IRS or other appropriate authorities to taxable income, special deductions or credits in connection with investments made by AIGB in certain affiliated entities.

Asset Dispositions

We are subject to financial guarantees and indemnity arrangements in connection with the completed sales of businesses. The various arrangements may be triggered by, among other things, declines in asset values, the occurrence of specified business contingencies, the realization of contingent liabilities, developments in litigation or breaches of representations, warranties or covenants provided by us. These arrangements are typically subject to various time limitations, defined by the contract or by operation of law, such as statutes of limitation. In some cases, the maximum potential obligation is subject to contractual limitations, while in other cases such limitations are not specified or are not applicable. The Majority Interest Fortitude Sale is subject to a post-closing purchase price adjustment pursuant to which AIG will pay Fortitude Re for certain adverse development in property casualty related reserves, based on an agreed methodology, that may occur on or prior to December 31, 2023, up to a maximum of \$500 million.

We are unable to develop a reasonable estimate of the maximum potential payout under certain of these arrangements. Overall, we believe the likelihood that we will have to make any material payments related to completed sales under these arrangements is remote, and no material liabilities related to these arrangements have been recorded in the Condensed Consolidated Balance Sheets.

For additional discussion on the Fortitude Re transaction, see Note 1 to the Condensed Consolidated Financial Statements.

Other

- *For additional discussion on commitments and guarantees associated with VIEs, see Note 8 to the Condensed Consolidated Financial Statements.*
- *For additional disclosures about derivatives, see Note 9 to the Condensed Consolidated Financial Statements.*

12. Equity

SHARES OUTSTANDING

Preferred Stock

On March 14, 2019, we issued 20,000 shares of Series A 5.85% Non-Cumulative Perpetual Preferred Stock (Series A Preferred Stock) (equivalent to 20,000,000 Depositary Shares, each representing a 1/1,000th interest in a share of Series A Preferred Stock), \$5.00 par value and \$25,000 liquidation preference per share (equivalent to \$25 per Depositary Share). After underwriting discounts and expenses, we received net proceeds of approximately \$485 million.

The following table presents declaration date, record date, payment date and dividends paid per preferred share and per depositary share on the Series A Preferred Stock in the three months ended March 31, 2021 and 2020:

Declaration Date	Record Date	Payment Date	Dividends Paid	
			Per Preferred Share	Per Depositary Share
February 16, 2021	February 26, 2021	March 15, 2021	\$ 365.625	\$ 0.365625
February 12, 2020	February 28, 2020	March 16, 2020	\$ 365.625	\$ 0.365625

Common Stock

The following table presents a rollforward of outstanding shares:

Three Months Ended March 31, 2021	Common Stock Issued	Treasury Stock	Common Stock Outstanding
Shares, beginning of year	1,906,671,492	(1,045,113,443)	861,558,049
Shares issued	-	5,857,575	5,857,575
Shares repurchased	-	(8,032,171)	(8,032,171)
Shares, end of period	1,906,671,492	(1,047,288,039)	859,383,453

Dividends

Dividends are payable on AIG Common Stock only when, as and if declared by our Board of Directors in its discretion, from funds legally available for this purpose. In considering whether to pay a dividend on or purchase shares of AIG Common Stock, our Board of Directors considers a number of factors, including, but not limited to: the capital resources available to support our insurance operations and business strategies, AIG's funding capacity and capital resources in comparison to internal benchmarks, expectations for capital generation, rating agency expectations for capital, regulatory standards for capital and capital distributions, and such other factors as our Board of Directors may deem relevant. The payment of dividends is also subject to the terms of AIG's outstanding Series A Preferred Stock, pursuant to which no dividends may be declared or paid on any AIG Common Stock unless the full dividends for the latest completed dividend period on all outstanding shares of Series A Preferred Stock have been declared and paid or provided for.

The following table presents declaration date, record date, payment date and dividends paid per common share on AIG Common Stock in the three months ended March 31, 2021 and 2020:

Declaration Date	Record Date	Payment Date	Dividends Paid
			Per Common Share
February 16, 2021	March 16, 2021	March 30, 2021	0.32
February 12, 2020	March 16, 2020	March 30, 2020	0.32

For a discussion of restrictions on payments of dividends to AIG Parent by its subsidiaries see Note 19 to the Consolidated Financial Statements in the 2020 Annual Report.

Repurchase of AIG Common Stock

The following table presents repurchases of AIG Common Stock:

Three Months Ended March 31,

(in millions)

		2021	2020
Aggregate repurchases of common stock	\$	362	\$ 500
Total number of common shares repurchased		8	12
Aggregate repurchases of warrants	\$	-	\$ -
Total number of warrants repurchased		-	-

Our Board of Directors has authorized the repurchase of shares of AIG Common Stock and warrants to purchase shares of AIG Common Stock through a series of actions. On February 13, 2019, our Board of Directors authorized an additional increase of approximately \$1.5 billion to its previous share repurchase authorization. As of March 31, 2021, approximately \$1.1 billion remained under our share repurchase authorization. Shares may be repurchased from time to time in the open market, private purchases, through forward, derivative, accelerated repurchase or automatic repurchase transactions or otherwise (including through the purchase of warrants). Certain of our share repurchases have been and may from time to time be effected through Exchange Act Rule 10b5-1 repurchase plans. Our warrants to purchase shares of AIG Common Stock expired on January 19, 2021.

In February 2020, we executed an accelerated stock repurchase (ASR) agreement with a third-party financial institution. The total number of shares of AIG Common Stock repurchased in the three months ended March 31, 2020, and the aggregate purchase price of those shares, reflect our payment of \$500 million in the aggregate under the ASR agreement and the receipt of approximately 12 million shares of AIG Common Stock in the aggregate. During the first quarter of 2021, we repurchased approximately 8 million shares of AIG Common Stock for an aggregate purchase price of approximately \$362 million pursuant to Exchange Act Rule 10b5-1 repurchase plans. Approximately \$92 million of these share repurchases were funded with proceeds received from warrant exercises that occurred prior to the expiration of warrants to purchase shares of AIG Common Stock on January 19, 2021.

The timing of any future repurchases will depend on market conditions, our business and strategic plans, financial condition, results of operations, liquidity and other factors. The repurchase of AIG Common Stock is also subject to the terms of AIG's outstanding Series A Preferred Stock, pursuant to which AIG may not (other than in limited circumstances) purchase, redeem or otherwise acquire AIG Common Stock unless the full dividends for the latest completed dividend period on all outstanding shares of Series A Preferred Stock have been declared and paid or provided for.

ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following table presents a rollforward of Accumulated other comprehensive income (loss):

		Unrealized Appreciation (Depreciation) of Fixed Maturity Securities on Which Allowance for Credit Losses Was Taken		Unrealized Appreciation (Depreciation) of All Other Investments		Foreign Currency Translation Adjustments		Retirement Plan Liabilities Adjustment		Fair Value of Liabilities Under Fair Value Option Attributable to Changes in Own Credit Risk	Total
<i>(in millions)</i>											
Balance, December 31, 2020, net of tax	\$	(95)	\$	17,093	\$	(2,267)	\$	(1,228)	\$	8	\$ 13,511
Change in unrealized appreciation (depreciation) of investments		41		(11,690)		-		-		-	(11,649)
Change in deferred policy acquisition costs adjustment and other		(2)		1,393		-		-		-	1,391
Change in future policy benefits		-		1,145		-		-		-	1,145
Change in foreign currency translation adjustments		-		-		170		-		-	170
Change in net actuarial gain		-		-		-		(1)		-	(1)
Change in prior service cost		-		-		-		2		-	2
Change in deferred tax asset (liability)		(6)		1,953		(45)		(4)		-	1,898
Change in fair value of liabilities under fair value option attributable to changes in own credit risk		-		-		-		-		(1)	(1)
Total other comprehensive income (loss)		33		(7,199)		125		(3)		(1)	(7,045)
Noncontrolling interests		-		-		-		-		-	-
Balance, March 31, 2021, net of tax	\$	(62)	\$	9,894	\$	(2,142)	\$	(1,231)	\$	7	\$ 6,466

		Unrealized Appreciation (Depreciation) of Fixed Maturity Securities on Which Allowance for Credit Losses Was Taken		Unrealized Appreciation (Depreciation) of All Other Investments		Foreign Currency Translation Adjustments		Retirement Plan Liabilities Adjustment		Fair Value of Liabilities Under Fair Value Option Attributable to Changes in Own Credit Risk	Total
<i>(in millions)</i>											
Balance, December 31, 2019, net of tax	\$	-	\$	8,722	\$	(2,625)	\$	(1,122)	\$	7	\$ 4,982
Change in unrealized depreciation of investments		(484)		(9,971)		-		-		-	(10,455)
Change in deferred policy acquisition costs adjustment and other ^(a)		30		1,377		-		-		-	1,407
Change in future policy benefits		-		1,672		-		-		-	1,672
Change in foreign currency translation adjustments		-		-		(69)		-		-	(69)
Change in net actuarial loss		-		-		-		4		-	4
Change in prior service credit		-		-		-		(1)		-	(1)
Change in deferred tax asset (liability)		95		1,380		(16)		(10)		-	1,449
Change in fair value of liabilities under fair value option attributable to changes in own credit risk		-		-		-		-		3	3
Total other comprehensive loss		(359)		(5,542)		(85)		(7)		3	(5,990)
Noncontrolling interests		-		(10)		(4)		-		-	(14)
Balance, March 31, 2020, net of tax	\$	(359)	\$	3,190	\$	(2,706)	\$	(1,129)	\$	10	\$ (994)

(a) Includes net unrealized gains and losses attributable to businesses held for sale at March 31, 2020.

The following table presents the other comprehensive income (loss) reclassification adjustments for the three-month periods ended March 31, 2021 and 2020, respectively:

		Unrealized Appreciation (Depreciation) of Fixed Maturity Securities on Which Allowance for Credit Losses Was Taken		Unrealized Appreciation (Depreciation) of All Other Investments		Foreign Currency Translation Adjustments		Retirement Plan Liabilities Adjustment		Fair Value of Liabilities Under Fair Value Option Attributable to Changes in Own Credit Risk		Total
<i>(in millions)</i>												
March 31, 2021												
Unrealized change arising during period	\$	37	\$	(8,761)	\$	170	\$	(11)	\$	(1)	\$	(8,566)
Less: Reclassification adjustments included in net income		(2)		391		-		(12)		-		377
Total other comprehensive income (loss), before income tax expense (benefit)		39		(9,152)		170		1		(1)		(8,943)
Less: Income tax expense (benefit)		6		(1,953)		45		4		-		(1,898)
Total other comprehensive income (loss), net of income tax expense (benefit)	\$	33	\$	(7,199)	\$	125	\$	(3)	\$	(1)	\$	(7,045)
<i>(in millions)</i>												
March 31, 2020												
Unrealized change arising during period	\$	(454)	\$	(6,708)	\$	(69)	\$	(7)	\$	3	\$	(7,235)
Less: Reclassification adjustments included in net income		-		214		-		(10)		-		204
Total other comprehensive income (loss), before income tax expense (benefit)		(454)		(6,922)		(69)		3		3		(7,439)
Less: Income tax expense (benefit)		(95)		(1,380)		16		10		-		(1,449)
Total other comprehensive income (loss), net of income tax expense (benefit)	\$	(359)	\$	(5,542)	\$	(85)	\$	(7)	\$	3	\$	(5,990)

The following table presents the effect of the reclassification of significant items out of AOCI on the respective line items in the Condensed Consolidated Statements of Income:

	Amount Reclassified from AOCI Three Months Ended March 31,		Affected Line Item in the Condensed Consolidated Statements of Income	
<i>(in millions)</i>	2021	2020		
Unrealized appreciation (depreciation) of fixed maturity securities on which allowance for credit losses was taken				
Investments	\$ (2)	\$ -	Other realized capital gains	
Total	(2)	-		
Unrealized appreciation (depreciation) of all other investments				
Investments	391	214	Other realized capital gains	
Total	391	214		
Change in retirement plan liabilities adjustment				
Prior-service credit	(1)	-	*	
Actuarial losses	(11)	(10)	*	
Total	(12)	(10)		
Total reclassifications for the period	\$ 377	\$ 204		

* These AOCI components are included in the computation of net periodic pension cost. For additional information see Note 14 to the Condensed Consolidated Financial Statements.

13. Earnings Per Common Share (EPS)

The basic EPS computation is based on the weighted average number of common shares outstanding, adjusted to reflect all stock dividends and stock splits. The diluted EPS computation is based on those shares used in the basic EPS computation plus common shares that would have been outstanding assuming issuance of common shares for all dilutive potential common shares outstanding and adjusted to reflect all stock dividends and stock splits.

The following table presents the computation of basic and diluted EPS:

Three Months Ended March 31,		2021	2020
<i>(dollars in millions, except per common share data)</i>			
Numerator for EPS:			
Income from continuing operations	\$	3,930	\$ 1,654
Less: Net income (loss) from continuing operations attributable to noncontrolling interests		54	(95)
Less: Preferred stock dividends		7	7
Income attributable to AIG common shareholders from continuing operations		3,869	1,742
Income from discontinued operations, net of income tax expense		-	-
Net income attributable to AIG common shareholders	\$	3,869	\$ 1,742
Denominator for EPS:			
Weighted average common shares outstanding - basic		868,105,069	874,213,630
Dilutive common shares		8,164,855	4,652,583
Weighted average common shares outstanding - diluted ^(a)		876,269,924	878,866,213
Income per common share attributable to AIG common shareholders:			
Basic:			
Income from continuing operations	\$	4.45	\$ 1.99
Income from discontinued operations	\$	-	\$ -
Income attributable to AIG common shareholders	\$	4.45	\$ 1.99
Diluted:			
Income from continuing operations	\$	4.41	\$ 1.98
Income from discontinued operations	\$	-	\$ -
Income attributable to AIG common shareholders	\$	4.41	\$ 1.98

(a) Dilutive common shares include our share-based employee compensation plans and a weighted average portion of the 10-year warrants issued to AIG shareholders as part of AIG's recapitalization in January 2011, which expired in January 2021. The number of common shares excluded from diluted shares outstanding was 9.2 million and 67.2 million for the three-month periods ended March 31, 2021 and 2020, respectively, because the effect of including those common shares in the calculation would have been anti-dilutive.

For information about our repurchases of AIG Common Stock see Note 12 to the Condensed Consolidated Financial Statements.

14. Employee Benefits

We sponsor various defined benefit plans for eligible employees and retirees in the U.S. and certain non-U.S. countries.

The following table presents the components of net periodic benefit cost (credit) with respect to pension benefits:

(in millions)	Pension		
	U.S. Plans	Non-U.S. Plans	Total
Three Months Ended March 31, 2021			
Components of net periodic benefit cost:			
Service cost	\$ 1	\$ 5	\$ 6
Interest cost	22	3	25
Expected return on assets	(61)	(6)	(67)
Amortization of prior service cost	-	1	1
Amortization of net loss	9	2	11
Net periodic benefit cost (credit)	\$ (29)	\$ 5	\$ (24)
Three Months Ended March 31, 2020			
Components of net periodic benefit cost:			
Service cost	\$ 1	\$ 5	\$ 6
Interest cost	34	3	37
Expected return on assets	(60)	(5)	(65)
Amortization of net loss	8	2	10
Net periodic benefit cost (credit)	\$ (17)	\$ 5	\$ (12)

The service cost for our U.S. defined benefit plans only reflects administrative fees as the plans are frozen and no longer accrue benefits. We recognized net expense of \$2 million for our U.S. and non-U.S. postretirement benefit plans for both three-month periods ended March 31, 2021 and 2020.

15. Income Taxes

U.S. TAX LAW CHANGES

On December 22, 2017, the U.S. enacted the Tax Act. The Tax Act includes provisions for Global Intangible Low-Taxed Income (GILTI) under which taxes are imposed on the excess of a deemed return on tangible assets of certain foreign subsidiaries and for Base Erosion and Anti-Abuse Tax (BEAT) under which taxes are imposed on certain base eroding payments to affiliated foreign companies. While the U.S. tax authorities issued formal guidance, including recently issued regulations for BEAT and other provisions of the Tax Act, there are still certain aspects of the Tax Act that remain unclear and subject to substantial uncertainties. Additional guidance is expected in future periods. Such guidance may result in changes to the interpretations and assumptions we made and actions we may take, which may impact amounts recorded with respect to international provisions of the Tax Act, possibly materially. Consistent with accounting guidance, we treat BEAT as a period tax charge in the period the tax is incurred and have made an accounting policy election to treat GILTI taxes in a similar manner.

On March 27, 2020, the U.S. enacted the Coronavirus Aid, Relief, and Economic Security (CARES) Act to mitigate the economic impacts of the COVID-19 crisis. The tax provisions of the CARES Act have not had and are currently not expected to have a material impact on AIG's U.S. federal tax liabilities.

RECLASSIFICATION OF CERTAIN TAX EFFECTS FROM ACCUMULATED OTHER COMPREHENSIVE INCOME

We use an item-by-item approach to release the stranded or disproportionate income tax effects in AOCI related to our available-for-sale securities. Under this approach, a portion of the disproportionate tax effects is assigned to each individual security lot at the date the amount becomes lodged. When the individual securities are sold, mature, or are otherwise impaired on an other-than-temporary basis, the assigned portion of the disproportionate tax effect is reclassified from AOCI to income from continuing operations.

INTERIM TAX CALCULATION METHOD

We use the estimated annual effective tax rate method in computing our interim tax provision. Certain items, including those deemed to be unusual, infrequent or that cannot be reliably estimated, are excluded from the estimated annual effective tax rate. In these cases, the actual tax expense or benefit is reported in the same period as the related item. Certain tax effects are also not reflected in the estimated annual effective tax rate, primarily certain changes in uncertain tax positions and realizability of deferred tax assets, and are recorded in the period in which the change occurs. While certain impacts of the Tax Act are included in our annual effective tax rate, we continue to refine our calculations as additional information becomes available, which may result in changes to the estimated annual effective tax rate. As of March 31, 2021, the annual effective tax rate includes the tax effects of actual and projected COVID-19 related losses and market developments.

INTERIM TAX EXPENSE (BENEFIT)

For the three-month period ended March 31, 2021, the effective tax rate on income from continuing operations was 16.9 percent. The effective tax rate on income from continuing operations differs from the statutory tax rate of 21 percent primarily due to tax benefits associated with the release of reserves for uncertain tax positions, penalties and interest related to the recent completion of audit activity by the IRS, tax exempt income, and reclassifications from AOCI to income from continuing operations related to the disposal of available for sale securities. These tax benefits were partially offset by tax charges associated with the establishment of U.S. federal valuation allowance related to certain tax attribute carryforwards, the effect of foreign operations, excess tax charges related to share based compensation payments recorded through the income statement, state and local income taxes, and non-deductible transfer pricing charges. The effect of foreign operations is primarily related to income of our foreign operations taxed at statutory tax rates higher than 21 percent, other foreign taxes, and foreign income subject to U.S. taxation.

For the three-month period ended March 31, 2020, the effective tax rate on income from continuing operations was 35.3 percent. The effective tax rate on income from continuing operations differs from the statutory tax rate of 21 percent primarily due to tax charges associated with the establishment of U.S. federal valuation allowance related to certain tax attribute carryforwards, accrual of interest associated with IRS and other tax authority matters, the effect of foreign operations, state and local income taxes, excess tax charges related to share based compensation payments recorded through the income statement, and non-deductible transfer pricing charges, partially offset by tax benefits associated with tax exempt income, and reclassifications from AOCI to income from continuing operations related to the disposal of available for sale securities. The effect of foreign operations is primarily related to income in our foreign operations taxed at statutory tax rates higher than 21 percent, other foreign taxes, and foreign income subject to U.S. taxation.

For the three-month period ended March 31, 2021, we consider our foreign earnings with respect to certain operations in Canada, South Africa, the Far East, Latin America, Bermuda as well as the European, Asia Pacific and Middle East regions to be indefinitely reinvested. These earnings relate to ongoing operations and have been reinvested in active business operations. Deferred taxes, if necessary, have been provided on earnings of non-U.S. affiliates whose earnings are not indefinitely reinvested. Given the uncertainties around the impact from the COVID-19 crisis, including the significant global economic slowdown, we continue to monitor and review its impact on our reinvestment considerations, including regulatory oversight in the relevant jurisdictions.

ASSESSMENT OF DEFERRED TAX ASSET VALUATION ALLOWANCE

The evaluation of the recoverability of our deferred tax asset and the need for a valuation allowance requires us to weigh all positive and negative evidence to reach a conclusion that it is more likely than not that all or some portion of the deferred tax asset will not be realized. The weight given to the evidence is commensurate with the extent to which it can be objectively verified. The more negative evidence that exists, the more positive evidence is necessary and the more difficult it is to support a conclusion that a valuation allowance is not needed.

Our framework for assessing the recoverability of the deferred tax asset requires us to consider all available evidence, including:

- the nature, frequency, and amount of cumulative financial reporting income and losses in recent years;
- the sustainability of recent operating profitability of our subsidiaries;
- the predictability of future operating profitability of the character necessary to realize the net deferred tax asset, including forecasts of future income for each of our businesses and actual and planned business and operational changes;
- the carryforward periods for the net operating loss, capital loss and foreign tax credit carryforwards, including the effect of reversing taxable temporary differences; and
- prudent and feasible actions and tax planning strategies that would be implemented, if necessary, to protect against the loss of the deferred tax asset.

In performing our assessment of the recoverability of the deferred tax asset under this framework, we consider tax laws governing the utilization of the net operating loss, capital loss and foreign tax credit carryforwards in each applicable jurisdiction. Under U.S. tax law, a company generally must use its net operating loss carryforwards before it can use its foreign tax credit carryforwards, even though the carryforward period for the foreign tax credit is shorter than for the net operating loss. Our U.S. federal consolidated income tax group includes both life companies and non-life companies. While the U.S. taxable income of our non-life companies can be offset by our net operating loss carryforwards, only a portion (no more than 35 percent) of the U.S. taxable income of our life companies can be offset by those net operating loss carryforwards. The remaining tax liability of our life companies can be offset by the foreign tax credit carryforwards. Accordingly, we are able to utilize both the net operating loss and foreign tax credit carryforwards concurrently.

Recent events, including the impact of the recent completion of audit activity by the IRS, the COVID-19 crisis, changes in target interest rates by the Board of Governors of the Federal Reserve System, and significant market volatility, continue to impact actual and projected results of our business operations as well as our views on potential effectiveness of certain prudent and feasible tax planning strategies. In order to demonstrate the predictability and sufficiency of future taxable income necessary to support the realizability of the net operating losses and foreign tax credit carryforwards, we have considered forecasts of future income for each of our businesses, including assumptions about future macro-economic and AIG-specific conditions and events, and any impact these conditions and events may have on our prudent and feasible tax planning strategies. We also subjected the forecasts to a variety of stresses of key assumptions and evaluated the effect on tax attribute utilization.

The carryforward periods of our foreign tax credit carryforwards range from tax years 2021 through 2023. Carryforward periods for our net operating losses extend from 2028 forward. However, utilization of a portion of our net operating losses is limited under separate return limitation year rules. The recent completion of audit activity by the IRS and subsequent release of certain reserves for uncertain tax positions resulted in an initial recognition of additional net operating loss and foreign tax credit carryforwards arising in prior years. Taking into account this initial recognition of additional carryforwards as well as other first quarter 2021 events and our analysis of their potential impact on utilization of our tax attributes, we recorded an increase of \$700 million in valuation allowance related to a portion of our net operating loss carryforwards that are no longer more-likely-than-not to be realized.

To the extent that the valuation allowance is attributed to changes in forecast of current year taxable income, the impact is included in our estimated annualized effective tax rate. The valuation allowance related to changes in forecasts of income in future periods as well as other items not related to the current year was recorded discretely in the three-month period ended March 31, 2021.

As of March 31, 2021, we have recorded valuation allowance of \$850 million related to a portion of our foreign tax credit and net operating loss carryforwards that are no longer more-likely-than-not to be realized.

Estimates of future taxable income, including income generated from prudent and feasible actions and tax planning strategies, impact of settlements with taxing authorities, and any changes to interpretations and assumptions related to the impact of the Tax Act could change in the near term, perhaps materially, which may require us to consider any potential impact to our assessment of the recoverability of the deferred tax asset. Additionally, estimates of future taxable income, including prudent and feasible tax planning strategies, may be further impacted by market developments arising from the COVID-19 crisis and uncertainty regarding its outcome. Such potential impact could be material to our consolidated financial condition or results of operations for an individual reporting period.

For the three-month period ended March 31, 2021, recent changes in market conditions, including the COVID-19 crisis and interest rate fluctuations, impacted the unrealized tax gains and losses in the U.S. Life Insurance companies' available for sale securities portfolio, resulting in a reduction in the deferred tax liability related to net unrealized tax capital gains. As of March 31, 2021, based on all available evidence, we concluded that no valuation allowance is necessary in the U.S. Life Insurance companies' available for sale securities portfolio.

For the three-month period ended March 31, 2021, recent changes in market conditions, including interest rate fluctuations, impacted the unrealized tax gains and losses in the U.S. non-life companies' available for sale securities portfolio, resulting in a reduction to the deferred tax liability related to net unrealized tax capital gains. As of March 31, 2021, based on all available evidence, we concluded that no valuation allowance is necessary in the U.S. non-life companies' available for sale securities portfolio.

For the three-month period ended March 31, 2021, we recognized a net increase (decrease) of \$(14) million, in deferred tax asset valuation allowance associated with certain foreign and state jurisdictions, primarily attributable to current year activity.

TAX EXAMINATIONS AND LITIGATION

We file a consolidated U.S. federal income tax return with our eligible U.S. subsidiaries. Income earned by subsidiaries operating outside the U.S. is taxed, and income tax expense is recorded, based on applicable U.S. and foreign laws.

We are currently under examination by the IRS for the tax years 2011 through 2013.

In September 2020, we received the IRS Revenue Agent Report containing agreed and disagreed issues for the audit of tax years 2007-2010. In October 2020, we filed a protest of the disagreed issues with the IRS Independent Office of Appeals (IRS Appeals). In March 2021, the IRS audit team issued their rebuttal to the protest of disagreed issues to IRS Appeals. We have also received notification that the disagreed issues were accepted for review by IRS Appeals.

In 2009, after paying amounts due on a statutory notice of deficiency related to the disallowance of foreign tax credits associated with cross border financing transactions, we filed a refund lawsuit in the Southern District of New York (Southern District) with respect to tax year 1997. In January 2018, the parties reached non-binding agreements in principle on issues presented in the dispute with respect to other relevant tax years. In 2019, we agreed with the IRS to execute an agreement for the tax years at issue in which AIG would waive restrictions on the assessment of additional tax related to the settlement of the underlying issues in those tax years. The litigation was stayed pending the outcome of the review process. During the fourth quarter of 2020, the parties concluded the review process and executed a binding settlement agreement with respect to the underlying issues. On October 22, 2020, the Southern District dismissed the case based upon the settlement reached between AIG and the government. The parties continue to review the related interest calculations based on the settlement agreement, which will become due upon the IRS' issuance of a Notice and Demand for Payment.

ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES

At March 31, 2021 and December 31, 2020, our unrecognized tax benefits, excluding interest and penalties, were \$1.2 billion and \$2.3 billion, respectively. At March 31, 2021 and December 31, 2020, our unrecognized tax benefits related to tax positions that, if recognized, would not affect the effective tax rate because they relate to such factors as the timing, rather than the permissibility, of the deduction were \$20 million and \$44 million, respectively. Accordingly, at March 31, 2021 and December 31, 2020, the amounts of unrecognized tax benefits that, if recognized, would favorably affect the effective tax rate were \$1.1 billion and \$2.3 billion, respectively. The decrease in the first quarter of 2021 is primarily attributable to the recent completion of audit activity by the IRS.

Interest and penalties related to unrecognized tax benefits are recognized in income tax expense. At March 31, 2021 and December 31, 2020, we had accrued liabilities of \$103 million and \$286 million, respectively, for the payment of interest (net of the federal benefit) and penalties. For the three-month periods ended March 31, 2021 and 2020, we accrued expense (benefit) of (\$183) million and \$49 million, respectively, for the payment of interest and penalties. The activity in the first quarter of 2021 is primarily related to the recent completion of audit activity by the IRS.

We believe it is reasonably possible that our unrecognized tax benefits could decrease within the next 12 months by as much as \$56 million, principally as a result of potential resolutions or settlements of prior years' tax items. The prior years' tax items include unrecognized tax benefits related to the deductibility of certain expenses.

16. Subsequent Events

DIVIDENDS DECLARED

On May 6, 2021, our Board of Directors declared a cash dividend on AIG Common Stock of \$0.32 per share, payable on June 29, 2021 to shareholders of record on June 15, 2021. On May 6, 2021, our Board of Directors declared a cash dividend on AIG's Series A Preferred Stock of \$365.625 per share, payable on June 15, 2021 to holders of record on May 31, 2021.

REPURCHASE OF COMMON STOCK

Pursuant to an Exchange Act Rule 10b5-1 repurchase plan, from April 1, 2021 to May 6, 2021, we repurchased approximately one million shares of AIG Common Stock for an aggregate purchase price of approximately \$65 million. As of May 6, 2021, approximately \$1.1 billion remained under our share repurchase authorization.

CONSOLIDATED INVESTMENT ENTITIES

Subsequent to March 31, 2021, we terminated an additional three consolidated investment entities relating to securitized portfolios of certain debt securities (see *Note 8 to the Condensed Consolidated Financial Statements* for a discussion of securitized portfolios of certain debt securities). As of March 31, 2021, the senior notes issued by these securitizations and held by investors other than AIG and its consolidated affiliates had a carrying value of \$100 million. There were no payments made related to the guarantees that AIG provided. After these terminations, there remains one consolidated investment entity relating to securitized portfolios of certain debt securities, and its senior notes had a carrying value of \$25 million as of March 31, 2021.

ITEM 2 | Management's Discussion and Analysis of Financial Condition and Results of Operations

Glossary and Acronyms of Selected Insurance Terms and References

Throughout this Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A), we use certain terms and abbreviations, which are summarized in the Glossary and Acronyms.

American International Group, Inc. (AIG) has incorporated into this discussion a number of cross-references to additional information included throughout this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2020 (the 2020 Annual Report) to assist readers seeking additional information related to a particular subject.

In this Quarterly Report on Form 10-Q, unless otherwise mentioned or unless the context indicates otherwise, we use the terms "AIG," "we," "us" and "our" to refer to American International Group, Inc., a Delaware corporation, and its consolidated subsidiaries. We use the term "AIG Parent" to refer solely to American International Group, Inc., and not to any of its consolidated subsidiaries.

Cautionary Statement Regarding Forward-Looking Information

This Quarterly Report on Form 10-Q and other publicly available documents may include, and officers and representatives of AIG may from time to time make and discuss, 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 a 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 "will," "believe," "anticipate," "expect," "intend," "plan," "focused on achieving," "view," "target," "goal" or "estimate." These projections, goals, assumptions and statements may relate to future actions, prospective services or products, future performance or results of current and anticipated services or products, sales efforts, expenses, the outcome of contingencies such as legal proceedings, anticipated organizational, business or regulatory changes, the effect of catastrophes, such as the COVID-19 crisis, and macroeconomic events, anticipated dispositions, monetization and/or acquisitions of businesses or assets, or successful integration of acquired businesses, management succession and retention plans, exposure to risk, trends in operations and financial results.

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 and industry conditions, including the significant global economic downturn, volatility in financial and capital markets, fluctuations in interest rates, prolonged economic recovery and disruptions to AIG's operations driven by COVID-19 and responses thereto, including new or changed governmental policy and regulatory actions;
- the occurrence of catastrophic events, both natural and man-made, including COVID-19, other pandemics, civil unrest and the effects of climate change;
- AIG's ability to successfully dispose of, monetize and/or acquire businesses or assets or successfully integrate acquired businesses, including any separation of the Life and Retirement business from AIG and the impact any separation may have on AIG, its businesses, employees, contracts and customers;
- the adverse impact of COVID-19, including with respect to AIG's business, financial condition and results of operations;
- AIG's ability to effectively execute on AIG 200 transformational programs designed to achieve underwriting excellence, modernization of AIG's operating infrastructure, enhanced user and customer experiences and unification of AIG;
- the impact of potential information technology, cybersecurity or data security breaches, including as a result of cyber-attacks or security vulnerabilities, the likelihood of which may increase due to extended remote business operations as a result of COVID-19;
- disruptions in the availability of AIG's electronic data systems or those of third parties;
- changes to the valuation of AIG's investments;
- changes in judgments concerning the recognition of deferred tax assets and the impairment of goodwill;
- availability and affordability of reinsurance;
- the effectiveness of our risk management policies and procedures, including with respect to our business continuity and disaster recovery plans;
- nonperformance or defaults by counterparties, including Fortitude Reinsurance Company Ltd. (Fortitude Re);
- changes in judgments concerning potential cost-saving opportunities;
- concentrations in AIG's investment portfolios;
- changes to our sources of or access to liquidity;
- actions by rating agencies with respect to our credit and financial strength ratings;
- changes in judgments or assumptions concerning insurance underwriting and insurance liabilities;
- the effectiveness of strategies to recruit and retain key personnel and to implement effective succession plans;
- the requirements, which may change from time to time, of the global regulatory framework to which AIG is subject;
- significant legal, regulatory or governmental proceedings; and
- such other factors discussed in:
 - Part I, Item 2. MD&A of this Quarterly Report on Form 10-Q; and
 - Part I, Item 1A. Risk Factors and Part II, Item 7. MD&A of the 2020 Annual Report.

We are not under any obligation (and expressly disclaim 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.

INDEX TO ITEM 2

	Page
Use of Non-GAAP Measures	67
Critical Accounting Estimates	69
Executive Summary	70
Overview	70
AIG's Operating Structure	71
Financial Performance Summary	72
AIG's Outlook – Industry and Economic Factors	74
Consolidated Results of Operations	78
Business Segment Operations	83
General Insurance	84
Life and Retirement	93
Other Operations	107
Investments	108
Overview	108
Investment Highlights in the First Quarter of 2021	108
Investment Strategies	108
Credit Ratings	110
Insurance Reserves	118
Loss Reserves	118
Life and Annuity Future Policy Benefits, Policyholder Contract Deposits and DAC	121
Liquidity and Capital Resources	127
Overview	127
Analysis of Sources and Uses of Cash	129
Liquidity and Capital Resources of AIG Parent and Subsidiaries	130
Credit Facilities	132
Contractual Obligations	132
Off-Balance Sheet Arrangements and Commercial Commitments	133
Debt	134
Credit Ratings	136
Financial Strength Ratings	137
Rating Agency Actions Related to the Announced Separation of Life and Retirement	137
Regulation and Supervision	137
Dividends	138
Repurchases of AIG Common Stock	138
Dividend Restrictions	138
Enterprise Risk Management	138
Overview	138
Regulatory Environment	139
Overview	139
Glossary	140
Acronyms	143

Use of Non-GAAP Measures

Throughout this MD&A, we present our financial condition and results of operations in the way we believe will be most meaningful and representative of our business results. Some of the measurements we use are “non-GAAP financial measures” under Securities and Exchange Commission (SEC) rules and regulations. GAAP is the acronym for “generally accepted accounting principles” in the United States. The non-GAAP financial measures we present may not be comparable to similarly-named measures reported by other companies.

Book value per common share, excluding accumulated other comprehensive income (AOCI) adjusted for the cumulative unrealized gains and losses related to Fortitude Re funds withheld assets and deferred tax assets (DTA) (Adjusted book value per common share) is used to show the amount of our net worth on a per-common share basis after eliminating items that can fluctuate significantly from period to period including changes in fair value of AIG’s available for sale securities portfolio, foreign currency translation adjustments and U.S. tax attribute deferred tax assets. This measure also eliminates the asymmetrical impact resulting from changes in fair value of our available for sale securities portfolio wherein there is largely no offsetting impact for certain related insurance liabilities. In addition, we adjust for the cumulative unrealized gains and losses related to Fortitude Re funds withheld assets since these fair value movements are economically transferred to Fortitude Re. We exclude deferred tax assets representing U.S. tax attributes related to net operating loss carryforwards and foreign tax credits as they have not yet been utilized. Amounts for interim periods are estimates based on projections of full-year attribute utilization. As net operating loss carryforwards and foreign tax credits are utilized, the portion of the DTA utilized is included in these book value per common share metrics. Adjusted book value per common share is derived by dividing total AIG common shareholders’ equity, excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re funds withheld assets, and DTA (Adjusted Common Shareholders’ Equity), by total common shares outstanding. The reconciliation to book value per common share, the most comparable GAAP measure, is presented in the Executive Summary section of this MD&A.

Return on common equity – Adjusted after-tax income excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re funds withheld assets and DTA (Adjusted return on common equity) is used to show the rate of return on common shareholders’ equity. We believe this measure is useful to investors because it eliminates items that can fluctuate significantly from period to period, including changes in fair value of our available for sale securities portfolio, foreign currency translation adjustments and U.S. tax attribute deferred tax assets. This measure also eliminates the asymmetrical impact resulting from changes in fair value of our available for sale securities portfolio wherein there is largely no offsetting impact for certain related insurance liabilities. In addition, we adjust for the cumulative unrealized gains and losses related to Fortitude Re funds withheld assets since these fair value movements are economically transferred to Fortitude Re. We exclude deferred tax assets representing U.S. tax attributes related to net operating loss carryforwards and foreign tax credits as they have not yet been utilized. Amounts for interim periods are estimates based on projections of full-year attribute utilization. As net operating loss carryforwards and foreign tax credits are utilized, the portion of the DTA utilized is included in Adjusted return on common equity. Adjusted return on common equity is derived by dividing actual or annualized adjusted after-tax income attributable to AIG common shareholders by average Adjusted Common Shareholders’ Equity. The reconciliation to return on common equity, the most comparable GAAP measure, is presented in the Executive Summary section of this MD&A.

Adjusted after-tax income attributable to AIG common shareholders is derived by excluding the tax effected adjusted pre-tax income (APTI) adjustments described below, dividends on preferred stock, and the following tax items from net income attributable to AIG:

- deferred income tax valuation allowance releases and charges;
- changes in uncertain tax positions and other tax items related to legacy matters having no relevance to our current businesses or operating performance; and
- net tax charge related to the enactment of the Tax Cuts and Jobs Act (the Tax Act);

and by excluding the net realized capital gains (losses) and other charges from noncontrolling interests.

We use the following operating performance measures because we believe they enhance the understanding of the underlying profitability of continuing operations and trends of our business segments. We believe they also allow for more meaningful comparisons with our insurance competitors. When we use these measures, reconciliations to the most comparable GAAP measure are provided on a consolidated basis in the Consolidated Results of Operations section of this MD&A.

Adjusted revenues exclude Net realized capital gains (losses), income from non-operating litigation settlements (included in Other income for GAAP purposes) and changes in fair value of securities used to hedge guaranteed living benefits (included in Net investment income for GAAP purposes). Adjusted revenues is a GAAP measure for our segments.

Adjusted pre-tax income is derived by excluding the items set forth below from income from continuing operations before income tax. This definition is consistent across our segments. These items generally fall into one or more of the following broad categories: legacy matters having no relevance to our current businesses or operating performance; adjustments to enhance transparency to the underlying economics of transactions; and measures that we believe to be common to the industry. APTI is a GAAP measure for our segments. Excluded items include the following:

- changes in fair value of securities used to hedge guaranteed living benefits;
- changes in benefit reserves and deferred policy acquisition costs (DAC), value of business acquired (VOBA), and sales inducement assets (SIA) related to net realized capital gains and losses;
- changes in the fair value of equity securities;
- net investment income on Fortitude Re funds withheld assets held by AIG in support of Fortitude Re's reinsurance obligations to AIG post deconsolidation of Fortitude Re (Fortitude Re funds withheld assets);
- following deconsolidation of Fortitude Re, net realized capital gains and losses on Fortitude Re funds withheld assets;
- loss (gain) on extinguishment of debt;
- all net realized capital gains and losses except earned income (periodic settlements and changes in settlement accruals) on derivative instruments used for non-qualifying (economic) hedging or for asset replication. Earned income on such economic hedges is reclassified from net realized capital gains and losses to specific APTI line items based on the economic risk being hedged (e.g. net investment income and interest credited to policyholder account balances);
- income or loss from discontinued operations;
- net loss reserve discount benefit (charge);
- pension expense related to a one-time lump sum payment to former employees;
- income and loss from divested businesses;
- non-operating litigation reserves and settlements;
- restructuring and other costs related to initiatives designed to reduce operating expenses, improve efficiency and simplify our organization;
- the portion of favorable or unfavorable prior year reserve development for which we have ceded the risk under retroactive reinsurance agreements and related changes in amortization of the deferred gain;
- integration and transaction costs associated with acquiring or divesting businesses;
- losses from the impairment of goodwill; and
- non-recurring costs associated with the implementation of non-ordinary course legal or regulatory changes or changes to accounting principles.

□ General Insurance

- **Ratios:** We, along with most property and casualty insurance companies, use the loss ratio, the expense ratio and the combined ratio as measures of underwriting performance. These ratios are relative measurements that describe, for every \$100 of net premiums earned, the amount of losses and loss adjustment expenses (which for General Insurance excludes net loss reserve discount), and the amount of other underwriting expenses that would be incurred. A combined ratio of less than 100 indicates underwriting income and a combined ratio of over 100 indicates an underwriting loss. Our ratios are calculated using the relevant segment information calculated under GAAP, and thus may not be comparable to similar ratios calculated for regulatory reporting purposes. The underwriting environment varies across countries and products, as does the degree of litigation activity, all of which affect such ratios. In addition, investment returns, local taxes, cost of capital, regulation, product type and competition can have an effect on pricing and consequently on profitability as reflected in underwriting income and associated ratios.
- **Accident year loss and accident year combined ratios, as adjusted:** both the accident year loss and accident year combined ratios, as adjusted, exclude catastrophe losses and related reinstatement premiums, prior year development, net of premium adjustments, and the impact of reserve discounting. Natural catastrophe losses are generally weather or seismic events having a net impact on AIG in excess of \$10 million each and man-made catastrophe losses, such as terrorism and civil disorders that exceed the \$10 million threshold. We believe that as adjusted ratios are meaningful measures of our underwriting results on an ongoing basis as they exclude catastrophes and the impact of reserve discounting which are outside of management's control. We also exclude prior year development to provide transparency related to current accident year results.

□ Life and Retirement

- **Premiums and deposits:** includes direct and assumed amounts received and earned on traditional life insurance policies, group benefit policies and life-contingent payout annuities, as well as deposits received on universal life, investment-type annuity contracts, Federal Home Loan Bank (FHLB) funding agreements and mutual funds.

Results from discontinued operations are excluded from all of these measures.

Critical Accounting Estimates

The preparation of financial statements in accordance with GAAP requires the application of accounting policies that often involve a significant degree of judgment.

The accounting policies that we believe are most dependent on the application of estimates and assumptions, which are critical accounting estimates, are related to the determination of:

- loss reserves;
- valuation of future policy benefit liabilities and timing and extent of loss recognition;
- valuation of liabilities for guaranteed benefit features of variable annuity products;
- valuation of embedded derivatives for fixed index annuity and life products;
- estimated gross profits to value deferred acquisition costs for investment-oriented products, for example universal life, variable and fixed annuities, and fixed indexed annuities;
- reinsurance assets, including the allowance for credit losses;
- goodwill impairment;
- allowances for credit losses primarily on loans and available for sale fixed maturity securities;
- liability for legal contingencies;
- fair value measurements of certain financial assets and liabilities; and
- income tax assets and liabilities, including recoverability of our net deferred tax asset and the predictability of future tax operating profitability of the character necessary to realize the net deferred tax asset and estimates associated with the Tax Act.

These accounting estimates require the use of assumptions about matters, some of which are highly uncertain at the time of estimation. To the extent actual experience differs from the assumptions used, our consolidated financial condition, results of operations and cash flows could be materially affected.

For a complete discussion of our critical accounting estimates, see Part II, Item 7. MD&A – Critical Accounting Estimates in the 2020 Annual Report.

Executive Summary

OVERVIEW

This overview of the MD&A highlights selected information and may not contain all of the information that is important to current or potential investors in our securities. You should read this Quarterly Report on Form 10-Q, together with the 2020 Annual Report, in their entirety for a more detailed description of events, trends, uncertainties, risks and critical accounting estimates affecting us.

Sale of Certain AIG Life and Retirement Retail Mutual Funds Business

On February 8, 2021, we announced we entered into a definitive agreement with Touchstone Investments (Touchstone), an indirect wholly-owned subsidiary of Western & Southern Financial Group, to sell certain assets of AIG Life and Retirement's Retail Mutual Funds business. As of March 31, 2021, AIG Life and Retirement's Retail Mutual Funds business managed \$7.6 billion in assets across eighteen funds. Pursuant to the definitive agreement, twelve retail mutual funds with \$7.4 billion in assets will be reorganized into Touchstone funds. The transaction closing is subject to customary regulatory and fund shareholder approvals and is targeted for mid-2021. Six retail mutual funds with \$0.2 billion in assets, excluding fund of funds, managed by AIG Life and Retirement and not included in the transaction will be wound down and liquidated. AIG Life and Retirement will retain its fund management platform and capabilities dedicated to its variable insurance products.

Announcement of Intent to Separate Life and Retirement

On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG. Any separation transaction will be subject to the satisfaction of various conditions and approvals, including approval by the AIG Board of Directors, receipt of insurance and other required regulatory approvals, and satisfaction of any applicable requirements of the SEC. While we currently believe an initial public offering represents an optimal path, no assurance can be given regarding the form that a separation transaction may take or the specific terms or timing thereof, or that a separation will in fact occur.

Sale of Fortitude Holdings

On June 2, 2020, we completed the sale of a majority of the interests in Fortitude Group Holdings, LLC (Fortitude Holdings) to Carlyle FRL, L.P. (Carlyle FRL), an investment fund advised by an affiliate of The Carlyle Group Inc. (Carlyle), and T&D United Capital Co., Ltd. (T&D), a subsidiary of T&D Holdings, Inc., under the terms of a membership interest purchase agreement entered into on November 25, 2019 by and among AIG, Fortitude Holdings, Carlyle FRL, Carlyle, T&D and T&D Holdings, Inc. (the Majority Interest Fortitude Sale). AIG established Fortitude Re, a wholly owned subsidiary of Fortitude Holdings, in 2018 in a series of reinsurance transactions related to AIG's Run-Off portfolio. As of March 31, 2021, approximately \$30.3 billion of reserves from AIG's Life and Retirement Run-Off Lines and approximately \$4.0 billion of reserves from AIG's General Insurance Run-Off Lines, related to business written by multiple wholly-owned AIG subsidiaries, had been ceded to Fortitude Re under these reinsurance transactions. As of closing of the Majority Interest Fortitude Sale, these reinsurance transactions are no longer considered affiliated transactions and Fortitude Re is the reinsurer of the majority of AIG's Run-Off operations. As these reinsurance transactions are structured as modified coinsurance and loss portfolio transfers with funds withheld, following the closing of the Majority Interest Fortitude Sale, AIG continues to reflect the invested assets, which consist mostly of available for sale securities, supporting Fortitude Re's obligations, in AIG's financial statements.

AIG sold a 19.9 percent ownership interest in Fortitude Holdings to TC Group Cayman Investments Holdings, L.P., an affiliate of Carlyle, in November 2018. As a result of completion of the Majority Interest Fortitude Sale, Carlyle FRL purchased from AIG a 51.6 percent ownership interest in Fortitude Holdings and T&D purchased from AIG a 25 percent ownership interest in Fortitude Holdings; AIG retained a 3.5 percent ownership interest in Fortitude Holdings and one seat on its Board of Managers. The \$2.2 billion of proceeds received by AIG at closing include (i) the \$1.8 billion under the Majority Interest Fortitude Sale, which is subject to a post-closing purchase price adjustment pursuant to which AIG will pay Fortitude Re for certain adverse development in property casualty related reserves, based on an agreed methodology, that may occur on or prior to December 31, 2023, up to a maximum payment of \$500 million; and (ii) a \$383 million purchase price adjustment from Carlyle FRL and T&D, corresponding to their respective portions of a proposed \$500 million non-pro rata distribution from Fortitude Holdings that was not received by AIG prior to the closing.

For further discussion on the sale of Fortitude Holdings see Note 7 to the Condensed Consolidated Financial Statements.

AIG'S OPERATING STRUCTURE

AIG reports the results of its businesses through three segments – General Insurance, Life and Retirement and Other Operations. General Insurance consists of two operating segments – North America and International. Life and Retirement consists of four operating segments – Individual Retirement, Group Retirement, Life Insurance and Institutional Markets. Other Operations is primarily comprised of corporate, our institutional asset management business and consolidation and eliminations. On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG.

Consistent with how we manage our business, our General Insurance North America operating segment primarily includes insurance businesses in the United States, Canada and Bermuda, and our global reinsurance business, AIG Re. Our General Insurance International operating segment includes regional insurance businesses in Japan, the United Kingdom, Europe, Middle East and Africa (EMEA region), Asia Pacific, Latin America and Caribbean, and China. International also includes the results of Talbot Holdings, Ltd. as well as AIG's global specialty business.

For further discussion on our business segments see Note 3 to the Condensed Consolidated Financial Statements.

Business Segments

General Insurance

General Insurance is a leading provider of insurance products and services for commercial and personal insurance customers. It includes one of the world's most far-reaching property casualty networks. General Insurance offers a broad range of products to customers through a diversified, multichannel distribution network. Customers value General Insurance's strong capital position, extensive risk management and claims experience and its ability to be a market leader in critical lines of the insurance business.



General Insurance includes the following major operating companies: National Union Fire Insurance Company of Pittsburgh, Pa. (National Union); American Home Assurance Company (American Home); Lexington Insurance Company (Lexington); AIG General Insurance Company, Ltd. (AIG Sonpo); AIG Asia Pacific Insurance, Pte, Ltd.; AIG Europe S.A.; American International Group UK Ltd.; Validus Reinsurance, Ltd. (Validus Re); Talbot Holdings Ltd. (Talbot); Western World Insurance Group, Inc. and Glatfelter Insurance Group (Glatfelter).

Life and Retirement

Life and Retirement is a unique franchise that brings together a broad portfolio of life insurance, retirement and institutional products offered through an extensive, multichannel distribution network. It holds long-standing, leading market positions in many of the markets it serves in the U.S. With its strong capital position, customer-focused service, breadth of product expertise and deep distribution relationships across multiple channels, Life and Retirement is well positioned to serve growing market needs. On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG.



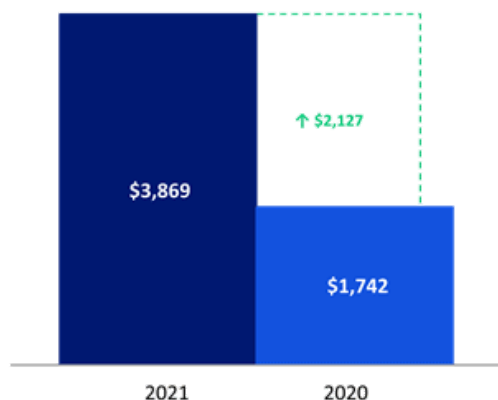
Life and Retirement includes the following major operating companies: American General Life Insurance Company (AGL); The Variable Annuity Life Insurance Company (VALIC); The United States Life Insurance Company in the City of New York (U.S. Life); Laya Healthcare Limited and AIG Life Limited.

Other Operations

Other Operations primarily consists of income from assets held by AIG Parent and other corporate subsidiaries, deferred tax assets related to tax attributes, corporate expenses and intercompany eliminations, our institutional asset management business and results of our consolidated investment entities, General Insurance portfolios in run-off as well as the historical results of our legacy insurance lines ceded to Fortitude Re.

FINANCIAL PERFORMANCE SUMMARY

Net Income (Loss) Attributable to AIG Common Shareholders
Three Months Ended March 31,
(in millions)

**2021 and 2020 Comparison**

Net income attributable to AIG Common Shareholders increased due to:

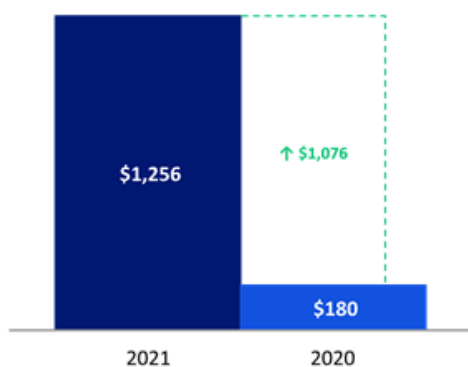
- higher returns in our investment portfolio due primarily to higher income on our alternative investments and fair value option equity securities, which was driven primarily by positive equity market performance. This compares to the prior year where we experienced losses on our alternative investments and fair value option equity securities, which were driven by the equity market downturn associated with the onset of the COVID-19 pandemic;
- General Insurance having a lower accident year loss ratio, as adjusted due to underwriting discipline and strong premium rate increases, as well as changes in business mix; and
- Life & Retirement having lower variable annuity DAC and SIA amortization and reserves due to stronger equity market performance, partially offset by higher mortality driven by COVID-19.

This increase was partially offset by:

- lower net realized capital gains.

For further discussion see Consolidated Results of Operations.

Adjusted Pre-Tax Income*
Three Months Ended March 31,
(in millions)

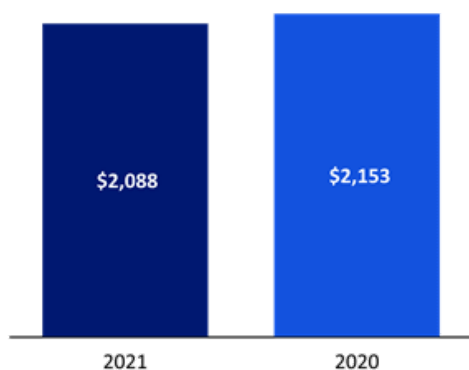
**2021 and 2020 Comparison**

Adjusted pre-tax income increased primarily due to:

- higher returns in our investment portfolio due primarily to higher income on our alternative investments, which was driven by positive equity market performance. This compares to the prior year where we experienced losses on our alternative investments due to the equity market downturn associated with the onset of the COVID-19 pandemic;
- General Insurance having a lower accident year loss ratio, as adjusted due to underwriting discipline and strong premium rate increases, as well as changes in business mix; and
- Life & Retirement having lower variable annuity DAC and SIA amortization and reserves due to stronger equity market performance, partially offset by higher mortality driven by COVID-19.

* Non-GAAP measure – for reconciliation of Non-GAAP to GAAP measures see Consolidated Results of Operations.

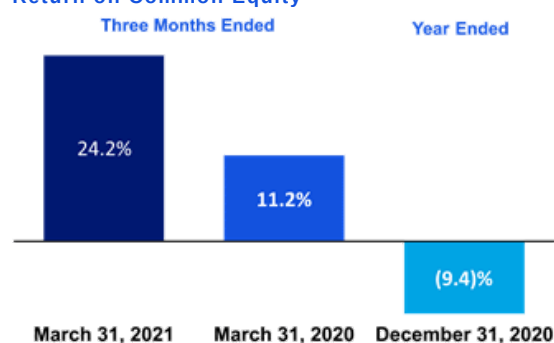
General Operating and Other Expenses
Three Months Ended March 31,
(in millions)



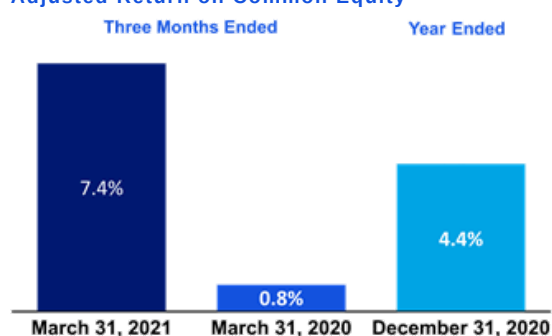
2021 and 2020 Comparison

General operating and other expenses decreased primarily due to lower employee related expenses as well as a reduction in travel expenses as a result of the COVID-19 crisis. General operating and other expenses in the three-month periods ended March 31, 2021 and 2020 included approximately \$74 million and \$90 million of pre-tax restructuring and other costs, respectively, which were primarily comprised of employee severance charges and other costs related to organizational simplification, operational efficiency, and business rationalization.

Return on Common Equity

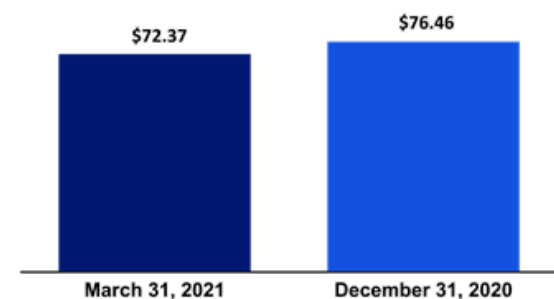


Adjusted Return on Common Equity*

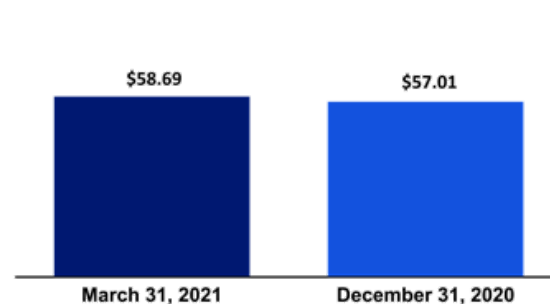


* Non-GAAP measure – for reconciliation of Non-GAAP to GAAP measures see Consolidated Results of Operations.

Book Value Per Common Share



Adjusted Book Value Per Common Share*



* Non-GAAP measure – for reconciliation of Non-GAAP to GAAP measures see Consolidated Results of Operations.

AIG'S OUTLOOK – INDUSTRY AND ECONOMIC FACTORS

Our business is affected by industry and economic factors such as interest rates, currency exchange rates, credit and equity market conditions, catastrophic claims events, regulation, tax policy, competition, and general economic, market and political conditions. We continued to operate under difficult market conditions in the first quarter of 2021, characterized by factors such as the impact of COVID-19 and the related governmental and societal responses, low interest rates, global economic contraction, global trade tensions and Brexit. Brexit has also affected the U.S. dollar/British pound exchange rate and increased the volatility of exchange rates among the Euro, British pound and the Japanese yen (the Major Currencies), which may continue for some time.

On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG. Any separation transaction will be subject to the satisfaction of various conditions and approvals, including approval by the AIG Board of Directors, receipt of insurance and other required regulatory approvals, and satisfaction of any applicable requirements of the SEC. While we currently believe an initial public offering represents an optimal path, no assurance can be given regarding the form that a separation transaction may take or the specific terms or timing thereof, or that a separation will in fact occur.

For additional information please see the 2020 Annual Report, Part I, Item 1A. Risk Factors – Business and Operations – No assurances can be given that the separation of our Life and Retirement business will occur or as to the specific terms or timing thereof. In addition, the separation could cause the emergence or exacerbate the effects of other risks to which AIG is exposed.

Impact of COVID-19

We are continually assessing the impact on our business, operations and investments of COVID-19 and the resulting ongoing and severe economic and societal disruption. These impacts, including a global economic contraction, disruptions in financial markets, increased market volatility and declines in certain equity and other asset prices have had and may continue to have negative effects on our investments, our access to liquidity, our ability to generate new sales and the costs associated with claims. In addition, in response to the crisis, new governmental, legislative and regulatory actions have been taken and continue to be developed that have resulted and could continue to result in additional restrictions and requirements, or court decisions rendered, relating to or otherwise affecting our policies that may have a negative impact on our business, operations and capital.

General Insurance offers numerous products for which we are monitoring claims activity and assessing adverse impact on future new and renewal business in relation to the COVID-19 crisis. We are continually reassessing our exposures in light of unfolding developments in the U.S. and globally and evaluating coverage by our reinsurance arrangements.

In our Life and Retirement business, the most significant impacts relating to COVID-19 have been the impact of interest rate and equity market levels on spread and fee income, deferred acquisition cost amortization and adverse mortality. We are actively monitoring our claims activity and the potential direct and indirect impacts that COVID-19 may have across our portfolio of Life and Retirement businesses.

We have a diverse investment portfolio with material exposures to various forms of credit risk. The far-reaching economic impacts of COVID-19 have been largely offset, to date, by intervention taken by governments and monetary authorities and equity market rebound resulting in a minimal impact on the value of the portfolio. At this point in time, uncertainty surrounding the duration and severity of the COVID-19 crisis makes the long-term financial impact difficult to quantify.

For additional information please see the 2020 Annual Report, Part I, Item 1A. Risk Factors – Market Conditions – COVID-19 is adversely affecting, and is expected to continue to adversely affect, our global business, financial condition and results of operations, and its ultimate impact will depend on future developments that are uncertain and cannot be predicted, including the scope, severity and duration of the crisis, and the governmental, legislative and regulatory actions taken and court decisions rendered in response thereto.

Impact of Changes in the Interest Rate Environment

While key benchmark rates rose in the U.S. in the first quarter of 2021, they still remain near historic lows, and in some international jurisdictions, negative. The low interest rate environment negatively affects sales of interest rate sensitive products in our industry and negatively impacts the profitability of our existing business as we reinvest cash flows from investments, including increased calls and prepayments of fixed maturity securities and mortgage loans, at rates below the average yield of our existing portfolios. The recent increased confidence in an economic recovery has also led to tighter credit spreads which have offset some of the rise in interest rates. If rates continue to rise, some of these impacts may abate while there may be different impacts, some of which are highlighted below. We actively manage our exposure to the interest rate environment through portfolio selection and asset-liability management, including spread management strategies for our investment-oriented products and economic hedging of interest rate risk from guarantee features in our variable and fixed index annuities. We may not be able to fully mitigate our interest rate risk by matching exposure of our assets relative to our liabilities. A low interest rate environment could also impair our ability to earn the returns assumed in the pricing and the reserving of our products at the time they were sold and issued.

Additionally, sustained low interest rates may result in higher pension expense due to the impact on discounting of projected benefit cash flows.

Annuity Sales and Surrenders

The interest rate environment has a significant impact on the annuity industry. Low long-term interest rates put pressure on investment returns, which may negatively affect sales of interest rate sensitive products and reduce future profits on certain existing fixed rate products. However, our disciplined rate setting has helped to mitigate some of the pressure on investment spreads. Rapidly rising interest rates could create the potential for increased sales, but may also drive higher surrenders. Fixed annuities have surrender charge periods, generally in the three-to-five year range, which may help mitigate increased early surrenders in a rising rate environment. In addition, older contracts that have higher minimum interest rates and continue to be attractive to the contract holders have driven better than expected persistency in fixed annuities, although the reserves for such contracts have continued to decrease over time in amount and as a percentage of the total annuity portfolio. We closely monitor surrenders of fixed annuities as contracts with lower minimum interest rates come out of the surrender charge period. Low interest rates have also reduced growth in our fixed index annuity products, which provide additional interest crediting, tied to favorable performance in certain equity market indices and the availability of guaranteed living benefits. Changes in interest rates significantly impact the valuation of our liabilities for annuities with guaranteed income features and the value of the related hedging portfolio.

Reinvestment and Spread Management

We actively monitor fixed income markets, including the level of interest rates, credit spreads and the shape of the yield curve. We also frequently review our interest rate assumptions and actively manage the crediting rates used for new and in-force business. Business strategies continue to evolve to maintain profitability of the overall business in light of the interest rate environment. A low interest rate environment puts margin pressure on pricing of new business and on existing products, due to the challenge of investing new money or recurring premiums and deposits, and reinvesting investment portfolio cash flows, in the low interest rate environment. In addition, there is investment risk associated with future premium receipts from certain in-force business. Specifically, the investment of these future premium receipts may be at a yield below that required to meet future policy liabilities.

The contractual provisions for renewal of crediting rates and guaranteed minimum crediting rates included in products may reduce spreads in a sustained low interest rate environment and thus reduce future profitability. Although this interest rate risk is partially mitigated through the asset-liability management process, product design elements and crediting rate strategies, a sustained low interest rate environment may negatively affect future profitability.

For additional information on our investment and asset-liability management strategies see Investments.

For investment-oriented products, for example universal life, and variable, fixed and fixed indexed annuities, in our Individual Retirement, Group Retirement, Life Insurance and Institutional Markets businesses, our spread management strategies include disciplined pricing and product design for new business, modifying or limiting the sale of products that do not achieve targeted spreads, using asset-liability management to match assets to liabilities to the extent practicable, and actively managing crediting rates to help mitigate some of the pressure on investment spreads. Renewal crediting rate management is done under contractual provisions that were designed to allow crediting rates to be reset at pre-established intervals in accordance with state and federal laws and subject to minimum crediting rate guarantees. We will continue to adjust crediting rates on in-force business to mitigate the pressure on spreads from declining base yields, but our ability to lower crediting rates may be limited by the competitive environment, contractual minimum crediting rates, and provisions that allow rates to be reset only at pre-established intervals. As interest rates begin to rise again, we may need to raise crediting rates on in-force business for competitive and other reasons, potentially offsetting a portion of the additional investment income resulting from investing in a higher interest rate environment.

Of the aggregate fixed account values of our Individual Retirement and Group Retirement annuity products, 68 percent were crediting at the contractual minimum guaranteed interest rate at March 31, 2021. The percentage of fixed account values of our annuity products that are currently crediting at rates above one percent was 59 percent at both March 31, 2021 and December 31, 2020. These businesses continue to focus on pricing discipline and strategies to manage the minimum guaranteed interest crediting rates offered on new sales in the context of regulatory requirements and competitive positioning. In the universal life products in our Life Insurance business, 68 percent of the account values were crediting at the contractual minimum guaranteed interest rate at March 31, 2021.

The following table presents fixed annuity and universal life account values of our Individual Retirement, Group Retirement and Life Insurance operating segments by contractual minimum guaranteed interest rate and current crediting rates, excluding balances ceded to Fortitude Re:

March 31, 2021 Contractual Minimum Guaranteed Interest Rate (in millions)	Current Crediting Rates				Total
	At Contractual Minimum Guarantee	1-50 Basis Points Above Minimum Guarantee	More than 50 Basis Points Above Minimum Guarantee		
Individual Retirement*					
<=1%	\$ 9,026	\$ 2,059	\$ 18,244	\$	29,329
> 1% - 2%	4,899	29	1,695		6,623
> 2% - 3%	10,865	1	18		10,884
> 3% - 4%	8,519	41	6		8,566
> 4% - 5%	489	-	4		493
> 5% - 5.5%	34	-	5		39
Total Individual Retirement	\$ 33,832	\$ 2,130	\$ 19,972	\$	55,934
Group Retirement*					
1%	\$ 1,941	\$ 3,148	\$ 4,523	\$	9,612
> 1% - 2%	5,986	707	108		6,801
> 2% - 3%	14,900	-	-		14,900
> 3% - 4%	748	-	-		748
> 4% - 5%	7,046	-	-		7,046
> 5% - 5.5%	166	-	-		166
Total Group Retirement	\$ 30,787	\$ 3,855	\$ 4,631	\$	39,273
Universal life insurance					
1%	\$ -	\$ -	\$ -	\$	-
> 1% - 2%	100	25	361		486
> 2% - 3%	264	541	1,197		2,002
> 3% - 4%	1,453	184	202		1,839
> 4% - 5%	3,162	2	-		3,164
> 5% - 5.5%	244	-	-		244
Total universal life insurance	\$ 5,223	\$ 752	\$ 1,760	\$	7,735
Total	\$ 69,842	\$ 6,737	\$ 26,363	\$	102,942
Percentage of total	68 %	6 %	26 %		100 %

* Individual Retirement and Group Retirement amounts shown include fixed options within variable annuity products.

General Insurance

The impact of low interest rates on our General Insurance segment is primarily on our long-tail Casualty line of business. We currently expect limited impacts on our existing long-tail Casualty business as the duration of our assets is slightly longer than that of our liabilities. Sustained low interest rates would potentially impact new and renewal business for the long-tail Casualty line as we may not be able to adjust our future pricing consistent with our profitability objectives to fully offset the impact of investing at lower rates. However, we will continue to be disciplined in pricing and risk selection.

In addition, for our General Insurance segment, sustained low interest rates may unfavorably affect the net loss reserve discount for workers' compensation, and to a lesser extent could favorably impact assumptions about future medical costs, the combined net effect of which could result in higher net loss reserves.

Standard of Care Developments

In our Life and Retirement business, we and our distributors are subject to laws and regulations regarding the standard of care applicable to sales of our products and the provision of advice to our customers. In recent years, many of these laws and regulations have been revised or reexamined while others have been newly adopted. We continue to closely follow these legislative and regulatory activities. *For additional information regarding these legislative and regulatory activities, see Item 1. Business – Regulation – U.S. Regulation – Standard of Care Developments in the 2020 Annual Report.* Changes in standard of care requirements or new standards issued by governmental authorities, such as the Department of Labor, the SEC, the National Association of Insurance Commissioners (NAIC) or state regulators and/or legislators, may affect our businesses, results of operations and financial condition. While we cannot predict the long-term impact of these legislative and regulatory developments on our Life and Retirement businesses, we believe our diverse product offerings and distribution relationships position us to compete effectively in this evolving marketplace.

Impact of Currency Volatility

Currency volatility remains acute. Such volatility affected line item components of income for those businesses with substantial international operations. In particular, growth trends in net premiums written reported in U.S. dollars can differ significantly from those measured in original currencies. The net effect on underwriting results, however, is significantly mitigated, as both revenues and expenses are similarly affected.

These currencies may continue to fluctuate, in either direction, especially as a result of the UK's exit from the European Union (EU), and such fluctuations will affect net premiums written growth trends reported in U.S. dollars, as well as financial statement line item comparability.

General Insurance businesses are transacted in most major foreign currencies. The following table presents the average of the quarterly weighted average exchange rates of the Major Currencies, which have the most significant impact on our businesses:

Three Months Ended March 31, Rate for 1 USD	2021	2020	Percentage Change
Currency:			
GBP	0.73	0.77	(5)%
EUR	0.82	0.91	(10)%
JPY	104.29	109.45	(5)%

Unless otherwise noted, references to the effects of foreign exchange in the General Insurance discussion of results of operations are with respect to movements in the Major Currencies included in the preceding table.

Consolidated Results of Operations

The following section provides a comparative discussion of our consolidated results of operations on a reported basis for the three-month periods ended March 31, 2021 and 2020. Factors that relate primarily to a specific business are discussed in more detail within the business segment operations section.

For a discussion of the Critical Accounting Estimates that affect our results of operations see Critical Accounting Estimates in this MD&A and Part II, Item 7. MD&A – Critical Accounting Estimates in the 2020 Annual Report.

The following table presents our consolidated results of operations and other key financial metrics:

Three Months Ended March 31, (in millions)	2021	2020	Percentage Change
Revenues:			
Premiums	\$ 6,507	\$ 7,443	(13)%
Policy fees	784	755	4
Net investment income:			
Net investment income - excluding Fortitude Re funds withheld assets	3,171	2,508	26
Net investment income - Fortitude Re funds withheld assets	486	-	NM
Total net investment income	3,657	2,508	46
Net realized capital gains:			
Net realized capital gains - excluding Fortitude Re funds withheld assets and embedded derivative	695	3,519	(80)
Net realized capital gains on Fortitude Re funds withheld assets	173	-	NM
Net realized capital gains on Fortitude Re funds withheld embedded derivative	2,382	-	NM
Total net realized capital gains	3,250	3,519	(8)
Other income	256	218	17
Total revenues	14,454	14,443	-
Benefits, losses and expenses:			
Policyholder benefits and losses incurred	5,139	6,325	(19)
Interest credited to policyholder account balances	868	957	(9)
Amortization of deferred policy acquisition costs	1,304	1,862	(30)
General operating and other expenses	2,088	2,153	(3)
Interest expense	342	355	(4)
(Gain) loss on extinguishment of debt	(8)	17	NM
Net (gain) loss on sale or disposal of divested businesses	(7)	216	NM
Total benefits, losses and expenses	9,726	11,885	(18)
Income from continuing operations before income tax expense	4,728	2,558	85
Income tax expense	798	904	(12)
Income from continuing operations	3,930	1,654	138
Income (loss) from discontinued operations, net of income taxes	-	-	NM
Net income	3,930	1,654	138
Less: Net income (loss) attributable to noncontrolling interest	54	(95)	NM
Net income attributable to AIG	3,876	1,749	122
Less: Dividends on preferred stock	7	7	-
Net income attributable to AIG common shareholders	\$ 3,869	\$ 1,742	122 %

(in millions, except per common share data)	March 31, 2021	December 31, 2020
Balance sheet data:		
Total assets	\$ 584,390	\$ 586,481
Long-term debt	26,432	28,103
Debt of consolidated investment entities	9,216	9,431
Total AIG shareholders' equity	62,679	66,362
Book value per common share	72.37	76.46
Adjusted book value per common share	58.69	57.01

The following table presents a reconciliation of Book value per common share to Adjusted book value per common share, which is a non-GAAP measure. *For additional information see Use of Non-GAAP Measures.*

		At March 31, 2021	At December 31, 2020
<i>(in millions, except per common share data)</i>			
Total AIG shareholders' equity	\$	62,679	\$ 66,362
Preferred equity		485	485
Total AIG common shareholders' equity		62,194	65,877
Less: Accumulated other comprehensive income (loss)		6,466	13,511
Add: Cumulative unrealized gains and losses related to Fortitude Re Funds Withheld Assets		2,246	4,657
Less: Deferred tax assets		7,539	7,907
Adjusted common shareholders' equity	\$	50,435	\$ 49,116
Total common shares outstanding		859,383,453	861,558,049
Book value per common share	\$	72.37	\$ 76.46
Adjusted book value per common share		58.69	57.01

The following table presents a reconciliation of Return on common equity to Adjusted return on common equity, which is a non-GAAP measure. *For additional information see Use of Non-GAAP Measures.*

	Three Months Ended March 31,		Year Ended December 31,
	2021	2020	2020
<i>(dollars in millions)</i>			
Actual or annualized net income (loss) attributable to AIG common shareholders	\$ 15,476	\$ 6,968	\$ (5,973)
Actual or annualized adjusted after-tax income (loss) attributable to AIG common shareholders	3,692	420	2,201
Average AIG common shareholders' equity	\$ 64,036	\$ 62,439	\$ 63,225
Less: Average AOCI	9,989	1,994	7,529
Add: Average cumulative unrealized gains and losses related to Fortitude Re Funds Withheld Assets	3,452	-	2,653
Less: Average DTA	7,723	8,756	8,437
Average adjusted AIG common shareholders' equity	\$ 49,776	\$ 51,689	\$ 49,912
Return on common equity	24.2 %	11.2 %	(9.4) %
Adjusted return on common equity	7.4 %	0.8 %	4.4 %

The following table presents a reconciliation of pre-tax income/net income (loss) attributable to AIG to adjusted pre-tax income/adjusted after-tax income attributable to AIG:

Three Months Ended March 31,	2021				2020			
	Pre-tax	Total Tax (Benefit) Charge	Non-controlling Interests ^(d)	After Tax	Pre-tax	Total Tax (Benefit) Charge	Non-controlling Interests ^(d)	After Tax
<i>(in millions, except per common share data)</i>								
Pre-tax income/net income, including noncontrolling interests	\$ 4,728	\$ 798	\$ -	\$ 3,930	\$ 2,558	\$ 904	\$ -	\$ 1,654
Noncontrolling interests			(54)	(54)			95	95
Pre-tax income/net income attributable to AIG	\$ 4,728	\$ 798	(54)	\$ 3,876	\$ 2,558	\$ 904	95	\$ 1,749
Dividends on preferred stock				7				7
Net income attributable to AIG common shareholders				\$ 3,869				\$ 1,742
Changes in uncertain tax positions and other tax adjustments ^(a)		901	-	(901)		(5)	-	5
Deferred income tax valuation allowance charges ^(b)		(686)	-	686		(283)	-	283
Changes in fair value of securities used to hedge guaranteed living benefits	(22)	(5)	-	(17)	7	2	-	5
Changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains	203	43	-	160	538	113	-	425
Changes in the fair value of equity securities	(22)	(5)	-	(17)	191	40	-	151
(Gain) loss on extinguishment of debt	(8)	(2)	-	(6)	17	4	-	13
Net investment income on Fortitude Re funds withheld assets	(486)	(102)	-	(384)	-	-	-	-
Net realized capital (gains) losses on Fortitude Re funds withheld assets	(173)	(36)	-	(137)	-	-	-	-
Net realized capital (gains) losses on Fortitude Re funds withheld embedded derivative	(2,382)	(499)	-	(1,883)	-	-	-	-
Net realized capital (gains) losses ^(c)	(627)	(145)	-	(482)	(3,494)	(765)	-	(2,729)
(Income) loss from divested businesses	(7)	(1)	-	(6)	216	45	-	171
Non-operating litigation reserves and settlements	-	-	-	-	(6)	(1)	-	(5)
Favorable prior year development and related amortization changes ceded under retroactive reinsurance agreements	(19)	(4)	-	(15)	(8)	(2)	-	(6)
Net loss reserve discount (benefit) charge	(32)	(7)	-	(25)	56	12	-	44
Integration and transaction costs associated with acquiring or divesting businesses	9	2	-	7	2	-	-	2
Restructuring and other costs	74	16	-	58	90	19	-	71
Non-recurring costs related to regulatory or accounting changes	20	4	-	16	13	3	-	10
Noncontrolling interests primarily related to net realized capital gains (losses) of Fortitude Holdings' standalone results ^(d)			-	-			(77)	(77)
Adjusted pre-tax income/Adjusted after-tax income attributable to AIG common shareholders	\$ 1,256	\$ 272	(54)	\$ 923	\$ 180	\$ 86	18	\$ 105
Weighted average diluted shares outstanding				876.3				878.9
Income (loss) per common share attributable to AIG common shareholders (diluted)				\$ 4.41				\$ 1.98
Adjusted after-tax income per common share attributable to AIG common shareholders (diluted)				\$ 1.05				\$ 0.12

(a) Three months ended March 31, 2021 includes the recent completion of audit activity by the IRS.

(b) Three months ended March 31, 2021 includes an increase in the valuation allowance against a portion of certain tax attribute carryforwards of AIG's U.S. federal consolidated income tax group, as well as net valuation allowance release in certain foreign jurisdictions.

(c) Includes all net realized capital gains and losses except earned income (periodic settlements and changes in settlement accruals) on derivative instruments used for non-qualifying (economic) hedging or for asset replication and net realized gains and losses on Fortitude Re funds withheld assets.

(d) Prior to June 2, 2020, noncontrolling interests was primarily due to the 19.9 percent investment in Fortitude Holdings by an affiliate of Carlyle, which occurred in the fourth quarter of 2018. Carlyle was allocated 19.9 percent of Fortitude Holdings' standalone financial results through the June 2, 2020 closing date of the Majority Interest Fortitude Sale. Fortitude Holdings' results were mostly eliminated in AIG's consolidated income from continuing operations given that its results arose from intercompany transactions. Noncontrolling interests was calculated based on the standalone financial results of Fortitude Holdings. The most significant component of Fortitude Holdings' standalone results was the change in fair value of the embedded derivatives which changes with movements in interest rates and credit spreads, and which was recorded in net realized capital gains and losses of Fortitude Holdings. In accordance with AIG's adjusted after-tax income definition, realized capital gains and losses are excluded from noncontrolling interests. Subsequent to the Majority Interest Fortitude Sale, AIG owns 3.5 percent of Fortitude Holdings and no longer consolidates Fortitude Holdings in its financial statements as of such date. The minority interest in Fortitude Holdings is carried at cost within AIG's Other invested assets, which was \$100 million as of March 31, 2021.

Fortitude Holdings' summarized financial information (standalone results), prior to the Majority Interest Fortitude Sale on June 2, 2020 is presented below:

Three Months Ended March 31, (in millions)	2020	
	Fortitude Holdings	AIG Noncontrolling Interest
Revenues	\$ 230	\$ 46
Expenses	458	91
Adjusted pre-tax income (loss)	(228)	(45)
Taxes (benefit) expense	(48)	(10)
Adjusted after-tax income (loss)	(180)	(35)
Net realized capital gains and other charges	(489)	(97)
Taxes on realized capital gains and other charges	(103)	(20)
Net realized capital gains and other charges - after-tax	(386)	(77)
Net income	\$ (566)	\$ (112)

FIRST QUARTER PRE-TAX INCOME (LOSS) COMPARISON FOR 2021 AND 2020

Pre-tax income increased in the first quarter of 2021 compared to the first quarter of 2020 primarily due to:

- higher returns in our investment portfolio due primarily to higher income on our alternative investments and fair value option equity securities, which was driven primarily by positive equity market performance. This compares to the prior year where we experienced losses on our alternative investments and fair value option equity securities, which were driven by the equity market downturn associated with the onset of the COVID-19 pandemic;
- General Insurance having a lower accident year loss ratio, as adjusted due to underwriting discipline and strong premium rate increases, as well as changes in business mix; and
- Life & Retirement having lower variable annuity DAC and SIA amortization and reserves due to stronger equity market performance, partially offset by higher mortality driven by COVID-19.

This increase was partially offset by:

- lower net realized capital gains due to:
 - Life and Retirement guaranteed living benefits, net of hedges, reflecting lower net realized capital gains in 2021 compared to the same period in the prior year, primarily due to changes in the movement in the NPA, which is not hedged as part of our economic hedging program (see *Insurance Reserves – Life and Annuity Future Policy Benefits, Policyholder Contract Deposits and DAC – Variable Annuity Guaranteed Benefits and Hedging Results*);
 - Partially offset by fair value gains on embedded derivative related to the Fortitude Re funds withheld assets.

U.S. TAX LAW CHANGES

On December 22, 2017, the U.S. enacted the Tax Act. The Tax Act includes provisions for Global Intangible Low-Taxed Income (GILTI) under which taxes are imposed on the excess of a deemed return on tangible assets of certain foreign subsidiaries and for Base Erosion and Anti-Abuse Tax (BEAT) under which taxes are imposed on certain base eroding payments to affiliated foreign companies. While the U.S. tax authorities issued formal guidance, including recently issued regulations for BEAT and other provisions of the Tax Act, there are still certain aspects of the Tax Act that remain unclear and subject to substantial uncertainties. Additional guidance is expected in future periods. Such guidance may result in changes to the interpretations and assumptions we made and actions we may take, which may impact amounts recorded with respect to international provisions of the Tax Act, possibly materially. Consistent with accounting guidance, we treat BEAT as a period tax charge in the period the tax is incurred and have made an accounting policy election to treat GILTI taxes in a similar manner.

On March 27, 2020, the U.S. enacted the Coronavirus Aid, Relief, and Economic Security (CARES) Act to mitigate the economic impacts of the COVID-19 crisis. The tax provisions of the CARES Act have not had and are currently not expected to have a material impact on AIG's U.S. federal tax liabilities.

Repatriation Assumptions

For 2021, we consider our foreign earnings with respect to certain operations in Canada, South Africa, the Far East, Latin America, Bermuda as well as the European, Asia Pacific and Middle East regions to be indefinitely reinvested. These earnings relate to ongoing operations and have been reinvested in active business operations. Deferred taxes, if necessary, have been provided on earnings of non-U.S. affiliates whose earnings are not indefinitely reinvested.

INTERIM TAX CALCULATION METHOD

We use the estimated annual effective tax rate method in computing our interim tax provision. Certain items, including those deemed to be unusual, infrequent or that cannot be reliably estimated, are excluded from the estimated annual effective tax rate. In these cases, the actual tax expense or benefit is reported in the same period as the related item. Certain tax effects are also not reflected in the estimated annual effective tax rate, primarily certain changes in uncertain tax positions and realizability of deferred tax assets, and are recorded in the period in which the change occurs. While certain impacts of the Tax Act are included in our annual effective tax rate, we continue to refine our calculations as additional information becomes available, which may result in changes to the estimated annual effective tax rate. As of March 31, 2021, the annual effective tax rate includes the tax effects of actual and projected COVID-19 related losses and market developments.

INCOME TAX EXPENSE ANALYSIS

For the three-month period ended March 31, 2021, the effective tax rate on income from continuing operations was 16.9 percent. The effective tax rate on income from continuing operations differs from the statutory tax rate of 21 percent primarily due to tax benefits associated with the release of reserves for uncertain tax positions, penalties and interest related to the recent completion of audit activity by the IRS, tax exempt income, and reclassifications from AOCI to income from continuing operations related to the disposal of available for sale securities. These tax benefits were partially offset by tax charges associated with the establishment of U.S. federal valuation allowance related to certain tax attribute carryforwards, the effect of foreign operations, excess tax charges related to share based compensation payments recorded through the income statement, state and local income taxes, and non-deductible transfer pricing charges. The effect of foreign operations is primarily related to income of our foreign operations taxed at statutory tax rates higher than 21 percent, other foreign taxes, and foreign income subject to U.S. taxation.

For the three-month period ended March 31, 2020, the effective tax rate on income from continuing operations was 35.3 percent. The effective tax rate on income from continuing operations differs from the statutory tax rate of 21 percent primarily due to tax charges associated with the establishment of U.S. federal valuation allowance related to a portion of our foreign tax credit and separate return limitation year net operating loss carryforwards, accrual of interest associated with the IRS and other tax authority matters, the effect of foreign operations, state and local income taxes, excess tax charges related to share based compensation payments recorded through the income statement, and non-deductible transfer pricing charges, partially offset by tax benefits associated with tax exempt income, and reclassifications from AOCI to income from continuing operations related to the disposal of available for sale securities. The effect of foreign operations is primarily related to income in our foreign operations taxed at statutory tax rates higher than 21 percent, other foreign taxes, and foreign income subject to U.S. taxation.

Business Segment Operations

Our business operations consist of General Insurance, Life and Retirement, and Other Operations.

General Insurance consists of two operating segments: North America and International. Life and Retirement consists of four operating segments: Individual Retirement, Group Retirement, Life Insurance and Institutional Markets. Other Operations is primarily comprised of corporate, our institutional asset management business and consolidation and eliminations.

On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG.

The following table summarizes Adjusted pre-tax income (loss) from our business segment operations. See also Note 3 to the Condensed Consolidated Financial Statements.

Three Months Ended March 31, (in millions)		2021	2020
General Insurance			
North America - Underwriting loss	\$	(202)	\$ (103)
International - Underwriting income		275	16
Net investment income		772	588
General Insurance	\$	845	\$ 501
Life and Retirement			
Individual Retirement		532	305
Group Retirement		307	143
Life Insurance		(40)	78
Institutional Markets		142	75
Life and Retirement		941	601
Other Operations			
Other Operations before consolidation and eliminations		(354)	(835)
Consolidation and eliminations		(176)	(87)
Other Operations		(530)	(922)
Adjusted pre-tax income	\$	1,256	\$ 180

General Insurance

General Insurance is managed by our geographic markets of North America and International. Our global presence is reflected in our multinational capabilities to provide our Commercial Lines and Personal Insurance products within these geographic markets.

PRODUCTS AND DISTRIBUTION



Liability: Products include general liability, environmental, commercial automobile liability, workers' compensation, excess casualty and crisis management insurance products. Casualty also includes risk-sharing and other customized structured programs for large corporate and multinational customers.

Financial Lines: Products include professional liability insurance for a range of businesses and risks, including directors and officers, mergers and acquisitions, fidelity, employment practices, fiduciary liability, cyber risk, kidnap and ransom, and errors and omissions insurance.

Property: Products include commercial and industrial property insurance products and services that cover exposures to man-made and natural disasters, including business interruption.

Global Specialty: Products include aerospace, political risk, trade credit, portfolio solutions, energy-related property insurance products, marine and crop insurance.

Personal Lines: Products include personal auto and property in selected markets and insurance for high net worth individuals offered through AIG's Private Client Group (PCG) in the U.S. that covers auto, homeowners, umbrella, yacht, fine art and collections. In addition, we offer extended warranty insurance and services covering electronics, appliances, and HVAC.

Accident & Health: Products include voluntary and sponsor-paid personal accident and supplemental health products for individuals, employees, associations and other organizations, as well as a broad range of travel insurance products and services for leisure and business travelers.

General Insurance products in North America and International markets are distributed through various channels, including captive and independent agents, brokers, affinity partners, airlines and travel agents, and retailers. Our global platform enables writing multi-national and cross-border risks in both Commercial Lines and Personal Insurance.

BUSINESS STRATEGY

Profitable Growth: Deploy capital efficiently to act opportunistically and optimize diversity within the portfolio to grow in profitable lines, geographies and customer segments, while taking a disciplined approach in reducing exposure where terms and conditions do not meet our risk/return appetite. Look to inorganic growth opportunities in profitable markets and segments to expand our capabilities and footprint.

Reinsurance Optimization: Strategically partner with reinsurers to effectively manage exposure to losses arising from frequency of large catastrophic events and severity from individual risk losses. We strive to optimize our reinsurance program to manage volatility and protect the balance sheet from tail events and unpredictable net losses in support of our profitable growth objectives.

Underwriting Excellence: Empower and increase accountability of the underwriter and continue to integrate underwriting, claims and actuarial to enable better decision making. Focus on enhancing risk selection, driving consistent underwriting best practices and building robust monitoring standards to improve underwriting results.

COMPETITION AND CHALLENGES

Operating in a highly competitive industry, General Insurance competes against several hundred companies, specialty insurance organizations, mutual companies and other underwriting organizations in the U.S. In international markets, we compete against foreign insurance operations of large global insurance groups and local companies in specific market areas and product types. Insurance companies compete through a combination of risk acceptance criteria, product pricing, service and terms and conditions. General Insurance seeks to distinguish itself in the insurance industry primarily based on its well-established brand, global franchise, multinational capabilities, financial and capital strength, innovative products, claims handling expertise, expertise in providing specialized coverages and customer service.

We serve our business and individual customers on a global basis – from the largest multinational corporations to local businesses and individuals. Our clients benefit from our substantial underwriting expertise.

Our challenges include:

- ▢ long-tail Commercial Lines exposures that create added challenges to pricing and risk management;
- ▢ over-capacity in certain lines of business that creates downward market pressure on pricing;
- ▢ tort environment volatility in certain jurisdictions and lines of business; and
- ▢ volatility in claims arising from natural and man-made catastrophes, including public health events, such as the COVID-19 crisis.

OUTLOOK-INDUSTRY AND ECONOMIC FACTORS

Below is a discussion of the industry and economic factors impacting our operating segments:

The worldwide health and economic impact of COVID-19 continues to evolve, influenced by the scope, severity and duration of the crisis as well as the actions of governments, judiciaries, legislative bodies, regulators and other third parties in response, all of which are subject to continuing uncertainty. Demand for certain lines of business continues to remain below pre-COVID-19 levels, particularly Leisure Travel and Business Travel portfolios. However, the overall results of General Insurance for the three months ended March 31, 2021 reflect continued strong performance from our Commercial Lines portfolio. Across our North America and International Commercial lines of business we have seen increased demand for our insurance products with improved rates as well as improved terms and conditions. While the global economic outlook continues to improve, the ultimate impact of COVID-19 on our business will depend upon the speed at which government-mandated safety precautions can be fully lifted, the distribution and effectiveness of vaccinations, and the manner and speed with which economic activity sustainably rebounds.

General Insurance – North America

Continued market discipline and pullbacks in capacity in select lines are supporting rate increases across nearly all Commercial Lines (outside of Workers' Compensation), with common drivers being higher industry-wide claims severity trends driven by social inflation, higher natural catastrophe frequency over recent years and the uncertain impact of COVID-19. We continue to achieve positive rate increases across a number of lines and classes of business as a result of our disciplined underwriting strategy and focus on risk selection. Despite the higher rates, our retention of business is improving across the portfolio. These retention rates are often coupled with an exposure limit management strategy to reduce volatility within the portfolio. We continue to proactively identify and prioritize targeted businesses to grow as market conditions warrant through effective portfolio management.

Personal Insurance growth prospects are supported by the need for full life cycle products and coverage, increases in personal wealth accumulation, and awareness of insurance protection and risk management. We compete in the high net worth market, accident and health insurance, travel insurance, and warranty services and will continue to expand our innovative products and services to distribution partners and clients.

During the first quarter of 2021, AIG amended a distribution agreement with one of its largest travel insurance distributors. Following the effectiveness of the amendments, the revised agreement no longer represents a risk transfer transaction and as such will be accounted for under deposit accounting.

General Insurance – International

We believe our global presence provides Commercial Lines and Personal Insurance a competitive advantage, as the demand for multinational cross-border coverage and services increases due to the growing number of international customers, while giving us the ability to respond quickly to local market conditions and build client relationships.

We are continuing to pursue growth in our most profitable lines of business and diversify our portfolio across all regions by expanding key business lines (i.e. Financial Lines and Accident & Health) while remaining a market leader in key developed and developing markets. Overall, Commercial Lines are showing positive rate increases, particularly in our Global Specialty, Financial Lines and Property portfolio and across international markets where market events or withdrawal of capability and capacity have favorably impacted pricing. We are maintaining our underwriting discipline, reducing gross and net limits, increasing use of reinsurance to reduce volatility, as well as continuing our risk selection strategy to improve profitability.

Personal Insurance focuses on individual customers, as well as group and corporate clients. Although market competition within Personal Insurance has increased, we continue to benefit from the underwriting quality, portfolio diversity, and generally low volatility of the short-tailed risk in these business lines, although some product classes are exposed to catastrophe losses.

GENERAL INSURANCE RESULTS

Three Months Ended March 31, (in millions)		2021	2020	Percentage Change
Underwriting results:				
Net premiums written	\$	6,479	\$ 5,921	9 %
(Increase) decrease in unearned premiums		(613)	158	NM
Net premiums earned		5,866	6,079	(4)
Losses and loss adjustment expenses incurred ^(a)		3,848	4,059	(5)
Acquisition expenses:				
Amortization of deferred policy acquisition costs		873	986	(11)
Other acquisition expenses		311	345	(10)
Total acquisition expenses		1,184	1,331	(11)
General operating expenses		761	776	(2)
Underwriting income (loss)		73	(87)	NM
Net investment income		772	588	31
Adjusted pre-tax income	\$	845	\$ 501	69 %
Loss ratio^(a)		65.6	66.8	(1.2)
Acquisition ratio		20.2	21.9	(1.7)
General operating expense ratio		13.0	12.8	0.2
Expense ratio		33.2	34.7	(1.5)
Combined ratio^(a)		98.8	101.5	(2.7)
Adjustments for accident year loss ratio, as adjusted and accident year combined ratio, as adjusted:				
Catastrophe losses and reinstatement premiums		(7.3)	(6.9)	(0.4)
Prior year development, net of (additional) return premium on loss sensitive business		0.9	0.9	-
Accident year loss ratio, as adjusted		59.2	60.8	(1.6)
Accident year combined ratio, as adjusted		92.4	95.5	(3.1)

(a) Consistent with our definition of APTI, excludes net loss reserve discount and the portion of favorable or unfavorable prior year reserve development for which we have ceded the risk under retroactive reinsurance agreements and related changes in amortization of the deferred gain.

The following table presents General Insurance net premiums written by operating segment, showing change on both reported and constant dollar basis:

Three Months Ended March 31,				Percentage Change in	
(in millions)		2021	2020	U.S. dollars	Original Currency
North America	\$	2,930	\$ 2,699	9 %	8 %
International		3,549	3,222	10	4
Total net premiums written	\$	6,479	\$ 5,921	9 %	6 %

The following tables present General Insurance accident year catastrophes by geography^(a) and number of events:

Catastrophes^(b)

(in millions)	# of Events	North America		International		Total
Three Months Ended March 31, 2021						
Flooding and rainstorms	1	\$	-	\$	10	\$ 10
Windstorms and hailstorms	1		10		-	10
Winter storms	2		351		39	390
Earthquakes	1		-		12	12
Total catastrophe-related charges	5	\$	361	\$	61	\$ 422
Three Months Ended March 31, 2020						
Flooding and rainstorms	2	\$	17	\$	10	\$ 27
Windstorms and hailstorms	4		30		64	94
Earthquakes	2		15		11	26
COVID-19	N/A (c)		123		149	272
Total catastrophe-related charges	8	\$	185	\$	234	\$ 419

(a) Geography: North America primarily includes insurance businesses in the United States, Canada and Bermuda, and our global reinsurance business, AIG Re. International includes regional insurance businesses in Japan, the United Kingdom, Europe, Middle East and Africa (EMEA region), Asia Pacific, Latin America and Caribbean, and China. International also includes the results of Talbot as well as AIG's global specialty business.

(b) Natural catastrophe losses are generally weather or seismic events having a net impact on AIG in excess of \$10 million each and man-made catastrophe losses, such as terrorism and civil disorders that exceed the \$10 million threshold.

(c) As COVID-19 continues to evolve, impacting many lines of business, the number of events is yet to be determined.

NORTH AMERICA RESULTS

Three Months Ended March 31, (in millions)		2021	2020	Percentage Change
Underwriting results:				
Net premiums written	\$	2,930	\$ 2,699	9 %
(Increase) decrease in unearned premiums		(542)	32	NM
Net premiums earned		2,388	2,731	(13)
Losses and loss adjustment expenses incurred ^(a)		1,902	1,985	(4)
Acquisition expenses:				
Amortization of deferred policy acquisition costs		307	431	(29)
Other acquisition expenses		95	117	(19)
Total acquisition expenses		402	548	(27)
General operating expenses		286	301	(5)
Underwriting loss	\$	(202)	\$ (103)	(96)%
Loss ratio^(a)		79.6	72.7	6.9
Acquisition ratio		16.8	20.1	(3.3)
General operating expense ratio		12.0	11.0	1.0
Expense ratio		28.8	31.1	(2.3)
Combined ratio^(a)		108.4	103.8	4.6
Adjustments for accident year loss ratio, as adjusted and accident year combined ratio, as adjusted:				
Catastrophe losses and reinstatement premiums		(15.2)	(6.8)	(8.4)
Prior year development, net of (additional) return premium on loss sensitive business		2.4	0.7	1.7
Accident year loss ratio, as adjusted		66.8	66.6	0.2
Accident year combined ratio, as adjusted		95.6	97.7	(2.1)

(a) Consistent with our definition of APTI, excludes net loss reserve discount and the portion of favorable or unfavorable prior year reserve development for which we have ceded the risk under retroactive reinsurance agreements and related changes in amortization of the deferred gain.

Business and Financial Highlights

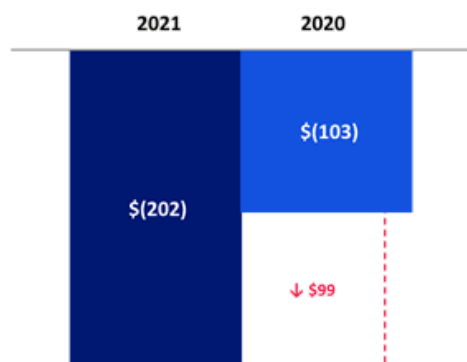
The North America General Insurance business continues to make progress in strengthening our underwriting, actively managing our portfolio to improve business mix and articulating our revised risk appetite to the marketplace. We are leading the industry across multiple lines in terms of driving rate momentum while simultaneously increasing the level of business retained in targeted lines. As we see increasing disruption in the marketplace, we are well placed to capitalize on opportunities, including within our excess and surplus business which is seeing an increase in submission flow and achieving significant rate improvement.

Underwriting loss increased in the first quarter of 2021 compared to the same period in the prior year primarily due to significantly higher catastrophe losses, partially offset by a lower acquisition ratio driven by changes in business mix including the impact of COVID-19 as well as new quota share reinsurance agreements and more favorable prior year reserve development.

Net premiums written increased in the first quarter of 2021 compared to the same period in the prior year primarily due to growth in Commercial lines driven by higher renewal retentions, strong new business production and continued rate momentum. While increased net premium was recorded across most Commercial Lines, it was particularly strong within our AIG Re, Financial Lines and property businesses. This growth was partially offset by higher ceded premiums due to the new series of quota share reinsurance agreements to reinsure risks related to PCG, the impact of COVID-19 most notably in Travel and underwriting actions taken to improve the portfolio.

For a discussion of 2021 reinsurance programs see Part II, Item 7. MD&A – Enterprise Risk Management in the 2020 Annual Report.

North America Underwriting Income (Loss)
Three Months Ended March 31,
(in millions)



2021 and 2020 Comparison

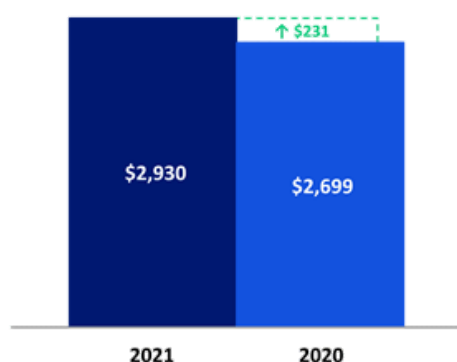
Underwriting loss increased primarily due to:

- significantly higher catastrophe losses, notably as a result of the winter storms.

This increase was partially offset by:

- improvement in the accident year combined ratio, as adjusted driven by improved rates, risk selection and terms and conditions in our Commercial Lines business and lower general operating expenses reflecting ongoing expense discipline; and
- slightly favorable prior year reserve development as compared with adverse development recorded in the prior year quarter.

North America Net Premiums Written
Three Months Ended March 31,
(in millions)



2021 and 2020 Comparison

Net premiums written increased primarily due to:

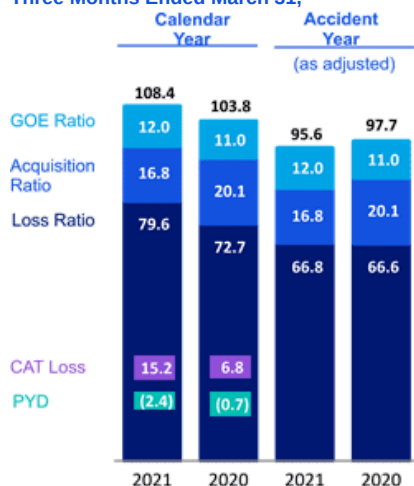
- growth in Commercial Lines, particularly within our AIG Re business, Financial Lines and property businesses, driven by continued rate momentum, higher renewal retentions and strong new business production.

These increases were partially offset by:

- higher ceded premiums due to the new series of quota share reinsurance agreements to reinsure risks related to PCG;
- the impact of COVID-19, most notably in Travel; and
- underwriting actions taken to improve the portfolio.

North America Combined Ratios

Three Months Ended March 31,



2021 and 2020 Comparison

The increase in the combined ratio reflected an increase in the loss ratio partially offset by a decrease in the expense ratio.

The increase in the loss ratio reflected:

- significantly higher catastrophe losses.

This increase was partially offset by favorable prior year reserve development, primarily in PCG.

The decrease in the expense ratio reflected:

- a lower acquisition ratio primarily driven by changes in business mix including the impact of COVID-19 most notably in Travel as well as new quota share reinsurance agreements.

This decrease was partially offset by higher general expense ratio primarily due to lower premiums partially offset by ongoing expense discipline.

INTERNATIONAL RESULTS

Three Months Ended March 31,

(in millions)

	2021	2020	Percentage Change
Underwriting results:			
Net premiums written	\$ 3,549	\$ 3,222	10 %
(Increase) decrease in unearned premiums	(71)	126	NM
Net premiums earned	3,478	3,348	4
Losses and loss adjustment expenses incurred	1,946	2,074	(6)
Acquisition expenses:			
Amortization of deferred policy acquisition costs	566	555	2
Other acquisition expenses	216	228	(5)
Total acquisition expenses	782	783	-
General operating expenses	475	475	-
Underwriting income	\$ 275	\$ 16	NM%
Loss ratio	56.0	61.9	(5.9)
Acquisition ratio	22.5	23.4	(0.9)
General operating expense ratio	13.7	14.2	(0.5)
Expense ratio	36.2	37.6	(1.4)
Combined ratio	92.2	99.5	(7.3)
Adjustments for accident year loss ratio, as adjusted and accident year combined ratio, as adjusted:			
Catastrophe losses and reinstatement premiums	(1.9)	(7.0)	5.1
Prior year development, net of (additional) return premium on loss sensitive business	(0.1)	1.1	(1.2)
Accident year loss ratio, as adjusted	54.0	56.0	(2.0)
Accident year combined ratio, as adjusted	90.2	93.6	(3.4)

Business and Financial Highlights

The International General Insurance business is focused on underwriting profits and improved efficiency, further improving underwriting margins, and growing profitably in businesses and geographies that support our growth strategy.

Underwriting income increased in the first quarter of 2021 compared to the same period in the prior year primarily due to significantly lower catastrophe losses, lower accident year loss ratio, as adjusted primarily due to strong premium rate increases across most Commercial Lines, benefits from underwriting actions and better risk selection and a lower acquisition ratio, partially offset by unfavorable prior year reserve development compared to favorable prior year reserve development in the first quarter of 2020.

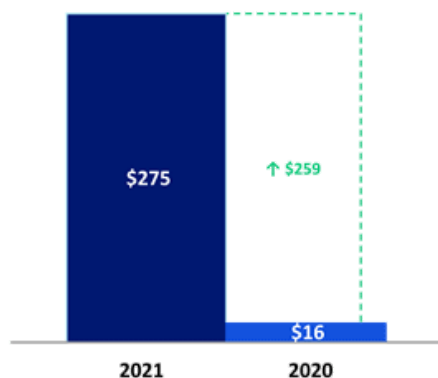
Net premiums written, excluding the impact of foreign exchange, increased in the first quarter of 2021 compared to the same period in the prior year primarily due to rate increases across most Commercial Lines, in particular Property and Financial Lines, growth in Financial Lines and Warranty, partially offset by the impact of COVID-19, most notably in Personal Lines.

For a discussion of 2021 reinsurance programs see Part II, Item 7 MD&A – Enterprise Risk Management in the 2020 Annual Report.

International Underwriting Income (Loss)

Three Months Ended March 31,

(in millions)



2021 and 2020 Comparison

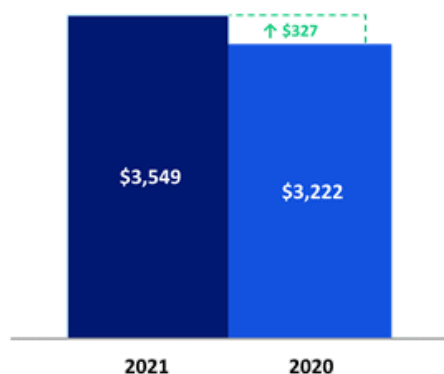
Underwriting income increased primarily due to:

- significantly lower catastrophe losses;
- lower accident year loss ratio, as adjusted primarily driven by strong premium rate increases across most Commercial Lines, benefits from underwriting actions and better risk selection; and
- a lower acquisition ratio primarily driven by change in business mix and changes in 2021 reinsurance program.

These increases were partially offset by:

- unfavorable prior year reserve development compared to favorable prior year reserve development in casualty in the prior year.

International Net Premiums Written
Three Months Ended March 31,
(in millions)



2021 and 2020 Comparison

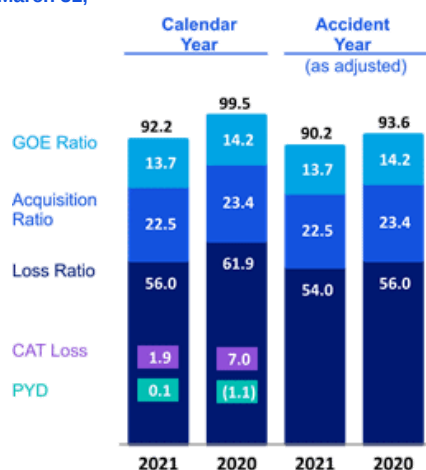
Net premiums written, excluding the impact of foreign exchange, increased due to:

- rate increases across most Commercial Lines, in particular Property and Financial Lines; and
- growth in Financial Lines and Warranty.

These increases were partially offset by:

- the impact of COVID-19, most notably in Personal Lines.

International Combined Ratios
Three Months Ended March 31,



2021 and 2020 Comparison

The decrease in the combined ratio reflected a decrease in both the loss ratio and the expense ratio.

The decrease in the loss ratio reflected:

- significantly lower catastrophe losses; and
- lower accident year loss ratio, as adjusted primarily driven by strong premium rate increases across most Commercial Lines, benefits from underwriting actions and better risk selection.

These decreases were partially offset by unfavorable prior year reserve development compared to favorable prior year reserve development in casualty in the prior year.

The decrease in the expense ratio reflected a lower acquisition ratio primarily driven by change in business mix, changes in 2021 reinsurance program and a lower general operating expense ratio due to higher premiums and ongoing expense discipline.

Life and Retirement

Life and Retirement consists of four operating segments: Individual Retirement, Group Retirement, Life Insurance and Institutional Markets. We offer a broad portfolio of products in the U.S. through a multichannel distribution network and life and health products in the UK and Ireland.

PRODUCTS AND DISTRIBUTION



Variable Annuities: Products include variable annuities that offer a combination of growth potential, death benefit features and income protection features. Variable annuities are distributed primarily through banks, wirehouses, and regional and independent broker-dealers.

Index Annuities: Products include fixed index annuities that provide growth potential based in part on the performance of a market index as well as optional living guaranteed features that provide lifetime income protection. Fixed index annuities are distributed primarily through banks, broker-dealers, independent marketing organizations and independent insurance agents.

Fixed Annuities: Products include single premium fixed annuities, immediate annuities and deferred income annuities. Certain fixed deferred annuity products offer optional income protection features. The fixed annuities product line maintains an industry-leading position in the U.S. bank distribution channel by designing products collaboratively with banks and offering an efficient and flexible administration platform.

Retail Mutual Funds: Includes our mutual fund offerings and related administration and servicing operations. Retail Mutual Funds are distributed primarily through broker-dealers. *For further details on the Sale of Certain Assets of the Retail Mutual Funds Business, see Executive Summary – Overview.*



Group Retirement: Products and services consist of group mutual funds, group annuities, individual annuity and investment products, financial planning and advisory services, and plan administrative and compliance services.

In March 2019, the products and services marketed by The Variable Annuity Life Insurance Company were rebranded under the AIG Retirement Services name to allow the business to fully leverage the strength and scale of the AIG brand. Legal entity names, however, remain unchanged: The Variable Annuity Life Insurance Company and its subsidiaries, VALIC Financial Advisors, Inc. and VALIC Retirement Services Company.

AIG Retirement Services career financial advisors and independent financial advisors provide retirement plan participants with enrollment support and comprehensive financial planning services.



Life Insurance: In the U.S., products primarily include term life and universal life insurance distributed through independent marketing organizations, independent insurance agents, financial advisors and direct marketing. International operations include the distribution of life and health products in the UK and Ireland.



Institutional Markets: Products primarily include stable value wrap products, structured settlement and pension risk transfer annuities (direct and assumed reinsurance), corporate- and bank-owned life insurance, high net worth products and guaranteed investment contracts (GICs). Institutional Markets products are primarily distributed through specialized marketing and consulting firms and structured settlement brokers.

FHLB Funding Agreements are issued through our Individual Retirement, Group Retirement and Institutional Markets operating segments. Funding agreements are issued by our U.S. Life and Retirement companies to FHLBs in their respective districts at fixed or floating rates over specified periods, which can be prepaid at our discretion. Proceeds are generally invested in fixed income securities and other suitable investments to generate spread income. These investment contracts do not have mortality or morbidity risk and are similar to GICs.

BUSINESS STRATEGY

Deliver client-centric solutions through our unique franchise by bringing together a broad portfolio of life insurance, retirement and institutional products offered through an extensive, multichannel distribution network. Life and Retirement focuses on ease of doing business, offering valuable solutions, and expanding and deepening its distribution relationships across multiple channels.

Position market leading businesses to serve growing needs by continually enhancing product solutions, service delivery and digital capabilities while using data and analytics in an innovative manner to improve customer experience.

Individual Retirement will continue to capitalize on the opportunity to meet consumer demand for guaranteed income by maintaining innovative variable and index annuity products, while also managing risk from guarantee features through risk-mitigating product design and well-developed economic hedging capabilities.

Our fixed annuity products provide diversity in our annuity product suite by offering stable returns for retirement savings.

Group Retirement continues to enhance its technology platform to improve the customer experience for plan sponsors and individual participants. AIG Retirement Services' (formerly VALIC) self-service tools paired with its career financial advisors provide a compelling service platform. Group Retirement's strategy also involves providing financial planning services for its clients and meeting their need for income in retirement. In this advisory role, Group Retirement's clients may invest in assets in which AIG or a third-party is custodian.

Life Insurance in the U.S. will continue to position itself for growth and changing market dynamics while continuing to execute strategies to enhance returns. Our focus is on materializing success from a multi-year effort of building state-of-the-art platforms and underwriting innovations, which are expected to bring process improvements and cost efficiencies.

In the UK, AIG Life Insurance will continue to focus on growing the business organically and through potential acquisition opportunities.

Institutional Markets continues to grow its assets under management across multiple product lines, including stable value wrap, GICs and pension risk transfer annuities. Our growth strategy is opportunistic and allows us to pursue select transactions that meet our risk-adjusted return requirements.

Enhance Operational Effectiveness by simplifying processes and operating environments to increase competitiveness, improve service and product capabilities and facilitate delivery of our target customer experience. We continue to invest in technology to improve operating efficiency and ease of doing business for our distribution partners and customers. We believe that simplifying our operating models will enhance productivity and support further profitable growth.

Manage our Balance Sheet through a rigorous approach to our products and portfolio. We match our product design and high quality investments with our asset and liability exposures to support our cash and liquidity needs under various operating scenarios.

Deliver Value Creation and Manage Capital by striving to deliver solid earnings and returns on capital through disciplined pricing, sustainable underwriting improvements, expense efficiency, and diversification of risk, while optimizing capital allocation and efficiency within insurance entities to enhance return on common equity.

COMPETITION AND CHALLENGES

Life and Retirement operates in the highly competitive insurance and financial services industry in the U.S. and select international markets, competing against various financial services companies, including banks and other life insurance and mutual fund companies. Competition is primarily based on product pricing and design, distribution, financial strength, customer service and ease of doing business.

Our business remains competitive due to its long-standing market leading positions, innovative products, distribution relationships across multiple channels, customer-focused service and strong financial ratings.

Our primary challenges include:

- a low interest rate environment, which makes it difficult to profitably price new products and puts margin pressure on existing business due to lower reinvestment yields;
- increased competition in our primary markets, including aggressive pricing of annuities by private equity-backed annuity writers, increased competition and consolidation of employer groups in the group retirement planning market, and competitors with different profitability targets in the pension risk transfer space as well as other product lines;
- increasingly complex new and proposed regulatory requirements, which have affected industry growth and costs;
- upgrading our technology and underwriting processes while managing general operating expenses; and
- decreased premiums and deposits and adverse mortality experience due to COVID-19.

OUTLOOK—INDUSTRY AND ECONOMIC FACTORS

Below is a discussion of the industry and economic factors impacting our specific operating segments:

The worldwide health and economic impact of COVID-19 continues to evolve, influenced by the scope, severity and duration of the crisis as well as the actions of governments, judiciaries, legislative bodies, regulators and other third parties in response, as well as the distribution and effectiveness of vaccinations, all of which are subject to continuing uncertainty. The impact on the results for the first quarter of 2021 with respect to COVID-19 is primarily but not limited to related COVID-19 mortality.

On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG. Any separation transaction will be subject to the satisfaction of various conditions and approvals, including approval by the AIG Board of Directors, receipt of insurance and other required regulatory approvals, and satisfaction of any applicable requirements of the SEC. While we currently believe an initial public offering represents an optimal path, no assurance can be given regarding the form that a separation transaction may take or the specific terms or timing thereof, or that a separation will in fact occur.

On February 8, 2021, we announced we entered into a definitive agreement with Touchstone, an indirect wholly-owned subsidiary of Western & Southern Financial Group, to sell certain assets of AIG Life and Retirement's Retail Mutual Funds business. As of March 31, 2021, AIG Life and Retirement's Retail Mutual Funds business managed \$7.6 billion in assets across eighteen funds. Pursuant to the definitive agreement, twelve retail mutual funds with \$7.4 billion in assets will be reorganized into Touchstone funds. The transaction closing is subject to customary regulatory and fund shareholder approvals and is targeted for mid-2021. Six retail mutual funds with \$0.2 billion in assets, excluding fund of funds, managed by AIG Life and Retirement and not included in the transaction will be wound down and liquidated. AIG Life and Retirement will retain its fund management platform and capabilities dedicated to its variable insurance products.

For additional information please see the 2020 Annual Report, Part I, Item 1A. Risk Factors – Business and Operations – No assurances can be given that the separation of our Life and Retirement business will occur or as to the specific terms or timing thereof. In addition, the separation could cause the emergence or exacerbate the effects of other risks to which AIG is exposed.

Individual Retirement

Increasing life expectancy and reduced expectations for traditional retirement income from defined benefit programs and fixed income securities are leading Americans to seek additional financial security as they approach retirement. The strong demand for individual index and fixed deferred annuities with guaranteed income features has attracted increased competition in this product space. In response to the low interest rate environment, which has added pressure to profit margins, we have developed guaranteed income benefits for variable, fixed index, and fixed deferred annuities with margins that are less sensitive to the level of interest rates.

Changes in the capital markets (interest rate environment, equity markets, volatility) can have a significant impact on sales, surrender rates, investment returns, guaranteed income features, and net investment spreads in the annuity industry.

Group Retirement

Group Retirement competes in the defined contribution market under the AIG Retirement Services brand. AIG Retirement Services is a leading retirement plan provider in the U.S. for K-12 schools and school districts, higher education, healthcare, government and other not-for-profit institutions. The defined contribution market is a highly efficient and competitive market that requires support for both plan sponsors and individual participants. To meet this challenge, AIG Retirement Services is investing in a client-focused technology platform to support improved compliance and self-service functionality. AIG Retirement Services' model pairs self-service tools with its career financial advisors who provide individual plan participants with enrollment support and comprehensive financial planning services.

Changes in the interest rate and equity market environment can have a significant impact on investment returns, fee income, advisory and other income, guaranteed income features, and net investment spreads, and a moderate impact on sales and surrender rates.

Life Insurance

Consumers have a significant need for life insurance, whether it is used for income replacement for their surviving family, estate planning or wealth transfer. Additionally, consumers use life insurance to provide living benefits in case of chronic, critical or terminal illnesses, and to supplement retirement income.

In response to consumer needs and a low interest rate environment, our Life Insurance product portfolio will continue to promote products with lower long-duration interest rate risk and mitigate exposure to products that have long-duration interest rate risk through sales levels and hedging strategies.

As life insurance ownership remains at historical lows in the U.S. and the UK, efforts to expand the reach and increase the affordability of life insurance are critical. The industry is investing in consumer-centric efforts to reduce traditional barriers to securing life protection by simplifying the sales and service experience. Digitally enabled processes and tools provide a fast, friendly and simple path to life insurance protection.

Institutional Markets

Institutional Markets serves a variety of needs for corporate clients. Demand is driven by a number of factors including the macroeconomic and regulatory environment. We expect to see continued growth in the pension risk transfer market (direct and assumed reinsurance) as corporate plan sponsors look to transfer asset or liability, longevity, administrative and operational risks associated with their defined benefit plans.

Changes in the interest rate environment can have a significant impact on investment returns and net investment spreads, as well as reduce the tax efficiency associated with institutional life insurance products, dampening organic growth opportunities.

For additional discussion of the impact of market interest rate movement on our Life and Retirement business see Executive Summary – AIG's Outlook – Industry and Economic Factors – Impact of Changes in the Interest Rate Environment.

LIFE AND RETIREMENT RESULTS

Three Months Ended March 31, (in millions)		2021	2020	Percentage Change
Revenues:				
Premiums	\$	600	\$ 1,267	(53)%
Policy fees		783	733	7
Net investment income		2,353	2,066	14
Advisory fee and other income		244	220	11
Total adjusted revenues		3,980	4,286	(7)
Benefits, losses and expenses:				
Policyholder benefits and losses incurred		1,257	1,789	(30)
Interest credited to policyholder account balances		870	897	(3)
Amortization of deferred policy acquisition costs		225	322	(30)
General operating and other expenses*		653	635	3
Interest expense		34	42	(19)
Total benefits, losses and expenses		3,039	3,685	(18)
Adjusted pre-tax income	\$	941	\$ 601	57 %

* Includes general operating expenses, non-deferrable commissions, other acquisition expenses, advisory fee expenses and other expenses.

Our insurance companies generate significant revenues from investment activities. As a result, the operating segments in Life and Retirement are subject to variances in net investment income on the asset portfolios that support insurance liabilities and surplus.

For additional information on our investment strategy, asset-liability management process and invested asset composition see Investments.

INDIVIDUAL RETIREMENT RESULTS

Three Months Ended March 31, (in millions)		2021	2020	Percentage Change
Revenues:				
Premiums	\$	25	\$ 41	(39)%
Policy fees		232	207	12
Net investment income		1,068	973	10
Advisory fee and other income		152	147	3
Benefits and expenses:				
Policyholder benefits and losses incurred		116	138	(16)
Interest credited to policyholder account balances		426	443	(4)
Amortization of deferred policy acquisition costs		133	221	(40)
Non deferrable insurance commissions		88	79	11
Advisory fee expenses		52	52	-
General operating expenses		114	110	4
Interest expense		16	20	(20)
Adjusted pre-tax income (loss)	\$	532	\$ 305	74 %
Fixed annuities base net investment spread:				
Base yield*		3.99 %	4.36 %	(37)bps
Cost of funds		2.62	2.61	1
Fixed annuities base net investment spread		1.37 %	1.75 %	(38)bps

* Includes returns from base portfolio including accretion and income (loss) from certain other invested assets.

Business and Financial Highlights

The market environment continues to reflect uncertainties in the annuity business resulting from a low interest rate environment as well as the COVID-19 crisis. Premiums and deposits increased in the first quarter of 2021 compared to the same period in the prior year. Net flows improved in the first quarter of 2021 compared to the same period in the prior year primarily due to higher sales in variable and index annuities, as well as lower retail mutual fund surrenders and withdrawals, partially offset by lower retail mutual fund sales and higher annuity surrenders and withdrawals.

Adjusted pre-tax income increased in the first quarter of 2021 compared to the same period in the prior year, primarily driven by decreases in variable annuity DAC/SIA amortization and reserves, higher net investment income driven by higher yield enhancement and alternative investment income, and higher policy and advisory fee income. Partially offsetting these increases was lower income resulting from decreased reinvestment rates on the base portfolio.

Individual Retirement Adjusted Pre-Tax Income (Loss)

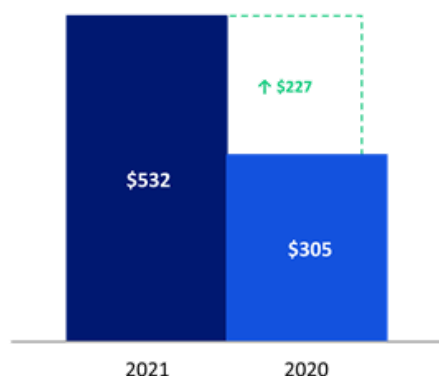
Three Months Ended March 31,

(in millions)

2021 and 2020 Comparison

Adjusted pre-tax income increased primarily due to:

- decreases in variable annuity DAC/SIA amortization and reserves due to stronger equity market performance;
- increase in net investment income driven by higher private equity and hedge fund income, higher gains on securities for which the fair value option was elected, and higher call and tender income, partially offset by lower income resulting from decreased reinvestment rates on the base portfolio; and
- higher policy and advisory fee income, due to an increase in separate account assets.



INDIVIDUAL RETIREMENT GAAP PREMIUMS, PREMIUMS AND DEPOSITS, SURRENDERS AND NET FLOWS

For Individual Retirement, premiums primarily represent amounts received on life-contingent payout annuities. Premiums decreased in the first quarter of 2021 compared to the same period in the prior year. Premiums are generally not a significant driver of Individual Retirement results.

Premiums and deposits is a non-GAAP financial measure that includes, in addition to direct and assumed premiums, deposits received on investment-type annuity contracts, FHLB funding agreements and mutual funds under administration.

Net flows for annuity products in Individual Retirement represent premiums and deposits less death, surrender and other withdrawal benefits. Net flows for mutual funds represent deposits less withdrawals.

The following table presents a reconciliation of Individual Retirement GAAP premiums to premiums and deposits:

Three Months Ended March 31,

(in millions)

		2021		2020
Premiums	\$	25	\$	41
Deposits		3,349		3,079
Other		(1)		(4)
Premiums and deposits	\$	3,373	\$	3,116

The following table presents surrenders as a percentage of average reserves:

Three Months Ended March 31,	2021	2020
Surrenders as a percentage of average reserves		
Fixed annuities	7.1 %	6.6 %
Variable and index annuities	6.4	6.5
Variable annuities	7.1	7.3
Index annuities	4.8	4.2

The following table presents reserves for fixed annuities and variable and index annuities by surrender charge category:

	March 31, 2021		December 31, 2020 [*]	
(in millions)	Fixed Annuities	Variable and Index Annuities	Fixed Annuities	Variable and Index Annuities
No surrender charge	\$ 27,226	\$ 31,325	\$ 27,110	\$ 30,954
Greater than 0% - 2%	2,009	11,392	2,298	11,647
Greater than 2% - 4%	2,929	14,950	2,758	15,361
Greater than 4%	15,665	32,465	16,163	32,261
Non-surrenderable	2,210	-	2,214	-
Total reserves	\$ 50,039	\$ 90,132	\$ 50,543	\$ 90,223

* Certain reclassifications have been made to the prior year amounts for consistency with the current year presentation.

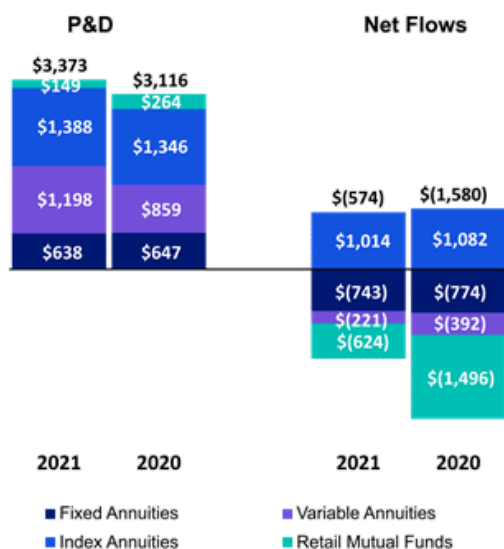
Individual Retirement annuities are typically subject to a four- to seven-year surrender charge period, depending on the product. For fixed annuities, the proportion of reserves subject to surrender charge at March 31, 2021 decreased compared to December 31, 2020. The increase in reserves with no surrender charge for variable and index annuities at March 31, 2021 compared to December 31, 2020 was principally due to normal aging of business.

A discussion of the significant variances in premiums and deposits and net flows for each product line follows:

Individual Retirement Premiums and Deposits (P&D) and Net Flows

Three Months Ended March 31,

(in millions)



2021 and 2020 Comparison

- **Fixed Annuities** premiums and deposits decreased primarily due to the low interest rate environment. Net flows remained negative.
- **Variable and Index Annuities** premiums and deposits increased primarily due to higher variable annuity sales driven by growth in independent and regional broker dealers, and higher index annuity sales driven by growth in wirehouse and bank channels. Variable annuity net flows remained negative but improved primarily due to an increase in sales partially offset by higher surrenders and death benefits. Index annuity net flows decreased primarily due to higher surrenders and death benefits, partially offset by higher sales.
- **Retail Mutual Funds** premiums and deposits decreased due to investors' continued preference for passive, low-fee investment vehicles, the distribution channel disruptions related to COVID-19 and reduction of flows within our largest fund. Net flows remained negative but significantly improved due to lower surrenders partially offset by lower deposits.

GROUP RETIREMENT RESULTS

Three Months Ended March 31, (in millions)	2021	2020	Percentage Change
Revenues:			
Premiums	\$ 4	\$ 6	(33)%
Policy fees	124	109	14
Net investment income	600	517	16
Advisory fee and other income	78	62	26
Benefits and expenses:			
Policyholder benefits and losses incurred	18	33	(45)
Interest credited to policyholder account balances	283	281	1
Amortization of deferred policy acquisition costs	16	35	(54)
Non deferrable insurance commissions	29	28	4
Advisory fee expenses	31	24	29
General operating expenses	113	139	(19)
Interest expense	9	11	(18)
Adjusted pre-tax income (loss)	\$ 307	\$ 143	115 %
Base net investment spread:			
Base yield*	4.10 %	4.39 %	(29)bps
Cost of funds	2.62	2.69	(7)
Base net investment spread	1.48 %	1.70 %	(22)bps

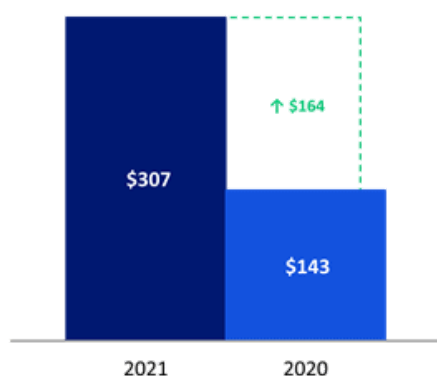
* Includes returns from base portfolio including accretion and income (loss) from certain other invested assets.

Business and Financial Highlights

Group Retirement is focused on implementing initiatives to grow its business. However, external factors, including increased competition and the consolidation of healthcare providers and other employers in target markets, continue to impact Group Retirement's customer retention. Premiums and deposits slightly decreased in the first quarter of 2021 compared to the same period in the prior year. Net flows remained negative and deteriorated in the first quarter of 2021 compared to the same period in 2020 primarily due to higher surrenders.

Adjusted pre-tax income increased in the first quarter of 2021 compared to the same period in 2020 primarily from higher net investment returns in our alternative portfolio, higher yield enhancement income, decreases in variable annuity DAC amortization and reserves, lower general operating expenses and higher policy and advisory fee income. Partially offsetting these increases was lower income resulting from decreased reinvestment rates on the base portfolio.

Group Retirement Adjusted Pre-Tax Income (Loss)
Three Months Ended March 31,
(in millions)



2021 and 2020 Comparison

Adjusted pre-tax income increased primarily due to :

- higher net investment income, primarily driven by higher private equity returns, higher gains on calls and higher gains on securities for which the fair value option was elected;
- decreases in variable annuity DAC amortization and reserves due to stronger equity market performance;
- lower general operating expenses primarily due to decreased regulatory expenses and savings from COVID-19 travel restrictions; and
- higher policy and advisory fee income, net of expenses, due to an increase in separate account and mutual fund average assets.

Partially offsetting these increases were:

- lower income resulting from decreased reinvestment rates on the base portfolio partially offset by higher average invested assets and lower interest credited.

GROUP RETIREMENT GAAP PREMIUMS, PREMIUMS AND DEPOSITS, SURRENDERS AND NET FLOWS

For Group Retirement, premiums primarily represent amounts received on life-contingent payout annuities. Premiums in the first quarter of 2021, which primarily represents immediate annuities, decreased compared to the same period in the prior year. Premiums are not a significant driver of Group Retirement results.

Premiums and deposits is a non-GAAP financial measure that includes, in addition to direct and assumed premiums, deposits received on investment-type annuity contracts, FHLB funding agreements and mutual funds under administration.

Net flows for annuity products included in Group Retirement represent premiums and deposits less death, surrender and other withdrawal benefits. Net flows for mutual funds represent deposits less withdrawals.

The following table presents a reconciliation of Group Retirement GAAP premiums to premiums and deposits:

Three Months Ended March 31, (in millions)		2021	2020
Premiums	\$	4	\$ 6
Deposits		1,814	1,849
Premiums and deposits	\$	1,818	\$ 1,855

The following table presents Group Retirement surrenders as a percentage of average reserves and mutual funds under administration:

Three Months Ended March 31,	2021	2020
Surrenders as a percentage of average reserves and mutual funds	8.9 %	9.4 %

The following table presents reserves for Group Retirement annuities by surrender charge category:

(in millions)		March 31, 2021(a)	December 31, 2020(a)
No surrender charge ^(b)	\$	78,487	\$ 77,507
Greater than 0% - 2%		632	565
Greater than 2% - 4%		749	829
Greater than 4%		6,236	6,119
Non-surrenderable		721	616
Total reserves	\$	86,825	\$ 85,636

(a) Excludes mutual fund assets under administration of \$25.9 billion and \$25.0 billion at March 31, 2021 and December 31, 2020, respectively.

(b) Group Retirement amounts in this category include general account reserves of approximately \$6.4 billion and \$6.3 billion at March 31, 2021 and December 31, 2020 respectively, which are subject to 20 percent annual withdrawal limitations at the participant level and general account reserves of \$5.8 billion at both March 31, 2021 and December 31, 2020, respectively, which are subject to 20 percent annual withdrawal limitations at the plan level.

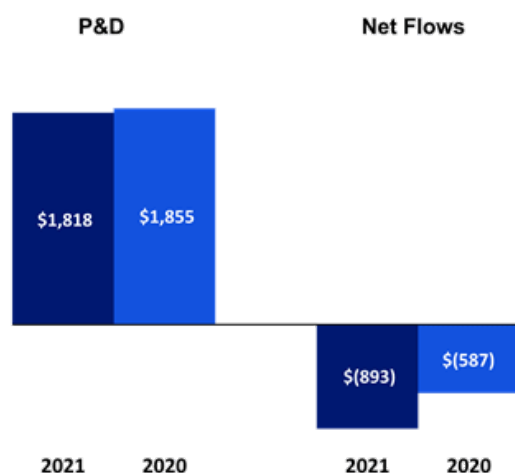
Group Retirement annuity deposits are typically subject to a five- to seven-year surrender charge period, depending on the product. At March 31, 2021, Group Retirement annuity reserves with no surrender charge increased compared to December 31, 2020 primarily due to growth in assets under management.

A discussion of the significant variances in premiums and deposits and net flows follows:

Group Retirement Premiums and Deposits and Net Flows

Three Months Ended March 31,

(in millions)



2021 and 2020 Comparison

Net flows remained negative and deteriorated due to higher surrenders. There were approximately \$0.4 billion of large plan related surrenders in the first quarter of 2021 compared to approximately \$0.2 billion of large plan related surrenders in the same period in the prior year. External factors including consolidation of healthcare providers and other employers in target markets continue to impact Group Retirement customer retention.

LIFE INSURANCE RESULTS

Three Months Ended March 31,
(in millions)

	2021	2020	Percentage Change
Revenues:			
Premiums	\$ 532	\$ 463	15 %
Policy fees	380	371	2
Net investment income	407	355	15
Other income	14	11	27
Benefits and expenses:			
Policyholder benefits and losses incurred	1,004	778	29
Interest credited to policyholder account balances	88	93	(5)
Amortization of deferred policy acquisition costs	75	65	15
Non deferrable insurance commissions	33	28	18
General operating expenses	166	150	11
Interest expense	7	8	(13)
Adjusted pre-tax income (loss)	\$ (40)	\$ 78	NM%

Business and Financial Highlights

Life Insurance is focused on selling profitable new products through strategic channels to enhance future returns. Adjusted pre-tax loss in the first quarter of 2021 compared to adjusted pre-tax income in the same period in the prior year was primarily due to higher mortality driven by COVID-19 partially offset by higher net investment income.

Life Insurance Adjusted Pre-Tax Income (Loss)

Three Months Ended March 31,

(in millions)

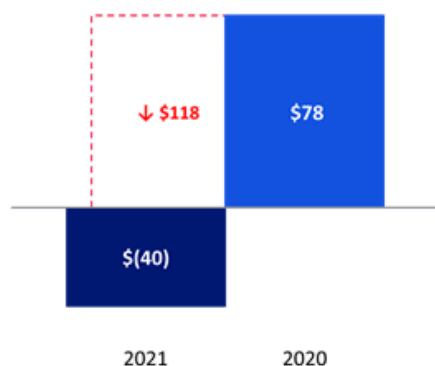
2021 and 2020 Comparison

Adjusted pre-tax loss compared to adjusted pre-tax income primarily due to:

- higher mortality driven by COVID-19.

Partially offset by:

- higher net investment income, primarily driven by higher gains on calls and higher equity partnership income due to stronger equity market performance.



LIFE INSURANCE GAAP PREMIUMS AND PREMIUMS AND DEPOSITS

Premiums for Life Insurance represent amounts received on traditional life insurance policies, primarily term life and international life and health. Premiums, excluding the effect of foreign exchange, increased in the first quarter of 2021 compared to the same period in the prior year. Premiums and deposits for Life Insurance is a non-GAAP financial measure that includes direct and assumed premiums as well as deposits received on universal life insurance.

The following table presents a reconciliation of Life Insurance GAAP premiums to premiums and deposits:

Three Months Ended March 31,

(in millions)

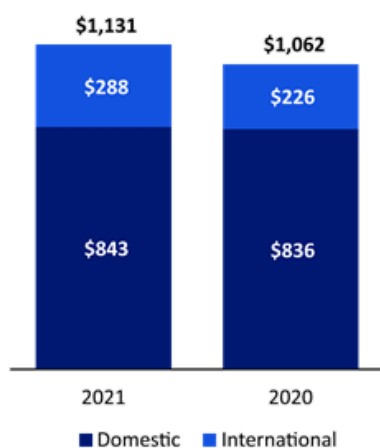
		2021	2020
Premiums	\$	532	\$ 463
Deposits		397	403
Other		202	196
Premiums and deposits	\$	1,131	\$ 1,062

A discussion of the significant variances in premiums and deposits follows:

Life Insurance Premiums and Deposits

Three Months Ended March 31,

(in millions)



2021 and 2020 Comparison

Premiums and deposits, excluding the effect of foreign exchange, increased primarily due to growth in international life and group premiums.

INSTITUTIONAL MARKETS RESULTS

Three Months Ended March 31,
(in millions)

	2021	2020	Percentage Change
Revenues:			
Premiums	\$ 39	\$ 757	(95)%
Policy fees	47	46	2
Net investment income	278	221	26
Benefits and expenses:			
Policyholder benefits and losses incurred	119	840	(86)
Interest credited to policyholder account balances	73	80	(9)
Amortization of deferred policy acquisition costs	1	1	-
Non deferrable insurance commissions	7	8	(13)
General operating expenses	20	17	18
Interest expense	2	3	(33)
Adjusted pre-tax income (loss)	\$ 142	\$ 75	89 %

Business and Financial Highlights

Institutional Markets is focused on opportunities to grow its portfolio while maintaining pricing discipline. Product distribution continues to be strong. Growth in assets under management in recent years has partially driven higher net investment income and adjusted pre-tax income in the first quarter of 2021, compared to the same period in the prior year.

Institutional Markets Adjusted Pre-Tax Income (Loss)

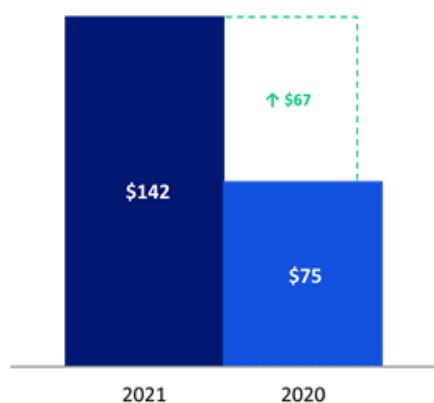
Three Months Ended March 31,
(in millions)

2021 and 2020 Comparison

Decrease in premiums and policyholder benefits were primarily due to lower pension risk transfer business written in 2021 compared to 2020.

Adjusted pre-tax income increased primarily due to:

- higher alternative investment returns due to higher equity partnership returns and yield enhancement income due to higher gains on call and tender income; and
- higher average invested assets and lower interest credited.



INSTITUTIONAL MARKETS GAAP PREMIUMS AND PREMIUMS AND DEPOSITS

Premiums for Institutional Markets primarily represent amounts received on pension risk transfer or structured settlement annuities with life contingencies. Premiums decreased in the first quarter of 2021 compared to the same period in the prior year primarily driven by pension risk transfer business (direct and assumed reinsurance) written in the first quarter of 2020.

Premiums and deposits for Institutional Markets is a non-GAAP financial measure that includes direct and assumed premiums as well as deposits received on investment-type annuity contracts, including GICs. Deposits also include FHLB funding agreements.

The following table presents a reconciliation of Institutional Markets GAAP premiums to premiums and deposits:

Three Months Ended March 31, (in millions)				
		2021		2020
Premiums	\$	39	\$	757
Deposits		34		211
Other		7		8
Premiums and deposits	\$	80	\$	976

A discussion of the significant variances in premiums and deposits follows:

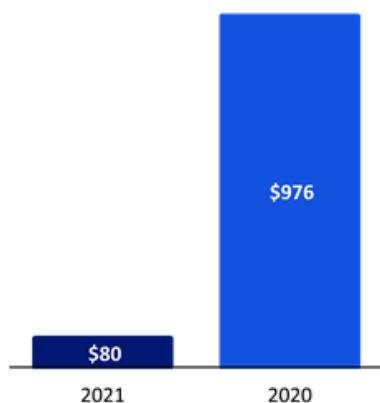
Institutional Markets Premiums and Deposits

Three Months Ended March 31,

(in millions)

2021 and 2020 Comparison

Premiums and deposits decreased due to lower pension risk transfer (direct and assumed reinsurance) and structured settlement sales, and lower deposits on GICs and high net worth products.



Other Operations

Other Operations primarily consists of income from assets held by AIG Parent and other corporate subsidiaries, deferred tax assets related to tax attributes, corporate expenses and intercompany eliminations, our institutional asset management business and results of our consolidated investment entities, General Insurance portfolios in run-off as well as the historical results of our legacy insurance lines ceded to Fortitude Re.

OTHER OPERATIONS RESULTS

Three Months Ended March 31, (in millions)	2021	2020	Percentage Change
Revenues:			
Premiums	\$ 52	\$ 104	(50)%
Policy fees	-	21	NM
Net investment income:			
Interest and dividends	50	478	(90)
Alternative investments	207	(23)	NM
Other investment income (loss)	(2)	(248)	99
Investment expenses	(6)	(17)	65
Total net investment income	249	190	31
Other income	23	-	NM
Total adjusted revenues	324	315	3
Benefits, losses and expenses:			
Policyholder benefits and losses incurred	66	449	(85)
Interest credited to policyholder account balances	-	49	NM
Acquisition expenses:			
Amortization of deferred policy acquisition costs	10	18	(44)
Other acquisition expenses	-	1	NM
Total acquisition expenses	10	19	(47)
General operating expenses			
Corporate and Other	241	286	(16)
Asset Management	35	16	119
Amortization of intangible assets	10	10	-
Total General operating expenses	286	312	(8)
Interest expense:			
Interest - Corporate and Other	272	273	-
Interest - Asset Management*	44	48	(8)
Total interest expense	316	321	(2)
Total benefits, losses and expenses	678	1,150	(41)
Adjusted pre-tax income (loss) before consolidation and eliminations	(354)	(835)	58
Consolidation and eliminations	(176)	(87)	(102)
Adjusted pre-tax loss	\$ (530)	\$ (922)	43 %
Adjusted pre-tax income (loss) by activities:			
Corporate and Other	\$ (552)	\$ (879)	37 %
Asset Management	198	44	350
Consolidation and eliminations	(176)	(87)	(102)
Adjusted pre-tax loss	\$ (530)	\$ (922)	43 %

* Interest – Asset Management primarily represents interest expense on consolidated investment entities of \$41 million and \$46 million in the three-month periods ended March 31, 2021 and 2020, respectively.

2021 AND 2020 COMPARISON

Adjusted pre-tax loss decreased primarily due to:

- higher net investment income associated with consolidated investment entities; and
- lower premiums and policyholder benefits and losses incurred due to the deconsolidation of Fortitude Re on June 2, 2020.

Investments

OVERVIEW

Our investment strategies are tailored to the specific business needs of each operating unit by targeting an asset allocation mix that supports estimated cash flows of our outstanding liabilities and provides diversification from an asset class, sector, issuer, and geographic perspective. The primary objectives are generation of investment income, preservation of capital, liquidity management and growth of surplus. The majority of assets backing our insurance liabilities consist of fixed maturity securities.

The worldwide health and economic impact of COVID-19 continues to evolve, influenced by the scope, severity and duration of the crisis as well as the actions of governments, judiciaries, legislative bodies, regulators and other third parties in response, including the distribution and effectiveness of vaccinations, all of which are subject to continuing uncertainty. Weak initial economic conditions resulting from COVID-19 have been met with intervention taken by governments and monetary authorities aimed at stimulating growth, resulting in a sharp recovery on our overall investment portfolio to pre-COVID-19 conditions. In certain segments of our diversified investment portfolio, there have been exposures to sectors of the economy significantly affected by the crisis, which has, in certain periods, resulted in the recognition of credit losses and increases in our allowance for credit losses. Further recognition of credit losses and increases in our allowances for credit losses could result if new business closures are imposed or economic conditions worsen in response to a future resurgence of the virus.

INVESTMENT HIGHLIGHTS IN THE FIRST QUARTER OF 2021

- A significant rise in interest rates resulted in a net unrealized loss movement in our investment portfolio. Net unrealized gains in our available for sale portfolio decreased to approximately \$15.7 billion as of March 31, 2021 from approximately \$27.4 billion as of December 31, 2020.
- We continued to make investments in structured securities and other fixed maturity securities with favorable risk compared to return characteristics to improve yields and increase net investment income.
- We experienced an increase in net investment income in the three-month period ended March 31, 2021 compared to the three-month period ended March 31, 2020 due primarily to the higher income on our alternative investments and fair value option equity security holdings that directionally followed the positive returns achieved in equity markets. The same period in the prior year experienced significant volatility and declines in equity markets.
- Blended investment yields on new investments were lower than blended rates on investments that were sold, matured or called.

INVESTMENT STRATEGIES

Investment strategies are assessed at the segment level and involve considerations that include local and general market conditions, duration and cash flow management, risk appetite and volatility constraints, rating agency and regulatory capital considerations, and tax and legal investment limitations.

Some of our key investment strategies are as follows:

- Our fundamental strategy across the portfolios is to seek investments with similar characteristics to the associated insurance liabilities to the extent practicable. AIG embeds Environmental, Social and Governance (ESG) considerations in its fundamental investment analysis of the companies or projects we invest in to ensure that they have sustainable earnings over the full term of our investment. AIG considers internal and external factors and evaluates changes in consumer behavior, industry trends related to ESG factors as well as the ability of the management of companies to respond appropriately to these changes in order to maintain their competitive advantage.
- We seek to originate investments that offer enhanced yield through illiquidity premiums, such as private placements and commercial mortgage loans, which also add portfolio diversification. These assets typically afford credit protections through covenants, ability to customize structures that meet our insurance liability needs, and deeper due diligence given information access.
- Given our global presence, we have access to assets that provide diversification from local markets. To the extent we purchase these investments, we generally hedge any currency risk using derivatives, which could provide opportunities to earn higher risk adjusted returns compared to assets in the functional currency.

- AIG Parent, included in Other Operations, actively manages its assets and liabilities, counterparties and duration. AIG Parent's liquidity sources are held primarily in the form of cash, short-term investments and publicly traded, investment grade rated fixed maturity securities that can be readily monetized through sales or repurchase agreements. This strategy allows us to both diversify our sources of liquidity and reduce the cost of maintaining sufficient liquidity.
- Within the U.S., the Life and Retirement and General Insurance investments are generally split between reserve backing and surplus portfolios.
 - Insurance reserves are backed by mainly investment grade fixed maturity securities that meet our duration, risk-return, tax, liquidity, credit quality and diversification objectives. We assess asset classes based on their fundamental underlying risk factors, including credit (public and private), commercial real estate and residential real estate regardless of whether such investments are bonds, loans, or structured products.
 - Surplus investments seek to enhance portfolio returns and are generally comprised of a mix of fixed maturity investment grade and below investment grade securities and various alternative asset classes, including private equity, real estate equity, and hedge funds. Over the past few years, hedge fund investments have been reduced with more emphasis given to private equity, real estate and below investment grade credit.
- Outside of the U.S., fixed maturity securities held by insurance companies consist primarily of investment-grade securities generally denominated in the currencies of the countries in which we operate.

Asset Liability Management

The investment strategy within the General Insurance companies focuses on growth of surplus, maintenance of sufficient liquidity for unanticipated insurance claims, and preservation of capital. General Insurance invests primarily in fixed maturity securities issued by corporations, municipalities and other governmental agencies; structured securities collateralized by, among other assets, residential and commercial real estate; and commercial mortgage loans. Fixed maturity securities of the General Insurance companies' North America operations have an average duration of 3.7 years. Fixed maturity securities of the General Insurance companies' International operations have an average duration of 4.3 years.

While invested assets backing reserves of the General Insurance companies are primarily invested in conventional liquid fixed maturity securities, we have continued to allocate to asset classes that offer higher yields through structural and illiquidity premiums, particularly in our North America operations. In addition, we continue to invest in both fixed rate and floating rate asset-backed investments to manage our exposure to potential changes in interest rates and inflation. We seek to diversify the portfolio across asset classes, sectors, and issuers to mitigate idiosyncratic portfolio risks.

In addition, a portion of the surplus of General Insurance is invested in a diversified portfolio of alternative investments that seek to balance liquidity, volatility and growth of surplus. There is a higher allocation to equity-oriented investments in General Insurance surplus relative to other AIG portfolios given the underlying inflation risks inherent in that business. Although these alternative investments are subject to periodic earnings fluctuations, they have historically achieved yields in excess of the fixed maturity portfolio yields and have provided added diversification to the broader portfolio.

The investment strategy of the Life and Retirement companies is to provide net investment income to back liabilities that result in stable distributable earnings and enhance portfolio value, subject to asset liability management, capital, liquidity, and regulatory constraints.

The Life and Retirement companies use asset-liability management as a primary tool to monitor and manage risk in their businesses. The Life and Retirement companies maintain a diversified, high-to-medium quality portfolio of fixed maturity securities issued by corporations, municipalities and other governmental agencies; structured securities collateralized by, among other assets, residential and commercial real estate; and commercial mortgage loans that, to the extent practicable, match the duration characteristics of the liabilities. We seek to diversify the portfolio across asset classes, sectors, and issuers to mitigate idiosyncratic portfolio risks. The investment portfolio of each product line is tailored to the specific characteristics of its insurance liabilities, and as a result, duration varies between distinct portfolios. The interest rate environment has a direct impact on the asset-liability management profile of the businesses, and an extended low interest rate environment may result in a lengthening of liability durations from initial estimates, primarily due to lower lapses, which may require us to further extend the duration of the investment portfolio. A further lengthening of the portfolio will be assessed in the context of available market opportunities as longer duration markets may not provide similar diversification benefits as shorter duration markets.

Fixed maturity securities of the Life and Retirement companies' domestic operations have an average duration of 8.6 years.

In addition, the Life and Retirement companies seek to enhance surplus portfolio returns through investments in a diversified portfolio of alternative investments. Although these alternative investments are subject to periodic earnings fluctuations, they have historically achieved returns in excess of the fixed maturity portfolio returns.

NAIC Designations of Fixed Maturity Securities

The Securities Valuation Office (SVO) of the NAIC evaluates the investments of U.S. insurers for statutory reporting purposes and assigns fixed maturity securities to one of six categories called 'NAIC Designations.' In general, NAIC Designations of '1' highest quality, or '2' high quality, include fixed maturity securities considered investment grade, while NAIC Designations of '3' through '6' generally include fixed maturity securities referred to as below investment grade. NAIC Designations for non-agency RMBS and CMBS are calculated using third party modeling results provided through the NAIC. These methodologies result in an improved NAIC Designation for such securities compared to the rating typically assigned by the three major rating agencies. The following tables summarize the ratings distribution of AIG subsidiaries' fixed maturity security portfolio by NAIC Designation, and the distribution by composite AIG credit rating, which is generally based on ratings of the three major rating agencies.

For a full description of the composite AIG credit ratings see – Credit Ratings.

The following table presents the fixed maturity security portfolio categorized by NAIC Designation, at fair value:

March 31, 2021 (in millions)										
NAIC Designation	1	2	Total Investment Grade	3	4	5	6	Total Below Investment Grade	Total	
Other fixed maturity securities	\$ 97,612	\$ 84,422	\$ 182,034	\$ 9,677	\$ 7,638	\$ 1,474	\$ 113	\$ 18,902	\$ 200,936	
Mortgage-backed, asset-backed and collateralized	60,379	4,282	64,661	281	100	44	1,949	2,374	67,035	
Total*	\$ 157,991	\$ 88,704	\$ 246,695	\$ 9,958	\$ 7,738	\$ 1,518	\$ 2,062	\$ 21,276	\$ 267,971	

* Excludes \$14 million of fixed maturity securities for which no NAIC Designation is available.

The following table presents the fixed maturity security portfolio categorized by composite AIG credit rating, at fair value:

March 31, 2021 (in millions)										
Composite AIG Credit Rating	AAA/AA/A	BBB	Total Investment Grade	BB	B	CCC and Lower	Total Below Investment Grade	Total		
Other fixed maturity securities	\$ 101,370	\$ 80,543	\$ 181,913	\$ 9,305	\$ 7,276	\$ 2,442	\$ 19,023	\$ 200,936		
Mortgage-backed, asset-backed and collateralized	51,261	4,667	55,928	579	377	10,151	11,107	67,035		
Total*	\$ 152,631	\$ 85,210	\$ 237,841	\$ 9,884	\$ 7,653	\$ 12,593	\$ 30,130	\$ 267,971		

* Excludes \$14 million of fixed maturity securities for which no NAIC Designation is available.

CREDIT RATINGS

At March 31, 2021, approximately 88 percent of our fixed maturity securities were held by our domestic entities. Approximately 88 percent of these securities were rated investment grade by one or more of the principal rating agencies. Our investment decision process relies primarily on internally generated fundamental analysis and internal risk ratings. Third-party rating services' ratings and opinions provide one source of independent perspective for consideration in the internal analysis.

Moody's Investors Service Inc. (Moody's), Standard & Poor's Financial Services LLC, a subsidiary of S&P Global Inc. (S&P), or similar foreign rating services rate a significant portion of our foreign entities' fixed maturity securities portfolio. Rating services are not available for some foreign-issued securities. Our Credit Risk Management department closely reviews the credit quality of the foreign portfolio's non-rated fixed maturity securities. At March 31, 2021, approximately 95 percent of such investments were either rated investment grade or, on the basis of our internal analysis, were equivalent from a credit standpoint to securities rated investment grade. Approximately 26 percent of the foreign entities' fixed maturity securities portfolio is comprised of sovereign fixed maturity securities supporting policy liabilities in the country of issuance.

Composite AIG Credit Ratings

With respect to our fixed maturity securities, the credit ratings in the table below and in subsequent tables reflect: (i) a composite of the ratings of the three major rating agencies, or when agency ratings are not available, the rating assigned by the NAIC SVO (99 percent of total fixed maturity securities), or (ii) our equivalent internal ratings when these investments have not been rated by any of the major rating agencies or the NAIC. The "Non-rated" category in those tables consists of fixed maturity securities that have not been rated by any of the major rating agencies, the NAIC or us.

For a discussion of credit risks associated with Investments see Part II, Item 7. MD&A – Enterprise Risk Management – Credit Risk Management in the 2020 Annual Report.

The following table presents the composite AIG credit ratings of our fixed maturity securities calculated on the basis of their fair value:

	Available for Sale		Other		Total	
	March 31, 2021	December 31, 2020	March 31, 2021	December 31, 2020	March 31, 2021	December 31, 2020
<i>(in millions)</i>						
Rating:						
Other fixed maturity securities						
AAA	\$ 11,266	\$ 11,758	\$ 1,709	\$ 1,803	\$ 12,975	\$ 13,561
AA	34,926	36,146	42	42	34,968	36,188
A	53,414	57,255	12	12	53,426	57,267
BBB	80,544	80,878	-	-	80,544	80,878
Below investment grade	17,970	18,087	-	-	17,970	18,087
Non-rated	1,067	769	-	-	1,067	769
Total	\$ 199,187	\$ 204,893	\$ 1,763	\$ 1,857	\$ 200,950	\$ 206,750
Mortgage-backed, asset-backed and collateralized						
AAA	\$ 29,266	\$ 31,133	\$ 310	\$ 347	\$ 29,576	\$ 31,480
AA	14,972	15,287	179	195	15,151	15,482
A	6,391	6,711	144	145	6,535	6,856
BBB	4,347	4,137	320	343	4,667	4,480
Below investment grade	8,822	9,281	2,002	2,165	10,824	11,446
Non-rated	27	54	255	239	282	293
Total	\$ 63,825	\$ 66,603	\$ 3,210	\$ 3,434	\$ 67,035	\$ 70,037
Total						
AAA	\$ 40,532	\$ 42,891	\$ 2,019	\$ 2,150	\$ 42,551	\$ 45,041
AA	49,898	51,433	221	237	50,119	51,670
A	59,805	63,966	156	157	59,961	64,123
BBB	84,891	85,015	320	343	85,211	85,358
Below investment grade	26,792	27,368	2,002	2,165	28,794	29,533
Non-rated	1,094	823	255	239	1,349	1,062
Total	\$ 263,012	\$ 271,496	\$ 4,973	\$ 5,291	\$ 267,985	\$ 276,787

Available-for-Sale Investments

The following table presents the fair value of our available-for-sale securities:

	Fair Value at March 31, 2021	Fair Value at December 31, 2020
<i>(in millions)</i>		
Bonds available for sale:		
U.S. government and government sponsored entities	\$ 3,977	\$ 4,126
Obligations of states, municipalities and political subdivisions	15,139	16,124
Non-U.S. governments	15,187	15,345
Corporate debt	164,884	169,298
Mortgage-backed, asset-backed and collateralized:		
RMBS	30,108	31,465
CMBS	15,149	16,133
CDO/ABS	18,568	19,005
Total mortgage-backed, asset-backed and collateralized	63,825	66,603
Total bonds available for sale*	\$ 263,012	\$ 271,496

* At March 31, 2021 and December 31, 2020, the fair value of bonds available for sale held by us that were below investment grade or not rated totaled \$27.9 billion and \$28.2 billion, respectively.

The following table presents the fair value of our aggregate credit exposures to non-U.S. governments for our fixed maturity securities:

	March 31, 2021	December 31, 2020
<i>(in millions)</i>		
Japan	\$ 1,407	\$ 1,510
Canada	1,159	986
United Kingdom	771	820
France	715	790
Germany	626	642
Indonesia	552	554
Israel	521	535
United Arab Emirates	483	519
Chile	421	398
Qatar	397	410
Other	8,135	8,181
Total	\$ 15,187	\$ 15,345

The following table presents the fair value of our aggregate European credit exposures by major sector for our fixed maturity securities:

	March 31, 2021					December 31, 2020
<i>(in millions)</i>	Sovereign	Financial Institution	Non- Financial Corporates	Structured Products	Total	Total
Euro-Zone countries:						
France	\$ 715	\$ 1,806	\$ 1,400	\$ -	\$ 3,921	\$ 4,206
Germany	626	201	2,760	-	3,587	3,691
Netherlands	230	1,058	1,228	82	2,598	2,804
Ireland	12	137	494	1,441	2,084	2,162
Belgium	135	253	1,096	-	1,484	1,538
Spain	26	355	511	-	892	989
Luxembourg	86	260	433	-	779	712
Italy	21	79	472	-	572	580
Finland	78	27	42	-	147	123
Austria	64	-	-	-	64	93
Other Euro-Zone	548	97	253	-	898	928
Total Euro-Zone	\$ 2,541	\$ 4,273	\$ 8,689	\$ 1,523	\$ 17,026	\$ 17,826
Remainder of Europe:						
United Kingdom	\$ 771	\$ 4,286	\$ 9,570	\$ 2,051	\$ 16,678	\$ 17,066
Switzerland	19	944	733	-	1,696	1,778
Sweden	158	264	134	-	556	646
Norway	355	55	120	-	530	556
Russian Federation	169	21	199	-	389	407
Other - Remainder of Europe	63	47	155	-	265	227
Total - Remainder of Europe	\$ 1,535	\$ 5,617	\$ 10,911	\$ 2,051	\$ 20,114	\$ 20,680
Total	\$ 4,076	\$ 9,890	\$ 19,600	\$ 3,574	\$ 37,140	\$ 38,506

Investments in Municipal Bonds

At March 31, 2021, the U.S. municipal bond portfolio was composed primarily of essential service revenue bonds and high-quality tax-exempt bonds with 92 percent of the portfolio rated A or higher.

The following table presents the fair values of our available for sale U.S. municipal bond portfolio by state and municipal bond type:

(in millions)	March 31, 2021				December 31, 2020
	State General Obligation	Local General Obligation	Revenue	Total Fair Value	Total Fair Value
State:					
California	\$ 710	\$ 396	\$ 1,968	\$ 3,074	\$ 3,301
New York	7	282	2,638	2,927	3,135
Texas	95	494	899	1,488	1,553
Illinois	88	101	884	1,073	1,106
Massachusetts	414	1	343	758	800
Ohio	24	-	478	502	542
Georgia	106	71	286	463	494
Florida	6	-	414	420	436
Washington	166	6	230	402	413
Virginia	9	-	373	382	456
Pennsylvania	17	2	345	364	399
Washington, D.C.	11	-	279	290	328
New Jersey	12	1	267	280	269
All other states ^(a)	333	232	2,151	2,716	2,892
Total^{(b)(c)}	\$ 1,998	\$ 1,586	\$ 11,555	\$ 15,139	\$ 16,124

(a) We did not have material credit exposure to the government of Puerto Rico.

(b) Excludes certain university and not-for-profit entities that issue their bonds in the corporate debt market. Includes industrial revenue bonds.

(c) Includes \$635 million of pre-refunded municipal bonds.

Investments in Corporate Debt Securities

The following table presents the industry categories of our available for sale corporate debt securities:

Industry Category	Fair Value at March 31, 2021	Fair Value at December 31, 2020
(in millions)		
Financial institutions:		
Money center/Global bank groups	\$ 10,167	\$ 10,512
Regional banks – other	594	627
Life insurance	2,981	3,175
Securities firms and other finance companies	306	312
Insurance non-life	5,759	5,805
Regional banks – North America	7,039	7,505
Other financial institutions	15,690	15,581
Utilities	22,674	23,470
Communications	10,781	11,137
Consumer noncyclical	23,582	24,826
Capital goods	8,683	8,773
Energy	12,936	13,293
Consumer cyclical	12,659	13,213
Basic	5,866	5,894
Other	25,167	25,175
Total*	\$ 164,884	\$ 169,298

* At March 31, 2021 and December 31, 2020, respectively, approximately 89 percent and 90 percent of these investments were rated investment grade.

Our investments in the energy category, as a percentage of total investments in available-for-sale fixed maturities, was 4.9 percent at both March 31, 2021 and December 31, 2020, respectively. While the energy investments are primarily investment grade and are actively managed, the category continues to experience volatility that could adversely affect credit quality and fair value.

Investments in RMBS

The following table presents AIG's RMBS available for sale securities:

		Fair Value at March 31, 2021		Fair Value at December 31, 2020
<i>(in millions)</i>				
Agency RMBS	\$	14,907	\$	15,816
Alt-A RMBS		7,062		7,278
Subprime RMBS		2,483		2,575
Prime non-agency		3,720		3,847
Other housing related		1,936		1,949
Total RMBS^{(a)(b)}	\$	30,108	\$	31,465

(a) Includes approximately \$7.3 billion and \$7.6 billion at March 31, 2021 and December 31, 2020, respectively, of certain RMBS that had experienced deterioration in credit quality since their origination. For additional discussion on Purchased Credit Impaired Securities see Note 5 to the Condensed Consolidated Financial Statements.

(b) The weighted average expected life was five years at March 31, 2021 and five years at December 31, 2020.

Our underwriting practices for investing in RMBS, other asset-backed securities (ABS) and CDOs take into consideration the quality of the originator, the manager, the servicer, security credit ratings, underlying characteristics of the mortgages, borrower characteristics, and the level of credit enhancement in the transaction.

Investments in CMBS

The following table presents our CMBS available for sale securities:

		Fair Value at March 31, 2021		Fair Value at December 31, 2020
<i>(in millions)</i>				
CMBS (traditional)	\$	12,188	\$	12,917
Agency		1,868		2,078
Other		1,093		1,138
Total	\$	15,149	\$	16,133

The fair value of CMBS holdings remained stable during the first quarter of 2021. The majority of our investments in CMBS are in tranches that contain substantial protection features through collateral subordination. The majority of CMBS holdings are traditional conduit transactions, broadly diversified across property types and geographical areas.

Investments in ABS/CDOs

The following table presents our ABS/CDO available for sale securities by collateral type:

		Fair value at March 31, 2021		Fair value at December 31, 2020
<i>(in millions)</i>				
Collateral Type:				
ABS	\$	8,992	\$	9,178
Bank loans (collateralized loan obligation)		9,557		9,793
Other		19		34
Total	\$	18,568	\$	19,005

Unrealized Losses of Fixed Maturity Securities

The following table shows the aging of the unrealized losses of fixed maturity securities, the extent to which the fair value is less than amortized cost or cost, and the number of respective items in each category:

March 31, 2021												
Aging ^(a) (dollars in millions)	Less Than or Equal to 20% of Cost ^(b)			Greater Than 20% to 50% of Cost ^(b)			Greater Than 50% of Cost ^(b)			Total		
	Unrealized			Unrealized			Unrealized			Unrealized		
	Cost ^(c)	Loss	Items ^(e)	Cost ^(c)	Loss	Items ^(e)	Cost ^(c)	Loss	Items ^(e)	Cost ^(c)	Loss ^(d)	Items ^(e)
Investment grade bonds												
0-6 months	\$ 45,880	\$ 1,830	6,435	\$ 67	\$ 14	4	\$ 5	\$ 5	1	\$ 45,952	\$ 1,849	6,440
7-11 months	4,520	312	556	221	52	7	-	-	-	4,741	364	563
12 months or more	4,462	152	641	70	22	11	2	1	1	4,534	175	653
Total	\$ 54,862	\$ 2,294	7,632	\$ 358	\$ 88	22	\$ 7	\$ 6	2	\$ 55,227	\$ 2,388	7,656
Below investment grade bonds												
0-6 months	\$ 3,803	\$ 69	1,795	\$ 23	\$ 8	11	\$ 18	\$ 13	14	\$ 3,844	\$ 90	1,820
7-11 months	794	26	236	21	7	15	3	3	4	818	36	255
12 months or more	4,128	187	996	372	85	35	22	17	11	4,522	289	1,042
Total	\$ 8,725	\$ 282	3,027	\$ 416	\$ 100	61	\$ 43	\$ 33	29	\$ 9,184	\$ 415	3,117
Total bonds												
0-6 months	\$ 49,683	\$ 1,899	8,230	\$ 90	\$ 22	15	\$ 23	\$ 18	15	\$ 49,796	\$ 1,939	8,260
7-11 months	5,314	338	792	242	59	22	3	3	4	5,559	400	818
12 months or more	8,590	339	1,637	442	107	46	24	18	12	9,056	464	1,695
Total^(e)	\$ 63,587	\$ 2,576	10,659	\$ 774	\$ 188	83	\$ 50	\$ 39	31	\$ 64,411	\$ 2,803	10,773

(a) Represents the number of consecutive months that fair value has been less than cost by any amount.

(b) Represents the percentage by which fair value is less than cost at March 31, 2021.

(c) For bonds, represents amortized cost net of allowance.

(d) The effect on Net income of unrealized losses after taxes will be mitigated upon realization because certain realized losses will result in current decreases in the amortization of certain DAC.

(e) Item count is by CUSIP by subsidiary.

The allowance for credit losses was \$13 million for investment grade bonds and \$109 million for below investment grade bonds as of March 31, 2021.

Change in Unrealized Gains and Losses on Investments

The change in net unrealized gains and losses on investments in the first quarter of 2021 was primarily attributable to decreases in the fair value of fixed maturity securities. For the first quarter of 2021, net unrealized gains related to fixed maturity securities decreased by \$11.6 billion due primarily to an increase in interest rates.

The change in net unrealized gains and losses on investments in the first quarter of 2020 was primarily attributable to decreases in the fair value of fixed maturity securities. For the first quarter of 2020, net unrealized gains related to fixed maturity securities decreased by \$10.5 billion due primarily to a significant widening of credit spreads.

For further discussion of our investment portfolio see Note 5 to the Condensed Consolidated Financial Statements.

Commercial Mortgage Loans

At March 31, 2021, we had direct commercial mortgage loan exposure of \$36.4 billion.

The following table presents the commercial mortgage loan exposure by location and class of loan based on amortized cost:

	Number of Loans	Class						Percent of Total	
(dollars in millions)		Apartments	Offices	Retail	Industrial	Hotel	Others	Total	Total
March 31, 2021									
State:									
New York	107	\$ 2,509	\$ 5,193	\$ 463	\$ 443	\$ 103	\$ -	\$ 8,711	24 %
California	65	840	1,346	247	525	773	32	3,763	10
New Jersey	47	1,797	31	423	96	12	33	2,392	7
Texas	51	624	1,147	169	105	144	-	2,189	6
Florida	69	420	152	495	214	216	-	1,497	4
Massachusetts	12	534	226	548	26	-	-	1,334	4
Illinois	21	559	573	10	17	-	22	1,181	3
Washington, D.C.	13	476	212	-	-	19	-	707	2
Pennsylvania	21	79	17	485	76	25	-	682	2
Ohio	23	170	10	180	260	-	-	620	2
Other states	180	1,980	717	1,160	680	390	-	4,927	13
Foreign	82	4,153	1,018	1,023	1,266	580	375	8,415	23
Total*	691	\$ 14,141	\$ 10,642	\$ 5,203	\$ 3,708	\$ 2,262	\$ 462	\$ 36,418	100 %
December 31, 2020									
State:									
New York	107	\$ 2,624	\$ 5,237	\$ 465	\$ 393	\$ 102	\$ -	\$ 8,821	24 %
California	66	842	1,343	247	532	775	32	3,771	10
New Jersey	47	1,756	31	420	92	12	33	2,344	6
Texas	51	605	1,165	170	100	144	-	2,184	6
Florida	69	421	153	497	216	217	-	1,504	4
Massachusetts	12	536	227	551	25	-	-	1,339	4
Illinois	20	504	574	10	18	-	22	1,128	3
Washington, D.C.	13	465	213	-	-	19	-	697	2
Pennsylvania	21	79	17	489	76	25	-	686	2
Ohio	23	170	10	183	261	-	-	624	2
Other states	187	1,992	722	1,192	731	399	-	5,036	14
Foreign	84	3,975	1,020	1,025	1,322	575	373	8,290	23
Total*	700	\$ 13,969	\$ 10,712	\$ 5,249	\$ 3,766	\$ 2,268	\$ 460	\$ 36,424	100 %

* Does not reflect allowance for credit losses.

For additional discussion on commercial mortgage loans see Note 7 to the Consolidated Financial Statements in the 2020 Annual Report.

Net Realized Capital Gains and Losses

The following table presents the components of Net realized capital gains (losses):

Three Months Ended March 31,	2021			2020	
	Excluding Fortitude Re Funds Withheld Assets	Fortitude Re Funds Withheld Assets	Total		
<i>(in millions)</i>					
Sales of fixed maturity securities	\$ 94	\$ 295	\$ 389	\$	214
Intent to sell	-	-	-		-
Change in allowance for credit losses on fixed maturity securities	51	2	53		(198)
Change in allowance for credit losses on loans	41	(5)	36		(38)
Foreign exchange transactions	(49)	(6)	(55)		(254)
Variable annuity embedded derivatives, net of related hedges	89	-	89		2,192
All other derivatives and hedge accounting	351	(117)	234		1,559
Other	118	4	122		44
Net realized capital gains – excluding Fortitude Re funds withheld embedded derivative	695	173	868		3,519
Net realized capital gains (losses) on Fortitude Re funds withheld embedded derivative	-	2,382	2,382		-
Net realized capital gains	\$ 695	\$ 2,555	\$ 3,250		\$ 3,519

Lower net realized capital gains in the first quarter of 2021 compared to the same period in the prior year were primarily due to lower derivative gains, which more than offset higher gains on securities sales and lower foreign exchange losses.

Variable annuity embedded derivatives, net of related hedges, reflected lower gains in the first quarter of 2021 compared to the same period in the prior year primarily due to changes in the non-performance or “own credit” risk adjustment used in the valuation of the variable annuities with guaranteed minimum withdrawal benefits (GMWB) embedded derivative, which are not hedged as part of our economic hedging program.

Net realized capital gains (losses) on Fortitude Re funds withheld assets primarily reflect increases in the valuation of the modified coinsurance and funds withheld assets. Increases in the valuation of these assets result in losses to AIG as the appreciation on the assets must under those reinsurance arrangements be transferred to Fortitude Re.

For additional discussion of market risk management related to these product features see Part II, Item 7. MD&A – Enterprise Risk Management – Insurance Risks – Life and Retirement Companies’ Key Risks – Variable Annuity, Index Annuity and Universal Life Risk Management and Hedging Programs in the 2020 Annual Report. For more information on the economic hedging target and the impact to pre-tax income of this program see Insurance Reserves – Life and Annuity Future Policy Benefits, Policyholder Contract Deposits and DAC – Variable Annuity Guaranteed Benefits and Hedging Results in this MD&A.

For further discussion of our investment portfolio see Note 5 to the Condensed Consolidated Financial Statements.

Insurance Reserves

LIABILITY FOR UNPAID LOSSES AND LOSS ADJUSTMENT EXPENSES (LOSS RESERVES)

The following table presents the components of our gross and net loss reserves by segment and major lines of business^(a):

	March 31, 2021			December 31, 2020		
	Net liability for unpaid losses and loss adjustment expenses	Reinsurance recoverable on unpaid losses and loss adjustment expenses	Gross liability for unpaid losses and loss adjustment expenses	Net liability for unpaid losses and loss adjustment expenses	Reinsurance recoverable on unpaid losses and loss adjustment expenses	Gross liability for unpaid losses and loss adjustment expenses
<i>(in millions)</i>						
General Insurance:						
U.S. Workers' Compensation (net of discount)	\$ 3,783	\$ 5,704	\$ 9,487	\$ 3,905	\$ 5,653	\$ 9,558
U.S. Excess Casualty	3,575	4,600	8,175	3,746	4,584	8,330
U.S. Other Casualty	3,763	4,581	8,344	3,520	4,568	8,088
U.S. Financial Lines	4,897	2,229	7,126	4,838	2,193	7,031
U.S. Property and Special Risks	6,294	2,691	8,985	6,181	2,571	8,752
U.S. Personal Insurance	1,086	1,675	2,761	1,116	1,626	2,742
UK/Europe Casualty and Financial Lines	7,002	1,506	8,508	6,826	1,225	8,051
UK/Europe Property and Special Risks	2,781	1,309	4,090	2,679	1,215	3,894
UK/Europe and Japan Personal Insurance	2,213	594	2,807	2,219	505	2,724
Other product lines ^(b)	6,091	5,536	11,627	6,202	5,410	11,612
Unallocated loss adjustment expenses ^(b)	1,494	1,123	2,617	1,526	1,106	2,632
Total General Insurance	42,979	31,548	74,527	42,758	30,656	73,414
Other Operations Run-Off:						
U.S. Run-Off Long Tail Insurance Lines (net of discount)	151	3,446	3,597	205	3,500	3,705
Other run-off product lines	242	67	309	210	60	270
Blackboard U.S. Holdings, Inc.	124	94	218	88	101	189
Unallocated loss adjustment expenses	65	116	181	28	114	142
Total Other Operations Run-Off	582	3,723	4,305	531	3,775	4,306
Total	\$ 43,561	\$ 35,271	\$ 78,832	\$ 43,289	\$ 34,431	\$ 77,720

(a) Includes net loss reserve discount of \$796 million and \$725 million as of March 31, 2021 and December 31, 2020, respectively. For discussion of loss reserve discount see Note 10 to the Condensed Consolidated Financial Statements.

(b) Other product lines and Unallocated loss adjustment expenses includes \$3.7 billion within Gross liability for unpaid losses and loss adjustment expense and Reinsurance recoverable on unpaid losses and loss adjustment expense as of March 31, 2021, and \$3.8 billion within Gross liability for unpaid losses and loss adjustment expense as of December 31, 2020, for the Fortitude Re reinsurance.

Prior Year Development

The following table summarizes incurred (favorable) unfavorable prior year development net of reinsurance by segment:

Three Months Ended March 31, <i>(in millions)</i>	2021		2020	
General Insurance:				
North America*	\$	(58)	\$	(25)
International		2		(35)
Total General Insurance	\$	(56)	\$	(60)
Other Operations Run-Off		19		-
Total prior year (favorable) unfavorable development	\$	(37)	\$	(60)

* Includes the amortization attributed to the deferred gain at inception from the National Indemnity Company (NICO) adverse development reinsurance agreement of \$52 million and \$53 million for the three-month periods ended March 31, 2021 and 2020, respectively. Consistent with our definition of APTI, the amount excludes the portion of (favorable)/unfavorable prior year reserve development for which we have ceded the risk under the NICO reinsurance agreements of \$1 million and \$6 million for the three-month periods ended March 31, 2021 and 2020, respectively. Also excludes the related changes in amortization of the deferred gain, which were \$20 million and \$22 million for the three-month periods ended March 31, 2021 and 2020, respectively.

Net Loss Development

In the three-month period ended March 31, 2021, we recognized favorable prior year loss reserve development of \$37 million.

The key components of this development were as follows:

North America

- development for the quarter was largely driven by favorable amortization of the deferred gain from adverse development reinsurance with Catastrophe Property and Specialty and Non-Catastrophe Property and Specialty lines largely offsetting each other.

International

- development for the quarter consisted of Catastrophe and Non-Catastrophe Property and Other Short Tailed lines largely offsetting each other.

Other Operations:

- development for the quarter largely consisted of adverse development on our runoff Blackboard business.

In the three-month period ended March 31, 2020, we recognized favorable prior year loss reserve development of \$60 million.

The key components of this development were as follows:

North America

- amortization of the deferred gain from the adverse development reinsurance agreement with NICO; and
- adverse development in Personal Insurance.

International

- favorable development in International Casualty recoveries.

The following tables summarize incurred (favorable) unfavorable prior year development net of reinsurance, by segment and major lines of business, and by accident year groupings:

Three Months Ended March 31, 2021

(in millions)

	Total	2020	2019 & Prior
General Insurance North America:			
U.S. Workers' Compensation	\$ (26)	\$ 2	\$ (28)
U.S. Excess casualty	(12)	-	(12)
U.S. Other casualty	(2)	-	(2)
U.S. Financial Lines	(9)	-	(9)
U.S. Property and Special Risks	(2)	(14)	12
U.S. Personal Insurance	(4)	1	(5)
Other product lines	(3)	(2)	(1)
Total General Insurance North America	\$ (58)	\$ (13)	\$ (45)
General Insurance International:			
UK/Europe Casualty and Financial Lines	\$ (4)	\$ (3)	\$ (1)
UK/Europe Property and Special Risks	3	9	(6)
UK/Europe and Japan Personal Insurance	(1)	(4)	3
Other product lines	4	11	(7)
Total General Insurance International	\$ 2	\$ 13	\$ (11)
Other Operations Run-Off	19	(1)	20
Total prior year (favorable) unfavorable development	\$ (37)	\$ (1)	\$ (36)

Three Months Ended March 31, 2020

(in millions)

	Total	2019	2018 & Prior
General Insurance North America:			
U.S. Workers' Compensation	\$ (28)	\$ 2	\$ (30)
U.S. Excess casualty	(13)	-	(13)
U.S. Other casualty	(11)	-	(11)
U.S. Financial Lines	(8)	-	(8)
U.S. Property and Special Risks	(7)	(4)	(3)
U.S. Personal Insurance	40	47	(7)
Other product lines	2	(14)	16
Total General Insurance North America	\$ (25)	\$ 31	\$ (56)
General Insurance International:			
UK/Europe Casualty and Financial Lines	\$ -	\$ -	\$ -
UK/Europe Property and Special Risks	(9)	(13)	4
UK/Europe and Japan Personal Insurance	(12)	(12)	-
Other product lines	(14)	3	(17)
Total General Insurance International	\$ (35)	\$ (22)	\$ (13)
Other Operations Run-Off	-	-	-
Total prior year (favorable) unfavorable development	\$ (60)	\$ 9	\$ (69)

We note that for certain categories of claims (e.g., construction defect claims and environmental claims) and for reinsurance recoverable, losses may sometimes be reclassified to an earlier or later accident year as more information about the date of occurrence becomes available to us.

Significant Reinsurance Agreements

In the first quarter of 2017, we entered into an adverse development reinsurance agreement with NICO, under which we transferred to NICO 80 percent of the reserve risk on substantially all of our U.S. Commercial long-tail exposures for accident years 2015 and prior. Under this agreement, we ceded to NICO 80 percent of the losses on subject business paid on or after January 1, 2016 in excess of \$25 billion of net paid losses, up to an aggregate limit of \$25 billion. We account for this transaction as retroactive reinsurance. This transaction resulted in a gain, which under GAAP retroactive reinsurance accounting is deferred and amortized into income over the settlement period. NICO created a collateral trust account as security for their claim payment obligations to us, into which they deposited the consideration paid under the agreement, and Berkshire Hathaway Inc. has provided a parental guarantee to secure NICO's obligations under the agreement.

For a description of AIG's catastrophe reinsurance protection for 2021, see Part II, Item 7. MD&A – Enterprise Risk Management – Insurance Risks – General Insurance Companies' Key Risks – Natural Catastrophe Risk in the 2020 Annual Report.

The table below shows the calculation of the deferred gain on the adverse development reinsurance agreement as of March 31, 2021 and as of December 31, 2020, showing the effect of discounting of loss reserves and amortization of the deferred gain.

(in millions)	March 31, 2021	December 31, 2020
Gross Covered Losses		
Covered reserves before discount	\$ 16,051	\$ 16,534
Inception to date losses paid	25,683	25,198
Attachment point	(25,000)	(25,000)
Covered losses above attachment point	\$ 16,734	\$ 16,732
Deferred Gain Development		
Covered losses above attachment ceded to NICO (80%)	\$ 13,387	\$ 13,386
Consideration paid including interest	(10,188)	(10,188)
Pre-tax deferred gain before discount and amortization	3,199	3,198
Discount on ceded losses ^(a)	(872)	(911)
Pre-tax deferred gain before amortization	2,327	2,287
Inception to date amortization of deferred gain at inception	(956)	(904)
Inception to date amortization attributed to changes in deferred gain ^(b)	(89)	(86)
Deferred gain liability reflected in AIG's balance sheet	\$ 1,282	\$ 1,297

(a) For the period from inception to March 31, 2021, the accretion of discount and a reduction in effective interest rates was offset by changes in estimates of the amount and timing of future recoveries under the adverse development reinsurance agreement.

(b) Excluded from our definition of APTI.

The following table presents the rollforward of activity in the deferred gain from the adverse development reinsurance agreement:

Three Months Ended March 31, (in millions)				2021	2020
Balance at beginning of year, net of discount				\$ 1,297	\$ 1,381
(Favorable) unfavorable prior year reserve development ceded to NICO ^(a)				1	6
Amortization attributed to deferred gain at inception ^(b)				(52)	(53)
Amortization attributed to changes in deferred gain ^(c)				(3)	(14)
Changes in discount on ceded loss reserves				39	72
Balance at end of period, net of discount				\$ 1,282	\$ 1,392

(a) Prior year reserve development ceded to NICO under the retroactive reinsurance agreement is deferred under GAAP.

(b) Represents amortization of the deferred gain recognized in APTI.

(c) Excluded from APTI and included in GAAP.

The lines of business subject to this agreement have been the source of the majority of the prior year adverse development charges over the past several years. The agreement has resulted in lower capital charges for reserve risks at our U.S. insurance subsidiaries. In addition, net investment income declined as a result of lower invested assets.

Fortitude Re was established during the first quarter of 2018 in a series of reinsurance transactions related to our Run-Off operations. Those reinsurance transactions were designed to consolidate most of our Insurance Run-Off Lines into a single legal entity. As of March 31, 2021, approximately \$30.3 billion of reserves from our Life and Retirement Run-Off Lines and approximately \$4.0 billion of reserves from our General Insurance Run-Off Lines related to business written by multiple wholly-owned AIG subsidiaries, had been ceded to Fortitude Re under these reinsurance transactions.

Of the Fortitude Re reinsurance agreements, the largest is the Amended and Restated Combination Coinsurance and Modified Coinsurance Agreement by and between our subsidiary AGL and Fortitude Re. Under this treaty, approximately \$23.1 billion of AGL reserves as of March 31, 2021 were ceded to Fortitude Re representing a mix of life and annuity risks. Fortitude Re provides 100 percent reinsurance of the ceded risks. AGL continues to administer the policies, including handling claims, although it is anticipated that much of the administration will move to a Fortitude Re administrative subsidiary over time, subject to regulatory approvals being obtained and the satisfaction of other conditions. Until such time, Fortitude Re has certain rights to consult on and participate in such administration, and AGL retains the risk of collection of any third party reinsurance covering the ceded business. At effectiveness of the treaty, an amount equal to the aggregate ceded reserves was deposited by AGL into a modified coinsurance account of AGL to secure the obligations of Fortitude Re. Fortitude Re receives or makes quarterly payments that represent the net gain or loss under the treaty for the relevant quarter, including any net investment gain or loss on the assets in the modified coinsurance account. An AIG affiliate will serve as portfolio manager of assets in the modified coinsurance account for a minimum of three years after the June 2, 2020 closing of the Majority Interest Fortitude Sale.

For a summary of significant reinsurers see Part II, Item 7. MD&A – Enterprise Risk Management – Insurance Risks – Reinsurance Activities – Reinsurance Recoverable in the 2020 Annual Report.

LIFE AND ANNUITY FUTURE POLICY BENEFITS, POLICYHOLDER CONTRACT DEPOSITS AND DAC

The following section provides discussion of life and annuity future policy benefits, policyholder contract deposits and deferred policy acquisition costs.

Variable Annuity Guaranteed Benefits and Hedging Results

Our Individual Retirement and Group Retirement businesses offer variable annuity products with GMWB riders that provide guaranteed living benefit features. The liabilities for GMWB are accounted for as embedded derivatives measured at fair value. The fair value of the embedded derivatives may fluctuate significantly based on market interest rates, equity prices, credit spreads, market volatility, policyholder behavior and other factors.

In addition to risk-mitigating features in our variable annuity product design, we have an economic hedging program designed to manage market risk from GMWB, including exposures to changes in interest rates, equity prices, credit spreads and volatility. The hedging program utilizes derivative instruments, including but not limited to equity options, futures contracts and interest rate swap and swaption contracts, as well as fixed maturity securities with a fair value election.

For additional discussion of market risk management related to these product features see Part II, Item 7. MD&A – Enterprise Risk Management – Insurance Risks – Life and Retirement Companies' Key Risks – Variable Annuity, Index Annuity and Universal Life Risk Management and Hedging Programs in the 2020 Annual Report.

Differences in Valuation of Embedded Derivatives and Economic Hedge Target

The variable annuity hedging program utilizes an economic hedge target, which represents an estimate of the underlying economic risks in our GMWB riders. The economic hedge target differs from the GAAP valuation of the GMWB embedded derivatives primarily due to the following:

- The economic hedge target includes 100 percent of rider fees in present value calculations; the GAAP valuation reflects only those fees attributed to the embedded derivative such that the initial value at contract issue equals zero;
- The economic hedge target uses best estimate actuarial assumptions and excludes explicit risk margins used for GAAP valuation, such as margins for policyholder behavior, mortality, and volatility; and
- The economic hedge target excludes the non-performance or "own credit" risk adjustment used in the GAAP valuation, which reflects a market participant's view of our claims-paying ability by incorporating a different spread (the NPA spread) to the curve used to discount projected benefit cash flows. Because the discount rate includes the NPA spread and other explicit risk margins, the GAAP valuation is generally less sensitive to movements in interest rates and other market factors, and to changes from actuarial assumption updates, than the economic hedge target. For more information on our valuation methodology for embedded derivatives within policyholder contract deposits see Note 4 to the Condensed Consolidated Financial Statements.

The market value of the hedge portfolio compared to the economic hedge target at any point in time may be different and is not expected to be fully offsetting. In addition to the derivatives held in conjunction with the variable annuity hedging program, the Life and Retirement companies have cash and invested assets available to cover future claims payable under these guarantees. The primary sources of difference between the change in the fair value of the hedging portfolio and the economic hedge target include:

- Basis risk due to the variance between expected and actual fund returns, which may be either positive or negative;
- Realized volatility versus implied volatility;
- Actual versus expected changes in the hedge target driven by assumptions not subject to hedging, particularly policyholder behavior; and
- Risk exposures that we have elected not to explicitly or fully hedge.

The following table presents a reconciliation between the fair value of the GAAP embedded derivatives and the value of our economic hedge target:

(in millions)	March 31, 2021	December 31, 2020
Reconciliation of embedded derivatives and economic hedge target:		
Embedded derivative liability	\$ 1,884	\$ 3,572
Exclude non-performance risk adjustment	(2,162)	(2,958)
Embedded derivative liability, excluding NPA	4,046	6,530
Adjustments for risk margins and differences in valuation	(1,624)	(2,502)
Economic hedge target liability	\$ 2,422	\$ 4,028

Impact on Pre-tax Income (Loss)

The impact on our pre-tax income (loss) of the variable annuity guaranteed living benefits and related hedging results includes changes in the fair value of the GMWB embedded derivatives, and changes in the fair value of related derivative hedging instruments, both of which are recorded in Other realized capital gains (losses). Realized capital gains (losses), as well as net investment income from changes in the fair value of fixed maturity securities used in the hedging program, are excluded from adjusted pre-tax income of Individual Retirement and Group Retirement.

The change in the fair value of the embedded derivatives and the change in the value of the hedging portfolio are not expected to be fully offsetting, primarily due to the differences in valuation between the economic hedge target, the GAAP embedded derivatives and the fair value of the hedging portfolio, as discussed above. When corporate credit spreads widen, the change in the NPA spread generally reduces the fair value of the embedded derivative liabilities, resulting in a gain, and when corporate credit spreads narrow or tighten, the change in the NPA spread generally increases the fair value of the embedded derivative liabilities, resulting in a loss. In addition to changes driven by credit market-related movements in the NPA spread, the NPA balance also reflects changes in business activity and in the net amount at risk from the underlying guaranteed living benefits.

The following table presents the net increase (decrease) to consolidated pre-tax income (loss) from changes in the fair value of the GMWB embedded derivatives and related hedges, excluding related DAC amortization:

Three Months Ended March 31, (in millions)			
	2021		2020
Change in fair value of embedded derivatives, excluding NPA	\$	2,679	\$ (5,601)
Change in fair value of variable annuity hedging portfolio:			
Fixed maturity securities*		18	7
Interest rate derivative contracts		(1,404)	2,194
Equity derivative contracts		(390)	1,384
Change in fair value of variable annuity hedging portfolio		(1,776)	3,585
Change in fair value of embedded derivatives excluding NPA, net of hedging portfolio		903	(2,016)
Change in fair value of embedded derivatives due to NPA spread		(111)	2,646
Change in fair value of embedded derivatives due to change in NPA volume		(685)	1,569
Total change due to NPA		(796)	4,215
Net impact on pre-tax income (loss)	\$	107	\$ 2,199
Impact to Consolidated Income Statement			
Net investment income, net of related interest credited to policyholder account balances	\$	18	\$ 7
Net realized capital gains (losses)		89	2,192
Net impact on pre-tax income (loss)	\$	107	\$ 2,199
Net change in value of economic hedge target and related hedges			
Net impact on economic gains (losses)	\$	(190)	\$ 1,968

* The change in fair value of available-for-sale fixed maturity securities recognized as a component of other comprehensive income was a loss of \$216 million for the three-month period ended March 31, 2021 due to higher interest rates. The change in fair value of available-for-sale fixed maturity securities recognized as a component of other comprehensive income was a loss of \$13 million for the three-month period ended March 31, 2020 due to widening spreads, offset by lower interest rates.

The net impact on pre-tax income of \$107 million from the GMWB embedded derivatives and related hedges in the three-month period ended March 31, 2021 (excluding related DAC amortization) was driven by gains from higher equity markets, impact of higher interest rates on the change in the fair value of embedded derivatives excluding NPA, net of the hedging portfolio, offset by the tightening of NPA credit spreads and impact of higher interest rates that resulted in NPA volume losses from lower expected GMWB payments. In the first quarter of 2020, the net impact on pre-tax income of \$2.2 billion was driven by widening of credits spreads on the economic hedge target as well as the NPA spread, impact of lower interest rates that resulted in NPA volume gains from higher expected GMWB payments, offset by the impact of lower interest rates on the change in the fair value of embedded derivatives excluding NPA, net of the hedging portfolio.

The change in the fair value of the GMWB embedded derivatives, excluding NPA, in the first quarter of 2021 reflected gains from increases in interest rates and gains from higher equity markets. The change in the fair value of the GMWB embedded derivatives, excluding NPA, in the first quarter of 2020 reflected losses from decreases in interest rates and lower equity markets, offset by widening of crediting spreads.

Fair value gains or losses in the hedging portfolio are typically not fully offset by increases or decreases in liabilities on a GAAP basis, due to the NPA and other risk margins used for GAAP valuation that cause the embedded derivatives to be less sensitive to changes in market rates than the hedge portfolio. On an economic basis, the changes in the fair value of the hedge portfolio were partially offset by the increase in the economic hedge target, as discussed below. In the three-month period ended March 31, 2021, we estimated a net mark to market loss of approximately \$190 million from our hedging activities related to our economic hedge target primarily driven by tightening credit spreads. In the first quarter of 2020, we estimated a net mark to market gain of approximately \$2 billion from our hedging activities related to our economic hedge target primarily driven by widening credit spreads.

Change in Economic Hedge Target

The decrease in the economic hedge target liability in the three-month period ended March 31, 2021 was primarily due to higher interest rates and equity markets, offset by tighter credit spreads. The increase in the economic hedge target liability in the first quarter of 2020 was primarily due to lower interest rates and lower equity markets, offset by widening credit spreads.

Change in Fair Value of the Hedging Portfolio

The changes in the fair value of the economic hedge target and, to a lesser extent, the embedded derivative valuation under GAAP, were offset in part by the following changes in the fair value of the variable annuity hedging portfolio:

- Changes in the fair value of interest rate derivative contracts, which included swaps, swaptions and futures, resulted in losses driven by higher interest rates in the first quarters of 2021 compared to gains due to lower interest rates in the first quarter of 2020.
- Changes in the fair value of equity derivative contracts, which included futures and options, resulted in losses in the first quarter of 2021 compared to gains in the first quarter of 2020, which varied based on the relative change in equity market returns in the respective periods.
- Changes in the fair value of fixed maturity securities, primarily corporate bonds, are used as a capital-efficient way to economically hedge interest rate and credit spread-related risk. The change in the fair value of the corporate bond hedging program in the first quarter of 2021 reflected losses due to increases in interest rates, offset by tightening credit spreads. The change in the fair value of the corporate bond hedging program in the first quarter of 2020 reflected gains due to decreases in interest rates offset by widening credit spreads.

DAC

The following table summarizes the major components of the changes in DAC, including VOBA, within the Life and Retirement companies:

Three Months Ended March 31, (in millions)		2021	2020
Balance, beginning of year	\$	7,316	\$ 8,119
Initial allowance upon CECL adoption		-	15
Acquisition costs deferred		249	261
Amortization expense:			
Related to realized capital gains and losses		(194)	(535)
All other operating amortization		(225)	(322)
Increase (decrease) in DAC due to foreign exchange		6	(33)
Change related to unrealized depreciation (appreciation) of investments		1,304	1,195
Balance, end of period, excluding Fortitude Re DAC^(a)		8,456	8,700
DAC on business ceded to Fortitude Re ^(b)		-	454
Balance, end of period, including Fortitude Re DAC	\$	8,456	\$ 9,154

(a) DAC balance excluding the amount related to unrealized depreciation (appreciation) of investments was \$10.3 billion and \$9.5 billion at March 31, 2021 and 2020, respectively.

(b) As of closing of the Majority Interest Fortitude Sale on June 2, 2020, these DAC balances were deemed to be not recoverable and were written off.

DAC and Reserves Related to Unrealized Appreciation of Investments

DAC and Reserves for universal life and investment-oriented products are adjusted at each balance sheet date to reflect the change in DAC, unearned revenue, and benefit reserves with an offset to Other comprehensive income (OCI) as if securities available for sale had been sold at their stated aggregate fair value and the proceeds reinvested at current yields (shadow Investment-Oriented Adjustments). Similarly, for long-duration traditional products, significant unrealized appreciation of investments in a sustained low interest rate environment may cause additional future policy benefit liabilities with an offset to OCI to be recorded.

Shadow adjustments to DAC and unearned revenue generally move in the opposite direction of the change in unrealized appreciation of the available for sale securities portfolio, reducing the reported DAC and unearned revenue balance when market interest rates decline. Conversely, shadow adjustments to benefit reserves generally move in the same direction as the change in unrealized appreciation of the available for sale securities portfolio, increasing reported future policy benefit liabilities balance when market interest rates decline.

Market conditions in the first quarter of 2021 drove a \$10.5 billion decrease in the unrealized appreciation of fixed maturity securities held to support the Life and Retirement businesses at March 31, 2021 compared to December 31, 2020. At March 31, 2021, the shadow Investment-Oriented Adjustments reflected increases in amortized balances including DAC and unearned revenue reserves, while accrued liabilities such as policyholder benefit liabilities decreased compared to December 31, 2020. Accrued shadow loss recognition reserves decreased from December 31, 2020.

Reserves

The following table presents a rollforward of insurance reserves by operating segments for Life and Retirement, including future policy benefits, policyholder contract deposits, other policyholder funds, and separate account liabilities, as well as Retail Mutual Funds and Group Retirement mutual fund assets under administration:

Three Months Ended March 31,		2021	2020
<i>(in millions)</i>			
Individual Retirement			
Balance at beginning of period, gross	\$	148,837	\$ 144,753
Premiums and deposits		3,373	3,116
Surrenders and withdrawals		(3,111)	(3,873)
Death and other contract benefits		(836)	(823)
Subtotal		148,263	143,173
Change in fair value of underlying assets and reserve accretion, net of policy fees		(243)	(7,419)
Cost of funds ^(a)		414	412
Other reserve changes		(324)	(268)
Balance at end of period		148,110	135,898
Reinsurance ceded		(313)	(313)
Total Individual Retirement insurance reserves and mutual fund assets	\$	147,797	\$ 135,585
Group Retirement			
Balance at beginning of period, gross	\$	110,651	\$ 102,049
Premiums and deposits		1,818	1,855
Surrenders and withdrawals		(2,484)	(2,260)
Death and other contract benefits		(227)	(182)
Subtotal		109,758	101,462
Change in fair value of underlying assets and reserve accretion, net of policy fees		2,843	(10,705)
Cost of funds ^(a)		280	278
Other reserve changes		(149)	(88)
Balance at end of period		112,732	90,947
Total Group Retirement insurance reserves and mutual fund assets	\$	112,732	\$ 90,947
Life Insurance			
Balance at beginning of period, gross	\$	27,998	\$ 27,397
Premiums and deposits		1,029	972
Surrenders and withdrawals		(144)	(171)
Death and other contract benefits		(173)	(131)
Subtotal		28,710	28,067
Change in fair value of underlying assets and reserve accretion, net of policy fees		(208)	(383)
Cost of funds ^(a)		88	93
Other reserve changes		(1,001)	(1,034)
Balance at end of period		27,589	26,743
Reinsurance ceded		(1,461)	(1,365)
Total Life Insurance reserves	\$	26,128	\$ 25,378

Institutional Markets

Balance at beginning of period, gross	\$	27,342	\$	23,673
Premiums and deposits		80		976
Surrenders and withdrawals		(312)		(109)
Death and other contract benefits		(208)		(294)
Subtotal		26,902		24,246
Change in fair value of underlying assets and reserve accretion, net of policy fees		165		49
Cost of funds ^(a)		73		80
Other reserve changes		(327)		14
Balance at end of period		26,813		24,389
Reinsurance ceded		(46)		(46)
Total Institutional Markets reserves	\$	26,767	\$	24,343
Total insurance reserves and mutual fund assets				
Balance at beginning of period, gross	\$	314,828	\$	297,872
Premiums and deposits		6,300		6,919
Surrenders and withdrawals		(6,051)		(6,413)
Death and other contract benefits		(1,444)		(1,430)
Subtotal		313,633		296,948
Change in fair value of underlying assets and reserve accretion, net of policy fees		2,557		(18,458)
Cost of funds ^(a)		855		863
Other reserve changes		(1,801)		(1,376)
Balance at end of period, excluding Fortitude Re reserves		315,244		277,977
Fortitude Re reserves ^(b)		28,300		29,389
Balance at end of period, including Fortitude Re reserves		343,544		307,366
Fortitude Re reinsurance ceded ^(b)		(28,300)		-
Reinsurance ceded		(1,820)		(1,724)
Total insurance reserves and mutual fund assets	\$	313,424	\$	305,642

(a) Excludes amortization of deferred sales inducements.

(b) Includes amounts related to policies where AIG has partially ceded to other reinsurers and Fortitude Re.

Insurance reserves, as well as Retail Mutual Funds and Group Retirement mutual fund assets under administration, were comprised of the following balances:

		March 31, 2021		December 31, 2020
<i>(in millions)</i>				
Future policy benefits	\$	48,467	\$	48,864
Policyholder contract deposits		157,907		160,450
Other policyholder funds*		948		957
Separate account liabilities		102,689		100,290
Total insurance reserves		310,011		310,561
Mutual fund assets		33,533		32,772
Total insurance reserves and mutual fund assets	\$	343,544	\$	343,333

* Excludes unearned revenue liability.

Liquidity and Capital Resources

OVERVIEW

Liquidity refers to the ability to generate sufficient cash resources to meet our payment obligations. It is defined as cash and unencumbered assets that can be monetized in a short period of time at a reasonable cost. We endeavor to manage our liquidity prudently through various risk committees, policies and procedures, and a stress testing and liquidity risk framework established by our Treasury group with oversight by Enterprise Risk Management (ERM). Our liquidity risk framework is designed to manage liquidity at both AIG Parent and its subsidiaries to meet our financial obligations for a minimum of six months under a liquidity stress scenario.

See Part II, Item 7. MD&A – Enterprise Risk Management – Risk Appetite, Limits, Identification and Measurement and Enterprise Risk Management – Liquidity Risk Management in the 2020 Annual Report for additional information.

Capital refers to the long-term financial resources available to support the operation of our businesses, fund business growth, and cover financial and operational needs that arise from adverse circumstances. Our primary source of ongoing capital generation is derived from the profitability of our insurance subsidiaries. We must comply with numerous constraints on our minimum capital positions. These constraints drive the requirements for capital adequacy at AIG and the individual businesses and are based on internally-defined risk tolerances, regulatory requirements, rating agency and creditor expectations and business needs. Actual capital levels are monitored on a regular basis, and using ERM's stress testing methodology, we evaluate the capital impact of potential macroeconomic, financial and insurance stresses in relation to the relevant capital constraints of both AIG and our insurance subsidiaries.

We believe that we have sufficient liquidity and capital resources to satisfy future requirements and meet our obligations to policyholders, customers, creditors and debt-holders, including those arising from reasonably foreseeable contingencies or events.

Nevertheless, some circumstances may cause our cash or capital needs to exceed projected liquidity or readily deployable capital resources. Additional collateral calls, deterioration in investment portfolios or reserve strengthening affecting statutory surplus, higher surrenders of annuities and other policies, downgrades in credit ratings, catastrophic losses or fluctuations in the capital markets generally may result in significant additional cash or capital needs and loss of sources of liquidity and capital. Other potential events that could cause a liquidity strain include an economic collapse of a nation or region significant to our operations, nationalization, catastrophic terrorist acts, pandemics or other events causing economic or political upheaval. In addition, regulatory and other legal restrictions could limit our ability to transfer funds freely, either to or from our subsidiaries.

For a discussion regarding risks associated with COVID-19, see the 2020 Annual Report, Part I. Item 1A. – Risk Factors – Market Conditions – COVID-19 is adversely affecting, and is expected to continue to adversely affect, our global business, financial condition and results of operations, and its ultimate impact will depend on future developments that are uncertain and cannot be predicted, including the scope, severity and duration of the crisis, and the governmental, legislative and regulatory actions taken and court decisions rendered in response thereto.

Depending on market conditions, regulatory and rating agency considerations and other factors, we may take various liability and capital management actions. Liability management actions may include, but are not limited to, repurchasing or redeeming outstanding debt, issuing new debt or engaging in debt exchange offers. Capital management actions may include, but are not limited to, issuing preferred stock, paying dividends to our shareholders on the AIG Common Stock, par value \$2.50 per share (AIG Common Stock), paying dividends to the holders of our Series A 5.85% Non-Cumulative Perpetual Preferred Stock (Series A Preferred Stock), and repurchases of AIG Common Stock.

LIQUIDITY AND CAPITAL RESOURCES HIGHLIGHTS

SOURCES

AIG Parent Funding from Subsidiaries

During the first quarter of 2021, AIG Parent received \$486 million in dividends from subsidiaries. Of this amount, \$200 million consisted of dividends in the form of cash and fixed maturity securities from our General Insurance companies and \$286 million consisted of dividends in the form of cash from our Life and Retirement companies.

AIG Parent also received a net amount of \$361 million in tax sharing payments in the form of cash from our insurance businesses in the first quarter of 2021. The tax sharing payments may be subject to further adjustment in future periods.

Other Cash Inflows

During the first quarter of 2021, we received other cash inflows of approximately \$522 million in connection with debt unrelated to AIG's general borrowings, including:

- \$495 million of debt of consolidated investment entities not guaranteed by AIG, which includes real estate investments, affordable housing partnership investments and other securitization vehicles; and
- \$27 million of borrowings supported by assets, principally GIAs.

Warrant Exercises

In January 2021, we received aggregate proceeds of approximately \$92 million in connection with warrant exercises to purchase approximately 2 million shares of AIG Common Stock that occurred prior to the January 19, 2021 expiration of warrants to purchase shares of AIG Common Stock.

Tax Sharing Payment from Fortitude Re

In January 2021, we received \$109 million in tax sharing payments in the form of cash from Fortitude Re related to periods prior to the Majority Interest Fortitude Sale. The tax sharing payments from Fortitude Re may be subject to further adjustment in future periods.

USES

General Borrowings

In February 2021, we redeemed \$1.5 billion aggregate principal amount of our 3.300% Notes Due 2021.

We made interest payments on our general borrowings totaling \$203 million during the first quarter of 2021.

Other Cash Outflows

During the first quarter of 2021, we made other repayments of approximately \$932 million in connection with debt unrelated to AIG's general borrowings, including:

- \$900 million on debt of consolidated investment entities not guaranteed by AIG, which includes real estate investments, affordable housing partnership investments and other securitization vehicles; and
- \$32 million on borrowings supported by assets, principally GIAs.

Dividends

We paid a cash dividend of \$365.625 per share on AIG's Series A Preferred Stock during the first quarter of 2021 totaling \$7 million.

We paid a cash dividend of \$0.32 per share on AIG Common Stock during the first quarter of 2021 totaling \$276 million.

Repurchases of Common Stock*

During the first quarter of 2021, we repurchased approximately 8 million shares of AIG Common Stock, for an aggregate purchase price of approximately \$362 million pursuant to Exchange Act Rule 10b5-1 repurchase plans. Approximately \$92 million of these share repurchases were funded with proceeds received from warrant exercises that occurred prior to the expiration of warrants to purchase shares of AIG Common Stock on January 19, 2021.

* Pursuant to an Exchange Act Rule 10b5-1 repurchase plan, from April 1, 2021 to May 6, 2021, we repurchased approximately \$65 million of shares of AIG Common Stock. As of May 6, 2021, approximately \$1.1 billion remained under our share repurchase authorization.

ANALYSIS OF SOURCES AND USES OF CASH

The following table presents selected data from AIG's Condensed Consolidated Statements of Cash Flows:

Three Months Ended March 31, (in millions)		2021	2020
Sources:			
Net cash provided by operating activities	\$	640	\$ -
Net cash provided by investing activities		1,505	-
Changes in policyholder contract balances		526	1,214
Issuance of long-term debt		27	38
Issuance of debt of consolidated investment entities		495	635
Borrowings under syndicated credit facility		-	1,300
Total sources		3,193	3,187
Uses:			
Net cash used in operating activities		-	(586)
Net cash used in investing activities		-	(633)
Repayments of long-term debt		(1,515)	(363)
Repayments of debt of consolidated investment entities		(900)	(521)
Purchase of common stock		(362)	(500)
Dividends paid on preferred stock		(7)	(7)
Dividends paid on common stock		(276)	(276)
Net cash used in other financing activities		(102)	(288)
Total uses		(3,162)	(3,174)
Effect of exchange rate changes on cash and restricted cash		(17)	10
Increase in cash and restricted cash	\$	14	\$ 23

The following table presents a summary of AIG's Condensed Consolidated Statements of Cash Flows:

Three Months Ended March 31, (in millions)		2021	2020
Summary:			
Net cash provided by (used in) operating activities	\$	640	\$ (586)
Net cash provided by (used in) investing activities		1,505	(633)
Net cash provided by (used in) financing activities		(2,114)	1,232
Effect of exchange rate changes on cash and restricted cash		(17)	10
Net Increase in cash and restricted cash		14	23
Cash and restricted cash at beginning of year		3,230	3,287
Change in cash of businesses held for sale		-	9
Cash and restricted cash at end of period	\$	3,244	\$ 3,319

Operating Cash Flow Activities

Insurance companies generally receive most premiums in advance of the payment of claims or policy benefits. The ability of insurance companies to generate positive cash flow is affected by the frequency and severity of losses under their insurance policies, policy retention rates and operating expenses.

Interest payments totaled \$255 million in the first quarter of 2021 compared to \$323 million in the first quarter of 2020. Excluding interest payments, AIG had operating cash inflows of \$895 million in the first quarter of 2021 compared to operating cash outflows of \$263 million in the first quarter of 2020.

Investing Cash Flow Activities

Net cash provided by investing activities in the first quarter of 2021 was \$1.5 billion compared to net cash used in investing activities of \$633 million in the first quarter of 2020.

Financing Cash Flow Activities

Net cash used in financing activities in the first quarter of 2021 reflected:

- approximately \$276 million in the aggregate to pay a dividend of \$0.32 per share on AIG Common Stock;
- approximately \$7 million in the aggregate to pay a dividend of \$365.625 per share on AIG's Series A Preferred Stock;
- approximately \$362 million in the aggregate to repurchase approximately 8 million shares of AIG Common Stock;
- approximately \$92 million inflow from warrants exercised on approximately 2 million shares of AIG Common Stock;
- approximately \$1.5 billion in net outflows from the issuance and repayment of long-term debt; and
- approximately \$405 million in net outflows from the issuance and repayment of debt of consolidated investment entities.

Net cash provided by financing activities in the first quarter of 2020 reflected:

- approximately \$1.3 billion inflow from AIG's committed, revolving syndicated credit facility;
- approximately \$276 million in the aggregate to pay a dividend of \$0.32 per share on AIG Common Stock;
- approximately \$7 million in the aggregate to pay a dividend of \$365.625 per share on AIG's Series A Preferred Stock;
- \$500 million to repurchase approximately 12 million shares of AIG Common Stock;
- approximately \$325 million in net outflows from the issuance and repayment of long-term debt; and
- approximately \$114 million in net inflows from the issuance and repayment of debt of consolidated investment entities.

LIQUIDITY AND CAPITAL RESOURCES OF AIG PARENT AND SUBSIDIARIES

AIG Parent

As of March 31, 2021, AIG Parent had approximately \$12.4 billion in liquidity sources. AIG Parent's liquidity sources are primarily held in the form of cash, short-term investments and publicly traded, investment grade rated fixed maturity securities and also include a committed, revolving syndicated credit facility. Fixed maturity securities primarily include U.S. government and government sponsored entity securities, U.S. agency mortgage-backed securities, corporate and municipal bonds and certain other highly rated securities. AIG Parent actively manages its assets and liabilities in terms of products, counterparties and duration. Based upon an assessment of funding needs, the liquidity sources can be readily monetized through sales or repurchase agreements or contributed as admitted assets to regulated insurance companies. AIG Parent liquidity is monitored through the use of various internal liquidity risk measures. AIG Parent's primary sources of liquidity are dividends, distributions, loans and other payments from subsidiaries and credit facilities. AIG Parent's primary uses of liquidity are for debt service, capital and liability management, and operating expenses.

We believe that we have sufficient liquidity and capital resources to satisfy our reasonably foreseeable future requirements and meet our obligations to our creditors, debt-holders and insurance company subsidiaries. We expect to access the debt and preferred equity markets from time to time to meet funding requirements as needed.

We utilize our capital resources to support our businesses, with the majority of capital allocated to our insurance operations. Should we have or generate more capital than is needed to support our business strategies (including organic growth or acquisition opportunities) or mitigate risks inherent to our business, we may develop plans to distribute such capital to shareholders via dividends or AIG Common Stock repurchase authorizations or deploy such capital towards liability management.

In the normal course, it is expected that a portion of the capital released by our insurance operations, by our other operations or through the utilization of AIG's deferred tax assets may be available to support our business strategies, for distribution to shareholders or for liability management.

In developing plans to distribute capital, AIG considers a number of factors, including, but not limited to: AIG's business and strategic plans, expectations for capital generation and utilization, AIG's funding capacity and capital resources in comparison to internal benchmarks, as well as rating agency expectations, regulatory standards and internal stress tests for capital.

The following table presents AIG Parent's liquidity sources:

<i>(in millions)</i>	As of March 31, 2021	As of December 31, 2020
Cash and short-term investments ^(a)	\$ 4,401	\$ 6,762
Unencumbered fixed maturity securities ^(b)	3,521	3,711
Total AIG Parent liquidity	7,922	10,473
Available capacity under committed, syndicated credit facility ^(c)	4,500	4,500
Total AIG Parent liquidity sources	\$ 12,422	\$ 14,973

(a) Cash and short-term investments include reverse repurchase agreements totaling \$3.2 billion and \$5.4 billion as of March 31, 2021 and December 31, 2020, respectively.

(b) Unencumbered securities consist of publicly traded, investment grade rated fixed maturity securities. Fixed maturity securities primarily include U.S. government and government sponsored entity securities, U.S. agency mortgage-backed securities, corporate and municipal bonds and certain other highly rated securities.

(c) For additional information relating to this committed, syndicated credit facility see – Credit Facilities below.

Insurance Companies

We expect that our insurance companies will be able to continue to satisfy reasonably foreseeable future liquidity requirements and meet their obligations, including those arising from reasonably foreseeable contingencies or events, through cash from operations and, to the extent necessary, monetization of invested assets. Our insurance companies' liquidity resources are primarily held in the form of cash, short-term investments and publicly traded, investment grade rated fixed maturity securities.

Each of our material insurance companies' liquidity is monitored through various internal liquidity risk measures. The primary sources of liquidity are premiums, fees, reinsurance recoverables and investment income and maturities. The primary uses of liquidity are paid losses, reinsurance payments, benefit claims, surrenders, withdrawals, interest payments, dividends, expenses, investment purchases and collateral requirements.

Our General Insurance companies may require additional funding to meet capital or liquidity needs under certain circumstances. Large catastrophes may require us to provide additional support to our affected operations. Downgrades in our credit ratings could put pressure on the insurer financial strength ratings of our subsidiaries, which could result in non-renewals or cancellations by policyholders and adversely affect a subsidiary's ability to meet its own obligations. Increases in market interest rates may adversely affect the financial strength ratings of our subsidiaries, as rating agency capital models may reduce the amount of available capital relative to required capital.

Management believes that because of the size and liquidity of our Life and Retirement companies' investment portfolios, normal deviations from projected claim or surrender experience would not create significant liquidity risk. Furthermore, our Life and Retirement companies' products contain certain features that mitigate surrender risk, including surrender charges. However, in times of extreme capital markets disruption or as a result of fluctuations in the capital markets generally, liquidity needs could outpace resources. As part of their risk management framework, our Life and Retirement companies continue to evaluate and, where appropriate, pursue strategies and programs to improve their liquidity position and facilitate their ability to maintain a fully invested asset portfolio.

Certain of our U.S. insurance companies are members of the FHLBs in their respective districts. Borrowings from FHLBs are used to supplement liquidity or for other uses deemed appropriate by management. Our U.S. General Insurance companies had no outstanding borrowings from FHLBs at both March 31, 2021 and December 31, 2020. Our U.S. Life and Retirement companies had \$3.6 billion which were due to FHLBs in their respective districts at both March 31, 2021 and December 31, 2020, under funding agreements issued through our Individual Retirement, Group Retirement and Institutional Markets operating segments, which were reported in Policyholder contract deposits. Proceeds from funding agreements are generally invested in fixed income securities and other investments intended to generate spread income. These investment contracts do not have mortality or morbidity risk and are similar to GICs. In addition, our U.S. Life and Retirement companies had no outstanding borrowings in the form of cash advances from FHLBs at both March 31, 2021 and December 31, 2020.

Certain of our U.S. Life and Retirement companies have programs, which began in 2012, that lend securities from their investment portfolio to supplement liquidity or for other uses as deemed appropriate by management. Under these programs, these U.S. Life and Retirement companies lend securities to financial institutions and receive cash as collateral equal to 102 percent of the fair value of the loaned securities. Cash collateral received is invested in short-term investments or partially used for short-term liquidity purposes. Additionally, the aggregate amount of securities that a Life and Retirement company is able to lend under its program at any time is limited to five percent of its general account statutory-basis admitted assets. Our U.S. Life and Retirement companies had \$3.3 billion and \$3.4 billion of securities subject to these agreements at March 31, 2021 and December 31, 2020, respectively, and \$3.4 billion and \$3.5 billion of liabilities to borrowers for collateral received at March 31, 2021 and December 31, 2020, respectively.

AIG generally manages capital between AIG Parent and our insurance companies through internal, Board-approved policies and limits, as well as management standards. In addition, AIG Parent has unconditional capital maintenance agreements (CMAs) in place with certain subsidiaries. Nevertheless, regulatory and other legal restrictions could limit our ability to transfer capital freely, either to or from our subsidiaries.

AIG Parent and/or certain subsidiaries are parties to several letter of credit agreements with various financial institutions, which issue letters of credit from time to time in support of our insurance companies. These letters of credit are subject to reimbursement by AIG Parent and/or certain subsidiaries in the event of a drawdown by our insurance companies. Letters of credit issued in support of the General Insurance companies totaled approximately \$4.2 billion at March 31, 2021. Letters of credit issued in support of the Life and Retirement companies totaled approximately \$613 million at March 31, 2021.

In the first quarter of 2021, our General Insurance companies collectively paid a total of approximately \$200 million in dividends in the form of cash and fixed maturity securities to AIG Parent. The fixed maturity securities primarily included U.S. treasuries and securities issued by other U.S. agencies.

In the first quarter of 2021, our Life and Retirement companies collectively paid a total of approximately \$286 million in dividends in the form of cash to AIG Parent.

Tax Matters

In October 2020, the Southern District of New York dismissed the case for the 1997 tax year related to the disallowance of foreign tax credits associated with cross border financing transactions based upon the settlement reached between AIG and the government. The settlement concluded our ongoing dispute related to the disallowance of foreign tax credits associated with cross border financing transactions for all years and as a result of the settlement, we will be required to make a payment to the U.S. Treasury. The amount we currently expect to pay based on settlement terms is approximately \$0.7 billion, including obligations of AIG Parent and subsidiaries. This amount is net of payments previously made with respect to cross border financing transactions from tax years 1997 through 2006 and other matters related to 2006 and prior, including a prepayment of approximately \$548 million that AIG made to the U.S. Treasury in June 2020. The amount also includes interest that will become due after review of the interest calculations and will reflect benefits from the application of interest netting which AIG has requested. There remains uncertainty with regard to the amount and timing of any additional payments, which could be made as early as the second quarter of 2021.

For additional information regarding this matter see Note 15 to the Condensed Consolidated Financial Statements.

CREDIT FACILITIES

We maintain a committed, revolving syndicated credit facility (the Facility) as a potential source of liquidity for general corporate purposes. The Facility provides for aggregate commitments by the bank syndicate to provide unsecured revolving loans and/or standby letters of credit of up to \$4.5 billion without any limits on the type of borrowings and is scheduled to expire in June 2022.

As of March 31, 2021, a total of \$4.5 billion remains available under the Facility. Our ability to utilize the Facility is not contingent on our credit ratings. However, our ability to utilize the Facility is conditioned on the satisfaction of certain legal, operating, administrative and financial covenants and other requirements contained in the Facility. These include covenants relating to our maintenance of a specified total consolidated net worth and total consolidated debt to total consolidated capitalization. Failure to satisfy these and other requirements contained in the Facility would restrict our access to the Facility and could have a material adverse effect on our financial condition, results of operations and liquidity. We expect to utilize the Facility from time to time, and may use the proceeds for general corporate purposes.

CONTRACTUAL OBLIGATIONS

As of March 31, 2021, there have been no material changes in our contractual obligations from December 31, 2020, a description of which may be found in Part II, Item 7. MD&A – Liquidity and Capital Resources – Contractual Obligations in the 2020 Annual Report.

Loss Reserves

Loss reserves relate to our General Insurance companies and represent estimates of future loss and loss adjustment expense payments based on historical loss development payment patterns. Due to the significance of the assumptions used, the payments by period presented above could be materially different from actual required payments. We believe that our General Insurance companies maintain adequate financial resources to meet the actual required payments under these obligations.

Insurance and Investment Contract Liabilities

Insurance and investment contract liabilities, including GIC liabilities, relate to our Life and Retirement companies. These liabilities include various investment-type products with contractually scheduled maturities, including periodic payments. These liabilities also include benefit and claim liabilities, of which a significant portion represents policies and contracts that do not have stated contractual maturity dates and may not result in any future payment obligations. For these policies and contracts (i) we are not currently making payments until the occurrence of an insurable event, such as death or disability, (ii) payments are conditional on survivorship or (iii) payment may occur due to a surrender or other non-scheduled event beyond our control.

We have made significant assumptions to determine the estimated undiscounted cash flows of these contractual policy benefits. These assumptions include mortality, morbidity, future lapse rates, expenses, investment returns and interest crediting rates, offset by expected future deposits and premiums on in-force policies. Due to the significance of the assumptions, the periodic amounts presented could be materially different from actual required payments. The amounts presented in this table are undiscounted and exceed the future policy benefits and policyholder contract deposits included in the Condensed Consolidated Balance Sheets.

We believe that our Life and Retirement companies have adequate financial resources to meet the payments actually required under these obligations. These subsidiaries have substantial liquidity in the form of cash and short-term investments. In addition, our Life and Retirement companies maintain significant levels of investment grade rated fixed maturity securities, including substantial holdings in government and corporate bonds, and could seek to monetize those holdings in the event operating cash flows are insufficient. We expect liquidity needs related to GIC liabilities to be funded through cash flows generated from maturities and sales of invested assets.

Borrowings

Our borrowings exclude those incurred by consolidated investments and include hybrid financial instrument liabilities recorded at fair value. We expect to repay the long-term debt maturities and interest accrued on borrowings by AIG through maturing investments and dispositions of invested assets, future cash flows from operations, cash flows generated from invested assets, future debt or preferred stock issuance and other financing arrangements. Borrowings supported by assets of AIG include various notes and bonds payable as well as GIAs that are supported by cash and investments held by AIG Parent and certain non-insurance subsidiaries for the repayment of those obligations.

OFF-BALANCE SHEET ARRANGEMENTS AND COMMERCIAL COMMITMENTS

As of March 31, 2021, there have been no material changes in our off-balance sheet arrangements and commercial commitments from December 31, 2020, a description of which may be found in Part II, Item 7. MD&A – Liquidity and Capital Resources – Off-Balance Sheet Arrangements and Commercial Commitments in the 2020 Annual Report.

Arrangements with Variable Interest Entities

We enter into various arrangements with variable interest entities (VIEs) in the normal course of business, and we consolidate a VIE when we are the primary beneficiary of the entity.

For a further discussion of our involvement with VIEs see Note 8 to the Condensed Consolidated Financial Statements.

Indemnification Agreements

We are subject to financial guarantees and indemnity arrangements in connection with our sales of businesses. These arrangements may be triggered by declines in asset values, specified business contingencies, the realization of contingent liabilities, litigation developments, or breaches of representations, warranties or covenants provided by us. These arrangements are typically subject to time limitations, defined by contract or by operation of law, such as by prevailing statutes of limitation. Depending on the specific terms of the arrangements, the maximum potential obligation may or may not be subject to contractual limitations.

For additional information regarding our indemnification agreements see Note 11 to the Condensed Consolidated Financial Statements.

We have recorded liabilities for certain of these arrangements where it is possible to estimate them. These liabilities are not material in the aggregate. We are unable to develop a reasonable estimate of the maximum potential payout under some of these arrangements. Overall, we believe the likelihood that we will have to make any material payments under these arrangements is remote.

DEBT

The following table provides the rollforward of AIG's total debt outstanding:

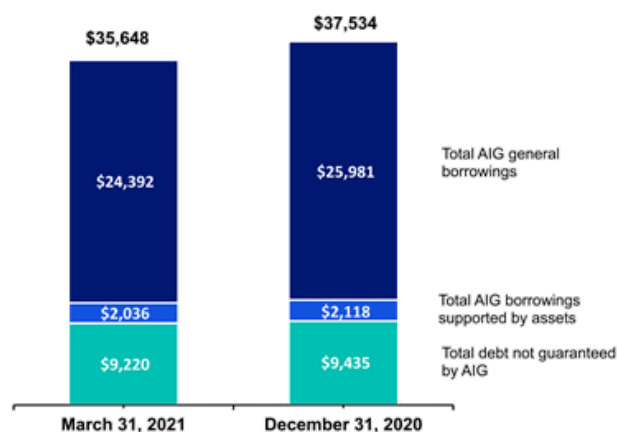
Three Months Ended March 31, 2021 (in millions)	Balance at December 31, 2020	Issuances	Maturities and Repayments	Effect of Foreign Exchange	Other Changes	Balance at March 31, 2021
Debt issued or guaranteed by AIG:						
AIG general borrowings:						
Notes and bonds payable	\$ 23,068	\$ -	\$ (1,500)	\$ (82)	\$ 9	\$ 21,495
Junior subordinated debt	1,561	-	-	(7)	-	1,554
AIG Japan Holdings Kabushiki Kaisha	361	-	-	(8)	-	353
AIGLH notes and bonds payable	282	-	-	-	-	282
AIGLH junior subordinated debt	361	-	-	-	-	361
Validus notes and bonds payable	348	-	-	-	(1)	347
Total AIG general borrowings	25,981	-	(1,500)	(97)	8	24,392
AIG borrowings supported by assets:^(a)						
Series AIGFP matched notes and bonds payable	21	-	-	-	-	21
GIAs, at fair value	2,033	27	(28)	-	(83) ^(b)	1,949
Notes and bonds payable, at fair value	64	-	(4)	-	6 ^(b)	66
Total AIG borrowings supported by assets	2,118	27	(32)	-	(77)	2,036
Total debt issued or guaranteed by AIG	28,099	27	(1,532)	(97)	(69)	26,428
Other subsidiaries' notes, bonds, loans and mortgages payable - not guaranteed by AIG	4	-	-	-	-	4
Total long-term debt	28,103	27	(1,532)	(97)	(69)	26,432
Debt of consolidated investment entities - not guaranteed by AIG ^(c)	9,431	495	(900)	12	178 ^(d)	9,216
Total debt	\$ 37,534	\$ 522	\$ (2,432)	\$ (85)	\$ 109	\$ 35,648

(a) AIG Parent guarantees all such debt, except for Series AIGFP matched notes and bonds payable, which are direct obligations of AIG Parent. Collateral posted to third parties was \$1.5 billion and \$1.4 billion at March 31, 2021 and December 31, 2020, respectively. This collateral primarily consists of securities of the U.S. government and government sponsored entities and generally cannot be repledged or resold by the counterparties.

(b) Primarily represents adjustments to the fair value of debt.

(c) At March 31, 2021, includes debt of consolidated investment entities related to real estate investments of \$3.1 billion, affordable housing partnership investments of \$2.5 billion and other securitization vehicles of \$3.6 billion. At December 31, 2020, includes debt of consolidated investment entities related to real estate investments of \$3.1 billion, affordable housing partnership investments of \$2.3 billion and other securitization vehicles of \$4.0 billion.

(d) Includes the effect of consolidating previously unconsolidated partnerships.

TOTAL DEBT OUTSTANDING*(in millions)***Debt Maturities**

The following table summarizes maturing long-term debt at March 31, 2021 of AIG for the next four quarters:

<i>(in millions)</i>		Second Quarter 2021		Third Quarter 2021		Fourth Quarter 2021		First Quarter 2022		Total
AIG general borrowings	\$	231	\$	-	\$	-	\$	-	\$	231
AIG borrowings supported by assets		69		53		36		-		158
Other subsidiaries' notes, bonds, loans and mortgages payable		1		-		-		1		2
Total	\$	301	\$	53	\$	36	\$	1	\$	391

AIG | First Quarter 2021 Form 10-Q 135

The following table presents maturities of long-term debt (including unamortized original issue discount, hedge accounting valuation adjustments and fair value adjustments, when applicable):

March 31, 2021 (in millions)	Total	Remainder of 2021	2022	2023	Year Ending				
					2024	2025	2026	Thereafter	
Debt issued or guaranteed by AIG:									
AIG general borrowings:									
Notes and bonds payable	\$ 21,495	\$ -	\$ 1,515	\$ 1,676	\$ 998	\$ 2,751	\$ 1,546	\$ 13,009	
Junior subordinated debt	1,554	-	-	-	-	-	-	1,554	
AIG Japan Holdings Kabushiki Kaisha	353	231	-	-	-	122	-	-	
AIGLH notes and bonds payable	282	-	-	-	-	135	-	147	
AIGLH junior subordinated debt	361	-	-	-	-	-	-	361	
Validus notes and bonds payable	347	-	-	-	-	-	-	347	
Total AIG general borrowings	24,392	231	1,515	1,676	998	3,008	1,546	15,418	
AIG borrowings supported by assets:									
Series AIGFP matched notes and bonds payable	21	-	-	-	-	-	-	21	
GIAs, at fair value	1,949	158	52	126	147	576	100	790	
Notes and bonds payable, at fair value	66	-	-	-	-	-	-	66	
Total AIG borrowings supported by assets	2,036	158	52	126	147	576	100	877	
Total debt issued or guaranteed by AIG	26,428	389	1,567	1,802	1,145	3,584	1,646	16,295	
Debt not guaranteed by AIG:									
Other subsidiaries notes, bonds, loans and mortgages payable	4	1	1	2	-	-	-	-	
Total debt not guaranteed by AIG	4	1	1	2	-	-	-	-	
Total*	\$ 26,432	\$ 390	\$ 1,568	\$ 1,804	\$ 1,145	\$ 3,584	\$ 1,646	\$ 16,295	

* Does not reflect \$9.2 billion of notes issued by consolidated investment entities, for which recourse is limited to the assets of the respective investment entities and for which there is no recourse to the general credit of AIG.

CREDIT RATINGS

Credit ratings estimate a company's ability to meet its obligations and may directly affect the cost and availability of financing to that company. The following table presents the credit ratings of AIG and certain of its subsidiaries as of the date of this filing. Figures in parentheses indicate the relative ranking of the ratings within the agency's rating categories; that ranking refers only to the major rating category and not to the modifiers assigned by the rating agencies.

	Short-Term Debt		Senior Long-Term Debt		
	Moody's	S&P	Moody's ^(a)	S&P ^(b)	Fitch ^(c)
American International Group, Inc.	P-2 (2nd of 3)	A-2 (2nd of 8)	Baa 1 (4th of 9) On review for downgrade	BBB+ (4th of 9) CreditWatch Negative	BBB+ (4th of 9) Rating Watch Negative
AIG Financial Products Corp. ^(d)	P-2	A-2	Baa 1 On review for downgrade	BBB+ CreditWatch Negative	

(a) Moody's appends numerical modifiers 1, 2 and 3 to the generic rating categories to show relative position within the rating categories.

(b) S&P ratings may be modified by the addition of a plus or minus sign to show relative standing within the major rating categories.

(c) Fitch Ratings Inc. (Fitch) ratings may be modified by the addition of a plus or minus sign to show relative standing within the major rating categories.

(d) AIG guarantees all obligations of AIG Financial Products Corp.

These credit ratings are current opinions of the rating agencies. They may be changed, suspended or withdrawn at any time by the rating agencies as a result of changes in, or unavailability of, information or based on other circumstances. Ratings may also be withdrawn at our request. *For a discussion of rating agency actions in response to AIG's announced intention to separate its Life and Retirement business from AIG, see Recent Rating Agency Actions below.*

We are party to some agreements that contain "ratings triggers." Depending on the ratings maintained by one or more rating agencies, these triggers could result in (i) the termination or limitation of credit availability or a requirement for accelerated repayment, (ii) the termination of business contracts or (iii) a requirement to post collateral for the benefit of counterparties.

In the event of a downgrade of AIG's long-term senior debt ratings, AIG Financial Products Corp. and related subsidiaries (collectively AIGFP) and certain other AIG entities would be required to post additional collateral under some derivative and other transactions, or certain of the counterparties of AIGFP or of such other AIG entities would be permitted to terminate such transactions early.

The actual amount of collateral that we would be required to post to counterparties in the event of such downgrades, or the aggregate amount of payments that we could be required to make, depends on market conditions, the fair value of outstanding affected transactions and other factors prevailing at the time of the downgrade.

For a discussion of the effects of downgrades in our credit ratings see Note 9 to the Condensed Consolidated Financial Statements and Part I, Item 1A. Risk Factors – Liquidity, Capital and Credit in the 2020 Annual Report.

FINANCIAL STRENGTH RATINGS

Financial Strength ratings estimate an insurance company's ability to pay its obligations under an insurance policy. The following table presents the ratings of our significant insurance subsidiaries as of the date of this filing.

	A.M. Best	S&P	Fitch	Moody's
National Union Fire Insurance Company of Pittsburgh, Pa.	A	A+	A	A2
Lexington Insurance Company	A	A+	A	A2
American Home Assurance Company	A	A+	A	A2
American General Life Insurance Company	A	A+	A+	A2
The Variable Annuity Life Insurance Company	A	A+	A+	A2
United States Life Insurance Company in the City of New York	A	A+	A+	A2
AIG Europe S.A.	NR	A+	NR	A2
American International Group UK Ltd.	A	A+	NR	A2
AIG General Insurance Co. Ltd.	NR	A+	NR	NR
Validus Reinsurance, Ltd.	A	A	NR	A2

These financial strength ratings are current opinions of the rating agencies. They may be changed, suspended or withdrawn at any time by the rating agencies as a result of changes in, or unavailability of, information or based on other circumstances.

For a discussion of the effects of downgrades in our financial strength ratings see Note 9 to the Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q and Part I, Item 1A. Risk Factors – Liquidity, Capital and Credit in the 2020 Annual Report.

RATING AGENCY ACTIONS RELATED TO THE ANNOUNCED SEPARATION OF LIFE AND RETIREMENT

In response to the announcement by AIG on October 26, 2020 of its intention to separate its Life and Retirement business from AIG, the rating agencies in the tables above took the following actions:

- On October 27, 2020, A.M. Best issued a comment stating that its financial strength and issuer credit ratings on AIG and subsidiaries are unchanged as a result of the announcement.
- On October 28, 2020, Fitch placed the credit ratings of AIG on "Rating Watch Negative." Fitch also affirmed the financial strength ratings and outlooks on AIG's insurance subsidiaries.
- On October 28, 2020, Moody's placed the debt ratings of AIG on review for downgrade. Moody's also affirmed the financial strength ratings and outlooks on AIG's insurance subsidiaries.
- On October 27, 2020, S&P placed the credit ratings of AIG and the financial strength ratings of most of the General Insurance subsidiaries on CreditWatch with negative implications. S&P also placed the financial strength ratings of the Life and Retirement subsidiaries on CreditWatch with developing implications.

REGULATION AND SUPERVISION

For a discussion of our regulation and supervision by different regulatory authorities in the United States and abroad, including with respect to our liquidity and capital resources see Part I, Item 1. Business – Regulation and Part I, Item 1A. Risk Factors – Regulation in the 2020 Annual Report, and Regulatory Environment below in this MD&A.

DIVIDENDS

On February 16, 2021, our Board of Directors declared a cash dividend on AIG Common Stock of \$0.32 per share, payable on March 30, 2021 to shareholders of record on March 16, 2021. On May 6, 2021, our Board of Directors declared a cash dividend on AIG Common Stock of \$0.32 per share, payable on June 29, 2021 to shareholders of record on June 15, 2021.

On February 16, 2021, our Board of Directors declared a cash dividend on AIG's Series A Preferred Stock of \$365.625 per share, payable on March 15, 2021 to holders of record on February 26, 2021. On May 6, 2021, our Board of Directors declared a cash dividend on AIG's Series A Preferred Stock of \$365.625 per share, payable on June 15, 2021 to holders of record on May 31, 2021.

The payment of any future dividends will be at the discretion of our Board of Directors and will depend on various factors, as discussed further in Note 12 to the Condensed Consolidated Financial Statements.

REPURCHASES OF AIG COMMON STOCK

Our Board of Directors has authorized the repurchase of shares of AIG Common Stock through a series of actions. As of May 6, 2021, \$1.1 billion remained under the authorization.

During the first quarter of 2021, we repurchased approximately 8 million shares of AIG Common Stock for an aggregate purchase price of \$362 million pursuant to Exchange Act Rule 10b5-1 repurchase plans. From April 1, 2021 to May 6, 2021, we repurchased approximately one million shares of AIG Common Stock for an aggregate purchase price of approximately \$65 million pursuant to an Exchange Act Rule 10b5-1 plan.

Shares may be repurchased from time to time in the open market, private purchases, through forward, derivative, accelerated repurchase or automatic repurchase transactions or otherwise. Certain of our share repurchases have been and may from time to time be effected through the Exchange Act Rule 10b5-1 repurchase plans. The timing of any future share repurchases will depend on market conditions, our business and strategic plans, financial condition, results of operations, liquidity and other factors, as discussed further in Note 12 to the Condensed Consolidated Financial Statements.

DIVIDEND RESTRICTIONS

Payments of dividends to AIG by its insurance subsidiaries are subject to certain restrictions imposed by regulatory authorities.

For a discussion of restrictions on payments of dividends by our subsidiaries see Note 19 to the Consolidated Financial Statements in the 2020 Annual Report.

Enterprise Risk Management

Risk management includes the identification and measurement of various forms of risk, the establishment of risk thresholds and the creation of processes intended to maintain risks within these thresholds while optimizing returns. We consider risk management an integral part of managing our core businesses and a key element of our approach to corporate governance.

OVERVIEW

We have an integrated process for managing risks throughout our organization in accordance with our firm-wide risk appetite. Our Board of Directors has oversight responsibility for the management of risk. Our Enterprise Risk Management Department supervises and integrates the risk management functions in each of our business units, providing senior management with a consolidated view of AIG's major risk positions. Within each business unit, senior leaders and executives approve targeted risk tolerances within the framework provided by ERM. ERM supports our businesses and management by embedding risk management in our key day-to-day business processes and in identifying, assessing, quantifying, monitoring, reporting, and mitigating the risks taken by our businesses and AIG overall. Nevertheless, our risk management efforts may not always be successful and material adverse effects on our business, results of operations, cash flows, liquidity or financial condition may occur.

AIG employs a Three Lines of Defense model. AIG's business leaders assume full accountability for the risks and controls in their operating units, and ERM performs a review, challenge and oversight function. The third line consists of our Internal Audit Group that provides independent assurance for AIG's Board.

For a further discussion of AIG's risk management program see Part II, Item 7. MD&A — Enterprise Risk Management in the 2020 Annual Report.

As of March 31, 2021, there have been no material changes in our economic exposure to market risk from December 31, 2020, a description of which may be found in Part II, Item 7A. "Quantitative and Qualitative Disclosures about Market Risk," in the 2020 Annual Report. *See Part I, Item 1A. Risk Factors in the 2020 Annual Report on how difficult conditions in the financial markets and the economy generally may materially adversely affect our business and results of our operations.*

Regulatory Environment

OVERVIEW

Our operations around the world are subject to regulation by many different types of regulatory authorities, including insurance, securities, derivatives, investment advisory and thrift regulators in the United States and abroad. The insurance and financial services industries are generally subject to close regulatory scrutiny and supervision.

Our insurance subsidiaries are subject to regulation and supervision by the states and jurisdictions in which they do business. We expect that the domestic and international regulations applicable to us and our regulated entities will continue to evolve for the foreseeable future.

In particular, significant legislative and regulatory activity has occurred at both the U.S. federal and state levels, as well as globally, in response to COVID-19 and its impact on insurance consumers. For example, many jurisdictions have issued regulations and guidance advising or requiring insurers to offer accommodations to policyholders adversely impacted by COVID-19, including requirements to defer payment of, or refund, premiums, postpone policy lapses, and have sought information and data from insurers on a number of topics, including operational preparedness, policyholder data, claims data, and other matters. While some of these legislative and regulatory initiatives have expired, a resurgence of the COVID-19 virus may lead to a renewal of those initiatives. A number of U.S. states have also passed legislation or issued other guidance that creates a presumption of coverage under workers' compensation insurance for certain people impacted by COVID-19. In most cases, the presumption applies to first responders and medical professionals, but some states apply the scope of the presumption more broadly, and efforts are underway in other states to further expand the scope of the presumption. Members of the U.S. Congress have held discussions and sought information with respect to business interruption, travel and other insurance lines impacted by the COVID-19 crisis and legislators both in the U.S. and overseas are discussing a number of potential loss-sharing programs, some of which contemplate participation by insurers, including a proposed pandemic risk insurance bill relating to business interruption and event cancellation insurance. In the EU and UK, insurance regulators issued guidance in 2020 for insurance groups subject to their jurisdiction to carefully consider the prudential impact of dividend payments and share buybacks for the benefit of shareholders, and variable remuneration policies such as cash bonuses. In the UK, the Prudential Regulation Authority announced in December 2020 that they would not be extending these recommendations into 2021. In the EU, the European Insurance and Occupational Pensions Authority and the Luxembourg Commissariat aux Assurances guidance requiring disclosure to national regulators in advance of dividends being paid remain in place until September 2021. We cannot predict what form any further legal and regulatory responses to concerns about COVID-19 and related public health issues will take, or how such responses will impact our business. We continue to actively monitor these developments and to cooperate fully with all government and regulatory authorities as they further develop their responses.

In addition to the information set forth in this Quarterly Report on Form 10-Q, our regulatory status is also discussed in the 2020 Annual Report, Part I, Item 1A. Risk Factors – Market Conditions – COVID-19 is adversely affecting, and is expected to continue to adversely affect, our global business, financial condition and results of operations, and its ultimate impact will depend on future developments that are uncertain and cannot be predicted, including the scope, severity and duration of the crisis, and the governmental, legislative and regulatory actions taken and court decisions rendered in response thereto.

Glossary

Accident year The annual calendar accounting period in which loss events occurred, regardless of when the losses are actually reported, booked or paid.

Accident year combined ratio, as adjusted The combined ratio excluding catastrophe losses and related reinstatement premiums, prior year development, net of premium adjustments, and the impact of reserve discounting.

Accident year loss ratio, as adjusted The loss ratio excluding catastrophe losses and related reinstatement premiums, prior year development, net of premium adjustments, and the impact of reserve discounting.

Acquisition ratio Acquisition costs divided by net premiums earned. Acquisition costs are those costs incurred to acquire new and renewal insurance contracts and also include the amortization of VOBA and DAC. Acquisition costs vary with sales and include, but are not limited to, commissions, premium taxes, direct marketing costs and certain costs of personnel engaged in sales support activities such as underwriting.

Additional premium represents a premium on an insurance policy over and above the initial premium imposed at the beginning of the policy. An additional premium may be assessed if the insured's risk is found to have increased significantly.

Adjusted revenues exclude Net realized capital gains (losses), income from non-operating litigation settlements (included in Other income for GAAP purposes) and changes in fair value of securities used to hedge guaranteed living benefits (included in Net investment income for GAAP purposes). Adjusted revenues is a GAAP measure for our segments.

Assets under administration include assets under management and Retail Mutual Funds and Group Retirement mutual fund assets that we sell or administer.

Assets under management include assets in the general and separate accounts of our subsidiaries that support liabilities and surplus related to our life and annuity insurance products and the notional value of stable value wrap contracts.

Attritional losses are losses recorded in the current accident year, which are not catastrophe losses.

Base Spread Net investment income excluding income from alternative investments and other enhancements, less interest credited excluding amortization of sales inducement assets.

Base Yield Net investment income excluding income from alternative investments and other enhancements, as a percentage of average base invested asset portfolio, which excludes alternative investments, other bond securities and certain other investments for which the fair value option has been elected.

Book value per common share, excluding accumulated other comprehensive income (AOCI) adjusted for the cumulative unrealized gains and losses related to Fortitude Re funds withheld assets and deferred tax assets (DTA) (Adjusted book value per common share) is a non-GAAP measure and is used to show the amount of our net worth on a per-common share basis. Adjusted book value per common share is derived by dividing total AIG common shareholders' equity, excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re funds withheld assets and DTA (Adjusted Common Shareholders' Equity), by total common shares outstanding.

Casualty insurance Insurance that is primarily associated with the losses caused by injuries to third persons, i.e., not the insured, and the legal liability imposed on the insured as a result.

Combined ratio Sum of the loss ratio and the acquisition and general operating expense ratios.

CSA Credit Support Annex A legal document generally associated with an ISDA Master Agreement that provides for collateral postings which could vary depending on ratings and threshold levels.

Credit Valuation Adjustment (CVA)/Non-Performance Risk Adjustment (NPA) The CVA/NPA adjusts the valuation of derivatives to account for nonperformance risk of our counterparty with respect to all net derivative assets positions. Also, the CVA/NPA reflects the fair value movement in AIGFP's asset portfolio that is attributable to credit movements only, without the impact of other market factors such as interest rates and foreign exchange rates. Finally, the CVA/NPA also accounts for our own credit risk in the fair value measurement of all derivative net liability positions and liabilities where AIG has elected the fair value option, when appropriate.

DAC Deferred Policy Acquisition Costs Deferred costs that are incremental and directly related to the successful acquisition of new business or renewal of existing business.

DAC Related to Unrealized Appreciation (Depreciation) of Investments An adjustment to DAC and Reserves for investment-oriented products, equal to the change in DAC and unearned revenue amortization that would have been recorded if fixed maturity securities available for sale and also, prior to 2018, equity securities at fair value had been sold at their stated aggregate fair value and the proceeds reinvested at current yields. An adjustment to benefit reserves for investment-oriented products is also recognized to reflect the application of the benefit ratio to the accumulated assessments that would have been recorded if fixed maturity securities available for sale and also, prior to 2018, equity securities at fair value had been sold at their stated aggregate fair value and the proceeds reinvested at current yields (collectively referred to as shadow Investment-Oriented Adjustments).

For long-duration traditional products, significant unrealized appreciation of investments in a sustained low interest rate environment may cause additional future policy benefit liabilities to be recorded (shadow loss reserves).

Deferred Gain on Retroactive Reinsurance Retroactive reinsurance is a reinsurance contract in which an assuming entity agrees to reimburse a ceding entity for liabilities incurred as a result of past insurable events. If the amount of premium paid by the ceding reinsurer is less than the related ceded loss reserves, the resulting gain is deferred and amortized over the settlement period of the reserves. Any related development on the ceded loss reserves recoverable under the contract would increase the deferred gain if unfavorable, or decrease the deferred gain if favorable.

Expense ratio Sum of acquisition expenses and general operating expenses, divided by net premiums earned.

General operating expense ratio General operating expenses divided by net premiums earned. General operating expenses are those costs that are generally attributed to the support infrastructure of the organization and include but are not limited to personnel costs, projects and bad debt expenses. General operating expenses exclude losses and loss adjustment expenses incurred, acquisition expenses, and investment expenses.

GIC/GIA *Guaranteed Investment Contract/Guaranteed Investment Agreement* A contract whereby the seller provides a guaranteed repayment of principal and a fixed or floating interest rate for a predetermined period of time.

IBNR *Incurred But Not Reported* Estimates of claims that have been incurred but not reported to us.

ISDA Master Agreement An agreement between two counterparties, which may have multiple derivative transactions with each other governed by such agreement, that generally provides for the net settlement of all or a specified group of these derivative transactions, as well as pledged collateral, through a single payment, in a single currency, in the event of a default on, or affecting any, one derivative transaction or a termination event affecting all, or a specified group of, derivative transactions.

LAE *Loss Adjustment Expenses* The expenses directly attributed to settling and paying claims of insureds and include, but are not limited to, legal fees, adjuster's fees and the portion of general expenses allocated to claim settlement costs.

Loan-to-Value Ratio Principal amount of loan amount divided by appraised value of collateral securing the loan.

Loss Ratio Losses and loss adjustment expenses incurred divided by net premiums earned.

Loss reserve development The increase or decrease in incurred losses and loss adjustment expenses related to prior years as a result of the re-estimation of loss reserves at successive valuation dates for a given group of claims.

Loss reserves Liability for unpaid losses and loss adjustment expenses. The estimated ultimate cost of settling claims relating to insured events that have occurred on or before the balance sheet date, whether or not reported to the insurer at that date.

Master netting agreement An agreement between two counterparties who have multiple derivative contracts with each other that provides for the net settlement of all contracts covered by such agreement, as well as pledged collateral, through a single payment, in a single currency, in the event of default on or upon termination of any one such contract.

Natural catastrophe losses are generally weather or seismic events having a net impact on AIG in excess of \$10 million each and man-made catastrophe losses, such as terrorism and civil disorders that exceed the \$10 million threshold.

Net premiums written represent the sales of an insurer, adjusted for reinsurance premiums assumed and ceded, during a given period. Net premiums earned are the revenue of an insurer for covering risk during a given period. Net premiums written are a measure of performance for a sales period, while net premiums earned are a measure of performance for a coverage period.

Noncontrolling interests The portion of equity ownership in a consolidated subsidiary not attributable to the controlling parent company.

Policy fees An amount added to a policy premium, or deducted from a policy cash value or contract holder account, to reflect the cost of issuing a policy, establishing the required records, sending premium notices and other related expenses.

Pool A reinsurance arrangement whereby all of the underwriting results of the pool members are combined and then shared by each member in accordance with its pool participation percentage.

Premiums and deposits – Life and Retirement includes direct and assumed amounts received and earned on traditional life insurance policies, group benefit policies and life-contingent payout annuities, as well as deposits received on universal life, investment-type annuity contracts, FHLB funding agreements and mutual funds.

Prior year development See *Loss reserve development*.

RBC *Risk-Based Capital* A formula designed to measure the adequacy of an insurer's statutory surplus compared to the risks inherent in its business.

Reinstatement premiums Additional premiums payable to reinsurers or receivable from insurers to restore coverage limits that have been reduced or exhausted as a result of reinsured losses under certain excess of loss reinsurance contracts.

Reinsurance The practice whereby one insurer, the reinsurer, in consideration of a premium paid to that insurer, agrees to indemnify another insurer, the ceding company, for part or all of the liability of the ceding company under one or more policies or contracts of insurance which it has issued.

Retroactive Reinsurance See *Deferred Gain on Retroactive Reinsurance*.

Return on common equity – Adjusted after-tax income excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re funds withheld assets and DTA (Adjusted return on common equity) is a non-GAAP measure and is used to show the rate of return on common shareholders' equity. Adjusted return on common equity is derived by dividing actual or annualized adjusted after-tax income attributable to AIG common shareholders by average Adjusted Common Shareholders' Equity.

Return premium represents amounts given back to the insured in the case of a cancellation, an adjustment to the rate or an overpayment of an advance premium.

SIA *Sales Inducement Asset* Represents enhanced crediting rates or bonus payments to contract holders on certain annuity and investment contract products that meet the criteria to be deferred and amortized over the life of the contract.

Solvency II Legislation in the European Union which reforms the insurance industry's solvency framework, including minimum capital and solvency requirements, governance requirements, risk management and public reporting standards. The Solvency II Directive (2009/138/EEC) was adopted on November 25, 2009 and became effective on January 1, 2016.

Subrogation The amount of recovery for claims we have paid our policyholders, generally from a negligent third party or such party's insurer.

Surrender charge A charge levied against an investor for the early withdrawal of funds from a life insurance or annuity contract, or for the cancellation of the agreement.

Surrender rate represents annualized surrenders and withdrawals as a percentage of average reserves and Group Retirement mutual fund assets under administration.

Unearned premium reserve Liabilities established by insurers and reinsurers to reflect unearned premiums, which are usually refundable to policyholders if an insurance or reinsurance contract is canceled prior to expiration of the contract term.

VOBA *Value of Business Acquired* Present value of projected future gross profits from in-force policies of acquired businesses.

Acronyms

A&H Accident and Health Insurance

ABS Asset-Backed Securities

AUM Assets Under Management

APTI Adjusted pre-tax income

CDO Collateralized Debt Obligations

CDS Credit Default Swap

CMA Capital Maintenance Agreement

CMBS Commercial Mortgage-Backed Securities

EGPs Estimated Gross Profits

FASB Financial Accounting Standards Board

FRBNY Federal Reserve Bank of New York

GAAP Accounting Principles Generally Accepted in the United States of America

GMDB Guaranteed Minimum Death Benefits

GMWB Guaranteed Minimum Withdrawal Benefits

ISDA International Swaps and Derivatives Association, Inc.

Moody's Moody's Investors' Service Inc.

NAIC National Association of Insurance Commissioners

NM Not Meaningful

ORR Obligor Risk Ratings

OTC Over-the-Counter

OTTI Other-Than-Temporary Impairment

RMBS Residential Mortgage-Backed Securities

S&P Standard & Poor's Financial Services LLC

SEC Securities and Exchange Commission

URR Unearned Revenue Reserve

VIE Variable Interest Entity

ITEM 3 | Quantitative and Qualitative Disclosures About Market Risk

Included in Part I, Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations – Enterprise Risk Management.

ITEM 4 | Controls and Procedures

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed or submitted under the Securities Exchange Act of 1934, as amended (the Exchange Act), is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures. In connection with the preparation of this Quarterly Report on Form 10-Q, an evaluation was carried out by American International Group, Inc. (AIG) management, with the participation of AIG's Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of March 31, 2021. Based on this evaluation, AIG's Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of March 31, 2021.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There have been no changes in our internal control over financial reporting (as defined in Rule 13a-15(f)) that have occurred during the quarter ended March 31, 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II – Other Information

ITEM 1 | Legal Proceedings

For a discussion of legal proceedings see Note 11 to the Condensed Consolidated Financial Statements, which is incorporated herein by reference.

ITEM 1A | Risk Factors

In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the risk factors discussed in Part I, Item 1A. Risk Factors in the 2020 Annual Report.

ITEM 2 | Unregistered Sales of Equity Securities and Use of Proceeds

Period	Total Number of Shares Repurchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in millions)
January 1 – 31	2,193,888	\$ 41.95	2,193,888	\$ 1,408
February 1 – 28	634,614	44.59	634,614	1,380
March 1 – 31	5,203,669	46.50	5,203,669	1,138
Total	8,032,171	\$ 45.10	8,032,171	\$ 1,138

On February 13, 2019, our Board of Directors authorized an additional increase to its previous repurchase authorization of AIG Common Stock, par value \$2.50 per share (AIG Common Stock) of \$1.5 billion.

During the first quarter of 2021, we repurchased approximately 8 million shares of AIG Common Stock for an aggregate purchase price of \$362 million pursuant to Exchange Act Rule 10b5-1 repurchase plans. Approximately \$92 million of these share repurchases were funded with proceeds received from warrant exercises that occurred prior to the January 19, 2021 expiration of warrants to purchase shares of AIG Common Stock.

As of March 31, 2021, approximately \$1.1 billion remained under the authorization. From April 1, 2021 to May 6, 2021, we repurchased approximately one million shares of AIG Common Stock for an aggregate purchase price of approximately \$65 million pursuant to an Exchange Act Rule 10b5-1 plan. Shares may be repurchased from time to time in the open market, private purchases, through forward, derivative, accelerated repurchase or automatic repurchase transactions or otherwise. Certain of our share repurchases have been and may from time to time be effected through Exchange Act Rule 10b5-1 repurchase plans. The timing of any future share repurchases will depend on market conditions, our business and strategic plans, financial condition, results of operations, liquidity and other factors. The repurchase of AIG Common Stock is also subject to the terms of AIG's Series A 5.85% Non-Cumulative Preferred Stock (Series A Preferred Stock), pursuant to which AIG may not (other than in limited circumstances) purchase, redeem or otherwise acquire AIG Common Stock unless the full dividends for the latest completed dividend period on all outstanding shares of Series A Preferred Stock have been declared and paid or provided for.

ITEM 4 | Mine Safety Disclosures

Not applicable.

ITEM 6 | Exhibits

Exhibit Index

Exhibit Number	Description	Location
10	(1) AIG 2012 Executive Severance Plan (as amended and restated February 2021)* (2) AIG Long Term Incentive Plan (as amended and restated February 2021)* (3) AIG Non-Qualified Retirement Income Plan (as amended and restated February 2021)* (4) Letter Agreement, dated February 11, 2021, between AIG and Peter S. Zaffino* (5) Letter Agreement, dated February 11, 2021, between AIG and Brian Duperreault* (6) AIG Long Term Incentive Plan (as amended and restated April 2021)* (7) AIG Long Term Incentive Plan Form of Award Agreement*	Incorporated by reference to Exhibit 10.35 to AIG's Annual Report on Form 10-K, filed with the SEC on February 19, 2021 (File No. 1-8787). Incorporated by reference to Exhibit 10.36 to AIG's Annual Report on Form 10-K, filed with the SEC on February 19, 2021 (File No. 1-8787). Incorporated by reference to Exhibit 10.37 to AIG's Annual Report on Form 10-K, filed with the SEC on February 19, 2021 (File No. 1-8787). Incorporated by reference to Exhibit 10.38 to AIG's Annual Report on Form 10-K, filed with the SEC on February 19, 2021 (File No. 1-8787). Incorporated by reference to Exhibit 10.39 to AIG's Annual Report on Form 10-K, filed with the SEC on February 19, 2021 (File No. 1-8787). Filed herewith. Filed herewith.
31	Rule 13a-14(a)/15d-14(a) Certifications	Filed herewith.
32	Section 1350 Certifications**	Filed herewith.
101	Interactive data files pursuant to Rule 405 of Regulation S-T formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheets as of March 31, 2021 and December 31, 2020, (ii) the Condensed Consolidated Statements of Income for the three and three months ended March 31, 2021 and 2020, (iii) the Condensed Consolidated Statements of Equity for the three and three months ended March 31, 2021 and 2020, (iv) the Condensed Consolidated Statements of Cash Flows for the three months ended March 31, 2021 and 2020, (v) the Condensed Consolidated Statements of Comprehensive Income for the three and three months ended March 31, 2021 and 2020 and (vi) the Notes to the Condensed Consolidated Financial Statements	Filed herewith.
104	Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101)	Filed herewith.

* This exhibit is a management contract or compensatory arrangement.

** This information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMERICAN INTERNATIONAL GROUP, INC.

(Registrant)

/S/ MARK D. LYONS

Mark D. Lyons

Executive Vice President and

Chief Financial Officer

(Principal Financial Officer)

/S/ ELIAS F. HABAYEB

Elias F. Habayeb

Senior Vice President

Deputy Chief Financial Officer and

Chief Accounting Officer, AIG and

Chief Financial Officer, General Insurance

(Principal Accounting Officer)

Dated: May 7, 2021

AMERICAN INTERNATIONAL GROUP, INC.
LONG TERM INCENTIVE PLAN
(as amended and restated April 9, 2021)

1. Purpose; Definitions

This American International Group, Inc. Long Term Incentive Plan (this “**Plan**”) is designed to provide selected officers and key employees of American International Group, Inc. (“**AIG**” and together with its consolidated subsidiaries, determined in accordance with U.S. generally accepted accounting principles, the “**Company**”) with incentives to contribute to the long-term performance of AIG in a manner that appropriately balances risk and rewards.

Awards under this Plan are issued under the American International Group, Inc. 2013 Omnibus Incentive Plan (as amended from time to time or any successor stock incentive plan, the “**Omnibus Plan**”), the terms of which are incorporated in this Plan. Capitalized terms used in this Plan but not otherwise defined in this Plan or in the attached Glossary of Terms in Annex A have the meaning ascribed to them in the Omnibus Plan.

2. Performance Period

Awards (as defined below) will be earned over a three-year performance period (a “**Performance Period**”), unless the Compensation and Management Resources Committee of the Board of Directors of AIG (including any successor, the “**Committee**”) determines a different period is appropriate for some or all Participants as set forth in the applicable award agreement.

3. Awards and Participants

A. Awards. Awards issued under this Plan (“**Awards**”) may consist of performance share units (“**PSUs**”), restricted stock units (“**RSUs**”), stock options (“**Options**”), or a combination of PSUs, RSUs and Options, as the Committee may determine from time to time. PSUs provide holders with the opportunity to earn shares of Common Stock (“**Shares**”) based on achievement of performance criteria during the Performance Period. RSUs provide holders with the opportunity to earn Shares based on continued Employment throughout the Performance Period. Options provide holders with the right to purchase Shares based on achievement of performance criteria during, or continued Employment throughout, the Performance Period, or a combination thereof. PSUs, RSUs and Options will be subject to the terms and conditions of the Omnibus Plan, this Plan and the applicable award agreement, and will be issued only to the extent permissible under relevant laws, regulatory restrictions and agreements applicable to the Company. In addition to the preceding, the Committee may establish another form of Award to the extent it determines appropriate for some or all Participants (as defined below).

B. Participants. The Committee will from time to time determine (1) the officers and key employees of the Company who will receive Awards (the “**Participants**”) and (2) the number and type of Awards issued to each Participant. No Award to a Participant shall in any way obligate the Committee to (or imply that the Committee will) provide a similar Award (or any Award) to the Participant in the future.

C. Status of Awards. Each PSU and RSU constitutes an unfunded and unsecured promise of AIG to deliver (or cause to be delivered) one (1) Share (or, at the election of AIG, cash equal to the Fair Market Value thereof) as provided in Section 5.B. Until such delivery, a holder of PSUs or RSUs will have only the rights of a general unsecured creditor and no rights as a shareholder of AIG. Each Option represents a right to purchase one (1) Share, subject to the terms and conditions set forth in the applicable award agreement.

D. Award Agreements. Each Award granted under the Plan shall be evidenced by an award agreement that shall contain such provisions and conditions as the Committee deems appropriate; *provided that*, except as otherwise expressly provided in an award agreement, if there is any conflict between any provision of this Plan and an award agreement, the provisions of this Plan shall govern. By accepting an Award pursuant to this Plan, a Participant thereby agrees that the Award shall be subject to all of the terms and provisions of this Plan, the Omnibus Plan and the applicable award agreement. Awards shall be accepted by a Participant signing the applicable award agreement, and returning it to the Company. Failure by a Participant to do so within ninety (90) days from the date of the award agreement shall give the Company the right to rescind the Award.

4. Performance Measures for PSUs; Earned PSUs

A. Target PSUs. For an Award of PSUs, a Participant's award agreement will set forth a target number of PSUs as determined by the Committee (the "**Target PSUs**").

B. Performance Measures. The number of PSUs earned for any Performance Period will be based on one or more performance measures established by the Committee in its sole discretion with respect to such Performance Period (collectively, the "**Performance Measures**"). For each Performance Measure with respect to a Performance Period, the Committee will establish a Threshold, Target and Maximum achievement level and the weighting afforded to each such Performance Measure. The Committee may also establish gating metrics that must be satisfied before Performance Measures are applied to assess the number of PSUs that are earned.

C. Performance Results. At the end of the Performance Period, the Committee will assess performance against each Performance Measure and determine the Earned Percentage (as detailed below) for each such Performance Measure as follows, subject to the terms and conditions of this Plan and unless determined otherwise by the Committee:

Performance	Earned Percentage
Performance less than Threshold	0%
Performance at Threshold	50%
Performance at Target	100%
Performance at or above Maximum	200%

The Earned Percentage for performance between Threshold and Target and between Target and Maximum will be determined on a straight-line basis, unless determined otherwise by the Committee.

D. Earned PSUs. The number of PSUs earned for the Performance Period (the “**Earned PSUs**”) will equal the sum of the PSUs earned for each Performance Measure, calculated as follows, unless determined otherwise by the Committee:

$$\begin{array}{ccccccc} \text{PSUs earned} & & & & & & \\ \text{for a} & & & & & & \\ \text{Performance} & = & \text{Target} & \times & \text{Earned} & \times & \text{Weighting of} \\ \text{Measure} & & \text{PSUs} & & \text{Percentage} & & \text{Performance} \\ & & & & & & \text{Measure} \end{array}$$

For the avoidance of doubt, the Committee retains discretion to reduce any Earned PSU Award to zero.

5. and Delivery

A. Vesting of Earned Awards. Except as provided in Section 6, and subject to the other terms and conditions of this Plan and the applicable award agreement, Earned PSUs, RSUs and Options will vest on the date(s) and/or event(s) specified in the applicable award agreement (each, a “**Scheduled Vesting Date**”). Unless otherwise set forth in the applicable award agreement, RSUs and Options will be earned based solely on the Participant’s continued Employment through the end of the Performance Period.

B. Delivery of Earned PSUs and RSUs. Except as provided in Section 6, AIG will deliver (or cause to be delivered) to the Participant Shares (or, at the election of AIG, cash equal to the Fair Market Value thereof) in respect of any Earned PSUs, RSUs, or portion thereof, as promptly as administratively practicable following the applicable Scheduled Vesting Date. Subject to Section 6, a Participant must be Employed on the applicable Scheduled Vesting Date in order to be entitled to receive a delivery of any portion of the Earned PSUs and RSUs.

C. Dividend Equivalents for PSUs and RSUs. In respect of Awards of PSUs or RSUs, unless otherwise set forth in the applicable award agreement, in the event that any cash dividend is declared on Shares with a record date that occurs during the Dividend Equivalent Period (as defined below), the Participant will accrue, with respect to each RSU and PSU awarded to the Participant, a dividend equivalent in the form of cash at the time such cash dividend is paid to AIG’s shareholders. Each dividend equivalent will constitute an unfunded and unsecured promise of AIG to pay cash with respect to each RSU and Earned PSU in accordance with the Plan, and will vest and be settled or paid at the same time, and subject to the same terms and conditions (including, for PSUs, increase or decrease based on achievement of performance criteria in accordance with Section 4 above), as the PSU or RSUs on which such dividend equivalent accrued. “**Dividend Equivalent Period**” means the period commencing on the date on which PSUs or RSUs were awarded to the Participant and ending on the last day on which Shares (or cash) are delivered to the Participant with respect to the Earned PSUs or RSUs.

D. Exercise and Expiration of Options. Vested Options may be exercised in accordance with procedures set forth in Section 2.3.5 of the Omnibus Plan, including procedures established by the Company. Stock Options that are not vested may not be exercised. Pursuant to Section 2.3.4 of the Omnibus Plan, in no event will any Option be exercisable after the expiration of ten (10) years from the date on which the Option is granted (but the applicable award agreement may provide for an earlier expiration date).

6. Vesting and Payout Upon Termination of Employment and Corporate Events

Except as otherwise provided in the applicable award agreement:

A. Termination Generally. Except as otherwise provided in this Section 6, if a Participant's Employment is Terminated for any reason, then (i) any unvested Awards, or parts thereof, shall immediately terminate and be forfeited, and (ii) any vested Options will remain exercisable as set forth in the applicable award agreement (but in no case later than the expiration date for such Options specified in the applicable award agreement), *provided that* in the case of a Participant's Termination for Cause, all Options (whether vested or unvested) will immediately terminate and be forfeited.

B. Involuntary Termination, Retirement or Disability. Subject to Section 6.F, in the case of a Participant's involuntary Termination without Cause, Retirement or Disability:

(1) the Participant's outstanding PSUs and RSUs will immediately vest and the Shares (or cash) corresponding to the Earned PSUs (based on the performance for the whole Performance Period) or RSUs, as applicable, will be delivered to the Participant on the dates that the applicable Award would otherwise have been delivered if the Participant had continued to remain Employed; and

(2) (i) any vested Options will remain exercisable, (ii) any unvested time-vesting Options will be deemed to have attained their respective time-vesting requirements, and (iii) any unvested performance-vesting Options will (a) be deemed to have attained their respective time-vesting requirements, if any, and (b) to the extent any performance-vesting requirements have not been achieved, continue to be eligible to vest in accordance with their respective performance-vesting terms. In the event of an Involuntary Termination or Disability, the Options that are or become vested pursuant to this paragraph (2) shall remain exercisable as set forth in the applicable award agreement, *provided, however*, in the event of a Retirement, all Options that are or become vested pursuant to this paragraph (2) will remain exercisable for the remainder of the term of such Options set forth in the applicable award agreement for such Options. No Options will remain exercisable beyond the expiration date for such Options as specified in the applicable award agreement;

For the avoidance of doubt, an involuntary Termination without Cause as provided in this Section 6.B shall not include a resignation that a Participant may assert was a constructive discharge.

C. Death.

(1) *PSUs.* For outstanding Awards of PSUs, (i) in the case of a Participant's death during a Performance Period or following a Performance Period but prior to the Committee's adjudication of performance under Section 4.C, the Participant's PSU Award will immediately vest and the Shares (or cash) corresponding to the Target PSUs will be delivered to the Participant's estate as soon as practicable but in no event later than the end of the calendar year or, if later, within two (2) and one-half (1/2) months following the date of death and (ii) in the case of a Participant's death following the Committee's adjudication of performance for a Performance Period under Section 4.C, the Participant's PSU Award will immediately vest and the Shares (or cash) corresponding to the Earned PSUs (based on performance for the whole Performance Period) will be delivered to the Participant's estate as soon as practicable but in no event later than the end of the calendar year or, if later, within two (2) and one-half (1/2) months following the date of death.

(2) *RSUs.* For outstanding Awards of RSUs, in the case of a Participant's death, the Participant's outstanding unvested RSUs will immediately vest and the Shares (or cash) corresponding to the RSUs will be delivered to the Participant's estate as soon as practicable but in no event later than the end of the calendar year or, if later, within two (2) and one-half (1/2) months following the date of death.

(3) *Options.* For outstanding Awards of Options, in the case of a Participant's death, (i) any vested Options will remain exercisable as set forth in the applicable award agreement, (ii) any unvested time-vesting Options will be deemed to have attained their respective time-vesting requirements and remain exercisable as set forth in the applicable award agreement and (iii) any unvested performance-vesting Options will (a) be deemed to have attained their respective time-vesting requirements, if any, (b) to the extent any performance-vesting requirements have not been achieved, continue to be eligible to vest in accordance with their respective performance-vesting terms and (c) be exercisable as set forth in the applicable award agreement; *provided that* no Options will remain exercisable beyond the expiration date for such Options as specified in the applicable award agreement.

D. Change in Control.

(1) *PSUs.* For outstanding Awards of PSUs, in the case of a Change in Control during a Performance Period and the Participant's involuntary Termination without Cause or resignation for Good Reason within twenty-four (24) months following such Change in Control, the Participant shall receive Shares (or cash) corresponding to the Target PSUs, unless the Committee determines to use actual performance through the date of the Change in Control, and such Shares (or cash) will immediately vest. In the case of a Change in Control following a Performance Period and the Participant's involuntary Termination without Cause or resignation for Good Reason within twenty-four (24) months following such Change in Control, the Participant shall receive Shares (or cash) corresponding to the Earned PSUs (based on performance for the whole Performance Period), and such Shares (or cash) will immediately vest. Any such amounts representing vested PSUs will be delivered by the end of the calendar year or, if later, within two (2) and one-half (1/2) months following the Participant's separation from service, *provided that* no delivery will be delayed as a result of the Change in Control.

(2) *RSUs.* For outstanding Awards of RSUs, in the case of a Change in Control and the Participant's involuntary Termination without Cause or resignation for Good Reason within twenty-four (24) months following such Change in Control, a Participant's outstanding unvested RSUs will immediately vest. Any such amounts representing vested RSUs will be delivered by the end of the calendar year or, if later, within two and one-half months following the Participant's separation from service, *provided that* no delivery will be delayed as a result of the Change in Control.

(3) *Options.* For outstanding Awards of performance-vesting Options, (a) in the case of a Change in Control during the applicable Performance Period and the Participant's involuntary Termination without Cause or resignation for Good Reason within twenty-four (24) months following such Change in Control, any unvested performance-vesting Options will immediately vest based on target performance, unless the Committee determines to use actual performance through the date of the Change in Control, and (b) in the case of a Change in Control following an applicable Performance Period and the Participant's involuntary Termination without Cause or resignation for Good Reason within twenty-four (24) months following such Change in Control, any performance-vesting Stock Options will immediately vest based on actual performance for such period. For outstanding time-vesting Options, in the case of a Change in Control and the Participant's involuntary Termination without Cause or resignation for Good Reason within twenty-four (24) months following such

Change in Control, any unvested time-vesting Options will immediately vest. All Options that vest pursuant to this paragraph will remain exercisable for the remainder of the term of such Options as set forth in the applicable award agreement for such Options. No Options will remain exercisable beyond the expiration date for such Options as specified in the applicable award agreement.

E. Election to Accelerate or Delay Delivery. The Committee may, in its sole discretion, determine to accelerate or defer delivery of any Shares (or cash) underlying the Awards granted under the Plan or permit a Participant to elect to accelerate or defer delivery of any such Shares (or cash), in each case in a manner that conforms to the requirements of Section 409A and is consistent with the provisions of Section 8.E.

F. Release of Claims. In the case of a Participant's involuntary Termination without Cause, resignation for Good Reason or Retirement, as a condition to (i) with respect to Options, the vesting of any Options pursuant to this Plan or the applicable award agreement, and (ii) with respect to all other Awards, receiving delivery of any Shares (or cash) under such Awards, following such event, the Company will require the Participant to execute a release substantially in the form attached as Annex B (the "**Release**"), subject to any provisions that the Senior HR Attorney and the Senior Compensation Executive or their designee(s) may amend or add to the release in order to impose restrictive covenants requiring (x) confidentiality of information, non-disparagement and non-solicitation of Company employees for twelve (12) months following the Termination, and (y) in the case of an involuntary Termination without Cause or resignation for Good Reason of any Participant who is eligible to participate in the American International Group, Inc. 2012 Executive Severance Plan (as may be amended from time to time, and together with any successor plan, the "**ESP**"), or Retirement, non-competition for such periods as are generally specified herein. The Release for any Participant who is eligible to participate in the ESP shall be in the form of the release required by the ESP at the time of the Termination (including any non-competition covenants), modified to cover the vesting of any Options and payment of any Shares (or cash) under any other Awards under this Plan as a result of the Participant's involuntary Termination without Cause or resignation for Good Reason. Effective for Retirements on or after December 1, 2015, the Release will require non-competition for no less than six (6) months following the Retirement in order for the Participant to (i) with respect to Options, vest in any Options, and (ii), with respect to all other Awards, receive any Shares (or cash) under such Awards. The Release or the ESP form of release must be executed by the Participant and become irrevocable, in the case of a Participant's involuntary Termination without Cause, resignation for Good Reason or Retirement, prior to or during the calendar year of the date on which (i) with respect to Options, such Options vest, and (ii) with respect to all other Awards, a delivery of Shares (or cash) with respect to the Award is scheduled to be delivered pursuant to Section 5.B; *provided that* if the Release is executed after such time, (i) with respect to Options, any Options that would have vested during such period will be forfeited, and (ii) with respect to all other Awards, the delivery of Shares (or cash) with respect to such calendar year will be forfeited; *provided, further*, that if the local laws of a country or non-U.S. jurisdiction in which Participant performs services render invalid or unenforceable all or a portion of the Release (subject to additional provisions as described above), the Senior HR Attorney and the Senior Compensation Executive or their designee(s) shall have the discretion to create a release that incorporates as much of the Release as possible while also complying with such local laws.

A. General. This Plan shall be administered by the Committee and the person or persons designated by the Committee to administer the Plan from time to time. Actions of the Committee may be taken by the vote of a majority of its members. The Committee may allocate among its members and delegate to any person who is not a member of the Committee any of its administrative responsibilities. The Committee will have the power to interpret this Plan, to make regulations for carrying out its purposes and to make all other determinations in connection with its administration (including, without limitation, whether a Participant has become subject to Disability), all of which will, unless otherwise determined by the Committee, be final, binding and conclusive. The Committee may, in its sole discretion, reinstate any Awards made under this Plan that have been terminated and forfeited because of a Participant's Termination, if the Participant complies with any covenants, agreements or conditions that the Committee may impose; *provided, however*, that any delivery of Shares (or cash) under such reinstated Awards will not be made until the scheduled times set forth in this Plan.

B. Non-Uniform Determinations. The Committee's determinations under this Plan need not be uniform and may be made by it selectively with respect to persons who receive, or are eligible to receive, Awards (whether or not such persons are similarly situated). Without limiting the generality of the foregoing, the Committee will be entitled, among other things, to make non-uniform and selective determinations as to the persons to become Participants.

C. Determination of Employment. The Committee, with respect to any Participant under the purview of the Committee, and the Senior Compensation Executive, with respect to any other Participant, will have the right to determine the commencement or Termination date of a Participant's Employment with the Company solely for purposes of this Plan, separate and apart from any determination as may be made by the Company with respect to the Participants' employment.

D. Amendments. The Committee will have the power to amend this Plan and any Performance Measures established pursuant to Section 4.B in any manner and at any time, including in a manner adverse to the rights of the Participants; *provided, however*, that in the event that a Plan amendment is adopted or effective on or within twenty-four (24) months following a Change in Control, then such amendment shall be invalid and ineffective with respect to each Participant, in the absence of his or her written consent, if the amendment is adverse to the Participant. The Committee shall also have the power, in its sole discretion, to reduce the amount of any RSUs, Target PSUs, Earned PSUs or Options at any time including, for the avoidance of doubt, after the relevant Performance Period has ended. Notwithstanding the foregoing, the Committee's rights and powers to amend the Plan shall be delegated to the Senior Compensation Executive who shall have the right to amend the Plan with respect to (1) amendments required by relevant law, regulation or ruling, (2) amendments that are not expected to have a material financial impact on the Company, (3) amendments that can reasonably be characterized as technical or ministerial in nature, or (4) amendments that have previously been approved in concept by the Committee. Notwithstanding the foregoing delegation, the Senior Compensation Executive shall not have the power to make an amendment to the Plan that could reasonably be expected to result in a termination of the Plan or a change in the structure or the powers, duties or responsibilities of the Committee, unless such amendment is approved or ratified by the Committee.

E. No Liability. No member of the Board of Directors of AIG (the “**Board**”) or any employee of the Company performing services with respect to the Plan (each, a “**Covered Person**”) will have any liability to any person (including any Participant) for any action taken or omitted to be taken or any determination made, in each case, in good faith with respect to this Plan or any Participant’s participation in it. Each Covered Person will be indemnified and held harmless by the Company against and from any loss, cost, liability, or expense (including attorneys’ fees) that may be imposed upon or incurred by such Covered Person in connection with or resulting from any action, suit or proceeding to which such Covered Person may be a party or in which such Covered Person may be involved by reason of any action taken or omitted to be taken under this Plan and against and from any and all amounts paid or Shares delivered by such Covered Person, with the Company’s approval, in settlement thereof, or paid or delivered by such Covered Person in satisfaction of any judgment in any such action, suit or proceeding against such Covered Person, *provided that* the Company will have the right, at its own expense, to assume and defend any such action, suit or proceeding and, once the Company gives notice of its intent to assume the defense, the Company will have sole control over such defense with counsel of the Company’s choice. To the extent any taxable expense reimbursement under this paragraph is subject to Section 409A, (1) the amount thereof eligible in one taxable year shall not affect the amount eligible in any other taxable year; (2) in no event shall any expenses be reimbursed after the last day of the taxable year following the taxable year in which the Covered Person incurred such expenses; and (3) in no event shall any right to reimbursement be subject to liquidation or exchange for another benefit. The foregoing right of indemnification will not be available to a Covered Person to the extent that a court of competent jurisdiction in a final judgment or other final adjudication, in either case, not subject to further appeal, determines that the acts or omissions of such Covered Person giving rise to the indemnification claim resulted from such Covered Person’s bad faith, fraud or willful misconduct. The foregoing right of indemnification will not be exclusive of any other rights of indemnification to which Covered Persons may be entitled under AIG’s Amended and Restated Certificate of Incorporation or Bylaws, as a matter of law, or otherwise, or any other power that the Company may have to indemnify such persons or hold them harmless.

F. Clawback/Repayment. Notwithstanding anything to the contrary herein, Awards and any payments or deliveries under this Plan will be subject to forfeiture and/or repayment to the extent provided in (1) the AIG Clawback Policy, as in effect from time to time and (2) other agreements executed by a Participant.

8. General Rules

A. No Funding. The Company will be under no obligation to fund or set aside amounts to pay obligations under this Plan. A Participant will have no rights to any Awards or other amounts under this Plan other than as a general unsecured creditor of the Company.

B. Tax Withholding. The delivery of Shares (or cash) or exercise of any Awards under this Plan is conditioned on a Participant’s satisfaction of any applicable withholding taxes in accordance with Section 4.2 of the Omnibus Plan, as amended from time to time, or such similar provision of any successor stock incentive plan.

C. No Rights to Other Payments. The provisions of this Plan provide no right or eligibility to a Participant to any other payouts from AIG or its subsidiaries under any other alternative plans, schemes, arrangements or contracts AIG may have with any employee or group of employees of AIG or its subsidiaries.

D. No Effect on Benefits. Grants or the exercise of any Awards and the delivery of Shares (or cash) under this Plan will constitute a special discretionary incentive payment to the Participants and will not be required to be taken into account in computing the amount of salary or compensation of the Participants for the purpose of determining any contributions to or any benefits under any pension, retirement, profit-sharing, bonus, life insurance, severance or other benefit plan of AIG or any of its subsidiaries or under any agreement with the Participant, unless AIG or the subsidiary with which the Participant is Employed specifically provides otherwise.

E. Section 409A.

(1) Awards made under the Plan are intended to be “deferred compensation” subject to Section 409A, and this Plan is intended to, and shall be interpreted, administered and construed to, comply with Section 409A. The Committee will have full authority to give effect to the intent of this Section 8.E.

(2) If any payment or delivery to be made under any Award (or any other payment or delivery under this Plan) would be subject to the limitations in Section 409A(a)(2)(b) of the Code, the payment or delivery will be delayed until six (6) months after the Participant's separation from service (or earlier death) in accordance with the requirements of Section 409A.

(3) Each payment or delivery in respect of any Award will be treated as a separate payment or delivery for purposes of Section 409A.

F. Severability. If any of the provisions of this Plan is finally held to be invalid, illegal or unenforceable (whether in whole or in part), such provision will be deemed modified to the extent, but only to the extent, of such invalidity, illegality or unenforceability) and the remaining provisions will not be affected thereby; *provided that* if any of such provisions is finally held to be invalid, illegal or unenforceable because it exceeds the maximum scope determined to be acceptable to permit such provision to be enforceable, such provision will be deemed to be modified to the minimum extent necessary to modify such scope in order to make such provision enforceable hereunder.

G. Entire Agreement. This Plan contains the entire agreement of the parties with respect to the subject matter hereof and supersedes all prior agreements, promises, covenants, arrangements, communications, representations and warranties between them, whether written or oral with respect to the subject matter hereof.

H. Waiver of Claims. Each Participant recognizes and agrees that prior to being selected by the Committee to receive an Award he or she has no right to any benefits under this Plan. Accordingly, in consideration of the Participant's receipt of any Award hereunder, he or she expressly waives any right to contest the amount of any Award, the terms of this Plan, any determination, action or omission hereunder by the Committee or the Company or any amendment to this Plan.

I. No Third Party Beneficiaries. Except as expressly provided herein, this Plan will not confer on any person other than the Company and the Participant any rights or remedies hereunder. The exculpation and indemnification provisions of Section 7.E will inure to the benefit of a Covered Person's estate and beneficiaries and legatees.

J. Successor Entity; AIG's Assigns. Unless otherwise provided in the applicable award agreement and except as otherwise determined by the Committee, in the event of a merger, consolidation, mandatory share exchange or other similar business combination of AIG with or into any other entity ("**Successor Entity**") or any transaction in which another person or entity acquires all of the issued and outstanding Common Stock of AIG, or all or substantially all of the assets of AIG, outstanding Awards may be assumed or a substantially equivalent award may be substituted by such Successor Entity or a parent or subsidiary of such Successor Entity. The terms of this Plan will be binding and inure to the benefit of AIG and its successors and assigns.

K. Nonassignability. No Award (or any rights and obligations thereunder) granted to any person under the Plan may be sold, exchanged, transferred, assigned, pledged, hypothecated or otherwise disposed of or hedged, in any manner (including through the use of any cash-settled instrument), whether voluntarily or involuntarily and whether by operation of law or otherwise, other than by will or by the laws of descent and distribution, except as may be otherwise provided in the award agreement. Any sale, exchange, transfer, assignment, pledge, hypothecation, or other disposition in violation of the provisions of this Section 8.K will be null and void and any Award which is hedged in any manner will immediately be forfeited. All of the terms and conditions of this Plan and the award agreements will be binding upon any permitted successors and assigns.

L. Right to Discharge. Nothing contained in this Plan or in any Award will confer on any Participant any right to be continued in the employ of AIG or any of its subsidiaries or to participate in any future plans.

M. Consent. If the Committee at any time determines that any consent (as hereinafter defined) is necessary or desirable as a condition of, or in connection with, the granting of any Award or the delivery of any Shares under this Plan, or the taking of any other action thereunder (each such action, a "**plan action**"), then such plan action will not be taken, in whole or in part, unless and until such consent will have been effected or obtained to the full satisfaction of the Committee; *provided that* if such consent has not been so effected or obtained as of the latest date provided by this Plan for payment of such amount or delivery and further delay is not permitted in accordance with the requirements of Section 409A, such amount will be forfeited and terminate notwithstanding any prior earning or vesting.

The term "**consent**" as used in this paragraph with respect to any plan action includes (1) any and all listings, registrations or qualifications in respect thereof upon any securities exchange or under any federal, state, or local law, or law, rule or regulation of a jurisdiction outside the United States, (2) any other matter, which the Committee may deem necessary or desirable to comply with the terms of any such listing, registration or qualification or to obtain an exemption from the requirement that any such listing, qualification or registration be made, (3) any and all other consents, clearances and approvals in respect of a plan action by any governmental or other regulatory body or any stock exchange or self-regulatory agency and (4) any and all consents required by the Committee.

N. Awards Subject to an AIG Section 162(m) Plan. With respect to any awards hereunder that were granted pursuant to written binding agreements in effect on November 2, 2017 and that were granted during a period when this Plan functioned as a subplan of a Section 162(m) compliant performance incentive award plan adopted by AIG (the "**AIG Section 162(m) Plan**") that was proposed and approved by AIG stockholders in accordance with Section 162(m)(4)(C) of the Code and related Treasury Regulations as they existed prior to the adoption of the Tax Cuts and Jobs Act of 2017 (Public Law 115-97) (the "**Prior Rules**"), this Plan will operate whereby the designated performance-based compensation

amounts (as defined under the Prior Rules) payable under such awards can be paid and deducted in full or in part in accordance with the Prior Rules.

O. No Liability With Respect to Tax Qualification or Adverse Tax Treatment. Notwithstanding anything to the contrary contained herein, in no event shall the Company be liable to a Participant on account of the failure of any Award or amount payable under this Plan to (1) qualify for favorable United States or foreign tax treatment or (2) avoid adverse tax treatment under United States or foreign law, including, without limitation, Section 409A.

9. Disputes

A. Governing Law. This Plan will be governed by and construed in accordance with the laws of the State of New York, without regard to principles of conflict of laws. The Plan shall also be subject to all applicable non-U.S. laws as to Participants located outside of the United States. In the event that any provision of this Plan is not permitted by the local laws of a country or jurisdiction in which a Participant performs services, such local law shall supersede that provision of this Plan with respect to that Participant. The benefits to which a Participant would otherwise be entitled under this Plan may be adjusted or limited to the extent that the Senior HR Attorney and the Senior Compensation Executive or their designee(s) determine is necessary or appropriate in light of applicable law or local practice.

B. Arbitration. Subject to the provisions of this Section 9, any dispute, controversy or claim between the Company and a Participant, arising out of or relating to or concerning this Plan or any Award, will be finally settled by arbitration. Participants who are subject to an Employment Dispute Resolution Program ("EDR Program") maintained by AIG or any affiliated company of AIG, will resolve such dispute, controversy or claim in accordance with the operative terms and conditions of such EDR Program, and to the extent applicable, the employment arbitration rules of the American Arbitration Association ("AAA"). Participants who are not subject to an EDR Program shall arbitrate their dispute, controversy or claim in New York City before, and in accordance with the employment arbitration rules of the AAA, without reference to the operative terms and conditions of any EDR Program. Prior to arbitration, all claims maintained by a Participant must first be submitted to the Committee in accordance with claims procedures determined by the Committee. Either the Company or a Participant may seek injunctive relief from the arbitrator. Notwithstanding any other provision in this Plan, the Company or a Participant may apply to a court with jurisdiction over them for temporary, preliminary or emergency injunctive relief that, under the legal and equitable standards applicable to the granting of such relief, is necessary to preserve the rights of that party pending the arbitrator's modification of any such injunction or determination of the merits of the dispute, controversy or claim.

C. Jurisdiction . **The Company and each Participant hereby irrevocably submit to the exclusive jurisdiction of a state or federal court of appropriate jurisdiction located in the Borough of Manhattan, the City of New York over any suit, action or proceeding arising out of or relating to or concerning this Plan or any Award that is not otherwise arbitrated or resolved according to Section 9.B.** The Company and each Participant acknowledge that the forum designated by this section has a reasonable relation to this Plan and to such Participant's relationship with the Company, that the agreement as to forum is independent of the law that may be applied in the action, suit or proceeding and that such forum shall apply even if the forum may under applicable law choose to apply non-forum law.

D. Change in Control. On or following a Change in Control, any arbitration referred to in Section 9.B or any court action referred to in Section 9.C by a Participant to enforce the Participant's rights under the Plan shall be subject to a de novo standard of review, and the Participant shall be reimbursed for reasonable attorneys' fees and costs incurred in seeking to enforce his or her rights under the Plan to the extent he or she prevails as to the material issues in such dispute. The reimbursement of attorneys' fees shall be made promptly following delivery of an invoice therefor.

E. Waiver. The Company and each Participant waive, to the fullest extent permitted by applicable law, any objection which the Company and such Participant now or hereafter may have to personal jurisdiction or to the laying of venue of any such suit, action or proceeding in any court referred to in Section 9.C. The Company and each Participant undertake not to commence any action, suit or proceeding arising out of or relating to or concerning this Plan or any Award in any forum other than a forum described in Section 9.C. Notwithstanding the foregoing, nothing herein shall preclude the Company from bringing any action, suit or proceeding in any other court for the purpose of enforcing the provisions of this Section 9. The Company and each Participant agree that, to the fullest extent permitted by applicable law, a final and non-appealable judgment in any such suit, action or proceeding in any such court shall be conclusive and binding upon the Participant and the Company.

F. Service of Process. Each Participant irrevocably appoints the Secretary of AIG at 80 Pine Street, New York, New York 10005, U.S.A., or effective as of May 1, 2021, 1271 Avenue of the Americas, 11th Floor, New York, NY 10020, as his or her agent for service of process in connection with any action, suit or proceeding arising out of or relating to or concerning this Plan or any Award that is not otherwise arbitrated or resolved according to Section 9.B. The Secretary will promptly advise the Participant of any such service of process.

G. Confidentiality. Each Participant must keep confidential any information concerning any grant or Award made under this Plan and any dispute, controversy or claim relating to this Plan, except that (i) a Participant may disclose information concerning a dispute or claim to the court that is considering such dispute or to such Participant's legal counsel (*provided that* such counsel agrees not to disclose any such information other than as necessary to the prosecution or defense of the dispute) or (ii) a Participant may disclose information regarding an Award to the Participant's personal lawyer or tax accountant, *provided that* such individuals agree to keep the information confidential. Nothing herein shall prevent the Participant from making or publishing any truthful statement (1) when required by law, subpoena, court order, or at the request of an administrative or regulatory agency or legislature, (2) in the course of any legal, arbitral, administrative, legislative or or regulatory proceeding, (3) to any governmental authority, administrative or regulatory agency, legislative body, or self-regulatory organization, (4) in connection with any investigation by the Company, or (5) where a prohibition or limitation on such communication is unlawful; provided, however, that with respect to the subject matter of this Section 9(G), the terms of a Participant's award agreement shall govern.

10. Term of Plan

The Plan was first effective as of January 1, 2017 and will continue until suspended or terminated by the Committee in its sole discretion; *provided, however*, that the existence of the Plan at any time or from time to time does not guarantee or imply the payment of any Awards hereunder, or the establishment of any future plans or the continuation of this Plan. Any termination of this Plan will be done in a manner that the Committee determines complies with Section 409A.

Glossary of Terms

“Cause” means (1) a Participant's conviction, whether following trial or by plea of guilty or *nolo contendere* (or similar plea), in a criminal proceeding (A) on a misdemeanor charge involving fraud, false statements or misleading omissions, wrongful taking, embezzlement, bribery, forgery, counterfeiting or extortion, or (B) on a felony charge or (C) on an equivalent charge to those in clauses (A) and (B) in jurisdictions which do not use those designations; (2) a Participant's engagement in any conduct which constitutes an employment disqualification under applicable law (including statutory disqualification as defined under the Securities Exchange Act of 1934); (3) a Participant's violation of any securities or commodities laws, any rules or regulations issued pursuant to such laws, or the rules and regulations of any securities or commodities exchange or association of which the Company or any of its subsidiaries or affiliates is a member; or (4) a Participant's material violation of the Company's codes or conduct or any other AIG policy as in effect from time to time. The determination as to whether **“Cause”** has occurred shall be made by the Committee, with respect to any Participant under the purview of the Committee, or the Senior Compensation Executive, with respect to any other Participant, in each case, in its or his or her sole discretion. The Committee or Senior Compensation Executive, as applicable, shall also have the authority in its sole discretion to waive the consequences of the existence or occurrence of any of the events, acts or omissions constituting **“Cause.”**

“Change in Control” means the occurrence of any of the following events:

(1) individuals who, on February 16, 2021, constitute the Board (the **“Incumbent Directors”**) cease for any reason to constitute at least a majority of the Board, *provided that* any person becoming a director subsequent to February 16, 2021, whose election or nomination for election was approved by a vote of at least two-thirds of the Incumbent Directors then on the Board (either by a specific vote or by approval of AIG's proxy statement in which such person is named as a nominee for director, without written objection to such nomination) shall be an Incumbent Director; provided, however, that no individual initially elected or nominated as a director of AIG as a result of an actual or threatened election contest with respect to directors or as a result of any other actual or threatened solicitation of proxies or consents by or on behalf of any person other than the Board shall be deemed to be an Incumbent Director;

(2) Any “person” (as such term is defined in Section 3(a)(9) of the Exchange Act and as used in Sections 13(d)(3) and 14(d)(2) of the Exchange Act), is or becomes a “beneficial owner” (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of securities of AIG representing fifty percent (50%) or more of the combined voting power of AIG's then outstanding securities eligible to vote for the election of the Board (**“AIG Voting Securities”**); provided, however, that the event described in this paragraph (2) shall not be deemed to be a Change in Control by virtue of an acquisition of AIG Voting Securities: (A) by AIG or any subsidiary of AIG (B) by any employee benefit plan (or related trust) sponsored or maintained by AIG or any subsidiary of AIG or (C) by any underwriter temporarily holding securities pursuant to an offering of such securities;

(3) The consummation of a merger, consolidation, statutory share exchange or similar form of corporate transaction involving AIG (a “**Business Combination**”) that results in any person (other than the United States Department of Treasury) becoming the beneficial owner, directly or indirectly, of fifty percent (50%) or more of the total voting power of the outstanding voting securities eligible to elect directors of the entity resulting from such Business Combination;

(4) The consummation of a sale of all or substantially all of AIG’s assets (other than to an affiliate of AIG); or

(5) AIG’s stockholders approve a plan of complete liquidation or dissolution of AIG.

Notwithstanding the foregoing, a Change in Control shall not be deemed to occur solely because (A) any person holds or acquires beneficial ownership of more than fifty percent (50%) of the AIG Voting Securities as a result of an “AIG share repurchase program” or other acquisition of AIG Voting Securities by AIG which reduces the total number of AIG Voting Securities outstanding; *provided that* if after such acquisition by AIG such person becomes the beneficial owner of additional AIG Voting Securities that increases the percentage of outstanding AIG Voting Securities beneficially owned by such person, a Change in Control shall then occur or (B) the consummation of a sale of all or substantially all (or a subset) of the assets and/or operations of the Life and Retirement business (or any similar transaction).

“**Disability**” means that a Participant, who after receiving short term disability income replacement payments for six (6) months, (i) is determined to be disabled in accordance with the Company’s long term disability plan in which employees of the Company are generally able to participate, if one is in effect at such time, to the extent such disability complies with 26 C.F.R. § 1.409A-3(i)4(i)(B), or (ii) to the extent such Participant is not participating in the Company’s long term disability plan, or no such long term disability plan exists, is determined to have medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than twelve (12) months as determined by, as applicable, the Company’s long term disability insurer or the department or vendor directed by the Company to determine eligibility for unpaid medical leave.

“**Employed**” and “**Employment**” mean (a) actively performing services for the Company, (b) being on a Company-approved leave of absence, whether paid or unpaid, or (c) receiving long term disability benefits, in each case while in good standing with the Company.

“**Retirement**” for a Participant means voluntary Termination initiated by the Participant (while such Participant is in good standing with the Company) (i) on or after age sixty (60) with five (5) years of service or (ii) on or after age fifty-five (55) with ten (10) years of service.

"Good Reason" means, following a Change in Control, without a Participant's written consent, (i) a reduction of more than twenty percent (20%) in a Participant's annual target direct compensation (including annual base salary, short-term incentive opportunity and long-term incentive opportunity); *provided* that such reduction will not constitute Good Reason if it results from a Board-approved program generally applicable to similarly-situated employees; (ii) a material diminution in the Participant's authority, duties or responsibilities; *provided* that a change in the Participant's reporting relationship will not constitute Good Reason unless it affects a Participant who the Company has classified as an executive vice president or above; or (iii) a relocation of the office at which the Participant performs his or her services to a location that increases his or her one-way commute by more than fifty (50) miles. Notwithstanding the foregoing, a termination for Good Reason shall not have occurred unless (a) the Participant gives written notice to the Company of termination of employment within thirty (30) days after the Participant first becomes aware of the occurrence of the circumstances constituting Good Reason, specifying in detail the circumstances constituting Good Reason, (b) the Company has failed within thirty (30) days after receipt of such notice to cure the circumstances constituting Good Reason, and (c) (A) in the case of any Participant who not is eligible to participate in the ESP, the Participant's "separation from service" (within the meaning of Code section 409A) occurs no later than thirty (30) days after the end of the Company's cure period, and (B) in the case of any Participant who is eligible to participate in the ESP, the Participant's "separation from service" (within the meaning of Code section 409A) occurs no later than two (2) years following the initial existence of the circumstances giving rise to Good Reason or such other period specified in the ESP for this purpose.

"Senior Compensation Executive" means the Company's most senior executive whose responsibility it is to oversee the Corporate Compensation Department. In the event that no individual holds such position, "Senior Compensation Executive" will instead refer to the Company's most senior executive whose responsibility it is to oversee the global Human Resources Department.

"Senior HR Attorney" means the Company's most senior attorney whose responsibility it is to oversee Human Resource/employment matters.

"Termination" or **"Terminate,"** with respect to a Participant, means the termination of the Participant's Employment.

Form of Release Referred to in Section 6.F of the Plan.

NOT personalized to each Participant.

(1) [Employee Name] ("**Employee**"), for good and sufficient consideration, the receipt of which is hereby acknowledged, hereby waives and forever releases and discharges any and all claims of any kind Employee may have against American International Group, Inc., its affiliate or subsidiary companies ("**AIG**"), or any officer, director or employee of, or any benefit plan sponsored by, any such company (collectively, the "**Released Parties**") which arise from Employee's employment with any of the Released Parties or the termination of Employee's employment with any of the Released Parties. [Specifically, but without limiting that release, Employee hereby waives any rights or claims Employee might have pursuant to the Age Discrimination in Employment Act of 1967, as amended (the "**Act**") and under the laws of any and all jurisdictions, including, without limitation, the United States. Employee recognizes that Employee is not waiving any rights or claims under the Act that may arise after the date that Employee executes this Release.] Nothing herein modifies or affects any vested rights that Employee may have under the [American International Group, Inc. Retirement Plan, or the American International Group, Inc. Incentive Savings Plan] *[and other plans applicable to Employee]*; nor does this Release confer any such rights, which are governed by the terms of the respective plans (and any agreements under such plans).

(2) Employee acknowledges and agrees that Employee has complied with and will continue to comply with the non-disparagement, non-solicitation and confidentiality provisions set forth in the Employee's award agreement pursuant to Section 3.D of the Plan, *[a copy of which is attached hereto as Exhibit A]*, *[for Retirements]*; and further agrees that during the period commencing on the date of the Employee's [Retirement] and ending on the *[for Retirements, 6-month]* anniversary of such date, the Employee shall not, directly or indirectly:

- (a) Engage in any "*Competitive Business*" (defined below) for the Employee's own account;
- (b) Enter the employ of, or render any services to, any person engaged in any Competitive Business;
- (c) Acquire a financial interest in, or otherwise become actively involved with, any person engaged in any Competitive Business, directly or indirectly, as an individual, partner, shareholder, officer, director, principal, agent, trustee or consultant; or
- (d) Interfere with business relationships between AIG and customers or suppliers of, or consultants to AIG.
- (e) For purposes of this Section 2, a "Competitive Business" means, as of any date, including during the Restricted Period, any person or entity (including any joint venture, partnership, firm, corporation or limited liability company) that engages in or proposes to engage in the following activities in any geographical area in which AIG does such business:
 - (i) The property and casualty insurance business, including commercial insurance, business insurance, personal insurance and specialty insurance;

(ii) The life and accident and health insurance business;

(iii) The underwriting, reinsurance, marketing or sale of (y) any form of insurance of any kind that AIG as of such date does, or proposes to, underwrite, reinsure, market or sell (any such form of insurance, an "AIG Insurance Product"), or (z) any other form of insurance that is marketed or sold in competition with any AIG Insurance Product;

(iv) The investment and financial services business, including retirement services and mutual fund or brokerage services; or

(v) Any other business that as of such date is a direct and material competitor of one of AIG's businesses.

(3) Employee further agrees that AIG's remedies at law for a breach or threatened breach of any of the non-disparagement, non-solicitation and confidentiality provisions in the Employee's award agreement [and for the non-competition covenant set forth above] would be inadequate. In recognition of this fact, the Employee agrees that, in the event of such a breach or threatened breach, in addition to any remedies at law, AIG, without posting any bond, shall be entitled to obtain equitable relief from a court of competent jurisdiction in the form of specific performance, temporary restraining order, temporary or permanent injunction or any other equitable remedy which may then be available;

(4) [Employee acknowledges and understands that Employee is hereby being advised to consult with an attorney prior to executing this Release. Employee also acknowledges and understands that Employee has [twenty-one (21)] days to consider the terms of this Release before signing it. However, in no event may Employee sign this Release before Employee's termination date.]

(5) [Upon the signing of this Release by Employee, Employee understands that Employee shall have a period of seven (7) days following Employee's signing of this Release in which Employee may revoke this Release. Employee understands that this Release shall not become effective or enforceable until this seven (7) day revocation period has expired, and that neither the Released Parties nor any other person has any obligation [pursuant to the American International Group, Inc. 2013 Long Term Incentive Plan] until eight (8) days have passed since Employee's signing of this Release without Employee having revoked this Release. If Employee revokes this Release, Employee will be deemed not to have accepted the terms of this Release.]

(6) Any dispute arising under this Release shall be governed by the law of the State of New York, without reference to the choice of law rules that would cause the application of the law of any other jurisdiction.

DATE

[Employee]

AMERICAN INTERNATIONAL GROUP, INC.
LONG TERM INCENTIVE PLAN

LTi AWARD AGREEMENT

1. **Status of Award; Defined Terms.** American International Group, Inc. ("**AIG**") has awarded you [performance share units] [restricted stock units] [and] [stock options] (the "**Award**") pursuant to the AIG Long Term Incentive Plan (the "**Plan**"). This award agreement ("**Award Agreement**"), which sets forth the terms and conditions of your Award, is made pursuant to the Plan and this Award and Award Agreement are subject to the terms of the Plan. Capitalized terms not defined in this Award Agreement have the meanings ascribed to them in the Plan.

2. **Award.**

[(a) Award of PSUs.

(i) AIG hereby awards you the number of performance share units ("**PSUs**") specified in Schedule A (the "**Target PSUs**") . You are also entitled to receive dividend equivalent rights in the form of cash in accordance with the Plan. Each PSU constitutes an unfunded and unsecured promise of AIG to deliver (or cause to be delivered) one Share (or, at the election of AIG, cash equal to the Fair Market Value thereof) in accordance with the Plan.

(ii) The actual number of PSUs that will be earned is subject to the Committee's assessment of achievement based on the Performance Measures established for the Performance Period.

(iii) After the end of the Performance Period, the Committee will determine the percentage of your Target PSUs that will be earned (such earned PSUs, the "**Earned PSUs**"). The number of Shares covered by your Earned PSUs may range from 0% to 200% of your Target PSUs. Your Earned PSUs, if any, will vest and be paid in accordance with the schedule specified in Schedule A, subject to earlier vesting, forfeiture or termination as provided in accordance with the Plan. On any payment date, the number of Shares to be issued under this Award Agreement shall be rounded down to the nearest whole Share.]

[(a)][(b)] [Award of RSUs. AIG hereby awards you the number of restricted stock units ("**RSUs**") specified in Schedule A. You are also entitled to receive dividend equivalent rights in the form of cash in accordance with the Plan. Each RSU constitutes an unfunded and unsecured promise of AIG to deliver (or cause to be delivered) one Share (or, at the election of AIG, cash equal to the Fair Market Value thereof) in accordance with the Plan. Until such delivery, you have only the rights of a general unsecured creditor, and no rights as a shareholder, of AIG. You will earn the RSUs subject to your continued Employment throughout the Performance Period. Your RSUs will vest and be paid in accordance with the schedule specified in Schedule A, subject to earlier vesting, forfeiture or termination as provided in accordance with the Plan. On any payment date, the number of Shares to be issued under this Award Agreement shall be rounded down to the nearest whole Share.]

[(a)][(b)(c)] [Award of Stock Options. AIG hereby awards you the number of [time-vesting] [and] [performance-vesting] stock options ("**Options**") specified in Schedule A. Each Option represents a right to purchase one share of Common Stock of AIG, subject to the terms and conditions set forth in the Award Agreement and the Plan. The Options are subject to the [time-] [and] [performance-] vesting and expiration terms specified in Schedule A, subject to earlier vesting, forfeiture or termination as provided in accordance with the Plan.

3. **Non-Disclosure.** During the term of your Employment, the Company has permitted and will continue to permit you to have access to and become acquainted with information of a confidential, proprietary and/or trade secret nature. Subject to and in addition to any confidentiality or non-disclosure requirements to which you were subject prior to the date you electronically consent to or execute this Award Agreement, during your Employment and any time thereafter, you agree that (i) all confidential, proprietary and/or trade secret information received, obtained or possessed at any time by you concerning or relating to the business, financial, operational, marketing, economic, accounting, tax or other affairs at the Company or any client, customer, agent or supplier or prospective client, customer, agent or supplier of the Company will be treated by you in the strictest confidence and will not be disclosed or used by you in any manner other than in connection with the discharge of your job responsibilities without the prior written consent of the Company or unless required by law, and (ii) you will not remove or destroy any confidential, proprietary and/or trade secret information and will return any such information in your possession, custody or control at the end of your Employment (or earlier if so requested by the Company). Nothing herein shall prevent you from making or publishing any truthful statement (a) when required by law, subpoena or court order, or at the request of an administrative agency or legislature, (b) in the course of any legal, arbitral, administrative, legislative or regulatory proceeding, (c) to any governmental authority, regulatory agency or self-regulatory organization, (d) in connection with any investigation by the Company, or (e) where a prohibition or limitation on such communication is unlawful.

Nothing in this Award Agreement or any AIG policy prohibits or restricts you from communicating with or responding to any inquiry by the Securities and Exchange Commission, law enforcement, the Equal Employment Opportunity Commission [**IF EMPLOYEE IS IN NEW YORK:**, the New York State Division of Human Rights, the New York City Commission on Civil Rights or any other local commission on human rights, an attorney retained by you], or any other local, state, or federal governmental or regulatory authority, or any self-regulatory organization, provided that AIG does not waive any attorney-client privilege over any information provided by you that is appropriately covered by such privilege.

4. **Non-Solicitation.** Your Employment with the Company requires exposure to and use of confidential, proprietary and/or trade secret information (as set forth in the above Paragraph). Subject to and in addition to any non-solicitation requirements to which you were subject prior to the date you electronically consent to or execute this Award Agreement, you agree that (i) during your Employment with the Company and any time thereafter, you will not, directly or indirectly, on your own behalf or on behalf of any other person or entity, solicit, contact, call upon, communicate with or attempt to communicate with any customer or client or prospective customer or client of the Company where to do so would require the use or disclosure of confidential, proprietary and/or trade secret information, and (ii) during your Employment with the Company and for a period of one (1) year after Employment Terminates for any reason, you will not, directly or indirectly, regardless of who initiates the communication, solicit, participate in the solicitation or recruitment of, or in any manner encourage or provide assistance to any employee, consultant, registered representative, or agent of the Company to terminate his or her Employment or other relationship with the Company or to leave its employ or other relationship with the Company for any engagement in any capacity or any other person or entity.

[ALL OR A PORTION OF SECTION 5 TO BE INSERTED AT THE DISCRETION OF THE COMMITTEE OR ITS DELEGATE]

5. **Non-Disparagement.** You agree that during and after your Employment with the Company, you will not make disparaging comments about AIG or any of its subsidiaries or affiliates or any of their officers, directors or employees to any person or entity not affiliated with the Company. Nothing in this Agreement shall prevent you from making or publishing any truthful statement (a) when required by law, subpoena or court order, or at the request of an administrative agency or legislature (b) in the course of any legal, arbitral, administrative, legislative or regulatory proceeding, (c) to any governmental authority, regulatory agency or self-regulatory organization, (d) in connection with any investigation by the Company, or (e) where a prohibition or limitation on such communication is unlawful. Moreover, nothing in this Agreement will deny you the right to disclose information about unlawful acts in the workplace, including, but not limited to, sexual harassment.

[SECTION 6 TO BE INSERTED AT DISCRETION OF THE COMMITTEE OR ITS DELEGATE]

6. **Notice of Termination of Employment.** Except where local law prohibits enforcement or you resign for Good Reason under the terms of the Plan, you agree that if you voluntarily resign you will give at least six months' written notice to the Company of your voluntary Termination, which may be working notice or non-working notice at the Company's sole discretion and which notice period is waivable by the Company at the Company's sole discretion. This notice period provision supersedes any conflicting notice period provision contained in the award agreements governing your prior long-term incentive awards awarded under the Plan.

[SECTION 6 TO BE INSERTED AT DISCRETION OF THE COMMITTEE OR ITS DELEGATE]

6. **Notice of Termination of Employment.** Except where local law prohibits enforcement or you resign for Good Reason under the terms of the Plan, you agree that if you voluntarily resign you will give at least three months' written notice to the Company of your voluntary Termination, which may be working notice or non-working notice at the Company's sole discretion and which notice period is waivable by the Company at the Company's sole discretion. This notice period provision supersedes any conflicting notice period provision contained in the award agreements governing your prior long-term incentive awards awarded under the Plan.

[SECTION 6 TO BE INSERTED AT DISCRETION OF THE COMMITTEE OR ITS DELEGATE]

6. **Notice of Termination of Employment.** You agree that:

1. if you voluntarily resign (other than if you resign for Good Reason under the terms of the Plan), you will give at least three months' written notice to the Company of your voluntary Termination, which may be working notice or non-working notice at the Company's sole discretion and which notice period is waivable by the Company at the Company's sole discretion, except to the extent prohibited by local law; and

2. if your employment is not at-will and you or the Company is obligated to give other advance notice of a Termination by virtue of local law, any applicable collective bargaining agreement or your employment agreement, such notice obligation will not be affected by this provision. As set forth in the Executive Severance Plan ("ESP"), any severance payment paid in accordance with the ESP will be reduced by any payment in lieu of notice paid by the Company to you, and you will cease to have any further entitlement to notice.

This notice period provision supersedes any conflicting notice period provision contained in any of the award agreements governing your prior long-term incentive awards awarded under the Plan.

7. Clawback/Repayment. Notwithstanding anything to the contrary contained herein, in consideration of the grant of this Award, you agree that you are a Covered Employee under the AIG Clawback Policy with respect to this Award and any payments hereunder and, accordingly, this Award and any payments hereunder will be subject to forfeiture and/or repayment to the extent provided for in the AIG Clawback Policy, as in effect from time to time if it is determined that a Covered Event (as defined in such Policy) has occurred. With respect to this Award and any payments hereunder, each of the following events is a "Covered Event" for purposes of the Policy:

1. a material restatement of all or a portion of AIG's financial statements occurs and the Board or Committee determines that recovery of payments under this Award is appropriate after reviewing all relevant facts and circumstances that contributed to the restatement, including whether you engaged in misconduct, and considering issues of accountability;

2. payments under this Award were based on materially inaccurate financial statements or on performance metrics that are materially inaccurately determined, regardless of whether you were responsible for the inaccuracy;

3. your failure to properly identify, assess or sufficiently raise concerns about risk, including in a supervisory role, resulted in a material adverse impact on AIG, any of AIG's business units or the broader financial system;

4. any action or omission by you constituted a material violation of AIG's risk policies as in effect from time to time; or

5. any action or omission by you resulted in material financial or reputational harm to AIG.

8. Entire Agreement. The Plan is incorporated herein by reference. This Award Agreement, the Plan, the personalized information in Schedule A, and such other documents as may be provided to you pursuant to this Award Agreement regarding any applicable service, performance or other vesting conditions and the size of your Award, constitute the entire agreement and understanding of the parties hereto with respect to the subject matter hereof and supersede all prior understandings and agreements with respect to such subject matter.

9. Notices. Any notice or communication required to be given or delivered to the Company under the terms of this Award Agreement shall be in writing (which may include an electronic writing) and addressed to the Corporate Secretary of AIG at its principal corporate offices as specified in Section 9.E of the Plan or, with respect to the acceptance of an Award, as specified in Schedule A or the Compensation Plan Grant Acceptance website. Any notice required to be given or delivered to you shall be in writing (including an electronic writing) and addressed to you at your Company email address or your home address on file in the Company's payroll or personnel records. All notices shall be deemed to have been given or delivered upon: personal delivery; electronic delivery or three (3) business days after deposit in the United States mail by certified or registered mail (return receipt requested) or one (1) business day after deposit with any return receipt express courier (prepaid).

10. Governing Law. This Award Agreement will be governed by and construed in accordance with the laws of the State of New York, without regard to principles of conflict of laws.

IN WITNESS WHEREOF, AMERICAN INTERNATIONAL GROUP, INC. has caused this Award Agreement to be duly executed and delivered as of the Date of Award specified in Schedule A.

By:

Schedule A
Long-Term Incentive Award

Recipient: •
Employee ID: •
Date of Award Agreement: •

[[PSUs] [and] [RSUs] Award]	Target Number	Performance Period	Vesting Terms	Payment	
	[•]	[•]	[•]	[•]	
	[•]	[•]	[•]	[•]	
[Options Award]	Number of Options	Exercise Price	Performance Period	Vesting Terms	Expiration Date
	[•]	[\$•]	[•]	[•]	[•]
	[•]	[\$•]	[•]	[•]	[•]

[The following termination treatment will [apply to your Award] [supersede that provided in Section 6 of the Plan: •]

Receipt
Acknowledged: _____
Signature Date

Address: _____
Street

City, State Zip Code

In order to be eligible to receive your Award, you must agree to and either electronically consent or sign the Award Agreement within **90 days** of the receipt of this communication. **If you do not electronically consent to or sign the Award Agreement within 90 days, you may forfeit your Award.**
[Insert instructions]

CERTIFICATIONS

I, Peter S. Zaffino, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of American International Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2021

/s/ PETER S. ZAFFINO

Peter S. Zaffino
President and Chief Executive Officer

CERTIFICATIONS

I, Mark D. Lyons, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of American International Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 7, 2021

/S/ MARK D. LYONS

Mark D. Lyons
Executive Vice President and
Chief Financial Officer

CERTIFICATION

In connection with this Quarterly Report on Form 10-Q of American International Group, Inc. (the "Company") for the quarter ended March 31, 2021, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Peter S. Zaffino, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 7, 2021

/S/ PETER S. ZAFFINO

Peter S. Zaffino

President and Chief Executive Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

CERTIFICATION

In connection with this Quarterly Report on Form 10-Q of American International Group, Inc. (the "Company") for the quarter ended March 31, 2021, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mark D. Lyons, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 7, 2021

/S/ MARK D. LYONS

Mark D. Lyons
Executive Vice President and
Chief Financial Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended September 30, 2020

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to
Commission File Number 1-8787



American International Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

175 Water Street, New York, New York

(Address of principal executive offices)

13-2592361

(I.R.S. Employer
Identification No.)

10038

(Zip Code)

Registrant's telephone number, including area code: (212) 770-7000

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, Par Value \$2.50 Per Share	AIG	New York Stock Exchange
Warrants (expiring January 19, 2021)	AIG WS	New York Stock Exchange
5.75% Series A-2 Junior Subordinated Debentures	AIG 67BP	New York Stock Exchange
4.875% Series A-3 Junior Subordinated Debentures	AIG 67EU	New York Stock Exchange
Stock Purchase Rights		New York Stock Exchange
Depository Shares Each Representing a 1/1,000th Interest in a Share of Series A		
5.85% Non-Cumulative Perpetual Preferred Stock	AIG PRA	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Non-accelerated filer ☐

Accelerated filer ☐

Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of November 2, 2020, there were 861,525,734 shares outstanding of the registrant's common stock.

AMERICAN INTERNATIONAL GROUP, INC.
QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTERLY PERIOD ENDED
SEPTEMBER 30, 2020
TABLE OF CONTENTS

FORM 10-Q

Item Number	Description	Page
Part I — Financial Information		
ITEM 1	Condensed Consolidated Financial Statements	2
	Note 1. Basis of Presentation	9
	Note 2. Summary of Significant Accounting Policies	11
	Note 3. Segment Information	15
	Note 4. Fair Value Measurements	19
	Note 5. Investments	36
	Note 6. Lending Activities	49
	Note 7. Reinsurance	53
	Note 8. Variable Interest Entities	56
	Note 9. Derivatives and Hedge Accounting	58
	Note 10. Insurance Liabilities	62
	Note 11. Contingencies, Commitments and Guarantees	65
	Note 12. Equity	67
	Note 13. Earnings Per Common Share (EPS)	73
	Note 14. Employee Benefits	74
	Note 15. Income Taxes	75
	Note 16. Subsequent Events	78
ITEM 2	Management's Discussion and Analysis of Financial Condition and Results of Operations	79
	□ Cautionary Statement Regarding Forward-Looking Information	79
	□ Use of Non-GAAP Measures	82
	□ Critical Accounting Estimates	85
	□ Executive Summary	88
	□ Consolidated Results of Operations	99
	□ Business Segment Operations	105
	□ Investments	142
	□ Insurance Reserves	154
	□ Liquidity and Capital Resources	168
	□ Enterprise Risk Management	180
	□ Regulatory Environment	180
	□ Glossary	183
	□ Acronyms	186
ITEM 3	Quantitative and Qualitative Disclosures About Market Risk	187
ITEM 4	Controls and Procedures	187
Part II — Other Information		
ITEM 1	Legal Proceedings	188
ITEM 1A	Risk Factors	188
ITEM 2	Unregistered Sales of Equity Securities and Use of Proceeds	190
ITEM 4	Mine Safety Disclosures	190
ITEM 6	Exhibits	191
Signatures		192

Part I – Financial Information

Item 1. | Financial Statements

American International Group, Inc. Condensed Consolidated Balance Sheets *(unaudited)*

	September 30, 2020	December 31, 2019
<i>(in millions, except for share data)</i>		
Assets:		
Investments:		
Fixed maturity securities:		
Bonds available for sale, at fair value, net of allowance for credit losses of \$236 in 2020 (amortized cost: 2020 - \$242,470; 2019 - \$233,230)	\$ 265,965	\$ 251,086
Other bond securities, at fair value (See Note 5)	5,415	6,682
Equity securities, at fair value (See Note 5)	871	841
Mortgage and other loans receivable, net of allowance for credit losses of \$797 in 2020 and \$438 in 2019	45,590	46,984
Other invested assets (portion measured at fair value: 2020 - \$7,064; 2019 - \$6,827)	17,915	18,792
Short-term investments, including restricted cash of \$214 in 2020 and \$188 in 2019 (portion measured at fair value: 2020 - \$7,214; 2019 - \$5,343)	20,648	13,230
Total investments	356,404	337,615
Cash	3,191	2,856
Accrued investment income	2,324	2,334
Premiums and other receivables, net of allowance for credit losses and disputes of \$215 in 2020 and \$178 in 2019	11,827	10,274
Reinsurance assets - Fortitude Re, net of allowance for credit losses and disputes of \$0 in 2020	34,707	-
Reinsurance assets - other, net of allowance for credit losses and disputes of \$318 in 2020 and \$151 in 2019	40,337	37,977
Deferred income taxes	12,958	13,146
Deferred policy acquisition costs	10,176	11,207
Other assets, net of allowance for credit losses of \$52 in 2020, including restricted cash of \$202 in 2020 and \$243 in 2019 (portion measured at fair value: 2020 - \$901; 2019 - \$3,151)	13,270	16,383
Separate account assets, at fair value	92,036	93,272
Total assets	\$ 577,230	\$ 525,064
Liabilities:		
Liability for unpaid losses and loss adjustment expenses, net of allowance for credit losses of \$14 in 2020	\$ 78,584	\$ 78,328
Unearned premiums	20,093	18,269
Future policy benefits for life and accident and health insurance contracts	51,090	50,512
Policyholder contract deposits (portion measured at fair value: 2020 - \$9,322; 2019 - \$6,910)	158,205	151,869
Other policyholder funds	3,571	3,428
Fortitude Re funds withheld payable (portion measured at fair value: 2020 - \$5,136)	42,543	-
Other liabilities (portion measured at fair value: 2020 - \$600; 2019 - \$1,100)	28,264	26,609
Long-term debt (portion measured at fair value: 2020 - \$2,169; 2019 - \$2,062)	28,731	25,479
Debt of consolidated investment entities	9,506	9,871
Separate account liabilities	92,036	93,272
Total liabilities	512,623	457,637
Contingencies, commitments and guarantees (See Note 11)		
AIG shareholders' equity:		
Series A Non-cumulative preferred stock and additional paid in capital, \$5.00 par value; 100,000,000 shares authorized; shares issued: 2020 - 20,000 and 2019 - 20,000; liquidation preference \$500	485	485
Common stock, \$2.50 par value; 5,000,000,000 shares authorized; shares issued: 2020 - 1,906,671,492 and 2019 - 1,906,671,492	4,766	4,766
Treasury stock, at cost; 2020 - 1,045,222,917 shares; 2019 - 1,036,672,461 shares of common stock	(49,327)	(48,987)
Additional paid-in capital	81,368	81,345
Retained earnings	15,838	23,084
Accumulated other comprehensive income	10,978	4,982
Total AIG shareholders' equity	64,108	65,675
Non-redeemable noncontrolling interests	499	1,752
Total equity	64,607	67,427
Total liabilities and equity	\$ 577,230	\$ 525,064

See accompanying Notes to Condensed Consolidated Financial Statements.

American International Group, Inc.

Condensed Consolidated Statements of Income (Loss) *(unaudited)*

	Three Months Ended September 30,		Nine Months Ended September 30,	
<i>(dollars in millions, except per common share data)</i>	2020	2019	2020	2019
Revenues:				
Premiums	\$ 6,677	\$ 7,617	\$ 21,527	\$ 23,117
Policy fees	648	733	2,152	2,237
Net investment income:				
Net investment income - excluding Fortitude Re funds withheld assets	3,342	3,408	9,100	11,032
Net investment income - Fortitude Re funds withheld assets*	458	-	574	-
Total net investment income	3,800	3,408	9,674	11,032
Net realized capital gains (losses):				
Net realized capital gains (losses) - excluding Fortitude Re funds withheld assets	(498)	929	1,430	887
Net realized capital gains (losses) on Fortitude Re funds withheld assets*	32	-	128	-
Net realized capital gains (losses) on Fortitude Re funds withheld embedded derivative*	(656)	-	(1,493)	-
Total net realized capital gains (losses)	(1,122)	929	65	887
Other income	218	227	642	658
Total revenues	10,221	12,914	34,060	37,931
Benefits, losses and expenses:				
Policyholder benefits and losses incurred	5,872	6,892	18,718	19,373
Interest credited to policyholder account balances	882	966	2,757	2,873
Amortization of deferred policy acquisition costs	707	1,252	3,323	3,980
General operating and other expenses	1,991	2,187	6,231	6,380
Interest expense	379	348	1,099	1,057
(Gain) loss on extinguishment of debt	(2)	-	15	13
Net loss on sale or disposal of divested businesses	24	9	8,652	4
Total benefits, losses and expenses	9,853	11,654	40,795	33,680
Income (loss) from continuing operations before income tax expense (benefit)	368	1,260	(6,735)	4,251
Income tax expense (benefit)	74	287	(918)	950
Income (loss) from continuing operations	294	973	(5,817)	3,301
Income (loss) from discontinued operations, net of income taxes	5	-	4	(1)
Net income (loss)	299	973	(5,813)	3,300
Less:				
Net income from continuing operations attributable to noncontrolling interests	11	317	78	881
Net income (loss) attributable to AIG	288	656	(5,891)	2,419
Less: Dividends on preferred stock	7	8	22	15
Net income (loss) attributable to AIG common shareholders	\$ 281	\$ 648	\$ (5,913)	\$ 2,404
Income (loss) per common share attributable to AIG common shareholders:				
Basic:				
Income (loss) from continuing operations	\$ 0.31	\$ 0.74	\$ (6.80)	\$ 2.74
Income (loss) from discontinued operations	\$ 0.01	\$ -	\$ -	\$ -
Net income (loss) attributable to AIG common shareholders	\$ 0.32	\$ 0.74	\$ (6.80)	\$ 2.74
Diluted:				
Income (loss) from continuing operations	\$ 0.31	\$ 0.72	\$ (6.80)	\$ 2.71
Income (loss) from discontinued operations	\$ 0.01	\$ -	\$ -	\$ -
Net income (loss) attributable to AIG common shareholders	\$ 0.32	\$ 0.72	\$ (6.80)	\$ 2.71
Weighted average shares outstanding:				
Basic	867,713,308	877,009,495	869,627,926	876,262,372
Diluted	873,130,950	895,814,410	869,627,926	887,221,116

* Represents activity subsequent to the deconsolidation of Fortitude Re on June 2, 2020.

See accompanying Notes to Condensed Consolidated Financial Statements.

American International Group, Inc.

Condensed Consolidated Statements of Comprehensive Income *(unaudited)*

<i>(in millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Net income (loss)	\$ 299	\$ 973	\$ (5,813)	\$ 3,300
Other comprehensive income, net of tax				
Change in unrealized appreciation (depreciation) of fixed maturity securities on which allowance for credit losses was taken	79	-	(154)	-
Change in unrealized appreciation (depreciation) of fixed maturity securities on which other-than-temporary credit impairments were taken	-	(2)	-	756
Change in unrealized appreciation of all other investments	1,385	656	5,925	6,278
Change in foreign currency translation adjustments	352	(34)	206	1
Change in retirement plan liabilities adjustment	(1)	7	1	14
Change in fair value of liabilities under fair value option attributable to changes in own credit risk	1	1	2	(1)
Other comprehensive income	1,816	628	5,980	7,048
Comprehensive income	2,115	1,601	167	10,348
Comprehensive income attributable to noncontrolling interests	18	321	62	901
Comprehensive income attributable to AIG	\$ 2,097	\$ 1,280	\$ 105	\$ 9,447

See accompanying Notes to Condensed Consolidated Financial Statements.

American International Group, Inc.

Condensed Consolidated Statements of Equity *(unaudited)*

<i>(in millions)</i>	Preferred Stock and Additional Paid-in Capital	Common Stock	Treasury Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Total AIG Share- holders' Equity	Non- redeemable Non- controlling Interests	Total Equity
Three Months Ended September 30, 2020									
Balance, beginning of period	\$ 485	\$ 4,766	\$ (49,327)	\$ 81,294	\$ 15,847	\$ 9,169	\$ 62,234	\$ 584	\$ 62,818
Cumulative effect of change in accounting									
principle, net of tax	-	-	-	-	-	-	-	-	-
Preferred stock issued	-	-	-	-	-	-	-	-	-
Common stock issued under stock plans	-	-	-	(1)	-	-	(1)	-	(1)
Purchase of common stock	-	-	-	-	-	-	-	-	-
Net income attributable to AIG or noncontrolling interests	-	-	-	-	288	-	288	11	299
Dividends on preferred stock	-	-	-	-	(7)	-	(7)	-	(7)
Dividends on common stock	-	-	-	-	(276)	-	(276)	-	(276)
Other comprehensive income	-	-	-	-	-	1,809	1,809	7	1,816
Net decrease due to deconsolidation	-	-	-	-	-	-	-	(28)	(28)
Contributions from noncontrolling interests	-	-	-	-	-	-	-	-	-
Distributions to noncontrolling interests	-	-	-	-	-	-	-	(71)	(71)
Other	-	-	-	75	(14)	-	61	(4)	57
Balance, end of period	\$ 485	\$ 4,766	\$ (49,327)	\$ 81,368	\$ 15,838	\$ 10,978	\$ 64,108	\$ 499	\$ 64,607
Nine Months Ended September 30, 2020									
Balance, beginning of year	\$ 485	\$ 4,766	\$ (48,987)	\$ 81,345	\$ 23,084	\$ 4,982	\$ 65,675	\$ 1,752	\$ 67,427
Cumulative effect of change in accounting									
principle, net of tax	-	-	-	-	(487)	-	(487)	-	(487)
Preferred stock issued	-	-	-	-	-	-	-	-	-
Common stock issued under stock plans	-	-	167	(265)	-	-	(98)	-	(98)
Purchase of common stock	-	-	(500)	-	-	-	(500)	-	(500)
Net income (loss) attributable to AIG or noncontrolling interests	-	-	-	-	(5,891)	-	(5,891)	78	(5,813)
Dividends on preferred stock	-	-	-	-	(22)	-	(22)	-	(22)
Dividends on common stock	-	-	-	-	(827)	-	(827)	-	(827)
Other comprehensive income (loss)	-	-	-	-	-	5,996	5,996	(16)	5,980
Net decrease due to deconsolidation	-	-	-	-	-	-	-	(1,199)	(1,199)
Contributions from noncontrolling interests	-	-	-	-	-	-	-	4	4
Distributions to noncontrolling interests	-	-	-	-	-	-	-	(113)	(113)
Other	-	-	(7)	288	(19)	-	262	(7)	255
Balance, end of period	\$ 485	\$ 4,766	\$ (49,327)	\$ 81,368	\$ 15,838	\$ 10,978	\$ 64,108	\$ 499	\$ 64,607

American International Group, Inc.

Condensed Consolidated Statements of Equity *(unaudited)(continued)*

<i>(in millions)</i>	Preferred Stock and Additional Paid-in Capital	Common Stock	Treasury Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total AIG Share- holders' Equity	Non- redeemable Non- controlling Interests	Total Equity
Three Months Ended September 30, 2019									
Balance, beginning of period	\$ 485	\$ 4,766	\$ (48,991)	\$ 81,211	\$ 22,077	\$ 4,991	\$ 64,539	\$ 1,566	\$ 66,105
Preferred stock issued	-	-	-	-	-	-	-	-	-
Common stock issued under stock plans	-	-	1	-	-	-	1	-	1
Purchase of common stock	-	-	-	-	-	-	-	-	-
Net income attributable to AIG or noncontrolling interests	-	-	-	-	656	-	656	317	973
Dividends on preferred stock	-	-	-	-	(8)	-	(8)	-	(8)
Dividends on common stock	-	-	-	-	(278)	-	(278)	-	(278)
Other comprehensive income	-	-	-	-	-	624	624	4	628
Current and deferred income taxes	-	-	-	-	-	-	-	-	-
Net decrease due to acquisitions and consolidations	-	-	-	-	-	-	-	(18)	(18)
Contributions from noncontrolling interests	-	-	-	-	-	-	-	11	11
Distributions to noncontrolling interests	-	-	-	-	-	-	-	(37)	(37)
Other	-	-	1	76	(8)	-	69	(1)	68
Balance, end of period	\$ 485	\$ 4,766	\$ (48,989)	\$ 81,287	\$ 22,439	\$ 5,615	\$ 65,603	\$ 1,842	\$ 67,445
Nine Months Ended September 30, 2019									
Balance, beginning of year	\$ -	\$ 4,766	\$ (49,144)	\$ 81,268	\$ 20,884	\$ (1,413)	\$ 56,361	\$ 948	\$ 57,309
Preferred stock issued	485	-	-	-	-	-	485	-	485
Common stock issued under stock plans	-	-	154	(231)	-	-	(77)	-	(77)
Purchase of common stock	-	-	-	-	-	-	-	-	-
Net income attributable to AIG or noncontrolling interests	-	-	-	-	2,419	-	2,419	881	3,300
Dividends on preferred stock	-	-	-	-	(15)	-	(15)	-	(15)
Dividends on common stock	-	-	-	-	(835)	-	(835)	-	(835)
Other comprehensive income	-	-	-	-	-	7,028	7,028	20	7,048
Current and deferred income taxes	-	-	-	-	-	-	-	-	-
Net increase due to acquisitions and consolidations	-	-	-	-	-	-	-	78	78
Contributions from noncontrolling interests	-	-	-	-	-	-	-	13	13
Distributions to noncontrolling interests	-	-	-	-	-	-	-	(106)	(106)
Other	-	-	1	250	(14)	-	237	8	245
Balance, end of period	\$ 485	\$ 4,766	\$ (48,989)	\$ 81,287	\$ 22,439	\$ 5,615	\$ 65,603	\$ 1,842	\$ 67,445

See accompanying Notes to Condensed Consolidated Financial Statements.

American International Group, Inc.

Condensed Consolidated Statements of Cash Flows *(unaudited)*

(in millions)	Nine Months Ended September 30,	
	2020	2019
Cash flows from operating activities:		
Net income (loss)	\$ (5,813)	\$ 3,300
(Income) loss from discontinued operations	(4)	1
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Noncash revenues, expenses, gains and losses included in income (loss):		
Net gain on sales of securities available for sale and other assets	(675)	(600)
Net loss on sale or disposal of divested businesses	8,652	4
Losses on extinguishment of debt	15	13
Unrealized (gains) losses in earnings - net	72	(273)
Equity in loss from equity method investments, net of dividends or distributions	210	90
Depreciation and other amortization	3,223	3,833
Impairments of assets	79	237
Changes in operating assets and liabilities:		
Insurance reserves	1,818	(2,146)
Premiums and other receivables and payables - net	2,152	(42)
Reinsurance assets and funds held under reinsurance contracts	(2,148)	(1,200)
Capitalization of deferred policy acquisition costs	(3,256)	(4,181)
Current and deferred income taxes - net	(1,793)	757
Other, net	(300)	(582)
Total adjustments	8,049	(4,090)
Net cash provided by (used in) operating activities	2,232	(789)
Cash flows from investing activities:		
Proceeds from (payments for)		
Sales or distributions of:		
Available for sale securities	17,303	17,498
Other securities	2,256	5,230
Other invested assets	3,159	3,345
Divested businesses, net	2,119	2
Maturities of fixed maturity securities available for sale	19,441	18,165
Principal payments received on and sales of mortgage and other loans receivable	5,177	4,233
Purchases of:		
Available for sale securities	(43,228)	(41,612)
Other securities	(562)	(723)
Other invested assets	(2,197)	(2,662)
Mortgage and other loans receivable	(4,072)	(6,512)
Net change in short-term investments	(7,368)	(4,586)
Other, net	2,751	2,829
Net cash used in investing activities	(5,221)	(4,793)
Cash flows from financing activities:		
Proceeds from (payments for)		
Policyholder contract deposits	14,014	17,297
Policyholder contract withdrawals	(12,184)	(12,474)
Issuance of long-term debt and debt of consolidated investment entities	5,625	2,564
Repayments of long-term debt and debt of consolidated investment entities	(3,249)	(2,421)
Issuance of preferred stock, net of issuance costs	-	485
Purchase of common stock	(500)	-
Dividends paid on preferred stock	(22)	(15)
Dividends paid on common stock	(827)	(835)
Other, net	425	1,354
Net cash provided by financing activities	3,282	5,955
Effect of exchange rate changes on cash and restricted cash	27	39
Net increase in cash and restricted cash	320	412
Cash and restricted cash at beginning of year	3,287	3,358
Cash and restricted cash at end of period	\$ 3,607	\$ 3,770

American International Group, Inc.

Condensed Consolidated Statements of Cash Flows *(unaudited)(continued)*

Supplementary Disclosure of Condensed Consolidated Cash Flow Information

<i>(in millions)</i>	Nine Months Ended September 30,	
	2020	2019
Cash	\$ 3,191	\$ 3,361
Restricted cash included in Short-term investments*	214	64
Restricted cash included in Other assets*	202	345
Total cash and restricted cash shown in the Condensed Consolidated Statements of Cash Flows	\$ 3,607	\$ 3,770
Cash paid during the period for:		
Interest	\$ 829	\$ 1,012
Taxes	\$ 875	\$ 193
Non-cash investing activities:		
Fixed maturity securities available for sale received in connection with pension risk transfer transactions	\$ 1,008	\$ -
Fixed maturity securities received in connection with reinsurance transactions	\$ 336	\$ -
Non-cash financing activities:		
Interest credited to policyholder contract deposits included in financing activities	\$ 2,425	\$ 2,507

* Includes funds held for tax sharing payments to AIG Parent, security deposits, and replacement reserve deposits related to our affordable housing investments.

See accompanying Notes to Condensed Consolidated Financial Statements.

1. Basis of Presentation

American International Group, Inc. (AIG) is a leading global insurance organization serving customers in more than 80 countries and jurisdictions. AIG companies serve commercial and individual customers through one of the most extensive worldwide property-casualty networks of any insurer. In addition, AIG companies are leading providers of life insurance and retirement services in the United States. AIG Common Stock, par value \$2.50 per share (AIG Common Stock), is listed on the New York Stock Exchange (NYSE: AIG). Unless the context indicates otherwise, the terms “AIG,” “we,” “us” or “our” mean American International Group, Inc. and its consolidated subsidiaries and the term “AIG Parent” means American International Group, Inc. and not any of its consolidated subsidiaries.

These unaudited Condensed Consolidated Financial Statements do not include all disclosures that are normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States (GAAP) and should be read in conjunction with the audited Consolidated Financial Statements and the related notes included in our Annual Report on Form 10-K for the year ended December 31, 2019 (the 2019 Annual Report). The condensed consolidated financial information as of December 31, 2019 included herein has been derived from the audited Consolidated Financial Statements in the 2019 Annual Report.

Certain of our foreign subsidiaries included in the Condensed Consolidated Financial Statements report on the basis of a fiscal period ending November 30. The effect on our consolidated financial condition and results of operations of all material events occurring at these subsidiaries through the date of each of the periods presented in these Condensed Consolidated Financial Statements has been considered for adjustment and/or disclosure. In the opinion of management, these Condensed Consolidated Financial Statements contain normal recurring adjustments, including eliminations of material intercompany accounts and transactions, necessary for a fair statement of the results presented herein. Operating results for the nine months ended September 30, 2020, are not necessarily indicative of the results that may be expected for the year ended December 31, 2020, especially when considering the risks and uncertainties associated with COVID-19 and the impact it may have on our business, results of operations and financial condition.

We evaluated the need to recognize or disclose events that occurred subsequent to September 30, 2020 and prior to the issuance of these Condensed Consolidated Financial Statements.

SALES/DISPOSALS OF BUSINESSES

Fortitude Holdings

On June 2, 2020, we completed the sale of a majority of the interests in Fortitude Group Holdings, LLC (Fortitude Holdings) to Carlyle FRL, L.P. (Carlyle FRL), an investment fund advised by an affiliate of The Carlyle Group Inc. (Carlyle), and T&D United Capital Co., Ltd. (T&D), a subsidiary of T&D Holdings, Inc., under the terms of a membership interest purchase agreement entered into on November 25, 2019 by and among AIG, Fortitude Holdings, Carlyle FRL, Carlyle, T&D and T&D Holdings, Inc. (the Majority Interest Fortitude Sale). AIG established Fortitude Reinsurance Company Ltd. (Fortitude Re), a wholly owned subsidiary of Fortitude Holdings, in 2018 in a series of reinsurance transactions related to AIG's Legacy Portfolio. As of September 30, 2020, approximately \$30.6 billion of reserves from AIG's Legacy Life and Retirement Run-Off Lines and approximately \$4.1 billion of reserves from AIG's Legacy General Insurance Run-Off Lines, related to business written by multiple wholly-owned AIG subsidiaries, had been ceded to Fortitude Re under these reinsurance transactions. As of closing of the Majority Interest Fortitude Sale, these reinsurance transactions are no longer considered affiliated transactions and Fortitude Re is the reinsurer of the majority of AIG's Legacy Portfolio. As these reinsurance transactions are structured as modified coinsurance and loss portfolio transfers with funds withheld, following the closing of the Majority Interest Fortitude Sale, AIG continues to reflect the invested assets, which consist mostly of available for sale securities, supporting Fortitude Re's obligations, in AIG's financial statements.

AIG sold a 19.9 percent ownership interest in Fortitude Holdings to TC Group Cayman Investments Holdings, L.P. (TCG), an affiliate of Carlyle, in November 2018 (the 2018 Fortitude Sale). As a result of completion of the Majority Interest Fortitude Sale, Carlyle FRL purchased from AIG a 51.6 percent ownership interest in Fortitude Holdings and T&D purchased from AIG a 25 percent ownership interest in Fortitude Holdings; AIG retained a 3.5 percent ownership interest in Fortitude Holdings and one seat on its Board of Managers. The \$2.2 billion of proceeds received by AIG at closing include (i) the \$1.8 billion under the Majority Interest Fortitude Sale, which is subject to a post-closing purchase price adjustment pursuant to which AIG will pay Fortitude Re for certain adverse development in property casualty related reserves, based on an agreed methodology, that may occur on or prior to December 31, 2023, up to a maximum payment of \$500 million; and (ii) a \$383 million purchase price adjustment from Carlyle FRL and T&D, corresponding to their respective portions of a proposed \$500 million non-pro rata distribution from Fortitude Holdings that was not received by AIG prior to the closing.

AIG recorded a total after-tax reduction to total AIG shareholders' equity of \$4.3 billion related to the sale of the majority interest in and deconsolidation of Fortitude Holdings in the second quarter of 2020. The impact to equity was primarily due to a \$6.7 billion after-tax loss partially offset by a \$2.4 billion increase in accumulated other comprehensive income (AOCI) due to the release of shadow adjustments primarily related to future policy benefits. The \$6.7 billion after-tax loss was comprised of (i) a \$2.7 billion loss related to the write-off of prepaid insurance assets and deferred policy acquisition costs (DAC) upon deconsolidation of Fortitude Holdings and (ii) \$4.0 billion related to the loss on the sale primarily as a result of increases in Fortitude Holdings' equity principally related to mark to market movements from the December 31, 2018 date as of which Fortitude Holdings' equity was calculated for purposes of the purchase price determination, through the June 2, 2020 closing date.

In connection with the Majority Interest Fortitude Sale, AIG, Fortitude Holdings, and TCG agreed that, effective as of the closing, (i) AIG's investment commitment targets under the 2018 Fortitude Sale (whereby AIG had agreed to invest certain amounts into various Carlyle strategies and to make certain minimum investment management fee payments by November 2021) were assumed by Fortitude Holdings and AIG was released therefrom, (ii) the purchase price adjustment that AIG had agreed to provide TCG in the 2018 Fortitude Sale (whereby AIG had agreed to reimburse TCG for adverse development in property casualty related reserves, based on an agreed methodology, that may occur on or prior to December 31, 2023, up to the value of TCG's investment in Fortitude Holdings) has been terminated, and (iii) TCG remains obligated to pay AIG \$115 million of deferred consideration upon settlement of the post-closing purchase price adjustment referred to above. This latter amount is composed of \$95 million of deferred consideration contemplated as part of the 2018 Fortitude Sale, together with \$19.9 million in respect of TCG's 19.9 percent share of the unpaid portion of the \$500 million non-pro rata dividend to be paid to AIG under the 2018 Fortitude Sale (TCG paid \$79.6 million to AIG on May 26, 2020). In addition, the 2018 capital maintenance agreement between AIG and Fortitude Re and the letters of credit issued in support of Fortitude Re and subject to reimbursement by AIG in the event of a drawdown were terminated as of the closing of the Majority Interest Fortitude Sale. Upon closing of the Majority Interest Fortitude Sale, AIG entered into a transition services agreement with Fortitude Holdings for the provision of transition services for a period after closing, and letter of credit agreements with certain financial institutions, which issued letters of credit in support of certain General Insurance subsidiaries that have reinsurance agreements in place with Fortitude Re in the amount of \$600 million. These letters of credit are subject to reimbursement by AIG in the event of a drawdown by these insurance subsidiaries.

Following closing, in the second quarter of 2020, AIG contributed \$700 million of the proceeds of the Majority Interest Fortitude Sale to certain of its General Insurance subsidiaries and \$135 million of the proceeds of the Majority Interest Fortitude Sale to certain of its Life and Retirement subsidiaries.

For further discussion on the sale of Fortitude Holdings see Note 7 to the Condensed Consolidated Financial Statements.

Blackboard

At the end of March 2020, Blackboard U.S. Holdings, Inc. (Blackboard), AIG's technology-driven subsidiary, was placed into run-off. As a result of this decision, during the three months ended March 31, 2020 and the nine months ended September 30, 2020, AIG recognized a pre-tax loss of \$210 million, primarily consisting of asset impairment charges.

Life and Retirement

On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG. *For further discussion see Note 16 to the Condensed Consolidated Financial Statements.*

USE OF ESTIMATES

The preparation of financial statements in accordance with GAAP requires the application of accounting policies that often involve a significant degree of judgment. Accounting policies that we believe are most dependent on the application of estimates and assumptions are considered our critical accounting estimates and are related to the determination of:

- liability for unpaid losses and loss adjustment expenses (loss reserves);
- valuation of future policy benefit liabilities and timing and extent of loss recognition;
- valuation of liabilities for guaranteed benefit features of variable annuity products;
- valuation of embedded derivatives for fixed index annuity and life products;
- estimated gross profits to value deferred policy acquisition costs for investment-oriented products;
- reinsurance assets;
- impairment charges, including impairments on other invested assets and goodwill;
- allowances for credit losses primarily on loans, available for sale fixed maturity securities, reinsurance assets and premiums and other receivables;
- liability for legal contingencies;
- fair value measurements of certain financial assets and liabilities; and
- income tax assets and liabilities, including recoverability of our net deferred tax asset and the predictability of future tax operating profitability of the character necessary to realize the net deferred tax asset and estimates associated with the Tax Cuts and Jobs Act (the Tax Act).

These accounting estimates require the use of assumptions about matters, some of which are highly uncertain at the time of estimation. To the extent actual experience differs from the assumptions used, our consolidated financial condition, results of operations and cash flows could be materially affected.

2. Summary of Significant Accounting Policies

ACCOUNTING STANDARDS ADOPTED DURING 2020

Financial Instruments - Credit Losses

In June 2016, the FASB issued an accounting standard that changed how entities account for current expected credit losses (CECL) for most financial assets, premiums receivable, trade receivables, off-balance sheet exposures and reinsurance receivables (the Financial Instruments Credit Losses Standard). The standard requires an allowance for credit losses based on the expectation of lifetime credit losses related to such financial assets subject to credit losses, including loans measured at amortized cost, reinsurance receivables and certain off-balance sheet credit exposures. Additionally, the impairment of available-for-sale debt securities, including purchased credit deteriorated (PCD) securities, is subject to the new guidance and is measured in a similar manner, except that losses are recognized as allowances rather than reductions in the amortized cost of the securities. The standard allows for reversals of credit impairments in the event that the credit of an issuer improves. The standard also requires additional disclosures.

We adopted the standard on its effective date of January 1, 2020 using a modified retrospective method, which requires a cumulative effect adjustment to retained earnings. As of January 1, 2020, the impact of the adoption of the standard was a reduction in opening retained earnings of \$487 million (after-tax) primarily driven by commercial mortgage loans, and, to a lesser extent, reinsurance receivables and recoverables.

The following table provides a rollforward of our allowance, including credit losses, in connection with the adoption of the Financial Instruments Credit Losses Standard as well as cross references to the applicable notes herein for additional information:

Three Months Ended September 30, 2020	Balance, Beginning of Period	Cumulative Effect Adjustment as of January 1, 2020	Purchased Credit Deteriorated Initial Allowance	Incremental Increase (Decrease) Recognized in Income	Write-offs and Other Changes in the Allowance ^(h)	Balance, End of Period
<i>(in millions)</i>						
Securities available for sale ^(a)	\$ 198	\$ -	\$ -	\$ 81	\$ (43)	\$ 236
Mortgage and other loan receivables ^(b)	794	-	-	3	-	797
Reinsurance recoverables (inclusive of deposit accounted assets) ^(c)	364	-	-	-	6	370
Premiums and other receivables ^(d)	212	-	-	7	(4)	215
Contractual deductible recoverables ^(e)	14	-	-	-	-	14
Commercial mortgage loan commitments ^(f)	58	-	-	8	-	66
Total	\$ 1,640	\$ -	\$ -	\$ 99	\$ (41)	\$ 1,698
Nine Months Ended September 30, 2020						
Securities available for sale ^(a)	\$ -	\$ -	\$ 33	\$ 310	\$ (107)	\$ 236
Mortgage and other loan receivables ^(b)	438	318	-	53	(12)	797
Reinsurance recoverables (inclusive of deposit accounted assets) ^(c)	151	224	-	5	(10)	370
Premiums and other receivables ^(d)	178	34	-	9	(6)	215
Contractual deductible recoverables ^(e)	-	14	-	-	-	14
Commercial mortgage loan commitments ^(f)	-	51	-	14	1	66
Total	\$ 767	\$ 641	\$ 33	\$ 391	\$ (134)	\$ 1,698
Secondary impacts to certain long-duration insurance contracts ^(g)		(27)				
Tax impact		(127)				
Total cumulative effect adjustment	\$	487				

- (a) The allowance for credit losses is reported in Bonds available for sale in the Condensed Consolidated Balance Sheets. Changes in the allowance for credit losses are reported in Net realized capital gains (losses) in the Condensed Consolidated Statements of Income. *Refer to Note 5 for additional information.*
- (b) The allowance for credit losses is reported in Mortgage and other loans receivable in the Condensed Consolidated Balance Sheets. Changes in the allowance for credit losses are reported in Net realized capital gains (losses) in the Condensed Consolidated Statements of Income. *Refer to Note 6 for additional information.*
- (c) The allowance for credit losses is reported in Reinsurance assets – other and Reinsurance assets – Fortitude Re for reinsurance contracts that contain sufficient insurance risk, and reported in Other assets for insurance and reinsurance contracts that do not contain sufficient insurance risk in the Condensed Consolidated Balance Sheets. Changes in the allowance for credit losses are reported in Policyholder benefits and losses incurred for reinsurance contracts that do contain sufficient insurance risk and premiums for contracts that do not contain sufficient insurance risk in the Condensed Consolidated Statements of Income. *Refer to Note 7 for additional information.*
- (d) The allowance for credit losses is reported in Premiums and other receivables in the Condensed Consolidated Balance Sheets. Changes in the allowance for credit losses are reported in General operating and other expenses in the Condensed Consolidated Statements of Income. *Refer to Note 2 for additional information.*
- (e) The allowance for credit losses is reported in Liability for unpaid losses and loss adjustment expenses in the Condensed Consolidated Balance Sheets. Changes in the allowance for credit losses are reported in Policyholder benefits and losses incurred in the Condensed Consolidated Statements of Income. *Refer to Note 10 for additional information.*
- (f) The allowance for credit losses is reported in Other liabilities in the Condensed Consolidated Balance Sheets. Changes in the allowance for credit losses are reported in Net realized capital gains (losses) in the Condensed Consolidated Statements of Income. *Refer to Note 6 for additional information.*
- (g) This reflects adjustments to the amortization of DAC, unearned revenue reserve and sales inducement assets as well as impacts on the future policy benefits for certain universal life and variable annuity contracts.
- (h) A write-off does not generally result in an incremental loss to AIG. Prior to a write-off occurring, the allowance for the credit loss is increased or decreased to reflect AIG's expectation of the credit loss to be incurred. Accordingly, when a write-off occurs, the allowance is reversed for the same amount, resulting in no incremental loss to AIG.

The following presents the impact of the adoption of the standard on premiums and other receivables.

Premiums and other receivables — Credit Losses

Premiums and other receivables, net of allowance for credit losses include premium balances receivable, amounts due from agents and brokers and policyholders, trade receivables for the Direct Investment book and Global Capital Markets (GCM) and other receivables. Trade receivables for GCM include cash collateral posted to derivative counterparties that is not eligible to be netted against derivative liabilities. The allowance for credit losses and disputes for premiums and other receivables was \$215 million at September 30, 2020. Our allowance for credit losses for premium receivables considers a combination of internal and external information relating to past events, current conditions and reasonable and supportable forecasts. Our allowance contemplates our contractual provisions. Upon default or delinquency of the policyholder we may be able to cease coverage for the remaining period. In certain jurisdictions we are unable to cancel coverage even in the event of delinquency or default by the policyholder. We consider premium and other receivable balances to be past due if the payment is not received after 90 days from the contractual obligation due date and record an allowance for disputes when there is reasonable uncertainty of the collectability of a disputed amount during the reporting period.

For further information regarding the impacts of the adoption of this standard see Notes 4, 5, 6, 10 and 12 to the Condensed Consolidated Financial Statements.

Simplifying the Test for Goodwill Impairment

In January 2017, the FASB issued an accounting standard that eliminates the requirement to calculate the implied fair value of goodwill, through a hypothetical purchase price allocation, to measure a goodwill impairment charge. Instead, entities will record an impairment charge based on the excess of a reporting unit's carrying amount over its fair value not to exceed the total amount of goodwill allocated to that reporting unit. An entity should also consider income tax effects from tax deductible goodwill on the carrying amount of the reporting unit when measuring the goodwill impairment loss, if applicable.

We adopted the standard on its effective date of January 1, 2020. The adoption of the standard did not have a material impact on our financial position, results of operations or cash flows.

Cloud Computing Arrangements

In August 2018, the FASB issued an accounting standard that aligns the requirements for capitalizing implementation costs incurred in a cloud computing (or hosting) arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal-use software license). Capitalized implementation costs must be amortized over the term of the hosting arrangement. The accounting for the service element is not affected by the amendments in this update.

We adopted the standard prospectively on its effective date of January 1, 2020. The adoption of the standard did not have a material impact on our consolidated financial position, results of operations or cash flows.

Financial Disclosures About Guarantors and Issuers of Guaranteed Securities and Affiliates

In March 2020, the Securities and Exchange Commission (SEC) adopted amendments to simplify and streamline the disclosure requirements for guarantors and issuers of guaranteed securities registered or being registered, and issuers' affiliates whose securities collateralize securities registered or being registered. Currently, the SEC permits the omission of separate financial statements of subsidiary issuers and guarantors when certain conditions are met and the parent company provides summarized financial information of the subsidiary issuers and guarantors. The amendments, among other things, allow companies to cease providing summarized financial information if the subsidiary issuer's or guarantor's reporting obligation has been suspended.

The amendments are effective January 4, 2021, with early adoption permitted. Effective March 31, 2020, AIG early adopted the amendment and ceased providing the summarized information for the subsidiary issuers and guarantors because the subsidiaries issuer's reporting obligations have been suspended.

FUTURE APPLICATION OF ACCOUNTING STANDARDS

Targeted Improvements to the Accounting for Long-Duration Contracts

In August 2018, the FASB issued an accounting standard update with the objective of making targeted improvements to the existing recognition, measurement, presentation, and disclosure requirements for long-duration contracts issued by an insurance entity. The standard prescribes significant and comprehensive changes to recognition, measurement, presentation and disclosure as summarized below:

- Requires the review and if necessary update of future policy benefit assumptions at least annually for traditional and limited pay long duration contracts, with the recognition and separate presentation of any resulting re-measurement gain or loss (except for discount rate changes as noted below) in the income statement.
- Requires the discount rate assumption to be updated at the end of each reporting period using an upper medium grade (low-credit risk) fixed income instrument yield that maximizes the use of observable market inputs and recognizes the impact of changes to discount rates in other comprehensive income.
- Simplifies the amortization of DAC to a constant level basis over the expected term of the related contracts with adjustments for unexpected terminations, but no longer requires an impairment test.
- Requires the measurement of all market risk benefits associated with deposit (or account balance) contracts at fair value through the income statement with the exception of instrument-specific credit risk changes, which will be recognized in other comprehensive income.
- Increased disclosures of disaggregated roll-forwards of policy benefits, account balances, market risk benefits, separate account liabilities and information about significant inputs, judgments and methods used in measurement and changes thereto and impact of those changes.

In September 2020, the FASB affirmed its proposal to defer the effective date of the standard to January 1, 2023, which the FASB initially proposed in an exposure draft in July 2020. We are currently evaluating the change in the effective date on our implementation efforts. We have started our implementation efforts and we are evaluating the method of adoption and impact of the standard on our reported consolidated financial condition, results of operations, cash flows and required disclosures. The adoption of this standard is expected to have a significant impact on our consolidated financial condition, results of operations, cash flows and required disclosures, as well as systems, processes and controls.

Income Tax

On December 18, 2019, the FASB issued an accounting standard that simplifies the accounting for income taxes by eliminating certain exceptions to the approach for intraperiod tax allocation, the methodology for calculating income taxes in an interim period and the recognition of deferred tax liabilities for outside basis differences. The amendments also simplified other areas including the accounting for franchise taxes and enacted tax laws or rates, and clarified the accounting for transactions that result in the step-up in the tax basis of goodwill. The standard is effective on January 1, 2021, with early adoption permitted. We do not expect the impact of the standard to be material to our consolidated financial condition, results of operations and cash flows.

Reference Rate Reform

On March 12, 2020, the FASB issued an accounting standard that provides temporary optional guidance to ease the potential burden in accounting for reference rate reform. The standard allows us to account for certain contract modifications that result from the discontinuation of the London Inter-Bank Offered Rate (LIBOR) or another reference rate as a continuation of the existing contract without additional analysis.

This standard may be elected and applied prospectively over time from March 12, 2020 through December 31, 2022 as reference rate reform activities occur. We have started our implementation efforts and we are evaluating the method of adoption and impact of the standard on our reported consolidated financial condition, results of operations, cash flows and required disclosures.

Clarification of Accounting for Certain Equity Method Investments

On January 16, 2020, the FASB issued an accounting standard to clarify how a previously issued standard regarding a company's ability to measure the fair value of certain equity securities without a readily determinable fair value should interact with equity method investments standards. The previously issued standard provides that such equity securities could be measured at cost, minus impairment, if any, unless an observable transaction for an identical or similar security occurs (measurement alternative). The new standard clarifies that a company should consider observable transactions that require the company to either apply or discontinue the equity method of accounting for the purposes of applying the measurement alternative in accordance with the equity method immediately before applying or upon discontinuing the equity method.

The standard further clarifies that, when determining the accounting for certain forward contracts and purchased options a company should not consider, whether upon settlement or exercise, if the underlying securities would be accounted for under the equity method or fair value option.

The standard is effective for interim and annual reporting periods beginning after December 15, 2020. We are evaluating the impact adoption of this standard will have on our consolidated financial condition, results of operations, cash flows and required disclosures.

GOODWILL

We performed our annual goodwill impairment tests of all reporting units in the third quarter of 2020 using a combination of both qualitative and quantitative assessments and concluded that our goodwill was not impaired. Our goodwill balance was \$4.0 billion at September 30, 2020. *For further information on goodwill see Note 13 to the Consolidated Financial Statements in the 2019 Annual Report.*

3. Segment Information

We report our results of operations consistent with the manner in which our chief operating decision makers review the business to assess performance and allocate resources, as follows:

GENERAL INSURANCE

General Insurance business is presented as two operating segments:

- ▢ **North America** — consists of insurance businesses in the United States, Canada and Bermuda. This also includes the results of Validus Reinsurance, Ltd. (Validus), Western World Insurance Group, Inc. and Glatfelter Insurance Group (Glatfelter).
- ▢ **International** — consists of regional insurance businesses in Japan, the UK, Europe, Asia Pacific, Latin America and Caribbean, Middle East and Africa, and China. This also includes the results of Talbot Holdings, Ltd.

Results are presented before internal reinsurance transactions. North America and International operating segments consist of the following products:

- Commercial Lines — consists of Liability, Financial Lines, Property and Special Risks.
- Personal Insurance — consists of Personal Lines and Accident and Health.

LIFE AND RETIREMENT

Life and Retirement business is presented as four operating segments:

- ▢ **Individual Retirement** — consists of fixed annuities, fixed index annuities, variable annuities and retail mutual funds.
- ▢ **Group Retirement** — consists of group mutual funds, group annuities, individual annuity and investment products, and financial planning and advisory services.
- ▢ **Life Insurance** — primary products in the U.S. include term life and universal life insurance. International operations include distribution of life and health products in the UK and Ireland.
- ▢ **Institutional Markets** — consists of stable value wrap products, structured settlement and pension risk transfer annuities, corporate- and bank-owned life insurance and guaranteed investment contracts (GICs).

On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG. *For further discussion see Note 16 to the Condensed Consolidated Financial Statements.*

OTHER OPERATIONS

Other Operations consists primarily of:

- Income from assets held by AIG Parent and other corporate subsidiaries.
- General operating expenses not attributable to AIG reporting segments.
- Certain compensation expenses attributable to Other Operations and reporting segments.
- Amortization of value of distribution network acquired related to the Validus and Glatfelter acquisitions.
- Interest expense attributable to AIG long-term debt as well as debt associated with consolidated investment entities.
- Results also include Blackboard and its subsidiaries which are focused on delivering commercial insurance solutions using digital technology, data analytics and automation. At the end of March 2020, Blackboard was placed into run-off.

LEGACY PORTFOLIO

Legacy Portfolio represents exited or discontinued product lines, policy forms or distribution channels. Effective February 2018, the Bermuda domiciled composite reinsurer, Fortitude Re, is included in our Legacy Portfolio. The sale of Fortitude Re was completed on June 2, 2020, and Fortitude Re is only included in the Legacy Portfolio through such date. As of closing of the Majority Interest Fortitude Sale, these reinsurance transactions between AIG and Fortitude Re are no longer considered affiliated transactions and Fortitude Re is the reinsurer of the majority of AIG's Legacy Portfolio.

- **Legacy Life and Retirement Run-Off Lines** — Currently, the remaining legacy business not reinsured to Fortitude Holdings includes reserves that consist of certain structured settlements, pension risk transfer annuities, whole life and other small blocks of life and accident & health product lines.
- **Legacy General Insurance Run-Off Lines** — Currently, the remaining legacy business not reinsured to Fortitude Holdings includes reserves that consist of excess workers' compensation, environmental exposures and exposures to other products within General Insurance that are no longer actively marketed. Also includes the remaining reserves in Eaglestone Reinsurance Company.
- **Legacy Investments** — Includes investment classes that we have placed into run-off including holdings in direct investments as well as investments in global capital markets and global real estate.

We evaluate segment performance based on adjusted revenues and adjusted pre-tax income (loss). Adjusted revenues and adjusted pre-tax income (loss) are derived by excluding certain items from total revenues and net income (loss) attributable to AIG, respectively. These items generally fall into one or more of the following broad categories: legacy matters having no relevance to our current businesses or operating performance; adjustments to enhance transparency to the underlying economics of transactions; and measures that we believe to be common to the industry. *For the items excluded from adjusted revenues and adjusted pre-tax income (loss) see the table below.*

The following table presents AIG's continuing operations by operating segment:

Three Months Ended September 30,	2020		2019	
	Total Revenues	Adjusted Pre-tax Income (Loss)	Total Revenues	Adjusted Pre-tax Income (Loss)
<i>(in millions)</i>				
General Insurance				
North America	\$ 3,417	\$ 399	\$ 3,878	\$ 435
International	3,275	17	3,537	72
Total General Insurance	6,692	416	7,415	507
Life and Retirement				
Individual Retirement	1,480	533	1,416	387
Group Retirement	758	338	726	203
Life Insurance	1,076	5	1,037	(7)
Institutional Markets	556	99	654	63
Total Life and Retirement	3,870	975	3,833	646
Other Operations	128	(426)	139	(454)
Legacy Portfolio	214	89	751	93
AIG Consolidation and elimination	(148)	(136)	(81)	(46)
Total AIG Consolidated adjusted revenues and adjusted pre-tax income	10,756	918	12,057	746
Reconciling items from adjusted pre-tax income to pre-tax income:				
Changes in fair value of securities used to hedge guaranteed living benefits	14	15	25	12
Changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains (losses)	-	78	-	(65)
Changes in the fair value of equity securities	119	119	(51)	(51)
Other income (expense) - net	23	-	16	-
Gain on extinguishment of debt	-	2	-	-
Net investment income on Fortitude Re funds withheld assets ^(a)	458	458	-	-
Net realized capital gains (losses) on Fortitude Re funds withheld assets ^(a)	32	32	-	-
Net realized capital gains (losses) on Fortitude Re funds withheld embedded derivative ^(a)	(656)	(656)	-	-
Net realized capital gains (losses) ^(b)	(525)	(514)	867	881
Loss from divested businesses	-	(24)	-	(9)
Non-operating litigation reserves and settlements	-	(1)	-	(5)
Favorable prior year development and related amortization changes ceded under retroactive reinsurance agreements	-	30	-	59
Net loss reserve discount benefit (charge)	-	31	-	(235)
Integration and transaction costs associated with acquired businesses	-	(1)	-	(3)
Restructuring and other costs	-	(100)	-	(67)
Non-recurring costs related to regulatory or accounting changes	-	(19)	-	(3)
Revenues and Pre-tax income	\$ 10,221	\$ 368	\$ 12,914	\$ 1,260

AIG | Third Quarter 2020 Form 10-Q 17

Nine Months Ended September 30,	2020		2019	
	Total Revenues	Adjusted Pre-Tax Income (Loss)	Total Revenues	Adjusted Pre-Tax Income (Loss)
<i>(in millions)</i>				
General Insurance				
North America	\$ 9,908	\$ 813	\$ 12,001	\$ 2,087
International	9,706	279	10,743	668
Total General Insurance	19,614	1,092	22,744	2,755
Life and Retirement				
Individual Retirement	4,183	1,389	4,233	1,483
Group Retirement	2,164	695	2,225	728
Life Insurance	3,280	51	3,264	195
Institutional Markets	2,964	295	2,143	213
Total Life and Retirement	12,591	2,430	11,865	2,619
Other Operations	305	(1,436)	422	(1,256)
Legacy Portfolio	1,197	(22)	2,197	324
AIG Consolidation and elimination	(262)	(171)	(257)	(172)
Total AIG Consolidated adjusted revenues and adjusted pre-tax income	33,445	1,893	36,971	4,270
Reconciling items from adjusted pre-tax income to pre-tax income (loss):				
Changes in fair value of securities used to hedge guaranteed living benefits	42	24	214	183
Changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains (losses)	-	(205)	-	(39)
Changes in the fair value of equity securities	(16)	(16)	6	6
Other income (expense) - net	46	-	27	-
Loss on extinguishment of debt	-	(15)	-	(13)
Net investment income on Fortitude Re funds withheld assets ^(a)	574	574	-	-
Net realized capital gains (losses) on Fortitude Re funds withheld assets ^(a)	128	128	-	-
Net realized capital gains (losses) on Fortitude Re funds withheld embedded derivative ^(a)	(1,493)	(1,493)	-	-
Net realized capital gains ^(b)	1,328	1,369	713	758
loss from divested businesses	-	(8,652)	-	(4)
Non-operating litigation reserves and settlements	6	5	-	(6)
Favorable prior year development and related amortization	-	71	-	211
changes ceded under retroactive reinsurance agreements	-	(41)	-	(920)
Net loss reserve discount charge	-	(7)	-	(16)
Integration and transaction costs associated with acquired businesses	-	(324)	-	(174)
Restructuring and other costs	-	(46)	-	(5)
Non-recurring costs related to regulatory or accounting changes	-	-	-	-
Revenues and Pre-tax income (loss)	\$ 34,060	\$ (6,735)	\$ 37,931	\$ 4,251

(a) Represents activity subsequent to the deconsolidation of Fortitude Re on June 2, 2020.

(b) Includes all net realized capital gains and losses except earned income (periodic settlements and changes in settlement accruals) on derivative instruments used for non-qualifying (economic) hedging or for asset replication and net realized gains and losses on Fortitude Re funds withheld assets held by AIG in support of Fortitude Re's reinsurance obligations to AIG (Fortitude Re funds withheld assets).

4. Fair Value Measurements

FAIR VALUE MEASUREMENTS ON A RECURRING BASIS

Assets and liabilities recorded at fair value in the Condensed Consolidated Balance Sheets are measured and classified in accordance with a fair value hierarchy consisting of three “levels” based on the observability of valuation inputs:

- **Level 1:** Fair value measurements based on quoted prices (unadjusted) in active markets that we have the ability to access for identical assets or liabilities. Market price data generally is obtained from exchange or dealer markets. We do not adjust the quoted price for such instruments.
- **Level 2:** Fair value measurements based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals.
- **Level 3:** Fair value measurements based on valuation techniques that use significant inputs that are unobservable. Both observable and unobservable inputs may be used to determine the fair values of positions classified in Level 3. The circumstances for using these measurements include those in which there is little, if any, market activity for the asset or liability. Therefore, we must make certain assumptions about the inputs a hypothetical market participant would use to value that asset or liability.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

ASSETS AND LIABILITIES MEASURED AT FAIR VALUE ON A RECURRING BASIS

The following table presents information about assets and liabilities measured at fair value on a recurring basis and indicates the level of the fair value measurement based on the observability of the inputs used:

September 30, 2020 (in millions)	Level 1	Level 2	Level 3	Counterparty Netting ^(a)	Cash Collateral	Total
Assets:						
Bonds available for sale:						
U.S. government and government sponsored entities	\$ 33	\$ 5,102	\$ -	\$ -	\$ -	\$ 5,135
Obligations of states, municipalities and political subdivisions	-	13,990	2,183	-	-	16,173
Non-U.S. governments	41	15,126	7	-	-	15,174
Corporate debt	-	159,991	2,115	-	-	162,106
RMBS	-	20,759	12,655	-	-	33,414
CMBS	-	14,796	981	-	-	15,777
CDO/ABS	-	8,833	9,353	-	-	18,186
Total bonds available for sale	74	238,597	27,294	-	-	265,965
Other bond securities:						
U.S. government and government sponsored entities	-	1,870	-	-	-	1,870
Non-U.S. governments	-	-	-	-	-	-
Corporate debt	-	12	-	-	-	12
RMBS	-	320	168	-	-	488
CMBS	-	274	48	-	-	322
CDO/ABS	-	168	2,555	-	-	2,723
Total other bond securities	-	2,644	2,771	-	-	5,415
Equity securities	827	18	26	-	-	871
Other invested assets^(b)	-	94	1,583	-	-	1,677
Derivative assets:						
Interest rate contracts	3	5,051	-	-	-	5,054
Foreign exchange contracts	-	1,585	3	-	-	1,588
Equity contracts	6	841	110	-	-	957
Credit contracts	-	-	1	-	-	1
Other contracts	-	-	13	-	-	13
Counterparty netting and cash collateral	-	-	-	(3,695)	(3,129)	(6,824)
Total derivative assets	9	7,477	127	(3,695)	(3,129)	789
Short-term investments	3,195	4,019	-	-	-	7,214
Other assets	-	-	112	-	-	112
Separate account assets	88,023	4,013	-	-	-	92,036
Total	\$ 92,128	\$ 256,862	\$ 31,913	\$ (3,695)	\$ (3,129)	\$ 374,079
Liabilities:						
Policyholder contract deposits	\$ -	\$ -	\$ 9,322	\$ -	\$ -	\$ 9,322
Derivative liabilities:						
Interest rate contracts	-	4,559	-	-	-	4,559
Foreign exchange contracts	-	619	-	-	-	619
Equity contracts	12	84	5	-	-	101
Credit contracts	-	24	45	-	-	69
Other contracts	-	-	7	-	-	7
Counterparty netting and cash collateral	-	-	-	(3,695)	(1,060)	(4,755)
Total derivative liabilities	12	5,286	57	(3,695)	(1,060)	600
Fortitude Re funds withheld payable	-	-	5,136	-	-	5,136
Other liabilities	-	-	-	-	-	-
Long-term debt	-	2,169	-	-	-	2,169
Total	\$ 12	\$ 7,455	\$ 14,515	\$ (3,695)	\$ (1,060)	\$ 17,227

December 31, 2019 (in millions)	Level 1	Level 2	Level 3	Counterparty Netting ^(a)	Cash Collateral	Total
Assets:						
Bonds available for sale:						
U.S. government and government sponsored entities	\$ 135	\$ 5,245	\$ -	\$ -	\$ -	\$ 5,380
Obligations of states, municipalities and political subdivisions	-	13,197	2,121	-	-	15,318
Non-U.S. governments	60	14,809	-	-	-	14,869
Corporate debt	-	147,973	1,663	-	-	149,636
RMBS	-	19,397	13,408	-	-	32,805
CMBS	-	13,377	1,053	-	-	14,430
CDO/ABS	-	10,962	7,686	-	-	18,648
Total bonds available for sale	195	224,960	25,931	-	-	251,086
Other bond securities:						
U.S. government and government sponsored entities	-	2,121	-	-	-	2,121
Non-U.S. governments	-	-	-	-	-	-
Corporate debt	-	18	-	-	-	18
RMBS	-	346	143	-	-	489
CMBS	-	272	50	-	-	322
CDO/ABS	-	187	3,545	-	-	3,732
Total other bond securities	-	2,944	3,738	-	-	6,682
Equity securities	756	77	8	-	-	841
Other invested assets^(b)	-	86	1,192	-	-	1,278
Derivative assets:						
Interest rate contracts	1	3,199	-	-	-	3,200
Foreign exchange contracts	-	1,034	6	-	-	1,040
Equity contracts	5	593	171	-	-	769
Credit contracts	-	-	3	-	-	3
Other contracts	-	-	14	-	-	14
Counterparty netting and cash collateral	-	-	-	(2,427)	(1,806)	(4,233)
Total derivative assets	6	4,826	194	(2,427)	(1,806)	793
Short-term investments	2,299	3,044	-	-	-	5,343
Other assets	57	2,212	89	-	-	2,358
Separate account assets	89,069	4,203	-	-	-	93,272
Total	\$ 92,382	\$ 242,352	\$ 31,152	\$ (2,427)	\$ (1,806)	\$ 361,653
Liabilities:						
Policyholder contract deposits	\$ -	\$ -	\$ 6,910	\$ -	\$ -	\$ 6,910
Derivative liabilities:						
Interest rate contracts	4	2,745	-	-	-	2,749
Foreign exchange contracts	-	1,025	-	-	-	1,025
Equity contracts	8	111	20	-	-	139
Credit contracts	-	24	65	-	-	89
Other contracts	-	-	7	-	-	7
Counterparty netting and cash collateral	-	-	-	(2,427)	(527)	(2,954)
Total derivative liabilities	12	3,905	92	(2,427)	(527)	1,055
Other liabilities	-	45	-	-	-	45
Long-term debt	-	2,062	-	-	-	2,062
Total	\$ 12	\$ 6,012	\$ 7,002	\$ (2,427)	\$ (527)	\$ 10,072

(a) Represents netting of derivative exposures covered by qualifying master netting agreements.

(b) Excludes investments that are measured at fair value using the net asset value (NAV) per share (or its equivalent), which totaled \$5.4 billion and \$5.5 billion as of September 30, 2020 and December 31, 2019, respectively.

CHANGES IN LEVEL 3 RECURRING FAIR VALUE MEASUREMENTS

The following tables present changes during the three- and nine-month periods ended September 30, 2020 and 2019 in Level 3 assets and liabilities measured at fair value on a recurring basis, and the realized and unrealized gains (losses) related to the Level 3 assets and liabilities in the Condensed Consolidated Balance Sheets at September 30, 2020 and 2019:

	Fair Value Beginning of Period	Net Realized and Unrealized Gains (Losses) Included in Income	Other Comprehensive Income (Loss)	Purchases, Sales, Issuances and Settlements, Net	Gross Transfers In	Gross Transfers Out	Divested Businesses	Fair Value End of Period	Changes in Unrealized Gains (Losses) Included in Income on Instruments Held at End of Period	Changes in Unrealized Gains (Losses) Included in Other Comprehensive Income (Loss) for Recurring Level 3 Instruments Held at End of Period
<i>(in millions)</i>										
Three Months Ended September 30, 2020										
Assets:										
Bonds available for sale:										
Obligations of states, municipalities and political subdivisions	\$ 2,279	\$ 3	\$ (4)	\$ (30)	\$ -	\$ (65)	\$ -	\$ 2,183	\$ -	\$ -
Non-U.S. governments	5	-	1	-	1	-	-	7	-	-
Corporate debt	1,900	(33)	52	(25)	452	(231)	-	2,115	-	-
RMBS	12,678	192	301	(412)	3	(107)	-	12,655	-	335
CMBS	1,149	3	36	(11)	-	(196)	-	981	-	27
CDO/ABS	9,461	5	180	(174)	125	(244)	-	9,353	-	172
Total bonds available for sale^(a)	27,472	170	566	(652)	581	(843)	-	27,294	-	572
Other bond securities:										
RMBS	168	16	-	(16)	-	-	-	168	4	-
CMBS	47	1	-	-	-	-	-	48	1	-
CDO/ABS	2,531	124	-	(100)	-	-	-	2,555	34	-
Total other bond securities	2,746	141	-	(116)	-	-	-	2,771	39	-
Equity securities	43	-	2	1	7	(27)	-	26	1	-
Other invested assets	1,486	74	(2)	25	-	-	-	1,583	-	-
Other assets	111	-	-	2	-	-	(1)	112	-	-
Total	\$ 31,858	\$ 385	\$ 566	\$ (740)	\$ 588	\$ (870)	\$ (1)	\$ 31,786	\$ 40	\$ 572
<i>(in millions)</i>										
Liabilities:										
Policyholder contract deposits	\$ 9,233	\$ 19	\$ -	\$ 70	\$ -	\$ -	\$ -	\$ 9,322	\$ 273	\$ -
Derivative liabilities, net:										
Interest rate contracts	-	-	-	-	-	-	-	-	-	-
Foreign exchange contracts	(1)	(2)	-	-	-	-	-	(3)	2	-
Equity contracts	(53)	9	-	(65)	(1)	5	-	(105)	-	-
Credit contracts	45	1	-	(2)	-	-	-	44	(7)	-
Other contracts	(3)	(19)	-	16	-	-	-	(6)	18	-
Total derivative liabilities, net^(b)	(12)	(11)	-	(51)	(1)	5	-	(70)	13	-
Fortitude Re funds withheld payable	4,510	656	-	(30)	-	-	-	5,136	(256)	-
Total	\$ 13,731	\$ 664	\$ -	\$ (11)	\$ (1)	\$ 5	\$ -	\$ 14,388	\$ 30	\$ -

ITEM 1 | Notes to Condensed Consolidated Financial Statements (unaudited) | 4. Fair Value Measurements

		Net Realized and		Purchases,					Changes in	Changes in	
	Fair Value	Unrealized	Other	Sales,	Gross	Gross	Divested	Fair Value	Unrealized Gains	Unrealized Gains	
	Beginning	(Losses)	Comprehensive	Issuances	Transfers	Transfers	Businesses	End	(Losses) Included	(Losses) Included	
	of Period	In Income	Income (Loss)	and	In	Out		of Period	in Income on	in Other	
				Settlements,					Instruments Held	Recurring Level 3	
				Net					at End of Period	Instruments Held	
										at End of Period	
(in millions)											
Nine Months Ended September 30, 2020											
Assets:											
Bonds available for sale:											
Obligations of states, municipalities and political subdivisions	\$ 2,121	\$ 8	\$ 195	\$ 127	\$ 27	\$ (295)	\$ -	\$ 2,183	\$ -	\$ 193	
Non-U.S. governments	-	-	1	5	7	(6)	-	7	-	-	
Corporate debt	1,663	(101)	43	95	1,074	(659)	-	2,115	-	59	
RMBS	13,408	532	(375)	(806)	29	(133)	-	12,655	-	(213)	
CMBS	1,053	14	70	17	23	(196)	-	981	-	66	
CDO/ABS	7,686	25	55	(19)	2,062	(456)	-	9,353	-	38	
Total bonds available for sale^(a)	25,931	478	(11)	(581)	3,222	(1,745)	-	27,294	-	143	
Other bond securities:											
RMBS	143	16	-	9	-	-	-	168	3	-	
CMBS	50	-	-	(2)	-	-	-	48	(1)	-	
CDO/ABS	3,545	225	-	(1,215)	-	-	-	2,555	25	-	
Total other bond securities	3,738	241	-	(1,208)	-	-	-	2,771	27	-	
Equity securities	8	(1)	3	11	33	(28)	-	26	1	-	
Other invested assets	1,192	11	(2)	232	150	-	-	1,583	(13)	-	
Other assets	89	-	-	61	-	-	(38)	112	-	-	
Total	\$ 30,958	\$ 729	\$ (10)	\$ (1,485)	\$ 3,405	\$ (1,773)	\$ (38)	\$ 31,786	\$ 15	\$ 143	
Liabilities:											
Policyholder contract deposits	\$ 6,910	\$ 2,250	\$ -	\$ 162	\$ -	\$ -	\$ -	\$ 9,322	\$ (1,436)	\$ -	
Derivative liabilities, net:											
Interest rate contracts	-	(1)	-	1	-	-	-	-	1	-	
Foreign exchange contracts	(6)	2	-	1	-	-	-	(3)	2	-	
Equity contracts	(151)	19	-	23	(1)	5	-	(105)	(62)	-	
Credit contracts	62	(59)	-	41	-	-	-	44	8	-	
Other contracts	(7)	(46)	-	47	-	-	-	(6)	45	-	
Total derivative liabilities, net^(b)	(102)	(85)	-	113	(1)	5	-	(70)	(6)	-	
Fortitude Re funds withheld payable	-	1,493	-	(30)	-	-	3,673	5,136	(919)	-	
Total	\$ 6,808	\$ 3,658	\$ -	\$ 245	\$ (1)	\$ 5	\$ 3,673	\$ 14,388	\$ (2,361)	\$ -	

ITEM 1 | Notes to Condensed Consolidated Financial Statements (unaudited) | 4. Fair Value Measurements

	Fair Value Beginning of Period	Net Realized and Unrealized Gains (Losses) Included in Income	Other Comprehensive Income (Loss)	Purchases, Sales, Issuances and Settlements, Net	Gross Transfers In	Gross Transfers Out	Divested Businesses	Fair Value End of Period	Changes in Unrealized Gains (Losses) Included in Income on Instruments Held at End of Period
<i>(in millions)</i>									
Three Months Ended September 30, 2019									
Assets:									
Bonds available for sale:									
Obligations of states, municipalities and political subdivisions	\$ 2,162	\$ (1)	\$ 119	\$ 92	\$ -	\$ (265)	\$ -	\$ 2,107	\$ -
Non-U.S. governments	2	6	-	-	5	-	-	13	-
Corporate debt	1,821	(36)	(2)	(535)	112	(85)	-	1,275	-
RMBS	13,863	166	15	(418)	16	(82)	-	13,560	-
CMBS	1,103	2	32	85	-	(172)	-	1,050	-
CDO/ABS	9,062	3	37	(170)	7	-	-	8,939	-
Total bonds available for sale	28,013	140	201	(946)	140	(604)	-	26,944	-
Other bond securities:									
RMBS	830	9	-	(24)	-	-	-	815	1
CMBS	88	1	-	(17)	-	(4)	-	68	(2)
CDO/ABS	4,150	115	-	(334)	-	-	-	3,931	28
Total other bond securities	5,068	125	-	(375)	-	(4)	-	4,814	27
Equity securities	35	-	-	(29)	2	-	-	8	(2)
Other invested assets	605	6	-	(22)	-	-	-	589	7
Other assets	61	-	-	(1)	-	-	-	60	-
Total	\$ 33,782	\$ 271	\$ 201	(1,373)	\$ 142	\$ (608)	\$ -	\$ 32,415	\$ 32
Liabilities:									
Policyholder contract deposits	\$ 6,065	\$ 861	\$ -	\$ 240	\$ -	\$ -	\$ -	\$ 7,166	\$ (691)
Derivative liabilities, net:									
Interest rate contracts	16	(3)	-	(13)	-	-	-	-	-
Foreign exchange contracts	(4)	6	-	(3)	-	-	-	(1)	-
Equity contracts	(113)	12	-	-	-	-	-	(101)	(13)
Credit contracts	173	(24)	-	(47)	-	-	-	102	14
Other contracts	(7)	(17)	-	17	-	-	-	(7)	15
Total derivative liabilities, net^(b)	65	(26)	-	(46)	-	-	-	(7)	16
Total	\$ 6,130	\$ 835	\$ -	\$ 194	\$ -	\$ -	\$ -	\$ 7,159	\$ (675)

ITEM 1 | Notes to Condensed Consolidated Financial Statements (unaudited) | 4. Fair Value Measurements

	Fair Value Beginning of Period	Net Realized and Unrealized Gains (Losses) Included in Income	Other Comprehensive Income (Loss)	Purchases, Sales, Issuances and Settlements, Net	Gross Transfers In	Gross Transfers Out	Divested Businesses	Fair Value End of Period	Changes in Unrealized Gains (Losses) Included in Income on Instruments Held at End of Period
<i>(in millions)</i>									
Nine Months Ended September 30, 2019									
Assets:									
Bonds available for sale:									
Obligations of states, municipalities and political subdivisions	\$ 2,000	\$ (2)	\$ 321	\$ 178	\$ 35	\$ (425)	\$ -	\$ 2,107	\$ -
Non-U.S. governments	11	5	-	(4)	5	(4)	-	13	-
Corporate debt	864	(10)	79	(600)	1,155	(213)	-	1,275	-
RMBS	14,199	575	176	(1,234)	83	(239)	-	13,560	-
CMBS	917	8	62	381	58	(376)	-	1,050	-
CDO/ABS	9,102	15	204	(111)	103	(374)	-	8,939	-
Total bonds available for sale	27,093	591	842	(1,390)	1,439	(1,631)	-	26,944	-
Other bond securities:									
RMBS	1,290	69	-	(544)	-	-	-	815	(18)
CMBS	77	5	-	-	-	(14)	-	68	3
CDO/ABS	4,478	299	-	(749)	-	(97)	-	3,931	128
Total other bond securities	5,845	373	-	(1,293)	-	(111)	-	4,814	113
Equity securities	27	-	-	(20)	2	(1)	-	8	2
Other invested assets	587	24	1	(23)	-	-	-	589	27
Other assets	58	-	-	2	-	-	-	60	-
Total	\$ 33,610	\$ 988	\$ 843	\$ (2,724)	\$ 1,441	\$ (1,743)	\$ -	\$ 32,415	\$ 142
Liabilities:									
Policyholder contract deposits	\$ 4,116	\$ 2,400	\$ -	\$ 650	\$ -	\$ -	\$ -	\$ 7,166	\$ (2,044)
Derivative liabilities, net:									
Interest rate contracts	15	-	-	(15)	-	-	-	-	1
Foreign exchange contracts	(5)	(4)	-	8	-	-	-	(1)	-
Equity contracts	(75)	(8)	-	(18)	-	-	-	(101)	19
Credit contracts	227	(51)	-	(74)	-	-	-	102	13
Other contracts	(9)	(50)	-	52	-	-	-	(7)	50
Total derivative liabilities, net^(b)	153	(113)	-	(47)	-	-	-	(7)	83
Total	\$ 4,269	\$ 2,287	\$ -	\$ 603	\$ -	\$ -	\$ -	\$ 7,159	\$ (1,961)

(a) As a result of the adoption of the Financial Instruments Credit Losses Standard on January 1, 2020, credit losses are included in net realized and unrealized (gains) losses included in income.

(b) Total Level 3 derivative exposures have been netted in these tables for presentation purposes only.

Net realized and unrealized gains and losses included in income related to Level 3 assets and liabilities shown above are reported in the Condensed Consolidated Statements of Income as follows:

<i>(in millions)</i>	Net Investment Income	Net Realized Capital Gains (Losses)	Other Income	Total
Three Months Ended September 30, 2020				
Assets:				
Bonds available for sale*	\$ 177	\$ (7)	\$ -	\$ 170
Other bond securities	143	(2)	-	141
Equity securities	-	-	-	-
Other invested assets	74	-	-	74
Nine Months Ended September 30, 2020				
Assets:				
Bonds available for sale*	\$ 557	\$ (79)	\$ -	\$ 478
Other bond securities	(25)	266	-	241
Equity securities	-	(1)	-	(1)
Other invested assets	11	-	-	11
Three Months Ended September 30, 2019				
Assets:				
Bonds available for sale	\$ 164	\$ (24)	\$ -	\$ 140
Other bond securities	110	15	-	125
Other invested assets	7	(1)	-	6
Nine Months Ended September 30, 2019				
Assets:				
Bonds available for sale	\$ 651	\$ (60)	\$ -	\$ 591
Other bond securities	306	67	-	373
Other invested assets	25	(1)	-	24
Three Months Ended September 30, 2020				
Liabilities:				
Policyholder contract deposits	\$ -	\$ 19	\$ -	\$ 19
Derivative liabilities, net	-	5	(16)	(11)
Fortitude Re funds withheld payable	-	656	-	656
Nine Months Ended September 30, 2020				
Liabilities:				
Policyholder contract deposits	\$ -	\$ 2,250	\$ -	\$ 2,250
Derivative liabilities, net	-	(41)	(44)	(85)
Fortitude Re funds withheld payable	-	1,493	-	1,493
Three Months Ended September 30, 2019				
Liabilities:				
Policyholder contract deposits	\$ -	\$ 861	\$ -	\$ 861
Derivative liabilities, net	-	(11)	(15)	(26)
Nine Months Ended September 30, 2019				
Liabilities:				
Policyholder contract deposits	\$ -	\$ 2,400	\$ -	\$ 2,400
Derivative liabilities, net	-	(64)	(49)	(113)

* As a result of the adoption of the Financial Instruments Credit Losses Standard on January 1, 2020, credit losses are included in net realized capital gains (losses).

The following table presents the gross components of purchases, sales, issuances and settlements, net, shown above, for the three- and nine-month periods ended September 30, 2020 and 2019 related to Level 3 assets and liabilities in the Condensed Consolidated Balance Sheets:

<i>(in millions)</i>	Purchases	Sales	Issuances and Settlements ^(a)	Purchases, Sales, Issuances and Settlements, Net ^(a)
Three Months Ended September 30, 2020				
Assets:				
Bonds available for sale:				
Obligations of states, municipalities and political subdivisions	\$ 34	\$ (18)	\$ (46)	\$ (30)
Non-U.S. governments	-	-	-	-
Corporate debt	23	(2)	(46)	(25)
RMBS	182	-	(594)	(412)
CMBS	2	(10)	(3)	(11)
CDO/ABS	234	(78)	(330)	(174)
Total bonds available for sale	475	(108)	(1,019)	(652)
Other bond securities:				
RMBS	-	-	(16)	(16)
CMBS	-	-	-	-
CDO/ABS	-	-	(100)	(100)
Total other bond securities	-	-	(116)	(116)
Equity securities	1	-	-	1
Other invested assets	25	-	-	25
Other assets	-	-	2	2
Total assets	\$ 501	\$ (108)	\$ (1,133)	\$ (740)
Liabilities:				
Policyholder contract deposits	\$ -	\$ 170	\$ (100)	\$ 70
Derivative liabilities, net	(19)	-	(32)	(51)
Fortitude Re funds withheld payable	-	-	(30)	(30)
Other liabilities	-	-	-	-
Total liabilities	\$ (19)	\$ 170	\$ (162)	\$ (11)
Three Months Ended September 30, 2019				
Assets:				
Bonds available for sale:				
Obligations of states, municipalities and political subdivisions	\$ 109	\$ -	\$ (17)	\$ 92
Non-U.S. governments	-	-	-	-
Corporate debt	1	(128)	(408)	(535)
RMBS	253	-	(671)	(418)
CMBS	92	-	(7)	85
CDO/ABS	458	(198)	(430)	(170)
Total bonds available for sale	913	(326)	(1,533)	(946)
Other bond securities:				
RMBS	-	-	(24)	(24)
CMBS	-	(16)	(1)	(17)
CDO/ABS	-	(153)	(181)	(334)
Total other bond securities	-	(169)	(206)	(375)
Equity securities	-	-	(29)	(29)
Other invested assets	21	-	(43)	(22)
Other assets	-	-	(1)	(1)
Total assets	\$ 934	\$ (495)	\$ (1,812)	\$ (1,373)
Liabilities:				
Policyholder contract deposits	\$ -	\$ 240	\$ -	\$ 240
Derivative liabilities, net	(7)	-	(39)	(46)
Total liabilities	\$ (7)	\$ 240	\$ (39)	\$ 194

<i>(in millions)</i>	Purchases	Sales	Issuances and Settlements ^(a)	Purchases, Sales, Issuances and Settlements, Net ^(a)
Nine Months Ended September 30, 2020				
Assets:				
Bonds available for sale:				
Obligations of states, municipalities and political subdivisions	\$ 201	\$ (20)	\$ (54)	\$ 127
Non-U.S. governments	5	-	-	5
Corporate debt	256	(7)	(154)	95
RMBS	883	-	(1,689)	(806)
CMBS	56	(17)	(22)	17
CDO/ABS	715	(103)	(631)	(19)
Total bonds available for sale	2,116	(147)	(2,550)	(581)
Other bond securities:				
RMBS	37	-	(28)	9
CMBS	-	-	(2)	(2)
CDO/ABS	35	(579)	(671)	(1,215)
Total other bond securities	72	(579)	(701)	(1,208)
Equity securities	11	-	-	11
Other invested assets	277	-	(45)	232
Other assets	55	-	6	61
Total assets	\$ 2,531	\$ (726)	\$ (3,290)	\$ (1,485)
Liabilities:				
Policyholder contract deposits	\$ -	\$ 514	\$ (352)	\$ 162
Derivative liabilities, net	(43)	8	148	113
Fortitude Re funds withheld payable	-	-	(30)	(30)
Other liabilities	-	-	-	-
Total liabilities	\$ (43)	\$ 522	\$ (234)	\$ 245
Nine Months Ended September 30, 2019				
Assets:				
Bonds available for sale:				
Obligations of states, municipalities and political subdivisions	\$ 243	\$ (16)	\$ (49)	\$ 178
Non-U.S. governments	-	-	(4)	(4)
Corporate debt	58	(129)	(529)	(600)
RMBS	860	(26)	(2,068)	(1,234)
CMBS	455	-	(74)	381
CDO/ABS	1,628	(508)	(1,231)	(111)
Total bonds available for sale	3,244	(679)	(3,955)	(1,390)
Other bond securities:				
RMBS	-	(437)	(107)	(544)
CMBS	18	(16)	(2)	-
CDO/ABS	-	(153)	(596)	(749)
Total other bond securities	18	(606)	(705)	(1,293)
Equity securities	9	-	(29)	(20)
Other invested assets	64	-	(87)	(23)
Other assets	-	-	2	2
Total assets	\$ 3,335	\$ (1,285)	\$ (4,774)	\$ (2,724)
Liabilities:				
Policyholder contract deposits	\$ -	\$ 616	\$ 34	\$ 650
Derivative liabilities, net	(29)	-	(18)	(47)
Total liabilities	\$ (29)	\$ 616	\$ 16	\$ 603

(a) There were no issuances during the three- and nine-month periods ended September 30, 2020 and 2019.

Both observable and unobservable inputs may be used to determine the fair values of positions classified in Level 3 in the tables above. As a result, the unrealized gains (losses) on instruments held at September 30, 2020 and 2019 may include changes in fair value that were attributable to both observable (e.g., changes in market interest rates) and unobservable inputs (e.g., changes in unobservable long-dated volatilities).

Transfers of Level 3 Assets and Liabilities

The Net realized and unrealized gains (losses) included in income (loss) or Other comprehensive income (loss) as shown in the table above excludes \$(79) million and \$(207) million of net gains (losses) related to assets and liabilities transferred into Level 3 during the three- and nine-month periods ended September 30, 2020, respectively, and includes \$18 million and \$(13) million of net gains (losses) related to assets and liabilities transferred out of Level 3 during the three- and nine-month periods ended September 30, 2020, respectively.

The Net realized and unrealized gains (losses) included in income (loss) or Other comprehensive income (loss) as shown in the table above excludes \$(40) million of net losses related to assets and liabilities transferred into Level 3 during the nine-month period ended September 30, 2019, and includes \$24 million and \$28 million of net gains related to assets and liabilities transferred out of Level 3 during the three- and nine-month periods ended September 30, 2019, respectively.

Transfers of Level 3 Assets

During the three- and nine-month periods ended September 30, 2020 and 2019, transfers into Level 3 assets primarily included certain investments in private placement corporate debt, RMBS, CMBS and CDO/ABS. Transfers of private placement corporate debt and certain ABS into Level 3 assets were primarily the result of limited market pricing information that required us to determine fair value for these securities based on inputs that are adjusted to better reflect our own assumptions regarding the characteristics of a specific security or associated market liquidity. The transfers of investments in RMBS, CMBS and CDO and certain ABS into Level 3 assets were due to diminished market transparency and liquidity for individual security types.

During the three- and nine-month periods ended September 30, 2020 and 2019, transfers out of Level 3 assets primarily included private placement and other corporate debt, CMBS, RMBS, CDO/ABS and certain investments in municipal securities. Transfers of certain investments in municipal securities, corporate debt, RMBS, CMBS and CDO/ABS out of Level 3 assets were based on consideration of market liquidity as well as related transparency of pricing and associated observable inputs for these investments. Transfers of certain investments in private placement corporate debt and certain ABS out of Level 3 assets were primarily the result of using observable pricing information that reflects the fair value of those securities without the need for adjustment based on our own assumptions regarding the characteristics of a specific security or the current liquidity in the market.

Transfers of Level 3 Liabilities

There were no significant transfers of derivative or other liabilities into or out of Level 3 for the three- and nine-month periods ended September 30, 2020 and 2019.

Divested Businesses

The Level 3 liabilities for the three- and nine-month periods ended September 30, 2020 includes an embedded derivative associated with the funds withheld payable to Fortitude Re that was established as a result of the Majority Interest Fortitude Sale.

QUANTITATIVE INFORMATION ABOUT LEVEL 3 FAIR VALUE MEASUREMENTS

The table below presents information about the significant unobservable inputs used for recurring fair value measurements for certain Level 3 instruments, and includes only those instruments for which information about the inputs is reasonably available to us, such as data from independent third-party valuation service providers and from internal valuation models. Because input information from third-parties with respect to certain Level 3 instruments (primarily CDO/ABS) may not be reasonably available to us, balances shown below may not equal total amounts reported for such Level 3 assets and liabilities:

<i>(in millions)</i>	Fair Value at September 30, 2020	Valuation Technique	Unobservable Input ^(b)	Range (Weighted Average) ^(c)
Assets:				
Obligations of states, municipalities and political subdivisions	\$ 1,731	Discounted cash flow	Yield	2.87% - 3.39% (3.13%)
Corporate debt	1,672	Discounted cash flow	Yield	2.99% - 6.03% (4.51%)
RMBS ^(a)	11,810	Discounted cash flow	Constant prepayment rate Loss severity Constant default rate Yield	3.81% - 12.15% (7.98%) 28.62% - 77.94% (53.28%) 1.30% - 6.14% (3.72%) 1.74% - 4.41% (3.08%)
CDO/ABS ^(a)	8,704	Discounted cash flow	Yield	2.01% - 5.53% (3.77%)
CMBS	561	Discounted cash flow	Yield	0.78% - 5.68% (3.23%)
Liabilities^(d):				
Embedded derivatives within Policyholder contract deposits:				
Variable annuity guaranteed minimum withdrawal benefits (GMWB)	3,832	Discounted cash flow	Equity volatility Base lapse rate Dynamic lapse multiplier Mortality multiplier ^(e) Utilization Equity / interest rate correlation NPA ^(f)	7.15% - 56.25% 0.16% - 12.60% 50.00% - 143.00% 38.00% - 147.00% 90.00% - 100.00% 20.00% - 40.00% 0.14% - 2.07%
Index annuities including certain GMWB	4,881	Discounted cash flow	Lapse rate Mortality multiplier ^(e) Utilization ^(g) Option budget NPA ^(f)	0.38% - 50.00% 24.00% - 180.00% 80.00% - 100.00% 0.00% - 4.00% 0.14% - 2.07%
Indexed life	577	Discounted cash flow	Base lapse rate Mortality rate NPA ^(f)	0.00% - 37.97% 0.00% - 100.00% 0.14% - 2.07%

<i>(in millions)</i>	Fair Value at December 31, 2019	Valuation Technique	Unobservable Input ^(b)	Range (Weighted Average) ^(c)
Assets:				
Obligations of states, municipalities and political subdivisions	\$ 1,633	Discounted cash flow	Yield	3.35% - 3.95% (3.65%)
Corporate debt	1,087	Discounted cash flow	Yield	3.48% - 6.22% (4.85%)
RMBS ^(a)	11,746	Discounted cash flow	Constant prepayment rate Loss severity Constant default rate Yield	4.00% - 12.89% (8.44%) 33.68% - 76.91% (55.29%) 1.68% - 6.17% (3.93%) 2.52% - 4.53% (3.52%)
CDO/ABS ^(a)	6,025	Discounted cash flow	Yield	2.92% - 4.91% (3.91%)
CMBS	476	Discounted cash flow	Yield	2.77% - 5.18% (3.97%)
Liabilities:				
Embedded derivatives within Policyholder contract deposits:				
GMWB	2,474	Discounted cash flow	Equity volatility Base lapse rate Dynamic lapse multiplier Mortality multiplier ^(d) Utilization Equity / interest rate correlation NPA ^(e)	6.15% - 48.85% 0.16% - 12.60% 50.00% - 143.00% 38.00% - 147.00% 90.00% - 100.00% 20.00% - 40.00% 0.12% - 1.53%
Index annuities	3,895	Discounted cash flow	Lapse rate Mortality multiplier ^(d) Option budget NPA ^(e)	0.31% - 50.00% 24.00% - 180.00% 1.00% - 4.00% 0.12% - 1.53%
Indexed life	510	Discounted cash flow	Base lapse rate Mortality rate NPA ^(e)	0.00% - 37.97% 0.00% - 100.00% 0.12% - 1.53%

(a) Information received from third-party valuation service providers. The ranges of the unobservable inputs for constant prepayment rate, loss severity and constant default rate relate to each of the individual underlying mortgage loans that comprise the entire portfolio of securities in the RMBS and CDO securitization vehicles and not necessarily to the securitization vehicle bonds (tranches) purchased by us. The ranges of these inputs do not directly correlate to changes in the fair values of the tranches purchased by us, because there are other factors relevant to the fair values of specific tranches owned by us including, but not limited to, purchase price, position in the waterfall, senior versus subordinated position and attachment points.

(b) Represents discount rates, estimates and assumptions that we believe would be used by market participants when valuing these assets and liabilities.

(c) The weighted averaging for fixed maturity securities is based on the estimated fair value of the securities. Because the valuation methodology for embedded derivatives within Policyholder contract deposits uses a range of inputs that vary at the contract level over the cash flow projection period, management believes that presenting a range, rather than weighted average, is a more meaningful representation of the unobservable inputs used in the valuation.

(d) The Fortitude Re funds withheld payable has been excluded from the above table. As discussed in Note 7, the Fortitude Re funds withheld payable is created through modified coinsurance (modco) and funds withheld reinsurance arrangements where the investments supporting the reinsurance agreements are withheld by, and continue to reside on AIG's balance sheet. This embedded derivative is valued as a total return swap with reference to the fair value of the invested assets held by AIG. Accordingly, the unobservable inputs utilized in the valuation of the embedded derivative are a component of the invested assets supporting the reinsurance agreements that are held on AIG's balance sheet.

(e) Mortality inputs are shown as multipliers of the 2012 Individual Annuity Mortality Basic table.

(f) The non-performance risk adjustment (NPA) applied as a spread over risk-free curve for discounting.

(g) The partial withdrawal utilization unobservable input range shown applies only to policies with guaranteed minimum withdrawal benefit riders that are accounted for as an embedded derivative. The total embedded derivative liability at September 30, 2020 is approximately \$611 million. The remaining guaranteed minimum riders on the Index Annuities are valued under the accounting guidance for certain nontraditional long-duration contracts.

The ranges of reported inputs for Obligations of states, municipalities and political subdivisions, Corporate debt, RMBS, CDO/ABS, and CMBS valued using a discounted cash flow technique consist of one standard deviation in either direction from the value-weighted average. The preceding table does not give effect to our risk management practices that might offset risks inherent in these Level 3 assets and liabilities.

Interrelationships between Unobservable Inputs

We consider unobservable inputs to be those for which market data is not available and that are developed using the best information available to us about the assumptions that market participants would use when pricing the asset or liability. Relevant inputs vary depending on the nature of the instrument being measured at fair value. The following paragraphs provide a general description of significant unobservable inputs along with interrelationships between and among the significant unobservable inputs and their impact on the fair value measurements. In practice, simultaneous changes in assumptions may not always have a linear effect on the inputs discussed below. Interrelationships may also exist between observable and unobservable inputs. Such relationships have not been included in the discussion below. For each of the individual relationships described below, the inverse relationship would also generally apply.

Fixed Maturity Securities

The significant unobservable input used in the fair value measurement of fixed maturity securities is yield. The yield is affected by the market movements in credit spreads and U.S. Treasury yields. The yield may be affected by other factors including constant prepayment rates, loss severity, and constant default rates. In general, increases in the yield would decrease the fair value of investments, and conversely, decreases in the yield would increase the fair value of investments.

Embedded derivatives within Policyholder contract deposits

Embedded derivatives reported within Policyholder contract deposits include interest crediting rates based on market indices within index annuities, indexed life, and GICs as well as GMWB within variable annuity and certain index annuity products. For any given contract, assumptions for unobservable inputs vary throughout the period over which cash flows are projected for purposes of valuing the embedded derivative. The following unobservable inputs are used for valuing embedded derivatives measured at fair value:

- Long-term equity volatilities represent equity volatility beyond the period for which observable equity volatilities are available. Increases in assumed volatility will generally increase the fair value of both the projected cash flows from rider fees as well as the projected cash flows related to benefit payments. Therefore, the net change in the fair value of the liability may be either a decrease or an increase, depending on the relative changes in projected rider fees and projected benefit payments.
- Equity / interest rate correlation estimates the relationship between changes in equity returns and interest rates in the economic scenario generator used to value our GMWB embedded derivatives. In general, a higher positive correlation assumes that equity markets and interest rates move in a more correlated fashion, which generally increases the fair value of the liability.
- Base lapse rate assumptions are determined by company experience and are adjusted at the contract level using a dynamic lapse function, which reduces the base lapse rate when the contract is in-the-money (when the contract holder's guaranteed value, as estimated by the company, is worth more than their underlying account value). Lapse rates are also generally assumed to be lower in periods when a surrender charge applies. Increases in assumed lapse rates will generally decrease the fair value of the liability, as fewer policyholders would persist to collect guaranteed withdrawal amounts.
- Mortality rate assumptions, which vary by age and gender, are based on company experience and include a mortality improvement assumption. Increases in assumed mortality rates will decrease the fair value of the liability, while lower mortality rate assumptions will generally increase the fair value of the liability, because guaranteed payments will be made for a longer period of time.
- Utilization assumptions estimate the timing when policyholders with a GMWB will elect to utilize their benefit and begin taking withdrawals. The assumptions may vary by the type of guarantee, tax-qualified status, the contract's withdrawal history and the age of the policyholder. Utilization assumptions are based on company experience, which includes partial withdrawal behavior. Increases in assumed utilization rates will generally increase the fair value of the liability.
- Option budget estimates the expected long-term cost of options used to hedge exposures associated with equity price changes. The level of option budgets determines future costs of the options, which impacts the growth in account value and the valuation of embedded derivatives.

Embedded derivatives within reinsurance contracts

The fair value of embedded derivatives associated with funds withheld reinsurance contracts is determined based upon a total return swap technique with reference to the fair value of the investments held by AIG related to AIG's funds withheld payable. The fair value of the underlying assets is generally based on market observable inputs using industry standard valuation techniques. The valuation also requires certain significant inputs, which are generally not observable and accordingly, the valuation is considered Level 3 in the fair value hierarchy.

INVESTMENTS IN CERTAIN ENTITIES CARRIED AT FAIR VALUE USING NET ASSET VALUE PER SHARE

The following table includes information related to our investments in certain other invested assets, including private equity funds, hedge funds and other alternative investments that calculate net asset value per share (or its equivalent). For these investments, which are measured at fair value on a recurring basis, we use the net asset value per share to measure fair value.

		September 30, 2020		December 31, 2019	
		Fair Value Using NAV Per Share (or its equivalent)	Unfunded Commitments	Fair Value Using NAV Per Share (or its equivalent)	Unfunded Commitments
(in millions)	Investment Category Includes				
Investment Category					
Private equity funds:					
Leveraged buyout	Debt and/or equity investments made as part of a transaction in which assets of mature companies are acquired from the current shareholders, typically with the use of financial leverage	\$ 1,382	\$ 1,697	\$ 1,189	\$ 1,543
Real Estate / Infrastructure	Investments in real estate properties and infrastructure positions, including power plants and other energy generating facilities	429	450	400	290
Venture capital	Early-stage, high-potential, growth companies expected to generate a return through an eventual realization event, such as an initial public offering or sale of the company	143	166	111	155
Growth equity	Funds that make investments in established companies for the purpose of growing their businesses	523	54	422	57
Mezzanine	Funds that make investments in the junior debt and equity securities of leveraged companies	349	282	325	414
Other	Includes distressed funds that invest in securities of companies that are in default or under bankruptcy protection, as well as funds that have multi-strategy, and other strategies	821	441	773	206
Total private equity funds		3,647	3,090	3,220	2,665
Hedge funds:					
Event-driven	Securities of companies undergoing material structural changes, including mergers, acquisitions and other reorganizations	353	-	727	-
Long-short	Securities that the manager believes are undervalued, with corresponding short positions to hedge market risk	364	-	539	-
Macro	Investments that take long and short positions in financial instruments based on a top-down view of certain economic and capital market conditions	751	-	894	-
Other	Includes investments held in funds that are less liquid, as well as other strategies which allow for broader allocation between public and private investments	272	1	169	1
Total hedge funds		1,740	1	2,329	1
Total		\$ 5,387	\$ 3,091	\$ 5,549	\$ 2,666

Private equity fund investments included above are not redeemable, because distributions from the funds will be received when underlying investments of the funds are liquidated. Private equity funds are generally expected to have 10-year lives at their inception, but these lives may be extended at the fund manager's discretion, typically in one or two-year increments.

The hedge fund investments included above, which are carried at fair value, are generally redeemable subject to the redemption notices period. The majority of our hedge fund investments are redeemable monthly or quarterly.

FAIR VALUE OPTION

The following table presents the gains or losses recorded related to the eligible instruments for which we elected the fair value option:

(in millions)	Gain (Loss) Three Months Ended September 30,		Gain (Loss) Nine Months Ended September 30,	
	2020	2019	2020	2019
Assets:				
Bonds	\$ 171	\$ 333	\$ 485	\$ 971
Alternative investments ^(a)	407	92	242	473
Liabilities:				
Long-term debt ^(b)	18	(75)	(203)	(228)
Total gain	\$ 596	\$ 350	\$ 524	\$ 1,216

(a) Includes certain hedge funds, private equity funds and other investment partnerships.

(b) Includes GIAs, notes, bonds and mortgages payable.

We calculate the effect of these credit spread changes using discounted cash flow techniques that incorporate current market interest rates, our observable credit spreads on these liabilities and other factors that mitigate the risk of nonperformance such as cash collateral posted.

The following table presents the difference between fair value and the aggregate contractual principal amount of long-term debt for which the fair value option was elected:

(in millions)	September 30, 2020			December 31, 2019		
	Fair Value	Outstanding Principal Amount	Difference	Fair Value	Outstanding Principal Amount	Difference
Liabilities:						
Long-term debt [*]	\$ 2,169	\$ 1,506	\$ 663	\$ 2,062	\$ 1,502	\$ 560

* Includes GIAs, notes, bonds, loans and mortgages payable.

FAIR VALUE MEASUREMENTS ON A NON-RECURRING BASIS

The following table presents assets measured at fair value on a non-recurring basis at the time of impairment and the related impairment charges recorded during the periods presented:

(in millions)	Assets at Fair Value				Impairment Charges			
	Non-Recurring Basis				Three Months Ended September 30,		Nine Months Ended September 30,	
	Level 1	Level 2	Level 3	Total	2020	2019	2020	2019
September 30, 2020								
Other investments	\$ -	\$ -	\$ 268	\$ 268	\$ 12	\$ 7	\$ 60	\$ 65
Other assets	-	-	31	31	2	45	14	62
Total	\$ -	\$ -	\$ 299	\$ 299	\$ 14	\$ 52	\$ 74	\$ 127
December 31, 2019								
Other investments	\$ -	\$ -	\$ 329	\$ 329				
Other assets	-	-	1	1				
Total	\$ -	\$ -	\$ 330	\$ 330				

FAIR VALUE INFORMATION ABOUT FINANCIAL INSTRUMENTS NOT MEASURED AT FAIR VALUE

The following table presents the carrying amounts and estimated fair values of our financial instruments not measured at fair value and indicates the level in the fair value hierarchy of the estimated fair value measurement based on the observability of the inputs used:

	Estimated Fair Value				Carrying Value
(in millions)	Level 1	Level 2	Level 3	Total	
September 30, 2020					
Assets:					
Mortgage and other loans receivable	\$ -	\$ 99	\$ 48,118	\$ 48,217	\$ 45,590
Other invested assets	-	798	6	804	804
Short-term investments	-	13,434	-	13,434	13,434
Cash	3,191	-	-	3,191	3,191
Other assets	188	14	-	202	202
Liabilities:					
Policyholder contract deposits associated with investment-type contracts	-	224	143,873	144,097	129,170
Fortitude Re funds withheld payable	-	-	37,407	37,407	37,407
Other liabilities	-	3,823	-	3,823	3,823
Long-term debt and debt of consolidated investment entities	-	31,391	8,281	39,672	36,068
Separate account liabilities - investment contracts	-	87,564	-	87,564	87,564
December 31, 2019					
Assets:					
Mortgage and other loans receivable	\$ -	\$ 101	\$ 48,904	\$ 49,005	\$ 46,984
Other invested assets	-	735	6	741	742
Short-term investments	-	7,887	-	7,887	7,887
Cash	2,856	-	-	2,856	2,856
Other assets	291	20	-	311	311
Liabilities:					
Policyholder contract deposits associated with investment-type contracts	-	255	132,991	133,246	126,137
Other liabilities	15	3,048	-	3,063	3,063
Long-term debt and debt of consolidated investment entities	-	27,024	8,883	35,907	33,288
Separate account liabilities - investment contracts	-	88,770	-	88,770	88,770

5. Investments

FIXED MATURITY SECURITIES

Subsequent to the adoption of the Financial Instruments Credit Losses Standard on January 1, 2020

Bonds held to maturity are carried at amortized cost when we have the ability and positive intent to hold these securities until maturity. When we do not have the ability or positive intent to hold bonds until maturity, these securities are classified as available for sale or are measured at fair value at our election.

Unrealized gains and losses from available for sale investments in fixed maturity securities carried at fair value were reported as a separate component of AOCI, net of policy related amounts and deferred income taxes, in shareholders' equity. Realized and unrealized gains and losses from fixed maturity securities measured at fair value at our election are reflected in Net investment income. Investments in fixed maturity securities are recorded on a trade-date basis.

Interest income is recognized using the effective yield method and reflects amortization of premium and accretion of discount. Premiums and discounts arising from the purchase of bonds classified as available for sale are treated as yield adjustments over their estimated holding periods, until maturity, or call date, if applicable. For investments in certain structured securities, recognized yields are updated based on current information regarding the timing and amount of expected undiscounted future cash flows. For high credit quality structured securities, effective yields are recalculated based on actual payments received and updated prepayment expectations, and the amortized cost is adjusted to the amount that would have existed had the new effective yield been applied since acquisition with a corresponding charge or credit to net investment income. For structured securities that are not high credit quality, the structured securities yields are based on expected cash flows which take into account both expected credit losses and prepayments.

An allowance for credit losses is not established upon initial recognition of the asset (unless the security is determined to be a PCD asset which is discussed in more detail below). Subsequently, differences between actual and expected cash flows and changes in expected cash flows are recognized as adjustments to the allowance for credit losses. Changes that cannot be reflected as adjustments to the allowance for credit losses are accounted for as prospective adjustments to yield.

Prior to the adoption of the Financial Instruments Credit Losses Standard on January 1, 2020

Premiums and discounts arising from the purchase of bonds classified as available for sale are treated as yield adjustments over their estimated holding periods, until maturity, or call date, if applicable. For investments in certain RMBS, CMBS and CDO/ABS, (collectively, structured securities), recognized yields are updated based on current information regarding the timing and amount of expected undiscounted future cash flows. For high credit quality structured securities, effective yields are recalculated based on actual payments received and updated prepayment expectations, and the amortized cost is adjusted to the amount that would have existed had the new effective yield been applied since acquisition with a corresponding charge or credit to net investment income. For structured securities that are not high credit quality, effective yields are recalculated and adjusted prospectively based on changes in expected undiscounted future cash flows. For purchased credit impaired (PCI) securities, at acquisition, the difference between the undiscounted expected future cash flows and the recorded investment in the securities represents the initial accretable yield, which is to be accreted into net investment income over the securities' remaining lives on an effective level-yield basis. Subsequently, effective yields recognized on PCI securities are recalculated and adjusted prospectively to reflect changes in the contractual benchmark interest rates on variable rate securities and any significant increases in undiscounted expected future cash flows arising due to reasons other than interest rate changes.

SECURITIES AVAILABLE FOR SALE

The following table presents the amortized cost or cost and fair value of our available for sale securities:

	Amortized Cost or	Allowance for Credit	Gross Unrealized	Gross Unrealized	Fair
(in millions)	Cost	Losses ^(a)	Gains	Losses	Value
September 30, 2020					
Bonds available for sale:					
U.S. government and government sponsored entities	\$ 4,319	\$ -	\$ 840	\$ (24)	\$ 5,135
Obligations of states, municipalities and political subdivisions	14,027	-	2,162	(16)	16,173
Non-U.S. governments	14,240	(5)	1,046	(107)	15,174
Corporate debt	146,595	(206)	16,897	(1,180)	162,106
Mortgage-backed, asset-backed and collateralized:					
RMBS	30,427	(24)	3,088	(77)	33,414
CMBS	14,841	(1)	1,017	(80)	15,777
CDO/ABS	18,021	-	390	(225)	18,186
Total mortgage-backed, asset-backed and collateralized	63,289	(25)	4,495	(382)	67,377
Total bonds available for sale^(c)	\$ 242,470	\$ (236)	\$ 25,440	\$ (1,709)	\$ 265,965
	Amortized Cost or	Gross Unrealized	Gross Unrealized	Fair	Other-Than- Temporary Impairments
(in millions)	Cost	Gains	Losses	Value	in AOCI ^(b)
December 31, 2019					
Bonds available for sale:					
U.S. government and government sponsored entities	\$ 5,108	\$ 316	\$ (44)	\$ 5,380	\$ -
Obligations of states, municipalities and political subdivisions	13,960	1,390	(32)	15,318	-
Non-U.S. governments	14,042	884	(57)	14,869	(18)
Corporate debt	138,046	12,090	(500)	149,636	7
Mortgage-backed, asset-backed and collateralized:					
RMBS	29,802	3,067	(64)	32,805	1,149
CMBS	13,879	576	(25)	14,430	34
CDO/ABS	18,393	348	(93)	18,648	14
Total mortgage-backed, asset-backed and collateralized	62,074	3,991	(182)	65,883	1,197
Total bonds available for sale^(c)	\$ 233,230	\$ 18,671	\$ (815)	\$ 251,086	\$ 1,186

(a) Represents the allowance for credit losses that has been recognized. Changes in the allowance for credit losses are recorded through the statements of income and are not recognized in other comprehensive income.

(b) Represents the amount of other-than-temporary impairments recognized in AOCI. Amount includes unrealized gains and losses on impaired securities relating to changes in the fair value of such securities subsequent to the impairment measurement date.

(c) At September 30, 2020 and December 31, 2019, bonds available for sale held by us that were below investment grade or not rated totaled \$27.5 billion and \$27.8 billion, respectively.

Securities Available for Sale in a Loss Position for Which No Allowance for Credit Loss Has Been Recorded

The following table summarizes the fair value and gross unrealized losses on our available for sale securities, aggregated by major investment category and length of time that individual securities have been in a continuous unrealized loss position for which no allowance for credit loss has been recorded:

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
<i>(in millions)</i>						
September 30, 2020						
Bonds available for sale:						
U.S. government and government sponsored entities	\$ 366	\$ 24	\$ -	\$ -	\$ 366	\$ 24
Obligations of states, municipalities and political subdivisions	419	11	103	5	522	16
Non-U.S. governments	1,756	56	291	51	2,047	107
Corporate debt	20,936	872	1,096	110	22,032	982
RMBS	3,594	43	163	17	3,757	60
CMBS	2,068	71	185	9	2,253	80
CDO/ABS	5,939	144	3,153	81	9,092	225
Total bonds available for sale	\$ 35,078	\$ 1,221	\$ 4,991	\$ 273	\$ 40,069	\$ 1,494

Securities Available for Sale in a Loss Position

The following table summarizes the fair value and gross unrealized losses on our available for sale securities, aggregated by major investment category and length of time that individual securities have been in a continuous unrealized loss position:

	Less than 12 Months		12 Months or More		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
<i>(in millions)</i>						
December 31, 2019						
Bonds available for sale:						
U.S. government and government sponsored entities	\$ 1,461	\$ 44	\$ 63	\$ -	\$ 1,524	\$ 44
Obligations of states, municipalities and political subdivisions	672	21	246	11	918	32
Non-U.S. governments	1,105	12	343	45	1,448	57
Corporate debt	11,868	319	2,405	181	14,273	500
RMBS	3,428	28	1,367	36	4,795	64
CMBS	1,877	16	367	9	2,244	25
CDO/ABS	3,920	53	2,571	40	6,491	93
Total bonds available for sale	\$ 24,331	\$ 493	\$ 7,362	\$ 322	\$ 31,693	\$ 815

At September 30, 2020, we held 7,335 individual fixed maturity securities that were in an unrealized loss position and for which no allowance for credit losses has been recorded (including 940 individual fixed maturity securities that were in a continuous unrealized loss position for 12 months or more). At December 31, 2019, we held 5,695 individual fixed maturity securities that were in an unrealized loss position, of which 1,254 individual fixed maturity securities were in a continuous unrealized loss position for 12 months or more. We did not recognize the unrealized losses in earnings on these fixed maturity securities at September 30, 2020 because it was determined that such losses were due to non-credit factors. Additionally, we neither intend to sell the securities nor do we believe that it is more likely than not that we will be required to sell these securities before recovery of their amortized cost basis. For fixed maturity securities with significant declines, we performed fundamental credit analyses on a security-by-security basis, which included consideration of credit enhancements, liquidity position, expected defaults, industry and sector analysis, forecasts and available market data.

Contractual Maturities of Fixed Maturity Securities Available for Sale

The following table presents the amortized cost and fair value of fixed maturity securities available for sale by contractual maturity:

	Total Fixed Maturity Securities Available for Sale	
	Amortized Cost, Net of Allowance	Fair Value
<i>(in millions)</i>		
September 30, 2020		
Due in one year or less	\$ 11,186	\$ 11,298
Due after one year through five years	42,513	43,869
Due after five years through ten years	41,049	44,725
Due after ten years	84,222	98,696
Mortgage-backed, asset-backed and collateralized	63,264	67,377
Total	\$ 242,234	\$ 265,965

Actual maturities may differ from contractual maturities because certain borrowers have the right to call or prepay certain obligations with or without call or prepayment penalties.

The following table presents the gross realized gains and gross realized losses from sales or maturities of our available for sale securities:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2020		2019		2020		2019	
	Gross Realized Gains	Gross Realized Losses	Gross Realized Gains	Gross Realized Losses	Gross Realized Gains	Gross Realized Losses	Gross Realized Gains	Gross Realized Losses
<i>(in millions)</i>								
Fixed maturity securities	\$ 258	\$ 83	\$ 198	\$ 70	\$ 1,179	\$ 641	\$ 464	\$ 280

For the three- and nine-month periods ended September 30, 2020, the aggregate fair value of available for sale securities sold was \$3.1 billion and \$17.0 billion, respectively, which resulted in net realized capital gains (losses) of \$175 million and \$538 million, respectively. Included within the net realized capital gains (losses) are \$147 million and \$269 million of realized capital gains for the three- and nine-month periods ended September 30, 2020, respectively, which relate to the Fortitude Re funds withheld assets held by AIG in support of Fortitude Re's reinsurance obligations to AIG (Fortitude Re funds withheld assets) for the period after deconsolidation of Fortitude Re. These realized capital gains are included in Net realized capital gains (losses) on Fortitude Re funds withheld assets.

For the three- and nine-month periods ended September 30, 2019, the aggregate fair value of available for sale securities sold was \$4.5 billion and \$17.3 billion, respectively, which resulted in net realized capital gains of \$128 million and \$184 million, respectively.

OTHER SECURITIES MEASURED AT FAIR VALUE

The following table presents the fair value of fixed maturity securities measured at fair value based on our election of the fair value option and equity securities measured at fair value:

	September 30, 2020		December 31, 2019	
	Fair Value	Percent of Total	Fair Value	Percent of Total
<i>(in millions)</i>				
Fixed maturity securities:				
U.S. government and government sponsored entities	\$ 1,870	30 %	\$ 2,121	28 %
Corporate debt	12	-	18	-
Mortgage-backed, asset-backed and collateralized:				
RMBS	488	8	489	7
CMBS	322	5	322	4
CDO/ABS and other collateralized	2,723	43	3,732	50
Total mortgage-backed, asset-backed and collateralized	3,533	56	4,543	61
Total fixed maturity securities	5,415	86	6,682	89
Equity securities	871	14	841	11
Total	\$ 6,286	100 %	\$ 7,523	100 %

OTHER INVESTED ASSETS

The following table summarizes the carrying amounts of other invested assets:

	September 30, 2020	December 31, 2019
<i>(in millions)</i>		
Alternative investments ^{(a) (b)}	\$ 8,391	\$ 8,845
Investment real estate ^(c)	8,010	8,491
All other investments ^(d)	1,514	1,456
Total	\$ 17,915	\$ 18,792

(a) At September 30, 2020, included hedge funds of \$2.2 billion, private equity funds of \$5.9 billion and affordable housing partnerships of \$270 million. At December 31, 2019, included hedge funds of \$3.3 billion, private equity funds of \$5.2 billion and affordable housing partnerships of \$331 million.

(b) At September 30, 2020, approximately 63 percent of our hedge fund portfolio is available for redemption in 2020. The remaining 37 percent will be available for redemption between 2021 and 2027.

(c) Net of accumulated depreciation of \$780 million and \$703 million at September 30, 2020 and December 31, 2019, respectively.

(d) Includes AIG's 3.5 percent ownership interest in Fortitude Holdings which is recorded using the measurement alternative for equity securities and is carried at cost, which was \$100 million as of September 30, 2020.

NET INVESTMENT INCOME

The following table presents the components of Net investment income:

Three Months Ended September 30,	2020			2019
	Excluding Fortitude Re Funds Withheld Assets	Fortitude Re Funds Withheld Assets	Total	
<i>(in millions)</i>				
Available for sale fixed maturity securities, including short-term investments	\$ 2,209	\$ 373	\$ 2,582	\$ 2,698
Other fixed maturity securities ^(a)	164	7	171	333
Equity securities	119	-	119	(51)
Interest on mortgage and other loans	443	46	489	495
Alternative investments ^(b)	455	40	495	115
Real estate	22	-	22	96
Other investments ^(c)	55	-	55	(143)
Total investment income	3,467	466	3,933	3,543
Investment expenses	125	8	133	135
Net investment income	\$ 3,342	\$ 458	\$ 3,800	\$ 3,408

Nine Months Ended September 30,	2020			2019	
	Excluding Fortitude Re Funds Withheld Assets	Fortitude Re Funds Withheld Assets ^(d)	Total		
<i>(in millions)</i>					
Available for sale fixed maturity securities, including short-term investments	\$ 7,320	\$ 459	\$ 7,779	\$	8,052
Other fixed maturity securities ^(a)	475	10	485		941
Equity securities	(16)	-	(16)		6
Interest on mortgage and other loans	1,441	59	1,500		1,511
Alternative investments ^(b)	309	54	363		879
Real estate	142	-	142		227
Other investments ^(c)	(159)	-	(159)		(203)
Total investment income	9,512	582	10,094		11,413
Investment expenses	412	8	420		381
Net investment income	\$ 9,100	\$ 574	\$ 9,674	\$	11,032

(a) Included in the three- and nine-month periods ended September 30, 2020 were income of \$8 million and \$206 million, respectively, related to fixed maturity securities measured at fair value that economically hedge liabilities described in (c) below. Included in the three- and nine-month periods ended September 30, 2019 were income of \$146 million and \$195 million, respectively, for fixed maturity securities measured at fair value through income that economically hedge liabilities as described in (c) below.

(b) Included income from hedge funds, private equity funds and affordable housing partnerships. Hedge funds are recorded as of the balance sheet date. Private equity funds are generally reported on a one-quarter lag.

(c) Included in the three- and nine-month periods ended September 30, 2020 were income of \$21 million and a loss of \$195 million, respectively, related to liabilities measured at fair value that are economically hedged with fixed maturity securities as described in (a) above. Included in the three- and nine-month periods ended September 30, 2019 were losses of \$174 million and \$220 million, respectively, related to liabilities measured at fair value that are economically hedged with fixed maturity securities as described in (a) above.

(d) Represents activity subsequent to the deconsolidation of Fortitude Re on June 2, 2020.

NET REALIZED CAPITAL GAINS AND LOSSES

Net realized capital gains and losses are determined by specific identification. The net realized capital gains and losses are generated primarily from the following sources:

- ☐ Sales or full redemptions of available for sale fixed maturity securities, real estate and other alternative investments.
- ☐ Reductions to the amortized cost basis of available for sale fixed maturity securities that have been written down due to our intent to sell them or it being more likely than not that we will be required to sell them.
- ☐ Changes in the allowance for credit losses on bonds available for sale, mortgage and other loans receivable, and loans commitments.
- ☐ Changes in fair value of free standing and embedded derivatives, including changes in the non-performance adjustment, except for those instruments that are designated as hedging instruments when the change in the fair value of the hedged item is not reported in Net realized capital gains (losses).
- ☐ Foreign exchange gains and losses resulting from foreign currency transactions.
- ☐ Changes in fair value of the embedded derivative related to the Fortitude Re funds withheld assets.

The following table presents the components of Net realized capital gains (losses):

Three Months Ended September 30,	2020			2019
	Excluding Fortitude Re Funds Withheld Assets	Fortitude Re Funds Withheld Assets	Total	
<i>(in millions)</i>				
Sales of fixed maturity securities	\$ 28	\$ 147	\$ 175	\$ 128
Other-than-temporary impairments	-	-	-	(24)
Change in intent ^(a)	-	-	-	-
Change in allowance for credit losses on fixed maturity securities	(77)	(4)	(81)	-
Change in allowance for credit losses on loans	(13)	2	(11)	(25)
Foreign exchange transactions	250	7	257	(203)
Variable annuity embedded derivatives, net of related hedges	(148)	-	(148)	311
All other derivatives and hedge accounting	(626)	(120)	(746)	466
Other	88	-	88	276
Net realized capital gains (losses) – excluding Fortitude Re funds withheld embedded derivative	(498)	32	(466)	929
Net realized capital gains (losses) on Fortitude Re funds withheld embedded derivative	-	(656)	(656)	-
Net realized capital gains (losses)	\$ (498)	\$ (624)	\$ (1,122)	\$ 929

Nine Months Ended September 30,	2020			2019
	Excluding Fortitude Re Funds Withheld Assets	Fortitude Re Funds Withheld Assets ^(b)	Total	
<i>(in millions)</i>				
Sales of fixed maturity securities	\$ 269	\$ 269	\$ 538	\$ 184
Other-than-temporary impairments	-	-	-	(137)
Change in intent ^(a)	(3)	-	(3)	-
Change in allowance for credit losses on fixed maturity securities	(299)	(11)	(310)	-
Change in allowance for credit losses on loans	(73)	6	(67)	(35)
Foreign exchange transactions	40	10	50	(242)
Variable annuity embedded derivatives, net of related hedges	1,034	-	1,034	10
All other derivatives and hedge accounting	365	(146)	219	601
Other	97	-	97	506
Net realized capital gains – excluding Fortitude Re funds withheld embedded derivative	1,430	128	1,558	887
Net realized capital gains (losses) on Fortitude Re funds withheld embedded derivative	-	(1,493)	(1,493)	-
Net realized capital gains (losses)	\$ 1,430	\$ (1,365)	\$ 65	\$ 887

(a) For the three- and nine-month periods ended September 30, 2019, the change in intent was included in Other-than-temporary impairments.

(b) Represents activity subsequent to the deconsolidation of Fortitude Re on June 2, 2020.

CHANGE IN UNREALIZED APPRECIATION (DEPRECIATION) OF INVESTMENTS

The following table presents the increase (decrease) in unrealized appreciation (depreciation) of our available for sale securities and other investments:

<i>(in millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Increase (decrease) in unrealized appreciation (depreciation) of investments:				
Fixed maturity securities	\$ 2,373	\$ 4,377	\$ 5,875	\$ 16,265
Other investments	1	-	1	(68)
Total increase (decrease) in unrealized appreciation (depreciation) of investments	\$ 2,374	\$ 4,377	\$ 5,876	\$ 16,197

The following table summarizes the unrealized gains and losses recognized in Net Investment Income during the reporting period on equity securities still held at the reporting date:

Three Months Ended September 30,	2020			2019		
	Equities	Other Invested Assets	Total	Equities	Other Invested Assets	Total
(in millions)						
Net gains and losses recognized during the period on equity securities	\$ 119	\$ 464	\$ 583	\$ (51)	\$ 105	\$ 54
Less: Net gains and losses recognized during the period on equity securities sold during the period	(3)	(5)	(8)	18	13	31
Unrealized gains and losses recognized during the reporting period on equity securities still held at the reporting date	\$ 122	\$ 469	\$ 591	\$ (69)	\$ 92	\$ 23
Nine Months Ended September 30,	2020			2019		
	Equities	Other Invested Assets	Total	Equities	Other Invested Assets	Total
(in millions)						
Net gains and losses recognized during the period on equity securities	\$ (16)	\$ 264	\$ 248	\$ 6	\$ 615	\$ 621
Less: Net gains and losses recognized during the period on equity securities sold during the period	14	10	24	30	169	199
Unrealized gains and losses recognized during the reporting period on equity securities still held at the reporting date	\$ (30)	\$ 254	\$ 224	\$ (24)	\$ 446	\$ 422

EVALUATING INVESTMENTS FOR AN ALLOWANCE FOR CREDIT LOSSES/OTHER-THAN-TEMPORARY IMPAIRMENTS

Fixed Maturity Securities

Subsequent to the adoption of the Financial Instruments Credit Losses Standard on January 1, 2020

If we intend to sell a fixed maturity security or it is more likely than not that we will be required to sell a fixed maturity security before recovery of its amortized cost basis and the fair value of the security is below amortized cost, an impairment has occurred and the amortized cost is written down to current fair value, with a corresponding charge to realized capital losses. No allowance is established in these situations and any previously recorded allowance is reversed. The new cost basis is not adjusted for subsequent increases in estimated fair value. When assessing our intent to sell a fixed maturity security, or whether it is more likely than not that we will be required to sell a fixed maturity security before recovery of its amortized cost basis, management evaluates relevant facts and circumstances including, but not limited to, decisions to reposition our investment portfolio, sales of securities to meet cash flow needs and sales of securities to take advantage of favorable pricing.

For fixed maturity securities for which a decline in the fair value below the amortized cost is due to credit related factors, an allowance is established for the difference between the estimated recoverable value and amortized cost with a corresponding charge to realized capital losses. The allowance for credit losses is limited to the difference between amortized cost and fair value. The estimated recoverable value is the present value of cash flows expected to be collected, as determined by management. The difference between fair value and amortized cost that is not associated with credit related factors is presented in unrealized appreciation (depreciation) of fixed maturity securities on which an allowance for credit losses were recognized (a separate component of accumulated other comprehensive income). Accrued interest is excluded from the measurement of the allowance for credit losses.

When estimating future cash flows for structured fixed maturity securities (e.g., RMBS, CMBS, CDO, ABS) management considers the historical performance of underlying assets and available market information as well as bond-specific structural considerations, such as credit enhancement and the priority of payment structure of the security. In addition, the process of estimating future cash flows includes, but is not limited to, the following critical inputs, which vary by asset class:

- Current delinquency rates;
- Expected default rates and the timing of such defaults;
- Loss severity and the timing of any recovery; and
- Expected prepayment speeds.

When estimating future cash flows for corporate, municipal and sovereign fixed maturity securities determined to be credit impaired, management considers:

- Expected default rates and the timing of such defaults;
- Loss severity and the timing of any recovery; and
- Scenarios specific to the issuer and the security, which may also include estimates of outcomes of corporate restructurings, political and macroeconomic factors, stability and financial strength of the issuer, the value of any secondary sources of repayment and the disposition of assets.

We consider severe price declines in our assessment of potential credit impairments. We may also modify our model inputs when we determine that price movements in certain sectors are indicative of factors not captured by the cash flow models.

Credit losses are reassessed each period. The allowance for credit losses and the corresponding charge to realized capital losses can be reversed if conditions change, however, the allowance for credit losses will never be reduced below zero. When we determine that all or a portion of a fixed maturity security is uncollectable, the uncollectable amortized cost amount is written off with a corresponding reduction to the allowance for credit losses. If we collect cash flows that were previously written off the recovery is recognized by decreasing realized capital losses.

Prior to the adoption of the Financial Instruments Credit Losses Standard on January 1, 2020

If we intend to sell a fixed maturity security or it is more likely than not that we will be required to sell a fixed maturity security before recovery of its amortized cost basis and the fair value of the security is below amortized cost, an other-than-temporary impairment has occurred and the amortized cost is written down to current fair value, with a corresponding charge to realized capital losses. When assessing our intent to sell a fixed maturity security, or whether it is more likely than not that we will be required to sell a fixed maturity security before recovery of its amortized cost basis, management evaluates relevant facts and circumstances including, but not limited to, decisions to reposition our investment portfolio, sales of securities to meet cash flow needs and sales of securities to take advantage of favorable pricing.

For fixed maturity securities for which a credit impairment has occurred, the amortized cost is written down to the estimated recoverable value with a corresponding charge to realized capital losses. The estimated recoverable value is the present value of cash flows expected to be collected, as determined by management. The difference between fair value and amortized cost that is not related to a credit impairment is presented in unrealized appreciation (depreciation) of fixed maturity securities on which other-than-temporary credit impairments were recognized (a separate component of accumulated other comprehensive income).

We consider severe price declines in our assessment of potential credit impairments. We may also modify our model inputs when we determine that price movements in certain sectors are indicative of factors not captured by the cash flow models.

In periods subsequent to the recognition of an other-than-temporary impairment charge for available for sale fixed maturity securities that is not foreign exchange related, we prospectively accrete into earnings the difference between the new amortized cost and the expected undiscounted recoverable value over the remaining expected holding period of the security.

Credit Impairments

The following table presents a rollforward of the changes in allowance for credit losses on available for sale fixed maturity securities by major investment category:

(in millions)	Three Months Ended September 30, 2020			Nine Months Ended September 30, 2020		
	Structured	Non- Structured	Total	Structured	Non- Structured	Total
Balance, beginning of period*	\$ 37	\$ 161	\$ 198	\$ 7	\$ -	\$ 7
Additions:						
Securities for which allowance for credit losses were not previously recorded	1	30	31	36	294	330
Purchases of available for sale debt securities accounted for as purchased credit deteriorated assets	-	-	-	26	-	26
Accretion of available for sale debt securities accounted for as purchased credit deteriorated assets	-	-	-	1	-	1
Reductions:						
Securities sold during the period	(2)	(5)	(7)	(3)	(10)	(13)
Intent to sell security or more likely than not will be required to sell the security before recovery of its amortized cost basis	-	-	-	-	-	-
Additional net increases or decreases to the allowance for credit losses on securities that had an allowance recorded in a previous period, for which there was no intent to sell before recovery amortized cost basis	(10)	67	57	(41)	34	(7)
Write-offs charged against the allowance	-	(43)	(43)	-	(108)	(108)
Recoveries of amounts previously written off	-	-	-	-	-	-
Other	-	-	-	-	-	-
Balance, end of period	\$ 26	\$ 210	\$ 236	\$ 26	\$ 210	\$ 236

* The beginning balance incorporates the Day 1 gross up on PCD assets held as of January 1, 2020.

The following table presents a rollforward of the cumulative credit losses in other-than-temporary impairments recognized in earnings for available for sale fixed maturity securities:

(in millions)	Three Months Ended September 30, 2019	Nine Months Ended September 30, 2019
Balance, beginning of period	\$ 34	\$ -
Increases due to:		
Credit impairments on new securities subject to impairment losses	10	105
Additional credit impairments on previously impaired securities	8	14
Reductions due to:		
Credit impaired securities fully disposed for which there was no prior intent or requirement to sell	(3)	(62)
Accretion on securities previously impaired due to credit*	(7)	(15)
Balance, end of period	\$ 42	\$ 42

* Represents both accretion recognized due to changes in cash flows expected to be collected over the remaining expected term of the credit impaired securities and the accretion due to the passage of time.

Purchased Credit Deteriorated/Impaired Securities

Subsequent to the adoption of the Financial Instruments Credit Losses Standard on January 1, 2020

We purchase certain RMBS securities that have experienced more-than-insignificant deterioration in credit quality since origination. Subsequent to the adoption of the Financial Instruments Credit Losses Standard these are referred to as PCD assets. At the time of purchase an allowance is recognized for these PCD assets by adding it to the purchase price to arrive at the initial amortized cost. There is no credit loss expense recognized upon acquisition of a PCD asset. When determining the initial allowance for credit losses, management considers the historical performance of underlying assets and available market information as well as bond-specific structural considerations, such as credit enhancement and the priority of payment structure of the security. In addition, the process of estimating future cash flows includes, but is not limited to, the following critical inputs:

- Current delinquency rates;
- Expected default rates and the timing of such defaults;
- Loss severity and the timing of any recovery; and
- Expected prepayment speeds.

Subsequent to the acquisition date, the PCD assets follow the same accounting as other structured securities that are not high credit quality.

During the three- and nine-month periods ended September 30, 2020, we purchased certain securities which had more than insignificant credit deterioration since their origination. These PCD securities are held in the portfolio of bonds available for sale in their natural classes at September 30, 2020.

The following table presents a reconciliation of the purchase price to the unpaid principal balance at the acquisition date of the PCD securities that were purchased with credit deterioration during the nine-month period ended September 30, 2020:

<i>(in millions)</i>	September 30, 2020
Unpaid principal balance	\$ 644
Allowance for expected credit losses at acquisition	(26)
Purchase (discount) premium	(149)
Purchase price	\$ 469

Prior to the adoption of the Financial Instruments Credit Losses Standard on January 1, 2020

We purchase certain RMBS securities that have experienced deterioration in credit quality since their issuance. We determine whether it is probable at acquisition that we will not collect all contractually required payments for these PCI securities, including both principal and interest. At acquisition, the timing and amount of the undiscounted future cash flows expected to be received on each PCI security is determined based on our best estimate using key assumptions, such as interest rates, default rates and prepayment speeds. At acquisition, the difference between the undiscounted expected future cash flows of the PCI securities and the recorded investment in the securities represents the initial accretable yield, which is accreted into Net investment income over their remaining lives on an effective yield basis. Additionally, the difference between the contractually required payments on the PCI securities and the undiscounted expected future cash flows represents the non-accretable difference at acquisition. The accretable yield and the non-accretable difference will change over time, based on actual payments received and changes in estimates of undiscounted expected future cash flows, which are discussed further below.

On a quarterly basis, the undiscounted expected future cash flows associated with PCI securities are re-evaluated based on updates to key assumptions. Declines in undiscounted expected future cash flows due to further credit deterioration as well as changes in the expected timing of the cash flows can result in the recognition of an other-than-temporary impairment charge, as PCI securities are subject to our policy for evaluating investments for other-than-temporary impairment. Changes to undiscounted expected future cash flows due solely to the changes in the contractual benchmark interest rates on variable rate PCI securities will change the accretable yield prospectively. Significant increases in undiscounted expected future cash flows for reasons other than interest rate changes are recognized prospectively as adjustments to the accretable yield.

The following tables present information on our PCI securities, which are included in bonds available for sale as of December 31, 2019:

<i>(in millions)</i>	At Date of Acquisition
Contractually required payments (principal and interest)	\$ 35,139
Cash flows expected to be collected*	28,720
Recorded investment in acquired securities	19,382

* Represents undiscounted expected cash flows, including both principal and interest.

<i>(in millions)</i>	December 31, 2019
Outstanding principal balance	\$ 10,476
Amortized cost	6,970
Fair value	8,664

The following table presents activity for the accretable yield on PCI securities:

<i>(in millions)</i>	Three Months Ended September 30, 2019	Nine Months Ended September 30, 2019
Balance, beginning of period	\$ 6,402	\$ 7,210
Newly purchased PCI securities	4	17
Accretion	(172)	(495)
Effect of changes in interest rate indices	(278)	(678)
Net reclassification from (to) non-accretable difference, including effects of prepayments	(162)	(260)
Balance, end of period	\$ 5,794	\$ 5,794

PLEDGED INVESTMENTS

Secured Financing and Similar Arrangements

We enter into secured financing transactions whereby certain securities are sold under agreements to repurchase (repurchase agreements), in which we transfer securities in exchange for cash, with an agreement by us to repurchase the same or substantially similar securities. Our secured financing transactions also include those that involve the transfer of securities to financial institutions in exchange for cash (securities lending agreements). In all of these secured financing transactions, the securities transferred by us (pledged collateral) may be sold or repledged by the counterparties. These agreements are recorded at their contracted amounts plus accrued interest, other than those that are accounted for at fair value.

Pledged collateral levels are monitored daily and are generally maintained at an agreed-upon percentage of the fair value of the amounts borrowed during the life of the transactions. In the event of a decline in the fair value of the pledged collateral under these secured financing transactions, we may be required to transfer cash or additional securities as pledged collateral under these agreements. At the termination of the transactions, we and our counterparties are obligated to return the amounts borrowed and the securities transferred, respectively.

The following table presents the fair value of securities pledged to counterparties under secured financing transactions, including repurchase and securities lending agreements:

<i>(in millions)</i>	September 30, 2020	December 31, 2019
Fixed maturity securities available for sale	\$ 3,664	\$ 3,030

At September 30, 2020 and December 31, 2019, amounts borrowed under repurchase and securities lending agreements totaled \$3.7 billion and \$3.1 billion, respectively.

The following table presents the fair value of securities pledged under our repurchase agreements by collateral type and by remaining contractual maturity:

	Remaining Contractual Maturity of the Agreements						
	up to						
(in millions)	Overnight and Continuous	30 days	31 - 90 days	91 - 364 days	365 days or greater	Total	
September 30, 2020							
Bonds available for sale:							
Non-U.S. governments	\$ 107	\$ -	\$ -	\$ -	\$ -	107	
Corporate debt	147	98	-	-	-	245	
Total	\$ 254	\$ 98	\$ -	\$ -	\$ -	352	
December 31, 2019							
Bonds available for sale:							
Non-U.S. governments	\$ 2	\$ 71	\$ -	\$ -	\$ -	73	
Corporate debt	22	55	82	-	-	159	
Total	\$ 24	\$ 126	\$ 82	\$ -	\$ -	232	

The following table presents the fair value of securities pledged under our securities lending agreements by collateral type and by remaining contractual maturity:

	Remaining Contractual Maturity of the Agreements						
			up to				
(in millions)	Overnight and Continuous	30 days	31 - 90 days	91 - 364 days	365 days or greater		Total
September 30, 2020							
Bonds available for sale:							
Obligations of states, municipalities and political subdivisions	\$ -	\$ 102	\$ -	\$ -	\$ -		102
Corporate debt	-	1,428	1,379	-	-		2,807
RMBS	-	403	-	-	-		403
Total	\$ -	\$ 1,933	\$ 1,379	\$ -	\$ -		3,312
December 31, 2019							
Bonds available for sale:							
Obligations of states, municipalities and political subdivisions	\$ -	\$ -	\$ 386	\$ -	\$ -		386
Corporate debt	-	1,071	947	-	-		2,018
RMBS	-	-	-	394	-		394
Total	\$ -	\$ 1,071	\$ 1,333	\$ 394	\$ -		2,798

We also enter into agreements in which securities are purchased by us under agreements to resell (reverse repurchase agreements), which are accounted for as secured financing transactions and reported as short-term investments or other assets, depending on their terms. These agreements are recorded at their contracted resale amounts plus accrued interest, other than those that are accounted for at fair value. In all reverse repurchase transactions, we take possession of or obtain a security interest in the related securities, and we have the right to sell or repledge this collateral received.

The following table presents information on the fair value of securities pledged to us under reverse repurchase agreements:

(in millions)	September 30, 2020	December 31, 2019
Securities collateral pledged to us	\$ 5,076	\$ 2,567
Amount sold or repledged by us	-	121

At September 30, 2020 and December 31, 2019, amounts loaned under reverse repurchase agreements totaled \$5.1 billion and \$2.6 billion, respectively.

We do not currently offset any secured financing transactions. All such transactions are collateralized and margined daily consistent with market standards and subject to enforceable master netting arrangements with rights of set off.

Insurance – Statutory and Other Deposits

The total carrying value of cash and securities deposited by our insurance subsidiaries under requirements of regulatory authorities or other insurance-related arrangements, including certain annuity-related obligations and certain reinsurance contracts, was \$10.8 billion and \$8.7 billion at September 30, 2020 and December 31, 2019, respectively.

Other Pledges and Restrictions

Certain of our subsidiaries are members of Federal Home Loan Banks (FHLBs) and such membership requires the members to own stock in these FHLBs. We owned an aggregate of \$191 million and \$194 million of stock in FHLBs at September 30, 2020 and December 31, 2019, respectively. In addition, our subsidiaries have pledged securities available for sale and residential loans associated with borrowings and funding agreements from FHLBs, with a fair value of \$5.7 billion and \$1.5 billion, respectively, at September 30, 2020 and \$4.3 billion and \$1.8 billion, respectively, at December 31, 2019.

Certain GIAs have provisions that require collateral to be posted or payments to be made by us upon a downgrade of our long-term debt ratings. The actual amount of collateral required to be posted to the counterparties in the event of such downgrades, and the aggregate amount of payments that we could be required to make, depend on market conditions, the fair value of outstanding affected transactions and other factors prevailing at and after the time of the downgrade. The fair value of securities pledged as collateral with respect to these obligations was approximately \$1.5 billion at both September 30, 2020 and December 31, 2019. This collateral primarily consists of securities of the U.S. government and government sponsored entities and generally cannot be repledged or resold by the counterparties.

Investments held in escrow accounts or otherwise subject to restriction as to their use were \$476 million and \$330 million, comprised of bonds available for sale and short term investments at September 30, 2020 and December 31, 2019, respectively.

Reinsurance transactions between AIG and Fortitude Re were structured as modco and loss portfolio transfer arrangements with funds withheld. Following closing of the Majority Interest Fortitude Sale, a portion of the proceeds were contributed to AIG subsidiaries.

For further discussion on the sale of Fortitude Holdings see Note 1 and Note 7 to the Condensed Consolidated Financial Statements.

6. Lending Activities

Mortgage and other loans receivable include commercial mortgages, residential mortgages, life insurance policy loans, commercial loans, and other loans and notes receivable. Commercial mortgages, residential mortgages, commercial loans, and other loans and notes receivable are carried at unpaid principal balances less allowance for credit losses and plus or minus adjustments for the accretion or amortization of discount or premium. Interest income on such loans is accrued as earned.

Direct costs of originating commercial mortgages, commercial loans, and other loans and notes receivable, net of nonrefundable points and fees, are deferred and included in the carrying amount of the related receivables. The amount deferred is amortized to income as an adjustment to earnings using the interest method. Premiums and discounts on purchased residential mortgages are also amortized to income as an adjustment to earnings using the interest method.

Life insurance policy loans are carried at unpaid principal balances. There is no allowance for policy loans because these loans serve to reduce the death benefit paid when the death claim is made and the balances are effectively collateralized by the cash surrender value of the policy.

Interest income is not accrued when payment of contractual principal and interest is not expected. Any cash received on impaired loans is generally recorded as a reduction of the current carrying amount of the loan. Accrual of interest income is generally resumed when delinquent contractual principal and interest is repaid or when a portion of the delinquent contractual payments are made and the ongoing required contractual payments have been made for an appropriate period. As of September 30, 2020, \$8 million and \$282 million of residential mortgage loans and commercial mortgage loans, respectively, were placed on nonaccrual status.

Accrued interest is presented separately and is included in Other assets on the Condensed Consolidated Balance Sheets. As of September 30, 2020, accrued interest receivable was \$16 million and \$125 million associated with residential mortgage loans and commercial mortgage loans, respectively.

A significant majority of commercial mortgages in the portfolio are non-recourse loans and, accordingly, the only guarantees are for specific items that are exceptions to the non-recourse provisions. It is therefore extremely rare for us to have cause to enforce the provisions of a guarantee on a commercial real estate or mortgage loan.

The following table presents the composition of Mortgage and other loans receivable, net:

	September 30, 2020	December 31, 2019
<i>(in millions)</i>		
Commercial mortgages ^(a)	\$ 36,359	\$ 36,170
Residential mortgages	5,202	6,683
Life insurance policy loans	2,072	2,065
Commercial loans, other loans and notes receivable	2,754	2,504
Total mortgage and other loans receivable	46,387	47,422
Allowance for credit losses ^(b)	(797)	(438)
Mortgage and other loans receivable, net	\$ 45,590	\$ 46,984

(a) Commercial mortgages primarily represent loans for apartments, offices and retail properties, with exposures in New York and California representing the largest geographic concentrations (aggregating approximately 25 percent and 10 percent, respectively, at September 30, 2020 and 23 percent and 10 percent, respectively, at December 31, 2019).

(b) Does not include \$66 million of expected credit loss liability at September 30, 2020 in relation to off-balance-sheet commitments to fund commercial mortgage loans, which is recorded in Other liabilities.

Nonperforming loans are generally those loans where payment of contractual principal or interest is more than 90 days past due. Nonperforming loans were not significant for any of the periods presented.

CREDIT QUALITY OF COMMERCIAL MORTGAGES

The following table presents debt service coverage ratios^(a) for commercial mortgages by year of vintage:

September 30, 2020 <i>(in millions)</i>	2020	2019	2018	2017	2016	Prior	Total
>1.2X	\$ 1,577	\$ 5,452	\$ 5,506	\$ 4,008	\$ 5,002	\$ 11,150	\$ 32,695
1.00 - 1.20X	157	393	457	108	162	1,382	2,659
<1.00X	2	79	346	86	94	398	1,005
Total commercial mortgages	\$ 1,736	\$ 5,924	\$ 6,309	\$ 4,202	\$ 5,258	\$ 12,930	\$ 36,359

The following table presents loan-to-value ratios^(b) for commercial mortgages by year of vintage:

September 30, 2020 <i>(in millions)</i>	2020	2019	2018	2017	2016	Prior	Total
Less than 65%	\$ 1,571	\$ 3,594	\$ 4,796	\$ 3,050	\$ 3,251	\$ 10,136	\$ 26,398
65% to 75%	163	1,858	1,513	974	1,292	1,751	7,551
76% to 80%	-	88	-	124	98	500	810
Greater than 80%	2	384	-	54	617	543	1,600
Total commercial mortgages	\$ 1,736	\$ 5,924	\$ 6,309	\$ 4,202	\$ 5,258	\$ 12,930	\$ 36,359

The following table presents debt service coverage ratios and loan-to-value ratios for commercial mortgages:

December 31, 2019 <i>(in millions)</i>	Debt Service Coverage Ratios ^(a)			Total
	>1.20X	1.00X - 1.20X	<1.00X	
Loan-to-Value Ratios^(b)				
Less than 65%	\$ 23,013	\$ 2,440	\$ 245	\$ 25,698
65% to 75%	9,007	899	40	9,946
76% to 80%	200	6	-	206
Greater than 80%	184	2	134	320
Total commercial mortgages	\$ 32,404	\$ 3,347	\$ 419	\$ 36,170

(a) The debt service coverage ratio compares a property's net operating income to its debt service payments, including principal and interest. Our weighted average debt service coverage ratio was 2.2X at September 30, 2020 and 2.0X at December 31, 2019. The debt service coverage ratios have been updated within the last three months.

(b) The loan-to-value ratio compares the current unpaid principal balance of the loan to the estimated fair value of the underlying property collateralizing the loan. Our weighted average loan-to-value ratio was 57 percent at September 30, 2020 and was 56 percent at December 31, 2019. The loan-to-value ratios have been updated within the last three to nine months.

The following table presents the credit quality performance indicators for commercial mortgages:

	Number of	Class						Percent of	
(dollars in millions)	Loans	Apartments	Offices	Retail	Industrial	Hotel	Others	Total ^(c)	Total
September 30, 2020									
Credit Quality Performance									
Indicator:									
In good standing	700	\$ 13,704	\$ 10,843	\$ 5,124	\$ 3,746	\$ 2,080	\$ 448	\$ 35,945	99 %
Restructured ^(a)	3	-	-	50	-	-	-	50	-
90 days or less delinquent	1	-	-	-	-	108	-	108	-
>90 days delinquent or in process of foreclosure	5	-	116	54	-	86	-	256	1
Total ^(b)	709	\$ 13,704	\$ 10,959	\$ 5,228	\$ 3,746	\$ 2,274	\$ 448	\$ 36,359	100 %
Allowance for credit losses		\$ 123	\$ 281	\$ 141	\$ 55	\$ 52	\$ 7	\$ 659	2 %
December 31, 2019									
Credit Quality Performance									
Indicator:									
In good standing	736	\$ 13,698	\$ 10,553	\$ 5,332	\$ 3,663	\$ 2,211	\$ 522	\$ 35,979	99 %
Restructured ^(a)	3	-	89	-	-	101	-	190	1
90 days or less delinquent	1	1	-	-	-	-	-	1	-
>90 days delinquent or in process of foreclosure	-	-	-	-	-	-	-	-	-
Total ^(b)	740	\$ 13,699	\$ 10,642	\$ 5,332	\$ 3,663	\$ 2,312	\$ 522	\$ 36,170	100 %
Allowance for credit losses:									
Specific		\$ -	\$ 2	\$ 1	\$ -	\$ 6	\$ -	\$ 9	- %
General		81	153	44	30	14	5	327	1
Total allowance for credit losses		\$ 81	\$ 155	\$ 45	\$ 30	\$ 20	\$ 5	\$ 336	1 %

(a) Loans that have been modified in troubled debt restructurings and are performing according to their restructured terms. For additional discussion of troubled debt restructurings see Note 8 to the Consolidated Financial Statements in the 2019 Annual Report.

(b) Does not reflect allowance for credit losses.

(c) Our commercial mortgage loan portfolio is current as to payments of principal and interest, for both periods presented. There were no significant amounts of nonperforming commercial mortgages (defined as those loans where payment of contractual principal or interest is more than 90 days past due) during any of the periods presented.

The following table presents credit quality performance indicators for residential mortgages by year of vintage:

September 30, 2020								
(in millions)	2020	2019	2018	2017	2016	Prior	Total	
FICO*:								
780 and greater	\$ 309	\$ 764	\$ 364	\$ 627	\$ 688	650	\$ 3,402	
720 - 779	326	411	123	182	221	197	1,460	
660 - 719	10	67	33	48	56	73	287	
600 - 659	1	6	6	7	5	13	38	
Less than 600	-	-	1	2	3	9	15	
Total residential mortgages	\$ 646	\$ 1,248	\$ 527	\$ 866	\$ 973	942	\$ 5,202	

* Fair Isaac Corporation (FICO) is the credit quality indicator used to evaluate consumer credit risk for residential mortgage loan borrowers and have been updated within the last three months.

METHODOLOGY USED TO ESTIMATE THE ALLOWANCE FOR CREDIT LOSSES

Subsequent to the adoption of the Financial Instruments Credit Losses Standard on January 1, 2020

At the time of origination or purchase, an allowance for credit losses is established for mortgage and other loan receivables and is updated each reporting period. Changes in the allowance for credit losses are recorded in realized capital losses. This allowance reflects the risk of loss, even when that risk is remote, and reflects losses expected over the remaining contractual life of the loan. The allowance for credit losses considers available relevant information about the collectability of cash flows, including information about past events, current conditions, and reasonable and supportable forecasts of future economic conditions. We revert to historical information when we determine that we can no longer reliably forecast future economic assumptions.

The allowances for the commercial mortgage loans and residential mortgage loans are estimated utilizing a probability of default and loss given default model. Loss rate factors are determined based on historical data and adjusted for current and forecasted information. The loss rates are applied based on individual loan attributes and considering such data points as loan-to-value ratios, FICO scores, and debt service coverage.

The estimate of credit losses also reflects management's assumptions on certain macroeconomic factors that include, but are not limited to, gross domestic product growth, employment, inflation, housing price index, interest rates and credit spreads.

Accrued interest is excluded from the measurement of the allowance for credit losses and accrued interest is reversed through interest income once a loan is placed on nonaccrual.

When all or a portion of a loan is deemed uncollectible, the uncollectible portion of the carrying amount of the loan is charged off against the allowance.

We also have off-balance sheet commitments related to our commercial mortgage loans. The liability for expected credit losses related to these commercial mortgage loan commitments is reported in Other liabilities in the Condensed Consolidated Balance Sheets. When a commitment is funded, we record a loan receivable and reclassify the liability for expected credit losses related to the commitment into loan allowance for expected credit losses. Other changes in the liability for expected credit losses on loan commitments are recorded in Net realized capital gains (losses) in the Condensed Consolidated Statements of Income.

Prior to the adoption of the Financial Instruments Credit Losses Standard on January 1, 2020

Mortgage and other loans receivable are considered impaired when collection of all amounts due under contractual terms is not probable. Impairment is measured using either i) the present value of expected future cash flows discounted at the loan's effective interest rate, ii) the loan's observable market price, if available, or iii) the fair value of the collateral if the loan is collateral dependent. Impairment of commercial mortgages is typically determined using the fair value of collateral while impairment of other loans is typically determined using the present value of cash flows or the loan's observable market price. An allowance is typically established for the difference between the impaired value of the loan and its current carrying amount. Additional allowance amounts are established for incurred but not specifically identified impairments, based on statistical models primarily driven by past-due status, debt service coverage, loan-to-value ratio, property type and location, loan term, profile of the borrower and of the major property tenants, and loan seasoning. When all or a portion of a loan is deemed uncollectable, the uncollectable portion of the carrying amount of the loan is charged off against the allowance.

The following table presents a rollforward of the changes in the allowance for losses on Mortgage and other loans receivable^(a):

Three Months Ended September 30,		2020			2019		
		Commercial Mortgages	Other Loans	Total	Commercial Mortgages	Other Loans	Total
<i>(in millions)</i>							
Allowance, beginning of period		\$ 667	\$ 127	\$ 794	\$ 310	\$ 97	\$ 407
Initial allowance upon CECL adoption		-	-	-	-	-	-
Loans charged off		-	-	-	(2)	-	(2)
Recoveries of loans previously charged off		-	-	-	-	-	-
Net charge-offs		-	-	-	(2)	-	(2)
Provision for loan losses		(8)	11	3	27	(2)	25
Allowance, end of period		\$ 659	\$ 138	\$ 797	\$ 335 (b)	\$ 95	\$ 430
Nine Months Ended September 30,		2020			2019		
		Commercial Mortgages	Other Loans	Total	Commercial Mortgages	Other Loans	Total
<i>(in millions)</i>							
Allowance, beginning of year		\$ 336	\$ 102	\$ 438	\$ 318	\$ 79	\$ 397
Initial allowance upon CECL adoption		311	7	318	-	-	-
Loans charged off		(12)	-	(12)	(2)	-	(2)
Recoveries of loans previously charged off		-	-	-	-	-	-
Net charge-offs		(12)	-	(12)	(2)	-	(2)
Provision for loan losses		24	29	53	19	16	35
Allowance, end of period		\$ 659	\$ 138	\$ 797	\$ 335 (b)	\$ 95	\$ 430

(a) Does not include \$66 million of expected credit loss liability at September 30, 2020 in relation to off-balance-sheet commitments to fund commercial mortgage loans, which is recorded in Other liabilities.

(b) The September 30, 2019 total allowance was calculated prior to the adoption of ASC 326 on January 1, 2020. Of the total allowance, \$10 million relates to individually assessed credit losses on \$151 million of commercial mortgages at September 30, 2019.

As a result of the COVID-19 crisis, including the significant global economic slowdown and general market decline, our expectations and models used to estimate the allowance for losses on commercial and residential mortgage loans have been updated to reflect the current economic environment. The full impact of COVID-19 on real estate valuations remains uncertain and we will continue to review our valuations as further information becomes available.

TROUBLED DEBT RESTRUCTURINGS

We modify loans to optimize their returns and improve their collectability, among other things. When we undertake such a modification with a borrower that is experiencing financial difficulty and the modification involves us granting a concession to the troubled debtor, the modification is a troubled debt restructuring (TDR). We assess whether a borrower is experiencing financial difficulty based on a variety of factors, including the borrower's current default on any of its outstanding debt, the probability of a default on any of its debt in the foreseeable future without the modification, the insufficiency of the borrower's forecasted cash flows to service any of its outstanding debt (including both principal and interest), and the borrower's inability to access alternative third-party financing at an interest rate that would be reflective of current market conditions for a non-troubled debtor. Concessions granted may include extended maturity dates, interest rate changes, principal or interest forgiveness, payment deferrals and easing of loan covenants.

In response to the COVID-19 pandemic, there was an increase in the volume of loan modifications in our commercial mortgage, residential mortgage and leveraged loan portfolios. The COVID-19 related modifications were primarily in the form of short term payment deferrals (one to six months). Short-term payment deferrals are not considered a concession and therefore these modifications are not considered a TDR.

During the nine-month period ended September 30, 2020, loans with a carrying value of \$50 million were modified in troubled debt restructurings. There were no loans modified in trouble debt restructurings during the nine-month period ended September 30, 2019.

7. Reinsurance

In the ordinary course of business, our insurance companies may use both treaty and facultative reinsurance to minimize their net loss exposure to any single catastrophic loss event or to an accumulation of losses from a number of smaller events or to provide greater diversification of our businesses. In addition, our general insurance subsidiaries assume reinsurance from other insurance companies. We determine the portion of the incurred but not reported (IBNR) loss that will be recoverable under our reinsurance contracts by reference to the terms of the reinsurance protection purchased. This determination is necessarily based on the estimate of IBNR and accordingly, is subject to the same uncertainties as that estimate. Reinsurance assets include the balances due from reinsurance and insurance companies under the terms of our reinsurance agreements for paid and unpaid losses and loss adjustment expenses incurred, ceded unearned premiums and ceded future policy benefits for life and accident and health insurance contracts and benefits paid and unpaid. Amounts related to paid and unpaid losses and benefits and loss expenses with respect to these reinsurance agreements are substantially collateralized. We remain liable to the extent that our reinsurers do not meet their obligation under the reinsurance contracts, and as such, we regularly evaluate the financial condition of our reinsurers and monitor concentration of our credit risk. The estimation of the allowance for doubtful accounts requires judgment for which key inputs typically include historical trends regarding uncollectible balances, disputes and credit events as well as specific reviews of balances in dispute or subject to credit impairment.

SALE OF FORTITUDE HOLDINGS

On June 2, 2020, we completed the Majority Interest Fortitude Sale. AIG established Fortitude Re, a wholly owned subsidiary of Fortitude Holdings, in 2018 in a series of reinsurance transactions related to AIG's Legacy Portfolio. As of September 30, 2020, approximately \$30.6 billion of reserves from AIG's Legacy Life and Retirement Run-Off Lines and approximately \$4.1 billion of reserves from AIG's Legacy General Insurance Run-Off Lines, related to business written by multiple wholly-owned AIG subsidiaries, had been ceded to Fortitude Re under these reinsurance transactions. As of closing of the Majority Interest Fortitude Sale, these reinsurance transactions are no longer considered affiliated transactions and Fortitude Re is the reinsurer of the majority of AIG's Legacy Portfolio.

These reinsurance transactions between AIG and Fortitude Re were structured as modco and loss portfolio transfer arrangements with funds withheld (funds withheld). In modco and funds withheld arrangements, the investments supporting the reinsurance agreements, and which reflect the majority of the consideration that would be paid to the reinsurer for entering into the transaction, are withheld by, and therefore continue to reside on the balance sheet of, the ceding company (i.e., AIG) thereby creating an obligation for the ceding company to pay the reinsurer (i.e., Fortitude Re) at a later date. Additionally, as AIG maintains ownership of these investments, AIG will maintain its existing accounting for these assets (e.g., the changes in fair value of available for sale securities will be recognized within other comprehensive income). As a result of the deconsolidation resulting from the Majority Interest Fortitude Sale, AIG has established a funds withheld payable to Fortitude Re while simultaneously establishing a reinsurance asset representing reserves for the insurance coverage that Fortitude Re has assumed. The funds withheld payable contains an embedded derivative and changes in fair value of the embedded derivative related to the funds withheld payable are recognized in earnings through realized capital gains (losses). This embedded derivative is considered a total return swap with contractual returns that are attributable to various assets and liabilities associated with these reinsurance agreements.

There is a diverse pool of assets supporting the funds withheld arrangements with Fortitude Re. The following summarizes the composition of the pool of assets as of September 30, 2020:

September 30, 2020 <i>(in millions)</i>		Carrying Value	Fair Value	Corresponding Accounting Policy
Fixed maturity securities - available for sale ^(a)	\$	35,775	\$ 35,775	Fair value through other comprehensive income
Fixed maturity securities - fair value option		204	204	Fair value through net investment income
Commercial mortgage loans		3,577	3,866	Amortized cost
Real estate investments		366	595	Amortized cost
Private equity funds / hedge funds		992	992	Fair value through net investment income
Policy loans		423	423	Amortized cost
Derivative assets, net ^(b)		-	-	Fair value through realized capital gains (losses)
Other		687	687	Amortized cost
Total	\$	42,024	\$ 42,542	

(a) The change in the net unrealized gains (losses) on available for sale securities related to the Fortitude Re funds withheld assets was \$722 million (\$570 million after-tax) during the post deconsolidation period (June 2, 2020-September 30, 2020).

(b) The derivative assets have been presented net of collateral. The derivative assets supporting the Fortitude Re funds withheld arrangements had a fair market value of \$471 million as of September 30, 2020. These derivative assets are fully collateralized.

The impact of the funds withheld arrangements with Fortitude Re for the period post June 2, 2020 deconsolidation was as follows:

<i>(in millions)</i>	Three Months Ended September 30, 2020	Nine Months Ended September 30, 2020
Net underwriting income	\$ -	\$ -
Net investment income - Fortitude Re funds withheld assets	458	574
Net realized capital losses on Fortitude Re funds withheld assets:		
Net realized capital gains - Fortitude Re funds withheld assets	32	128
Net realized capital losses - Fortitude Re embedded derivatives	(656)	(1,493)
Net realized capital losses on Fortitude Re funds withheld assets	(624)	(1,365)
Loss from continuing operations before income tax benefit	(166)	(791)
Income tax benefit ^(a)	(35)	(166)
Net loss	(131)	(625)
Change in unrealized appreciation of all other investments ^(a)	132	570
Comprehensive income (loss)	\$ 1	\$ (55)

(a) The income tax expense (benefit) and the tax impact in accumulated other comprehensive income was computed using AIG's U.S. statutory tax rate of 21 percent.

Various assets supporting the Fortitude Re funds withheld arrangements are reported at amortized cost, and as such, changes in the fair value of these assets are not reflected in the financial statements. However, changes in the fair value of these assets are included in the embedded derivative in the Fortitude Re funds withheld arrangements. During the three-month period ended September 30, 2020 and the period from June 2, 2020 to September 30, 2020, these assets appreciated by \$(1) million and \$55 million, respectively, on an after-tax basis.

REINSURANCE — CREDIT LOSSES

The estimation of reinsurance recoverables involves a significant amount of judgment, particularly for latent exposures, such as asbestos, due to their long-tail nature. Reinsurance assets include reinsurance recoverables on unpaid losses and loss adjustment expenses that are estimated as part of our loss reserving process and, consequently, are subject to similar judgments and uncertainties as the estimation of gross loss reserves. Similarly, Other assets include reinsurance recoverables for contracts which are accounted for as deposits.

We assess the collectability of reinsurance recoverable balances in each reporting period, through either historical trends of disputes and credit events or financial analysis of the credit quality of the reinsurer. We record adjustments to reflect the results of these assessments through an allowance for credit losses and disputes on uncollectable reinsurance that reduces the carrying amount of reinsurance and other assets on the consolidated balance sheets (collectively, the reinsurance recoverable balances). This estimate requires significant judgment for which key considerations include:

- paid and unpaid amounts recoverable;
- whether the balance is in dispute or subject to legal collection;
- the relative financial health of the reinsurer as determined by the Obligor Risk Ratings (ORRs) we assign to each reinsurer based upon our financial reviews; insurers that are financially troubled (i.e., in run-off, have voluntarily or involuntarily been placed in receivership, are insolvent, are in the process of liquidation or otherwise subject to formal or informal regulatory restriction) are assigned ORRs that will generate a significant allowance; and
- whether collateral and collateral arrangements exist.

An estimate of the reinsurance recoverable's lifetime expected credit losses is established utilizing a probability of default and loss given default method, which reflects the reinsurer's ORR rating. The allowance for credit losses excludes disputed amounts. An allowance for disputes is established for a reinsurance recoverable using the losses incurred model for contingencies.

The total reinsurance recoverables as of September 30, 2020 were \$77.5 billion. As of that date, utilizing AIG's ORRs, (i) approximately 93 percent of the reinsurance recoverables were investment grade, of which 52 percent related to General Insurance and 41 percent related to Life and Retirement; (ii) approximately 7 percent of the reinsurance recoverables were non-investment grade, the majority of which related to General Insurance; (iii) less than one percent of the non-investment grade reinsurance recoverables related to Life and Retirement and (iv) approximately one percent of the reinsurance recoverables related to entities that were not rated by AIG.

As of September 30, 2020, approximately 75 percent of our non-investment grade reinsurance exposure related to captive insurers. These arrangements are typically collateralized by letters of credit, funds held or trust agreements.

Reinsurance Recoverable Allowance

The following table presents a rollforward of the reinsurance recoverable allowance:

(in millions)	Three Months Ended September 30, 2020			Nine Months Ended September 30, 2020		
	General Insurance	Life and Retirement	Total	General Insurance	Life and Retirement	Total
Balance, beginning of period	\$ 305	\$ 59	\$ 364	\$ 111	\$ 40	\$ 151
Initial allowance upon CECL adoption	-	-	-	202	22	224
Current period provision for expected credit losses and disputes	(2)	2	-	-	5	5
Write-offs charged against the allowance for credit losses and disputes	-	-	-	(5)	(5)	(10)
Other changes	5	1	6	-	-	-
Balance, end of period	\$ 308	\$ 62	\$ 370	\$ 308	\$ 62	\$ 370

There were no recoveries of credit losses previously written off for either of the three- and nine-month periods ended September 30, 2020.

Past-Due Status

We consider a reinsurance asset to be past due when it is 90 days past due and record an allowance for disputes when there is reasonable uncertainty of the collectability of a disputed amount during the reporting period. Past due balances were not significant for any of the periods presented.

8. Variable Interest Entities

We enter into various arrangements with variable interest entities (VIEs) in the normal course of business and consolidate the VIEs when we determine we are the primary beneficiary. This analysis includes a review of the VIE's capital structure, related contractual relationships and terms, nature of the VIE's operations and purpose, nature of the VIE's interests issued and our involvement with the entity. When assessing the need to consolidate a VIE, we evaluate the design of the VIE as well as the related risks the entity was designed to expose the variable interest holders to.

The primary beneficiary is the entity that has both (i) the power to direct the activities of the VIE that most significantly affect the entity's economic performance and (ii) the obligation to absorb losses or the right to receive benefits that could be potentially significant to the VIE. While also considering these factors, the consolidation conclusion depends on the breadth of our decision-making ability and our ability to influence activities that significantly affect the economic performance of the VIE.

BALANCE SHEET CLASSIFICATION AND EXPOSURE TO LOSS

The following table presents the total assets and total liabilities associated with our variable interests in consolidated VIEs, as classified in the Condensed Consolidated Balance Sheets:

(in millions)	Real Estate and Investment Entities ^(d)		Securitization Vehicles ^(e)		Affordable Housing Partnerships		Other	Total
September 30, 2020								
Assets:								
Bonds available for sale	\$	-	\$	6,075	\$	-	\$	6,075
Other bond and equity securities		281		2,416		-	6	2,703
Mortgage and other loans receivable		-		3,247		-	-	3,247
Other invested assets		5,975		-		3,549	18	9,542
Other ^(a)		461		1,635		520	23	2,639
Total assets^(b)	\$	6,717	\$	13,373	\$	4,069	\$	24,206
Liabilities:								
Long-term debt	\$	2,509	\$	4,054	\$	2,317	\$	8,880
Other ^(c)		165		159		197	9	530
Total liabilities	\$	2,674	\$	4,213	\$	2,514	\$	9,410
December 31, 2019								
Assets:								
Bonds available for sale	\$	177	\$	7,239	\$	-	\$	7,416
Other bond securities		-		3,324		-	1	3,325
Mortgage and other loans receivable		-		3,860		-	-	3,860
Other invested assets		5,231		-		3,464	42	8,737
Other ^(a)		615		1,996		469	42	3,122
Total assets^(b)	\$	6,023	\$	16,419	\$	3,933	\$	26,460
Liabilities:								
Long-term debt	\$	2,810	\$	4,356	\$	2,074	\$	9,244
Other ^(c)		236		359		195	24	814
Total liabilities	\$	3,046	\$	4,715	\$	2,269	\$	10,058

(a) Comprised primarily of Short-term investments and Other assets at September 30, 2020 and December 31, 2019.

(b) The assets of each VIE can be used only to settle specific obligations of that VIE.

(c) Comprised primarily of Other liabilities at September 30, 2020 and December 31, 2019.

(d) At September 30, 2020 and December 31, 2019, off-balance sheet exposure primarily consisting of commitments to real estate and investment entities was \$2.3 billion and \$2.6 billion, respectively.

(e) At September 30, 2020 and December 31, 2019, the company had contributed total assets of \$12.6 billion and \$15.6 billion, respectively, into consolidated securitization vehicles.

We calculate our maximum exposure to loss to be (i) the amount invested in the debt or equity of the VIE, (ii) the notional amount of VIE assets or liabilities where we have also provided credit protection to the VIE with the VIE as the referenced obligation, and (iii) other commitments and guarantees to the VIE. Interest holders in VIEs sponsored by us generally have recourse only to the assets and cash flows of the VIEs and do not have recourse to us, except in limited circumstances when we have provided a guarantee to the VIE's interest holders.

The following table presents total assets of unconsolidated VIEs in which we hold a variable interest, as well as our maximum exposure to loss associated with these VIEs:

(in millions)	Total VIE Assets	Maximum Exposure to Loss		Total
		On-Balance Sheet ^(b)	Off-Balance Sheet	
September 30, 2020				
Real estate and investment entities ^(a)	\$ 293,428	\$ 5,260	\$ 3,238	\$ 8,498
Affordable housing partnerships	3,045	384	-	384
Other	5,033	461	562 ^(c)	1,023
Total	\$ 301,506	\$ 6,105	\$ 3,800	\$ 9,905
December 31, 2019				
Real estate and investment entities ^(a)	\$ 283,349	\$ 6,519	\$ 3,286	\$ 9,805
Affordable housing partnerships	3,351	453	-	453
Other	5,320	310	561 ^(c)	871
Total	\$ 292,020	\$ 7,282	\$ 3,847	\$ 11,129

(a) Comprised primarily of hedge funds and private equity funds.

(b) At September 30, 2020 and December 31, 2019, \$5.7 billion and \$7.0 billion, respectively, of our total unconsolidated VIE assets were recorded as Other invested assets.

(c) These amounts represent our estimate of the maximum exposure to loss under certain insurance policies issued to VIEs if a hypothetical loss occurred to the extent of the full amount of the insured value. Our insurance policies cover defined risks and our estimate of liability is included in our insurance reserves on the balance sheet.

For additional information on VIEs see Note 11 to the Consolidated Financial Statements in the 2019 Annual Report.

9. Derivatives and Hedge Accounting

We use derivatives and other financial instruments as part of our financial risk management programs and as part of our investment operations.

For a discussion of our accounting policies and procedures regarding derivatives and hedge accounting see Note 12 to the Consolidated Financial Statements in the 2019 Annual Report.

Interest rate derivatives (such as interest rate swaps) are used to manage interest rate risk associated with embedded derivatives contained in insurance contract liabilities, fixed maturity securities, outstanding medium- and long-term notes as well as other interest rate sensitive assets and liabilities. Foreign exchange derivatives (principally foreign exchange forwards and swaps) are used to economically mitigate risk associated with non-U.S. dollar denominated debt, net capital exposures, foreign currency transactions, and foreign denominated investments. Equity derivatives are used to mitigate financial risk embedded in certain insurance liabilities and economically hedge certain investments. We use credit derivatives to manage our credit exposures. The derivatives are effective economic hedges of the exposures that they are meant to offset.

In addition to hedging activities, we also enter into derivative instruments with respect to investment operations, which may include, among other things, credit default swaps (CDSs) and purchases of investments with embedded derivatives, such as equity-linked notes and convertible bonds.

The following table presents the notional amounts of our derivatives and the fair value of derivative assets and liabilities in the Condensed Consolidated Balance Sheets:

	September 30, 2020				December 31, 2019			
	Gross Derivative Assets		Gross Derivative Liabilities		Gross Derivative Assets		Gross Derivative Liabilities	
	Notional Amount	Fair Value	Notional Amount	Fair Value	Notional Amount	Fair Value	Notional Amount	Fair Value
<i>(in millions)</i>								
Derivatives designated as hedging instruments:^(a)								
Interest rate contracts	\$ 690	\$ 19	\$ 299	\$ 13	\$ 495	\$ 3	\$ 410	\$ 7
Foreign exchange contracts	6,146	494	3,910	159	4,328	342	5,230	162
Derivatives not designated as hedging instruments:^(a)								
Interest rate contracts	66,938	5,035	39,057	4,546	52,437	3,197	35,231	2,742
Foreign exchange contracts	15,771	1,094	6,345	460	8,133	698	12,093	863
Equity contracts	21,461	957	4,268	101	18,533	769	7,539	139
Credit contracts ^(b)	2,797	1	970	69	8,457	3	923	89
Other contracts ^(c)	43,069	13	55	7	40,582	14	56	7
Total derivatives, gross	\$ 156,872	\$ 7,613	\$ 54,904	\$ 5,355	\$ 132,965	\$ 5,026	\$ 61,482	\$ 4,009
Counterparty netting^(d)		(3,695)		(3,695)		(2,427)		(2,427)
Cash collateral^(e)		(3,129)		(1,060)		(1,806)		(527)
Total derivatives on condensed consolidated balance sheets^(f)		\$ 789		\$ 600		\$ 793		\$ 1,055

(a) Fair value amounts are shown before the effects of counterparty netting adjustments and offsetting cash collateral.

(b) As of September 30, 2020 and December 31, 2019, included CDSs on super senior multi-sector CDOs with a net notional amount of \$137 million and \$152 million (fair value liability of \$45 million and \$48 million), respectively. The net notional amount represents the maximum exposure to loss on the portfolio.

(c) Consists primarily of stable value wraps and contracts with multiple underlying exposures.

(d) Represents netting of derivative exposures covered by a qualifying master netting agreement.

(e) Represents cash collateral posted and received that is eligible for netting.

(f) Freestanding derivatives only, excludes embedded derivatives. Derivative instrument assets and liabilities are recorded in Other assets and Other liabilities, respectively. Fair value of assets related to bifurcated embedded derivatives was zero at both September 30, 2020 and December 31, 2019. Fair value of liabilities related to bifurcated embedded derivatives was \$14.5 billion and \$6.9 billion, respectively, at September 30, 2020 and December 31, 2019. A bifurcated embedded derivative is generally presented with the host contract in the Condensed Consolidated Balance Sheets. Embedded derivatives are primarily related to guarantee features in variable annuity products, which include equity and interest rate components, and the funds withheld arrangement with Fortitude Re. For additional information see Note 7 to the Condensed Consolidated Financial Statements.

COLLATERAL

We engage in derivative transactions that are not subject to a clearing requirement directly with unaffiliated third parties, in most cases, under International Swaps and Derivatives Association, Inc. (ISDA) Master Agreements. Many of the ISDA Master Agreements also include Credit Support Annex provisions, which provide for collateral postings that may vary at various ratings and threshold levels. We attempt to reduce our risk with certain counterparties by entering into agreements that enable collateral to be obtained from a counterparty on an upfront or contingent basis. We minimize the risk that counterparties might be unable to fulfill their contractual obligations by monitoring counterparty credit exposure and collateral value and generally requiring additional collateral to be posted upon the occurrence of certain events or circumstances. In addition, certain derivative transactions have provisions that require collateral to be posted upon a downgrade of our long-term debt ratings or give the counterparty the right to terminate the transaction. In the case of some of the derivative transactions, upon a downgrade of our long-term debt ratings, as an alternative to posting collateral and subject to certain conditions, we may assign the transaction to an obligor with higher debt ratings or arrange for a substitute guarantee of our obligations by an obligor with higher debt ratings or take other similar action. The actual amount of collateral required to be posted to counterparties in the event of such downgrades, or the aggregate amount of payments that we could be required to make, depends on market conditions, the fair value of outstanding affected transactions and other factors prevailing at and after the time of the downgrade.

Collateral posted by us to third parties for derivative transactions was \$2.6 billion at September 30, 2020 and \$2.2 billion at December 31, 2019. In the case of collateral posted under derivative transactions that are not subject to clearing, this collateral can generally be repledged or resold by the counterparties. Collateral provided to us from third parties for derivative transactions was \$3.4 billion and \$2.2 billion at September 30, 2020 and December 31, 2019, respectively. In the case of collateral provided to us under derivative transactions that are not subject to clearing, we generally can repledge or resell collateral.

OFFSETTING

We have elected to present all derivative receivables and derivative payables, and the related cash collateral received and paid, on a net basis on our Condensed Consolidated Balance Sheets when a legally enforceable ISDA Master Agreement exists between us and our derivative counterparty. An ISDA Master Agreement is an agreement governing multiple derivative transactions between two counterparties. The ISDA Master Agreement generally provides for the net settlement of all, or a specified group, of these derivative transactions, as well as transferred collateral, through a single payment, and in a single currency, as applicable. The net settlement provisions apply in the event of a default on, or affecting any, one derivative transaction or a termination event affecting all, or a specified group of, derivative transactions governed by the ISDA Master Agreement.

HEDGE ACCOUNTING

We designated certain derivatives entered into with third parties as fair value hedges of available for sale investment securities held by our insurance subsidiaries. The fair value hedges include foreign currency forwards and cross currency swaps designated as hedges of the change in fair value of foreign currency denominated available for sale securities attributable to changes in foreign exchange rates. We also designated certain interest rate swaps entered into with third parties as fair value hedges of fixed rate GICs attributable to changes in benchmark interest rates.

We use foreign currency denominated debt and cross-currency swaps as hedging instruments in net investment hedge relationships to mitigate the foreign exchange risk associated with our non-U.S. dollar functional currency foreign subsidiaries. For net investment hedge relationships where issued debt is used as a hedging instrument, we assess the hedge effectiveness and measure the amount of ineffectiveness based on changes in spot rates. For net investment hedge relationships that use derivatives as hedging instruments, we assess hedge effectiveness and measure hedge ineffectiveness using changes in forward rates. For the three- and nine-month periods ended September 30, 2020, we recognized losses of \$(107) million and \$(5) million, respectively, and for the three- and nine-month periods ended September 30, 2019, we recognized gains of \$89 million and \$146 million, respectively, included in Change in foreign currency translation adjustment in Other comprehensive income related to the net investment hedge relationships.

A qualitative methodology is utilized to assess hedge effectiveness for net investment hedges, while regression analysis is employed for all other hedges.

The following table presents the gain (loss) recognized in earnings on our derivative instruments in fair value hedging relationships in the Condensed Consolidated Statements of Income:

	Gains/(Losses) Recognized in Earnings for:							
	Hedging		Excluded		Hedged			
(in millions)	Derivatives ^(a)		Components ^(b)		Items		Net Impact	
Three Months Ended September 30, 2020								
Interest rate contracts:								
Interest credited to policyholder account balances	\$	(2)	\$	-	\$	5	\$	3
Net investment income		1		-		-		1
Foreign exchange contracts:								
Realized capital gains/(losses)		(250)		(50)		250		(50)
Three Months Ended September 30, 2019								
Interest rate contracts:								
Interest credited to policyholder account balances	\$	4	\$	-	\$	(4)	\$	-
Net investment income		-		-		-		-
Foreign exchange contracts:								
Realized capital gains/(losses)		228		41		(228)		41
Nine Months Ended September 30, 2020								
Interest rate contracts:								
Interest credited to policyholder account balances	\$	16	\$	-	\$	(15)	\$	1
Net investment income		(6)		-		6		-
Foreign exchange contracts:								
Realized capital gains/(losses)		(77)		155		77		155
Nine Months Ended September 30, 2019								
Interest rate contracts:								
Interest credited to policyholder account balances	\$	18	\$	-	\$	(18)	\$	-
Net investment income		(1)		-		1		-
Foreign exchange contracts:								
Realized capital gains/(losses)		278		84		(278)		84

(a) Gains and losses on derivative instruments designated and qualifying in fair value hedges that are included in the assessment of hedge effectiveness.

(b) Gains and losses on derivative instruments designated and qualifying in fair value hedges that are excluded from the assessment of hedge effectiveness and recognized in earnings on a mark-to-market basis.

DERIVATIVES NOT DESIGNATED AS HEDGING INSTRUMENTS

The following table presents the effect of derivative instruments not designated as hedging instruments in the Condensed Consolidated Statements of Income:

(in millions)	Gains (Losses) Recognized in Earnings			
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
By Derivative Type:				
Interest rate contracts	\$ (462)	\$ 1,078	\$ 2,104	\$ 2,052
Foreign exchange contracts	(535)	342	366	545
Equity contracts	(46)	96	586	(23)
Credit contracts	(1)	26	55	35
Other contracts	18	14	44	48
Embedded derivatives	(507)	(756)	(3,333)	(2,037)
Total	\$ (1,533)	\$ 800	\$ (178)	\$ 620
By Classification:				
Policy fees	\$ 16	\$ 16	\$ 46	\$ 51
Net investment income	4	(3)	1	(58)
Net realized capital gains (losses) - excluding Fortitude Re funds withheld assets	(775)	780	1,398	611
Net realized capital gains (losses) on Fortitude Re funds withheld assets	(776)	-	(1,639)	-
Policyholder benefits and claims incurred	(2)	7	16	16
Total	\$ (1,533)	\$ 800	\$ (178)	\$ 620

CREDIT RISK-RELATED CONTINGENT FEATURES

We estimate that at September 30, 2020, based on our outstanding financial derivative transactions, a downgrade of our long-term senior debt ratings to BBB or BBB- by Standard & Poor's Financial Services LLC, a subsidiary of S&P Global Inc., and/or a downgrade to Baa2 or Baa3 by Moody's Investors' Service, Inc. would permit counterparties to make additional collateral calls and permit certain counterparties to elect early termination of contracts, resulting in corresponding collateral postings and termination payments in the total amount of up to approximately \$46 million. The aggregate fair value of our derivatives that were in a net liability position and that contain such credit risk-related contingencies which can be triggered below our long-term senior debt ratings of BBB+ or Baa1 was approximately \$255 million and \$336 million at September 30, 2020 and December 31, 2019, respectively. The aggregate fair value of assets posted as collateral under these contracts at September 30, 2020 and December 31, 2019, was approximately \$305 million and \$381 million, respectively.

HYBRID SECURITIES WITH EMBEDDED CREDIT DERIVATIVES

We invest in hybrid securities (such as credit-linked notes) with the intent of generating income, and not specifically to acquire exposure to embedded derivative risk. As is the case with our other investments in RMBS, CMBS, CDOs and ABS, our investments in these hybrid securities are exposed to losses only up to the amount of our initial investment in the hybrid security. Other than our initial investment in the hybrid securities, we have no further obligation to make payments on the embedded credit derivatives in the related hybrid securities.

We elect to account for our investments in these hybrid securities with embedded written credit derivatives at fair value, with changes in fair value recognized in Net investment income and Other income. Our investments in these hybrid securities are reported as Other bond securities in the Condensed Consolidated Balance Sheets. The fair values of these hybrid securities were \$2.5 billion and \$3.3 billion at September 30, 2020 and December 31, 2019, respectively. These securities have par amounts of \$5.2 billion and \$7.4 billion at September 30, 2020 and December 31, 2019, respectively, and have remaining stated maturity dates that extend to 2052.

10. Insurance Liabilities

LIABILITY FOR UNPAID LOSSES AND LOSS ADJUSTMENT EXPENSES (LOSS RESERVES)

Loss reserves represent the accumulation of estimates of unpaid claims, including estimates for claims incurred but not reported and loss adjustment expenses, less applicable discount. We regularly review and update the methods used to determine loss reserve estimates. Any adjustments resulting from this review are reflected currently in pre-tax income, except to the extent such adjustment impacts a deferred gain under a retroactive reinsurance agreement, in which case the ceded portion would be amortized into pre-tax income in subsequent periods. Because these estimates are subject to the outcome of future events, changes in estimates are common given that loss trends vary and time is often required for changes in trends to be recognized and confirmed. Given the uncertainties around the impact from the COVID-19 crisis, including the significant global economic slowdown and general market decline, the full impact of COVID-19 and how it may ultimately impact the results of our insurance operations remains uncertain. In addition, in response to the crisis, new governmental, legislative and regulatory initiatives have been put in place and continue to be developed that could result in additional restrictions and requirements relating to our policies that may have a negative impact on our business operations. However, we have recorded our estimate of the ultimate liability for claims that have occurred as of the balance sheet date associated with COVID-19 which reflects our expectations given the current facts and circumstances. We will continue to monitor and review the impact. Reserve changes that increase previous estimates of ultimate cost are referred to as unfavorable or adverse development or reserve strengthening. Reserve changes that decrease previous estimates of ultimate cost are referred to as favorable development.

Our gross loss reserves before reinsurance and discount are net of contractual deductible recoverable amounts due from policyholders of approximately \$12.7 billion and \$12.2 billion at September 30, 2020 and December 31, 2019, respectively. These recoverable amounts are related to certain policies with high deductibles (in excess of high dollar amounts retained by the insured through self-insured retentions, deductibles, retrospective programs, or captive arrangements, each referred to generically as “deductibles”), primarily for U.S. Commercial casualty business. With respect to the deductible portion of the claim, we manage and pay the entire claim on behalf of the insured and are reimbursed by the insured for the deductible portion of the claim. Thus, these recoverable amounts represent a credit exposure to us. At September 30, 2020 and December 31, 2019, we held collateral of approximately \$9.2 billion and \$8.9 billion, respectively, for these deductible recoverable amounts, consisting primarily of letters of credit and funded trust agreements. Allowance for credit losses for the unsecured portion of these recoverable amounts was \$14 million at September 30, 2020.

The following table presents the roll-forward of activity in Loss Reserves:

(in millions)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2020	2019	2020	2019
Liability for unpaid loss and loss adjustment expenses, beginning of period	\$ 77,853	\$ 81,057	\$ 78,328	\$ 83,639
Reinsurance recoverable	(35,458)	(31,333)	(31,069)	(31,690)
Initial allowance upon CECL adoption	-	-	164	-
Net Liability for unpaid loss and loss adjustment expenses, beginning of period	42,395	49,724	47,423	51,949
Losses and loss adjustment expenses incurred:				
Current year	4,324	4,612	12,683	13,181
Prior years, excluding discount and amortization of deferred gain	20	(74)	(6)	(221)
Prior years, discount charge (benefit)	25	276	135	1,017
Prior years, amortization of deferred gain on retroactive reinsurance ^(a)	(36)	13	(187)	(129)
Total losses and loss adjustment expenses incurred	4,333	4,827	12,625	13,848
Losses and loss adjustment expenses paid:				
Current year	(1,316)	(1,572)	(2,568)	(2,949)
Prior years	(3,115)	(4,244)	(11,256)	(14,010)
Total losses and loss adjustment expenses paid	(4,431)	(5,816)	(13,824)	(16,959)
Other changes:				
Foreign exchange effect	925	(172)	656	(165)
Allowance for credit losses	-	-	-	-
Retroactive reinsurance adjustment (net of discount) ^(b)	80	96	240	(14)
Fortitude sale and reinsurance adjustment ^(c)	-	-	(3,818)	-
Total other changes	1,005	(76)	(2,922)	(179)
Liability for unpaid loss and loss adjustment expenses, end of period:				
Net liability for unpaid losses and loss adjustment expenses	43,302	48,659	43,302	48,659
Reinsurance recoverable	35,282	31,224	35,282	31,224
Total	\$ 78,584	\$ 79,883	\$ 78,584	\$ 79,883

(a) Includes \$6 million and \$6 million for the retroactive reinsurance agreement with National Indemnity Company (NICO), a subsidiary of Berkshire Hathaway Inc. (Berkshire), covering U.S. asbestos exposures for the three-month periods ended September 30, 2020 and 2019, respectively, and \$26 million and \$21 million for the nine-month periods ended September 30, 2020 and 2019, respectively.

(b) Includes benefit (charge) from change in discount on retroactive reinsurance in the amount of \$20 million and \$43 million for the three-month periods ended September 30, 2020 and 2019, respectively, and \$78 million and \$475 million for the nine-month periods ended September 30, 2020 and 2019, respectively.

(c) On June 2, 2020, AIG completed the Majority Interest Fortitude Sale. Concurrent with the Majority Interest Fortitude Sale, AIG established a reinsurance recoverable. Refer to Note 1 for additional information.

On January 20, 2017, we entered into an adverse development reinsurance agreement with NICO, under which we transferred to NICO 80 percent of the reserve risk on substantially all of our U.S. commercial long-tail exposures for accident years 2015 and prior. Under this agreement, we ceded to NICO 80 percent of the paid losses on subject business paid on or after January 1, 2016 in excess of \$25 billion of net paid losses, up to an aggregate limit of \$25 billion. At NICO's 80 percent share, NICO's limit of liability under the contract is \$20 billion. We account for this transaction as retroactive reinsurance. We paid total consideration, including interest, of \$10.2 billion. The consideration was placed into a collateral trust account as security for NICO's claim payment obligations, and Berkshire has provided a parental guarantee to secure the obligations of NICO under the agreement. The total paid claims subject to the agreement as of September 30, 2020 were below the attachment point.

Discounting of Loss Reserves

At September 30, 2020 and December 31, 2019, the loss reserves reflect a net loss reserve discount of \$938 million and \$1.5 billion, respectively, including tabular and non-tabular calculations based upon the following assumptions:

The discount for asbestos reserves has been fully accreted.

The tabular workers' compensation discount is calculated based on a 3.5 percent interest rate and the mortality rate used in the 2007 U.S. Life Table.

The non-tabular workers' compensation discount is calculated separately for companies domiciled in New York and Pennsylvania, and follows the statutory regulations (prescribed or permitted) for each state. For New York companies, the discount is based on a 5 percent interest rate and the companies' own payout patterns. For the Pennsylvania companies, the statute specifies discount

factors for accident years 2001 and prior, which are based on a 6 percent interest rate and an industry payout pattern. For accident years 2002 and subsequent, the discount is based on the payout patterns and investment yields of the companies.

In 2013 and in 2014, our Pennsylvania and Delaware regulators, respectively, approved use of a consistent discount rate (U.S. Treasury rate plus a liquidity premium) to all of our workers' compensation reserves in our Pennsylvania-domiciled and Delaware domiciled companies, as well as our use of updated payout patterns specific to our primary and excess workers compensation portfolios. In 2020, these regulators also approved that the discount rate will be updated on an annual basis, with the next update being performed in the fourth quarter of 2020.

At September 30, 2020 and December 31, 2019, the discount consists of \$289 million and \$582 million of tabular discount, respectively, and \$649 million and \$967 million of non-tabular discount for workers' compensation, respectively. During the nine-month periods ended September 30, 2020 and 2019, the benefit (charge) from changes in discount of \$(41) million and \$(920) million, respectively, recorded as part of the policyholder benefits and losses incurred in the Condensed Consolidated Statements of Income.

The following table presents the components of the loss reserve discount discussed above:

	September 30, 2020			December 31, 2019		
	North America Commercial Insurance	Legacy Portfolio ^(b)	Total	North America Commercial Insurance	Legacy Portfolio	Total
<i>(in millions)</i>						
U.S. workers' compensation	\$ 2,111	\$ -	\$ 2,111	\$ 2,134	\$ 666	\$ 2,800
Retroactive reinsurance	(1,173)	-	(1,173)	(1,251)	-	(1,251)
Total reserve discount^(a)	\$ 938	\$ -	\$ 938	\$ 883	\$ 666	\$ 1,549

(a) Excludes \$151 million and \$172 million of discount related to certain long tail liabilities in the UK at September 30, 2020 and December 31, 2019, respectively.

(b) On June 2, 2020, we completed the Majority Interest Fortitude Sale. Refer to Note 1 for additional information.

The following table presents the net loss reserve discount benefit (charge):

Three Months Ended September 30,	2020			2019		
	North America Commercial Insurance	Legacy Portfolio ^(c)	Total	North America Commercial Insurance	Legacy Portfolio	Total
<i>(in millions)</i>						
Current accident year	\$ 56	\$ -	\$ 56	\$ 41	\$ -	\$ 41
Accretion and other adjustments to prior year discount	(25)	-	(25)	(26)	(56)	(82)
Effect of interest rate changes	-	-	-	(136)	(58)	(194)
Net reserve discount benefit (charge)	31	-	31	(121)	(114)	(235)
Change in discount on loss reserves ceded under retroactive reinsurance	20	-	20	43	-	43
Net change in total reserve discount^(a)	\$ 51	\$ -	\$ 51	\$ (78)	\$ (114)	\$ (192)
Nine Months Ended September 30,	2020			2019		
	North America Commercial Insurance	Legacy Portfolio ^(c)	Total	North America Commercial Insurance	Legacy Portfolio	Total
<i>(in millions)</i>						
Current accident year	\$ 94	\$ -	\$ 94	\$ 97	\$ -	\$ 97
Accretion and other adjustments to prior year discount	(117)	(18)	(135)	(269)	(80)	(349)
Effect of interest rate changes	-	-	-	(473)	(195)	(668)
Net reserve discount benefit (charge)	(23)	(18)	(41)	(645)	(275)	(920)
Change in discount on loss reserves ceded under retroactive reinsurance	78	-	78	475	-	475
Net change in total reserve discount^(b)	\$ 55	\$ (18)	\$ 37	\$ (170)	\$ (275)	\$ (445)

(a) Excludes \$(12) million and \$(27) million discount related to certain long tail liabilities in the UK for the three-month periods ended September 30, 2020 and 2019, respectively.

(b) Excludes \$(20) million and \$(1) million discount related to certain long tail liabilities in the UK for the nine-month periods ended September 30, 2020 and 2019, respectively.

(c) On June 2, 2020, we completed the Majority Interest Fortitude Sale. Refer to Note 1 for additional information.

11. Contingencies, Commitments and Guarantees

In the normal course of business, various contingent liabilities and commitments are entered into by AIG and our subsidiaries. In addition, AIG Parent guarantees various obligations of certain subsidiaries.

Although AIG cannot currently quantify its ultimate liability for unresolved litigation and investigation matters, including those referred to below, it is possible that such liability could have a material adverse effect on AIG's consolidated financial condition or its consolidated results of operations or consolidated cash flows for an individual reporting period.

LEGAL CONTINGENCIES

Overview

In the normal course of business, AIG and our subsidiaries are subject to regulatory and government investigations and actions, and litigation and other forms of dispute resolution in a large number of proceedings pending in various domestic and foreign jurisdictions. Certain of these matters involve potentially significant risk of loss due to potential for significant jury awards and settlements, punitive damages or other penalties. Many of these matters are also highly complex and may seek recovery on behalf of a class or similarly large number of plaintiffs. It is therefore inherently difficult to predict the size or scope of potential future losses arising from these matters. In our insurance and reinsurance operations, litigation and arbitration concerning the scope of coverage under insurance and reinsurance contracts, and litigation and arbitration in which our subsidiaries defend or indemnify their insureds under insurance contracts, are generally considered in the establishment of our loss reserves. Separate and apart from the foregoing matters involving insurance and reinsurance coverage, AIG, our subsidiaries and their respective officers and directors are subject to a variety of additional types of legal proceedings brought by holders of AIG securities, customers, employees and others, alleging, among other things, breach of contractual or fiduciary duties, bad faith, indemnification and violations of federal and state statutes and regulations. With respect to these other categories of matters not arising out of claims for insurance or reinsurance coverage, we establish reserves for loss contingencies when it is probable that a loss will be incurred and the amount of the loss can be reasonably estimated. In many instances, we are unable to determine whether a loss is probable or to reasonably estimate the amount of such a loss and, therefore, the potential future losses arising from legal proceedings may exceed the amount of liabilities that we have recorded in our financial statements covering these matters. While such potential future charges could be material, based on information currently known to management, management does not believe, other than as may be discussed below, that any such charges are likely to have a material adverse effect on our financial position or results of operation.

Additionally, from time to time, various regulatory and governmental agencies review the transactions and practices of AIG and our subsidiaries in connection with industry-wide and other inquiries into, among other matters, the business practices of current and former operating insurance subsidiaries. Such investigations, inquiries or examinations could develop into administrative, civil or criminal proceedings or enforcement actions, in which remedies could include fines, penalties, restitution or alterations in our business practices, and could result in additional expenses, limitations on certain business activities and reputational damage. For example, among other matters, we are currently responding to governmental investigations and examinations pertaining to certain sales and compensation practices and payments and related disclosures in connection with financial planning services and the sale and distribution of related products, including 403(b) and similar retirement plans, by the Individual and Group Retirement operating segments. On July 28, 2020, VALIC Financial Advisors, Inc. (VFA), an indirect subsidiary of AIG, agreed to settle two separate proceedings brought by the SEC to resolve certain of these matters. VFA consented to the entry of both orders without admitting or denying the findings therein. In the first matter, the SEC found that VFA violated Sections 206(2) and 206(4) of the Investment Advisers Act of 1940 (the Advisers Act) and Rules 206(4)-3 and 206(4)-7 thereunder, by failing to disclose to certain Florida teachers who were potential and actual clients that VFA's parent, VALIC, made payments and provided other financial benefits to a company owned by Florida K-12 teachers' unions for referrals. As part of the settlement VFA agreed to pay a \$20 million penalty and to comply with certain undertakings. In the second settled proceeding, the SEC found that VFA violated Sections 206(2) and 206(4) of the Advisers Act and Rule 206(4)-7 thereunder, in connection with certain mutual fund share class selection practices. These practices included conflicts of interest associated with VFA's receipt of revenue sharing, avoidance of transaction fees, and receipt of compensation paid by mutual funds in accordance with Rule 12b-1 under the Investment Company Act of 1940, without appropriate disclosure, and in violation of its duty to seek best execution. VFA agreed as part of the settlement to pay disgorgement of \$13.2 million, prejudgment interest of \$2.2 million, and a civil monetary penalty of \$4.5 million, as well as to comply with certain undertakings. We have cooperated, and will continue to cooperate, in producing documents and other information with respect to these matters.

Tax Litigation

We are party to tax litigation before the Southern District of New York. In October 2020, the Southern District of New York dismissed the case based upon the settlement reached between AIG and the government. *For additional information see Note 15 to the Condensed Consolidated Financial Statements.*

OTHER COMMITMENTS

In the normal course of business, we enter into commitments to invest in limited partnerships, private equity funds and hedge funds and to purchase and develop real estate in the U.S. and abroad. These commitments totaled \$7.2 billion at September 30, 2020.

GUARANTEES

Subsidiaries

We have issued unconditional guarantees with respect to the prompt payment, when due, of all present and future payment obligations and liabilities of AIG Financial Products Corp. and related subsidiaries (collectively AIGFP) and of AIG Markets, Inc. arising from transactions entered into by AIG Markets, Inc.

In connection with AIGFP's business activities, AIGFP has issued, in a limited number of transactions, standby letters of credit or similar facilities to equity investors of structured leasing transactions in an amount equal to the termination value owing to the equity investor by the lessee in the event of a lessee default (the equity termination value). The total amount outstanding at September 30, 2020 was \$78 million. In those transactions, AIGFP has agreed to pay such amount if the lessee fails to pay. The amount payable by AIGFP is, in certain cases, partially offset by amounts payable under other instruments typically equal to the present value of scheduled payments to be made by AIGFP. In the event that AIGFP is required to make a payment to the equity investor, the lessee is unconditionally obligated to reimburse AIGFP. To the extent that the equity investor is paid the equity termination value from the standby letter of credit and/or other sources, including payments by the lessee, AIGFP takes an assignment of the equity investor's rights under the lease of the underlying property. Because the obligations of the lessee under the lease transactions are generally economically defeased, lessee bankruptcy is the most likely circumstance in which AIGFP would be required to pay without reimbursement.

AIG Parent files a consolidated federal income tax return with certain subsidiaries and acts as an agent for the consolidated tax group when making payments to the Internal Revenue Service (IRS). AIG Parent and its subsidiaries have adopted, pursuant to a written agreement, a method of allocating consolidated federal income taxes. Under an Amended and Restated Tax Payment Allocation Agreement dated June 6, 2011 between AIG Parent and one of its Bermuda-domiciled insurance subsidiaries, AIG Life of Bermuda, Ltd. (AIGB), AIG Parent has agreed to indemnify AIGB for any tax liability (including interest and penalties) resulting from adjustments made by the IRS or other appropriate authorities to taxable income, special deductions or credits in connection with investments made by AIGB in certain affiliated entities.

Asset Dispositions

We are subject to financial guarantees and indemnity arrangements in connection with the completed sales of businesses. The various arrangements may be triggered by, among other things, declines in asset values, the occurrence of specified business contingencies, the realization of contingent liabilities, developments in litigation or breaches of representations, warranties or covenants provided by us. These arrangements are typically subject to various time limitations, defined by the contract or by operation of law, such as statutes of limitation. In some cases, the maximum potential obligation is subject to contractual limitations, while in other cases such limitations are not specified or are not applicable. The Majority Interest Fortitude Sale is subject to a post-closing purchase price adjustment pursuant to which AIG will pay Fortitude Re for certain adverse development in property casualty related reserves, based on an agreed methodology, that may occur on or prior to December 31, 2023, up to a maximum of \$500 million.

We are unable to develop a reasonable estimate of the maximum potential payout under certain of these arrangements. Overall, we believe that it is unlikely we will have to make any material payments related to completed sales under these arrangements, and no material liabilities related to these arrangements have been recorded in the Condensed Consolidated Balance Sheets.

For additional discussion on the Fortitude Re transaction, see Note 1 to the Condensed Consolidated Financial Statements.

Other

□ *For additional discussion on commitments and guarantees associated with VIEs see Note 8 to the Condensed Consolidated Financial Statements.*

□ *For additional disclosures about derivatives see Note 9 to the Condensed Consolidated Financial Statements.*

12. Equity

SHARES OUTSTANDING

Preferred Stock

On March 14, 2019, we issued 20,000 shares of Series A 5.85% Non-Cumulative Perpetual Preferred Stock (Series A Preferred Stock) (equivalent to 20,000,000 Depositary Shares, each representing a 1/1,000th interest in a share of Series A Preferred Stock), \$5.00 par value and \$25,000 liquidation preference per share (equivalent to \$25 per Depositary Share). After underwriting discounts and expenses, we received net proceeds of approximately \$485 million.

We may redeem the Series A Preferred Stock at our option, (a) in whole, but not in part, at any time prior to March 15, 2024, within 90 days after the occurrence of a "Rating Agency Event," at a redemption price equal to \$25,500 per share of the Series A Preferred Stock (equivalent to \$25.50 per Depositary Share), plus an amount equal to any dividends per share that have been declared but not paid prior to the redemption date (but no amount due in respect of any dividends that have not been declared prior to such date), or (b) (i) in whole, but not in part, at any time prior to March 15, 2024, within 90 days after the occurrence of a "Regulatory Capital Event," or (ii) in whole or in part, from time to time, on or after March 15, 2024, in each case, at a redemption price equal to \$25,000 per share of the Series A Preferred Stock (equivalent to \$25.00 per Depositary Share), plus an amount equal to any dividends per share that have been declared but not paid prior to the redemption date (but no amount due in respect of any dividends that have not been declared prior to such date).

A "Rating Agency Event" is generally defined to mean that any nationally recognized statistical rating organization within the meaning of Section 3(a)(62) of the Securities Exchange Act of 1934, as amended (the Exchange Act) that then publishes a rating for us amends, clarifies or changes the criteria it uses to assign equity credit to securities such as the Series A Preferred Stock, which amendment, clarification or change results in the shortening of the length of time the Series A Preferred Stock is assigned a particular level of equity credit by that rating agency as compared to the length of time it would have been assigned that level of equity credit by that rating agency or its predecessor on the initial issuance of the Series A Preferred Stock, or the lowering of the equity credit (including up to a lesser amount) assigned to the Series A Preferred Stock by that rating agency as compared to the equity credit assigned by that rating agency or its predecessor on the initial issuance of the Series A Preferred Stock. A "Regulatory Capital Event" is generally defined to mean our good faith determination that as a result of a change in law, rule or regulation, or a proposed change or an official judicial or administrative pronouncement, there is more than an insubstantial risk that the full liquidation preference of the Series A Preferred Stock would not qualify as capital (or a substantially similar concept) for purposes of any group capital standard to which we are or will be subject.

Holders of the Series A Preferred Stock will be entitled to receive dividend payments only when, as and if declared by our board of directors (or a duly authorized committee of the board). Dividends will be payable from the original date of issue at a rate of 5.85% per annum, payable quarterly, in arrears, on the fifteenth day of March, June, September and December of each year, beginning on June 15, 2019. Dividends on the Series A Preferred Stock will be non-cumulative.

In the event of any liquidation, dissolution or winding-up of the affairs of AIG, whether voluntary or involuntary, before any distribution or payment out of our assets may be made to or set aside for the holders of any junior stock, holders of the Series A Preferred Stock will be entitled to receive out of our assets legally available for distribution to our stockholders, an amount equal to \$25,000 per share of Series A Preferred Stock (equivalent to \$25.00 per Depositary Share), together with an amount equal to all declared and unpaid dividends (if any), but no amount in respect of any undeclared dividends prior to such payment date. Distributions will be made only to the extent of our assets that are available for distribution to stockholders (i.e., after satisfaction of all our liabilities to creditors, if any).

The Series A Preferred Stock does not have voting rights, except in limited circumstances, including in the case of certain dividend non-payments.

The following table presents declaration date, record date, payment date and dividends paid per preferred share and per depository share on the Series A Preferred Stock in the nine months ended September 30, 2020 and 2019:

Declaration Date	Record Date	Payment Date	Dividends Paid	
			Per Preferred Share	Per Depository Share
August 3, 2020	August 31, 2020	September 15, 2020	\$ 365.625	\$ 0.365625
May 4, 2020	May 29, 2020	June 15, 2020	365.625	0.365625
February 12, 2020	February 28, 2020	March 16, 2020	365.625	0.365625
August 7, 2019	August 30, 2019	September 16, 2019	\$ 365.625	\$ 0.365625
May 21, 2019	May 31, 2019	June 17, 2019	369.6875	0.3696875

Common Stock

The following table presents a rollforward of outstanding shares:

Nine Months Ended September 30, 2020			
	Common Stock Issued	Treasury Stock	Common Stock Outstanding
Shares, beginning of year	1,906,671,492	(1,036,672,461)	869,999,031
Shares issued	-	3,610,496	3,610,496
Shares repurchased	-	(12,160,952)	(12,160,952)
Shares, end of period	1,906,671,492	(1,045,222,917)	861,448,575

Dividends

Dividends are payable on AIG Common Stock only when, as and if declared by our Board of Directors in its discretion, from funds legally available for this purpose. In considering whether to pay a dividend on or purchase shares of AIG Common Stock, our Board of Directors considers a number of factors, including, but not limited to: the capital resources available to support our insurance operations and business strategies, AIG's funding capacity and capital resources in comparison to internal benchmarks, expectations for capital generation, rating agency expectations for capital, regulatory standards for capital and capital distributions, and such other factors as our Board of Directors may deem relevant. The payment of dividends is also subject to the terms of AIG's outstanding Series A Preferred Stock, pursuant to which no dividends may be declared or paid on any AIG Common Stock unless the full dividends for the latest completed dividend period on all outstanding shares of Series A Preferred Stock have been declared and paid or provided for.

The following table presents declaration date, record date, payment date and dividends paid per common share on AIG Common Stock in the nine months ended September 30, 2020 and 2019:

Declaration Date	Record Date	Payment Date	Dividends Paid	
			Per Common Share	
August 3, 2020	September 17, 2020	September 30, 2020	\$	0.32
May 4, 2020	June 15, 2020	June 29, 2020		0.32
February 12, 2020	March 16, 2020	March 30, 2020		0.32
August 7, 2019	September 17, 2019	September 30, 2019	\$	0.32
May 6, 2019	June 14, 2019	June 28, 2019		0.32
February 13, 2019	March 15, 2019	March 29, 2019		0.32

For a discussion of restrictions on payments of dividends to AIG Parent by its subsidiaries see Note 20 to the Consolidated Financial Statements in the 2019 Annual Report.

Repurchase of AIG Common Stock

The following table presents repurchases of AIG Common Stock and warrants to purchase shares of AIG Common Stock:

Nine Months Ended September 30,			
(in millions)			
	2020	2019	
Aggregate repurchases of common stock	\$ 500	\$ -	
Total number of common shares repurchased	12	-	
Aggregate repurchases of warrants	\$ -	\$ -	
Total number of warrants repurchased	-	-	

Our Board of Directors has authorized the repurchase of shares of AIG Common Stock and warrants to purchase shares of AIG Common Stock through a series of actions. On February 13, 2019, our Board of Directors authorized an additional increase of approximately \$1.5 billion to its previous share repurchase authorization. As of September 30, 2020, \$1.5 billion remained under our share repurchase authorization. Shares may be repurchased from time to time in the open market, private purchases, through forward, derivative, accelerated repurchase or automatic repurchase transactions or otherwise (including through the purchase of warrants). Certain of our share repurchases have been and may from time to time be effected through Exchange Act Rule 10b5-1 repurchase plans.

In February 2020, we executed an accelerated stock repurchase (ASR) agreement with a third-party financial institution. The total number of shares of AIG Common Stock repurchased in the nine months ended September 30, 2020, and the aggregate purchase price of those shares, reflect our payment of \$500 million in the aggregate under the ASR agreement and the receipt of approximately 12 million shares of AIG Common Stock in the aggregate.

The timing of any future repurchases will depend on market conditions, our business and strategic plans, financial condition, results of operations, liquidity and other factors. The repurchase of AIG Common Stock is also subject to the terms of AIG's outstanding Series A Preferred Stock, pursuant to which AIG may not (other than in limited circumstances) purchase, redeem or otherwise acquire AIG Common Stock unless the full dividends for the latest completed dividend period on all outstanding shares of Series A Preferred Stock have been declared and paid or provided for.

ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following table presents a rollforward of Accumulated other comprehensive income (loss):

		Unrealized Appreciation (Depreciation) of Fixed Maturity Securities on Which Allowance for Credit Losses Was Taken	Unrealized Appreciation (Depreciation) of All Other Investments	Foreign Currency Translation Adjustments	Retirement Plan Liabilities Adjustment	Fair Value of Liabilities Under Fair Value Option Attributable to Changes in Own Credit Risk	Total
<i>(in millions)</i>							
Balance, June 30, 2020, net of tax	\$	(233)	\$ 13,281	\$ (2,767)	\$ (1,120)	\$ 8	\$ 9,169
Change in unrealized appreciation of investments		101	2,273	-	-	-	2,374
Change in deferred policy acquisition costs adjustment and other		(5)	(296)	-	-	-	(301)
Change in future policy benefits		-	(147)	-	-	-	(147)
Change in foreign currency translation adjustments		-	-	297	-	-	297
Change in net actuarial loss		-	-	-	2	-	2
Change in prior service credit		-	-	-	-	-	-
Change in deferred tax asset (liability)		(17)	(445)	55	(3)	-	(410)
Change in fair value of liabilities under fair value option attributable to changes in own credit risk		-	-	-	-	1	1
Total other comprehensive income (loss)		79	1,385	352	(1)	1	1,816
Noncontrolling interests		-	2	5	-	-	7
Balance, September 30, 2020, net of tax	\$	(154)	\$ 14,664	\$ (2,420)	\$ (1,121)	\$ 9	\$ 10,978
Balance, December 31, 2019, net of tax	\$	-	\$ 8,722	\$ (2,625)	\$ (1,122)	\$ 7	\$ 4,982
Change in unrealized appreciation (depreciation) of investments		(212)	6,088	-	-	-	5,876
Change in deferred policy acquisition costs adjustment and other		14	(655)	-	-	-	(641)
Change in future policy benefits		-	2,187	-	-	-	2,187
Change in foreign currency translation adjustments		-	-	169	-	-	169
Change in net actuarial loss		-	-	-	18	-	18
Change in prior service credit		-	-	-	(1)	-	(1)
Change in deferred tax asset (liability)		44	(1,695)	37	(16)	-	(1,630)
Change in fair value of liabilities under fair value option attributable to changes in own credit risk		-	-	-	-	2	2
Total other comprehensive income (loss)		(154)	5,925	206	1	2	5,980
Noncontrolling interests		-	(17)	1	-	-	(16)
Balance, September 30, 2020, net of tax	\$	(154)	\$ 14,664	\$ (2,420)	\$ (1,121)	\$ 9	\$ 10,978

	Unrealized Appreciation (Depreciation) of Fixed Maturity Securities on Which Other-Than- Temporary Credit Impairments Were Taken	Unrealized Appreciation (Depreciation) of All Other Investments	Foreign Currency Translation Adjustments	Retirement Plan Liabilities Adjustment	Fair Value of Liabilities Under Fair Value Option Attributable to Changes in Own Credit Risk	Total
<i>(in millions)</i>						
Balance, June 30, 2019, net of tax	\$ 720	\$ 8,034	\$ (2,692)	\$ (1,079)	\$ 8	\$ 4,991
Change in unrealized appreciation (depreciation) of investments	(9)	4,386	-	-	-	4,377
Change in deferred policy acquisition costs adjustment and other	11	(522)	-	-	-	(511)
Change in future policy benefits	-	(3,042)	-	-	-	(3,042)
Change in foreign currency translation adjustments	-	-	(24)	-	-	(24)
Change in net actuarial loss	-	-	-	13	-	13
Change in prior service credit	-	-	-	(1)	-	(1)
Change in deferred tax liability	(4)	(166)	(10)	(5)	-	(185)
Change in fair value of liabilities under fair value option attributable to changes in own credit risk	-	-	-	-	1	1
Total other comprehensive income (loss)	(2)	656	(34)	7	1	628
Noncontrolling interests	-	5	(1)	-	-	4
Balance, September 30, 2019, net of tax	\$ 718	\$ 8,685	\$ (2,725)	\$ (1,072)	\$ 9	\$ 5,615
Balance, December 31, 2018, net of tax	\$ (38)	\$ 2,426	\$ (2,725)	\$ (1,086)	\$ 10	\$ (1,413)
Change in unrealized appreciation of investments	935	15,262	-	-	-	16,197
Change in deferred policy acquisition costs adjustment and other	(3)	(2,246)	-	-	-	(2,249)
Change in future policy benefits	-	(5,291)	-	-	-	(5,291)
Change in foreign currency translation adjustments	-	-	31	-	-	31
Change in net actuarial loss	-	-	-	29	-	29
Change in prior service credit	-	-	-	(2)	-	(2)
Change in deferred tax liability	(176)	(1,447)	(30)	(13)	-	(1,666)
Change in fair value of liabilities under fair value option attributable to changes in own credit risk	-	-	-	-	(1)	(1)
Total other comprehensive income (loss)	756	6,278	1	14	(1)	7,048
Noncontrolling interests	-	19	1	-	-	20
Balance, September 30, 2019, net of tax	\$ 718	\$ 8,685	\$ (2,725)	\$ (1,072)	\$ 9	\$ 5,615

The following table presents the other comprehensive income (loss) reclassification adjustments for the three- and nine-month periods ended September 30, 2020 and 2019, respectively:

		Unrealized Appreciation (Depreciation) of Fixed Maturity Securities on Which Allowance for Credit Losses Was Taken		Unrealized Appreciation (Depreciation) of All Other Investments		Foreign Currency Translation Adjustments		Retirement Plan Liabilities Adjustment		Fair Value of Liabilities Under Fair Value Option Attributable to Changes in Own Credit Risk		Total
<i>(in millions)</i>												
Three Months Ended September 30, 2020												
Unrealized change arising during period	\$	99	\$	2,002	\$	297	\$	(9)	\$	1	\$	2,390
Less: Reclassification adjustments included in net income		3		172		-		(11)		-		164
Total other comprehensive income (loss), before income tax expense (benefit)		96		1,830		297		2		1		2,226
Less: Income tax expense (benefit)		17		445		(55)		3		-		410
Total other comprehensive income (loss), net of income tax expense (benefit)	\$	79	\$	1,385	\$	352	\$	(1)	\$	1	\$	1,816
Nine Months Ended September 30, 2020												
Unrealized change arising during period	\$	(198)	\$	8,158	\$	169	\$	(15)	\$	2	\$	8,116
Less: Reclassification adjustments included in net income		-		538		-		(32)		-		506
Total other comprehensive income (loss), before income tax expense (benefit)		(198)		7,620		169		17		2		7,610
Less: Income tax expense (benefit)		(44)		1,695		(37)		16		-		1,630
Total other comprehensive income (loss), net of income tax expense (benefit)	\$	(154)	\$	5,925	\$	206	\$	1	\$	2	\$	5,980
		Unrealized Appreciation (Depreciation) of Fixed Maturity Securities on Which Other-Than- Temporary Credit Impairments Were Taken		Unrealized Appreciation (Depreciation) of All Other Investments		Foreign Currency Translation Adjustments		Retirement Plan Liabilities Adjustment		Fair Value of Liabilities Under Fair Value Option Attributable to Changes in Own Credit Risk		Total
<i>(in millions)</i>												
Three Months Ended September 30, 2019												
Unrealized change arising during period	\$	3	\$	949	\$	(24)	\$	3	\$	1	\$	932
Less: Reclassification adjustments included in net income		1		127		-		(9)		-		119
Total other comprehensive income (loss), before income tax expense		2		822		(24)		12		1		813
Less: Income tax expense		4		166		10		5		-		185
Total other comprehensive income (loss), net of income tax expense	\$	(2)	\$	656	\$	(34)	\$	7	\$	1	\$	628
Nine Months Ended September 30, 2019												
Unrealized change arising during period	\$	929	\$	7,912	\$	31	\$	3	\$	(1)	\$	8,874
Less: Reclassification adjustments included in net income		(3)		187		-		(24)		-		160
Total other comprehensive income (loss), before income tax expense		932		7,725		31		27		(1)		8,714
Less: Income tax expense		176		1,447		30		13		-		1,666
Total other comprehensive income (loss), net of income tax expense	\$	756	\$	6,278	\$	1	\$	14	\$	(1)	\$	7,048

The following table presents the effect of the reclassification of significant items out of Accumulated other comprehensive income on the respective line items in the Condensed Consolidated Statements of Income:

	Amount Reclassified from Accumulated Other Comprehensive Income		
	Three Months Ended September 30,		
(in millions)	2020	2019	Affected Line Item in the Condensed Consolidated Statements of Income
Unrealized appreciation (depreciation) of fixed maturity securities on which allowance for credit losses was taken			
Investments	\$ 3	\$ -	Other realized capital gains
Total	3	-	
Unrealized appreciation (depreciation) of fixed maturity securities on which other-than-temporary credit impairments were taken			
Investments	-	1	Other realized capital gains
Total	-	1	
Unrealized appreciation (depreciation) of all other investments			
Investments	172	127	Other realized capital gains
Total	172	127	
Change in retirement plan liabilities adjustment			
Prior-service credit	-	-	*
Actuarial losses	(11)	(9)	*
Total	(11)	(9)	
Total reclassifications for the period	\$ 164	\$ 119	

	Amount Reclassified from Accumulated Other Comprehensive Income		
	Nine Months Ended September 30,		
(in millions)	2020	2019	Affected Line Item in the Condensed Consolidated Statements of Income
Unrealized appreciation (depreciation) of fixed maturity securities on which allowance for credit losses was taken			
Investments	\$ -	\$ -	Other realized capital gains
Total	-	-	
Unrealized appreciation (depreciation) of fixed maturity securities on which other-than-temporary credit impairments were taken			
Investments	-	(3)	Other realized capital gains
Total	-	(3)	
Unrealized appreciation (depreciation) of all other investments			
Investments	538	187	Other realized capital gains
Total	538	187	
Change in retirement plan liabilities adjustment			
Prior-service credit	(1)	-	*
Actuarial losses	(31)	(24)	*
Total	(32)	(24)	
Total reclassifications for the period	\$ 506	\$ 160	

* These Accumulated other comprehensive income components are included in the computation of net periodic pension cost. For additional information see Note 14 to the Condensed Consolidated Financial Statements.

13. Earnings Per Common Share (EPS)

The basic EPS computation is based on the weighted average number of common shares outstanding, adjusted to reflect all stock dividends and stock splits. The diluted EPS computation is based on those shares used in the basic EPS computation plus common shares that would have been outstanding assuming issuance of common shares for all dilutive potential common shares outstanding and adjusted to reflect all stock dividends and stock splits.

The following table presents the computation of basic and diluted EPS:

(dollars in millions, except per common share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Numerator for EPS:				
Income (loss) from continuing operations	\$ 294	\$ 973	\$ (5,817)	\$ 3,301
Less: Net income from continuing operations attributable to noncontrolling interests	11	317	78	881
Less: Preferred stock dividends	7	8	22	15
Income (loss) attributable to AIG common shareholders from continuing operations	276	648	(5,917)	2,405
Income (loss) from discontinued operations, net of income tax expense	5	-	4	(1)
Net income (loss) attributable to AIG common shareholders	\$ 281	\$ 648	\$ (5,913)	\$ 2,404
Denominator for EPS:				
Weighted average common shares outstanding — basic	867,713,308	877,009,495	869,627,926	876,262,372
Dilutive common shares	5,417,642	18,804,915	-	10,958,744
Weighted average common shares outstanding — diluted ^{(a)(b)}	873,130,950	895,814,410	869,627,926	887,221,116
Income (loss) per common share attributable to AIG common shareholders:				
Basic:				
Income (loss) from continuing operations	\$ 0.31	\$ 0.74	\$ (6.80)	\$ 2.74
Income from discontinued operations	\$ 0.01	\$ -	\$ -	\$ -
Income (loss) attributable to AIG common shareholders	\$ 0.32	\$ 0.74	\$ (6.80)	\$ 2.74
Diluted:				
Income (loss) from continuing operations	\$ 0.31	\$ 0.72	\$ (6.80)	\$ 2.71
Income from discontinued operations	\$ 0.01	\$ -	\$ -	\$ -
Income (loss) attributable to AIG common shareholders	\$ 0.32	\$ 0.72	\$ (6.80)	\$ 2.71

(a) Shares in the diluted EPS calculation represent basic shares for the nine-month period ended September 30, 2020 due to the net loss in that period. The number of common shares excluded from the calculation was 4,432,369 shares for the nine-month period ended September 30, 2020.

(b) Dilutive common shares included our share-based employee compensation plans and a weighted average portion of the 10-year warrants issued to AIG shareholders as part of AIG's recapitalization in January 2011 and expire in January 2021. The number of common shares excluded from diluted shares outstanding was 70.9 million and 68.9 million for the three- and nine-month periods ended September 30, 2020, respectively, and 5.1 million and 24.9 million for the three- and nine-month periods ended September 30, 2019, respectively, because the effect of including those common shares in the calculation would have been anti-dilutive.

For information about our repurchases of AIG Common Stock see Note 12 to the Condensed Consolidated Financial Statements.

14. Employee Benefits

We sponsor various defined benefit plans for eligible employees and retirees in the U.S. and certain non-U.S. countries.

The following table presents the components of net periodic benefit cost (credit) with respect to pension benefits:

	Pension		
	U.S. Plans	Non-U.S. Plans	Total
<i>(in millions)</i>			
Three Months Ended September 30, 2020			
Components of net periodic benefit cost:			
Service cost	\$ 1	\$ 5	\$ 6
Interest cost	33	3	36
Expected return on assets	(60)	(5)	(65)
Amortization of prior service cost	-	1	1
Amortization of net loss	9	1	10
Net periodic benefit cost (credit)	(17)	5	(12)
Settlement charges	-	-	-
Net benefit cost (credit)	\$ (17)	\$ 5	\$ (12)
Three Months Ended September 30, 2019			
Components of net periodic benefit cost:			
Service cost	\$ 2	\$ 6	\$ 8
Interest cost	44	3	47
Expected return on assets	(58)	(5)	(63)
Amortization of prior service cost	-	-	-
Amortization of net loss	9	1	10
Net periodic benefit cost (credit)	(3)	5	2
Settlement charges	-	-	-
Net benefit cost (credit)	\$ (3)	\$ 5	\$ 2
Nine Months Ended September 30, 2020			
Components of net periodic benefit cost:			
Service cost	\$ 4	\$ 15	\$ 19
Interest cost	100	8	108
Expected return on assets	(179)	(15)	(194)
Amortization of prior service cost	-	2	2
Amortization of net loss	25	5	30
Net periodic benefit cost (credit)	(50)	15	(35)
Settlement charges	-	-	-
Net benefit cost (credit)	\$ (50)	\$ 15	\$ (35)
Nine Months Ended September 30, 2019			
Components of net periodic benefit cost:			
Service cost	\$ 7	\$ 16	\$ 23
Interest cost	131	11	142
Expected return on assets	(172)	(16)	(188)
Amortization of prior service cost	-	1	1
Amortization of net loss	25	4	29
Net periodic benefit cost (credit)	(9)	16	7
Settlement credit	-	(3)	(3)
Net benefit cost (credit)	\$ (9)	\$ 13	\$ 4

The service cost for our U.S. defined benefit plans only reflects administrative fees as the plans are frozen and no longer accrue benefits. We recognized net expense of \$2 million and \$6 million for our U.S. and non-U.S. postretirement benefit plans for the three- and nine-month periods ended September 30, 2020, respectively. We recognized net expense of \$2 million and \$5 million for our U.S. and non-U.S. postretirement benefit plans for the three- and nine-month periods ended September 30, 2019, respectively.

15. Income Taxes

RECENT U.S. TAX LAW CHANGES

On December 22, 2017, the U.S. enacted Public Law 115-97, known informally as the Tax Cuts and Jobs Act (the Tax Act). The Tax Act includes provisions for Global Intangible Low-Taxed Income (GILTI) under which taxes are imposed on the excess of a deemed return on tangible assets of certain foreign subsidiaries and for Base Erosion and Anti-Abuse Tax (BEAT) under which taxes are imposed on certain base eroding payments to affiliated foreign companies. While the U.S. tax authorities issued formal guidance, including recently issued proposed and final regulations for BEAT and other provisions of the Tax Act, there are still certain aspects of the Tax Act that remain unclear and subject to substantial uncertainties. Additional guidance is expected in future periods. Such guidance may result in changes to the interpretations and assumptions we made and actions we may take, which may impact amounts recorded with respect to international provisions of the Tax Act, possibly materially. Consistent with accounting guidance, we treat BEAT as a period tax charge in the period the tax is incurred and have made an accounting policy election to treat GILTI taxes in a similar manner.

On March 27, 2020, the U.S. enacted the Coronavirus Aid, Relief, and Economic Security (CARES) Act to mitigate the economic impacts of the COVID-19 crisis. The tax provisions of the CARES Act have not had and are currently not expected to have a material impact on AIG's U.S. federal tax liabilities.

RECLASSIFICATION OF CERTAIN TAX EFFECTS FROM ACCUMULATED OTHER COMPREHENSIVE INCOME

We use an item-by-item approach to release the stranded or disproportionate income tax effects in AOCI related to our available-for-sale securities. Under this approach, a portion of the disproportionate tax effects is assigned to each individual security lot at the date the amount becomes lodged. When the individual securities are sold, mature, or are otherwise impaired on an other-than-temporary basis, the assigned portion of the disproportionate tax effect is reclassified from AOCI to income from continuing operations.

INTERIM TAX CALCULATION METHOD

We use the estimated annual effective tax rate method in computing our interim tax provision. Certain items, including those deemed to be unusual, infrequent or that cannot be reliably estimated, are excluded from the estimated annual effective tax rate. In these cases, the actual tax expense or benefit is reported in the same period as the related item. Certain tax effects are also not reflected in the estimated annual effective tax rate, primarily certain changes in the realizability of deferred tax assets and uncertain tax positions, and are recorded in the period in which the change occurs. While certain impacts of the Tax Act are included in our annual effective tax rate, we continue to refine our calculations as additional information becomes available, which may result in changes to the estimated annual effective tax rate. As of September 30, 2020, the annual effective tax rate includes the tax effects of actual and projected COVID-19 related losses and market developments. The tax effects of the Majority Interest Fortitude Sale were excluded from the estimated annual effective tax rate and reported in the second quarter interim period.

INTERIM TAX EXPENSE (BENEFIT)

For the three-month period ended September 30, 2020, the effective tax rate on income from continuing operations was 20.1 percent. The effective tax rate on income from continuing operations differs from the statutory tax rate of 21 percent primarily due to the effect of foreign operations, accrual of interest associated with IRS and other tax authority matters, state and local income taxes, and non-deductible transfer pricing charges, partially offset by tax benefits associated with tax exempt income, and reclassifications from accumulated other comprehensive income to income from continuing operations related to the disposal of available for sale securities. The effect of foreign operations is primarily related to income in our foreign operations taxed at statutory tax rates higher than 21 percent, other foreign taxes, and foreign income subject to U.S. taxation.

For the nine-month period ended September 30, 2020, the effective tax rate on loss from continuing operations was 13.6 percent. The effective tax rate on loss from continuing operations differs from the statutory tax rate of 21 percent primarily due to tax effects of the Majority Interest Fortitude Sale, tax charges associated with the establishment of U.S. federal valuation allowance related to certain tax attribute carryforwards, accrual of interest associated with IRS and other tax authority matters, the effect of foreign operations, excess tax charges related to share based compensation payments recorded through the income statement, state and local income taxes, and non-deductible transfer pricing charges, partially offset by tax benefits associated with tax exempt income, and reclassifications from accumulated other comprehensive income to income from continuing operations related to the disposal of available for sale securities. The effect of foreign operations is primarily related to income in our foreign operations taxed at statutory tax rates higher than 21 percent, other foreign taxes, and foreign income subject to U.S. taxation.

For the three-month period ended September 30, 2019, the effective tax rate on income from continuing operations was 22.8 percent. The effective tax rate on income from continuing operations differs from the statutory tax rate of 21 percent primarily due to tax charges associated with the effect of foreign operations, changes in reserves for uncertain tax positions, a net tax charge due to the accrual of interest associated with IRS and other tax authority matters, state and local income taxes, and non-deductible transfer pricing charges, partially offset by tax benefits associated with tax exempt income, reclassifications from accumulated other comprehensive income to income from continuing operations related to the disposal of available for sale securities, and valuation allowance activity related to certain foreign subsidiaries. The effect of foreign operations is primarily related to income in our foreign operations taxed at statutory tax rates higher than 21 percent, other foreign taxes, and foreign income subject to U.S. taxation.

For the nine-month period ended September 30, 2019, the effective tax rate on income from continuing operations was 22.3 percent. The effective tax rate on income from continuing operations differs from the statutory tax rate of 21 percent primarily due to tax charges associated with the accrual of interest associated with IRS and other tax authority matters, the effect of foreign operations, changes in reserves for uncertain tax positions, state and local income taxes, excess tax charges related to share based compensation payments recorded through the income statement, and non-deductible transfer pricing charges, partially offset by tax benefits associated with tax exempt income, reclassifications from accumulated other comprehensive income to income from continuing operations related to the disposal of available for sale securities, and valuation allowance activity related to certain foreign subsidiaries. The effect of foreign operations is primarily related to income in our foreign operations taxed at statutory tax rates higher than 21 percent, other foreign taxes, and foreign income subject to U.S. taxation.

For the nine-month period ended September 30, 2020, we consider our foreign earnings with respect to certain operations in Canada, South Africa, the Far East, Latin America, Bermuda as well as the European, Asia Pacific and Middle East regions to be indefinitely reinvested. These earnings relate to ongoing operations and have been reinvested in active business operations. Deferred taxes, if necessary, have been provided on earnings of non-U.S. affiliates whose earnings are not indefinitely reinvested. Given the uncertainties around the impact from the COVID-19 crisis, including the significant global economic slowdown and general market decline, we continue to monitor and review the impact on our reinvestment considerations, including regulatory oversight in the relevant jurisdictions.

ASSESSMENT OF DEFERRED TAX ASSET VALUATION ALLOWANCE

The evaluation of the recoverability of our deferred tax asset and the need for a valuation allowance requires us to weigh all positive and negative evidence to reach a conclusion that it is more likely than not that all or some portion of the deferred tax asset will not be realized. The weight given to the evidence is commensurate with the extent to which it can be objectively verified. The more negative evidence that exists, the more positive evidence is necessary and the more difficult it is to support a conclusion that a valuation allowance is not needed.

Our framework for assessing the recoverability of the deferred tax asset requires us to consider all available evidence, including:

- the nature, frequency, and amount of cumulative financial reporting income and losses in recent years;
- the sustainability of recent operating profitability of our subsidiaries;
- the predictability of future operating profitability of the character necessary to realize the net deferred tax asset, including forecasts of future income for each of our businesses and actual and planned business and operational changes;
- the carryforward periods for the net operating loss, capital loss and foreign tax credit carryforwards, including the effect of reversing taxable temporary differences; and
- prudent and feasible actions and tax planning strategies that would be implemented, if necessary, to protect against the loss of the deferred tax asset.

In performing our assessment of the recoverability of the deferred tax asset under this framework, we consider tax laws governing the utilization of the net operating loss, capital loss and foreign tax credit carryforwards in each applicable jurisdiction. Under U.S. tax law, a company generally must use its net operating loss carryforwards before it can use its foreign tax credit carryforwards, even though the carryforward period for the foreign tax credit is shorter than for the net operating loss. Our U.S. federal consolidated income tax

group includes both life companies and non-life companies. While the U.S. taxable income of our non-life companies can be offset by our net operating loss carryforwards, only a portion (no more than 35 percent) of the U.S. taxable income of our life companies can be offset by those net operating loss carryforwards. The remaining tax liability of our life companies can be offset by the foreign tax credit carryforwards. Accordingly, we are able to utilize both the net operating loss and foreign tax credit carryforwards concurrently.

Recent events, including the COVID-19 crisis, multiple reductions in target interest rates by the Board of Governors of the Federal Reserve System, and significant market volatility, continue to impact actual and projected results of our business operations as well as our views on potential effectiveness of certain prudent and feasible tax planning strategies. In order to demonstrate the predictability and sufficiency of future taxable income necessary to support the realizability of the net operating losses and foreign tax credit carryforwards, we have considered forecasts of future income for each of our businesses, including assumptions about future macro-economic and AIG-specific conditions and events, and any impact these conditions and events may have on our prudent and feasible tax planning strategies. We also subjected the forecasts to a variety of stresses of key assumptions and evaluated the effect on tax attribute utilization.

The carryforward periods of our foreign tax credit carryforwards range from tax years 2020 through 2023. Carryforward periods for our net operating losses extend from 2028 forward. However, utilization of a portion of our net operating losses is limited under separate return limitation year rules. Based on 2020 events and our analysis of their potential impact on utilization of our tax attributes, we concluded in the first quarter of 2020 that a valuation allowance should be established on a portion of our foreign tax credit carryforwards and net operating losses that are no longer more-likely-than-not to be realized. To the extent that the valuation allowance is attributed to changes in forecast of current year taxable income, the impact is included in our estimated annualized effective tax rate. The valuation allowance related to changes in forecasts of income in future periods as well as other items not related to the current year was recorded discretely in the nine-month period ended September 30, 2020. Accordingly, as of September 30, 2020, we have recorded a \$286 million valuation allowance through continuing operations. No additional activity was recorded for the three-month period ended September 30, 2020.

Estimates of future taxable income, including income generated from prudent and feasible actions and tax planning strategies, impact of settlements with taxing authorities, and any changes to interpretations and assumptions related to the impact of the Tax Act could change in the near term, perhaps materially, which may require us to consider any potential impact to our assessment of the recoverability of the deferred tax asset. Additionally, estimates of future taxable income, including prudent and feasible tax planning strategies, may be further impacted by market developments arising from the COVID-19 crisis and uncertainty regarding its outcome. Such potential impact could be material to our consolidated financial condition or results of operations for an individual reporting period.

For the nine-month period ended September 30, 2020, recent changes in market conditions, including the COVID-19 crisis and interest rate fluctuations, impacted the unrealized tax gains and losses in the U.S. Life Insurance Companies' available for sale securities portfolio, resulting in a deferred tax liability related to net unrealized tax capital gains. As of September 30, 2020, based on all available evidence, we concluded that no valuation allowance is necessary in the U.S. Life Insurance Companies' available for sale securities portfolio.

For the nine-month period ended September 30, 2020, recent changes in market conditions, including interest rate fluctuations, impacted the unrealized tax gains and losses in the U.S. non-life companies' available for sale securities portfolio, resulting in a deferred tax liability related to net unrealized tax capital gains. As of September 30, 2020, based on all available evidence, we concluded that no valuation allowance is necessary in the U.S. non-life companies' available for sale securities portfolio.

For the three- and nine-month periods ended September 30, 2020, we recognized a net increase (decrease) of \$(8) million and \$12 million, respectively, in deferred tax asset valuation allowance associated with certain foreign and state jurisdictions, primarily attributable to current year activity. For the nine-month period ended September 30, 2020, we also recognized a \$206 million decrease in deferred tax asset valuation allowance associated with certain foreign jurisdictions, primarily attributable to a corresponding reduction in foreign net operating loss deferred tax assets as a result of restructuring of our European business and the expiration of a portion of net operating losses prior to utilization in Japan which was recorded during the three-month period ended June 30, 2020.

TAX EXAMINATIONS AND LITIGATION

On August 1, 2012, we filed a motion for partial summary judgment related to the disallowance of foreign tax credits associated with cross border financing transactions in the Southern District of New York (SDNY). The SDNY denied our summary judgment motion and upon AIG's appeal, the U.S. Court of Appeals for the Second Circuit (the Second Circuit) affirmed the denial. AIG's petition for certiorari to the U.S. Supreme Court from the decision of the Second Circuit was denied on March 7, 2016. As a result, the case was remanded back to the SDNY for a jury trial.

In January 2018, the parties reached non-binding agreements in principle on issues presented in the dispute. In 2019, we agreed with the IRS to execute an agreement for the tax years at issue in which AIG would waive restrictions on the assessment of additional tax related to the settlement of the underlying issues in those tax years. The litigation was stayed pending the outcome of the review process.

In October 2020, the review process concluded and the parties executed a binding settlement agreement on the underlying issues in those tax years. On October 22, 2020, the SDNY dismissed the case based upon the settlement reached between AIG and the government. The parties continue to review the related interest calculations based on the settlement agreement. We have adequate reserves for the potential liabilities that may result from these matters.

In September 2020, we received the IRS Revenue Agent Report containing agreed and disagreed issues for the audit of tax years 2007-2010. In October 2020, we filed a protest of the disagreed issues with IRS Appeals.

ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES

At September 30, 2020 and December 31, 2019, our unrecognized tax benefits, excluding interest and penalties, were \$4.8 billion. At September 30, 2020 and December 31, 2019, our unrecognized tax benefits related to tax positions that, if recognized, would not affect the effective tax rate because they relate to such factors as the timing, rather than the permissibility, of the deduction were \$45 million and \$43 million, respectively. Accordingly, at both September 30, 2020 and December 31, 2019, the amounts of unrecognized tax benefits that, if recognized, would favorably affect the effective tax rate were \$4.7 billion.

Interest and penalties related to unrecognized tax benefits are recognized in income tax expense. At September 30, 2020 and December 31, 2019, we had accrued liabilities of \$2.6 billion and \$2.4 billion, respectively, for the payment of interest (net of the federal benefit) and penalties. For the nine-month periods ended September 30, 2020 and 2019, we accrued expense (benefit) of \$126 million and \$181 million, respectively, for the payment of interest and penalties.

We believe it is reasonably possible that our unrecognized tax benefits could decrease within the next 12 months by as much as \$3.6 billion, principally as a result of potential resolutions or settlements of prior years' tax items. The prior years' tax items include unrecognized tax benefits related to the deductibility of certain expenses and matters related to cross border financing transactions.

In October 2020, AIG and the IRS entered into a binding settlement agreement related to tax years 1991-2006. Pursuant to relevant accounting guidance, developments that occur after the balance sheet date but before issuance of the financial statements should be recognized in the period in which they occur (i.e., the subsequent interim period, which in this case will be the three months ending December 31, 2020). Accordingly, no impact of this agreement is reflected in the current period ended September 30, 2020. We have adequate reserves for the potential liabilities that may result from these matters.

16. Subsequent Events

ANNOUNCEMENT OF INTENT TO SEPARATE LIFE AND RETIREMENT

On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG. No decisions have yet been made regarding the structure of the proposed separation. In addition, any separation transaction will be subject to the satisfaction of various conditions and approvals, including approval by the AIG Board of Directors, receipt of insurance and other required regulatory approvals, and satisfaction of any applicable requirements of the SEC. No assurance can be given regarding the form that a separation transaction may take or the specific terms or timing thereof, or that a separation will in fact occur.

DIVIDENDS DECLARED

On November 5, 2020, our Board of Directors declared a cash dividend on AIG Common Stock of \$0.32 per share, payable on December 28, 2020 to shareholders of record on December 14, 2020. On November 5, 2020, our Board of Directors declared a cash dividend on AIG's Series A Preferred Stock of \$365.625 per share, payable on December 15, 2020 to holders of record on November 30, 2020.

ITEM 2 | Management's Discussion and Analysis of Financial Condition and Results of Operations

Glossary and Acronyms of Selected Insurance Terms and References

Throughout this Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A), we use certain terms and abbreviations, which are summarized in the Glossary and Acronyms.

American International Group, Inc. (AIG) has incorporated into this discussion a number of cross-references to additional information included throughout this Quarterly Report on Form 10-Q and in our Annual Report on Form 10-K for the year ended December 31, 2019 (the 2019 Annual Report) to assist readers seeking additional information related to a particular subject.

In this Quarterly Report on Form 10-Q, unless otherwise mentioned or unless the context indicates otherwise, we use the terms "AIG," the "Company," "we," "us" and "our" to refer to American International Group, Inc., a Delaware corporation, and its consolidated subsidiaries. We use the term "AIG Parent" to refer solely to American International Group, Inc., and not to any of its consolidated subsidiaries.

Cautionary Statement Regarding Forward-Looking Information

This Quarterly Report on Form 10-Q and other publicly available documents may include, and officers and representatives of AIG may from time to time make and discuss, 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 a 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 "will," "believe," "anticipate," "expect," "intend," "plan," "focused on achieving," "view," "target," "goal" or "estimate." These projections, goals, assumptions and statements may relate to future actions, prospective services or products, future performance or results of current and anticipated services or products, sales efforts, expenses, the outcome of contingencies such as legal proceedings, anticipated organizational, business or regulatory changes, the effect of catastrophes and macroeconomic events, such as the COVID-19 crisis, anticipated dispositions, monetization and/or acquisitions of businesses or assets, or successful integration of acquired businesses, management succession and retention plans, exposure to risk, trends in operations and financial results.

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:

- the adverse impact of COVID-19, including with respect to AIG's business, financial condition and results of operations;
- changes in market and industry conditions, including the significant global economic downturn, general market declines, prolonged economic recovery and disruptions to AIG's operations driven by COVID-19 and responses thereto, including new or changed governmental policy and regulatory actions;
- the occurrence of catastrophic events, both natural and man-made, including COVID-19, pandemics, civil unrest and the effects of climate change;
- AIG's ability to successfully dispose of, monetize and/or acquire businesses or assets or successfully integrate acquired businesses, including any separation of the Life and Retirement business from AIG and the impact any separation may have on AIG, its businesses, employees, contracts and customers;
- AIG's ability to effectively execute on AIG 200 operational programs designed to achieve underwriting excellence, modernization of AIG's operating infrastructure, enhanced user and customer experiences and unification of AIG;
- the impact of potential information technology, cybersecurity or data security breaches, including as a result of cyber-attacks or security vulnerabilities, the likelihood of which may increase due to extended remote business operations as a result of COVID-19;
- disruptions in the availability of AIG's electronic data systems or those of third parties;
- the effectiveness of our risk management policies and procedures, including with respect to our business continuity and disaster recovery plans;
- changes in judgments concerning potential cost-saving opportunities;
- concentrations in AIG's investment portfolios;
- changes to the valuation of AIG's investments;
- actions by credit rating agencies;
- changes in judgments concerning insurance underwriting and insurance liabilities;
- the effectiveness of strategies to recruit and retain key personnel and to implement effective succession plans;
- the requirements, which may change from time to time, of the global regulatory framework to which AIG is subject;
- significant legal, regulatory or governmental proceedings;
- AIG's ability to successfully manage Legacy Portfolios;
- changes in judgments concerning the recognition of deferred tax assets and the impairment of goodwill; and
- such other factors discussed in:
 - Part I, Item 2. MD&A and Part II, Item 1A. Risk Factors of this Quarterly Report on Form 10-Q;
 - Part I, Item 2. MD&A of the Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2020;
 - Part I, Item 2. MD&A of the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2020; and
 - Part I, Item 1A. Risk Factors and Part II, Item 7. MD&A of the 2019 Annual Report.

We are not under any obligation (and expressly disclaim 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.

INDEX TO ITEM 2

	Page
Use of Non-GAAP Measures	82
Critical Accounting Estimates	85
Executive Summary	88
Overview	88
Financial Performance Summary	90
AIG's Outlook – Industry and Economic Factors	95
Consolidated Results of Operations	99
Business Segment Operations	105
General Insurance	106
Life and Retirement	118
Other Operations	136
Legacy Portfolio	138
Investments	142
Overview	142
Investment Highlights in the Nine Months Ended September 30, 2020	142
Investment Strategies	142
Credit Ratings	144
Credit Impairments	151
Insurance Reserves	154
Loss Reserves	154
Life and Annuity Reserves and DAC	159
Liquidity and Capital Resources	168
Overview	168
Analysis of Sources and Uses of Cash	170
Liquidity and Capital Resources of AIG Parent and Subsidiaries	171
Credit Facilities	173
Contractual Obligations	174
Off-Balance Sheet Arrangements and Commercial Commitments	175
Debt	176
Credit Ratings	178
Financial Strength Ratings	178
Recent Rating Agency Actions	179
Regulation and Supervision	179
Dividends	179
Repurchases of AIG Common Stock	179
Dividend Restrictions	180
Enterprise Risk Management	180
Overview	180
Regulatory Environment	180
Overview	180
Glossary	183
Acronyms	186

Use of Non-GAAP Measures

Throughout this MD&A, we present our financial condition and results of operations in the way we believe will be most meaningful and representative of our business results. Some of the measurements we use are “non-GAAP financial measures” under Securities and Exchange Commission (SEC) rules and regulations. GAAP is the acronym for “generally accepted accounting principles” in the United States. The non-GAAP financial measures we present may not be comparable to similarly-named measures reported by other companies.

Book value per common share, excluding accumulated other comprehensive income (AOCI) adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets and Book value per common share, excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets and deferred tax assets (DTA) (Adjusted book value per common share) are used to show the amount of our net worth on a per-common share basis after eliminating items that can fluctuate significantly from period to period including changes in fair value of AIG's available for sale securities portfolio, foreign currency translation adjustments, and U.S. tax attribute deferred tax assets. These measures also eliminate the asymmetrical impact resulting from changes in fair value of our available for sale securities portfolio wherein there is largely no offsetting impact for certain related insurance liabilities. In addition, we adjust for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets since these fair value movements are economically transferred to Fortitude Re. We exclude deferred tax assets representing U.S. tax attributes related to net operating loss carryforwards and foreign tax credits as they have not yet been utilized. Amounts for interim periods are estimates based on projections of full-year attribute utilization. As net operating loss carryforwards and foreign tax credits are utilized, the portion of the DTA utilized is included in these book value per common share metrics. Book value per common share, excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets, is derived by dividing total AIG common shareholders' equity, excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets, by total common shares outstanding. Adjusted book value per common share is derived by dividing total AIG common shareholders' equity, excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets and DTA (Adjusted Common Shareholders' Equity), by total common shares outstanding. The reconciliation to book value per common share, the most comparable GAAP measure, is presented in the Executive Summary section of this MD&A.

Return on common equity – Adjusted after-tax income excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets and DTA (Adjusted return on common equity) is used to show the rate of return on common shareholders' equity. We believe this measure is useful to investors because it eliminates items that can fluctuate significantly from period to period, including changes in fair value of our available for sale securities portfolio, foreign currency translation adjustments and U.S. tax attribute deferred tax assets. This measure also eliminates the asymmetrical impact resulting from changes in fair value of our available for sale securities portfolio wherein there is largely no offsetting impact for certain related insurance liabilities. In addition, we adjust for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets since these fair value movements are economically transferred to Fortitude Re. We exclude deferred tax assets representing U.S. tax attributes related to net operating loss carryforwards and foreign tax credits as they have not yet been utilized. Amounts for interim periods are estimates based on projections of full-year attribute utilization. As net operating loss carryforwards and foreign tax credits are utilized, the portion of the DTA utilized is included in Adjusted return on common equity. Adjusted return on common equity is derived by dividing actual or annualized adjusted after-tax income attributable to AIG common shareholders by average Adjusted Common Shareholders' Equity. The reconciliation to return on common equity, the most comparable GAAP measure, is presented in the Executive Summary section of this MD&A.

Adjusted after-tax income attributable to AIG common shareholders is derived by excluding the tax effected adjusted pre-tax income (APTI) adjustments described below, dividends on preferred stock, and the following tax items from net income attributable to AIG:

- deferred income tax valuation allowance releases and charges;
- changes in uncertain tax positions and other tax items related to legacy matters having no relevance to our current businesses or operating performance; and
- net tax charge related to the enactment of the Tax Cuts and Jobs Act (the Tax Act);

and by excluding the net realized capital gains (losses) and other charges from noncontrolling interests.

We use the following operating performance measures because we believe they enhance the understanding of the underlying profitability of continuing operations and trends of our business segments. We believe they also allow for more meaningful comparisons with our insurance competitors. When we use these measures, reconciliations to the most comparable GAAP measure are provided on a consolidated basis in the Consolidated Results of Operations section of this MD&A.

Adjusted revenues exclude Net realized capital gains (losses), income from non-operating litigation settlements (included in Other income for GAAP purposes) and changes in fair value of securities used to hedge guaranteed living benefits (included in Net investment income for GAAP purposes). Adjusted revenues is a GAAP measure for our operating segments.

Adjusted pre-tax income is derived by excluding the items set forth below from income from continuing operations before income tax. This definition is consistent across our segments. These items generally fall into one or more of the following broad categories: legacy matters having no relevance to our current businesses or operating performance; adjustments to enhance transparency to the underlying economics of transactions; and measures that we believe to be common to the industry. APTI is a GAAP measure for our segments. Excluded items include the following:

□ changes in fair value of securities used to hedge guaranteed living benefits; □ changes in benefit reserves and deferred policy acquisition costs (DAC), value of business acquired (VOBA), and sales inducement assets (SIA) related to net realized capital gains and losses; □ changes in the fair value of equity securities; □ net investment income on Fortitude Re funds withheld assets post deconsolidation of Fortitude Re; □ following deconsolidation of Fortitude Re, net realized capital gains and losses on Fortitude Re funds withheld assets held by AIG in support of Fortitude Re's reinsurance obligations to AIG (Fortitude Re funds withheld assets); □ loss (gain) on extinguishment of debt; □ all net realized capital gains and losses except earned income (periodic settlements and changes in settlement accruals) on derivative instruments used for non-qualifying (economic) hedging or for asset replication. Earned income on such economic hedges is reclassified from net realized capital gains and losses to specific APTI line items based on the economic risk being hedged (e.g. net investment income and interest credited to policyholder account balances);	□ income or loss from discontinued operations; □ net loss reserve discount benefit (charge); □ pension expense related to a one-time lump sum payment to former employees; □ income and loss from divested businesses; □ non-operating litigation reserves and settlements; □ restructuring and other costs related to initiatives designed to reduce operating expenses, improve efficiency and simplify our organization; □ the portion of favorable or unfavorable prior year reserve development for which we have ceded the risk under retroactive reinsurance agreements and related changes in amortization of the deferred gain; □ integration and transaction costs associated with acquired businesses; □ losses from the impairment of goodwill; and □ non-recurring costs associated with the implementation of non-ordinary course legal or regulatory changes or changes to accounting principles.

□ General Insurance

- **Ratios:** We, along with most property and casualty insurance companies, use the loss ratio, the expense ratio and the combined ratio as measures of underwriting performance. These ratios are relative measurements that describe, for every \$100 of net premiums earned, the amount of losses and loss adjustment expenses (which for General Insurance excludes net loss reserve discount), and the amount of other underwriting expenses that would be incurred. A combined ratio of less than 100 indicates underwriting income and a combined ratio of over 100 indicates an underwriting loss. Our ratios are calculated using the relevant segment information calculated under GAAP, and thus may not be comparable to similar ratios calculated for regulatory reporting purposes. The underwriting environment varies across countries and products, as does the degree of litigation activity, all of which affect such ratios. In addition, investment returns, local taxes, cost of capital, regulation, product type and competition can have an effect on pricing and consequently on profitability as reflected in underwriting income and associated ratios.
- **Accident year loss and combined ratios, as adjusted:** both the accident year loss and combined ratios, as adjusted, exclude catastrophe losses and related reinstatement premiums, prior year development, net of premium adjustments, and the impact of reserve discounting. Natural catastrophe losses are generally weather or seismic events having a net impact on AIG in excess of \$10 million each and man-made catastrophe losses, such as terrorism and civil disorders that exceed the \$10 million threshold. We believe that as adjusted ratios are meaningful measures of our underwriting results on an ongoing basis as they exclude catastrophes and the impact of reserve discounting which are outside of management's control. We also exclude prior year development to provide transparency related to current accident year results.

□ Life and Retirement

- **Premiums and deposits:** includes direct and assumed amounts received and earned on traditional life insurance policies, group benefit policies and life-contingent payout annuities, as well as deposits received on universal life, investment-type annuity contracts, Federal Home Loan Bank (FHLB) funding agreements and mutual funds.

Results from discontinued operations are excluded from all of these measures.

Critical Accounting Estimates

The preparation of financial statements in accordance with GAAP requires the application of accounting policies that often involve a significant degree of judgment.

The accounting policies that we believe are most dependent on the application of estimates and assumptions, which are critical accounting estimates, are related to the determination of:

- ☐ loss reserves;
- ☐ valuation of future policy benefit liabilities and timing and extent of loss recognition;
- ☐ valuation of liabilities for guaranteed benefit features of variable annuity products;
- ☐ valuation of embedded derivatives for fixed index annuity and life products;
- ☐ estimated gross profits to value deferred acquisition costs for investment-oriented products;
- ☐ reinsurance assets;
- ☐ impairment charges, including impairments on other invested assets and goodwill;
- ☐ allowances for credit losses primarily on loans, available for sale fixed maturity securities, reinsurance assets and premiums and other receivables;
- ☐ liability for legal contingencies;
- ☐ fair value measurements of certain financial assets and liabilities; and
- ☐ income tax assets and liabilities, including recoverability of our net deferred tax asset and the predictability of future tax operating profitability of the character necessary to realize the net deferred tax asset and estimates associated with the Tax Act.

These accounting estimates require the use of assumptions about matters, some of which are highly uncertain at the time of estimation. To the extent actual experience differs from the assumptions used, our consolidated financial condition, results of operations and cash flows could be materially affected.

The following accounting estimates have been updated from the descriptions in the 2019 Annual Report on account of the new accounting standard that changed how entities account for current expected credit losses (CECL) for most financial assets, premiums receivable, trade receivables, off-balance sheet exposures and reinsurance receivables (the Financial Instruments Credit Losses Standard) that we adopted on January 1, 2020.

REINSURANCE RECOVERABLE

The estimation of reinsurance recoverable involves a significant amount of judgment, particularly for latent exposures, such as asbestos, due to their long-tail nature. Reinsurance assets include reinsurance recoverable on unpaid losses and loss adjustment expenses that are estimated as part of our loss reserving process and, consequently, are subject to similar judgments and uncertainties as the estimation of gross loss reserves. Similarly, Other assets include reinsurance recoverable for contracts which are accounted for as deposits.

We assess the collectability of reinsurance recoverable balances, at minimum on an annual basis, through either historical trends of disputes and credit events or financial analysis of the credit quality of the reinsurer. We record adjustments to reflect the results of these assessments through an allowance for credit losses and disputes on uncollectable reinsurance that reduces the carrying amount of reinsurance and other assets on the balance sheet (collectively, the reinsurance recoverable balances). This estimate requires significant judgment for which key considerations include:

- paid and unpaid amounts recoverable;
- whether the balance is in dispute or subject to legal collection;
- the relative financial health of the reinsurer as determined by the Obligor Risk Ratings (ORRs) we assign to each reinsurer based upon our financial reviews; insurers that are financially troubled (i.e., in run-off, have voluntarily or involuntarily been placed in receivership, are insolvent, are in the process of liquidation or otherwise subject to formal or informal regulatory restriction) are assigned ORRs that will generate significant allowance; and
- whether collateral and collateral arrangements exist.

An estimate of the reinsurance recoverable's lifetime expected credit losses is established utilizing a probability of default and loss given default method, which reflects the reinsurer's ORR rating. The allowance for credit losses excludes disputed amounts. An allowance for disputes is established for a reinsurance recoverable using the losses incurred model for contingencies.

At September 30, 2020, the allowance for credit losses and disputes on reinsurance recoverable was \$215 million, or less than one percent of the consolidated reinsurance recoverable.

IMPAIRMENT CHARGES

Impairments of Investments

Available for sale securities

If we intend to sell a fixed maturity security, or it is more likely than not that we will be required to sell a fixed maturity security before recovery of its amortized cost basis and the fair value of the security is below amortized cost, an impairment has occurred and the amortized cost is written down to current fair value, with a corresponding charge to realized capital losses. No allowance is established in these situations. When assessing our intent to sell a fixed maturity security, or whether it is more likely than not that we will be required to sell a fixed maturity security before recovery of its amortized cost basis, management evaluates relevant facts and circumstances including, but not limited to, decisions to reposition our investment portfolio, sales of securities to meet cash flow needs and sales of securities to take advantage of favorable pricing.

For fixed maturity securities for which a decline in the fair value below the amortized cost is due to credit related factors, an allowance is established for the difference between the estimated recoverable value and amortized cost with a corresponding charge to realized capital losses. The allowance for credit losses is limited to the difference between amortized cost and fair value. The estimated recoverable value is the present value of cash flows expected to be collected, as determined by management. The difference between fair value and amortized cost that is not associated with credit related factors is presented in unrealized appreciation (depreciation) of fixed maturity securities on which an allowance for credit losses were recognized (a separate component of accumulated other comprehensive income).

Commercial and residential mortgage loans

At the time of origination or purchase, an allowance for credit losses is established for mortgage and other loan receivables and is updated each reporting period. Changes in the allowance for credit losses are recorded in realized capital losses. This allowance reflects the risk of loss, even when that risk is remote, and reflects losses expected over the remaining contractual life of the loan. The allowance for credit losses considers available relevant information about the collectability of cash flows, including information about past events, current conditions, and reasonable and supportable forecasts of future economic conditions. We revert to historical information when we determine that we can no longer reliably forecast future economic assumptions.

The allowances for the commercial mortgage loans and residential mortgage loans are estimated utilizing a probability of default and loss given default model. Loss rate factors are determined based on historical data and adjusted for current and forecasted information. The loss rates are applied based on individual loan attributes and considering such data points as loan-to-value ratios, Fair Isaac Corporation (FICO) scores, and debt service coverage.

The estimate of credit losses also reflects management's assumptions on certain macroeconomic factors that include, but are not limited to, gross domestic product growth, employment, inflation, housing price index, interest rates and credit spreads.

Goodwill Impairment

Goodwill represents the future economic benefits arising from assets acquired in a business combination that are not individually identified and separately recognized. At both September 30, 2020 and December 31, 2019, our goodwill balance was \$4.0 billion. The operating segments with goodwill are our General Insurance business – North America and International operating segments, our Life and Retirement business – Life Insurance operating segment, Legacy Portfolio and Other Operations.

Goodwill is tested for impairment annually or more frequently if circumstances indicate an impairment may have occurred. The date of our annual goodwill impairment testing is July 1. For this test in 2020, for substantially all of the reporting units we performed quantitative assessments that supported a conclusion that the fair value of all of the reporting units tested exceeded their book value. To determine fair value, we primarily use a discounted expected future cash flow analysis that estimates and discounts projected future distributable earnings. Such analysis is principally based on our business projections that inherently include judgments regarding business trends.

COVID-19 has caused significant market volatility impacting our actual and projected results along with a decline in our stock price. As this is an evolving crisis, we expect to continue to monitor developments and perform updated analyses as necessary.

For a complete discussion of goodwill impairment see Part I, Item 1A. Risk Factors – Estimates and Assumptions and Note 13 to the Consolidated Financial Statements in the 2019 Annual Report and Part II, Item 1A. Risk Factors in this Quarterly Report on Form 10-Q.

INCOME TAXES

Recoverability of Net Deferred Tax Asset

The evaluation of the recoverability of our deferred tax asset and the need for a valuation allowance requires us to weigh all positive and negative evidence to reach a conclusion that it is more likely than not that all or some portion of the deferred tax asset will not be realized. The weight given to the evidence is commensurate with the extent to which it can be objectively verified. The more negative evidence that exists, the more positive evidence is necessary and the more difficult it is to support a conclusion that a valuation allowance is not needed.

We consider a number of factors to reliably estimate future taxable income so we can determine the extent of our ability to realize net operating losses, foreign tax credits, realized capital loss and other carryforwards. These factors include forecasts of future income for each of our businesses and actual and planned business and operational changes, both of which include assumptions about future macroeconomic and AIG specific conditions and events. We subject the forecasts to stresses of key assumptions and evaluate the effect on tax attribute utilization. We also apply stresses to our assumptions about the effectiveness of relevant prudent and feasible tax planning strategies. We have also considered the impact of the Tax Act on our forecasts of taxable income, made certain assumptions related to interpretation of relevant new rules, and incorporated guidance issued by the U.S. tax authority. Our analysis also reflects the effect of slower utilization of our tax credits due to a reduction in the U.S. statutory tax rate as a result of the Tax Act.

Recent events, including the COVID-19 crisis, multiple reductions in target interest rates by the Board of Governors of the Federal Reserve System, and significant market volatility, continued to impact actual and projected results of our business operations as well as our views on potential effectiveness of certain prudent and feasible tax planning strategies. In order to demonstrate the predictability and sufficiency of future taxable income necessary to support the realizability of the net operating losses and foreign tax credit carryforwards, we have considered forecasts of future income for each of our businesses, including assumptions about future macro-economic and AIG-specific conditions and events, and any impact these conditions and events may have on our prudent and feasible tax planning strategies. We also subjected the forecasts to a variety of stresses of key assumptions and evaluate the effect on tax attribute utilization.

The carryforward periods of our foreign tax credit carryforwards range from tax years 2020 through 2023. Carryforward periods for our net operating losses extend from 2028 forward. However, utilization of a portion of our net operating losses is limited under separate return limitation year rules. Based on the events that transpired in the nine-month period ended September 30, 2020 and our analysis of their potential impact on utilization of our tax attributes, we concluded that valuation allowance should be established on a portion of our foreign tax credit carryforwards and net operating losses that are no longer more-likely-than-not to be realized, all of which was allocated to continuing operations.

For the nine-month period ended September 30, 2020, recent changes in market conditions, including the COVID-19 crisis and interest rate fluctuations, impacted the unrealized tax gains and losses in the U.S. Life Insurance Companies' available for sale securities portfolio, resulting in a deferred tax liability related to net unrealized tax capital gains. As of September 30, 2020, based on all available evidence, we concluded that no valuation allowance is necessary in the U.S. Life Insurance Companies' available for sale securities portfolio.

For the nine-month period ended September 30, 2020, recent changes in market conditions, including interest rate fluctuations, impacted the unrealized tax gains and losses in the U.S. non-life companies' available for sale securities portfolio, resulting in a deferred tax liability related to net unrealized tax capital gains. As of September 30, 2020, based on all available evidence, we concluded that no valuation allowance is necessary in the U.S. non-life companies' available for sale securities portfolio.

For a complete discussion of our critical accounting estimates, see Part II, Item 7. MD&A — Critical Accounting Estimates in the 2019 Annual Report.

Executive Summary

OVERVIEW

This overview of the MD&A highlights selected information and may not contain all of the information that is important to current or potential investors in our securities. You should read this Quarterly Report on Form 10-Q, together with the 2019 Annual Report, in their entirety for a more detailed description of events, trends, uncertainties, risks and critical accounting estimates affecting us.

Announcement of Intent to Separate Life and Retirement

On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG. No decisions have yet been made regarding the structure of the proposed separation. In addition, any separation transaction will be subject to the satisfaction of various conditions and approvals, including approval by the AIG Board of Directors, receipt of insurance and other required regulatory approvals, and satisfaction of any applicable requirements of the SEC. No assurance can be given regarding the form that a separation transaction may take or the specific terms or timing thereof, or that a separation will in fact occur.

Sale of Fortitude Holdings

On June 2, 2020, we completed the sale of a majority of the interests in Fortitude Group Holdings, LLC (Fortitude Holdings) to Carlyle FRL, L.P. (Carlyle FRL), an investment fund advised by an affiliate of The Carlyle Group Inc. (Carlyle), and T&D United Capital Co., Ltd. (T&D), a subsidiary of T&D Holdings, Inc., under the terms of a membership interest purchase agreement entered into on November 25, 2019 by and among AIG, Fortitude Holdings, Carlyle FRL, Carlyle, T&D and T&D Holdings, Inc. (the Majority Interest Fortitude Sale). AIG established Fortitude Reinsurance Company Ltd. (Fortitude Re), a wholly owned subsidiary of Fortitude Holdings, in 2018 in a series of reinsurance transactions related to AIG's Legacy Portfolio. As of September 30, 2020, approximately \$30.6 billion of reserves from AIG's Legacy Life and Retirement Run-Off Lines and approximately \$4.1 billion of reserves from AIG's Legacy General Insurance Run-Off Lines, related to business written by multiple wholly-owned AIG subsidiaries, had been ceded to Fortitude Re under these reinsurance transactions. As of closing of the Majority Interest Fortitude Sale, these reinsurance transactions are no longer considered affiliated transactions and Fortitude Re is the reinsurer of the majority of AIG's Legacy Portfolio. As these reinsurance transactions are structured as modified coinsurance and loss portfolio transfers with funds withheld, following the closing of the Majority Interest Fortitude Sale, AIG continues to reflect the invested assets, which consist mostly of available for sale securities, supporting Fortitude Re's obligations, in AIG's financial statements.

AIG sold a 19.9 percent ownership interest in Fortitude Holdings to TC Group Cayman Investments Holdings, L.P. (TCG), an affiliate of Carlyle, in November 2018 (the 2018 Fortitude Sale). As a result of completion of the Majority Interest Fortitude Sale, Carlyle FRL purchased from AIG a 51.6 percent ownership interest in Fortitude Holdings and T&D purchased from AIG a 25 percent ownership interest in Fortitude Holdings; AIG retained a 3.5 percent ownership interest in Fortitude Holdings and one seat on its Board of Managers. The \$2.2 billion of proceeds received by AIG at closing include (i) the \$1.8 billion under the Majority Interest Fortitude Sale, which is subject to a post-closing purchase price adjustment pursuant to which AIG will pay Fortitude Re for certain adverse development in property casualty related reserves, based on an agreed methodology, that may occur on or prior to December 31, 2023, up to a maximum payment of \$500 million; and (ii) a \$383 million purchase price adjustment from Carlyle FRL and T&D, corresponding to their respective portions of a proposed \$500 million non-pro rata distribution from Fortitude Holdings that was not received by AIG prior to the closing.

For further discussion on the sale of Fortitude Holdings see Note 7 to the Condensed Consolidated Financial Statements

AIG'S OPERATING STRUCTURE

Our Core businesses include General Insurance, Life and Retirement and Other Operations. General Insurance consists of two operating segments – North America and International. Life and Retirement consists of four operating segments – Individual Retirement, Group Retirement, Life Insurance and Institutional Markets. Blackboard U.S. Holdings, Inc. (Blackboard), AIG's technology-driven subsidiary, is reported within Other Operations. On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG. At the end of March 2020, Blackboard was placed into run-off. We also report a Legacy Portfolio consisting of our run-off insurance lines and legacy investments that we consider non-core. Effective February 2018, our Bermuda-domiciled composite reinsurer, Fortitude Re was included in our Legacy Portfolio. In November 2019, we announced the Majority Interest Fortitude Sale. On June 2, 2020, we completed the Majority Interest Fortitude Sale. Upon closing of the Majority Interest Fortitude Sale, AIG has a 3.5 percent ownership interest in Fortitude Holdings.

Consistent with how we manage our business, our General Insurance North America operating segment primarily includes insurance businesses in the United States, Canada and Bermuda. Our General Insurance International operating segment includes regional insurance businesses in Japan, the UK, Europe, Asia Pacific, Latin America and Caribbean, Middle East and Africa, and China. General Insurance results are presented before consideration of internal reinsurance agreements.

For further discussion on our business segments see Note 3 to the Condensed Consolidated Financial Statements.

Business Segments

General Insurance

General Insurance is a leading provider of insurance products and services for commercial and personal insurance customers. It includes one of the world's most far-reaching property casualty networks. General Insurance offers a broad range of products to customers through a diversified, multichannel distribution network. Customers value General Insurance's strong capital position, extensive risk management and claims experience and its ability to be a market leader in critical lines of the insurance business.



General Insurance includes the following major operating companies: National Union Fire Insurance Company of Pittsburgh, Pa. (National Union); American Home Assurance Company (American Home); Lexington Insurance Company (Lexington); AIG General Insurance Company, Ltd. (AIG Sonpo); AIG Asia Pacific Insurance, Pte, Ltd.; AIG Europe S.A.; American International Group UK Ltd.; Validus Reinsurance, Ltd. (Validus); Talbot Holdings Ltd. (Talbot); Western World Insurance Group, Inc. and Glatfelter Insurance Group (Glatfelter).

Life and Retirement

Life and Retirement is a unique franchise that brings together a broad portfolio of life insurance, retirement and institutional products offered through an extensive, multichannel distribution network. It holds long-standing, leading market positions in many of the markets it serves in the U.S. With its strong capital position, customer-focused service, breadth of product expertise and deep distribution relationships across multiple channels, Life and Retirement is well positioned to serve growing market needs. On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG.



Life and Retirement includes the following major operating companies: American General Life Insurance Company (AGL); The Variable Annuity Life Insurance Company (VALIC); The United States Life Insurance Company in the City of New York (U.S. Life); Laya Healthcare Limited and AIG Life Limited.

Other Operations

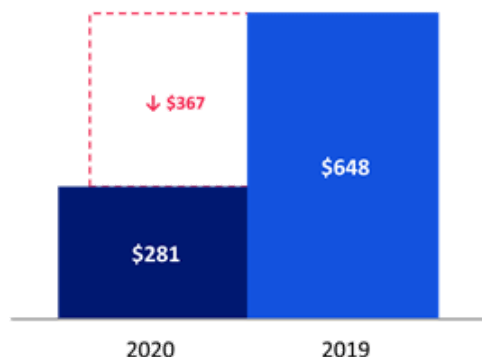
Other Operations consists of businesses and items not attributed to our General Insurance and Life and Retirement segments or our Legacy Portfolio. It includes AIG Parent; Blackboard; deferred tax assets related to tax attributes; corporate expenses and intercompany eliminations. At the end of March 2020, Blackboard was placed into run-off.

Legacy Portfolio

Legacy Portfolio includes Legacy Life and Retirement Run-Off Lines, Legacy General Insurance Run-Off Lines, and Legacy Investments. Effective February 2018, Fortitude Re, our Bermuda-domiciled composite reinsurer, was included in our Legacy Portfolio. On November 25, 2019, we announced an agreement to sell a controlling financial interest in Fortitude Holdings. On June 2, 2020, we completed the sale of a controlling interest in Fortitude Holdings (reducing our interest in Fortitude Holdings to 3.5 percent), and Fortitude Re is only in the Legacy Portfolio through such date.

FINANCIAL PERFORMANCE SUMMARY

Net Income (Loss) Attributable To AIG Common Shareholders Three Months Ended September 30, (in millions)



2020 and 2019 Quarterly Comparison

Net income attributable to AIG Common Shareholders decreased due to:

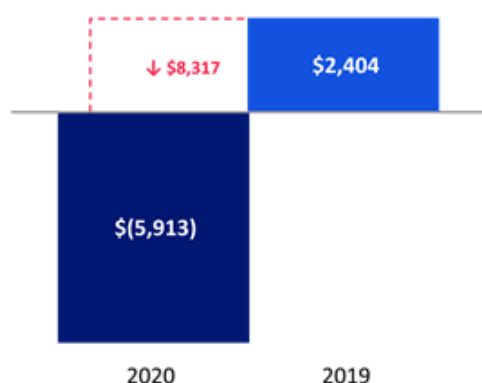
- net realized capital losses in the three-month period ended September 30, 2020 primarily driven by losses on derivatives including the embedded derivative related to the Fortitude Re funds withheld assets compared to net realized capital gains in the same period in the prior year due to derivative gains; and
- higher catastrophe losses due to the impact of COVID-19, hurricanes, wildfires and other events.

This decrease was partially offset by:

- higher investment returns due primarily to higher gains on our alternative investments compared to the same period in the prior year and gains in our fair value option equities portfolio compared to losses in the same period in the prior year;
- lower accident year loss ratio, as adjusted due to underwriting discipline, increased use of reinsurance and a change in business mix;
- a net loss reserve discount benefit in the three-month period ended September 30, 2020 compared to a loss reserve discount charge in the same period in the prior year;
- lower variable annuity DAC/SIA amortization and reserves due to higher equity market performance; and
- the impact of noncontrolling interest attributed to Fortitude Re results as discussed in Consolidated Results of Operations.

For further discussion see Consolidated Results of Operations.

Net Income (Loss) Attributable To AIG Common Shareholders
Nine Months Ended September 30,
(in millions)



2020 and 2019 Year-to-Date Comparison

Net loss attributable to AIG Common Shareholders compared to Net income attributable to AIG Common Shareholders primarily due to:

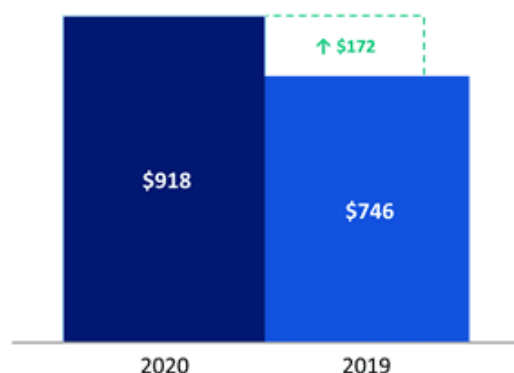
- loss on the closing of the Majority Interest Fortitude Sale;
- lower investment returns due primarily to lower gains on our alternative investments due to volatility in equity markets in the nine-month period ended September 30, 2020, and lower income on our fixed maturity securities for which the fair value option was elected due to a widening of credit spreads in the current period. This compares to the same period in the prior year where we experienced robust gains on our alternative investments, which included income from an initial public offering of a holding in the private equity portfolio, and higher gains on our fixed maturity securities for which the fair value option was elected due to a decrease in rates and narrowing of credit spreads;
- lower net realized capital gains in the nine-month period ended September 30, 2020 compared to the same period in the prior year primarily driven by the loss on the embedded derivative related to the Fortitude Re funds withheld assets;
- higher adverse mortality in Life and Retirement and higher catastrophe losses in General Insurance due to the impact of COVID-19 as well as hurricanes, wildfires and other events; and
- asset impairment charges as a result of Blackboard being placed into run-off.

This decrease was partially offset by:

- lower accident year loss ratio, as adjusted due to underwriting discipline, increased use of reinsurance and a change in business mix;
- lower net loss reserve discount charge; and
- the impact of noncontrolling interest attributed to Fortitude Re results as discussed in Consolidated Results of Operations.

For further discussion see Consolidated Results of Operations.

Adjusted Pre-Tax Income*
Three Months Ended September 30,
(in millions)



2020 and 2019 Quarterly Comparison

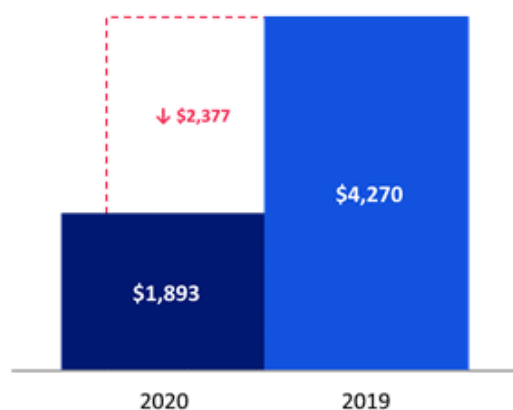
Adjusted pre-tax income increased primarily due to:

- lower accident year loss ratio, as adjusted due to underwriting discipline, increased use of reinsurance and a change in business mix;
- lower variable annuity DAC/SIA amortization and reserves due to higher equity market performance.

This increase was partially offset by:

- lower investment returns due to the sale of Fortitude Re, which more than offset the higher gains in our alternative investments compared to the same period in the prior year; and
- higher catastrophe losses due to the impact of COVID-19, hurricanes, wildfires and other events.

Adjusted Pre-Tax Income*
Nine Months Ended September 30,
(in millions)



2020 and 2019 Year-to-Date Comparison

Adjusted pre-tax income decreased primarily due to:

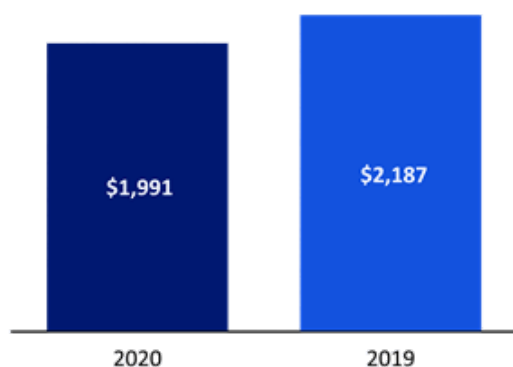
- lower investment returns due to the sale of Fortitude Re, lower gains on our alternative investments due to volatility in equity markets in the nine-month period ended September 30, 2020, and lower income on our fixed maturity securities for which the fair value option was elected due to a widening of credit spreads in the current period. This compares to the same period in the prior year where we experienced strong gains on our alternative investments, which included income from an initial public offering of a holding in the private equity portfolio and higher gains on our fixed maturity securities for which the fair value option was elected due to a decrease in rates and narrowing of credit spreads; and
- higher adverse mortality in Life and Retirement and higher catastrophe losses in General Insurance due to the impact of COVID-19 as well as hurricanes, wildfires and other events.

This decrease was partially offset by:

- lower accident year loss ratio, as adjusted due to underwriting discipline, increased use of reinsurance and a change in business mix.

* Non-GAAP measure – for reconciliation of Non-GAAP to GAAP measures see Consolidated Results of Operations.

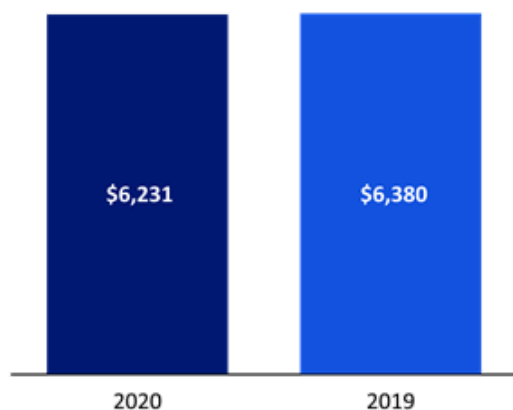
General Operating and Other Expenses
Three Months Ended September 30,
(in millions)



2020 and 2019 Quarterly Comparison

General operating and other expenses decreased primarily due to lower employee related expenses as well as a reduction in travel expenses as a result of the COVID-19 crisis. General operating and other expenses in the three-month periods ended September 30, 2020 and 2019 included approximately \$100 million and \$67 million of pre-tax restructuring and other costs, respectively, which were primarily comprised of employee severance charges and other exit costs related to organizational simplification, operational efficiency, and business rationalization.

General Operating and Other Expenses
Nine Months Ended September 30,
(in millions)

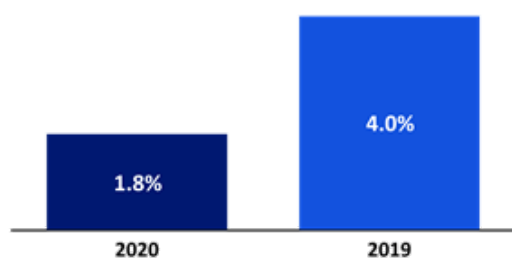


2020 and 2019 Year-to-Date Comparison

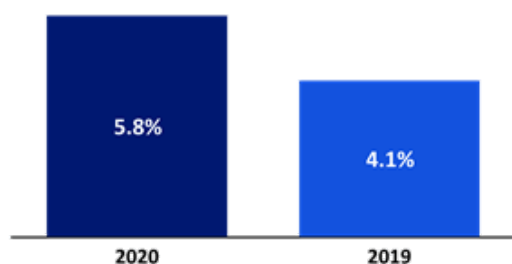
General operating and other expenses decreased primarily due to lower employee related expenses as well as a reduction in travel expenses as a result of the COVID-19 crisis. General operating and other expenses in the nine-month periods ended September 30, 2020 and 2019 included approximately \$324 million and \$174 million of pre-tax restructuring and other costs, respectively, which were primarily comprised of employee severance charges and other exit costs related to organizational simplification, operational efficiency, and business rationalization.

Return on Common Equity

Three Months Ended September 30,

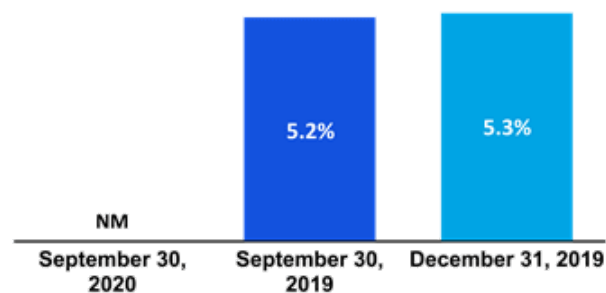
**Adjusted Return on Common Equity***

Three Months Ended September 30,

**Return on Common Equity**

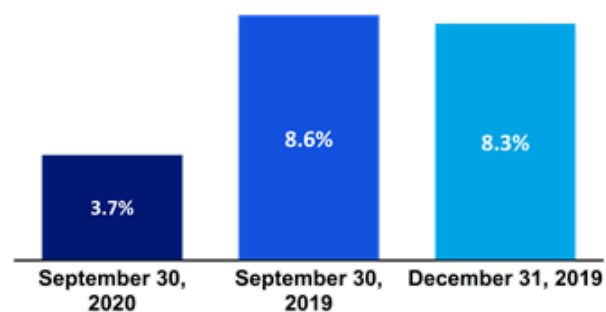
Nine Months Ended

Year Ended

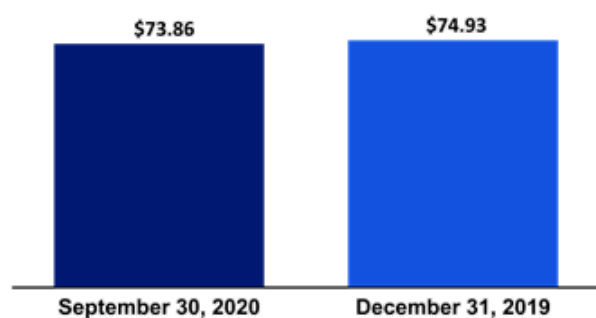
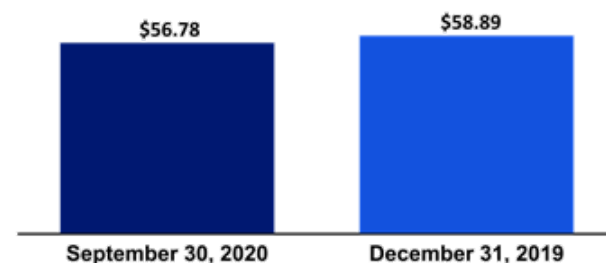
**Adjusted Return on Common Equity***

Nine Months Ended

Year Ended



* Non-GAAP measure – for reconciliation of Non-GAAP to GAAP measures see Consolidated Results of Operations.

Book Value Per Common Share**Adjusted Book Value Per Common Share***

* Non-GAAP measure – for reconciliation of Non-GAAP to GAAP measures see Consolidated Results of Operations.

AIG'S OUTLOOK – INDUSTRY AND ECONOMIC FACTORS

Our business is affected by industry and economic factors such as interest rates, currency exchange rates, credit and equity market conditions, catastrophic claims events, regulation, tax policy, competition, and general economic, market and political conditions. We continued to operate under difficult market conditions in the first nine months of 2020, characterized by factors such as the impact of COVID-19 and the related governmental and societal responses, historically low interest rates, global economic contraction, global trade tensions and the UK's withdrawal from its membership in the European Union (the EU) (commonly referred to as Brexit). Brexit has also affected the U.S. dollar/British pound exchange rate and increased the volatility of exchange rates among the Euro, British pound and the Japanese yen (the Major Currencies), which may continue for some time.

On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG. No decisions have yet been made regarding the structure of the proposed separation. In addition, any separation transaction will be subject to the satisfaction of various conditions and approvals, including approval by the AIG Board of Directors, receipt of insurance and other required regulatory approvals, and satisfaction of any applicable requirements of the SEC. No assurance can be given regarding the form that a separation transaction may take or the specific terms or timing thereof, or that a separation will in fact occur.

For additional information please see Part II, Item 1A. Risk Factors — No assurances can be given that the separation of our Life and Retirement business will occur or as to the specific terms or timing thereof.

Impact of COVID-19

We are continually assessing the impact on our business, operations and investments of COVID-19 and the resulting ongoing and severe economic and societal disruption. Adverse impacts to the global economy resulting from the crisis, including a global economic contraction, disruptions in financial markets, increased market volatility and declines in certain equity and other asset prices have had and may continue to have negative effects on our investments, our access to liquidity, our ability to generate new sales and the costs associated with claims. In addition, in response to the crisis, new governmental, legislative and regulatory actions have been taken and continue to be developed that have resulted and could continue to result in additional restrictions and requirements, or court decisions rendered, relating to or otherwise affecting our policies that may have a negative impact on our business, operations and capital.

General Insurance offers numerous products for which we are monitoring claims activity and assessing adverse impact on future new and renewal business in relation to the COVID-19 crisis. General Insurance had \$790 million and \$1.9 billion of pre-tax catastrophe losses, net of reinsurance, in the three- and nine-month periods ended September 30, 2020, respectively. This included \$185 million and \$915 million of estimated COVID-19 losses primarily related to travel, contingency and Validus Re in the three- and nine-month periods ended September 30, 2020, respectively. The remainder of the catastrophe losses were primarily weather-related. We are continually reassessing our exposures in light of unfolding developments in the U.S. and globally and evaluating coverage by our reinsurance arrangements.

In our Life and Retirement business, the most significant impacts relating to COVID-19 have been the impact of interest rate and equity market levels on spread and fee income, deferred acquisition cost amortization and adverse mortality. We are actively monitoring our claims activity and the potential direct and indirect impacts that COVID-19 may have across our portfolio of Life and Retirement businesses.

We have a diverse investment portfolio with material exposures to various forms of credit risk. Because of the far reaching economic impacts of COVID-19, it is likely that there will be continued impact on the value of the portfolio, however, at this point in time, uncertainty surrounding the duration and severity of the COVID-19 crisis makes the short-term or long-term financial impact difficult to quantify.

For additional information please see Part II, Item 1A. Risk Factors — COVID-19 is adversely affecting, and is expected to continue to adversely affect, our global business, financial condition and results of operations, and its ultimate impact will depend on future developments that are uncertain and cannot be predicted, including the scope, severity and duration of the crisis, and the governmental, legislative and regulatory actions taken and court decisions rendered in response thereto.

Impact of Changes in the Interest Rate Environment

Concerns about global trade and potential weakness in U.S. economic expansion led to declining interest rates in 2019. In the first nine months of 2020, interest rates declined further in response to COVID-19 with key benchmark rates in the U.S. and in many developed markets close to historic lows and, in some international jurisdictions, negative. The low interest rate environment negatively affects sales of interest rate sensitive products in our industry and negatively impacts the profitability of our existing business as we reinvest cash flows from investments, including increased calls and prepayments of fixed maturity securities and mortgage loans, at rates below the average yield of our existing portfolios. The severe market impacts in the first nine months of 2020

have, however, resulted in an increase in credit spreads that partially offset the decrease in benchmark rates. On the other hand, if rates rise, some of these impacts may abate while there may be different impacts, some of which are highlighted below. We actively manage our exposure to the interest rate environment through portfolio selection and asset-liability management, including spread management strategies for our investment-oriented products and economic hedging of interest rate risk from guarantee features in our variable and fixed index annuities.

Additionally, sustained low interest rates may result in higher pension expense due to the impact on discounting of projected benefit cash flows.

Annuity Sales and Surrenders

The sustained low interest rate environment has a significant impact on the annuity industry. Low long-term interest rates put pressure on investment returns, which may negatively affect sales of interest rate sensitive products and reduce future profits on certain existing fixed rate products. However, our disciplined rate setting has helped to mitigate some of the pressure on investment spreads. Rapidly rising interest rates could create the potential for increased sales, but may also drive higher surrenders. Fixed annuities have surrender charge periods, generally in the three-to-five year range, which may help mitigate increased early surrenders in a rising rate environment. In addition, older contracts that have higher minimum interest rates and continue to be attractive to the contract holders have driven better than expected persistency in fixed annuities, although the reserves for such contracts have continued to decrease over time in amount and as a percentage of the total annuity portfolio. We closely monitor surrenders of fixed annuities as contracts with lower minimum interest rates come out of the surrender charge period. Low interest rates have also reduced growth in our fixed index annuity products, which provide additional interest crediting, tied to favorable performance in certain equity market indices and the availability of guaranteed living benefits. Changes in interest rates significantly impact the valuation of our liabilities for annuities with guaranteed income features and the value of the related hedging portfolio.

Reinvestment and Spread Management

We actively monitor fixed income markets, including the level of interest rates, credit spreads and the shape of the yield curve. We also frequently review our interest rate assumptions and actively manage the crediting rates used for new and in-force business. Business strategies continue to evolve to maintain profitability of the overall business in light of the interest rate environment. A low interest rate environment puts margin pressure on pricing of new business and on existing products, due to the challenge of investing new money or recurring premiums and deposits, and reinvesting investment portfolio cash flows, in the low interest rate environment. In addition, there is investment risk associated with future premium receipts from certain in-force business. Specifically, the investment of these future premium receipts may be at a yield below that required to meet future policy liabilities.

The contractual provisions for renewal of crediting rates and guaranteed minimum crediting rates included in products may reduce spreads in a sustained low interest rate environment and thus reduce future profitability. Although this interest rate risk is partially mitigated through the asset-liability management process, product design elements and crediting rate strategies, a sustained low interest rate environment may negatively affect future profitability.

For additional information on our investment and asset-liability management strategies see Investments.

For investment-oriented products in our Individual Retirement, Group Retirement, Life Insurance and Institutional Markets businesses, our spread management strategies include disciplined pricing and product design for new business, modifying or limiting the sale of products that do not achieve targeted spreads, using asset-liability management to match assets to liabilities to the extent practicable, and actively managing crediting rates to help mitigate some of the pressure on investment spreads. Renewal crediting rate management is done under contractual provisions that were designed to allow crediting rates to be reset at pre-established intervals in accordance with state and federal laws and subject to minimum crediting rate guarantees. We will continue to adjust crediting rates on in-force business to mitigate the pressure on spreads from declining base yields, but our ability to lower crediting rates may be limited by the competitive environment, contractual minimum crediting rates, and provisions that allow rates to be reset only at pre-established intervals. As and when interest rates begin to rise again, we may need to raise crediting rates on in-force business for competitive and other reasons potentially reducing the impact of investing in a higher interest rate environment.

Of the aggregate fixed account values of our Individual Retirement and Group Retirement annuity products, 67 percent were crediting at the contractual minimum guaranteed interest rate at September 30, 2020. The percentage of fixed account values of our annuity products that are currently crediting at rates above one percent was 60 percent and 61 percent at September 30, 2020 and December 31, 2019, respectively. These businesses continue to focus on pricing discipline and strategies to manage the minimum guaranteed interest crediting rates offered on new sales in the context of regulatory requirements and competitive positioning. In the core universal life business in our Life Insurance business, 65 percent of the account values were crediting at the contractual minimum guaranteed interest rate at September 30, 2020.

The following table presents fixed annuity and universal life account values of our Individual Retirement, Group Retirement and Life Insurance operating segments by contractual minimum guaranteed interest rate and current crediting rates:

September 30, 2020 Contractual Minimum Guaranteed Interest Rate (in millions)	Current Crediting Rates				Total
	At Contractual Minimum Guarantee	1-50 Basis Points Above Minimum Guarantee	More than 50 Basis Points Above Minimum Guarantee		
Individual Retirement*					
<=1%	\$ 7,888	\$ 1,903	\$ 19,329	\$	29,120
> 1% - 2%	5,108	50	1,716		6,874
> 2% - 3%	11,193	7	19		11,219
> 3% - 4%	8,716	41	6		8,763
> 4% - 5%	499	-	4		503
> 5% - 5.5%	34	-	5		39
Total Individual Retirement	\$ 33,438	\$ 2,001	\$ 21,079	\$	56,518
Group Retirement*					
1%	\$ 1,795	\$ 2,938	\$ 4,489	\$	9,222
> 1% - 2%	5,934	638	262		6,834
> 2% - 3%	14,817	-	-		14,817
> 3% - 4%	773	-	-		773
> 4% - 5%	7,078	-	-		7,078
> 5% - 5.5%	170	-	-		170
Total Group Retirement	\$ 30,567	\$ 3,576	\$ 4,751	\$	38,894
Universal life insurance					
1%	\$ -	\$ -	\$ -	\$	-
> 1% - 2%	98	25	364		487
> 2% - 3%	264	540	1,111		1,915
> 3% - 4%	1,487	387	-		1,874
> 4% - 5%	2,891	237	-		3,128
> 5% - 5.5%	246	-	-		246
Total universal life insurance	\$ 4,986	\$ 1,189	\$ 1,475	\$	7,650
Total	\$ 68,991	\$ 6,766	\$ 27,305	\$	103,062
Percentage of total	67 %	7 %	26 %		100 %

* Individual Retirement and Group Retirement amounts shown include fixed options within variable annuity products.

General Insurance

The impact of low interest rates on our General Insurance segment is primarily on our long-tail Casualty line of business. We currently expect limited impacts on our existing long-tail Casualty business as the duration of our assets is slightly longer than that of our liabilities. Sustained low interest rates would potentially impact new and renewal business for the long-tail Casualty line as we may not be able to adjust our future pricing consistent with our profitability objectives to fully offset the impact of investing at lower rates. However, we will continue to maintain pricing discipline and risk selection.

In addition, for our General Insurance segment and General Insurance Run-Off Lines reported within the Legacy Portfolio, sustained low interest rates may unfavorably affect the net loss reserve discount for workers' compensation, and to a lesser extent could favorably impact assumptions about future medical costs, the combined net effect of which could result in higher net loss reserves.

Standard of Care Developments

In our Life and Retirement business, we and our distributors are subject to laws and regulations regarding the standard of care applicable to sales of our products and the provision of advice to our customers. In recent years, many of these laws and regulations have been revised or reexamined while others have been newly adopted. We continue to closely follow these legislative and regulatory activities. *For additional information regarding these legislative and regulatory activities, see Regulatory Environment – Overview – Standard of Care Developments.* Changes in standard of care requirements or new standards issued by governmental authorities, such as the Department of Labor, the SEC, the National Association of Insurance Commissioners (NAIC) or state regulators and/or legislators, may affect our businesses, results of operations and financial condition. While we cannot predict the long-term impact of these legislative and regulatory developments on our Life and Retirement businesses, we believe our diverse product offerings and distribution relationships position us to compete effectively in this evolving marketplace.

SECURE Act

On December 20, 2019 the Setting Every Community Up for Retirement Enhancement (SECURE) Act was signed into law as part of larger federal appropriations legislation. The SECURE Act includes many provisions affecting qualified contracts, some of which became effective upon enactment on January 1, 2020 or later, and some of which were retroactively effective. Some of the SECURE Act provisions that became effective on January 1, 2020, include, without limitation: an increase in the age at which required minimum distributions generally must commence, to age 72, from the previous age of 70 ½; new limitations on the period for beneficiary distributions following the death of the plan participant or individual retirement account (IRA) owner; elimination of the age 70 ½ restriction on IRA contributions (combined with an offset to the amount of eligible qualified charitable distributions by the amount of post-70 ½ IRA contributions); a new exception to the 10 percent additional tax on early distributions for the birth or adoption of a child, which also became an allowable plan distribution event; and, reduction of the earliest permissible age for in-service distributions from pension plans and certain Section 457 plans to 59 ½. Some of the changes in law made by the SECURE Act are complex and require further regulatory definition and guidance, some of which may be finalized in 2020. At this time, we cannot predict what, or the extent of, impact the provisions of the SECURE Act will ultimately have on our Life and Retirement businesses.

CARES Act

On March 27, 2020, the U.S. enacted the Coronavirus Aid, Relief, and Economic Security (CARES) Act to mitigate the economic impacts of the COVID-19 emergency. This legislation contains multiple provisions, including some that provide greater access to assets held in tax-qualified retirement plans and IRAs for qualifying individuals, which have relevance to the products and services offered by Individual Retirement and Group Retirement. The relief provided in the CARES Act includes, among others, temporary liberalization of access to distributions and loans, and loan repayment suspension, for eligible individuals in many defined contribution retirement plans; a waiver of the 10% additional tax on qualifying distributions which otherwise applies to early distributions (generally, prior to age 59 ½) from retirement plans and IRAs; and a temporary waiver of required minimum distributions due to be taken in 2020 from retirement plans and IRAs. We have implemented an array of forms, processes and procedures to assist in making these provisions available to plan sponsors, plan participants and IRA owners.

Impact of Currency Volatility

Currency volatility remains acute. Such volatility affected line item components of income for those businesses with substantial international operations. In particular, growth trends in net premiums written reported in U.S. dollars can differ significantly from those measured in original currencies. The net effect on underwriting results, however, is significantly mitigated, as both revenues and expenses are similarly affected.

These currencies may continue to fluctuate, in either direction, especially as a result of the UK's exit from the EU, and such fluctuations will affect net premiums written growth trends reported in U.S. dollars, as well as financial statement line item comparability.

General Insurance businesses are transacted in most major foreign currencies. The following table presents the average of the quarterly weighted average exchange rates of the Major Currencies, which have the most significant impact on our businesses:

Rate for 1 USD Currency:	Three Months Ended September 30,		Percentage Change	Nine Months Ended September 30,		Percentage Change
	2020	2019		2020	2019	
GBP	0.78	0.80	(2)%	0.79	0.78	1 %
EUR	0.87	0.89	(2)%	0.90	0.89	1 %
JPY	106.80	107.53	(1)%	107.94	109.67	(2)%

Unless otherwise noted, references to the effects of foreign exchange in the General Insurance discussion of results of operations are with respect to movements in the Major Currencies included in the preceding table.

Other Industry Developments

On September 7, 2017, the UK Ministry of Justice announced a proposal to increase the Ogden rate from negative 0.75 percent to between zero and one percent. Following this announcement, on December 20, 2018 the UK Parliament passed the Civil Liability Act 2018 which implements a new framework for determining the Ogden rate and requires the UK Ministry of Justice to start a review of the Ogden rate within 90 days of its commencement and review periodically thereafter. The Ministry of Justice concluded a public call for evidence on January 30, 2019 prior to beginning its first review. On July 15, 2019, the UK Ministry of Justice announced a change in the Ogden rate from negative 0.75 percent to negative 0.25 percent with an effective date of August 5, 2019.

Consolidated Results of Operations

The following section provides a comparative discussion of our Consolidated Results of Operations on a reported basis for the three- and nine-month periods ended September 30, 2020 and 2019. Factors that relate primarily to a specific business are discussed in more detail within the business segment operations section.

For a discussion of the Critical Accounting Estimates that affect our results of operations see the Critical Accounting Estimates section of this MD&A and Part II, Item 7. MD&A — Critical Accounting Estimates in the 2019 Annual Report.

The following table presents our consolidated results of operations and other key financial metrics:

(in millions)	Three Months Ended September 30,		Percentage Change	Nine Months Ended September 30,		Percentage Change
	2020	2019		2020	2019	
Revenues:						
Premiums	\$ 6,677	\$ 7,617	(12)%	\$ 21,527	\$ 23,117	(7)%
Policy fees	648	733	(12)	2,152	2,237	(4)
Net investment income	3,800	3,408	12	9,674	11,032	(12)
Net realized capital gains (losses)	(1,122)	929	NM	65	887	(93)
Other income	218	227	(4)	642	658	(2)
Total revenues	10,221	12,914	(21)	34,060	37,931	(10)
Benefits, losses and expenses:						
Policyholder benefits and losses incurred	5,872	6,892	(15)	18,718	19,373	(3)
Interest credited to policyholder account balances	882	966	(9)	2,757	2,873	(4)
Amortization of deferred policy acquisition costs	707	1,252	(44)	3,323	3,980	(17)
General operating and other expenses	1,991	2,187	(9)	6,231	6,380	(2)
Interest expense	379	348	9	1,099	1,057	4
(Gain) loss on extinguishment of debt	(2)	-	NM	15	13	15
Net loss on sale or disposal of divested businesses	24	9	167	8,652	4	NM
Total benefits, losses and expenses	9,853	11,654	(15)	40,795	33,680	21
Income (loss) from continuing operations before income tax expense (benefit)	368	1,260	(71)	(6,735)	4,251	NM
Income tax expense (benefit)	74	287	(74)	(918)	950	NM
Income (loss) from continuing operations	294	973	(70)	(5,817)	3,301	NM
Income (loss) from discontinued operations, net of income taxes	5	-	NM	4	(1)	NM
Net income (loss)	299	973	(69)	(5,813)	3,300	NM
Less: Net income attributable to noncontrolling interests	11	317	(97)	78	881	(91)
Net income (loss) attributable to AIG	288	656	(56)	(5,891)	2,419	NM
Less: Dividends on preferred stock	7	8	(13)	22	15	47
Net income (loss) attributable to AIG common shareholders	\$ 281	\$ 648	(57)%	\$ (5,913)	\$ 2,404	NM%

	September 30, 2020	December 31, 2019
<i>(in millions, except per common share data)</i>		
Balance sheet data:		
Total assets	\$ 577,230	\$ 525,064
Long-term debt and debt of consolidated investment entities	38,237	35,350
Total AIG shareholders' equity	64,108	65,675
Book value per common share	73.86	74.93
Book value per common share, excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets	66.21	69.20
Adjusted book value per common share	56.78	58.89

The following table presents a reconciliation of Book value per common share to Book value per common share, excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets and Book value per common share, excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets and DTA (Adjusted book value per common share), which are non-GAAP measures. For additional information see Use of Non-GAAP Measures.

	September 30, 2020	December 31, 2019
<i>(in millions, except per common share data)</i>		
Total AIG shareholders' equity	\$ 64,108	\$ 65,675
Preferred equity	485	485
Total AIG common shareholders' equity	63,623	65,190
Less: Accumulated other comprehensive income	10,978	4,982
Add: Cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets	4,392	-
Total AIG common shareholders' equity, excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets	57,037	60,208
Deferred tax assets	8,123	8,977
Adjusted common shareholders' equity	\$ 48,914	\$ 51,231
Total common shares outstanding	861,448,575	869,999,031
Book value per common share	\$ 73.86	\$ 74.93
Book value per common share, excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets	66.21	69.20
Adjusted book value per common share	56.78	58.89

The following table presents a reconciliation of Return on common equity to Adjusted return on common equity, which is a non-GAAP measure. For additional information see Use of Non-GAAP Measures.

	Three Months Ended September 30,		Nine Months Ended September 30,		Year Ended December 31,
	2020	2019	2020	2019	2019
<i>(dollars in millions)</i>					
Actual or annualized net income (loss) attributable to AIG common shareholders	\$ 1,124	\$ 2,592	\$ (7,884)	\$ 3,205	\$ 3,326
Actual or annualized adjusted after-tax income attributable to AIG common shareholders	2,836	2,020	1,839	4,220	4,084
Average AIG common shareholders' equity	\$ 62,686	\$ 64,586	\$ 62,563	\$ 61,459	\$ 62,205
Less: Average AOCI	10,074	5,303	6,034	2,831	3,261
Add: Average cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets	4,304	-	2,152	-	-
Average AIG common shareholders' equity, excluding average AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets	56,916	59,283	58,681	58,628	58,944
Average DTA	8,383	9,485	8,570	9,762	9,605
Average adjusted AIG common shareholders' equity	\$ 48,533	\$ 49,798	\$ 50,111	\$ 48,866	\$ 49,339
Return on common equity	1.8 %	4.0 %	NM	5.2 %	5.3 %
Adjusted return on common equity	5.8 %	4.1 %	3.7 %	8.6 %	8.3 %

The following table presents a reconciliation of pre-tax income/net income (loss) attributable to AIG to adjusted pre-tax income/adjusted after-tax income attributable to AIG:

Three Months Ended September 30,	2020				2019			
	Pre-tax	Total Tax (Benefit) Charge	Non-controlling Interests ^(c)	After Tax	Pre-tax	Total Tax (Benefit) Charge	Non-controlling Interests ^(c)	After Tax
<i>(in millions, except per common share data)</i>								
Pre-tax income/net income, including noncontrolling interests	\$ 368	\$ 74	\$ -	\$ 299	\$ 1,260	\$ 287	\$ -	\$ 973
Noncontrolling interests			(11)	(11)			(317)	(317)
Pre-tax income/net income attributable to AIG	\$ 368	\$ 74	(11)	\$ 288	\$ 1,260	\$ 287	(317)	\$ 656
Dividends on preferred stock				7				8
Net income attributable to AIG common shareholders				\$ 281				\$ 648
Changes in uncertain tax positions and other tax adjustments		7	-	(7)		(8)	-	8
Deferred income tax valuation allowance releases ^(a)		8	-	(8)		9	-	(9)
Changes in fair value of securities used to hedge guaranteed living benefits	(15)	(3)	-	(12)	(12)	(2)	-	(10)
Changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains (losses)	(78)	(17)	-	(61)	65	13	-	52
Changes in the fair value of equity securities	(119)	(25)	-	(94)	51	11	-	40
(Gain) loss on extinguishment of debt	(2)	(1)	-	(1)	-	-	-	-
Net investment income on Fortitude Re funds withheld assets	(458)	(96)	-	(362)	-	-	-	-
Net realized capital (gains) losses on Fortitude Re funds withheld assets	(32)	(7)	-	(25)	-	-	-	-
Net realized capital (gains) losses on Fortitude Re funds withheld embedded derivative	656	137	-	519	-	-	-	-
Net realized capital (gains) losses ^(b)	514	90	-	424	(881)	(176)	-	(705)
Income from discontinued operations				(5)				-
Loss from divested businesses	24	14	-	10	9	2	-	7
Non-operating litigation reserves and settlements	1	-	-	1	5	1	-	4
Favorable prior year development and related amortization								
changes ceded under retroactive reinsurance agreements	(30)	(6)	-	(24)	(59)	(13)	-	(46)
Net loss reserve discount (benefit) charge	(31)	(6)	-	(25)	235	50	-	185
Integration and transaction costs associated with acquired businesses	1	1	-	-	3	-	-	3
Restructuring and other costs	100	21	-	79	67	14	-	53
Non-recurring costs related to regulatory or accounting changes	19	4	-	15	3	1	-	2
Noncontrolling interests primarily related to net realized capital gains (losses) of Fortitude Holdings' standalone results ^(c)			4	4	-	-	273	273
Adjusted pre-tax income/Adjusted after-tax income attributable to AIG common shareholders	\$ 918	\$ 195	(7)	\$ 709	\$ 746	\$ 189	(44)	\$ 505
Weighted average diluted shares outstanding				873.1				895.8
Income per common share attributable to AIG common shareholders (diluted)				\$ 0.32				\$ 0.72
Adjusted after-tax income per common share attributable to AIG common shareholders (diluted)				\$ 0.81				\$ 0.56

Nine Months Ended September 30,		2020				2019			
		Pre-tax	Total Tax (Benefit) Charge	Non-controlling Interests ^(c)	After Tax	Pre-tax	Total Tax (Benefit) Charge	Non-controlling Interests ^(c)	After Tax
<i>(in millions, except per common share data)</i>									
Pre-tax income (loss)/net income (loss), including noncontrolling interests	\$	(6,735)	\$ (918)	\$ -	\$ (5,813)	\$ 4,251	\$ 950	\$ -	\$ 3,300
Noncontrolling interests				(78)	(78)			(881)	(881)
Pre-tax income (loss)/net income (loss) attributable to AIG	\$	(6,735)	\$ (918)	\$ (78)	\$ (5,891)	\$ 4,251	\$ 950	\$ (881)	\$ 2,419
Dividends on preferred stock					22				15
Net income (loss) attributable to AIG common shareholders					\$ (5,913)				\$ 2,404
Changes in uncertain tax positions and other tax adjustments ^(d)			(204)	-	204		(23)	-	23
Deferred income tax valuation allowance (releases) charges ^(a)			(92)	-	92		40	-	(40)
Changes in fair value of securities used to hedge guaranteed living benefits		(24)	(5)	-	(19)	(183)	(38)	-	(145)
Changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains (losses)		205	43	-	162	39	8	-	31
Changes in the fair value of equity securities		16	3	-	13	(6)	(1)	-	(5)
(Gain) loss on extinguishment of debt		15	3	-	12	13	3	-	10
Net investment income on Fortitude Re funds withheld assets ^(e)		(574)	(120)	-	(454)	-	-	-	-
Net realized capital (gains) losses on Fortitude Re funds withheld assets ^(e)		(128)	(27)	-	(101)	-	-	-	-
Net realized capital (gains) losses on Fortitude Re funds withheld embedded derivative ^(e)		1,493	313	-	1,180	-	-	-	-
Net realized capital gains ^(b)		(1,369)	(308)	-	(1,061)	(758)	(153)	-	(605)
(Income) loss from discontinued operations					(4)				1
Loss from divested businesses		8,652	1,716	-	6,936	4	1	-	3
Non-operating litigation reserves and settlements		(5)	(1)	-	(4)	6	1	-	5
Favorable prior year development and related amortization changes ceded under retroactive reinsurance agreements		(71)	(15)	-	(56)	(211)	(45)	-	(166)
Net loss reserve discount charge		41	9	-	32	920	194	-	726
Integration and transaction costs associated with acquired businesses		7	2	-	5	16	3	-	13
Restructuring and other costs		324	68	-	256	174	37	-	137
Non-recurring costs related to regulatory or accounting changes		46	10	-	36	5	1	-	4
Noncontrolling interests primarily related to net realized capital gains (losses) of Fortitude Holdings' standalone results ^(c)				63	63			769	769
Adjusted pre-tax income/Adjusted after-tax income attributable to AIG common shareholders	\$	1,893	\$ 477	\$ (15)	\$ 1,379	\$ 4,270	\$ 978	\$ (112)	\$ 3,165
Weighted average diluted shares outstanding^(f)					869.6				887.2
Income (loss) per common share attributable to AIG common shareholders (diluted)^(f)					\$ (6.80)				\$ 2.71
Adjusted after-tax income per common share attributable to AIG common shareholders (diluted)^(f)					\$ 1.58				\$ 3.57

(a) Nine months ended September 30, 2020 includes valuation allowance established against a portion of foreign tax credit and net operating loss carryforwards of AIG's U.S. federal consolidated income tax group, as well as net valuation allowance release in certain foreign jurisdictions for the three- and nine-months ended September 30, 2020.

(b) Includes all net realized capital gains and losses except earned income (periodic settlements and changes in settlement accruals) on derivative instruments used for non-qualifying (economic) hedging or for asset replication and net realized gains and losses on Fortitude Re funds withheld assets.

(c) Prior to June 2, 2020, noncontrolling interests was primarily due to the 19.9 percent investment in Fortitude Holdings by an affiliate of Carlyle, which occurred in the fourth quarter of 2018. Carlyle was allocated 19.9 percent of Fortitude Holdings' standalone financial results through the June 2, 2020 closing date of the Majority Interest Fortitude Sale. Fortitude Holdings' results were mostly eliminated in AIG's consolidated income from continuing operations given that its results arose from intercompany transactions. Noncontrolling interests was calculated based on the standalone financial results of Fortitude Holdings. The most significant component of Fortitude Holdings' standalone results was the change in fair value of the embedded derivatives which changes with movements in interest rates and credit spreads, and which was recorded in net realized capital gains and losses of Fortitude Holdings. In accordance with AIG's adjusted after-tax income definition, realized capital gains and losses are excluded from noncontrolling interests. Subsequent to the Majority Interest Fortitude Sale, AIG owns 3.5 percent of Fortitude Holdings and no longer consolidates Fortitude Holdings in its financial statements as of such date. The minority interest in Fortitude Holdings is carried at cost within AIG's Other invested assets, which was \$100 million as of September 30, 2020.

Fortitude Holdings' summarized financial information (standalone results), prior to the Majority Interest Fortitude Sale is presented below:

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2020		2019		2020		2019	
	Fortitude Holdings	AIG Noncontrolling Interest	Fortitude Holdings	AIG Noncontrolling Interest	Fortitude Holdings	AIG Noncontrolling Interest	Fortitude Holdings	AIG Noncontrolling Interest
<i>(in millions)</i>								
Revenues	\$ -	\$ -	\$ 617	\$ 123	\$ 653	\$ 130	\$ 1,788	\$ 356
Expenses	-	-	559	111	702	140	1,480	294
Adjusted pre-tax income (loss)	-	-	58	12	(49)	(10)	308	62
Taxes (benefit) expense	-	-	12	2	(10)	(2)	64	13
Adjusted after-tax income (loss)	-	-	46	10	(39)	(8)	244	49
Net realized capital gains and other charges	-	-	1,744	347	383	77	4,916	978
Taxes on realized capital gains and other charges	-	-	367	74	81	16	1,033	207
Net realized capital gains and other charges - after-tax	-	-	1,377	273	302	61	3,883	771
Net income	\$ -	\$ -	\$ 1,423	\$ 283	\$ 263	\$ 53	\$ 4,127	\$ 820

(d) Nine months ended September 30, 2020 includes the write-down of net operating loss deferred tax assets in certain foreign jurisdictions, which is offset by valuation allowance release.

(e) Represents activity subsequent to the deconsolidation of Fortitude Re on June 2, 2020.

(f) For the nine-month period ended September 30, 2020, because we reported a net loss attributable to AIG common shareholders, all common stock equivalents are anti-dilutive and are therefore excluded from the calculation of diluted shares and diluted per share amounts. However, because we reported adjusted after-tax income attributable to AIG common shareholders, the calculation of adjusted after-tax income per diluted share attributable to AIG common shareholders includes 4,432,369 dilutive shares for the nine-month period ended September 30, 2020.

QUARTERLY PRE-TAX INCOME COMPARISON FOR 2020 AND 2019

Pre-tax income decreased in the three-month period ended September 30, 2020 compared to the same period in 2019 primarily due to:

- net realized capital losses in the three-month period ended September 30, 2020 compared to net realized capital gains in the same period in the prior year due to;
 - Life and Retirement guaranteed living benefits, net of hedges, which reflected net realized capital losses in the three-month period ended September 30, 2020 compared to net realized capital gains in the same period in the prior year, primarily due to changes in the movement in the non-performance or “own credit” risk adjustment (NPA), which is not hedged as part of our economic hedging program (see *Insurance Reserves – Life and Annuity Reserves and DAC – Variable Annuity Guaranteed Benefits and Hedging Results*);
 - net realized capital losses in the three-month period ended September 30, 2020 on foreign exchange hedges compared to net realized capital gains in the same period in the prior year due to the U.S. dollar depreciating against the euro and British pound; and
 - fair value loss on embedded derivative related to the Fortitude Re funds withheld assets.
- higher catastrophe losses due to the impact of COVID-19, hurricanes, wildfires and other events.

This decrease was partially offset by:

- higher investment returns due primarily to higher gains on our alternative investments compared to the same period in the prior year and gains in our fair value option equities portfolio compared to losses in the same period in the prior year;
- lower accident year loss ratio, as adjusted due to underwriting discipline, increased use of reinsurance and a change in business mix;
- a net loss reserve discount benefit in the three-month period ended September 30, 2020 compared to a loss reserve discount charge in the same period in the prior year; and
- lower variable annuity DAC/SIA amortization and reserves due to higher equity market performance.

YEAR-TO-DATE PRE-TAX INCOME COMPARISON FOR 2020 AND 2019

We recorded a pre-tax loss in the nine-month period ended September 30, 2020 compared to pre-tax income in the same period in 2019 primarily due to:

- an \$8.4 billion loss on the closing of the Majority Interest Fortitude Sale;
- lower investment returns due primarily to lower gains on our alternative investments due to volatility in equity markets in the nine-month period ended September 30, 2020, and lower income on our fixed maturity securities for which the fair value option was elected due to a widening of credit spreads in the current period. This compares to the same period in the prior year where we experienced robust gains on our alternative investments, which included income from an initial public offering of a holding in the private equity portfolio, and higher gains on our fixed maturity securities for which the fair value option was elected due to a decrease in rates and narrowing of credit spreads;
- lower net realized capital gains in the nine-month period ended September 30, 2020 compared to the same period in the prior year due to:
 - Life and Retirement guaranteed living benefits, net of hedges, which reflected higher net realized capital gains in the nine-month period ended September 30, 2020 compared to the same period in the prior year, primarily due to changes in the movement in the NPA, which is not hedged as part of our economic hedging program (see *Insurance Reserves – Life and Annuity Reserves and DAC – Variable Annuity Guaranteed Benefits and Hedging Results*);
 - fair value loss on embedded derivative related to the Fortitude Re funds withheld assets;
 - lower net realized capital gains in the nine-month period ended September 30, 2020 on foreign exchange hedges compared to the same period in the prior year due to the U.S. dollar appreciating against the British pound.
- higher adverse mortality in Life and Retirement and higher catastrophe losses in General Insurance due to the impact of COVID-19 as well as hurricanes, wildfires and other events; and
- asset impairment charges as a result of Blackboard being placed into run-off.

This decrease was partially offset by:

- lower accident year loss ratio, as adjusted due to underwriting discipline, increased use of reinsurance and a change in business mix; and
- lower net loss reserve discount charge.

RECENT U.S. TAX LAW CHANGES

On December 22, 2017, the U.S. enacted Public Law 115-97, known informally as the Tax Act. The Tax Act includes provisions for Global Intangible Low-Taxed Income (GILTI) under which taxes are imposed on the excess of a deemed return on tangible assets of certain foreign subsidiaries and for Base Erosion and Anti-Abuse Tax (BEAT) under which taxes are imposed on certain base eroding payments to affiliated foreign companies. While the U.S. tax authorities issued formal guidance, including recently issued proposed and final regulations for BEAT and other provisions of the Tax Act, there are still certain aspects of the Tax Act that remain unclear and subject to substantial uncertainties. Additional guidance is expected in future periods. Such guidance may result in changes to the interpretations and assumptions we made and actions we may take, which may impact amounts recorded with respect to international provisions of the Tax Act, possibly materially. Consistent with accounting guidance, we treat BEAT as a period tax charge in the period the tax is incurred and have made an accounting policy election to treat GILTI taxes in a similar manner.

On March 27, 2020, the U.S. enacted the CARES Act to mitigate the economic impacts of the COVID-19 crisis. The tax provisions of the CARES Act have not had and are currently not expected to have a material impact on AIG's U.S. federal tax liabilities.

Repatriation Assumptions

For 2020, we consider our foreign earnings with respect to certain operations in Canada, South Africa, the Far East, Latin America, Bermuda as well as the European, Asia Pacific and Middle East regions to be indefinitely reinvested. These earnings relate to ongoing operations and have been reinvested in active business operations. Deferred taxes, if necessary, have been provided on earnings of non-U.S. affiliates whose earnings are not indefinitely reinvested. Given the uncertainties around the impact from the COVID-19 crisis, including the significant global economic slowdown and general market decline, we continue to monitor and review the impact on our reinvestment considerations, including regulatory oversight in the relevant jurisdictions.

INTERIM TAX CALCULATION METHOD

We use the estimated annual effective tax rate method in computing our interim tax provision. Certain items, including those deemed to be unusual, infrequent or that cannot be reliably estimated, are excluded from the estimated annual effective tax rate. In these cases, the actual tax expense or benefit is reported in the same period as the related item. Certain tax effects are also not reflected in the estimated annual effective tax rate, primarily certain changes in the realizability of deferred tax assets and uncertain tax positions and are recorded in the period in which the change occurs. While certain impacts of the Tax Act are included in our annual effective tax rate, we continue to refine our calculations as additional information becomes available, which may result in changes to the estimated annual effective tax rate. As of September 30, 2020, the annual effective tax rate includes the tax effects of actual and projected COVID-19 related losses and market developments. The tax effects of the Majority Interest Fortitude Sale were excluded from the estimated annual effective tax rate and reported in the second quarter interim period.

INCOME TAX EXPENSE ANALYSIS

For the three-month period ended September 30, 2020, the effective tax rate on income from continuing operations was 20.1 percent. The effective tax rate on income from continuing operations differs from the statutory tax rate of 21 percent primarily due to the effect of foreign operations, accrual of interest associated with IRS and other tax authority matters, state and local income taxes, and non-deductible transfer pricing charges, partially offset by tax benefits associated with tax exempt income, and reclassifications from accumulated other comprehensive income to income from continuing operations related to the disposal of available for sale securities. The effect of foreign operations is primarily related to income in our foreign operations taxed at statutory tax rates higher than 21 percent, other foreign taxes, and foreign income subject to U.S. taxation.

For the nine-month period ended September 30, 2020, the effective tax rate on loss from continuing operations was 13.6 percent. The effective tax rate on loss from continuing operations differs from the statutory tax rate of 21 percent primarily due to tax effects of the Majority Interest Fortitude Sale, tax charges associated with the establishment of U.S. federal valuation allowance related to certain tax attribute carryforwards, accrual of interest associated with IRS and other tax authority matters, the effect of foreign operations, excess tax charges related to share based compensation payments recorded through the income statement, state and local income taxes, and non-deductible transfer pricing charges, partially offset by tax benefits associated with tax exempt income, and reclassifications from accumulated other comprehensive income to income from continuing operations related to the disposal of available for sale securities. The effect of foreign operations is primarily related to income in our foreign operations taxed at statutory tax rates higher than 21 percent, other foreign taxes, and foreign income subject to U.S. taxation.

For the three-month period ended September 30, 2019, the effective tax rate on income from continuing operations was 22.8 percent. The effective tax rate on income from continuing operations differs from the statutory tax rate of 21 percent primarily due to tax charges associated with the effect of foreign operations, changes in reserves for uncertain tax positions, a net tax charge due to the accrual of interest associated with IRS and other tax authority matters, state and local income taxes, and non-deductible transfer pricing charges, partially offset by tax benefits associated with tax exempt income, reclassifications from accumulated other comprehensive income to income from continuing operations related to the disposal of available for sale securities, and valuation allowance activity related to certain foreign subsidiaries. The effect of foreign operations is primarily related to income in our foreign operations taxed at statutory tax rates higher than 21 percent, other foreign taxes, and foreign income subject to U.S. taxation.

For the nine-month period ended September 30, 2019, the effective tax rate on income from continuing operations was 22.3 percent. The effective tax rate on income from continuing operations differs from the statutory tax rate of 21 percent primarily due to tax charges associated with the accrual of interest associated with IRS and other tax authority matters, the effect of foreign operations, changes in reserves for uncertain tax positions, state and local income taxes, excess tax charges related to share based compensation payments recorded through the income statement, and non-deductible transfer pricing charges, partially offset by tax benefits associated with tax exempt income, reclassifications from accumulated other comprehensive income to income from continuing operations related to the disposal of available for sale securities, and valuation allowance activity related to certain foreign subsidiaries. The effect of foreign operations is primarily related to income in our foreign operations taxed at statutory tax rates higher than 21 percent, other foreign taxes, and foreign income subject to U.S. taxation.

Business Segment Operations

Our business operations consist of General Insurance, Life and Retirement, Other Operations, and a Legacy Portfolio.

General Insurance consists of two operating segments: North America and International. Life and Retirement consists of four operating segments: Individual Retirement, Group Retirement, Life Insurance and Institutional Markets. Other Operations consists of businesses and items not allocated to our other businesses, which are primarily AIG Parent and Blackboard. At the end of March 2020, Blackboard was placed into run-off. Our Legacy Portfolio consists of our Legacy Life and Retirement Run-Off Lines, Legacy General Insurance Run-Off Lines, and Legacy Investments. On June 2, 2020, we completed the sale of a controlling interest in Fortitude Holdings, which from February 2018 through the sale date, was included in our Legacy Portfolio.

On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG. *For further discussion see Note 16 to the Condensed Consolidated Financial Statements.*

The following table summarizes Adjusted pre-tax income (loss) from our business segment operations. See also Note 3 to the Condensed Consolidated Financial Statements.

(in millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Core business:				
General Insurance				
North America	\$ 399	\$ 435	\$ 813	\$ 2,087
International	17	72	279	668
General Insurance	416	507	1,092	2,755
Life and Retirement				
Individual Retirement	533	387	1,389	1,483
Group Retirement	338	203	695	728
Life Insurance	5	(7)	51	195
Institutional Markets	99	63	295	213
Life and Retirement	975	646	2,430	2,619
Other Operations	(426)	(454)	(1,436)	(1,256)
Consolidations, eliminations and other adjustments	(136)	(46)	(171)	(172)
Total Core	829	653	1,915	3,946
Legacy Portfolio	89	93	(22)	324
Adjusted pre-tax income	\$ 918	\$ 746	\$ 1,893	\$ 4,270

General Insurance

General Insurance is managed by our geographic markets of North America and International. Our global presence is reflected in our multinational capabilities to provide our Commercial Lines and Personal Insurance products within these geographic markets.

PRODUCTS AND DISTRIBUTION



Liability: Products include general liability, environmental, commercial automobile liability, workers' compensation, excess casualty and crisis management insurance products. Casualty also includes risk-sharing and other customized structured programs for large corporate and multinational customers.

Financial Lines: Products include professional liability insurance for a range of businesses and risks, including directors and officers, mergers and acquisitions, fidelity, employment practices, fiduciary liability, cyber risk, kidnap and ransom, and errors and omissions insurance.

Property: Products include commercial and industrial property insurance products and services that cover exposures to man-made and natural disasters, including business interruption.

Special Risks: Products include aerospace, political risk, trade credit, portfolio solutions, energy-related property insurance products, surety, marine and crop insurance.

Personal Lines: Products include personal auto and property in selected markets and insurance for high net worth individuals offered through AIG's Private Client Group (PCG) in the U.S. that covers auto, homeowners, umbrella, yacht, fine art and collections. In addition, we offer extended warranty insurance and services covering electronics, appliances, and HVAC.

Accident & Health: Products include voluntary and sponsor-paid personal accident and supplemental health products for individuals, employees, associations and other organizations, as well as a broad range of travel insurance products and services for leisure and business travelers.

General Insurance products in North America and International markets are distributed through various channels, including captive and independent agents, brokers, affinity partners, airlines and travel agents, and retailers. Our distribution network is aided by our competitive position to write multiple-national and cross-border risks in both Commercial Lines and Personal Insurance.

BUSINESS STRATEGY

Profitable Growth: Deploy capital efficiently to act opportunistically and optimize diversity within the portfolio to grow in profitable lines, geographies and customer segments. Look to inorganic growth opportunities in profitable markets and segments to expand our capabilities and footprint.

Reinsurance Optimization: Strategically partner with reinsurers to reduce exposure to losses arising from frequency of large catastrophic events and the severity from individual risk losses. We strive to optimize our reinsurance program to manage volatility and protect the balance sheet from tail events and unpredictable net losses in support of our profitable growth objectives.

Underwriting Excellence: Empower and increase accountability of the underwriter and continue to integrate underwriting, claims and actuarial to enable better decision making. Focus on enhancing risk selection, driving consistent underwriting best practices and building robust monitoring standards to improve underwriting results.

COMPETITION AND CHALLENGES

Operating in a highly competitive industry, General Insurance competes against several hundred companies, specialty insurance organizations, mutual companies and other underwriting organizations in the U.S. In international markets, we compete for business with the foreign insurance operations of large global insurance groups and local companies in specific market areas and product types. Insurance companies compete through a combination of risk acceptance criteria, product pricing, service and terms and conditions. General Insurance seeks to distinguish itself in the insurance industry primarily based on its well-established brand, global franchise, multinational capabilities, financial and capital strength, innovative products, claims expertise to handle complex claims, expertise in providing specialized coverages and customer service.

We serve our business and individual customers on a global basis — from the largest multinational corporations to local businesses and individuals. Our clients benefit from our substantial underwriting expertise.

Our challenges include:

- long-tail Commercial Lines exposures that create added challenges to pricing and risk management;
- over-capacity in certain lines of business that creates downward market pressure on pricing;
- tort environment volatility in certain jurisdictions and lines of business; and
- volatility in claims arising from natural and man-made catastrophes, including public health events, such as the COVID-19 crisis.

OUTLOOK—INDUSTRY AND ECONOMIC FACTORS

Below is a discussion of the industry and economic factors impacting our operating segments:

The ultimate impact of COVID-19 continues to be uncertain and will depend upon the scope, severity and duration of the crisis as well as the actions taken by governments, legislative bodies or regulators and other third parties in response, all of which are subject to continuing uncertainty. The results for the first nine months of 2020 include COVID-19 related impacts to both our estimates for catastrophe losses. COVID-19 has driven a material reduction in our revenues in three- and nine-month periods ended September 30, 2020, particularly within the Travel segment (given the travel restrictions imposed as a result of COVID-19 and the global slowdown) and other lines to a lesser degree. The recessionary impact of COVID-19 has and continues to adversely affect our clients, particularly in certain industry segments where demand dropped significantly and is likely to remain challenging for a period of time, even after the COVID-19 crisis subsides. The ultimate impact of COVID-19 on our business will depend upon the speed at which government mandated safety precautions are lifted (and the impact of any future shutdowns) and how quickly and in what manner economic activity rebounds. Although we have seen some benefit in claims experience in lines where economic and social activities have been suppressed (e.g. Personal Auto), this continues to be partly offset by requirements for premium refunds in those lines (the full extent of which is unclear at this time). The regulatory approach to the crisis and impact on the insurance industry is still developing and its ultimate impact remains uncertain.

General Insurance – North America

In recent periods Commercial Lines have seen growing market support for rate increases in challenged segments where major carriers are reducing risk appetite and exhibiting increasing market discipline. As a result, multiple markets are now experiencing rate increases. We are seeing rate increases across U.S. Financial Lines and Liability segments (outside of Workers' Compensation), with a common driver being higher industry-wide claims severity trends, as well as within our Property and Specialty portfolios. We continue to achieve positive rate increases across a number of lines and classes of business as a result of our disciplined underwriting strategy and focus on risk selection. Despite the higher rates, our retention of business remains in line with recent years and in certain instances has increased. These retention rates are often coupled with an exposure limit management strategy to reduce volatility within the portfolio. We continue to proactively identify segments to grow in light of evolving market conditions using a portfolio management approach.

Personal Insurance growth prospects are supported by the need for full life cycle products and coverage, increases in personal wealth accumulation, and awareness of insurance protection and risk management. We compete in the high net worth market, accident and health insurance, travel insurance, and warranty services and will continue to expand our innovative products and services to distribution partners and clients.

General Insurance – International

We believe our global presence provides Commercial Lines and Personal Insurance a distinct competitive advantage, as the demand for multinational cross-border coverage and services increases due to the growing number of international customers, while giving us the ability to respond quickly to local market conditions and build client relationships.

The Commercial Lines business is showing signs of change, with capacity reducing and the tightening of terms and conditions. We are continuing to grow our most profitable segments and diversify our portfolio across all regions by expanding into new product lines (e.g., cyber), new client segments (e.g., middle market) and new distribution channels (e.g., digital and national brokers) while remaining a market leader in key developed and developing markets. Overall, Commercial Lines are showing positive rate increases, particularly in our Specialty, Financial Lines and Property portfolio and across international markets where market events or withdrawal of capability and capacity have favorably impacted pricing. We are maintaining our underwriting discipline, reducing gross and net limits, increasing use of reinsurance to reduce volatility, as well as continuing our risk selection strategy to improve profitability.

Personal Insurance focuses on individual customers, as well as group and corporate clients. Although market competition within Personal Insurance has increased, we continue to benefit from the underwriting quality, portfolio diversity, and generally low volatility of the short-tailed risk in these business lines, although some product classes are exposed to catastrophe losses.

GENERAL INSURANCE RESULTS

(in millions)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2020	2019	Change	2020	2019	Change
Underwriting results:						
Net premiums written	\$ 5,924	\$ 6,648	(11)%	\$ 17,394	\$ 19,262	(10)%
(Increase) decrease in unearned premiums	(71)	11	NM	275	804	(66)
Net premiums earned	5,853	6,659	(12)	17,669	20,066	(12)
Losses and loss adjustment expenses incurred ^(a)	4,367	4,618	(5)	12,593	13,066	(4)
Acquisition expenses:						
Amortization of deferred policy acquisition costs	835	1,123	(26)	2,687	3,436	(22)
Other acquisition expenses	322	339	(5)	948	976	(3)
Total acquisition expenses	1,157	1,462	(21)	3,635	4,412	(18)
General operating expenses	752	828	(9)	2,294	2,511	(9)
Underwriting income (loss)	(423)	(249)	(70)	(853)	77	NM
Net investment income	839	756	11	1,945	2,678	(27)
Adjusted pre-tax income	\$ 416	\$ 507	(18)%	\$ 1,092	\$ 2,755	(60)%
Loss ratio^(a)	74.6	69.3	5.3	71.3	65.1	6.2
Acquisition ratio	19.8	22.0	(2.2)	20.6	22.0	(1.4)
General operating expense ratio	12.8	12.4	0.4	13.0	12.5	0.5
Expense ratio	32.6	34.4	(1.8)	33.6	34.5	(0.9)
Combined ratio^(a)	107.2	103.7	3.5	104.9	99.6	5.3
Adjustments for accident year loss ratio, as adjusted and accident year combined ratio, as adjusted:						
Catastrophe losses and reinstatement premiums	(13.5)	(7.5)	(6.0)	(10.8)	(4.2)	(6.6)
Prior year development, net of (additional) return premium on loss sensitive business	(0.4)	-	(0.4)	0.5	0.6	(0.1)
Adjustment for ceded premiums under reinsurance contracts related to prior accident years and other	-	(0.3)	NM	-	0.1	NM
Accident year loss ratio, as adjusted	60.7	61.5	(0.8)	61.0	61.6	(0.6)
Accident year combined ratio, as adjusted	93.3	95.9	(2.6)	94.6	96.1	(1.5)

(a) Consistent with our definition of APTI, excludes net loss reserve discount and the portion of favorable or unfavorable prior year reserve development for which we have ceded the risk under retroactive reinsurance agreements and related changes in amortization of the deferred gain.

The following table presents General Insurance net premiums written by operating segment, showing change on both reported and constant dollar basis:

	Three Months Ended September 30,				Nine Months Ended September 30,			
			Percentage Change in				Percentage Change in	
	2020	2019	U.S. dollars	Currency	2020	2019	U.S. dollars	Original Currency
<i>(in millions)</i>								
North America	\$ 2,766	\$ 3,404	(19)%	(19)%	\$ 7,883	\$ 9,289	(15)%	(15)%
International	3,158	3,244	(3)	(4)	9,511	9,973	(5)	(4)
Total net premiums written	\$ 5,924	\$ 6,648	(11)%	(11)%	\$ 17,394	\$ 19,262	(10)%	(10)%

The following tables present General Insurance accident year catastrophes by geography^(a) and number of events:

Catastrophes^(b)

<i>(in millions)</i>	# of Events	North America		International		Total
Three Months Ended September 30, 2020						
Flooding and rainstorms	1	\$ (3)	\$	61	\$	58
Windstorms and hailstorms	6	377		95		472
Wildfires	N/A(c)	97		-		97
Earthquakes	-	(1)		3		2
COVID-19	N/A(d)	135		50		185
Civil unrest	-	(6)		(18)		(24)
Total catastrophe-related charges	7	\$ 599	\$	191	\$	790
Three Months Ended September 30, 2019						
Flooding and rainstorms	2	\$ 14	\$	4	\$	18
Windstorms and hailstorms	7	216		263		479
Total catastrophe-related charges	9	\$ 230	\$	267	\$	497
Nine Months Ended September 30, 2020						
Flooding and rainstorms	4	\$ 27	\$	77	\$	104
Windstorms and hailstorms	11	478		149		627
Wildfires	N/A(c)	97		-		97
Earthquakes	2	24		14		38
COVID-19	N/A(d)	622		293		915
Civil unrest	1	75		27		102
Total catastrophe-related charges	18	\$ 1,323	\$	560	\$	1,883
Nine Months Ended September 30, 2019						
Flooding and rainstorms	3	\$ 14	\$	14	\$	28
Windstorms and hailstorms	21	544		274		818
Total catastrophe-related charges	24	\$ 558	\$	288	\$	846

(a) Geography: North America primarily includes insurance businesses in the United States, Canada and Bermuda. International includes regional insurance businesses in Japan, the UK, Europe, Asia Pacific, Latin America and Caribbean, Middle East and Africa, and China. General Insurance results are presented before consideration of internal reinsurance agreements.

(b) Natural catastrophe losses are generally weather or seismic events having a net impact on AIG in excess of \$10 million each and man-made catastrophe losses, such as terrorism and civil disorders that exceed the \$10 million threshold.

(c) As the losses related to the wildfires continue to evolve given their geographical dispersion, the number of events is yet to be determined.

(d) As COVID-19 continues to evolve and affects many lines of business, the number of events is yet to be determined.

NORTH AMERICA RESULTS

(in millions)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2020	2019	Change	2020	2019	Change
Underwriting results:						
Net premiums written	\$ 2,766	\$ 3,404	(19)%	\$ 7,883	\$ 9,289	(15)%
(Increase) decrease in unearned premiums	(82)	(146)	44	373	424	(12)
Net premiums earned	2,684	3,258	(18)	8,256	9,713	(15)
Losses and loss adjustment expenses incurred ^(a)	2,307	2,499	(8)	6,748	6,974	(3)
Acquisition expenses:						
Amortization of deferred policy acquisition costs	306	509	(40)	1,102	1,544	(29)
Other acquisition expenses	87	122	(29)	279	371	(25)
Total acquisition expenses	393	631	(38)	1,381	1,915	(28)
General operating expenses	318	313	2	966	1,025	(6)
Underwriting loss	(334)	(185)	(81)	(839)	(201)	(317)
Net investment income	733	620	18	1,652	2,288	(28)
Adjusted pre-tax income	\$ 399	\$ 435	(8)%	\$ 813	\$ 2,087	(61)%
Loss ratio^(a)	86.0	76.7	9.3	81.7	71.8	9.9
Acquisition ratio	14.6	19.4	(4.8)	16.7	19.7	(3.0)
General operating expense ratio	11.8	9.6	2.2	11.7	10.6	1.1
Expense ratio	26.4	29.0	(2.6)	28.4	30.3	(1.9)
Combined ratio^(a)	112.4	105.7	6.7	110.1	102.1	8.0
Adjustments for accident year loss ratio, as adjusted and accident year combined ratio, as adjusted:						
Catastrophe losses and reinstatement premiums	(22.3)	(7.1)	(15.2)	(16.0)	(5.8)	(10.2)
Prior year development, net of (additional) return premium on loss sensitive business	5.9	0.5	5.4	2.4	1.4	1.0
Adjustment for ceded premiums under reinsurance contracts related to prior accident years and other	-	(0.6)	NM	-	0.1	NM
Accident year loss ratio, as adjusted	69.6	69.5	0.1	68.1	67.5	0.6
Accident year combined ratio, as adjusted	96.0	98.5	(2.5)	96.5	97.8	(1.3)

(a) Consistent with our definition of APTI, excludes net loss reserve discount and the portion of favorable or unfavorable prior year reserve development for which we have ceded the risk under retroactive reinsurance agreements and related changes in amortization of the deferred gain.

Business and Financial Highlights

The North America General Insurance business continues to make progress in strengthening our underwriting, actively managing our portfolio to improve business mix and articulating our revised risk appetite to the marketplace. We are leading the industry across a number of lines in terms of driving rate momentum while simultaneously increasing the level of business retained. As we see increasing disruption in the marketplace, we are well placed to capitalize on opportunities, including within our excess and surplus business which is seeing an increase in submission flow and achieving significant rate change.

During the second quarter of 2020, AIG entered into a series of new quota share reinsurance agreements, including with Lloyd's Syndicate 2019, a Lloyd's syndicate managed by Talbot, to reinsure risks related to PCG. These transactions further AIG's continued optimization of its General Insurance portfolio, create additional products for clients and diversify AIG's capital base.

Adjusted pre-tax income decreased in the three-month period ended September 30, 2020 compared to the same period in the prior year, primarily due to higher catastrophe losses partially offset by lower acquisition expenses driven by changes in business mix including the impact of COVID-19 as well as higher favorable prior year loss development.

Adjusted pre-tax income decreased in the nine-month period ended September 30, 2020 compared to the same period in the prior year, primarily due to higher catastrophe losses and a higher accident year loss ratio, which results from a combination of a benefit from rate increases in Commercial Lines and underwriting actions more than offset by an adverse effect from changes in business mix, partially offset by related lower acquisition expenses and lower general operating expenses due to ongoing expense discipline.

Adjusted pre-tax income in the three-month period ended September 30, 2020 reflected an increase in net investment income due to higher returns on alternative investments partially offset by lower income on fixed income securities. The nine-month period ended September 30, 2020 reflected a decrease in net investment income due to lower income on alternative investments and fixed income securities.

Net premiums written decreased in the three- and nine-month periods ended September 30, 2020 compared to the same periods in the prior year, primarily due to the new quota share reinsurance agreements related to PCG, which includes cessions to the newly launched Syndicate 2019 as well as underwriting actions taken to improve the portfolio, partially offset by business growth and strong rate driven increases across Commercial Lines, partially offset by an adverse impact from COVID-19.

For a discussion of 2020 reinsurance programs see Part II, Item 7. MD&A - Enterprise Risk Management in our 2019 Annual Report.

North America Adjusted Pre-Tax Income Three Months Ended September 30, (in millions)



Quarterly 2020 and 2019 Comparison

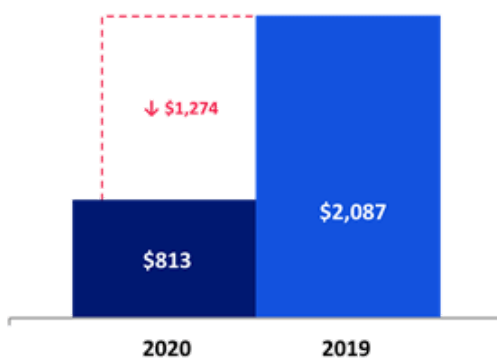
Adjusted pre-tax income decreased primarily due to:

- higher catastrophe losses due to the impact of hurricanes, COVID-19, wildfires and other events; and
- relatively flat accident year loss ratio, which is a combination of improved risk selection, business mix and rate change in Commercial Lines offset by an adverse effect from mix in Personal Lines.

These decreases were partially offset by:

- higher favorable prior year loss reserve development;
- lower acquisition expenses primarily driven by changes in business mix including the impact of COVID-19 as well as new quota share reinsurance agreements; and
- increase in net investment income reflecting higher returns on alternative investments partially offset by lower income on fixed income securities.

North America Adjusted Pre-Tax Income Nine Months Ended September 30, (in millions)



Year-to-Date 2020 and 2019 Comparison

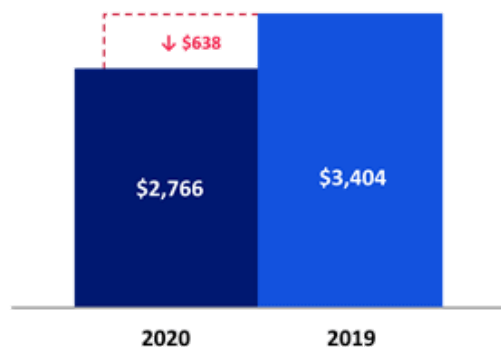
Adjusted pre-tax income decreased primarily due to:

- higher catastrophe losses primarily due to the impact of COVID-19, wildfires, civil unrest and other events;
- decrease in net investment income reflecting lower income on alternative investments and fixed income securities; and
- higher accident year loss ratio, which is a combination of an adverse effect from changes in business mix partially offset by a benefit from rate increases in Commercial Lines and underwriting actions.

These decreases were partially offset by:

- lower acquisition expenses primarily driven by changes in business mix including the impact of COVID-19 as well as new quota share reinsurance agreements;
- higher favorable prior year loss reserve development; and
- lower general operating expense reflecting ongoing expense discipline.

North America Net Premiums Written
Three Months Ended September 30,
(in millions)



Quarterly 2020 and 2019 Comparison

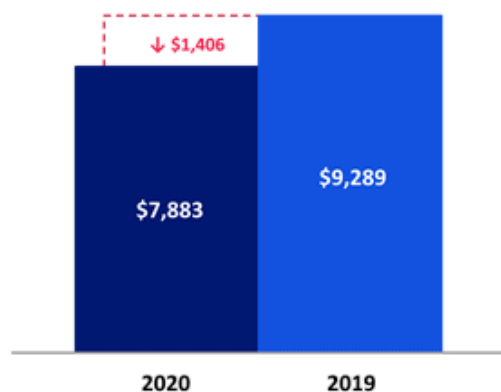
Net premiums written decreased primarily due to:

- higher ceded premiums due to the new quota share reinsurance agreements;
- the impact of COVID-19 most notably in Travel; and
- underwriting actions taken to improve the portfolio.

These decreases were partially offset by:

- strong Commercial Lines rate increases, improving retention and new business, particularly within Lexington and Retail Property.

North America Net Premiums Written
Nine Months Ended September 30,
(in millions)



Year-to-Date 2020 and 2019 Comparison

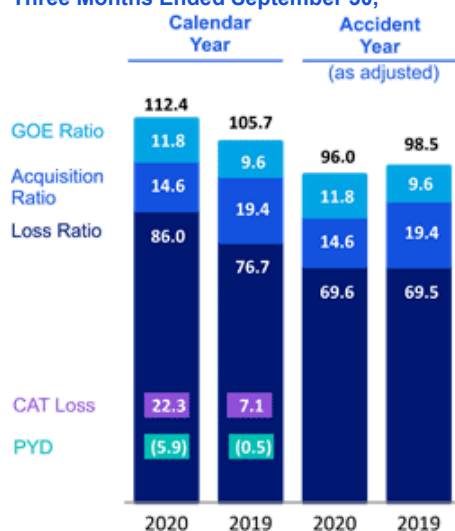
Net premiums written decreased primarily due to:

- higher ceded premiums due to the new quota share reinsurance agreements;
- the impact of COVID-19 most notably in Travel; and
- underwriting actions taken to improve the portfolio.

These decreases were partially offset by:

- growth in our assumed reinsurance business, as well as strong rate driven increases across our Commercial Lines.

North America Combined Ratios Three Months Ended September 30,



Quarterly 2020 and 2019 Comparison

The increase in the combined ratio reflected an increase in the loss ratio partially offset by a decrease in the expense ratio.

The increase in the loss ratio reflected:

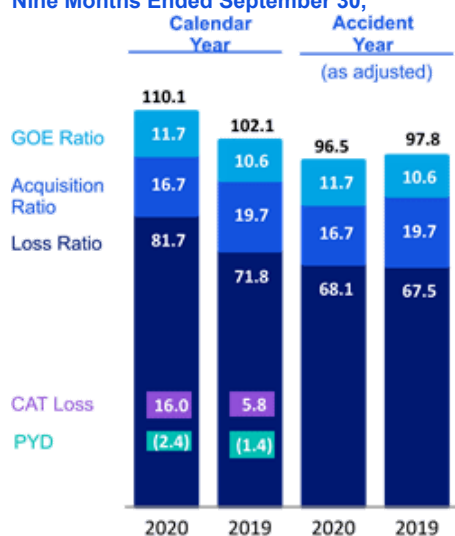
- higher catastrophe losses primarily due to hurricanes, COVID-19, wildfires and other events; and
- relatively flat accident year loss ratio, which is a combination of improved risk selection, business mix and rate change in Commercial Lines offset by an adverse effect from mix in Personal Lines.

These increases were partially offset by higher favorable prior year loss reserve development.

The decrease in the expense ratio reflected:

- lower acquisition ratio primarily driven by changes in business mix including the impact of COVID-19 as well as new quota share reinsurance agreements; and
- higher general operating expense ratio primarily due to lower premiums.

North America Combined Ratios Nine Months Ended September 30,



Year-to-Date 2020 and 2019 Comparison

The increase in the combined ratio reflected an increase in the loss ratio partially offset by a decrease in the expense ratio.

The increase in the loss ratio reflected:

- higher catastrophe losses primarily due to the impact of COVID-19, wildfires, civil unrest and other events; and
- higher accident year loss ratio, which is a combination of an adverse effect from changes in business mix partially offset by a benefit from rate increases in Commercial Lines and underwriting actions.

The decrease in the expense ratio reflected:

- lower acquisition ratio primarily driven by changes in business mix including the impact of COVID-19 as well as new quota share reinsurance agreements; and
- higher general expense ratio primarily due to lower premiums partially offset by ongoing expense discipline.

INTERNATIONAL RESULTS

(in millions)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2020	2019	Change	2020	2019	Change
Underwriting results:						
Net premiums written	\$ 3,158	\$ 3,244	(3)%	\$ 9,511	\$ 9,973	(5)%
(Increase) decrease in unearned premiums	11	157	(93)	(98)	380	NM
Net premiums earned	3,169	3,401	(7)	9,413	10,353	(9)
Losses and loss adjustment expenses incurred	2,060	2,119	(3)	5,845	6,092	(4)
Acquisition expenses:						
Amortization of deferred policy acquisition costs	529	614	(14)	1,585	1,892	(16)
Other acquisition expenses	235	217	8	669	605	11
Total acquisition expenses	764	831	(8)	2,254	2,497	(10)
General operating expenses	434	515	(16)	1,328	1,486	(11)
Underwriting income (loss)	(89)	(64)	(39)	(14)	278	NM
Net investment income	106	136	(22)	293	390	(25)
Adjusted pre-tax income	\$ 17	\$ 72	(76)%	\$ 279	\$ 668	(58)%
Loss ratio	65.0	62.3	2.7	62.1	58.8	3.3
Acquisition ratio	24.1	24.4	(0.3)	23.9	24.1	(0.2)
General operating expense ratio	13.7	15.1	(1.4)	14.1	14.4	(0.3)
Expense ratio	37.8	39.5	(1.7)	38.0	38.5	(0.5)
Combined ratio	102.8	101.8	1.0	100.1	97.3	2.8
Adjustments for accident year loss ratio, as adjusted and accident year combined ratio, as adjusted:						
Catastrophe losses and reinstatement premiums	(6.0)	(8.0)	2.0	(6.1)	(2.8)	(3.3)
Prior year development, net of (additional) return premium on loss sensitive business	(5.8)	(0.4)	(5.4)	(1.2)	-	(1.2)
Adjustment for ceded premiums under reinsurance contracts related to prior accident years	-	-	NM	-	-	NM
Accident year loss ratio, as adjusted	53.2	53.9	(0.7)	54.8	56.0	(1.2)
Accident year combined ratio, as adjusted	91.0	93.4	(2.4)	92.8	94.5	(1.7)

Business and Financial Highlights

The International General Insurance business is focused on underwriting profits and improved efficiency, further improving underwriting margins, and growing profitably in segments and geographies that support our growth strategy.

Adjusted pre-tax income decreased in the three-month periods ended September 30, 2020 compared to the same periods in the prior year, primarily due to higher unfavorable prior year loss reserve development, partially offset by lower general operating expenses, lower catastrophe losses on net basis and lower accident year loss ratio, as adjusted.

Adjusted pre-tax income decreased in the nine-month periods ended September 30, 2020 compared to the same periods in the prior year, primarily due to higher catastrophe losses (due to the combination of COVID-19 and other events), higher unfavorable prior year loss reserve development compared to favorable prior year loss reserve development in the same period in the prior year and decrease in net investment income, partially offset by lower general operating expenses and lower accident year loss ratio, as adjusted.

Net premiums written, excluding the impact of foreign exchange, decreased in the three- and nine-month periods ended September 30, 2020 compared to the same periods in the prior year, primarily due to the impact of COVID-19 and higher ceded premiums due to changes in 2020 reinsurance program, partially offset by rate increases in Commercial Lines. The nine-month period ended September 30, 2020 also reflected lower premiums from run-off business and underwriting actions taken through 2019, partially offset by growth in certain Commercial Lines.

For a discussion of 2020 reinsurance programs see Part II, Item 7 MD&A - Enterprise Risk Management in our 2019 Annual Report.

International Adjusted Pre-Tax Income
Three Months Ended September 30,
(in millions)

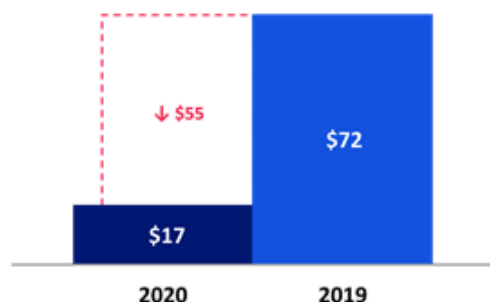
Quarterly 2020 and 2019 Comparison

Adjusted pre-tax income decreased primarily due to:

- higher unfavorable prior year loss reserve development primarily in Financial Lines.

This decrease was partially offset by:

- lower general operating expenses reflecting ongoing expense discipline;
- lower net catastrophe losses; and
- lower accident year loss ratio, as adjusted primarily driven by strong premium rate increases in Commercial Lines, better risk selection and favorable development from current accident year prior quarters.



International Adjusted Pre-Tax Income
Nine Months Ended September 30,
(in millions)

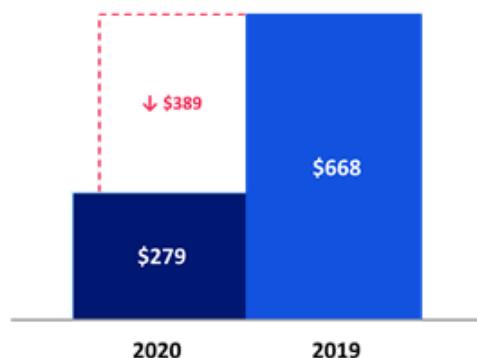
Year-to-Date 2020 and 2019 Comparison

Adjusted pre-tax income decreased primarily due to:

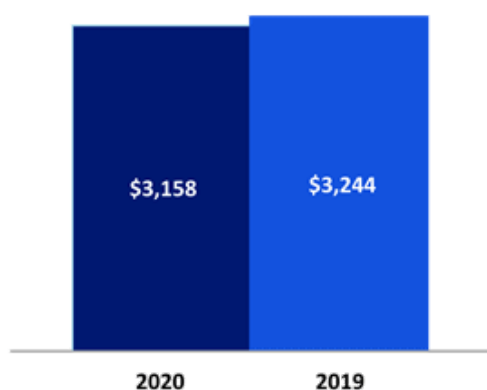
- higher catastrophe losses (due to the combination of COVID-19 and other events);
- higher unfavorable prior year loss reserve development primarily in Financial Lines compared with favorable prior year loss reserve development in the same period in the prior year; and
- lower net investment income reflecting lower income on fixed income securities and alternative investments driven by lower return on private equity investments.

These decreases were partially offset by:

- lower general operating expenses reflecting ongoing expense discipline; and
- lower accident year loss ratio, as adjusted primarily driven by strong premium rate increases in Commercial Lines, benefits from underwriting actions and better risk selection.



International Net Premiums Written
Three Months Ended September 30,
(in millions)



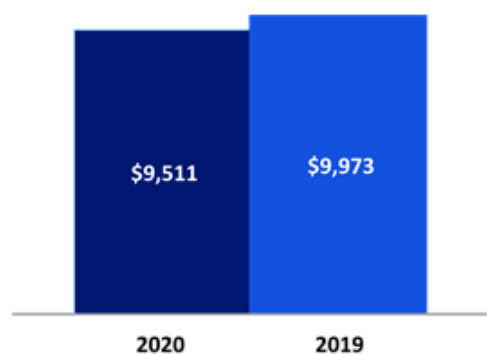
Quarterly 2020 and 2019 Comparison

Net premiums written, excluding the impact of foreign exchange, decreased due to:

- lower production due to the impact of COVID-19, most notably in Travel as well as certain other Personal and Commercial Lines; and
- higher ceded premiums due to changes in 2020 reinsurance program.

These decreases were partially offset by rate increases across most Commercial Lines.

International Net Premiums Written
Nine Months Ended September 30,
(in millions)



Year-to-Date 2020 and 2019 Comparison

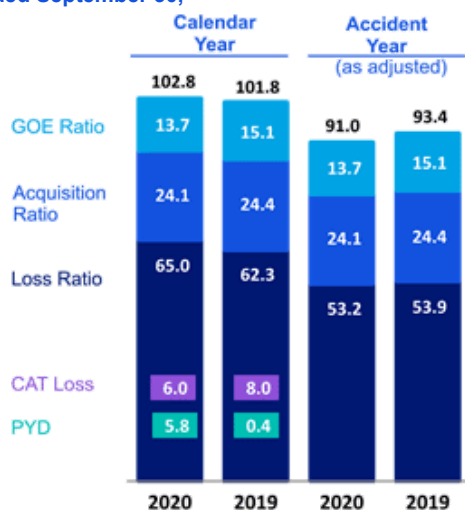
Net premiums written, excluding the impact of foreign exchange, decreased due to:

- lower production due to the impact of COVID-19, most notably in Travel as well as certain other Personal and Commercial Lines;
- higher ceded premiums due to changes in 2020 reinsurance program; and
- lower premiums from run-off business.

These decreases were partially offset by:

- rate increases across most Commercial Lines; and
- growth in Warranty, Special Risks and Financial Lines business.

International Combined Ratios Three Months Ended September 30,



Quarterly 2020 and 2019 Comparison

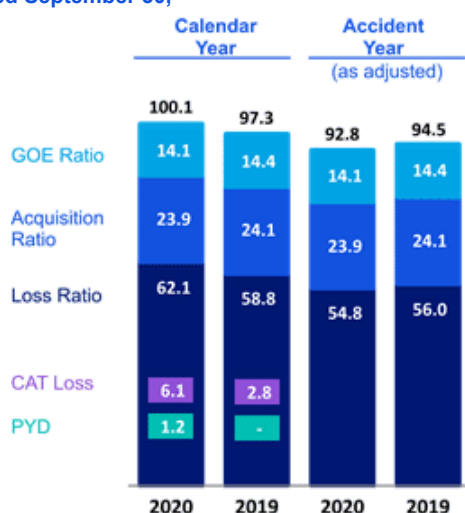
The increase in the combined ratio reflected an increase in the loss ratio partially offset by a decrease in the expense ratio.

The increase in the loss ratio reflected higher unfavorable prior year loss reserve development primarily in Financial Lines, partially offset by:

- lower net catastrophe losses; and
- lower accident year loss ratio, as adjusted primarily driven by strong premium rate increases in Commercial Lines, better risk selection and lower attritional losses.

The decrease in the expense ratio reflected lower general operating expenses due to ongoing expense discipline and a lower acquisition ratio primarily driven by change in business mix.

International Combined Ratios Nine Months Ended September 30,



Year-to-Date 2020 and 2019 Comparison

The increase in the combined ratio reflected an increase in the loss ratio partially offset by a decrease in the expense ratio.

The increase in the loss ratio reflected:

- higher catastrophe losses (due to the combination of COVID-19 and other events); and
- higher prior year loss reserve development primarily in Financial Lines.

These increases were partially offset by lower accident year loss ratio, as adjusted primarily driven by strong premium rate increases in Commercial Lines, benefits from underwriting actions and better risk selection.

The decrease in the expense ratio reflected lower general operating expenses due to ongoing expense discipline and a lower acquisition ratio primarily driven by change in business mix.

Life and Retirement

PRODUCTS AND DISTRIBUTION



Variable Annuities: Products include variable annuities that offer a combination of growth potential, death benefit features and income protection features. Variable annuities are distributed primarily through banks, wirehouses, and regional and independent broker-dealers.

Index Annuities: Products include fixed index annuities that provide growth potential based in part on the performance of a market index as well as optional living guaranteed features that provide lifetime income protection. Fixed index annuities are distributed primarily through banks, broker-dealers, independent marketing organizations and independent insurance agents.

Fixed Annuities: Products include single premium fixed annuities, immediate annuities and deferred income annuities. Certain fixed deferred annuity products offer optional income protection features. The fixed annuities product line maintains an industry-leading position in the U.S. bank distribution channel by designing products collaboratively with banks and offering an efficient and flexible administration platform.

Retail Mutual Funds: Includes our mutual fund offerings and related administration and servicing operations. Retail Mutual Funds are distributed primarily through broker-dealers.



Group Retirement: Products and services consist of group mutual funds, group annuities, individual annuity and investment products, and financial planning and advisory services, and plan administrative and compliance services.

In March 2019, the products and services marketed by The Variable Annuity Life Insurance Company were rebranded under the AIG Retirement Services name to allow the business to fully leverage the strength and scale of the AIG brand. Legal entity names, however, remain unchanged: The Variable Annuity Life Insurance Company and its subsidiaries, VALIC Financial Advisors, Inc. and VALIC Retirement Services Company.

AIG Retirement Services career financial advisors and independent financial advisors provide retirement plan participants with enrollment support and comprehensive financial planning services.



Life Insurance: In the U.S., products primarily include term life and universal life insurance distributed through independent marketing organizations, independent insurance agents, financial advisors and direct marketing. International operations include the distribution of life and health products in the UK and Ireland.



Institutional Markets: Products primarily include stable value wrap products, structured settlement and pension risk transfer annuities (direct and assumed reinsurance), corporate- and bank-owned life insurance and guaranteed investment contracts (GICs). Institutional Markets products are primarily distributed through specialized marketing and consulting firms and structured settlement brokers.

FHLB Funding Agreements are issued through our Individual Retirement, Group Retirement and Institutional Markets operating segments. Funding agreements are issued by our U.S. Life and Retirement companies to FHLBs in their respective districts at fixed or floating rates over specified periods, which can be prepaid at our discretion. Proceeds are generally invested in fixed income securities and other suitable investments to generate spread income. These investment contracts do not have mortality or morbidity risk and are similar to GICs.

BUSINESS STRATEGY

Deliver client-centric solutions through our unique franchise by bringing together a broad portfolio of life insurance, retirement and institutional products offered through an extensive, multichannel distribution network. Life and Retirement focuses on ease of doing business, offering valuable solutions, and expanding and deepening its distribution relationships across multiple channels.

Position market leading businesses to serve growing needs by continually enhancing product solutions, service delivery and digital capabilities while using data and analytics in an innovative manner to improve customer experience.

Individual Retirement will continue to capitalize on the opportunity to meet consumer demand for guaranteed income by maintaining innovative variable and index annuity products, while also managing risk from guarantee features through risk-mitigating product design and well-developed economic hedging capabilities.

Our fixed annuity products provide diversity in our annuity product suite by offering stable returns for retirement savings.

Group Retirement continues to enhance its technology platform to improve the customer experience for plan sponsors and individual participants. AIG Retirement Services' (formerly VALIC) self-service tools paired with its career financial advisors provide a compelling service platform. Group Retirement's strategy also involves providing financial planning services for its clients and meeting their need for income in retirement.

Life Insurance in the U.S. will continue to position itself for growth and changing market dynamics while continuing to execute strategies to enhance returns. Our focus is on materializing success from a multi-year effort of building state-of-the-art platforms and underwriting innovations, which are expected to bring process improvements and cost efficiencies.

In the UK, AIG Life Insurance will continue to focus on growing the business organically and through potential acquisition opportunities.

Institutional Markets continues to grow its assets under management across multiple product lines, including stable value wrap, GICs and pension risk transfer annuities. Our growth strategy is opportunistic and allows us to pursue select transactions that meet our risk-adjusted return requirements.

Enhance Operational Effectiveness by simplifying processes and operating environments to increase competitiveness, improve service and product capabilities and facilitate delivery of our target customer experience. We continue to invest in technology to improve operating efficiency and ease of doing business for our distribution partners and customers. We believe that simplifying our operating models will enhance productivity and support further profitable growth.

Manage our Balance Sheet through a rigorous approach to our products and portfolio. We match our product design and high quality investments with our asset and liability exposures to maximize our ability to meet cash and liquidity needs under various operating scenarios.

Deliver Value Creation and Manage Capital by striving to deliver solid earnings through disciplined pricing, sustainable underwriting improvements, expense efficiency, and diversification of risk, while optimizing capital allocation and efficiency within insurance entities to enhance return on common equity.

COMPETITION AND CHALLENGES

Life and Retirement operates in the highly competitive insurance and financial services industry in the U.S. and select international markets, competing against various financial services companies, including banks and other life insurance and mutual fund companies. Competition is primarily based on product pricing and design, distribution, financial strength, customer service and ease of doing business.

Our business remains competitive due to its long-standing market leading positions, innovative products, distribution relationships across multiple channels, customer-focused service and strong financial ratings.

Our primary challenges include:

- a sustained low interest rate environment, which makes it difficult to profitably price new products and puts margin pressure on existing business due to lower reinvestment yields;
- increased competition in our primary markets, including aggressive pricing of annuities by private equity-backed annuity writers, increased competition and consolidation of employer groups in the group retirement planning market, and competitors with different profitability targets in the pension risk transfer space as well as other product lines;
- increasingly complex new and proposed regulatory requirements, which have affected industry growth and costs;
- upgrading our technology and underwriting processes while managing general operating expenses; and
- decreased premiums and deposits and adverse mortality experience due to COVID-19.

OUTLOOK—INDUSTRY AND ECONOMIC FACTORS

Below is a discussion of the industry and economic factors impacting our specific operating segments:

The impact of COVID-19 is evolving and will ultimately depend upon the scope, severity and duration of the crisis as well as the actions taken by governments, legislative bodies or regulators and other third parties in response, all of which continue to be subject to significant uncertainty at this time. The results for the first nine months of 2020 include COVID-19 related impacts on a number of areas including but not limited to DAC/SIA amortization, mortality, reserves and investment returns. During the three- and nine-month periods ended September 30, 2020, we experienced significant decreases on our premiums and deposits primarily due to distribution channel disruptions related to COVID-19 and low interest rates. The regulatory approach to the crisis and impact on the insurance industry is still developing and its ultimate impact remains uncertain.

On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG. No decisions have yet been made regarding the structure of the proposed separation. In addition, any separation transaction will be subject to the satisfaction of various conditions and approvals, including approval by the AIG Board of Directors, receipt of insurance and other required regulatory approvals, and satisfaction of any applicable requirements of the SEC. No assurance can be given regarding the form that a separation transaction may take or the specific terms or timing thereof, or that a separation will in fact occur.

For additional information please see Part II, Item 1A. Risk Factors — No assurances can be given that the separation of our Life and Retirement business will occur or as to the specific terms or timing thereof.

Individual Retirement

Increasing life expectancy and reduced expectations for traditional retirement income from defined benefit programs and fixed income securities are leading Americans to seek additional financial security as they approach retirement. The strong demand for individual index and fixed deferred annuities with guaranteed income features has attracted increased competition in this product space. In response to the continued low interest rate environment, which has added pressure to profit margins, we have developed guaranteed income benefits for variable, fixed index, and fixed deferred annuities with margins that are less sensitive to the level of interest rates.

Changes in the capital markets (interest rate environment, equity markets, volatility) can have a significant impact on sales, surrender rates, investment returns, guaranteed income features, and spreads in the annuity industry.

Group Retirement

Group Retirement competes in the defined contribution market under the AIG Retirement Services brand. AIG Retirement Services is a leading retirement plan provider in the U.S. for K-12 schools and school districts, higher education, healthcare, government and other not-for-profit institutions. The defined contribution market is a highly efficient and competitive market that requires support for both plan sponsors and individual participants. To meet this challenge, AIG Retirement Services is investing in a client-focused technology platform to support improved compliance and self-service functionality. AIG Retirement Services' model pairs self-service tools with its

career financial advisors who provide individual plan participants with enrollment support and comprehensive financial planning services.

Changes in the capital markets (interest rate environment, equity markets, volatility) can have a significant impact on investment returns, guaranteed income features, and spreads, and a moderate impact on sales and surrender rates.

Life Insurance

Consumers have a significant need for life insurance, whether it is used for income replacement for their surviving family, estate planning or wealth transfer. Additionally, consumers use life insurance to provide living benefits in case of chronic, critical or terminal illnesses, and to supplement retirement income.

In response to consumer needs and a sustained low interest rate environment, our Life Insurance product portfolio will continue to promote products with lower long-duration interest rate risk and mitigate exposure to products that have long-duration interest rate risk through sales levels and hedging strategies.

As life insurance ownership remains at historical lows in the U.S. and the UK, efforts to expand the reach and increase the affordability of life insurance are critical. The industry is investing in consumer-centric efforts to reduce traditional barriers to securing life protection by simplifying the sales and service experience. Digitally enabled processes and tools provide a fast, friendly and simple path to life insurance protection.

Institutional Markets

Institutional Markets serves a variety of needs for corporate clients. Demand is driven by a number of factors including the macroeconomic and regulatory environment. We expect to see continued growth in the pension risk transfer market (direct and assumed reinsurance) as corporate plan sponsors look to transfer asset or liability, longevity, administrative and operational risks associated with their defined benefit plans.

Changes in the interest rate environment can have a significant impact on investment returns and net investment spreads, as well as reduce the tax efficiency associated with institutional life insurance products, dampening organic growth opportunities.

For additional discussion of the impact of market interest rate movement on our Life and Retirement business see Executive Summary – AIG's Outlook – Industry and Economic Factors – Impact of Changes in the Interest Rate Environment.

LIFE AND RETIREMENT RESULTS

(in millions)	Three Months Ended September 30,		Percentage Change	Nine Months Ended September 30,		Percentage Change
	2020	2019		2020	2019	
Revenues:						
Premiums	\$ 744	\$ 826	(10)%	\$ 3,544	\$ 2,653	34 %
Policy fees	642	703	(9)	2,088	2,145	(3)
Net investment income	2,260	2,078	9	6,303	6,390	(1)
Advisory fee and other income	224	226	(1)	656	677	(3)
Total adjusted revenues	3,870	3,833	1	12,591	11,865	6
Benefits, losses and expenses:						
Policyholder benefits and losses incurred	1,441	1,576	(9)	5,168	4,163	24
Interest credited to policyholder account balances	890	909	(2)	2,666	2,696	(1)
Amortization of deferred policy acquisition costs	(52)	42	NM	385	442	(13)
General operating and other expenses*	580	619	(6)	1,826	1,825	-
Interest expense	36	41	(12)	116	120	(3)
Total benefits, losses and expenses	2,895	3,187	(9)	10,161	9,246	10
Adjusted pre-tax income	\$ 975	\$ 646	51 %	\$ 2,430	\$ 2,619	(7)%

* Includes general operating expenses, non-deferrable commissions, other acquisition expenses, advisory fee expenses and other expenses.

For information on the impact of actuarial assumptions on our Life and Retirement results, see Insurance Reserves – Life and Annuity Reserves and DAC - Update of Actuarial Assumptions by Business Segment.

Our insurance companies generate significant revenues from investment activities. As a result, the operating segments in Life and Retirement are subject to variances in net investment income on the asset portfolios that support insurance liabilities and surplus.

For additional information on our investment strategy, asset-liability management process and invested asset composition see Investments.

INDIVIDUAL RETIREMENT RESULTS

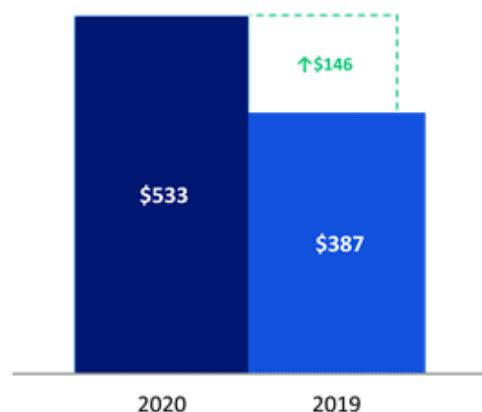
(in millions)	Three Months Ended September 30,		Percentage Change	Nine Months Ended September 30,		Percentage Change
	2020	2019		2020	2019	
Revenues:						
Premiums	\$ 35	\$ 38	(8)%	\$ 114	\$ 65	75 %
Policy fees	221	204	8	633	602	5
Net investment income	1,081	1,021	6	3,013	3,114	(3)
Advisory fee and other income	143	153	(7)	423	452	(6)
Benefits and expenses:						
Policyholder benefits and losses incurred	96	237	(59)	284	319	(11)
Interest credited to policyholder account balances	453	429	6	1,325	1,289	3
Amortization of deferred policy acquisition costs	143	95	51	418	334	25
Non deferrable insurance commissions	83	78	6	245	233	5
Advisory fee expenses	52	55	(5)	153	165	(7)
General operating expenses	103	115	(10)	313	352	(11)
Interest expense	17	20	(15)	56	58	(3)
Adjusted pre-tax income	\$ 533	\$ 387	38 %	\$ 1,389	\$ 1,483	(6)%
Fixed annuities base net investment spread:						
Base yield	4.06 %	4.52 %	(46)bps	4.21 %	4.59 %	(38)bps
Cost of funds	2.63	2.67	(4)	2.63	2.69	(6)
Fixed annuities base net investment spread	1.43 %	1.85 %	(42)bps	1.58 %	1.90 %	(32)bps

Business and Financial Highlights

The market environment continues to reflect uncertainties in the annuity business resulting from a sustained low interest rate environment as well as the COVID-19 crisis. Interest rates slightly improved in the three month period ended September 30, 2020, but declined significantly in the nine-month period ended September 30, 2020 and remain at or near historical lows. Premiums and deposits decreased in the three- and nine-month periods ended September 30, 2020 compared to the same periods in the prior year. Net flows decreased in the three- and nine-month periods ended September 30, 2020 compared to the same periods in the prior year primarily due to lower sales in Fixed and Index Annuities, and lower Retail Mutual Fund sales, partially offset by lower surrenders and withdrawals.

Adjusted pre-tax income increased in the three- month period ended September 30, 2020 compared to the same period in the prior year, primarily driven by decreases in variable and index annuity DAC/SIA amortization and reserves from higher equity market performance, higher private equity income, and higher call and tender income. Offsetting these increases were lower base investment yield due to lower interest rates resulting in spread compression, and a higher net unfavorable adjustment from the review and update of actuarial assumptions compared to the same period in the prior year. Adjusted pre-tax income decreased in the nine- month period ended September 30, 2020 compared to the same period in the prior year, primarily due to lower gains on securities for which the fair value option was elected, lower base investment yield, lower hedge fund returns, a higher net unfavorable adjustment from the review and update of actuarial assumptions compared to the same period in the prior year, and higher variable annuity DAC/SIA amortization and reserves due to lower equity market performance in the nine- month period ended September 30, 2020 compared to the same period in the prior year partially offset by higher call and tender income.

Individual Retirement Adjusted Pre-Tax Income
Three Months Ended September 30,
(in millions)



Quarterly 2020 and 2019 Comparison

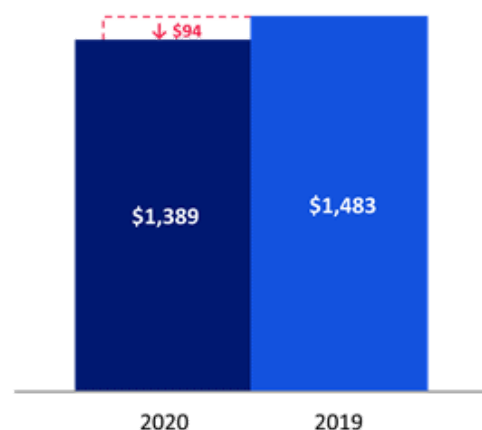
Adjusted pre-tax income increased primarily due to:

- decreases in variable and index annuity DAC/SIA amortization and reserves due to higher equity market performance; and
- higher net investment income, which included higher private equity returns including income from an initial public offering of a holding in the private equity portfolio partially offset by lower base investment yield due to lower interest rates resulting in spread compression.

Partially offsetting these increases was:

- a higher net unfavorable adjustment from the review and update of actuarial assumptions compared to the same period in the prior year.

Individual Retirement Adjusted Pre-Tax Income
Nine Months Ended September 30,
(in millions)



Year-to-Date 2020 and 2019 Comparison

Adjusted pre-tax income decreased primarily due to:

- decreases in net investment income driven by lower gains on securities for which the fair value option was elected, lower base investment yield and lower gains on alternative investments due to lower hedge fund returns, partially offset by higher call and tender income;
- higher variable annuity DAC/SIA amortization and reserves due to lower equity market performance in the nine-month period ended September 30, 2020 compared to the comparable period in the prior year; and
- higher net unfavorable adjustment from the review and update of actuarial assumptions compared to the same period in the prior year.

Partially offsetting these decreases was:

- lower general operating expenses primarily due to lower travel and other employee related expenses.

INDIVIDUAL RETIREMENT GAAP PREMIUMS, PREMIUMS AND DEPOSITS, SURRENDERS AND NET FLOWS

For Individual Retirement, premiums primarily represent amounts received on life-contingent payout annuities. Premiums decreased in the three- month period ended September 30, 2020 compared to the same period in the prior year and increased in the nine- month period ended September 30, 2020 compared to the same period in the prior year. Premiums are generally not a significant driver of Individual Retirement results.

Premiums and deposits is a non-GAAP financial measure that includes, in addition to direct and assumed premiums, deposits received on investment-type annuity contracts, FHLB funding agreements and mutual funds under administration.

Net flows for annuity products in Individual Retirement represent premiums and deposits less death, surrender and other withdrawal benefits. Net flows for mutual funds represent deposits less withdrawals.

The following table presents a reconciliation of Individual Retirement GAAP premiums to premiums and deposits:

(in millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Premiums	\$ 35	\$ 38	\$ 114	\$ 65
Deposits	2,670	3,656	7,507	11,683
Other	(3)	(2)	(9)	(5)
Premiums and deposits	\$ 2,702	\$ 3,692	\$ 7,612	\$ 11,743

The following table presents surrenders as a percentage of average reserves:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Surrenders as a percentage of average reserves				
Fixed annuities	5.8 %	6.1 %	5.8 %	7.4 %
Variable and index annuities	5.4	6.2	5.5	6.3

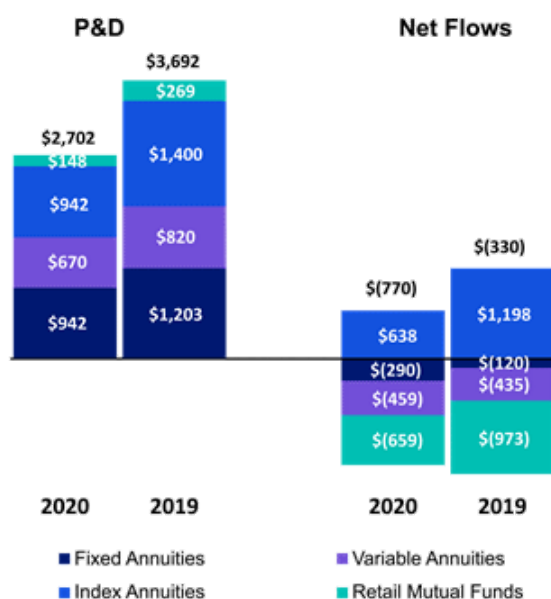
The following table presents reserves for fixed annuities and variable and index annuities by surrender charge category:

(in millions)	September 30, 2020		December 31, 2019	
	Fixed Annuities	Variable and Index Annuities	Fixed Annuities	Variable and Index Annuities
No surrender charge	\$ 27,182	\$ 27,529	\$ 27,804	\$ 24,393
Greater than 0% - 2%	2,430	10,830	2,059	9,397
Greater than 2% - 4%	2,717	14,803	3,209	15,296
Greater than 4%	16,439	31,821	16,453	31,833
Non-surrenderable	1,698	559	1,664	525
Total reserves	\$ 50,466	\$ 85,542	\$ 51,189	\$ 81,444

Individual Retirement annuities are typically subject to a four- to seven-year surrender charge period, depending on the product. For fixed annuities, the proportion of reserves subject to surrender charge at September 30, 2020 was flat compared to December 31, 2019. The increase in reserves with no surrender charge for variable and index annuities at September 30, 2020 compared to December 31, 2019 was principally due to normal aging of business.

A discussion of the significant variances in premiums and deposits and net flows for each product line follows:

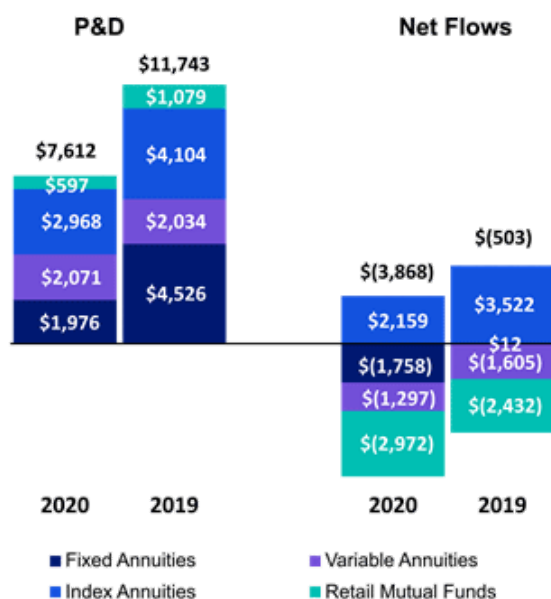
Individual Retirement Premiums and Deposits (P&D) and Net Flows
Three Months Ended September 30,
(in millions)



Quarterly 2020 and 2019 Comparison

- **Fixed Annuities** premiums and deposits decreased primarily due to distribution channel disruptions related to COVID-19 and sustained low interest rate environment. Net flows were negative primarily due to lower premiums and deposits partially offset by lower surrenders.
- **Variable and Index Annuities** premiums and deposits decreased primarily due to a decrease in variable and index annuity sales due to distribution channel disruptions related to COVID-19. Variable annuity net flows deteriorated primarily due to decrease in sales partially offset by lower surrenders. Index annuity net flows decreased primarily due to lower sales and higher surrenders.
- **Retail Mutual Funds** premiums and deposits decreased due to continued negative industry trends in U.S. actively managed equity funds and disruptions caused by COVID-19, and reduction of flows within our largest fund. Net flows remained negative but improved due to lower surrenders.

Individual Retirement Premiums and Deposits (P&D) and Net Flows
Nine Months Ended September 30,
(in millions)



Year-to-Date 2020 and 2019 Comparison

- **Fixed Annuities** premiums and deposits decreased primarily due to distribution channel disruptions related to COVID-19 and sustained low interest rate environment. Net flows were negative primarily due to lower premiums and deposits partially offset by lower surrenders, compared to positive net flows in the nine-month period ended September 30, 2019.
- **Variable and Index Annuities** premiums and deposits decreased primarily due to a decrease in index annuity sales due to distribution channel disruptions related to COVID-19 partially offset by higher variable annuity sales. Variable annuity net flows remained negative but improved primarily due to increase in sales and lower surrenders. Index annuity net flows decreased primarily due to lower sales and higher surrenders.
- **Retail Mutual Funds** premiums and deposits decreased due to continued negative industry trends in U.S. actively managed equity funds and disruptions caused by COVID-19, and reduction of flows within our largest fund. Net flows remained negative and deteriorated due to lower deposits.

GROUP RETIREMENT RESULTS

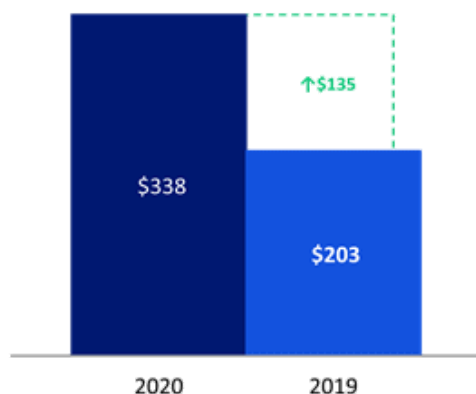
(in millions)	Three Months Ended September 30,		Percentage Change	Nine Months Ended September 30,		Percentage Change
	2020	2019		2020	2019	
Revenues:						
Premiums	\$ 5	\$ 5	- %	\$ 14	\$ 14	- %
Policy fees	115	111	4	324	317	2
Net investment income	571	544	5	1,629	1,703	(4)
Advisory fee and other income	67	66	2	197	191	3
Benefits and expenses:						
Policyholder benefits and losses incurred	17	20	(15)	64	47	36
Interest credited to policyholder account balances	276	292	(5)	836	859	(3)
Amortization of deferred policy acquisition costs	(44)	31	NM	(5)	65	NM
Non deferrable insurance commissions	28	30	(7)	84	85	(1)
Advisory fee expenses	27	26	4	81	73	11
General operating expenses	106	112	(5)	377	334	13
Interest expense	10	12	(17)	32	34	(6)
Adjusted pre-tax income	\$ 338	\$ 203	67 %	\$ 695	\$ 728	(5)%
Base net investment spread:						
Base yield	4.20 %	4.45 %	(25)bps	4.29 %	4.55 %	(26)bps
Cost of funds	2.65	2.72	(7)	2.66	2.73	(7)
Base net investment spread	1.55 %	1.73 %	(18)bps	1.63 %	1.82 %	(19)bps

Business and Financial Highlights

Group Retirement is focused on implementing initiatives to grow its business. However, external factors, including increased competition and the consolidation of healthcare providers and other employers in target markets, continue to impact Group Retirement's customer retention. Premiums and deposits decreased in the three- and nine-month periods ended September 30, 2020 compared to the same periods in the prior year primarily driven by the low interest rate environment. Net flows remained negative and deteriorated in the three-month period ended September 30, 2020 compared to the same period in the prior year primarily due to lower premiums and deposits. Net flows remained negative but improved in the nine-month period ended September 30, 2020 compared to the same period in the prior year primarily due to lower surrenders partially offset by lower deposits.

Adjusted pre-tax income increased in the three- month period ended September 30, 2020 compared to the same period in the prior year primarily due to higher investment returns in our alternative investment portfolio including higher private equity and hedge fund returns, a net favorable adjustment from the review and update of actuarial assumptions compared to a net unfavorable adjustment in the same period in the prior year and lower variable annuity DAC amortization and reserves due to higher equity market performance partially offset by lower direct private equity investment returns, and lower base net investment spread. Adjusted pre-tax income decreased in the nine- month period ended September 30, 2020 compared to the same period in the prior year primarily due to lower gains on securities for which the fair value option was elected, lower direct private equity investment returns and lower hedge fund returns, lower gains on base net investment spread primarily due to lower reinvestment yields, higher general operating expenses and higher variable annuity DAC amortization and reserves due to lower equity market performance. Partially offsetting these decreases were a net favorable adjustment from the review and update of actuarial assumptions compared to a net unfavorable adjustment in the same period in the prior year and higher yield enhancement income.

Group Retirement Adjusted Pre-Tax Income
Three Months Ended September 30,
(in millions)



Quarterly 2020 and 2019 Comparison

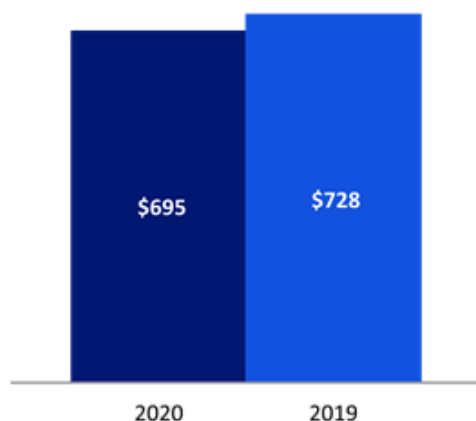
Adjusted pre-tax income increased primarily due to:

- a net favorable adjustment from the review and update of actuarial assumptions compared to a net unfavorable adjustment in the same period in the prior year
- higher investment returns in the alternative investment portfolio which included higher private equity returns including income from an initial public offering of a holding in the private equity portfolio, higher hedge fund returns, and higher gains on calls partially offset by lower direct private equity investment returns; and
- decreases in variable annuity DAC amortization and reserves due to higher equity market performance.

Partially offsetting these increases was:

- a decrease in base net investment spread primarily due to lower reinvestment yields partially offset by higher average invested assets and lower interest credited.

Group Retirement Adjusted Pre-Tax Income
Nine Months Ended September 30,
(in millions)



Year-to-Date 2020 and 2019 Comparison

Adjusted pre-tax income decreased primarily due to:

- lower net investment income, primarily from lower gains on securities for which the fair value option was elected, lower direct private equity investment returns, lower hedge fund returns due to widening spreads partially offset by higher yield enhancement income;
- higher general operating expenses primarily due to increased legal and other employee related expenses;
- decrease in base net investment spread primarily due to lower reinvestment yields and lower accretion partially offset by higher average invested assets and lower interest credited; and
- increases in variable annuity DAC amortization and reserves due to lower equity market performance.

Partially offsetting these decreases was:

- a net favorable adjustment from the review and update of actuarial assumptions compared to a net unfavorable adjustment in the same period in the prior year.

GROUP RETIREMENT GAAP PREMIUMS, PREMIUMS AND DEPOSITS, SURRENDERS AND NET FLOWS

For Group Retirement, premiums primarily represent amounts received on life-contingent payout annuities. Premiums in the three- and nine-month periods ended September 30, 2020, which primarily represents immediate annuities, remained flat compared to the same periods in the prior year. Premiums are not a significant driver of Group Retirement results.

Premiums and deposits is a non-GAAP financial measure that includes, in addition to direct and assumed premiums, deposits received on investment-type annuity contracts, FHLB funding agreements and mutual funds under administration.

Net flows for annuity products included in Group Retirement represent premiums and deposits less death, surrender and other withdrawal benefits. Net flows for mutual funds represent deposits less withdrawals.

The following table presents a reconciliation of Group Retirement GAAP premiums to premiums and deposits:

(in millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Premiums	\$ 5	\$ 5	\$ 14	\$ 14
Deposits	1,767	1,919	5,283	6,020
Premiums and deposits	\$ 1,772	\$ 1,924	\$ 5,297	\$ 6,034

The following table presents Group Retirement surrenders as a percentage of average reserves and mutual funds under administration:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Surrenders as a percentage of average reserves and mutual funds	10.1 %	10.3 %	8.8 %	10.3 %

The following table presents reserves for Group Retirement annuities by surrender charge category:

(in millions)	September 30, 2020 (a)	December 31, 2019 (a)
No surrender charge ^(b)	\$ 72,942	\$ 71,912
Greater than 0% - 2%	501	1,140
Greater than 2% - 4%	725	672
Greater than 4%	6,082	6,038
Non-surrenderable	615	614
Total reserves	\$ 80,865	\$ 80,376

(a) Excludes mutual fund assets under administration of \$21.7 billion at both September 30, 2020 and December 31, 2019.

(b) Group Retirement amounts in this category include general account reserves of approximately \$6.3 billion and \$6.2 billion at September 30, 2020 and December 31, 2019 respectively, which are subject to 20 percent annual withdrawal limitations at the participant level and general account reserves of \$5.7 billion and \$5.4 billion at September 30, 2020 and December 31, 2019, respectively, which are subject to 20 percent annual withdrawal limitations at the plan level.

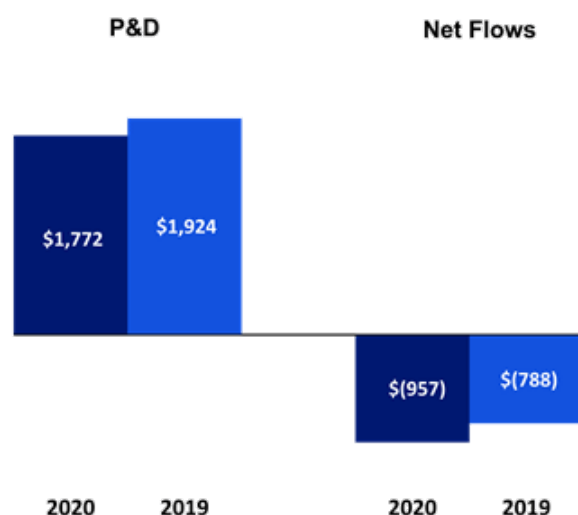
Group Retirement annuity deposits are typically subject to a five- to seven-year surrender charge period, depending on the product. At September 30, 2020, Group Retirement annuity reserves with no surrender charge increased compared to December 31, 2019 primarily due to growth in assets under management while reserves with a 0% - 2% surrender charge decreased primarily due to normal aging of business. The surrender rate in the three- and nine-month periods ended September 30, 2020 decreased compared to the same periods in the prior year due to lower individual surrenders.

A discussion of the significant variances in premiums and deposits and net flows follows:

Group Retirement Premiums and Deposits and Net Flows

Three Months Ended September 30,

(in millions)



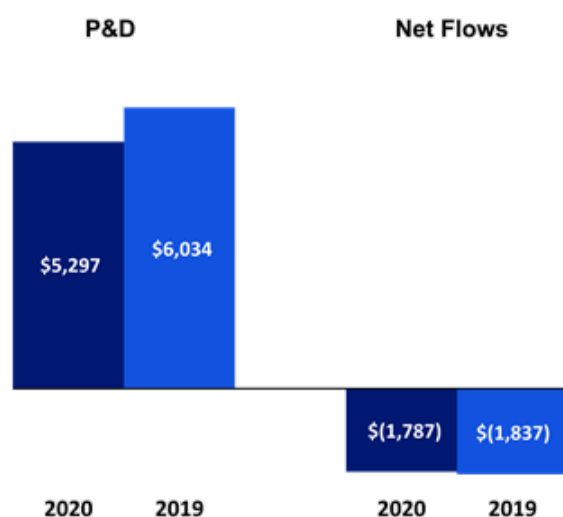
Quarterly 2020 and 2019 Comparison

Net flows remained negative and deteriorated primarily due to lower premiums and deposits. External factors including consolidation of healthcare providers and other employers in target markets, along with shorter term impacts from market conditions related to COVID-19, also contributed to the decrease.

Group Retirement Premiums and Deposits and Net Flows

Nine Months Ended September 30,

(in millions)



Year-to-Date 2020 and 2019 Comparison

Net flows remained negative but improved primarily due to lower individual surrenders partially offset by decreased deposits. There were approximately \$1 billion of large plan related surrenders in both nine-month periods ended September 30, 2020 and 2019. External factors including consolidation of healthcare providers and other employers in target markets, along with shorter term impacts from market conditions related to COVID-19, also contributed to the decrease.

LIFE INSURANCE RESULTS

	Three Months Ended September 30,		Percentage Change	Nine Months Ended September 30,		Percentage Change
(in millions)	2020	2019		2020	2019	
Revenues:						
Premiums	\$ 429	\$ 394	9 %	\$ 1,295	\$ 1,214	7 %
Policy fees	265	348	(24)	1,010	1,102	(8)
Net investment income	368	289	27	939	915	3
Other income	14	6	133	36	33	9
Benefits and expenses:						
Policyholder benefits and losses incurred	967	848	14	2,464	2,217	11
Interest credited to policyholder account balances	93	93	-	277	277	-
Amortization of deferred policy acquisition costs	(153)	(86)	(78)	(32)	39	NM
Non deferrable insurance commissions	8	27	(70)	63	67	(6)
General operating expenses	149	155	(4)	437	449	(3)
Interest expense	7	7	-	20	20	-
Adjusted pre-tax income (loss)	\$ 5	\$ (7)	NM%	\$ 51	\$ 195	(74)%

Business and Financial Highlights

Life Insurance is focused on selling profitable new products through strategic channels to enhance future returns. Adjusted pre-tax income increased in the three- month period ended September 30, 2020 compared to the same period in the prior year primarily due to higher net investment income due to higher gains on calls and higher private equity returns, partially offset by a net unfavorable adjustment from the review and update of actuarial assumptions. Adjusted pre-tax income decreased in the nine- month period ended September 30, 2020 compared to the same period in the prior year primarily due to higher mortality and a net unfavorable adjustment from the review and update of actuarial assumptions partially offset by prior year unfavorable reinsurance valuation allowance.

Life Insurance Adjusted Pre-Tax Income (Loss)

Three Months Ended September 30,
(in millions)

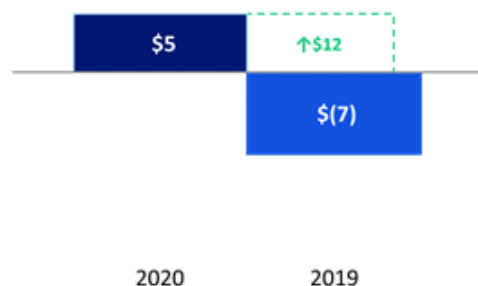
Quarterly 2020 and 2019 Comparison

Adjusted pre-tax income increased primarily due to:

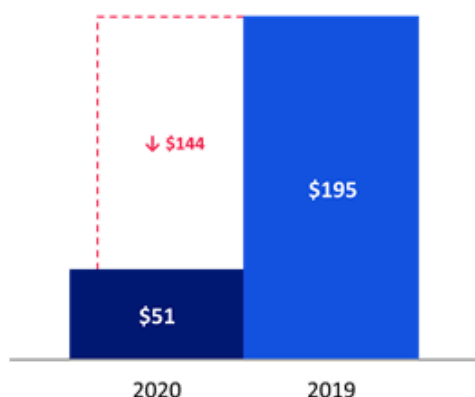
- higher net investment income, primarily due to higher gains on calls and higher gains in the alternative investment portfolio driven by higher private equity returns, including income from an initial public offering of a holding in the private equity portfolio.

Partially offsetting these increases was:

- a higher net unfavorable adjustment from the review and update of actuarial assumptions, including a reduction in DAC amortization compared to the same period in the prior year.



Life Insurance Adjusted Pre-Tax Income
Nine Months Ended September 30,
(in millions)



Year-to-Date 2020 and 2019 Comparison

Adjusted pre-tax income decreased primarily due to:

- higher mortality driven by COVID-19; and
- a higher net unfavorable adjustment from the review and update of actuarial assumptions, including a reduction in DAC amortization compared to the same period in the prior year.

Partially offsetting these decreases were:

- higher net investment income, primarily from gains on the alternative investment portfolio driven by higher gains on calls; and
- prior year unfavorable reinsurance valuation allowance.

LIFE INSURANCE GAAP PREMIUMS AND PREMIUMS AND DEPOSITS

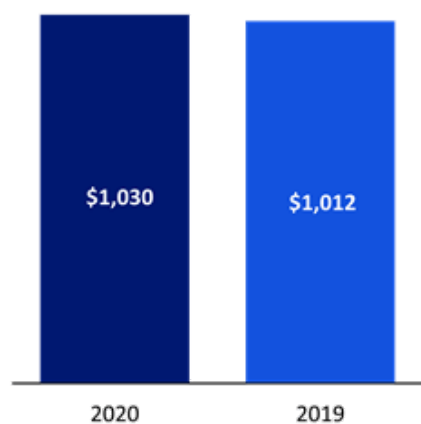
Premiums for Life Insurance represent amounts received on traditional life insurance policies, primarily term life and international life and health. Premiums, excluding the effect of foreign exchange, increased in the three- and nine-month periods ended September 30, 2020 compared to the same periods in the prior year. Premiums and deposits for Life Insurance is a non-GAAP financial measure that includes direct and assumed premiums as well as deposits received on universal life insurance.

The following table presents a reconciliation of Life Insurance GAAP premiums to premiums and deposits:

<i>(in millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Premiums	\$ 429	\$ 394	\$ 1,295	\$ 1,214
Deposits	392	404	1,214	1,223
Other	209	214	607	602
Premiums and deposits	\$ 1,030	\$ 1,012	\$ 3,116	\$ 3,039

A discussion of the significant variances in premiums and deposits follows:

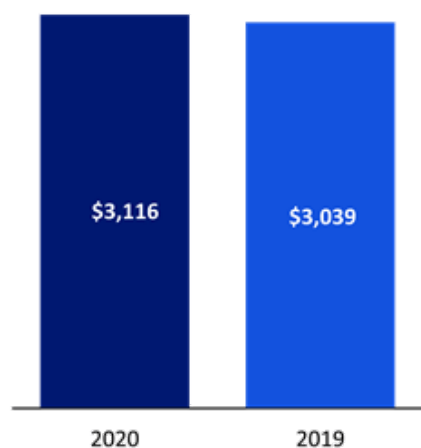
Life Insurance Premiums and Deposits
Three Months Ended September 30,
(in millions)



Quarterly 2020 and 2019 Comparison

Premiums and deposits, excluding the effect of foreign exchange, increased primarily due to growth in international life and group premiums.

Life Insurance Premiums and Deposits
Nine Months Ended September 30,
(in millions)



Year-to-Date 2020 and 2019 Comparison

Premiums and deposits, excluding the effect of foreign exchange, increased primarily due to growth in international life and group premiums.

INSTITUTIONAL MARKETS RESULTS

	Three Months Ended September 30,		Percentage Change	Nine Months Ended September 30,		Percentage Change
(in millions)	2020	2019		2020	2019	
Revenues:						
Premiums	\$ 275	\$ 389	(29)%	\$ 2,121	\$ 1,360	56 %
Policy fees	41	40	3	121	124	(2)
Net investment income	240	224	7	722	658	10
Other income	-	1	NM	-	1	NM
Benefits and expenses:						
Policyholder benefits and losses incurred	361	471	(23)	2,356	1,580	49
Interest credited to policyholder account balances	68	95	(28)	228	271	(16)
Amortization of deferred policy acquisition costs	2	2	-	4	4	-
Non deferrable insurance commissions	8	6	33	22	21	5
General operating expenses	16	15	7	51	46	11
Interest expense	2	2	-	8	8	-
Adjusted pre-tax income	\$ 99	\$ 63	57 %	\$ 295	\$ 213	38 %

Business and Financial Highlights

Institutional Markets continued to opportunistically grow its portfolio, which partially drove the increase in net investment income. Product distribution continues to be strong and the business is focused on maintaining pricing discipline.

Institutional Markets Adjusted Pre-Tax Income

Three Months Ended September 30,

(in millions)

Quarterly 2020 and 2019 Comparison

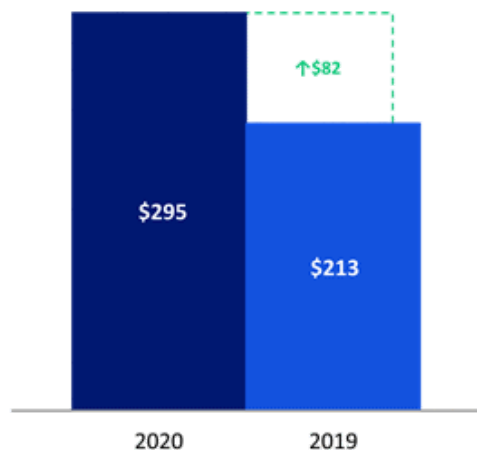
Decreases in premiums and policyholder benefits were primarily due to lower pension risk transfer sales in 2020 compared to 2019.

Adjusted pre-tax income increased primarily due to:

- growth in the portfolio from new business and higher alternative investment returns due to higher equity partnership returns, partially offset by the impact of the new business on policyholder benefits and losses incurred;
- decrease in interest crediting results from impact of lower interest rates on floating-rate GICs and related hedging; and
- favorable mortality experience.



Institutional Markets Adjusted Pre-Tax Income
Nine Months Ended September 30,
(in millions)



Year-to-Date 2020 and 2019 Comparison

Increases in premiums and policyholder benefits were primarily due to higher pension risk transfer business written in 2020 compared to 2019.

Adjusted pre-tax income increased primarily due to:

- growth in the portfolio from new business, higher alternative investment returns due to higher equity partnership returns and yield enhancement income, partially offset by the impact of the new business on policyholder benefits and losses incurred;
- decrease in interest crediting results from impact of lower interest rates on floating-rate GICs and related hedging; and
- favorable mortality experience.

INSTITUTIONAL MARKETS GAAP PREMIUMS AND PREMIUMS AND DEPOSITS

Premiums for Institutional Markets primarily represent amounts received on pension risk transfer or structured settlement annuities with life contingencies. Premiums decreased in the three-month period ended September 30, 2020 compared to the same period in the prior year primarily driven by the pension risk transfer business (direct and assumed reinsurance) written in the third quarter of 2019. Premiums increased in the nine-month period ended September 30, 2020 compared to the same period in the prior year primarily driven by the pension risk transfer business (direct and assumed reinsurance) written in the first half of 2020.

Premiums and deposits for Institutional Markets is a non-GAAP financial measure that includes direct premiums as well as deposits received on investment-type annuity contracts, including GICs. Deposits also include FHLB funding agreements.

The following table presents a reconciliation of Institutional Markets GAAP premiums to premiums and deposits:

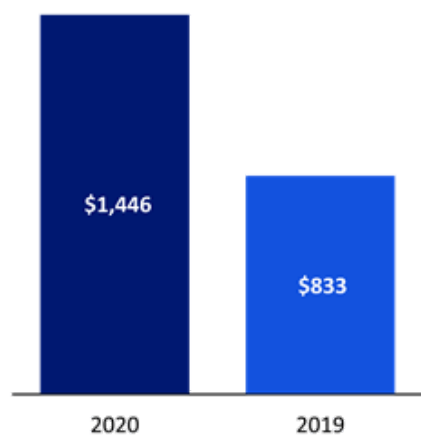
<i>(in millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Premiums	\$ 275	\$ 389	\$ 2,121	\$ 1,360
Deposits	1,165	437	1,350	831
Other	6	7	21	22
Premiums and deposits	\$ 1,446	\$ 833	\$ 3,492	\$ 2,213

A discussion of the significant variances in premiums and deposits follows:

Institutional Markets Premiums and Deposits

Three Months Ended September 30,

(in millions)



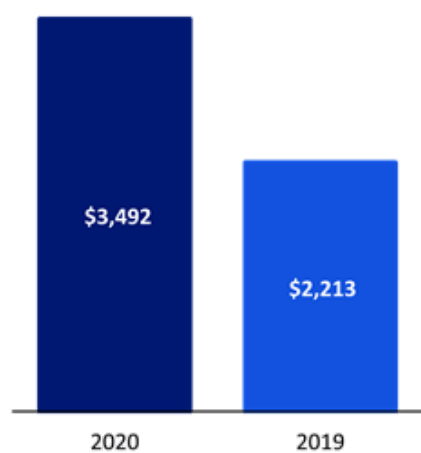
Quarterly 2020 and 2019 Comparison

Premiums and deposits increased due to higher deposits on GICs partially offset by lower pension risk transfer (direct and assumed reinsurance) sales.

Institutional Markets Premiums and Deposits

Nine Months Ended September 30,

(in millions)



Year-to-Date 2020 and 2019 Comparison

Premiums and deposits increased due to higher pension risk transfer (direct and assumed reinsurance) sales and higher deposits on GICs.

Other Operations

Other Operations consists of income from assets held by AIG Parent and other corporate subsidiaries, general operating expenses not attributable to AIG reporting segments, certain compensation expenses attributable to Other Operations and reporting segments, amortization of value of distribution network acquired related to the Validus and Glatfelter acquisitions, and interest expense attributable to AIG long-term debt as well as debt associated with consolidated investment entities. Other Operations also includes Blackboard – a subsidiary focused on delivering commercial insurance solutions using digital technology, data analytics and automation. At the end of March 2020, Blackboard was placed into run-off.

OTHER OPERATIONS RESULTS

(in millions)	Three Months Ended September 30,		Percentage Change	Nine Months Ended September 30,		Percentage Change
	2020	2019		2020	2019	
Revenues:						
Premiums	\$ 25	\$ 12	108 %	\$ 58	\$ 37	57 %
Net investment income:						
Interest and dividends - available for sale securities	8	26	(69)	30	83	(64)
Interest and dividends - fair value option securities	14	1	NM	12	4	200
Other investment income - consolidated investment entities	62	49	27	116	144	(19)
Other investment income	8	21	(62)	41	76	(46)
Total net investment income	92	97	(5)	199	307	(35)
Other income	11	30	(63)	48	78	(38)
Total adjusted revenues	128	139	(8)	305	422	(28)
Benefits, losses and expenses:						
Policyholder benefits and losses incurred	21	13	62	50	27	85
Acquisition expenses - amortization of deferred policy acquisition costs	7	5	40	16	14	14
General operating expenses	199	269	(26)	701	708	(1)
Interest expense:						
Interest - corporate	291	259	12	819	783	5
Interest - other (primarily consolidated investment entities)*	36	47	(23)	155	146	6
Total interest expense	327	306	7	974	929	5
Total benefits, losses and expenses	554	593	(7)	1,741	1,678	4
Adjusted pre-tax loss before consolidation and eliminations	(426)	(454)	6	(1,436)	(1,256)	(14)
Consolidation, eliminations and other adjustments	(136)	(46)	(196)	(171)	(172)	1
Adjusted pre-tax loss	\$ (562)	\$ (500)	(12)%	\$ (1,607)	\$ (1,428)	(13)%

136 AIG | Third Quarter 2020 Form 10-Q

Adjusted pre-tax income (loss) by activities:

Corporate (Parent and Service Companies):						
General operating expenses	\$ (191)	\$ (241)	21 %	\$ (629)	\$ (617)	(2)%
Interest expense	(291)	(259)	(12)	(819)	(783)	(5)
All other income (expense), net	31	53	(42)	50	156	(68)
Total Corporate (Parent and Service Companies)	(451)	(447)	(1)	(1,398)	(1,244)	(12)
Consolidated investment entities	33	16	106	-	37	NM
Blackboard	(8)	(23)	65	(38)	(49)	22
Consolidation, eliminations and other adjustments:						
Consolidation, eliminations and other adjustments - consolidated investment entities	(131)	(53)	(147)	(172)	(201)	14
Consolidation, eliminations and other adjustments - other	(5)	7	NM	1	29	(97)
Total consolidation, eliminations and other adjustments	(136)	(46)	(196)	(171)	(172)	1
Adjusted pre-tax loss	\$ (562)	\$ (500)	(12)%	\$ (1,607)	\$ (1,428)	(13)%

* Interest expense—other primarily represents interest expense on consolidated investment entities of \$29 million and \$33 million in the three-month periods ended September 30, 2020 and 2019, respectively, and \$116 million and \$107 million in the nine-month periods ended September 30, 2020 and 2019, respectively, and costs of derivatives used to economically hedge foreign denominated debt of \$4 million and \$10 million in the three-month periods ended September 30, 2020 and 2019, respectively, and \$25 million and \$29 million in the nine-month periods ended September 30, 2020 and 2019, respectively.

QUARTERLY 2020 AND 2019 COMPARISON

Adjusted pre-tax loss increased primarily due to:

- lower net investment income associated with available for sale securities.
- higher interest expense driven by debt issuances in the second quarter of 2020; and
- lower corporate general operating expenses due to lower compensation and depreciation as well as the winddown of Blackboard.

YEAR-TO-DATE 2020 AND 2019 COMPARISON

Adjusted pre-tax loss increased primarily due to:

- lower net investment income associated with available for sale securities and consolidated investment entities; and
- higher interest expenses driven by debt issuances in the second quarter of 2020 and debt associated with consolidated investment entities.

Legacy Portfolio

Legacy Portfolio represents exited or discontinued product lines, policy forms or distribution channels. On June 2, 2020, we completed the sale of a controlling interest in Fortitude Holdings, which from February 2018 through the sale date was included in our Legacy Portfolio results.

- **Legacy Life and Retirement Run-Off Lines** – Currently, the remaining legacy business not reinsured to Fortitude Holdings includes reserves that consist of certain structured settlements, pension risk transfer annuities, whole life and other small blocks of life and accident & health product lines.
- **Legacy General Insurance Run-Off Lines** – Currently, the remaining legacy business not reinsured to Fortitude Holdings includes reserves that consist of excess workers' compensation, environmental exposures and exposures to other products within General Insurance that are no longer actively marketed. Also includes the remaining reserves in Eaglestone Reinsurance Company.
- **Legacy Investments** – Includes investment classes that we have placed into run-off including holdings in direct investments as well as investments in global capital markets and global real estate.

BUSINESS STRATEGY

For Legacy insurance lines, securing the interests of our policyholders and insureds is paramount. We have considered and continue to evaluate the following strategies for these lines:

- Third-party and affiliated reinsurance and retrocessions to improve capital efficiency.
- Commutations of assumed reinsurance and direct policy buy-backs.
- Enhanced insured policyholder options and claims resolution strategies.
- Enhanced asset liability management and expense management.

For Legacy investments, our business strategy is to maximize liquidity to AIG Parent and minimize book value impairments while sourcing for our insurance companies attractive assets for their portfolios.

SALE OF FORTITUDE HOLDINGS

On June 2, 2020, we completed the Majority Interest Fortitude Sale. AIG established Fortitude Re, a wholly owned subsidiary of Fortitude Holdings, in 2018 in a series of reinsurance transactions related to AIG's Legacy Portfolio. As of September 30, 2020, approximately \$30.6 billion of reserves from AIG's Legacy Life and Retirement Run-Off Lines and approximately \$4.1 billion of reserves from AIG's Legacy General Insurance Run-Off Lines, related to business written by multiple wholly-owned AIG subsidiaries had been ceded to Fortitude Re under these reinsurance transactions. As of closing of the Majority Interest Fortitude Sale, these reinsurance transactions are no longer considered affiliated transactions and Fortitude Re is the reinsurer of the majority of AIG's Legacy Portfolio. As these reinsurance transactions are structured as modified coinsurance and loss portfolio transfers with funds withheld, following the closing of the Majority Interest Fortitude Sale, AIG continues to reflect the invested assets, which consist mostly of available for sale securities, supporting Fortitude Re's obligations, in AIG's financial statements.

AIG sold a 19.9 percent ownership interest in Fortitude Holdings to TCG, an affiliate of Carlyle, in the 2018 Fortitude Sale. As a result of completion of the Majority Interest Fortitude Sale, Carlyle FRL purchased from AIG a 51.6 percent ownership interest in Fortitude Holdings and T&D purchased from AIG a 25 percent ownership interest in Fortitude Holdings; AIG retained a 3.5 percent ownership interest in Fortitude Holdings and one seat on its Board of Managers. The \$2.2 billion of proceeds received by AIG at closing include (i) the \$1.8 billion under the Majority Interest Fortitude Sale, which is subject to a post-closing purchase price adjustment pursuant to which AIG will pay Fortitude Re for certain adverse development in property casualty related reserves, based on an agreed methodology, that may occur on or prior to December 31, 2023, up to a maximum payment of \$500 million; and (ii) a \$383 million purchase price adjustment from Carlyle FRL and T&D, corresponding to their respective portions of a proposed \$500 million non-pro rata distribution from Fortitude Holdings that was not received by AIG prior to the closing.

AIG recorded a total after-tax reduction to total AIG shareholders' equity of \$4.3 billion related to the sale of the majority interest in and deconsolidation of Fortitude Holdings in the second quarter of 2020. The impact to equity was primarily due to a \$6.7 billion after-tax loss partially offset by a \$2.4 billion increase in AOCI due to the release of shadow adjustments primarily related to future policy benefits. The \$6.7 billion after-tax loss was comprised of (i) a \$2.7 billion loss related to the write-off of prepaid insurance assets and DAC upon deconsolidation of Fortitude Holdings and (ii) \$4.0 billion related to the loss on the sale primarily as a result of increases in Fortitude Holdings' equity principally related to mark to market movements from the December 31, 2018 date as of which Fortitude Holdings' equity was calculated for purposes of the purchase price determination, through the June 2, 2020 closing date.

In connection with the Majority Interest Fortitude Sale, AIG, Fortitude Holdings, and TCG agreed that, effective as of the closing, (i) AIG's investment commitment targets under the 2018 Fortitude Sale (whereby AIG had agreed to invest certain amounts into various Carlyle strategies and to make certain minimum investment management fee payments by November 2021) were assumed by Fortitude Holdings and AIG was released therefrom, (ii) the purchase price adjustment that AIG had agreed to provide TCG in the 2018 Fortitude Sale (whereby AIG had agreed to reimburse TCG for adverse development in property casualty related reserves, based on an agreed methodology, that may occur on or prior to December 31, 2023, up to the value of TCG's investment in Fortitude Holdings) has been terminated, and (iii) TCG remains obligated to pay AIG \$115 million of deferred consideration upon settlement of the post-closing purchase price adjustment referred to above. This latter amount is composed of \$95 million of deferred consideration contemplated as part of the 2018 Fortitude Sale, together with \$19.9 million in respect of TCG's 19.9 percent share of the unpaid portion of the \$500 million non-pro rata dividend to be paid to AIG under the 2018 Fortitude Sale (TCG paid \$79.6 million to AIG on May 26, 2020). In addition, the 2018 Capital Maintenance Agreement between AIG and Fortitude Re and the letters of credit issued in support of Fortitude Re and subject to reimbursement by AIG in the event of a drawdown were terminated as of the closing of the Majority Interest Fortitude Sale. Upon closing of the Majority Interest Fortitude Sale, AIG entered into a transition services agreement with Fortitude Holdings for the provision of transition services for a period after closing, and letter of credit agreements with certain financial institutions, which issued letters of credit in support of certain General Insurance subsidiaries that have reinsurance agreements in place with Fortitude Re in the amount of \$600 million. These letters of credit are subject to reimbursement by AIG in the event of a drawdown by these insurance subsidiaries.

Following closing in the second quarter of 2020, AIG contributed \$700 million of the proceeds of the Majority Interest Fortitude Sale to certain of its General Insurance subsidiaries and \$135 million of the proceeds of the Majority Interest Fortitude Sale to certain of its Life and Retirement subsidiaries.

Legacy results include the impact of Fortitude Re through the date of deconsolidation on June 2, 2020, representing five months of operational results for the nine-month period ended September 30, 2020 subsequent to deconsolidation.

For further discussion on the sale of Fortitude Holdings see Note 7 to the Condensed Consolidated Financial Statements.

LEGACY PORTFOLIO RESULTS

	Three Months Ended September 30,		Percentage Change	Nine Months Ended September 30,		Percentage Change
(in millions)	2020	2019		2020	2019	
Revenues:						
Premiums	\$ 58	\$ 122	(52)%	\$ 258	\$ 367	(30)%
Policy fees	6	30	(80)	64	92	(30)
Net investment income	157	614	(74)	915	1,792	(49)
Other income (loss)	(7)	(15)	53	(40)	(54)	26
Total adjusted revenues	214	751	(72)	1,197	2,197	(46)
Benefits, losses and expenses:						
Policyholder benefits and losses and loss adjustment expenses incurred	85	516	(84)	933	1,422	(34)
Interest credited to policyholder account balances	(3)	53	NM	93	161	(42)
Amortization of deferred policy acquisition costs	6	19	(68)	35	51	(31)
General operating and other expenses	34	66	(48)	147	225	(35)
Interest expense	3	4	(25)	11	14	(21)
Total benefits, losses and expenses	125	658	(81)	1,219	1,873	(35)
Adjusted pre-tax income (loss)	\$ 89	\$ 93	(4)%	\$ (22)	\$ 324	NM%
Adjusted pre-tax income (loss) by type:						
General Insurance Run-Off Lines	\$ (16)	\$ 27	NM%	\$ 30	\$ 85	(65)%
Life and Retirement Run-Off Lines	29	16	81	(91)	141	NM
Legacy Investments	76	50	52	39	98	(60)
Adjusted pre-tax income (loss)	\$ 89	\$ 93	(4)%	\$ (22)	\$ 324	NM%

(in millions)	September 30, 2020	December 31, 2019
Selected Balance Sheet Data		
Legacy Investments, net of related debt	\$ 1,110	\$ 2,002
Legacy General Insurance run-off reserves	1,363	5,409
Legacy Life and Retirement run-off reserves	7,956	38,728

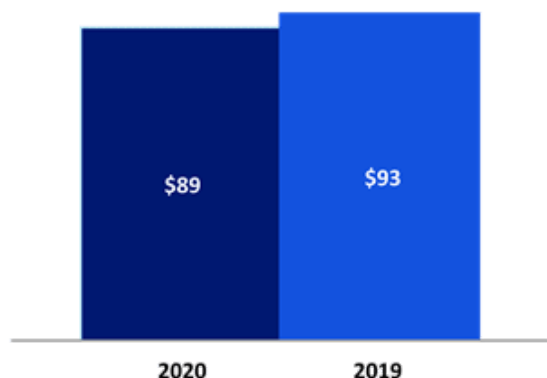
Business and Financial Highlights

Legacy insurance lines, including those ceded to Fortitude Re, continue to run-off as anticipated for Legacy General Insurance and Legacy Life and Retirement Run-Off Lines. Legacy investments have been reduced significantly over the last several years declining from \$6.7 billion at December 31, 2016 to \$1.1 billion at September 30, 2020. The remaining Legacy investments primarily include structured credit junior notes for which we have elected the fair value option and real estate investments.

Legacy Portfolio Adjusted Pre-Tax Income

Three Months Ended September 30,

(in millions)



Quarterly 2020 and 2019 Comparison

Adjusted pre-tax income decreased compared to the prior year primarily due to:

- Lower adjusted pre-tax income primarily as a result of lower net investment income. Subsequent to the sale of Fortitude Re on June 2, 2020, net investment income on the funds withheld assets is excluded from adjusted pre-tax income.

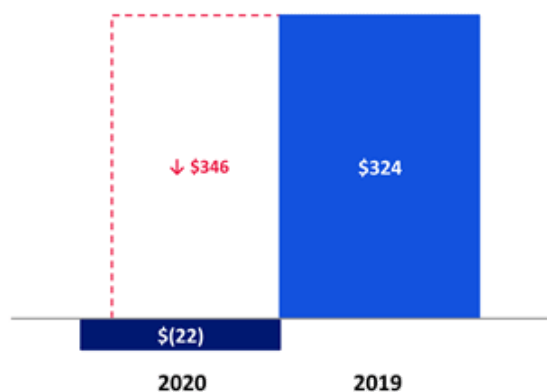
This decrease was partially offset by:

- Higher Legacy Investment earnings due to gains on fair value option portfolios compared to losses in the same period in the prior year.

Legacy Portfolio Adjusted Pre-Tax Income (Loss)

Nine Months Ended September 30,

(in millions)



Year-to-Date 2020 and 2019 Comparison

Legacy Portfolio recorded an adjusted pre-tax loss in the nine months ended September 30, 2020 compared to income in the prior-year period due to:

- Higher adjusted pre-tax losses primarily as a result of lower net investment income. Subsequent to the sale of Fortitude Re on June 2, 2020, net investment income on the funds withheld assets is excluded from adjusted pre-tax income; and
- Lower Legacy Investment earnings due to lower gains on fair value option portfolios.

Investments

OVERVIEW

Our investment strategies are tailored to the specific business needs of each operating unit by targeting an asset allocation mix that matches cash flows of our outstanding liabilities and provides diversification from an asset class, sector, issuer, and geographic perspective. The primary objectives are generation of investment income, preservation of capital, liquidity management and growth of surplus. The majority of assets backing our insurance liabilities consist of fixed maturity securities.

The impact of COVID-19 is evolving rapidly and will depend upon the scope, severity and duration of the crisis as well as the actions taken by governments, legislative bodies or regulators and other third parties in response, all of which are continuing to evolve and are subject to continuing uncertainty. Adverse changes and developments affecting the global economy, including a significant global economic slowdown, and increased financial market volatility have had negative effects on our overall investment portfolio. Within our diversified investment portfolio, there has been exposures to certain segments of the economy significantly affected by the crisis, which has, in certain periods, resulted in the recognition of credit losses and increases in our allowance for credit losses. Further recognition of credit losses and increases in our allowances for credit losses could result if businesses remain closed (or are closed again due to resurgences in infections) and the impact of the crisis on the global economy worsens.

INVESTMENT HIGHLIGHTS IN THE NINE MONTHS ENDED SEPTEMBER 30, 2020

- A drop in interest rates was partially offset by a widening of credit spreads that resulted in a net unrealized gain movement in our investment portfolio. Net unrealized gains in our available for sale portfolio increased to approximately \$23.7 billion as of September 30, 2020 from approximately \$17.9 billion as of December 31, 2019.
- We continued to make investments in structured securities and other fixed maturity securities with favorable risk compared to return characteristics to improve yields and increase net investment income.
- We experienced lower investment returns in our alternative investments and fair value option equity security holdings due to significant volatility in equity markets in the nine-month period ended September 30, 2020, and lower income from fixed maturity securities for which the fair value option was elected due to a widening of credit spreads in the current period. This compares to the same period in the prior year where we experienced robust gains in our alternative investments, which included income from an initial public offering of a holding in the private equity portfolio and higher gains in our fixed maturities securities portfolio for which we elected the fair value option due to a drop in rates and narrowing credit spreads.
- Blended investment yields on new investments were lower than blended rates on investments that were sold, matured or called.
- Implemented CECL, the new credit loss accounting standard, in the first quarter of 2020.

Investment Strategies

Investment strategies are assessed at the business segment level and involve considerations that include local and general market conditions, duration and cash flow management, risk appetite and volatility constraints, rating agency and regulatory capital considerations, and tax and legal investment limitations.

Some of our key investment strategies are as follows:

- Our fundamental strategy across the portfolios is to seek investments with similar characteristics to the associated insurance liabilities to the extent practicable. AIG embeds Environmental, Social and Governance (ESG) considerations in its fundamental investment analysis of the companies or projects we invest in to ensure that they have sustainable earnings over the full term of our investment. AIG considers internal and external factors and evaluates changes in consumer behavior, industry trends related to ESG factors as well as the ability of the management of companies to respond appropriately to these changes in order to maintain their competitive advantage.
- We seek to originate investments that offer enhanced yield through illiquidity premiums, such as private placements and commercial mortgage loans, which also add portfolio diversification. These assets typically afford credit protections through covenants, ability to customize structures that meet our insurance liability needs, and deeper due diligence given information access.

- Given our global presence, we have access to assets that provide diversification from local markets. To the extent we purchase these investments, we generally hedge any currency risk using derivatives, which could provide opportunities to earn higher risk adjusted returns compared to assets in the functional currency.
- AIG Parent, included in Other Operations, actively manages its assets and liabilities, counterparties and duration. AIG Parent's liquidity sources are held primarily in the form of cash, short-term investments and publicly traded, investment grade rated fixed maturity securities that can be readily monetized through sales or repurchase agreements. This strategy allows us to both diversify our sources of liquidity and reduce the cost of maintaining sufficient liquidity.
- Within the U.S., the Life and Retirement and General Insurance investments are generally split between reserve backing and surplus portfolios.
 - Insurance reserves are backed by mainly investment grade fixed maturity securities that meet our duration, risk-return, tax, liquidity, credit quality and diversification objectives. We assess asset classes based on their fundamental underlying risk factors, including credit (public and private), commercial real estate and residential real estate regardless of whether such investments are bonds, loans, or structured products.
 - Surplus investments seek to enhance portfolio returns and are generally comprised of a mix of fixed maturity investment grade and below investment grade securities and various alternative asset classes, including private equity, real estate equity, and hedge funds. Over the past few years, hedge fund investments have been reduced with more emphasis given to private equity, real estate and below investment grade credit.
- Outside of the U.S., fixed maturity securities held by insurance companies consist primarily of investment-grade securities generally denominated in the currencies of the countries in which we operate.

Asset Liability Management

The investment strategy within the General Insurance companies focuses on growth of surplus, maintenance of sufficient liquidity for unanticipated insurance claims, and preservation of capital. General Insurance invests primarily in fixed maturity securities issued by corporations, municipalities and other governmental agencies; structured securities collateralized by, among other assets, residential and commercial real estate; and commercial mortgage loans. Fixed maturity securities of the General Insurance companies' North America operations have an average duration of 3.3 years. Fixed maturity securities of the General Insurance companies' international operations have an average duration of 4.3 years.

While invested assets backing reserves of the General Insurance companies are primarily invested in conventional liquid fixed maturity securities, we have continued to allocate to asset classes that offer higher yields through structural and illiquidity premiums, particularly in our North America operations. In addition, we continue to invest in both fixed rate and floating rate asset-backed investments to manage our exposure to potential changes in interest rates and inflation. We seek to diversify the portfolio across asset classes, sectors, and issuers to mitigate idiosyncratic portfolio risks.

In addition, a portion of the surplus of General Insurance is invested in a diversified portfolio of alternative investments that seek to balance liquidity, volatility and growth of surplus. There is a higher allocation to equity-oriented investments in General Insurance surplus relative to other AIG portfolios given the underlying inflation risks inherent in that business. Although these alternative investments are subject to periodic earnings fluctuations, they have historically achieved yields in excess of the fixed maturity portfolio yields and have provided added diversification to the broader portfolio.

The investment strategy of the Life and Retirement companies is to provide net investment income to back liabilities that result in stable distributable earnings and enhance portfolio value, subject to asset liability management, capital, liquidity, and regulatory constraints.

The Life and Retirement companies use asset-liability management as a primary tool to monitor and manage risk in their businesses. The Life and Retirement companies maintain a diversified, high- to-medium quality portfolio of fixed maturity securities issued by corporations, municipalities and other governmental agencies; structured securities collateralized by, among other assets, residential and commercial real estate; and commercial mortgage loans that, to the extent practicable, match the duration characteristics of the liabilities. We seek to diversify the portfolio across asset classes, sectors, and issuers to mitigate idiosyncratic portfolio risks. The investment portfolio of each product line is tailored to the specific characteristics of its insurance liabilities, and as a result, duration varies between distinct portfolios. The interest rate environment has a direct impact on the asset liability management profile of the businesses, and an extended low interest rate environment may result in a lengthening of liability durations from initial estimates, primarily due to lower lapses, which may require us to further extend the duration of the investment portfolio. A further lengthening of the portfolio will be assessed in the context of available market opportunities as longer duration markets may not provide similar diversification benefits as shorter duration markets.

Fixed maturity securities of the Life and Retirement companies' domestic operations have an average duration of 8.6 years.

In addition, the Life and Retirement companies seek to enhance surplus portfolio returns through investments in a diversified portfolio of alternative investments. Although these alternative investments are subject to periodic earnings fluctuations, they have historically achieved returns in excess of the fixed maturity portfolio returns.

NAIC Designations of Fixed Maturity Securities

The Securities Valuation Office (SVO) of the NAIC evaluates the investments of U.S. insurers for statutory reporting purposes and assigns fixed maturity securities to one of six categories called 'NAIC Designations.' In general, NAIC Designations of '1' highest quality, or '2' high quality, include fixed maturity securities considered investment grade, while NAIC Designations of '3' through '6' generally include fixed maturity securities referred to as below investment grade. NAIC designations for non-agency RMBS and CMBS are calculated using third party modeling results provided through the NAIC. These methodologies result in an improved NAIC Designation for such securities compared to the rating typically assigned by the three major rating agencies. The following tables summarize the ratings distribution of AIG subsidiaries fixed maturity security portfolio by NAIC Designation, and the distribution by composite AIG credit rating, which is generally based on ratings of the three major rating agencies.

For a full description of the composite AIG credit ratings see – Credit Ratings.

The following table presents the fixed maturity security portfolio categorized by NAIC Designation, at fair value:

September 30, 2020

(in millions)

NAIC Designation	1	2	Total Investment Grade	3	4	5	6	Total Below Investment Grade	Total
Other fixed maturity securities	\$ 102,356	\$ 80,411	\$ 182,767	\$ 9,198	\$ 6,625	\$ 1,739	\$ 125	\$ 17,687	\$ 200,454
Mortgage-backed, asset-backed and collateralized	64,112	4,012	68,124	265	103	123	2,296	2,787	70,911
Total	\$ 166,468	\$ 84,423	\$ 250,891	\$ 9,463	\$ 6,728	\$ 1,862	\$ 2,421	\$ 20,474	\$ 271,365

* Excludes \$15 million of fixed maturity securities for which no NAIC Designation is available.

The following table presents the fixed maturity security portfolio categorized by composite AIG credit rating, at fair value:

September 30, 2020

(in millions)

Composite AIG Credit Rating	AAA/AA/A	BBB	Total Investment Grade	BB	B	CCC and Lower	Total Below Investment Grade	Total
Other fixed maturity securities	\$ 105,756	\$ 76,765	\$ 182,521	\$ 8,965	\$ 6,803	\$ 2,165	\$ 17,933	\$ 200,454
Mortgage-backed, asset-backed and collateralized	54,501	4,347	58,848	662	360	11,041	12,063	70,911
Total	\$ 160,257	\$ 81,112	\$ 241,369	\$ 9,627	\$ 7,163	\$ 13,206	\$ 29,996	\$ 271,365

* Excludes \$15 million of fixed maturity securities for which no NAIC Designation is available.

Credit Ratings

At September 30, 2020, approximately 89 percent of our fixed maturity securities were held by our domestic entities. Approximately 88 percent of these securities were rated investment grade by one or more of the principal rating agencies. Our investment decision process relies primarily on internally generated fundamental analysis and internal risk ratings. Third-party rating services' ratings and opinions provide one source of independent perspective for consideration in the internal analysis.

Moody's Investors Service Inc. (Moody's), Standard & Poor's Financial Services LLC, a subsidiary of S&P Global Inc. (S&P), or similar foreign rating services rate a significant portion of our foreign entities' fixed maturity securities portfolio. Rating services are not available for some foreign-issued securities. Our Credit Risk Management department closely reviews the credit quality of the foreign portfolio's non-rated fixed maturity securities. At September 30, 2020, approximately 95 percent of such investments were either rated investment grade or, on the basis of our internal analysis, were equivalent from a credit standpoint to securities rated investment grade. Approximately 28 percent of the foreign entities' fixed maturity securities portfolio is comprised of sovereign fixed maturity securities supporting policy liabilities in the country of issuance.

Composite AIG Credit Ratings

With respect to our fixed maturity securities, the credit ratings in the table below and in subsequent tables reflect: (i) a composite of the ratings of the three major rating agencies, or when agency ratings are not available, the rating assigned by the NAIC SVO (99 percent of total fixed maturity securities), or (ii) our equivalent internal ratings when these investments have not been rated by any of the major rating agencies or the NAIC. The “Non-rated” category in those tables consists of fixed maturity securities that have not been rated by any of the major rating agencies, the NAIC or us.

For a discussion of credit risks associated with Investments see Enterprise Risk Management.

The following table presents the composite AIG credit ratings of our fixed maturity securities calculated on the basis of their fair value:

	Available for Sale		Other		Total	
	September 30, 2020	December 31, 2019	September 30, 2020	December 31, 2019	September 30, 2020	December 31, 2019
<i>(in millions)</i>						
Rating:						
Other fixed maturity securities						
AAA	\$ 11,938	\$ 11,821	\$ 1,828	\$ 2,121	\$ 13,766	\$ 13,942
AA	34,309	31,141	42	-	34,351	31,141
A	57,628	49,437	12	11	57,640	49,448
BBB	76,765	75,598	-	-	76,765	75,598
Below investment grade	17,230	15,905	-	7	17,230	15,912
Non-rated	718	1,301	-	-	718	1,301
Total	\$ 198,588	\$ 185,203	\$ 1,882	\$ 2,139	\$ 200,470	\$ 187,342
Mortgage-backed, asset-backed and collateralized						
AAA	\$ 32,443	\$ 29,419	\$ 374	\$ 365	\$ 32,817	\$ 29,784
AA	14,694	14,816	204	201	14,898	15,017
A	6,639	6,861	147	165	6,786	7,026
BBB	4,001	4,154	346	98	4,347	4,252
Below investment grade	9,548	10,575	2,215	3,630	11,763	14,205
Non-rated	52	58	247	84	299	142
Total	\$ 67,377	\$ 65,883	\$ 3,533	\$ 4,543	\$ 70,910	\$ 70,426
Total						
AAA	\$ 44,381	\$ 41,240	\$ 2,202	\$ 2,486	\$ 46,583	\$ 43,726
AA	49,003	45,957	246	201	49,249	46,158
A	64,267	56,298	159	176	64,426	56,474
BBB	80,766	79,752	346	98	81,112	79,850
Below investment grade	26,778	26,480	2,215	3,637	28,993	30,117
Non-rated	770	1,359	247	84	1,017	1,443
Total	\$ 265,965	\$ 251,086	\$ 5,415	\$ 6,682	\$ 271,380	\$ 257,768

Available-for-Sale Investments

The following table presents the fair value of our available-for-sale securities:

<i>(in millions)</i>	Fair Value at September 30, 2020	Fair Value at December 31, 2019
Bonds available for sale:		
U.S. government and government sponsored entities	\$ 5,135	\$ 5,380
Obligations of states, municipalities and political subdivisions	16,173	15,318
Non-U.S. governments	15,174	14,869
Corporate debt	162,106	149,636
Mortgage-backed, asset-backed and collateralized:		
RMBS	33,414	32,805
CMBS	15,777	14,430
CDO/ABS	18,186	18,648
Total mortgage-backed, asset-backed and collateralized	67,377	65,883
Total bonds available for sale*	\$ 265,965	\$ 251,086

* At September 30, 2020 and December 31, 2019, the fair value of bonds available for sale held by us that were below investment grade or not rated totaled \$27.5 billion and \$27.8 billion, respectively.

The following table presents the fair value of our aggregate credit exposures to non-U.S. governments for our fixed maturity securities:

<i>(in millions)</i>	September 30, 2020	December 31, 2019
Japan	\$ 1,592	\$ 1,651
Canada	954	989
France	890	1,013
United Kingdom	799	638
Germany	696	593
Indonesia	541	589
Israel	522	399
United Arab Emirates	516	494
Chile	398	353
Norway	390	410
Other	7,876	7,740
Total	\$ 15,174	\$ 14,869

The following table presents the fair value of our aggregate European credit exposures by major sector for our fixed maturity securities:

(in millions)	September 30, 2020					December 31, 2019	
	Sovereign	Financial Institution	Non-Financial Corporates	Structured Products	Total	Total	Total
Euro-Zone countries:							
France	\$ 890	\$ 1,835	\$ 1,668	\$ -	\$ 4,393	\$	4,304
Germany	696	176	2,763	-	3,635		3,329
Netherlands	252	1,038	1,203	104	2,597		2,626
Ireland	48	136	453	1,420	2,057		2,132
Belgium	171	254	1,115	-	1,540		1,254
Spain	25	291	688	-	1,004		1,122
Luxembourg	98	218	361	-	677		381
Italy	3	111	396	-	510		482
Finland	82	46	39	-	167		192
Austria	103	4	-	-	107		164
Other Euro-Zone	531	93	245	-	869		826
Total Euro-Zone	\$ 2,899	\$ 4,202	\$ 8,931	\$ 1,524	\$ 17,556	\$	16,812
Remainder of Europe:							
United Kingdom	\$ 799	\$ 4,092	\$ 9,289	\$ 2,362	\$ 16,542	\$	15,798
Switzerland	40	1,039	696	-	1,775		1,879
Sweden	167	331	123	-	621		582
Norway	390	47	112	-	549		549
Russian Federation	180	21	189	-	390		425
Other - Remainder of Europe	56	32	116	-	204		262
Total - Remainder of Europe	\$ 1,632	\$ 5,562	\$ 10,525	\$ 2,362	\$ 20,081	\$	19,495
Total	\$ 4,531	\$ 9,764	\$ 19,456	\$ 3,886	\$ 37,637	\$	36,307

Investments in Municipal Bonds

At September 30, 2020, the U.S. municipal bond portfolio was composed primarily of essential service revenue bonds and high-quality tax-exempt bonds with 92 percent of the portfolio rated A or higher.

The following table presents the fair values of our available for sale U.S. municipal bond portfolio by state and municipal bond type:

(in millions)	September 30, 2020				December 31, 2019
	State General Obligation	Local General Obligation	Revenue	Total Fair Value	Total Fair Value
State:					
California	\$ 774	\$ 405	\$ 2,136	\$ 3,315	\$ 2,928
New York	8	352	2,798	3,158	3,059
Texas	98	542	948	1,588	1,512
Illinois	84	128	902	1,114	1,072
Massachusetts	442	-	346	788	745
Ohio	35	-	499	534	482
Georgia	109	71	308	488	459
Virginia	9	-	442	451	493
Florida	6	-	418	424	355
Washington	172	7	243	422	405
Pennsylvania	17	5	374	396	395
Washington, D.C.	12	-	326	338	316
Missouri	-	-	307	307	277
All other states ^(a)	353	281	2,216	2,850	2,820
Total^{(b)(c)}	\$ 2,119	\$ 1,791	\$ 12,263	\$ 16,173	\$ 15,318

(a) We did not have material credit exposure to the government of Puerto Rico.

(b) Excludes certain university and not-for-profit entities that issue their bonds in the corporate debt market. Includes industrial revenue bonds.

(c) Includes \$446 million of pre-refunded municipal bonds.

Investments in Corporate Debt Securities

The following table presents the industry categories of our available for sale corporate debt securities:

Industry Category	Fair Value at September 30, 2020	Fair Value at December 31, 2019
(in millions)		
Financial institutions:		
Money center/Global bank groups	\$ 10,348	\$ 10,701
Regional banks — other	664	659
Life insurance	3,130	3,166
Securities firms and other finance companies	303	334
Insurance non-life	5,541	5,492
Regional banks — North America	6,946	6,825
Other financial institutions	14,722	13,608
Utilities	22,515	19,424
Communications	10,830	9,939
Consumer noncyclical	24,225	19,997
Capital goods	8,259	8,006
Energy	12,448	13,379
Consumer cyclical	12,191	10,989
Basic	5,714	5,617
Other	24,270	21,500
Total*	\$ 162,106	\$ 149,636

* At September 30, 2020 and December 31, 2019, respectively, approximately 90 percent and 89 percent of these investments were rated investment grade.

Our investments in the energy category, as a percentage of total investments in available-for-sale fixed maturities, were 4.7 percent and 5.3 percent at September 30, 2020 and December 31, 2019, respectively. While the energy investments are primarily investment grade and are actively managed, the category continues to experience volatility that could adversely affect credit quality and fair value.

Investments in RMBS

The following table presents AIG's RMBS available for sale securities:

<i>(in millions)</i>		Fair Value at September 30, 2020		Fair Value at December 31, 2019
Agency RMBS	\$	17,149	\$	15,721
Alt-A RMBS		7,583		8,484
Subprime RMBS		2,588		2,654
Prime non-agency		4,276		4,451
Other housing related		1,818		1,495
Total RMBS^{(a)(b)}	\$	33,414	\$	32,805

(a) Includes approximately \$7.9 billion and \$8.7 billion at September 30, 2020 and December 31, 2019, respectively, of certain RMBS that had experienced deterioration in credit quality since their origination. For additional discussion on Purchased Credit Impaired Securities see Note 5 to the Condensed Consolidated Financial Statements.

(b) The weighted average expected life was five years at September 30, 2020 and six years at December 31 2019.

Our underwriting practices for investing in RMBS, other asset-backed securities (ABS) and CDOs take into consideration the quality of the originator, the manager, the servicer, security credit ratings, underlying characteristics of the mortgages, borrower characteristics, and the level of credit enhancement in the transaction.

Investments in CMBS

The following table presents our CMBS available for sale securities:

<i>(in millions)</i>		Fair Value at September 30, 2020		Fair Value at December 31, 2019
CMBS (traditional)	\$	12,580	\$	11,250
Agency		2,130		2,051
Other		1,067		1,129
Total	\$	15,777	\$	14,430

The fair value of CMBS holdings remained stable during the third quarter of 2020. The majority of our investments in CMBS are in tranches that contain substantial protection features through collateral subordination. The majority of CMBS holdings are traditional conduit transactions, broadly diversified across property types and geographical areas.

Investments in ABS/CDOs

The following table presents our ABS/CDO available for sale securities by collateral type:

<i>(in millions)</i>		Fair value at September 30, 2020		Fair value at December 31, 2019
Collateral Type:				
ABS	\$	8,956	\$	9,274
Bank loans (collateralized loan obligation)		9,195		9,330
Other		35		44
Total	\$	18,186	\$	18,648

Commercial Mortgage Loans

At September 30, 2020, we had direct commercial mortgage loan exposure of \$36.4 billion.

The following table presents the commercial mortgage loan exposure by location and class of loan based on amortized cost:

	Number of Loans	Class							Percent of Total
(dollars in millions)		Apartments	Offices	Retail	Industrial	Hotel	Others	Total	Total
September 30, 2020									
State:									
New York	107	\$ 2,618	\$ 5,344	\$ 462	\$ 392	\$ 100	\$ -	\$ 8,916	25 %
California	69	845	1,342	247	539	811	33	3,817	10
New Jersey	46	1,703	31	413	90	12	33	2,282	6
Texas	51	575	1,166	171	138	144	-	2,194	6
Florida	71	445	157	501	215	217	-	1,535	4
Massachusetts	12	537	229	554	25	-	-	1,345	4
Illinois	20	504	575	10	18	-	22	1,129	3
Washington, D.C.	13	453	211	-	-	18	-	682	2
Pennsylvania	20	80	17	493	46	25	-	661	2
Ohio	23	171	10	185	264	-	-	630	2
Other states	191	2,087	727	1,218	719	400	7	5,158	14
Foreign	86	3,686	1,150	974	1,300	547	353	8,010	22
Total*	709	\$ 13,704	\$ 10,959	\$ 5,228	\$ 3,746	\$ 2,274	\$ 448	\$ 36,359	100 %
December 31, 2019									
State:									
New York	99	\$ 2,377	\$ 4,913	\$ 457	\$ 376	\$ 98	\$ -	\$ 8,221	23 %
California	74	736	1,341	249	572	817	41	3,756	10
New Jersey	48	1,635	44	370	81	27	33	2,190	6
Texas	52	501	1,163	174	141	145	-	2,124	6
Florida	74	393	234	544	218	217	10	1,616	3
Massachusetts	13	540	245	549	25	-	-	1,359	4
Illinois	19	505	441	10	18	-	22	996	3
Washington, D.C.	13	447	302	-	-	18	-	767	2
Pennsylvania	23	81	20	528	46	25	-	700	2
Ohio	25	174	10	188	269	-	5	646	2
Other states	215	2,073	740	1,276	740	401	44	5,274	15
Foreign	85	4,237	1,189	987	1,177	564	367	8,521	24
Total*	740	\$ 13,699	\$ 10,642	\$ 5,332	\$ 3,663	\$ 2,312	\$ 522	\$ 36,170	100 %

* Does not reflect allowance for credit losses.

For additional discussion on commercial mortgage loans see Note 8 to the Consolidated Financial Statements in the 2019 Annual Report.

Credit Impairments

The following table presents a rollforward of the changes in allowance for credit losses on available for sale fixed maturity securities by major investment category:

(in millions)	Three Months Ended September 30, 2020			Nine Months Ended September 30, 2020		
	Structured	Non-Structured	Total	Structured	Non-Structured	Total
Balance, beginning of period*	\$ 37	\$ 161	\$ 198	\$ 7	\$ -	\$ 7
Additions:						
Securities for which allowance for credit losses were not previously recorded	1	30	31	36	294	330
Purchases of available for sale debt securities accounted for as purchased credit deteriorated assets	-	-	-	26	-	26
Accretion of available for sale debt securities accounted for as purchased credit deteriorated assets	-	-	-	1	-	1
Reductions:						
Securities sold during the period	(2)	(5)	(7)	(3)	(10)	(13)
Intent to sell security or more likely than not will be required to sell the security before recovery of its amortized cost basis	-	-	-	-	-	-
Additional net increases or decreases to the allowance for credit losses on securities that had an allowance recorded in a previous period, for which there was no intent to sell before recovery amortized cost basis	(10)	67	57	(41)	34	(7)
Write-offs charged against the allowance	-	(43)	(43)	-	(108)	(108)
Recoveries of amounts previously written off	-	-	-	-	-	-
Other	-	-	-	-	-	-
Balance, end of period	\$ 26	\$ 210	\$ 236	\$ 26	\$ 210	\$ 236

* The beginning balance incorporates the Day 1 gross up on purchased credit deteriorated (PCD) assets held as of January 1, 2020.

Prior to the CECL adoption date of January 1, 2020, we recorded other-than-temporary impairment charges of \$24 million and \$137 million in the three- and nine-month periods ended September 30, 2019, respectively.

For a discussion of our allowance for credit losses on available for sale securities accounting policy see Note 5 to the Condensed Consolidated Financial Statements.

The following table shows the aging of the unrealized losses of fixed maturity securities, the extent to which the fair value is less than amortized cost or cost, and the number of respective items in each category:

September 30, 2020										
Aging ^(a) (dollars in millions)	Less Than or Equal to 20% of Cost ^(b)			Greater Than 20% to 50% of Cost ^(b)			Greater Than 50% of Cost ^(b)			Total
	Unrealized			Unrealized			Unrealized			Unrealized
	Cost ^(c)	Loss	Items ^(e)	Cost ^(c)	Loss	Items ^(e)	Cost ^(c)	Loss	Items ^(e)	Cost ^(c) Loss ^(d) Items ^(e)
Investment grade bonds										
0-6 months	\$ 20,134	\$ 447	2,904	\$ 62	\$ 15	7	\$ -	\$ -	1	\$ 20,196 \$ 462 2,912
7-11 months	6,862	296	873	126	29	18	11	6	3	6,999 331 894
12 months or more	4,438	143	669	85	23	9	2	1	1	4,525 167 679
Total	\$ 31,434	\$ 886	4,446	\$ 273	\$ 67	34	\$ 13	\$ 7	5	\$ 31,720 \$ 960 4,485
Below investment grade bonds										
0-6 months	\$ 6,984	\$ 250	1,688	\$ 300	\$ 85	56	\$ 8	\$ 8	10	\$ 7,292 \$ 343 1,754
7-11 months	3,220	148	1,186	130	35	43	-	-	1	3,350 183 1,230
12 months or more	740	50	308	437	107	56	117	66	27	1,294 223 391
Total	\$ 10,944	\$ 448	3,182	\$ 867	\$ 227	155	\$ 125	\$ 74	38	\$ 11,936 \$ 749 3,375
Total bonds										
0-6 months	\$ 27,118	\$ 697	4,592	\$ 362	\$ 100	63	\$ 8	\$ 8	11	\$ 27,488 \$ 805 4,666
7-11 months	10,082	444	2,059	256	64	61	11	6	4	10,349 514 2,124
12 months or more	5,178	193	977	522	130	65	119	67	28	5,819 390 1,070
Total^(e)	\$ 42,378	\$ 1,334	7,628	\$ 1,140	\$ 294	189	\$ 138	\$ 81	43	\$ 43,656 \$ 1,709 7,860

(a) Represents the number of consecutive months that fair value has been less than cost by any amount.

(b) Represents the percentage by which fair value is less than cost at September 30, 2020.

(c) For bonds, represents amortized cost net of allowance.

(d) The effect on Net income of unrealized losses after taxes will be mitigated upon realization because certain realized losses will result in current decreases in the amortization of certain DAC.

(e) Item count is by CUSIP by subsidiary.

The allowance for credit losses was \$22 million for investment grade bonds, and \$214 million for below investment grade bonds as of September 30, 2020.

Change in Unrealized Gains and Losses on Investments

The change in net unrealized gains and losses on investments in the three- and nine-month periods ended September 30, 2020 was primarily attributable to increases in the fair value of fixed maturity securities. For the nine-month period ended September 30, 2020, net unrealized gains related to fixed maturity securities increased by \$5.9 billion due primarily to lower rates partially offset by a widening of credit spreads.

The change in net unrealized gains and losses on investments in the three- and nine-month periods ended September 30, 2019 was primarily attributable to increases in the fair value of fixed maturity securities. For the nine-month period ended September 30, 2019, net unrealized gains related to fixed maturity securities increased by \$16.3 billion due primarily to a decrease in rates and a narrowing of credit spreads.

For further discussion of our investment portfolio see Note 5 to the Condensed Consolidated Financial Statements.

Net Realized Capital Gains and Losses

The following table presents the components of Net realized capital gains (losses):

Three Months Ended September 30,	2020			2019
	Excluding Fortitude Re Funds Withheld Assets	Fortitude Re Funds Withheld Assets	Total	
<i>(in millions)</i>				
Sales of fixed maturity securities	\$ 28	\$ 147	\$ 175	\$ 128
Other-than-temporary impairments	-	-	-	(24)
Change in intent ^(a)	-	-	-	-
Change in allowance for credit losses on fixed maturity securities	(77)	(4)	(81)	-
Change in allowance for credit losses on loans	(13)	2	(11)	(25)
Foreign exchange transactions	250	7	257	(203)
Variable annuity embedded derivatives, net of related hedges	(148)	-	(148)	311
All other derivatives and hedge accounting	(626)	(120)	(746)	466
Other	88	-	88	276
Net realized capital gains (losses) – excluding Fortitude Re funds withheld embedded derivative	(498)	32	(466)	929
Net realized capital gains (losses) on Fortitude Re funds withheld embedded derivative	-	(656)	(656)	-
Net realized capital gains (losses)	\$ (498)	\$ (624)	\$ (1,122)	\$ 929
Nine Months Ended September 30,	2020			2019
	Excluding Fortitude Re Funds Withheld Assets	Fortitude Re Funds Withheld Assets ^(b)	Total	
<i>(in millions)</i>				
Sales of fixed maturity securities	\$ 269	\$ 269	\$ 538	\$ 184
Other-than-temporary impairments	-	-	-	(137)
Change in intent ^(a)	(3)	-	(3)	-
Change in allowance for credit losses on fixed maturity securities	(299)	(11)	(310)	-
Change in allowance for credit losses on loans	(73)	6	(67)	(35)
Foreign exchange transactions	40	10	50	(242)
Variable annuity embedded derivatives, net of related hedges	1,034	-	1,034	10
All other derivatives and hedge accounting	365	(146)	219	601
Other	97	-	97	506
Net realized capital gains – excluding Fortitude Re funds withheld embedded derivative	1,430	128	1,558	887
Net realized capital gains (losses) on Fortitude Re funds withheld embedded derivative	-	(1,493)	(1,493)	-
Net realized capital gains (losses)	\$ 1,430	\$ (1,365)	\$ 65	\$ 887

(a) For the three- and nine-month periods ended September 30, 2019, the change in intent was included in Other-than-temporary impairments.

(b) Represents activity subsequent to the deconsolidation of Fortitude Re on June 2, 2020.

Net realized capital losses in the three-month period ended September 30, 2020 were due primarily to derivatives losses compared to net realized capital gains in the same period in the prior year due primarily to derivatives gains. Lower net realized capital gains in the nine-month period ended September 30, 2020 compared to the same period in the prior year were due primarily to derivative losses in the current period compared to derivative gains in the same period in the prior year.

Net realized capital gains in the three and nine-month periods ended September 30, 2019 were primarily due to derivative gains (losses).

Variable annuity embedded derivatives, net of related hedges, reflected gains in three- and nine-month periods ended September 30, 2020 compared to losses in the same periods in the prior year primarily due to changes in the non-performance or “own credit” risk adjustment used in the valuation of the variable annuities with guaranteed minimum withdrawal benefits (GMWB) embedded derivative, which are not hedged as part of our economic hedging program.

Net realized capital gains (losses) on Fortitude Re funds withheld assets primarily reflect increases in the valuation of the modified coinsurance and funds withheld assets. Increases in the valuation of these assets result in losses to AIG as the appreciation on the assets must under those reinsurance arrangements be transferred to Fortitude Re.

For additional discussion of market risk management related to these product features see Part II, Item 7. MD&A – Enterprise Risk Management – Insurance Risks – Life and Retirement Companies' Key Risks – Variable Annuity, Index Annuity and Universal Life Risk Management and Hedging Programs in the 2019 Annual Report. For more information on the economic hedging target and the impact to pre-tax income of this program see Insurance Reserves – Life and Annuity Reserves and DAC – Variable Annuity Guaranteed Benefits and Hedging Results in this MD&A.

For further discussion of our investment portfolio see Note 5 to the Condensed Consolidated Financial Statements.

Insurance Reserves

LIABILITY FOR UNPAID LOSSES AND LOSS ADJUSTMENT EXPENSES (LOSS RESERVES)

The following table presents the components of our gross and net loss reserves by segment and major lines of business*:

	September 30, 2020			December 31, 2019		
	Net liability for unpaid losses and loss adjustment expenses	Reinsurance recoverable on unpaid losses and loss adjustment expenses	Gross liability for unpaid losses and loss adjustment expenses	Net liability for unpaid losses and loss adjustment expenses	Reinsurance recoverable on unpaid losses and loss adjustment expenses	Gross liability for unpaid losses and loss adjustment expenses
<i>(in millions)</i>						
General Insurance:						
U.S. Workers' Compensation (net of discount)	\$ 3,992	\$ 5,542	\$ 9,534	\$ 4,330	\$ 5,494	\$ 9,824
U.S. Excess Casualty	3,839	5,038	8,877	4,285	5,073	9,358
U.S. Other Casualty	3,896	4,694	8,590	4,064	4,695	8,759
U.S. Financial Lines	4,771	2,281	7,052	5,154	2,221	7,375
U.S. Property and Special risks	6,366	2,658	9,024	4,950	2,807	7,757
U.S. Personal Insurance	1,119	1,405	2,524	1,287	988	2,275
UK/Europe Casualty and Financial Lines	6,754	1,365	8,119	6,234	1,268	7,502
UK/Europe Property and Special risks	2,622	1,236	3,858	2,573	1,191	3,764
UK/Europe and Japan Personal Insurance	2,003	548	2,551	1,962	519	2,481
Other product lines	5,999	2,078	8,077	6,238	2,053	8,291
Unallocated loss adjustment expenses	1,445	886	2,331	1,824	882	2,706
Total General Insurance	42,806	27,731	70,537	42,901	27,191	70,092
Legacy Portfolio - Run-Off Lines:						
U.S. Run-Off Long Tail Insurance Lines (net of discount)	185	6,972	7,157	3,769	3,587	7,356
Other run-off product lines	181	66	247	164	66	230
Unallocated loss adjustment expenses	58	406	464	377	115	492
Total Legacy Portfolio - Run-Off Lines	424	7,444	7,868	4,310	3,768	8,078
Other Operations (Blackboard)	72	107	179	48	110	158
Total	\$ 43,302	\$ 35,282	\$ 78,584	\$ 47,259	\$ 31,069	\$ 78,328

* Includes loss reserve discount of \$938 million and \$1.5 billion as of September 30, 2020 and December 31, 2019 respectively. For discussion of loss reserve discount see Note 10 to the Condensed Consolidated Financial Statements.

Prior Year Development

The following table summarizes incurred (favorable) unfavorable prior year development net of reinsurance by segment:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
<i>(in millions)</i>				
General Insurance:				
North America*	\$ (170)	\$ (17)	\$ (222)	\$ (138)
International	183	14	101	(3)
Total General Insurance	\$ 13	\$ (3)	\$ (121)	\$ (141)
Legacy Portfolio - Run-Off Lines	-	(1)	(2)	-
Total prior year (favorable) unfavorable development	\$ 13	\$ (4)	\$ (123)	\$ (141)

* Includes the amortization attributed to the deferred gain at inception from the National Indemnity Company (NICO) adverse development reinsurance agreement of \$53 million and \$58 million for the three-month periods ended September 30, 2020 and 2019, respectively, and \$159 million and \$174 million for the nine-month periods ended September 30, 2020 and 2019, respectively. Consistent with our definition of APTI, the amount excludes the portion of (favorable)/unfavorable prior year reserve development for which we have ceded the risk under the NICO reinsurance agreements of \$(46) million and \$(129) million for the three-month periods ended September 30, 2020 and 2019, respectively, and \$(42) million and \$(253) million for the nine-month periods ended September 30, 2020 and 2019, respectively. The related changes in amortization of the deferred gain were \$(17) million and \$(71) million for the three-month periods ended September 30, 2020 and 2019, respectively, and \$28 million and \$(45) million for the nine-month periods ended September 30, 2020 and 2019, respectively.

Net Loss Development

In the three-month period ended September 30, 2020, we recognized unfavorable prior year loss reserve development of \$13 million.

The key components of this development were as follows:

North America

- amortization of the deferred gain from the adverse development reinsurance agreement with NICO; and
- favorable development on U.S. Workers Compensation and Property and Special Risks;
- partially offset by adverse development in Financial Lines Cyber driven by increased frequency.

International

- unfavorable development in Financial Lines and Casualty, largely driven by UK/Europe;
- partially offset by favorable development in International Property and Special Risks businesses, largely driven by UK/Europe, and International Personal Insurance.

In the nine-month period ended September 30, 2020, we recognized favorable prior year loss reserve development of \$(123) million.

The key components of this development were as follows:

North America

- amortization of the deferred gain from the adverse development reinsurance agreement with NICO; and
- favorable development on U.S. Workers Compensation and Other Casualty;
- partially offset by adverse development in U.S. Financial Lines and in US Personal Insurance..

International

- unfavorable development in Financial Lines and Casualty, largely driven by UK/Europe;
- partially offset by favorable development in International Property and Special Risks businesses, largely driven by UK/Europe, and International Personal Insurance..

In the three- and nine-month periods ended September 30, 2019, we recognized favorable prior year loss reserve development of \$(4) million and \$(141) million, respectively.

The development in the three-month period ended September 30, 2019 was primarily driven by:

North America

- Favorable development from amortization of the deferred gain on the adverse development reinsurance agreement with NICO for accident years 2015 and prior;
- Favorable development on U.S. Workers' Compensation business, specifically guaranteed cost business and Defense Base Act business (covering government contractors serving at military bases overseas); and
- Adverse development in U.S. Financial Lines, notably errors & omissions business where we reacted to increasing frequency and severity in recent accident years.

International

- Adverse development on European Casualty & Financial Lines, notably Commercial Auto, Employers Liability, Directors & Officers, and Financial Institutions business; and
- Favorable development on Europe Property and Special Risks, Europe and Japan Personal Insurance and Other product lines.

The development in the nine month-period ended September 30, 2019 was primarily driven by:

North America

- Amortization of the deferred gain from the adverse development reinsurance agreement with NICO for accident years 2015 and prior;
- Favorable development from U.S. Workers' Compensation and Property and Special Risks business; and
- Adverse development from U.S. Financial Lines errors and omissions business and U.S. Other Casualty lines, specifically Commercial Auto and General Liability.

International

- Adverse development on Europe Casualty and Financial Lines; and
- Favorable development on Europe Property and Special Risks, Europe and Japan Personal Insurance, and Other product lines.

The following tables summarize incurred (favorable) unfavorable prior year development net of reinsurance, by segment and major lines of business, and by accident year groupings:

Three Months Ended September 30, 2020

(in millions)	Total	2019	2018 & Prior
General Insurance North America:			
U.S. Workers' Compensation	\$ (186)	\$ (12)	\$ (174)
U.S. Excess casualty	17	-	17
U.S. Other casualty	(10)	-	(10)
U.S. Financial Lines	69	43	26
U.S. Property and special risks	(82)	(17)	(65)
U.S. Personal insurance	10	27	(17)
Other product lines	12	10	2
Total General Insurance North America	\$ (170)	\$ 51	\$ (221)
General Insurance International:			
UK/Europe casualty and financial lines	\$ 244	\$ 30	\$ 214
UK/Europe property and special risks	(114)	(64)	(50)
UK/Europe and Japan Personal insurance	(44)	(23)	(21)
Other product lines	97	13	84
Total General Insurance International	\$ 183	\$ (44)	\$ 227

Legacy Portfolio - Run-off Lines

	\$ -	\$ -	\$ -

Total prior year (favorable) unfavorable development	\$ 13	\$ 7	\$ 6

Three Months Ended September 30, 2019

(in millions)	Total	2018	2017 & Prior
General Insurance North America:			
U.S. Workers' Compensation	\$ (98)	\$ 1	\$ (99)
U.S. Excess casualty	(15)	(42)	27
U.S. Other casualty	(17)	(3)	(14)
U.S. Financial Lines	103	19	84
U.S. Property and special risks	(24)	26	(50)
U.S. Personal insurance	25	7	18
Other product lines	9	12	(3)
Total General Insurance North America	\$ (17)	\$ 20	\$ (37)
General Insurance International:			
UK/Europe casualty and financial lines	\$ 94	\$ 85	\$ 9
UK/Europe property and special risks	(43)	(4)	(39)
UK/Europe and Japan Personal insurance	(18)	(9)	(9)
Other product lines	(19)	(3)	(16)
Total General Insurance International	\$ 14	\$ 69	\$ (55)

Legacy Portfolio - Run-off Lines

	(1)	-	(1)

Total prior year (favorable) unfavorable development	\$ (4)	\$ 89	\$ (93)

Nine Months Ended September 30, 2020

<i>(in millions)</i>	Total	2019	2018 & Prior
General Insurance North America:			
U.S. Workers' Compensation	\$ (242)	\$ 10	\$ (252)
U.S. Excess casualty	(9)	-	(9)
U.S. Other casualty	(57)	(20)	(37)
U.S. Financial Lines	54	43	11
U.S. Property and special risks	(25)	(3)	(22)
U.S. Personal insurance	56	75	(19)
Other product lines	1	(14)	15
Total General Insurance North America	\$ (222)	\$ 91	\$ (313)
General Insurance International:			
UK/Europe casualty and financial lines	\$ 244	\$ 30	\$ 214
UK/Europe property and special risks	(145)	(85)	(60)
UK/Europe and Japan Personal insurance	(45)	(21)	(24)
Other product lines	47	11	36
Total General Insurance International	\$ 101	\$ (65)	\$ 166
Legacy Portfolio - Run-Off Lines	(2)	(2)	-
Total prior year (favorable) unfavorable development	\$ (123)	\$ 24	\$ (147)

Nine Months Ended September 30, 2019

<i>(in millions)</i>	Total	2018	2017 & Prior
General Insurance North America:			
U.S. Workers' Compensation	\$ (274)	\$ 1	\$ (275)
U.S. Excess casualty	40	(1)	41
U.S. Other casualty	53	15	38
U.S. Financial Lines	83	19	64
U.S. Property and special risks	(100)	21	(121)
U.S. Personal insurance	43	1	42
Other product lines	17	11	6
Total General Insurance North America	\$ (138)	\$ 67	\$ (205)
General Insurance International:			
UK/Europe casualty and financial lines	\$ 148	\$ 88	\$ 60
UK/Europe property and special risks	(71)	13	(84)
UK/Europe and Japan Personal insurance	(69)	(54)	(15)
Other product lines	(11)	(19)	8
Total General Insurance International	\$ (3)	\$ 28	\$ (31)
Legacy Portfolio - Run-off Lines	-	49	(49)
Total prior year (favorable) unfavorable development	\$ (141)	\$ 144	\$ (285)

We note that for certain categories of claims (e.g., construction defect claims and environmental claims) and for reinsurance recoverable, losses may sometimes be reclassified to an earlier or later accident year as more information about the date of occurrence becomes available to us.

Significant Reinsurance Agreements

In the first quarter of 2017, we entered into an adverse development reinsurance agreement with NICO, under which we transferred to NICO 80 percent of the reserve risk on substantially all of our U.S. Commercial long-tail exposures for accident years 2015 and prior. Under this agreement, we ceded to NICO 80 percent of the losses on subject business paid on or after January 1, 2016 in excess of \$25 billion of net paid losses, up to an aggregate limit of \$25 billion. We account for this transaction as retroactive reinsurance. This transaction resulted in a gain, which under GAAP retroactive reinsurance accounting is deferred and amortized into income over the settlement period. NICO created a collateral trust account as security for their claim payment obligations to us, into which they deposited the consideration paid under the agreement, and Berkshire Hathaway Inc. has provided a parental guarantee to secure NICO's obligations under the agreement.

For a description of AIG's catastrophe reinsurance protection for 2020, see Part II, Item 7. MD&A – Enterprise Risk Management – Insurance Risks – Natural Catastrophe Risk in our 2019 Annual Report.

The table below shows the calculation of the deferred gain on the adverse development reinsurance agreement as of September 30, 2020 and as of December 31, 2019, showing the effect of discounting of loss reserves and amortization of the deferred gain.

	September 30, 2020		December 31, 2019	
<i>(in millions)</i>				
Gross Covered Losses				
Covered reserves before discount	\$	17,352	\$	19,064
Inception to date losses paid		24,612		22,954
Attachment point		(25,000)		(25,000)
Covered losses above attachment point	\$	16,964	\$	17,018
Deferred Gain Development				
Covered losses above attachment ceded to NICO (80%)	\$	13,572	\$	13,614
Consideration paid including interest		(10,188)		(10,188)
Pre-tax deferred gain before discount and amortization		3,384		3,426
Discount on ceded losses ^(a)		(1,173)		(1,251)
Pre-tax deferred gain before amortization		2,211		2,175
Inception to date amortization of deferred gain at inception		(852)		(693)
Inception to date amortization attributed to changes in deferred gain ^(b)		(103)		(101)
Deferred gain liability reflected in AIG's balance sheet	\$	1,256	\$	1,381

(a) For the period from inception to September 30, 2020, the accretion of discount and a reduction in effective interest rates was offset by changes in estimates of the amount and timing of future recoveries under the adverse development reinsurance agreement.

(b) Excluded from our definition of APTI.

The following table presents the rollforward of activity in the deferred gain from the adverse development reinsurance agreement:

<i>(in millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Balance at beginning of year, net of discount	\$ 1,311	\$ 1,562	\$ 1,381	\$ 1,382
(Favorable) unfavorable prior year reserve development ceded to NICO ^(a)	(46)	(129)	(42)	(253)
Amortization attributed to deferred gain at inception ^(b)	(53)	(58)	(159)	(174)
Amortization attributed to changes in deferred gain ^(c)	24	77	(2)	65
Changes in discount on ceded loss reserves	20	41	78	473
Balance at end of period, net of discount	\$ 1,256	\$ 1,493	\$ 1,256	\$ 1,493

(a) Prior year reserve development ceded to NICO under the retroactive reinsurance agreement is deferred under GAAP.

(b) Represents amortization of the deferred gain recognized in APTI.

(c) Excluded from APTI and included in GAAP.

The lines of business subject to this agreement have been the source of the majority of the prior year adverse development charges over the past several years. The agreement has resulted in lower capital charges for reserve risks at our U.S. insurance subsidiaries. In addition, net investment income declined as a result of lower invested assets.

Fortitude Re was established during the first quarter of 2018 in a series of reinsurance transactions related to our Legacy Portfolio. Those reinsurance transactions were designed to consolidate most of our Legacy Insurance Run-Off Lines into a single legal entity. As of September 30, 2020, approximately \$30.6 billion of reserves from our Legacy Life and Retirement Run-Off Lines and approximately \$4.1 billion of reserves from our Legacy General Insurance Run-Off Lines related to business written by multiple wholly-owned AIG subsidiaries, had been ceded to Fortitude Re under these reinsurance transactions.

Of the Fortitude Re reinsurance agreements, the largest is the Amended and Restated Combination Coinsurance and Modified Coinsurance Agreement by and between our subsidiary American General Life Insurance Company (AGL) and Fortitude Re. Under this treaty, AGL ceded approximately \$23.4 billion of reserves as of September 30, 2020 to Fortitude Re representing a mix of life and annuity risks. Fortitude Re provides 100 percent reinsurance of the ceded risks. AGL continues to administer the policies, including handling claims, although it is anticipated that much of the administration will move to a Fortitude Re administrative subsidiary over time, subject to regulatory approvals being obtained and the satisfaction of other conditions. Until such time, Fortitude Re has certain rights to consult on and participate in such administration, and AGL retains the risk of collection of any third party reinsurance covering the ceded business. At effectiveness of the treaty, an amount equal to the aggregate ceded reserves was deposited by AGL.

into a modified coinsurance account of AGL to secure the obligations of Fortitude Re. Fortitude Re receives or makes quarterly payments that represent the net gain or loss under the treaty for the relevant quarter, including any net investment gain or loss on the assets in the modified coinsurance account. An AIG affiliate will serve as portfolio manager of assets in the modified coinsurance account for a minimum of three years after the June 2, 2020 closing of the Majority Interest Fortitude Sale.

For a summary of significant reinsurers see Part II, Item 7. MD&A – Enterprise Risk Management – Insurance Risks – Reinsurance Activities – Reinsurance Recoverable in our 2019 Annual Report.

LIFE AND ANNUITY RESERVES AND DAC

The following section provides discussion of life and annuity reserves and deferred policy acquisition costs.

Update of Actuarial Assumptions

The life insurance companies review and update actuarial assumptions at least annually, generally in the third quarter. Assumption setting standards vary between investment-oriented products and traditional long-duration products.

Investment-Oriented Products

The life insurance companies review and update estimated gross profit projections used to amortize DAC and related items (which may include VOBA, SIA and unearned revenue reserves) as well as assessments used to accrue guaranteed benefit reserves for investment-oriented products at least annually. Estimated gross profit projections include assumptions for investment-related returns and spreads, product-related fees and expenses, mortality gains and losses, policyholder behavior and other factors. In estimating future gross profits, lapse assumptions require judgment and can have a material impact on DAC amortization. If the assumptions used for estimated gross profits change significantly, DAC and related reserves are recalculated using the new projections, and any resulting adjustment is included in income. Updating such projections may result in acceleration of amortization in some products and deceleration of amortization in other products.

The life insurance companies also review assumptions related to their respective GMWB living benefits that are accounted for as embedded derivatives and measured at fair value. The fair value of these embedded derivatives is based on actuarial assumptions, including policyholder behavior, as well as capital market assumptions.

Various assumptions were updated, including the following effective September 30, 2020:

- We decreased our reversion to the mean rates of return (gross of fees) to 3.12 percent from 3.62 percent for the variable annuity product line in Individual Retirement and to 2.87 percent from 3.29 percent for the variable annuity product line in Group Retirement primarily due to recent equity market movements. Our separate account long-term asset growth rate assumption related to equity market performance remained unchanged at 7.0 percent; and
- Ultimate projected yields on the vast majority of our invested assets were lower on life and annuity deposits. Life deposit projected yields ranged from an increase of 9 basis points to a decrease of 14 basis points while annuity insurance deposits saw decreases of up to 24 basis points. Projected yields are graded from a weighted average net GAAP book yield of existing assets supporting the business based on the value of the assets to a weighted average yield based on the duration of the assets excluding assets that mature during the grading period. The grading period is three years for deferred annuity products and five years for life insurance products due to deferred annuities having a shorter duration than life products.

Traditional long-duration products

For long-duration traditional products discussed below, which include whole life insurance, term life insurance, accident and health insurance, long-term care insurance, and life-contingent single premium immediate annuities and structured settlements, a “lock-in” principle applies. The assumptions used to calculate the benefit liabilities and DAC are set when a policy is issued and do not change with changes in actual experience, unless a loss recognition event occurs. A loss recognition event occurs when current liabilities together with expected future premiums are not sufficient to provide for all future benefits, expenses, and DAC amortization, net of reinsurance. A loss recognition event is driven by observed changes in actual experience or estimates differing significantly from “locked-in” assumptions. Underlying assumptions, including interest rates, are reviewed periodically and updated as appropriate for loss recognition testing purposes. As a result of the Majority Interest Fortitude Sale, all business that is in loss recognition is fully reinsured by an unaffiliated entity.

The net increases (decreases) to adjusted pre-tax income and pre-tax income as a result of the update of actuarial assumptions for the three- and nine-month periods ended September 30, 2020 and 2019 are shown in the following tables.

The following table presents the increase (decrease) in adjusted pre-tax income resulting from the update of actuarial assumptions for the life insurance companies, by segment and product line:

Nine Months Ended September 30,		2020	2019
<i>(in millions)</i>			
Life and Retirement:			
Individual Retirement			
Fixed Annuities	\$	(77)	\$ 82
Variable and Indexed Annuities		2	(145)
Total Individual Retirement		(75)	(63)
Group Retirement		68	(17)
Life Insurance		(114)	(63)
Institutional Markets		1	-
Total Life and Retirement		(120)	(143)
Legacy Life and Retirement Run-off		13	(30)
Total decrease in adjusted pre-tax income from update of assumptions	\$	(107)	\$ (173)

The following table presents the decrease in pre-tax income resulting from the update of actuarial assumptions in the life insurance companies, by line item as reported in Results of Operations:

Nine Months Ended September 30,		2020	2019
<i>(in millions)</i>			
Policy fees		\$ (106)	\$ (32)
Interest credited to policyholder account balances		(6)	19
Amortization of deferred policy acquisition costs		225	203
Non deferrable insurance commissions		15	-
Policyholder benefits and losses incurred		(235)	(363)
Decrease in adjusted pre-tax income		(107)	(173)
Change in DAC related to net realized capital losses		(44)	(17)
Net realized capital gains		142	180
Decrease in pre-tax income	\$	(9)	\$ (10)

For the period ended September 30, 2020, adjusted pre-tax income included a net unfavorable adjustment of \$107 million, primarily in Fixed Annuities driven by changes to earned rates causing spread compression partially offset by favorable updates to full surrender assumptions, and in Life Insurance primarily due to mortality modeling enhancements.

For the period ended September 30, 2019, adjusted pre-tax income included a net unfavorable adjustment of \$173 million, primarily in Index Annuities driven by an update to lapses, and in Life Insurance primarily due to methodology enhancements related to projected premium, certain riders and death benefit features, and reinsurance reserving. The unfavorable adjustments were partially offset by favorable updates to lapse assumptions in Individual Retirement Fixed Annuities.

The adjustments related to the update of actuarial assumptions in each period are discussed by business segment below.

Update of Actuarial Assumptions by Business Segment

Individual Retirement

The update of actuarial assumptions resulted in a net unfavorable adjustment to adjusted pre-tax income of Individual Retirement of \$75 million for the period ended September 30, 2020 compared to net unfavorable adjustment to adjusted pre-tax income of Individual Retirement of \$63 million for the period ended September 30, 2019.

For the period ended September 30, 2020 for Fixed Annuities, the update of estimated gross profit assumptions resulted in a net unfavorable adjustment of \$77 million which reflected lower projected investment earnings, partially offset by lower assumed lapses.

For the period ended September 30, 2019 for Fixed Annuities, the update of estimated gross profit assumptions resulted in a net favorable adjustment of \$82 million, which reflected lower lapse assumptions, partially offset by lower projected investment earnings.

For the period ended September 30, 2020 for Variable and Index Annuities, the update of estimated gross profit assumptions resulted in a net favorable adjustment of \$2 million, driven by updated withdrawal benefit utilization assumptions. These adjustments were partially offset by lower projected investment earnings.

For the period ended September 30, 2019 for Variable and Index Annuities, the update of estimated gross profit assumptions resulted in a net unfavorable adjustment of \$145 million, primarily due to lapse updates in Index Annuities and updated general account earned rates on Variable Annuities. The unfavorable adjustments were partially offset by updated lapse assumptions in Variable Annuities.

Group Retirement

For the period ended September 30, 2020 for Group Retirement, the update of estimated gross profit assumptions resulted in a favorable adjustment of \$68 million, primarily in the Variable Annuities line from extending the DAC amortization projection period and partially offset by updates to expense and lapse assumptions. Extending the DAC amortization projection period, where analysis indicated material business remained after the prior period, causes more modelled profits in the future which reduces the proportion of the total profit received to date and the amount of the DAC that has been amortized to date.

For the period ended September 30, 2019 for Group Retirement, the update of estimated gross profit assumptions resulted in an unfavorable adjustment of \$17 million, primarily due to lapse updates in Index Annuities and Variable Annuities.

Life Insurance

For the period ended September 30, 2020 for Life Insurance, the update of actuarial assumptions resulted in a net unfavorable adjustment of \$114 million, primarily driven by updates to Universal Life mortality assumptions. The mortality updates better align the assumptions with experience and reduce future profits which increases the reserves for affected products. The unfavorable adjustments were partially offset by refinements to reserve modeling.

For the period ended September 30, 2019 for Life Insurance, the update of actuarial assumptions resulted in a net unfavorable adjustment of \$63 million, primarily due to methodology enhancements related to projected premium, certain riders and death benefit features, and reinsurance reserving. The unfavorable adjustments were partially offset by favorable adjustments driven by updates to mortality assumptions.

Legacy Portfolio

For the period ended September 30, 2020 for Legacy Portfolio, the update of actuarial assumptions resulted in a net favorable adjustment of \$13 million, reflecting a model conversion for traditional insurance.

For the period ended September 30, 2019 for Legacy Portfolio, the update of actuarial assumptions resulted in a net unfavorable adjustment of \$30 million, reflecting updates to loss recognition reserves and minor methodology enhancements for universal life insurance.

Variable Annuity Guaranteed Benefits and Hedging Results

Our Individual Retirement and Group Retirement businesses offer variable annuity products with GMWB riders that provide guaranteed living benefit features. The liabilities for GMWB are accounted for as embedded derivatives measured at fair value. The fair value of the embedded derivatives may fluctuate significantly based on market interest rates, equity prices, credit spreads, market volatility, policyholder behavior and other factors.

In addition to risk-mitigating features in our variable annuity product design, we have an economic hedging program designed to manage market risk from GMWB, including exposures to changes in interest rates, equity prices, credit spreads and volatility. The hedging program utilizes derivative instruments, including but not limited to equity options, futures contracts and interest rate swap and swaption contracts, as well as fixed maturity securities with a fair value election.

For additional discussion of market risk management related to these product features see Part II, Item 7. MD&A - Enterprise Risk Management – Insurance Risks – Life and Retirement Companies' Key Risks – Variable Annuity, Index Annuity and Universal Life Risk Management and Hedging Programs in our 2019 Annual Report.

Differences in Valuation of Embedded Derivatives and Economic Hedge Target

The variable annuity hedging program utilizes an economic hedge target, which represents an estimate of the underlying economic risks in our GMWB riders. The economic hedge target differs from the GAAP valuation of the GMWB embedded derivatives primarily due to the following:

- The economic hedge target includes 100 percent of rider fees in present value calculations; the GAAP valuation reflects only those fees attributed to the embedded derivative such that the initial value at contract issue equals zero;
- The economic hedge target uses best estimate actuarial assumptions and excludes explicit risk margins used for GAAP valuation, such as margins for policyholder behavior, mortality, and volatility; and
- The economic hedge target excludes the non-performance or “own credit” risk adjustment used in the GAAP valuation, which reflects a market participant’s view of our claims-paying ability by incorporating a different spread (the NPA spread) to the curve used to discount projected benefit cash flows. Because the discount rate includes the NPA spread and other explicit risk margins, the GAAP valuation is generally less sensitive to movements in interest rates and other market factors, and to changes from actuarial assumption updates, than the economic hedge target. *For more information on our valuation methodology for embedded derivatives within policyholder contract deposits see Note 4 to the Condensed Consolidated Financial Statements.*

The market value of the hedge portfolio compared to the economic hedge target at any point in time may be different and is not expected to be fully offsetting. In addition to the derivatives held in conjunction with the variable annuity hedging program, the Life and Retirement companies have cash and invested assets available to cover future claims payable under these guarantees. The primary sources of difference between the change in the fair value of the hedging portfolio and the economic hedge target include:

- Basis risk due to the variance between expected and actual fund returns, which may be either positive or negative;
- Realized volatility versus implied volatility;
- Actual versus expected changes in the hedge target driven by assumptions not subject to hedging, particularly policyholder behavior; and
- Risk exposures that we have elected not to explicitly or fully hedge.

The following table presents a reconciliation between the fair value of the GAAP embedded derivatives and the value of our economic hedge target:

<i>(in millions)</i>	September 30, 2020	December 31, 2019
Reconciliation of embedded derivatives and economic hedge target:		
Embedded derivative liability	\$ 3,832	\$ 2,474
Exclude non-performance risk adjustment	(4,457)	(2,504)
Embedded derivative liability, excluding NPA	8,289	4,978
Adjustments for risk margins and differences in valuation	(3,892)	(2,394)
Economic hedge target liability	\$ 4,397	\$ 2,584

Impact on Pre-tax Income (Loss)

The impact on our pre-tax income (loss) of the variable annuity guaranteed living benefits and related hedging results includes changes in the fair value of the GMWB embedded derivatives, and changes in the fair value of related derivative hedging instruments, both of which are recorded in Other realized capital gains (losses). Realized capital gains (losses), as well as net investment income from changes in the fair value of fixed maturity securities used in the hedging program, are excluded from adjusted pre-tax income of Individual Retirement and Group Retirement.

The change in the fair value of the embedded derivatives and the change in the value of the hedging portfolio are not expected to be fully offsetting, primarily due to the differences in valuation between the economic hedge target, the GAAP embedded derivatives and the fair value of the hedging portfolio, as discussed above. When corporate credit spreads widen, the change in the NPA spread generally reduces the fair value of the embedded derivative liabilities, resulting in a gain, and when corporate credit spreads narrow or tighten, the change in the NPA spread generally increases the fair value of the embedded derivative liabilities, resulting in a loss. In addition to changes driven by credit market-related movements in the NPA spread, the NPA balance also reflects changes in business activity and in the net amount at risk from the underlying guaranteed living benefits.

The following table presents the net increase (decrease) to consolidated pre-tax income (loss) from changes in the fair value of the GMWB embedded derivatives and related hedges, excluding related DAC amortization:

(in millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Change in fair value of embedded derivatives, excluding update of actuarial assumptions and NPA	\$ 1,207	\$ (1,481)	\$ (3,096)	\$ (1,941)
Change in fair value of variable annuity hedging portfolio:				
Fixed maturity securities*	13	15	31	187
Interest rate derivative contracts	(356)	826	1,873	1,661
Equity derivative contracts	(384)	(15)	109	(787)
Change in fair value of variable annuity hedging portfolio	(727)	826	2,013	1,061
Change in fair value of embedded derivatives excluding update of actuarial assumptions and NPA, net of hedging portfolio	480	(655)	(1,083)	(880)
Change in fair value of embedded derivatives due to NPA spread	(519)	306	1,033	180
Change in fair value of embedded derivatives due to change in NPA volume	(290)	457	921	679
Change in fair value of embedded derivatives due to update of actuarial assumptions	194	219	194	219
Total change due to update of actuarial assumptions and NPA	(615)	982	2,148	1,078
Net impact on pre-tax income (loss)	\$ (135)	\$ 327	\$ 1,065	\$ 198
By Consolidated Income Statement line				
Net investment income, net of related interest credited to policyholder account balances	\$ 13	\$ 15	\$ 31	\$ 187
Net realized capital gains (losses)	(148)	312	1,034	11
Net impact on pre-tax income (loss)	\$ (135)	\$ 327	\$ 1,065	\$ 198
Net change in value of economic hedge target and related hedges				
Net impact on economic gains (losses)	\$ (270)	\$ 381	\$ 897	\$ 619

* Beginning in July 2019, the fixed maturity securities portfolio used in the hedging program was rebalanced to reposition the portfolio from a duration, sector, and issuer perspective. As part of this rebalancing, fixed maturity securities where we elected the fair value option were sold. Later in the quarter, as new fixed maturity securities were purchased, they were classified as available for sale. The change in fair value of available-for-sale fixed maturity securities recognized as a component of other comprehensive income was \$10 million and \$139 million for the three- and nine-month periods ended September 30, 2020, respectively.

The net negative impact on pre-tax income (loss) of \$135 million from the GMWB embedded derivatives and related hedges in the three-month period ended September 30, 2020 (excluding related DAC amortization) was driven by tightening of credit spreads on the economic hedge target and NPA spread, and NPA volume losses from lower expected GMWB payments, partially offset by gains from the review and update of actuarial assumptions, net of the hedging portfolio. The net positive impact on pre-tax income (loss) of \$1.1 billion from the GMWB embedded derivatives and related hedges in the nine-month period ended September 30, 2020 (excluding related DAC amortization) was driven by the widening of credits spreads on the economic hedge target and the NPA, and impact of lower interest rates that resulted in NPA volume gains from higher expected GMWB payments, partially offset by the impact of lower interest rates on the change in the fair value of embedded derivatives excluding NPA, net of the hedging portfolio. The net impact on pre-tax income in the three- and nine-month periods ended September 30, 2019 was driven by the impact of the widening of credits spreads on the NPA spread, impact of lower interest rates that resulted in NPA volume gains from higher expected GMWB payments, and gains from the review and update of actuarial assumptions, offset by the impact of lower interest rates on the change in the fair value of embedded derivatives excluding NPA, net of the hedging portfolio.

The change in the fair value of the GMWB embedded derivatives, excluding NPA and update of actuarial assumptions, in the three-month period ended September 30, 2020 reflected gains from higher equity markets and interest rates, offset by the tightening of credit spreads. The change in the fair value of the GMWB embedded derivatives, excluding NPA and update of actuarial assumptions, in the nine-month period ended September 30, 2020 reflected losses from decreases in interest rates, offset by widening of credit spreads. The change in the fair value of the GMWB embedded derivatives, excluding NPA and update of actuarial assumptions, in the three- and nine-month periods ended September 30, 2019 reflected losses from decreases in interest rates, offset by gains from higher equity markets and widening credit spreads.

Fair value gains or losses in the hedging portfolio are typically not fully offset by increases or decreases in liabilities on a GAAP basis, due to the NPA and other risk margins used for GAAP valuation that cause the embedded derivatives to be less sensitive to changes in market rates than the hedge portfolio. On an economic basis, the changes in the fair value of the hedge portfolio were partially offset by the increase in the economic hedge target, as discussed below. In the three-month period ended September 30, 2020, we estimated a net mark to market loss of approximately \$270 million from our hedging activities related to our economic hedge target primarily driven by tightening credit spreads, partially offset by gains from the review and update of actuarial assumptions. In the nine-month period ended September 30, 2020, we estimated a net mark to market gain of approximately \$897 million, from our hedging activities related to our economic hedge target primarily driven by widening credit spreads and gains from the review and update of actuarial assumptions. In the three- and nine-month periods ended September 30, 2019, we estimated a net mark to market gain of approximately \$381 million and \$619 million, respectively, from our hedging activities related to our economic hedge target primarily driven by gains from the review and update of actuarial assumptions and modeling refinements.

Change in Economic Hedge Target

The decrease in the economic hedge target liability in the three-month period ended September 30, 2020 was primarily due to higher interest rates, equity markets, and benefits from the review and update of assumptions, offset by tightening credit spreads. The increase in the economic hedge target liability in the nine-month period ended September 30, 2020 was primarily due to lower interest rates, offset by widening credit spreads and benefits from the review and update of assumptions.

Change in Fair Value of the Hedging Portfolio

The changes in the fair value of the economic hedge target and, to a lesser extent, the embedded derivative valuation under GAAP, were offset in part by the following changes in the fair value of the variable annuity hedging portfolio:

- Changes in the fair value of interest rate derivative contracts, which included swaps, swaptions and futures, resulted in losses driven by higher interest rates in the three-month period ended September 30, 2020, and resulted in gains driven by lower interest rates in the three-month period ended September 30, 2019, and the nine-month periods ended September 30, 2020 and 2019.
- Changes in the fair value of equity derivative contracts, which included futures and options, which resulted in losses in the three-month period ended September 30, 2020 and gains in the nine-month period ended September 30, 2020 compared to losses in the same periods in the prior year, which varied based on the relative change in equity market returns in the respective periods.
- Changes in the fair value of fixed maturity securities, primarily corporate bonds, are used as a capital-efficient way to economically hedge interest rate and credit spread-related risk. Beginning in July 2019, the change in the fair value of available-for-sale hedging bonds is reported as a component of comprehensive income in the Condensed Consolidated Statements of Comprehensive Income (Loss). Prior to July 2019, the change in the fair value of the hedging bonds, which was excluded from the adjusted pre-tax income of the Individual Retirement and Group Retirement segments, was reported in net investment income on the Consolidated Statements of Income (Loss). The change in the fair value of the corporate bond hedging program in the three-month period ended September 30, 2020 reflected gains due to tightening of credit spreads, while the nine-month period ended September 30, 2020 reflected gains due to decreases in interest rates offset by widening credit spreads. The change in the fair value of the corporate bond hedging program in the three- and nine-month periods ended September 30, 2019 reflected gains due to decreases in interest rates, partially offset by widening of credit spreads.

DAC

The following table summarizes the major components of the changes in DAC, including VOBA, within the Life and Retirement companies, excluding DAC of the Legacy Portfolio:

Nine Months Ended September 30, (in millions)				
		2020		2019
Balance, beginning of year	\$	7,901	\$	9,046
Initial allowance upon CECL adoption		15		-
Acquisition costs deferred		676		905
Amortization expense:				
Update of assumptions included in adjusted pre-tax income		225		203
Related to realized capital gains and losses		(197)		(40)
All other operating amortization		(610)		(645)
Increase (decrease) in DAC due to foreign exchange		(14)		(18)
Change related to unrealized depreciation (appreciation) of investments		(548)		(1,895)
Balance, end of period*	\$	7,448	\$	7,556

* DAC balance excluding the amount related to unrealized depreciation (appreciation) of investments was \$10 billion and \$9.7 billion at September 30, 2020 and 2019, respectively.

DAC and Reserves Related to Unrealized Appreciation of Investments

DAC and Reserves for universal life and investment-oriented products are adjusted at each balance sheet date to reflect the change in DAC, unearned revenue, and benefit reserves with an offset to Other comprehensive income (OCI) as if securities available for sale had been sold at their stated aggregate fair value and the proceeds reinvested at current yields (shadow Investment-Oriented Adjustments). Similarly, for long-duration traditional products, significant unrealized appreciation of investments in a sustained low interest rate environment may cause additional future policy benefit liabilities (Shadow Loss Adjustments) with an offset to OCI to be recorded.

Shadow adjustments to DAC and unearned revenue generally move in the opposite direction of the change in unrealized appreciation of the available for sale securities portfolio, reducing the reported DAC and unearned revenue balance when market interest rates decline. Conversely, shadow adjustments to benefit reserves generally move in the same direction as the change in unrealized appreciation of the available for sale securities portfolio, increasing reported future policy benefit liabilities balance when market interest rates decline.

Market conditions in the nine-month period ended September 30, 2020 drove a \$5.6 billion increase in the unrealized appreciation of fixed maturity securities held to support businesses in the Life and Retirement companies at September 30, 2020 compared to December 31, 2019. At September 30, 2020, the shadow Investment-Oriented Adjustments reflected decreases in amortized balances including DAC and Unearned Revenue Reserves, while accrued liabilities such as policyholder benefit liabilities increased compared to December 31, 2019. Accrued shadow loss recognition reserves decreased from December 31, 2019, primarily due to the discontinuation of recognizing shadow loss recognition reserves related to Fortitude Re funds withheld assets. Although these assets remain on AIG's balance sheet, subsequent to the June 2, 2020 deconsolidation of Fortitude Re, AIG is no longer exposed to the returns on these assets and corresponding shadow adjustments because the assets economically belong to Fortitude Re as a result of the funds withheld arrangements with Fortitude Holdings.

For further discussion on the sale of Fortitude Holdings see Consolidated Results of Operation.

Reserves

The following table presents a rollforward of insurance reserves by operating segments for Life and Retirement, including future policy benefits, policyholder contract deposits, other policy funds, and separate account liabilities, as well as Retail Mutual Funds and Group Retirement mutual fund assets under administration:

(in millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2020	2019	2020	2019
Individual Retirement				
Balance at beginning of period, gross	\$ 142,216	\$ 141,521	\$ 144,928	\$ 132,729
Premiums and deposits	2,702	3,692	7,612	11,743
Surrenders and withdrawals	(2,692)	(3,216)	(9,133)	(9,791)
Death and other contract benefits	(780)	(806)	(2,347)	(2,455)
Subtotal	(770)	(330)	(3,868)	(503)
Change in fair value of underlying assets and reserve accretion, net of policy fees	2,352	835	1,935	8,825
Cost of funds*	422	425	1,254	1,242
Other reserve changes	(106)	314	(135)	472
Balance at end of period	144,114	142,765	144,114	142,765
Reinsurance ceded	(316)	(312)	(316)	(312)
Total Individual Retirement insurance reserves and mutual fund assets	\$ 143,798	\$ 142,453	\$ 143,798	\$ 142,453
Group Retirement				
Balance at beginning of period, gross	\$ 99,523	\$ 98,923	\$ 102,049	\$ 91,685
Premiums and deposits	1,772	1,924	5,297	6,034
Surrenders and withdrawals	(2,544)	(2,535)	(6,538)	(7,377)
Death and other contract benefits	(185)	(177)	(546)	(494)
Subtotal	(957)	(788)	(1,787)	(1,837)
Change in fair value of underlying assets and reserve accretion, net of policy fees	3,758	213	1,605	7,939
Cost of funds*	285	286	840	844
Other reserve changes	(49)	(10)	(147)	(7)
Balance at end of period	102,560	98,624	102,560	98,624
Total Group Retirement insurance reserves and mutual fund assets	\$ 102,560	\$ 98,624	\$ 102,560	\$ 98,624
Life Insurance				
Balance at beginning of period, gross	\$ 21,836	\$ 20,699	\$ 22,096	\$ 19,719
Premiums and deposits	942	922	2,845	2,772
Surrenders and withdrawals	(82)	(157)	(309)	(449)
Death and other contract benefits	(102)	(121)	(386)	(385)
Subtotal	758	644	2,150	1,938
Change in fair value of underlying assets and reserve accretion, net of policy fees	(290)	(305)	(948)	(856)
Cost of funds*	93	92	277	277
Other reserve changes	(73)	894	(1,251)	946
Balance at end of period	22,324	22,024	22,324	22,024
Reinsurance ceded	(1,169)	(1,122)	(1,169)	(1,122)
Total Life Insurance reserves	\$ 21,155	\$ 20,902	\$ 21,155	\$ 20,902

Institutional Markets

Balance at beginning of period, gross	\$ 23,484	\$ 21,022	\$ 21,588	\$ 19,839
Premiums and deposits	1,446	833	3,492	2,213
Surrenders and withdrawals	(802)	(187)	(1,013)	(583)
Death and other contract benefits	(162)	(154)	(691)	(478)
Subtotal	482	492	1,788	1,152
Change in fair value of underlying assets and reserve accretion, net of policy fees	140	118	464	445
Cost of funds*	68	95	228	271
Other reserve changes	(44)	30	62	50
Balance at end of period	24,130	21,757	24,130	21,757
Reinsurance ceded	(45)	(43)	(45)	(43)
Total Institutional Markets reserves	\$ 24,085	\$ 21,714	\$ 24,085	\$ 21,714

Total insurance reserves and mutual fund assets

Balance at beginning of period, gross	\$ 287,059	\$ 282,165	\$ 290,661	\$ 263,972
Premiums and deposits	6,862	7,371	19,246	22,762
Surrenders and withdrawals	(6,120)	(6,095)	(16,993)	(18,200)
Death and other contract benefits	(1,229)	(1,258)	(3,970)	(3,812)
Subtotal	(487)	18	(1,717)	750
Change in fair value of underlying assets and reserve accretion, net of policy fees	5,960	861	3,056	16,353
Cost of funds*	868	898	2,599	2,634
Other reserve changes	(272)	1,228	(1,471)	1,461
Balance at end of period	293,128	285,170	293,128	285,170
Reinsurance ceded	(1,530)	(1,477)	(1,530)	(1,477)
Total insurance reserves and mutual fund assets	\$ 291,598	\$ 283,693	\$ 291,598	\$ 283,693

* Excludes amortization of deferred sales inducements.

Insurance reserves of Life and Retirement, as well as Retail Mutual Funds and Group Retirement mutual fund assets under administration, were comprised of the following balances:

<i>(in millions)</i>	September 30, 2020	December 31, 2019
Future policy benefits	\$ 19,696	\$ 17,963
Policyholder contract deposits	153,744	147,545
Other policy funds	273	271
Separate account liabilities	89,932	91,222
Total insurance reserves*	263,645	257,001
Mutual fund assets	29,483	33,660
Total insurance reserves and mutual fund assets	\$ 293,128	\$ 290,661

* Excludes reserves related to the Legacy Portfolio.

Liquidity and Capital Resources

OVERVIEW

Liquidity refers to the ability to generate sufficient cash resources to meet our payment obligations. It is defined as cash and unencumbered assets that can be monetized in a short period of time at a reasonable cost. We endeavor to manage our liquidity prudently through various risk committees, policies and procedures, and a stress testing and liquidity risk framework established by our Treasury group with oversight by Enterprise Risk Management (ERM). Our liquidity risk framework is designed to manage liquidity at both AIG Parent and its subsidiaries to meet our financial obligations for a minimum of six months under a liquidity stress scenario.

See Part II Item 7. MD&A — Enterprise Risk Management — Risk Appetite, Limits, Identification, and Measurement and Enterprise Risk Management — Liquidity Risk Management in the 2019 Annual Report for additional information.

Capital refers to the long-term financial resources available to support the operation of our businesses, fund business growth, and cover financial and operational needs that arise from adverse circumstances. Our primary source of ongoing capital generation is derived from the profitability of our insurance subsidiaries. We must comply with numerous constraints on our minimum capital positions. These constraints drive the requirements for capital adequacy at AIG and the individual businesses and are based on internally-defined risk tolerances, regulatory requirements, rating agency and creditor expectations and business needs. Actual capital levels are monitored on a regular basis, and using ERM's stress testing methodology, we evaluate the capital impact of potential macroeconomic, financial and insurance stresses in relation to the relevant capital constraints of both AIG and our insurance subsidiaries.

We believe that we have sufficient liquidity and capital resources to satisfy future requirements and meet our obligations to policyholders, customers, creditors and debt-holders, including those arising from reasonably foreseeable contingencies or events.

Nevertheless, some circumstances may cause our cash or capital needs to exceed projected liquidity or readily deployable capital resources. Additional collateral calls, deterioration in investment portfolios or reserve strengthening affecting statutory surplus, higher surrenders of annuities and other policies, downgrades in credit ratings, or catastrophic losses may result in significant additional cash or capital needs and loss of sources of liquidity and capital. In addition, regulatory and other legal restrictions could limit our ability to transfer funds freely, either to or from our subsidiaries.

Depending on market conditions, regulatory and rating agency considerations and other factors, we may take various liability and capital management actions. Liability management actions may include, but are not limited to, repurchasing or redeeming outstanding debt, issuing new debt or engaging in debt exchange offers. Capital management actions may include, but are not limited to, issuing preferred stock, paying dividends to our shareholders on the AIG Common Stock, par value \$2.50 per share (AIG Common Stock), paying dividends to the holders of our Series A 5.85% Non-Cumulative Perpetual Preferred Stock (Series A Preferred Stock), and repurchases of AIG Common Stock and/or warrant repurchases.

LIQUIDITY AND CAPITAL RESOURCES HIGHLIGHTS

SOURCES

AIG Parent Funding from Subsidiaries

During the nine-month period ended September 30, 2020, AIG Parent received \$1.2 billion in dividends and loan repayments from subsidiaries. Of this amount, \$918 million consisted of dividends in the form of cash and fixed maturity securities from our General Insurance companies and \$291 million consisted of dividends and loan repayments in the form of cash from our Life and Retirement companies.

AIG Parent also received a net amount of \$1.2 billion in tax sharing payments in the form of cash from our insurance businesses in the nine-month period ended September 30, 2020, including \$546 million of such payments in the third quarter of 2020. The tax sharing payments may be subject to further adjustment in future periods.

Revolving Credit Facility

On March 20, 2020, AIG Parent borrowed \$1.3 billion under its \$4.5 billion committed, revolving syndicated credit facility, which amount was repaid in full with interest on June 9, 2020.

Debt Issuance

In May 2020, we issued \$1.5 billion aggregate principal amount of 2.500% Notes Due 2025; \$1.6 billion aggregate principal amount of 3.400% Notes Due 2030; and \$1.0 billion aggregate principal amount of 4.375% Notes Due 2050.

Majority Interest Fortitude Sale

In June 2020, AIG completed the Majority Interest Fortitude Sale for \$2.2 billion. AIG Parent contributed \$700 million of the proceeds of the Majority Interest Fortitude Sale to certain of its General Insurance subsidiaries and \$135 million of the proceeds of the Majority Interest Fortitude Sale to certain of its Life and Retirement subsidiaries.

USES

Debt Reduction

In March 2020, we redeemed \$350 million aggregate principal amount of our 4.35% Callable Notes Due 2045.

We also made other repurchases of and repayments on debt instruments of approximately \$3.0 billion during the nine-month period ended September 30, 2020, including the repayment of \$638 million aggregate principal amount of our 3.375% Notes Due 2020 made on August 15, 2020. We made interest payments on our debt instruments totaling \$721 million during the nine-month period ended September 30, 2020.

Revolving Credit Facility

On June 9, 2020, AIG Parent repaid in full with interest the \$1.3 billion borrowed under its \$4.5 billion committed, revolving syndicated credit facility.

Dividend

We paid a cash dividend of \$365.625 per share on AIG's Series A Preferred Stock during each of the first, second and third quarters of 2020 totaling \$22 million.

We paid a cash dividend of \$0.32 per share on AIG Common Stock during each of the first, second and third quarters of 2020 totaling \$827 million.

Repurchase of Common Stock

We repurchased approximately 12 million shares of AIG Common Stock during the first quarter of 2020, for an aggregate purchase price of \$500 million, under an accelerated stock repurchase (ASR) agreement executed in February 2020.

Majority Interest Fortitude Sale

In June 2020, AIG completed the Majority Interest Fortitude Sale for \$2.2 billion. AIG Parent contributed \$700 million of the proceeds of the Majority Interest Fortitude Sale to certain of its General Insurance subsidiaries and \$135 million of the proceeds of the Majority Interest Fortitude Sale to certain of its Life and Retirement subsidiaries.

IRS Tax Prepayment

In June 2020, AIG Parent made a prepayment of approximately \$548 million to the U.S. Treasury in connection with certain settlement agreements described in Tax Matters below.

ANALYSIS OF SOURCES AND USES OF CASH

The following table presents selected data from AIG's Condensed Consolidated Statements of Cash Flows:

September 30, (in millions)	2020	2019
Sources:		
Net cash provided by operating activities	\$ 2,232	\$ -
Changes in policyholder contract balances	1,830	4,823
Issuance of long-term debt and debt of consolidated investment entities	5,625	2,564
Issuance of preferred stock, net of issuance costs	-	485
Net cash provided by other financing activities	425	1,354
Total sources	10,112	9,226
Uses:		
Net cash used in operating activities	-	(789)
Net cash used in other investing activities	(5,221)	(4,793)
Change in policyholder contract balances	-	-
Repayments of long-term debt and debt of consolidated investment entities	(3,249)	(2,421)
Purchase of common stock	(500)	-
Dividends paid on preferred stock	(22)	(15)
Dividends paid on common stock	(827)	(835)
Net cash used in other financing activities	-	-
Total uses	(9,819)	(8,853)
Effect of exchange rate changes on cash and restricted cash	27	39
Increase in cash and restricted cash	\$ 320	\$ 412

The following table presents a summary of AIG's Condensed Consolidated Statement of Cash Flows:

September 30, (in millions)	2020	2019
Summary:		
Net cash provided by (used in) operating activities	\$ 2,232	\$ (789)
Net cash used in investing activities	(5,221)	(4,793)
Net cash provided by financing activities	3,282	5,955
Effect of exchange rate changes on cash and restricted cash	27	39
Net Increase in cash and restricted cash	320	412
Cash and restricted cash at beginning of year	3,287	3,358
Cash and restricted cash at end of period	\$ 3,607	\$ 3,770

Operating Cash Flow Activities

Insurance companies generally receive most premiums in advance of the payment of claims or policy benefits. The ability of insurance companies to generate positive cash flow is affected by the frequency and severity of losses under their insurance policies, policy retention rates and operating expenses.

Interest payments totaled \$829 million in the nine-month period ended September 30, 2020 compared to \$1.0 billion in the same period in the prior year. Excluding interest payments, AIG had operating cash inflows of \$3.1 billion in the nine-month period ended September 30, 2020 compared to operating cash inflows of \$224 million in the same period in the prior year.

Investing Cash Flow Activities

Net cash used in investing activities in the nine-month period ended September 30, 2020 was \$5.2 billion compared to net cash used in investing activities of \$4.8 billion in the same period in the prior year. Net cash provided by investing activities in 2020 included \$2.2 billion of net cash proceeds from the sale of Fortitude Holdings.

Financing Cash Flow Activities

Net cash provided by financing activities in the nine-month period ended September 30, 2020 reflected:

- approximately \$827 million in the aggregate to pay a dividend of \$0.32 per share on AIG Common Stock in each of the first, second and third quarters of 2020;
- approximately \$22 million in the aggregate to pay a dividend of \$365.625 per share on AIG's Series A Preferred Stock in each of the first, second and third quarters of 2020;
- \$500 million to repurchase approximately 12 million shares of AIG Common Stock; and
- approximately \$2.4 billion in net inflows from the issuance and repayment of long-term debt and debt of consolidated investment entities.

Net cash provided by financing activities in the nine-month period ended September 30, 2019 reflected:

- approximately \$835 million in the aggregate to pay a dividend of \$0.32 per share on AIG Common Stock in each of the first, second, and third quarters of 2019;
- approximately \$15 million in the aggregate to pay a dividend of \$369.6875 per share and \$365.625 per share on AIG's Series A Preferred Stock in the second and third quarters of 2019, respectively;
- approximately \$143 million in net inflows from the issuance and repayment of long-term debt; and
- approximately \$485 million inflow from the issuance of preferred stock.

LIQUIDITY AND CAPITAL RESOURCES OF AIG PARENT AND SUBSIDIARIES

AIG Parent

As of September 30, 2020, AIG Parent had approximately \$15.2 billion in liquidity sources. AIG Parent's liquidity sources are primarily held in the form of cash, short-term investments and publicly traded, investment grade rated fixed maturity securities and also include a committed, revolving syndicated credit facility. Fixed maturity securities primarily include U.S. government and government sponsored entity securities, U.S. agency mortgage-backed securities, corporate and municipal bonds and certain other highly rated securities. AIG Parent actively manages its assets and liabilities in terms of products, counterparties and duration. Based upon an assessment of funding needs, the liquidity sources can be readily monetized through sales or repurchase agreements or contributed as admitted assets to regulated insurance companies. AIG Parent liquidity is monitored through the use of various internal liquidity risk measures. AIG Parent's primary sources of liquidity are dividends, distributions, loans and other payments from subsidiaries and credit facilities. AIG Parent's primary uses of liquidity are for debt service, capital and liability management, and operating expenses.

We believe that we have sufficient liquidity and capital resources to satisfy our reasonably foreseeable future requirements and meet our obligations to our creditors, debt-holders and insurance company subsidiaries. We expect to access the debt and preferred equity markets from time to time to meet funding requirements as needed.

We utilize our capital resources to support our businesses, with the majority of capital allocated to our insurance operations. Should we have or generate more capital than is needed to support our business strategies (including organic growth or acquisition opportunities) or mitigate risks inherent to our business, we may develop plans to distribute such capital to shareholders via dividends or AIG Common Stock repurchase authorizations or deploy such capital towards liability management.

In the normal course, it is expected that a portion of the capital released by our insurance operations, by our other operations or through the utilization of AIG's deferred tax assets may be available to support our business strategies, for distribution to shareholders or for liability management.

In developing plans to distribute capital, AIG considers a number of factors, including, but not limited to: AIG's business and strategic plans, expectations for capital generation and utilization, AIG's funding capacity and capital resources in comparison to internal benchmarks, as well as rating agency expectations, regulatory standards and internal stress tests for capital.

The following table presents AIG Parent's liquidity sources:

<i>(in millions)</i>	As of September 30, 2020	As of December 31, 2019
Cash and short-term investments ^(a)	\$ 6,785	\$ 2,804
Unencumbered fixed maturity securities ^(b)	3,946	4,777
Total AIG Parent liquidity	10,731	7,581
Available capacity under committed, syndicated credit facility ^(c)	4,500	4,500
Total AIG Parent liquidity sources	\$ 15,231	\$ 12,081

(a) Cash and short-term investments include reverse repurchase agreements totaling \$5.0 billion and \$2.1 billion as of September 30, 2020 and December 31, 2019, respectively.

(b) Unencumbered securities consist of publicly traded, investment grade rated fixed maturity securities. Fixed maturity securities primarily include U.S. government and government sponsored entity securities, U.S. agency mortgage-backed securities, corporate and municipal bonds and certain other highly rated securities.

(c) For additional information relating to this committed, syndicated credit facility see – Credit Facilities below.

Insurance Companies

We expect that our insurance companies will be able to continue to satisfy reasonably foreseeable future liquidity requirements and meet their obligations, including those arising from reasonably foreseeable contingencies or events, through cash from operations and, to the extent necessary, monetization of invested assets. Our insurance companies' liquidity resources are primarily held in the form of cash, short-term investments and publicly traded, investment grade rated fixed maturity securities.

Each of our material insurance companies' liquidity is monitored through various internal liquidity risk measures. The primary sources of liquidity are premiums, fees, reinsurance recoverables and investment income and maturities. The primary uses of liquidity are paid losses, reinsurance payments, benefit claims, surrenders, withdrawals, interest payments, dividends, expenses, investment purchases and collateral requirements.

Our General Insurance companies may require additional funding to meet capital or liquidity needs under certain circumstances. Large catastrophes may require us to provide additional support to our affected operations. Downgrades in our credit ratings could put pressure on the insurer financial strength ratings of our subsidiaries, which could result in non-renewals or cancellations by policyholders and adversely affect a subsidiary's ability to meet its own obligations. Increases in market interest rates may adversely affect the financial strength ratings of our subsidiaries, as rating agency capital models may reduce the amount of available capital relative to required capital. Other potential events that could cause a liquidity strain include an economic collapse of a nation or region significant to our operations, nationalization, catastrophic terrorist acts, pandemics or other events causing economic or political upheaval.

For a discussion regarding risks associated with COVID-19, see Part II Item 1A. – Risk Factors – COVID-19 is adversely affecting, and is expected to continue to adversely affect, our global business, financial condition and results of operations, and its ultimate impact will depend on future developments that are uncertain and cannot be predicted, including the scope, severity and duration of the crisis, and the governmental, legislative and regulatory actions taken and court decisions rendered in response thereto.

Management believes that because of the size and liquidity of our Life and Retirement companies' investment portfolios, normal deviations from projected claim or surrender experience would not create significant liquidity risk. Furthermore, our Life and Retirement companies' products contain certain features that mitigate surrender risk, including surrender charges. However, in times of extreme capital markets disruption, liquidity needs could outpace resources. As part of their risk management framework, our Life and Retirement companies continue to evaluate and, where appropriate, pursue strategies and programs to improve their liquidity position and facilitate their ability to maintain a fully invested asset portfolio.

Certain of our U.S. insurance companies are members of the FHLBs in their respective districts. Borrowings from FHLBs are used to supplement liquidity or for other uses deemed appropriate by management. Our U.S. General Insurance companies had no outstanding borrowings from FHLBs at both September 30, 2020 and December 31, 2019. Our U.S. Life and Retirement companies had \$3.6 billion and \$3.5 billion which were due to FHLBs in their respective districts at September 30, 2020 and December 31, 2019, respectively, under funding agreements issued through our Individual Retirement, Group Retirement and Institutional Markets operating segments, which were reported in Policyholder contract deposits. Proceeds from funding agreements are generally invested in fixed income securities and other investments intended to generate spread income. These investment contracts do not have mortality or morbidity risk and are similar to GICs. In addition, our U.S. Life and Retirement companies had no outstanding borrowings in the form of cash advances from FHLBs at both September 30, 2020 and December 31, 2019.

Certain of our U.S. Life and Retirement companies have programs, which began in 2012, that lend securities from their investment portfolio to supplement liquidity or for other uses as deemed appropriate by management. Under these programs, these U.S. Life and Retirement companies lend securities to financial institutions and receive cash as collateral equal to 102 percent of the fair value of the loaned securities. Cash collateral received is invested in short-term investments or partially used for short-term liquidity purposes.

Additionally, the aggregate amount of securities that a Life and Retirement company is able to lend under its program at any time is limited to five percent of its general account statutory-basis admitted assets. Our U.S. Life and Retirement companies had \$3.3 billion and \$2.8 billion of securities subject to these agreements at September 30, 2020 and December 31, 2019, respectively, and \$3.5 billion and \$2.9 billion of liabilities to borrowers for collateral received at September 30, 2020 and December 31, 2019, respectively.

AIG generally manages capital between AIG Parent and our insurance companies through internal, Board-approved policies and limits, as well as management standards. In addition, AIG Parent has unconditional capital maintenance agreements (CMAs) in place with certain subsidiaries. Nevertheless, regulatory and other legal restrictions could limit our ability to transfer capital freely, either to or from our subsidiaries. In June 2020, upon closing of the Majority Interest Fortitude Sale, the CMA between AIG Parent and Fortitude Re was terminated.

AIG Parent and/or certain subsidiaries are parties to several letter of credit agreements with various financial institutions, which issue letters of credit from time to time in support of our insurance companies. These letters of credit are subject to reimbursement by AIG Parent and/or certain subsidiaries in the event of a drawdown by our insurance companies. Letters of credit issued in support of the General Insurance companies totaled approximately \$4.1 billion at September 30, 2020. Letters of credit issued in support of the Life and Retirement companies totaled approximately \$756 million at September 30, 2020. In June 2020, upon closing of the Majority Interest Fortitude Sale, the \$550 million of letters of credit issued in support of Fortitude Re and subject to reimbursement by AIG in the event of a drawdown were terminated.

In the nine-month period ended September 30, 2020, our General Insurance companies collectively paid a total of approximately \$918 million in dividends in the form of cash and fixed maturity securities to AIG Parent. The fixed maturity securities primarily included U.S. treasuries and securities issued by other U.S. agencies. In June 2020, upon closing of the Majority Interest Fortitude Sale, AIG contributed \$700 million of the proceeds of the Majority Interest Fortitude Sale to certain of its General Insurance subsidiaries.

In the nine-month period ended September 30, 2020, our Life and Retirement companies collectively paid a total of approximately \$291 million in dividends and loan repayments in the form of cash to AIG Parent. In June 2020, upon closing of the Majority Interest Fortitude Sale, AIG contributed \$135 million of the proceeds of the Majority Interest Fortitude Sale to certain of its Life and Retirement subsidiaries.

Tax Matters

In October 2020, the Southern District of New York dismissed the case related to the disallowance of foreign tax credits associated with cross border financing transactions based upon the settlement reached between AIG and the government. The settlement agreements in principle were also concluded in our ongoing dispute related to the disallowance of foreign tax credits associated with cross border financing transactions and we will be required to make a payment to the U.S. Treasury. The amount we currently expect to pay based on settlement terms is approximately \$1.2 billion, including obligations of AIG Parent and subsidiaries. This amount is net of payments previously made with respect to cross border financing transactions involving matters dating back to 1997 and other matters largely related to the same tax years, including a prepayment of approximately \$548 million that AIG made to the U.S. Treasury in June 2020. The amount also includes interest that will become due on finalization of the settlements but does not reflect benefits from the potential application of interest netting which AIG has requested. There remains uncertainty with regard to the amount and timing of any additional payments, which could be made as early as the fourth quarter of 2020. AIG has waived assessment on certain amounts and the IRS will seek payment through a Notice and Demand for Payment once all relevant computations, including those related to interest netting, are completed.

For additional information regarding this matter see Note 15 to the Condensed Consolidated Financial Statements.

CREDIT FACILITIES

We maintain a committed, revolving syndicated credit facility (the Facility) as a potential source of liquidity for general corporate purposes. The Facility provides for aggregate commitments by the bank syndicate to provide unsecured revolving loans and/or standby letters of credit of up to \$4.5 billion without any limits on the type of borrowings and is scheduled to expire in June 2022.

On March 20, 2020, we borrowed \$1.3 billion under the Facility to further increase AIG Parent liquidity. On June 9, 2020, we repaid the \$1.3 billion borrowed under the Facility in full with interest. As of September 30, 2020, a total of \$4.5 billion remains available under the Facility. Our ability to utilize the Facility is not contingent on our credit ratings. However, our ability to utilize the Facility is conditioned on the satisfaction of certain legal, operating, administrative and financial covenants and other requirements contained in the Facility. These include covenants relating to our maintenance of a specified total consolidated net worth and total consolidated debt to total consolidated capitalization. Failure to satisfy these and other requirements contained in the Facility would restrict our access to the Facility and could have a material adverse effect on our financial condition, results of operations and liquidity. We expect to utilize the Facility from time to time, and may use the proceeds for general corporate purposes.

CONTRACTUAL OBLIGATIONS

The following table summarizes contractual obligations in total, and by remaining maturity:

September 30, 2020		Payments due by Period					
(in millions)	Total Payments	Remainder of 2020	2021 - 2022	2023 - 2024	2025	Thereafter	
Insurance operations							
Loss reserves ^(a)	\$ 80,695	\$ 5,371	\$ 22,075	\$ 11,607	\$ 3,768	\$ 37,874	
Insurance and investment contract liabilities	285,744	6,860	32,221	30,975	14,668	201,020	
Borrowings	1,348	-	233	-	123	992	
Interest payments on borrowings	754	1	99	99	50	505	
Other long-term obligations	-	-	-	-	-	-	
Total	\$ 368,541	\$ 12,232	\$ 54,628	\$ 42,681	\$ 18,609	\$ 240,391	
Other							
Borrowings	\$ 27,379	\$ 712	\$ 3,216	\$ 2,905	\$ 3,342	\$ 17,204	
Interest payments on borrowings	15,118	325	2,070	1,845	841	10,037	
Other long-term obligations	220	24	150	35	-	11	
Total	\$ 42,717	\$ 1,061	\$ 5,436	\$ 4,785	\$ 4,183	\$ 27,252	
Consolidated							
Loss reserves ^(a)	\$ 80,695	\$ 5,371	\$ 22,075	\$ 11,607	\$ 3,768	\$ 37,874	
Insurance and investment contract liabilities	285,744	6,860	32,221	30,975	14,668	201,020	
Borrowings	28,727	712	3,449	2,905	3,465	18,196	
Interest payments on borrowings	15,872	326	2,169	1,944	891	10,542	
Other long-term obligations ^(b)	220	24	150	35	-	11	
Total^(c)	\$ 411,258	\$ 13,293	\$ 60,064	\$ 47,466	\$ 22,792	\$ 267,643	

(a) Represents loss reserves, undiscounted and gross of reinsurance.

(b) Primarily includes contracts to purchase future services and other capital expenditures.

(c) Does not reflect unrecognized tax benefits of \$4.8 billion. See Note 15 to the Condensed Consolidated Financial Statements for additional information.

Loss Reserves

Loss reserves relate to our General Insurance companies and represent estimates of future loss and loss adjustment expense payments based on historical loss development payment patterns. Due to the significance of the assumptions used, the payments by period presented above could be materially different from actual required payments. We believe that our General Insurance companies maintain adequate financial resources to meet the actual required payments under these obligations.

Insurance and Investment Contract Liabilities

Insurance and investment contract liabilities, including GIC liabilities, relate to our Life and Retirement companies. These liabilities include various investment-type products with contractually scheduled maturities, including periodic payments. These liabilities also include benefit and claim liabilities, of which a significant portion represents policies and contracts that do not have stated contractual maturity dates and may not result in any future payment obligations. For these policies and contracts (i) we are not currently making payments until the occurrence of an insurable event, such as death or disability, (ii) payments are conditional on survivorship or (iii) payment may occur due to a surrender or other non-scheduled event beyond our control.

We have made significant assumptions to determine the estimated undiscounted cash flows of these contractual policy benefits. These assumptions include mortality, morbidity, future lapse rates, expenses, investment returns and interest crediting rates, offset by expected future deposits and premiums on in-force policies. Due to the significance of the assumptions, the periodic amounts presented could be materially different from actual required payments. The amounts presented in this table are undiscounted and exceed the future policy benefits and policyholder contract deposits included in the Consolidated Balance Sheets.

We believe that our Life and Retirement companies have adequate financial resources to meet the payments actually required under these obligations. These subsidiaries have substantial liquidity in the form of cash and short-term investments. In addition, our Life and Retirement companies maintain significant levels of investment grade rated fixed maturity securities, including substantial holdings in government and corporate bonds, and could seek to monetize those holdings in the event operating cash flows are insufficient. We expect liquidity needs related to GIC liabilities to be funded through cash flows generated from maturities and sales of invested assets.

Borrowings

Our borrowings exclude those incurred by consolidated investments and include hybrid financial instrument liabilities recorded at fair value. We expect to repay the long-term debt maturities and interest accrued on borrowings by AIG through maturing investments and dispositions of invested assets, future cash flows from operations, cash flows generated from invested assets, future debt or preferred stock issuance and other financing arrangements. Borrowings supported by assets of AIG include various notes and bonds payable as well as GIAs that are supported by cash and investments held by AIG Parent and certain non-insurance subsidiaries for the repayment of those obligations.

OFF-BALANCE SHEET ARRANGEMENTS AND COMMERCIAL COMMITMENTS

The following table summarizes Off-Balance Sheet Arrangements and Commercial Commitments in total, and by remaining maturity:

September 30, 2020		Amount of Commitment Expiring					
(in millions)	Total Amounts Committed	Remainder of 2020	2021 - 2022	2023 - 2024	2025	Thereafter	
Insurance operations							
Guarantees:							
Standby letters of credit	\$ 159	\$ 143	\$ 9	\$ -	\$ -	\$ 7	
Guarantees of indebtedness	55	50	5	-	-	-	
All other guarantees ^(a)	35	8	27	-	-	-	
Commitments:							
Investment commitments ^(b)	7,149	2,275	3,416	1,325	116	17	
Commitments to extend credit	3,937	731	1,609	1,328	148	121	
Letters of credit	3	-	3	-	-	-	
Other commercial commitments	8	1	5	2	-	-	
Total^(c)	\$ 11,346	\$ 3,208	\$ 5,074	\$ 2,655	\$ 264	\$ 145	
Other							
Guarantees:							
Liquidity facilities ^(d)	\$ 74	\$ -	\$ -	\$ -	\$ -	\$ 74	
Standby letters of credit	79	79	-	-	-	-	
All other guarantees	407	407	-	-	-	-	
Commitments:							
Investment commitments ^(b)	71	1	40	4	26	-	
Commitments to extend credit	-	-	-	-	-	-	
Letters of credit	197	11	-	186	-	-	
Other commercial commitments	-	-	-	-	-	-	
Total^{(c)(e)}	\$ 828	\$ 498	\$ 40	\$ 190	\$ 26	\$ 74	
Consolidated							
Guarantees:							
Liquidity facilities ^(d)	\$ 74	\$ -	\$ -	\$ -	\$ -	\$ 74	
Standby letters of credit	238	222	9	-	-	7	
Guarantees of indebtedness	55	50	5	-	-	-	
All other guarantees ^(a)	442	415	27	-	-	-	
Commitments:							
Investment commitments ^(b)	7,220	2,276	3,456	1,329	142	17	
Commitments to extend credit	3,937	731	1,609	1,328	148	121	
Letters of credit	200	11	3	186	-	-	
Other commercial commitments	8	1	5	2	-	-	
Total^{(c)(e)}	\$ 12,174	\$ 3,706	\$ 5,114	\$ 2,845	\$ 290	\$ 219	

(a) Excludes potential amounts for indemnification obligations included in asset sales agreements. For further information on indemnification obligations see Note 11 to the Condensed Consolidated Financial Statements.

(b) Includes commitments to invest in private equity funds, hedge funds and other funds and commitments to purchase and develop real estate in the United States and abroad. The commitments to invest in private equity funds, hedge funds and other funds are called at the discretion of each fund, as needed for funding new investments or expenses of the fund. The expiration of these commitments is estimated in the table above based on the expected life cycle of the related fund, consistent with past trends of requirements for funding. Investors under these commitments are primarily insurance and real estate subsidiaries.

(c) Does not include guarantees, CMAs or other support arrangements among AIG consolidated entities.

(d) Primarily represents liquidity facilities provided in connection with certain municipal swap transactions and collateralized bond obligations.

(e) Excludes commitments with respect to pension plans. The remaining annual pension contribution for 2020 is expected to be approximately \$14 million for U.S. and non-U.S. plans.

Arrangements with Variable Interest Entities

We enter into various arrangements with variable interest entities (VIEs) in the normal course of business, and we consolidate a VIE when we are the primary beneficiary of the entity.

For a further discussion of our involvement with VIEs see Note 8 to the Condensed Consolidated Financial Statements.

Indemnification Agreements

We are subject to financial guarantees and indemnity arrangements in connection with our sales of businesses. These arrangements may be triggered by declines in asset values, specified business contingencies, the realization of contingent liabilities, litigation developments, or breaches of representations, warranties or covenants provided by us. These arrangements are typically subject to time limitations, defined by contract or by operation of law, such as by prevailing statutes of limitation. Depending on the specific terms of the arrangements, the maximum potential obligation may or may not be subject to contractual limitations.

For additional information regarding our indemnification agreements see Note 11 to the Condensed Consolidated Financial Statements.

We have recorded liabilities for certain of these arrangements where it is possible to estimate them. These liabilities are not material in the aggregate. We are unable to develop a reasonable estimate of the maximum potential payout under some of these arrangements. Overall, we believe that it is unlikely we will have to make any material payments under these arrangements.

DEBT

The following table provides the rollforward of AIG's total debt outstanding:

September 30, 2020 (in millions)	Balance at December 31, 2019	Issuances	Maturities and Repayments	Effect of Foreign Exchange	Other Changes	Balance at September 30, 2020
Debt issued or guaranteed by AIG:						
AIG general borrowings:						
Notes and bonds payable	\$ 20,467	\$ 4,065	\$ (988)	\$ 69	\$ 28	\$ 23,641
Junior subordinated debt	1,542	-	-	6	-	1,548
AIG Japan Holdings Kabushiki Kaisha	344	-	-	12	-	356
AIGLH notes and bonds payable	282	-	-	-	-	282
AIGLH junior subordinated debt	361	-	-	-	-	361
Validus notes and bonds payable	353	-	-	-	(4)	349
Total AIG general borrowings	23,349	4,065	(988)	87	24	26,537
AIG borrowings supported by assets:^(a)						
Series AIGFP matched notes and bonds payable	21	-	-	-	-	21
GIAs, at fair value	2,003	95	(229)	-	236 (b)	2,105
Notes and bonds payable, at fair value	59	1	(3)	-	7 (b)	64
Total AIG borrowings supported by assets	2,083	96	(232)	-	243	2,190
Total debt issued or guaranteed by AIG	25,432	4,161	(1,220)	87	267	28,727
Other subsidiaries' notes, bonds, loans and mortgages payable - not guaranteed by AIG	47	5	(48)	-	-	4
Total long-term debt	25,479	4,166	(1,268)	87	267	28,731
Debt of consolidated investment entities - not guaranteed by AIG ^(c)	9,871	1,459	(2,042)	(1)	219 (d)	9,506
Total debt	\$ 35,350	\$ 5,625	\$ (3,310)	\$ 86	\$ 486	\$ 38,237

(a) AIG Parent guarantees all such debt, except for Series AIGFP matched notes and bonds payable, which are direct obligations of AIG Parent. Collateral posted to third parties was \$1.4 billion and \$1.5 billion at September 30, 2020 and December 31, 2019, respectively. This collateral primarily consists of securities of the U.S. government and government sponsored entities and generally cannot be repledged or resold by the counterparties.

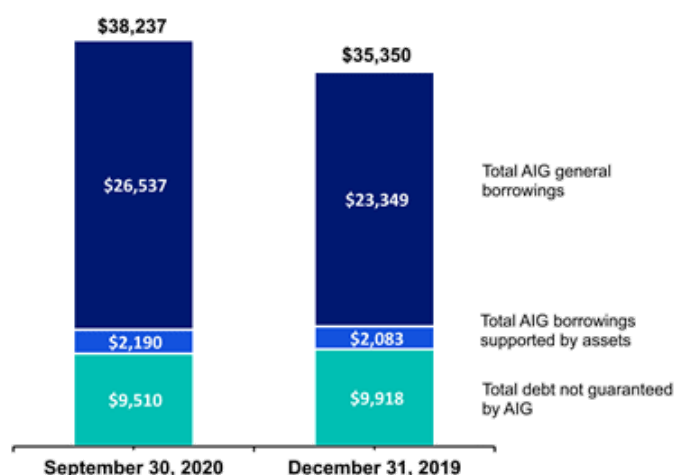
(b) Primarily represents adjustments to the fair value of debt.

(c) At September 30, 2020, includes debt of consolidated investment entities related to real estate investments of \$3.1 billion, affordable housing partnership investments of \$2.3 billion and other securitization vehicles of \$4.1 billion. At December 31, 2019, includes debt of consolidated investment entities related to real estate investments of \$3.2 billion, affordable housing partnership investments of \$2.1 billion and other securitization vehicles of \$4.6 billion.

(d) Includes the effect of consolidating previously unconsolidated partnerships.

TOTAL DEBT OUTSTANDING

(in millions)

**Debt Maturities**

The following table summarizes maturing long-term debt at September 30, 2020 of AIG for the next four quarters:

(in millions)		Fourth Quarter 2020	First Quarter 2021	Second Quarter 2021	Third Quarter 2021	Total
AIG general borrowings	\$	708	\$ 1,499	\$ -	\$ -	\$ 2,207
AIG borrowings supported by assets		4	2	70	45	121
Other subsidiaries' notes, bonds, loans and mortgages payable		-	1	-	1	2
Total	\$	712	\$ 1,502	\$ 70	\$ 46	\$ 2,330

The following table presents maturities of long-term debt (including unamortized original issue discount, hedge accounting valuation adjustments and fair value adjustments, when applicable):

September 30, 2020 (in millions)	Total	Remainder of 2020	2021	2022	2023	2024	2025	Thereafter
Debt issued or guaranteed by AIG:								
AIG general borrowings:								
Notes and bonds payable	\$ 23,641	\$ 708	\$ 1,499	\$ 1,513	\$ 1,630	\$ 998	\$ 2,750	\$ 14,543
Junior subordinated debt	1,548	-	-	-	-	-	-	1,548
AIG Japan Holdings Kabushiki Kaisha	356	-	233	-	-	-	123	-
AIGLH notes and bonds payable	282	-	-	-	-	-	-	282
AIGLH junior subordinated debt	361	-	-	-	-	-	-	361
Validus notes and bonds payable	349	-	-	-	-	-	-	349
Total AIG general borrowings	26,537	708	1,732	1,513	1,630	998	2,873	17,083
AIG borrowings supported by assets:								
Series AIGFP matched notes and bonds payable	21	-	-	-	-	-	-	21
GIAs, at fair value	2,105	4	152	52	128	149	592	1,028
Notes and bonds payable, at fair value	64	-	-	-	-	-	-	64
Total AIG borrowings supported by assets	2,190	4	152	52	128	149	592	1,113
Total debt issued or guaranteed by AIG	28,727	712	1,884	1,565	1,758	1,147	3,465	18,196
Debt not guaranteed by AIG:								
Other subsidiaries notes, bonds, loans and mortgages payable	4	-	2	1	1	-	-	-
Total debt not guaranteed by AIG	4	-	2	1	1	-	-	-
Total	\$ 28,731	\$ 712	\$ 1,886	\$ 1,566	\$ 1,759	\$ 1,147	\$ 3,465	\$ 18,196

CREDIT RATINGS

Credit ratings estimate a company's ability to meet its obligations and may directly affect the cost and availability of financing to that company.

The following table presents the credit ratings of AIG and certain of its subsidiaries as of the date of this filing. Figures in parentheses indicate the relative ranking of the ratings within the agency's rating categories; that ranking refers only to the major rating category and not to the modifiers assigned by the rating agencies.

	Short-Term Debt		Senior Long-Term Debt		
	Moody's	S&P	Moody's ^(a)	S&P ^(b)	Fitch ^(c)
American International Group, Inc.	P-2 (2nd of 3)	A-2 (2nd of 8)	Baa 1 (4th of 9) <i>On review for downgrade</i>	BBB+ (4th of 9) <i>CreditWatch Negative</i>	BBB+ (4th of 9) <i>Rating Watch Negative</i>
AIG Financial Products Corp. ^(d)	P-2	A-2	Baa 1 <i>On review for downgrade</i>	BBB+ <i>CreditWatch Negative</i>	

(a) Moody's appends numerical modifiers 1, 2 and 3 to the generic rating categories to show relative position within the rating categories.

(b) S&P ratings may be modified by the addition of a plus or minus sign to show relative standing within the major rating categories.

(c) Fitch ratings may be modified by the addition of a plus or minus sign to show relative standing within the major rating categories.

(d) AIG guarantees all obligations of AIG Financial Products Corp.

These credit ratings are current opinions of the rating agencies. They may be changed, suspended or withdrawn at any time by the rating agencies as a result of changes in, or unavailability of, information or based on other circumstances. Ratings may also be withdrawn at our request. *For a discussion of rating agency actions in response to AIG's announced intention to separate its Life and Retirement business from AIG, see Recent Rating Agency Actions below.*

We are party to some agreements that contain "ratings triggers." Depending on the ratings maintained by one or more rating agencies, these triggers could result in (i) the termination or limitation of credit availability or a requirement for accelerated repayment, (ii) the termination of business contracts or (iii) a requirement to post collateral for the benefit of counterparties.

In the event of a downgrade of AIG's long-term senior debt ratings, AIGFP and certain other AIG entities would be required to post additional collateral under some derivative and other transactions, or certain of the counterparties of AIGFP or of such other AIG entities would be permitted to terminate such transactions early.

The actual amount of collateral that we would be required to post to counterparties in the event of such downgrades, or the aggregate amount of payments that we could be required to make, depends on market conditions, the fair value of outstanding affected transactions and other factors prevailing at the time of the downgrade.

For a discussion of the effects of downgrades in our credit ratings see Note 9 to the Condensed Consolidated Financial Statements and Part I, Item 1A. Risk Factors – Liquidity, Capital and Credit in our 2019 Annual Report.

FINANCIAL STRENGTH RATINGS

Financial Strength ratings estimate an insurance company's ability to pay its obligations under an insurance policy. The following table presents the ratings of our significant insurance subsidiaries as of the date of this filing.

	A.M. Best	S&P	Fitch	Moody's
National Union Fire Insurance Company of Pittsburgh, Pa.	A	A+	A	A2
Lexington Insurance Company	A	A+	A	A2
American Home Assurance Company	A	A+	A	A2
American General Life Insurance Company	A	A+	A+	A2
The Variable Annuity Life Insurance Company	A	A+	A+	A2
United States Life Insurance Company in the City of New York	A	A+	A+	A2
AIG Europe S.A.	NR	A+	NR	A2
American International Group UK Ltd.	A	A+	NR	A2
AIG General Insurance Co. Ltd.	NR	A+	NR	NR
Validus Reinsurance, Ltd.	A	A	NR	A2

These financial strength ratings are current opinions of the rating agencies. They may be changed, suspended or withdrawn at any time by the rating agencies as a result of changes in, or unavailability of, information or based on other circumstances.

For a discussion of the effects of downgrades in our financial strength ratings see Note 9 to the Condensed Consolidated Financial Statements in this Quarterly Report on Form 10-Q and Part I, Item 1A. Risk Factors – Liquidity, Capital and Credit in our 2019 Annual Report.

RECENT RATING AGENCY ACTIONS

In response to the announcement by AIG on October 26, 2020 of its intention to separate its Life and Retirement business from AIG, the rating agencies in the tables above took the following actions:

- On October 27, 2020, A.M. Best issued a comment stating that its financial strength and issuer credit ratings on AIG and subsidiaries are unchanged as a result of the announcement.
- On October 28, 2020, Fitch placed the credit ratings of AIG on “Rating Watch Negative.” Fitch also affirmed the financial strength ratings and outlooks on AIG’s insurance subsidiaries.
- On October 28, 2020, Moody’s placed the debt ratings of AIG on review for downgrade. Moody’s also affirmed the financial strength ratings and outlooks on AIG’s insurance subsidiaries.
- On October 27, 2020, S&P placed the credit ratings of AIG and the financial strength ratings of most of the General Insurance subsidiaries on CreditWatch with negative implications. S&P also placed the financial strength ratings of the Life and Retirement subsidiaries on CreditWatch with developing implications.

For additional information about the separation of our Life and Retirement business from AIG, see Part I., Note 16 Subsequent Events to the Condensed Consolidated Financial Statements.

REGULATION AND SUPERVISION

For a discussion of our regulation and supervision by different regulatory authorities in the United States and abroad, including with respect to our liquidity and capital resources see Part I, Item 1. Business — Regulation and Part I, Item 1A. Risk Factors — Regulation in our 2019 Annual Report, and Regulatory Environment below in this Quarterly Report on Form 10-Q.

DIVIDENDS

On February 12, 2020, our Board of Directors declared a cash dividend on AIG Common Stock of \$0.32 per share, payable on March 30, 2020 to shareholders of record on March 16, 2020. On May 4, 2020, our Board of Directors declared a cash dividend on AIG Common Stock of \$0.32 per share, payable on June 29, 2020 to shareholders of record on June 15, 2020. On August 3, 2020, our Board of Directors declared a cash dividend on AIG Common Stock of \$0.32 per share, payable on September 30, 2020 to shareholders of record on September 17, 2020. On November 5, 2020, our Board of Directors declared a cash dividend on AIG Common Stock of \$0.32 per share, payable on December 28, 2020 to shareholders of record on December 14, 2020.

On February 12, 2020, our Board of Directors declared a cash dividend on AIG’s Series A Preferred Stock of \$365.625 per share, payable on March 16, 2020 to holders of record on February 28, 2020. On May 4, 2020, our Board of Directors declared a cash dividend on AIG’s Series A Preferred Stock of \$365.625 per share, payable on June 15, 2020 to holders of record on May 29, 2020. On August 3, 2020, our Board of Directors declared a cash dividend on AIG’s Series A Preferred Stock of \$365.625 per share, payable on September 15, 2020 to holders of record on August 31, 2020. On November 5, 2020, our Board of Directors declared a cash dividend on AIG’s Series A Preferred Stock of \$365.625 per share, payable on December 15, 2020 to holders of record on November 30, 2020.

The payment of any future dividends will be at the discretion of our Board of Directors and will depend on various factors, as discussed further in Note 12 to the Condensed Consolidated Financial Statements.

REPURCHASES OF AIG COMMON STOCK

Our Board of Directors has authorized the repurchase of shares of AIG Common Stock and warrants to purchase shares of AIG Common Stock through a series of actions. On February 13, 2019, our Board of Directors authorized an additional increase to its previous repurchase authorization of AIG Common Stock of approximately \$1.5 billion. As of November 5, 2020, \$1.5 billion remained under the authorization.

During the first quarter of 2020, we repurchased approximately 12 million shares of AIG Common Stock for an aggregate purchase price of \$500 million under an ASR agreement executed in February 2020 with a third-party financial institution. We did not repurchase any shares of AIG Common Stock during the second and third quarters of 2020.

Shares may be repurchased from time to time in the open market, private purchases, through forward, derivative, accelerated repurchase or automatic repurchase transactions or otherwise (including through the purchase of warrants). Certain of our share repurchases have been and may from time to time be effected through the Securities Exchange Act of 1934 Rule 10b5-1 repurchase plans. The timing of any future share repurchases will depend on market conditions, our business and strategic plans, financial condition, results of operations, liquidity and other factors, as discussed further in Note 12 to the Condensed Consolidated Financial Statements.

DIVIDEND RESTRICTIONS

Payments of dividends to AIG by its insurance subsidiaries are subject to certain restrictions imposed by regulatory authorities.

For a discussion of restrictions on payments of dividends by our subsidiaries see Note 20 to the Consolidated Financial Statements in the 2019 Annual Report.

Enterprise Risk Management

Risk management includes the identification and measurement of various forms of risk, the establishment of risk thresholds and the creation of processes intended to maintain risks within these thresholds while optimizing returns. We consider risk management an integral part of managing our core businesses and a key element of our approach to corporate governance.

OVERVIEW

We have an integrated process for managing risks throughout our organization in accordance with our firm-wide risk appetite. Our Board of Directors has oversight responsibility for the management of risk. Our Enterprise Risk Management Department supervises and integrates the risk management functions in each of our business units, providing senior management with a consolidated view of AIG's major risk positions. Within each business unit, senior leaders and executives approve risk-taking policies and targeted risk tolerance within the framework provided by ERM. ERM supports our businesses and management by embedding risk management in our key day-to-day business processes and in identifying, assessing, quantifying, monitoring, reporting, and mitigating the risks taken by our businesses and AIG overall. Nevertheless, our risk management efforts may not always be successful and material adverse effects on our business, results of operations, cash flows, liquidity or financial condition may occur.

AIG employs a Three Lines of Defense model. AIG's business leaders assume full accountability for the risks and controls in their operating units, and ERM performs a review, challenge and oversight function. The third line consists of our Internal Audit Group that provides independent assurance for AIG's Board.

For a further discussion of AIG's risk management program see Part II, Item 7. MD&A — Enterprise Risk Management in the 2019 Annual Report.

As of September 30, 2020, there have been no material changes in our economic exposure to market risk from June 30, 2020, a description of which may be found in our Quarterly Report on Form 10-Q, for the quarter ended June 30, 2020, Part I, Item 2. "Enterprise Risk Management," filed with the SEC. *See Part I, Item 1A, "Risk Factors" in our 2019 Annual Report on how difficult conditions in the financial markets and the economy generally may materially adversely affect our business and results of our operations.*

Regulatory Environment

OVERVIEW

Our operations around the world are subject to regulation by many different types of regulatory authorities, including insurance, securities, derivatives, investment advisory and thrift regulators in the United States and abroad. The insurance and financial services industries generally have been subject to heightened regulatory scrutiny and supervision in recent years.

Our insurance subsidiaries are subject to regulation and supervision by the states and jurisdictions in which they do business. We expect that the domestic and international regulations applicable to us and our regulated entities will continue to evolve for the foreseeable future.

In particular, significant legislative and regulatory activity has occurred at both the U.S. federal and state levels, as well as globally, in response to COVID-19 and its impact on insurance consumers. For example, many jurisdictions have issued regulations and guidance advising or requiring insurers to offer accommodations to policyholders adversely impacted by COVID-19, including requirements to defer payment of, or refund, premiums, postpone policy lapses, and have sought information and data from insurers on a number of topics, including operational preparedness, policyholder data, claims data, and other matters. A number of U.S. states have also passed legislation or issued other guidance that creates a presumption of coverage under workers' compensation insurance for certain people impacted by COVID-19. In most cases, the presumption applies to first responders and medical professionals, but some states apply the scope of the presumption more broadly, and efforts are underway in other states to further expand the scope of the presumption. Members of the U.S. Congress have held discussions and sought information with respect to business interruption, travel and other insurance lines impacted by the COVID-19 crisis and legislators both in the U.S. and overseas are discussing a number of potential loss-sharing programs, some of which contemplate participation by insurers, including a proposed pandemic risk insurance bill relating to business interruption and event cancellation insurance. In the EU and UK, insurance regulators have issued recommendations or requirements for insurance groups subject to their jurisdiction to temporarily suspend discretionary dividend payments and share buybacks for the benefit of shareholders, and variable remuneration policies such as cash bonuses. We cannot predict what form legal and regulatory responses to concerns about COVID-19 and related public health issues will take, or how such responses will impact our business. We continue to actively monitor these developments and to cooperate fully with all government and regulatory authorities as they develop their responses.

In addition to the information set forth in this Quarterly Report on Form 10-Q, our regulatory status is also discussed in Part II, Item 1A. Risk Factors – COVID-19 is adversely affecting, and is expected to continue to adversely affect, our global business, financial condition and results of operations, and its ultimate impact will depend on future developments that are uncertain and cannot be predicted, including the scope, severity and duration of the crisis, and the governmental, legislative and regulatory actions taken and court decisions rendered in response thereto.

ERISA

We provide products and services to certain employee benefit plans that are subject to the Employee Retirement Income Security Act of 1974, as amended (ERISA), and/or the Internal Revenue Code of 1986, as amended (the Internal Revenue Code). Plans subject to ERISA include certain pension and profit sharing plans and welfare plans, including health, life and disability plans. As a result, our activities are subject to the restrictions imposed by ERISA and the Internal Revenue Code, including the requirement under ERISA that fiduciaries must perform their duties solely in the interests of ERISA plan participants and beneficiaries, and that fiduciaries may not cause a covered plan to engage in certain prohibited transactions. The applicable provisions of ERISA and the Internal Revenue Code are subject to enforcement by the Department of Labor (DOL), the Internal Revenue Service and the Pension Benefit Guaranty Corporation.

Standard of Care Developments

In our Life and Retirement business, we and our distributors are subject to laws and regulations regarding the standard of care applicable to sales of our products and the provision of advice to our customers. In recent years, many of these laws and regulations have been revised or reexamined while others have been newly adopted. We continue to closely follow these legislative and regulatory activities. Changes in standard of care requirements or new standards issued by governmental authorities, such as the DOL, the SEC, the NAIC or state regulators and/or legislators, may affect our businesses, results of operations and financial condition.

DOL Fiduciary Rule

In June 2020, the DOL issued final guidance consistent with the June 2018 decision of the Fifth Circuit Court of Appeals which vacated the DOL's Fiduciary Rule that redefined who would be considered a "fiduciary" for purposes of transactions with ERISA qualified plans, related plan participants and Individual Retirement Accounts. The DOL's final guidance formally reinstated the previous five-part test for determining who is an investment advice fiduciary, and also reinstated related exemptions which had been modified by the vacated guidance. At the same time, the DOL proposed a new prohibited transaction exemption, for parties that qualify as investment advice fiduciaries, which is intended to align with the SEC's Best Interest Regulation (see below) as well as other relevant standards of care requirements. The DOL's proposed exemption would impose impartial conduct standards (including a best interest standard), as well as:

- disclosure obligations,
- a duty to establish, maintain, and follow policies and procedures intended to comply with the exemption, and
- a duty to perform an annual retrospective review for compliance with the exemption.

We are currently reviewing the DOL's guidance, both for applicability and for the impact the exemption requirements, if applicable, may have on our businesses and operations. At this time, we believe that many of the processes and procedures we implemented for the SEC's best interest regulation will satisfy some or all of the corresponding provisions in the DOL guidance, but implementation may still result in increased compliance costs for certain of our Life and Retirement businesses.

SEC Best Interest Regulation

On June 30, 2020, Regulation Best Interest (Regulation BI), which establishes new rules regarding the standard of care a broker must meet when making a recommendation to a retail customer in connection with the sale of a security or other covered recommendation, and Form CRS, which requires enhanced disclosure by broker-dealers and investment advisers regarding client relationships and certain conflicts of interest issues, became effective. Both had been adopted by the SEC in June 2019 as part of a package of final rulemakings and interpretations, at the same time as the SEC issued two interpretations under the Investment Advisers Act of 1940. The first interpretation addressed the standard of conduct applicable to SEC-registered investment advisers, including details regarding the fiduciary duty owed to clients, required disclosures and the adviser's continuous monitoring obligations. The second interpretation clarified when investment advice would be considered "solely incidental" to brokerage activity for purposes of the broker-dealer exclusion from SEC investment adviser registration. These two SEC interpretations became final upon publication. The SEC has also issued multiple sets of FAQs on certain aspects of Regulation BI and Form CRS, and the SEC could provide additional guidance regarding these final rules and further clarify its interpretations through the issuance of additional FAQs and other publications.

We have evaluated the impact of the package of final rulemakings and interpretations on us and our customers, distribution partners and financial advisers, and have implemented and enhanced processes and procedures, where needed, to comply with the final rules and interpretations. These efforts and enhancements have resulted in increased compliance costs for Group Retirement.

State Developments

In February 2020, the NAIC adopted revisions to its Suitability in Annuity Transactions Model Regulation (#275) (NAIC Model) implementing a best interest standard of care applicable to sales and recommendations of annuities. The new NAIC Model conforms in large part to Regulation BI, providing that all recommendations by agents and insurers must be in the best interest of the consumer under known circumstances at the time an annuity recommendation is made, without placing their financial interests ahead of the consumers' interest in making a recommendation. Specifically, the model requires agents and carriers to act with "reasonable diligence, care and skill" in making recommendations. The revisions also include enhancements to the current model's supervision system to assist in compliance. Certain states have already adopted amendments to their suitability rules based on the NAIC Model revisions, and we expect that additional states will do so.

In addition, certain state insurance and/or securities regulators and legislatures have adopted, or are considering adoption of, their own best interest or fiduciary standards, some of which are broader in scope than the NAIC Model. For example, in July 2018, the New York State Department of Financial Services adopted a best interest standard of care regulation applicable to annuity and life transactions through issuance of the First Amendment to Insurance Regulation 187 – Suitability and Best Interests in Life Insurance and Annuity Transactions (Regulation 187). The compliance date for Regulation 187 was August 1, 2019 for annuity products and was February 1, 2020 for life products. As amended, Regulation 187 requires producers to act in their client's best interest when making point-of-sale and in-force recommendations, and provide in writing the basis for the recommendation, as well as the facts and analysis to support the recommendation. The amended regulation also imposes additional duties on life insurance companies in relation to these transactions, such as requiring insurers to establish and maintain procedures designed to prevent financial exploitation and abuse. We have implemented and enhanced processes and procedures, where needed, designed to comply with this regulation.

Besides New York, other states have also adopted, or are considering adopting, legislative and/or regulatory proposals involving best interest or fiduciary duty standards with applicability to insurance producers, agents, financial advisors, investment advisers, broker-dealers and/or insurance companies. While many of them generally impose (or would impose) a best interest standard, not unlike the standard in Regulation BI and the NAIC Model, the proposals also reflect a variation of fiduciary and non-fiduciary standards, and they vary in scope, applicability and timing of implementation. We are closely monitoring these developments and evaluating their potential impacts on our products and services, our customers, distribution partners and financial advisors, and the life and retirement industry overall in the U.S.

Glossary

Accident year The annual calendar accounting period in which loss events occurred, regardless of when the losses are actually reported, booked or paid.

Accident year combined ratio, as adjusted The combined ratio excluding catastrophe losses and related reinstatement premiums, prior year development, net of premium adjustments, and the impact of reserve discounting.

Accident year loss ratio, as adjusted The loss ratio excluding catastrophe losses and related reinstatement premiums, prior year development, net of premium adjustments, and the impact of reserve discounting.

Acquisition ratio Acquisition costs divided by net premiums earned. Acquisition costs are those costs incurred to acquire new and renewal insurance contracts and also include the amortization of VOBA and DAC. Acquisition costs vary with sales and include, but are not limited to, commissions, premium taxes, direct marketing costs and certain costs of personnel engaged in sales support activities such as underwriting.

Additional premium represents a premium on an insurance policy over and above the initial premium imposed at the beginning of the policy. An additional premium may be assessed if the insured's risk is found to have increased significantly.

Adjusted revenues exclude Net realized capital gains (losses), income from non-operating litigation settlements (included in Other income for GAAP purposes) and changes in fair value of securities used to hedge guaranteed living benefits (included in Net investment income for GAAP purposes). Adjusted revenues is a GAAP measure for our operating segments.

Assets under administration include assets under management and Retail Mutual Funds and Group Retirement mutual fund assets that we sell or administer.

Assets under management include assets in the general and separate accounts of our subsidiaries that support liabilities and surplus related to our life and annuity insurance products and the notional value of stable value wrap contracts.

Attritional losses are losses recorded in the current accident year, which are not catastrophe losses.

Base Spread Net investment income excluding income from alternative investments and other enhancements, less interest credited excluding amortization of sales inducement assets.

Base Yield Net investment income excluding income from alternative investments and other enhancements, as a percentage of average base invested asset portfolio, which excludes alternative investments, other bond securities and certain other investments for which the fair value option has been elected.

Book value per common share, excluding accumulated other comprehensive income (AOCI) adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets and Book value per common share, excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets and deferred tax assets (DTA) (Adjusted book value per common share) are non-GAAP measures and are used to show the amount of our net worth on a per-common share basis. Book value per common share, excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets, is derived by dividing total AIG common shareholders' equity, excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets, by total common shares outstanding. Adjusted book value per common share is derived by dividing total AIG common shareholders' equity, excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets and DTA (Adjusted Common Shareholders' Equity), by total common shares outstanding.

Casualty insurance Insurance that is primarily associated with the losses caused by injuries to third persons, i.e., not the insured, and the legal liability imposed on the insured as a result.

Combined ratio Sum of the loss ratio and the acquisition and general operating expense ratios.

CSA Credit Support Annex A legal document generally associated with an ISDA Master Agreement that provides for collateral postings which could vary depending on ratings and threshold levels.

Credit Valuation Adjustment (CVA)/Non-Performance Risk Adjustment (NPA) The CVA/NPA adjusts the valuation of derivatives to account for nonperformance risk of our counterparty with respect to all net derivative assets positions. Also, the CVA/NPA reflects the fair value movement in AIGFP's asset portfolio that is attributable to credit movements only, without the impact of other market factors such as interest rates and foreign exchange rates. Finally, the CVA/NPA also accounts for our own credit risk in the fair value measurement of all derivative net liability positions and liabilities where AIG has elected the fair value option, when appropriate.

DAC *Deferred Policy Acquisition Costs* Deferred costs that are incremental and directly related to the successful acquisition of new business or renewal of existing business.

DAC Related to Unrealized Appreciation (Depreciation) of Investments An adjustment to DAC and Reserves for investment-oriented products, equal to the change in DAC and unearned revenue amortization that would have been recorded if fixed maturity securities available for sale and also, prior to 2018, equity securities at fair value had been sold at their stated aggregate fair value and the proceeds reinvested at current yields. An adjustment to benefit reserves for investment-oriented products is also recognized to reflect the application of the benefit ratio to the accumulated assessments that would have been recorded if fixed maturity securities available for sale and also, prior to 2018, equity securities at fair value had been sold at their stated aggregate fair value and the proceeds reinvested at current yields (collectively referred to as shadow Investment-Oriented Adjustments).

For long-duration traditional products, significant unrealized appreciation of investments in a sustained low interest rate environment may cause additional future policy benefit liabilities to be recorded (shadow loss reserves).

Deferred Gain on Retroactive Reinsurance Retroactive reinsurance is a reinsurance contract in which an assuming entity agrees to reimburse a ceding entity for liabilities incurred as a result of past insurable events. If the amount of premium paid by the ceding reinsurer is less than the related ceded loss reserves, the resulting gain is deferred and amortized over the settlement period of the reserves. Any related development on the ceded loss reserves recoverable under the contract would increase the deferred gain if unfavorable, or decrease the deferred gain if favorable.

Expense ratio Sum of acquisition expenses and general operating expenses, divided by net premiums earned.

General operating expense ratio General operating expenses divided by net premiums earned. General operating expenses are those costs that are generally attributed to the support infrastructure of the organization and include but are not limited to personnel costs, projects and bad debt expenses. General operating expenses exclude losses and loss adjustment expenses incurred, acquisition expenses, and investment expenses.

GIC/GIA *Guaranteed Investment Contract/Guaranteed Investment Agreement* A contract whereby the seller provides a guaranteed repayment of principal and a fixed or floating interest rate for a predetermined period of time.

IBNR *Incurred But Not Reported* Estimates of claims that have been incurred but not reported to us.

ISDA Master Agreement An agreement between two counterparties, which may have multiple derivative transactions with each other governed by such agreement, that generally provides for the net settlement of all or a specified group of these derivative transactions, as well as pledged collateral, through a single payment, in a single currency, in the event of a default on, or affecting any, one derivative transaction or a termination event affecting all, or a specified group of, derivative transactions.

LAE *Loss Adjustment Expenses* The expenses directly attributed to settling and paying claims of insureds and include, but are not limited to, legal fees, adjuster's fees and the portion of general expenses allocated to claim settlement costs.

Loan-to-Value Ratio Principal amount of loan amount divided by appraised value of collateral securing the loan.

Loss Ratio Losses and loss adjustment expenses incurred divided by net premiums earned.

Loss reserve development The increase or decrease in incurred losses and loss adjustment expenses related to prior years as a result of the re-estimation of loss reserves at successive valuation dates for a given group of claims.

Loss reserves Liability for unpaid losses and loss adjustment expenses. The estimated ultimate cost of settling claims relating to insured events that have occurred on or before the balance sheet date, whether or not reported to the insurer at that date.

Master netting agreement An agreement between two counterparties who have multiple derivative contracts with each other that provides for the net settlement of all contracts covered by such agreement, as well as pledged collateral, through a single payment, in a single currency, in the event of default on or upon termination of any one such contract.

Natural catastrophe losses are generally weather or seismic events having a net impact on AIG in excess of \$10 million each and man-made catastrophe losses, such as terrorism and civil disorders that exceed the \$10 million threshold.

Net premiums written represent the sales of an insurer, adjusted for reinsurance premiums assumed and ceded, during a given period. Net premiums earned are the revenue of an insurer for covering risk during a given period. Net premiums written are a measure of performance for a sales period, while net premiums earned are a measure of performance for a coverage period.

Noncontrolling interests The portion of equity ownership in a consolidated subsidiary not attributable to the controlling parent company.

Policy fees An amount added to a policy premium, or deducted from a policy cash value or contract holder account, to reflect the cost of issuing a policy, establishing the required records, sending premium notices and other related expenses.

Pool A reinsurance arrangement whereby all of the underwriting results of the pool members are combined and then shared by each member in accordance with its pool participation percentage.

Premiums and deposits – Life and Retirement includes direct and assumed amounts received and earned on traditional life insurance policies, group benefit policies and life-contingent payout annuities, as well as deposits received on universal life, investment-type annuity contracts, FHLB funding agreements and mutual funds.

Prior year development See *Loss reserve development*.

RBC Risk-Based Capital A formula designed to measure the adequacy of an insurer's statutory surplus compared to the risks inherent in its business.

Reinstatement premiums Additional premiums payable to reinsurers or receivable from insurers to restore coverage limits that have been reduced or exhausted as a result of reinsured losses under certain excess of loss reinsurance contracts.

Reinsurance The practice whereby one insurer, the reinsurer, in consideration of a premium paid to that insurer, agrees to indemnify another insurer, the ceding company, for part or all of the liability of the ceding company under one or more policies or contracts of insurance which it has issued.

Retroactive Reinsurance See *Deferred Gain on Retroactive Reinsurance*.

Return on common equity – Adjusted after-tax income excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets and DTA (Adjusted return on common equity) is a non-GAAP measure and is used to show the rate of return on common shareholders' equity. Adjusted return on common equity is derived by dividing actual or annualized adjusted after-tax income attributable to AIG common shareholders by average Adjusted Common Shareholders' Equity.

Return premium represents amounts given back to the insured in the case of a cancellation, an adjustment to the rate or an overpayment of an advance premium.

SIA Sales Inducement Asset Represents enhanced crediting rates or bonus payments to contract holders on certain annuity and investment contract products that meet the criteria to be deferred and amortized over the life of the contract.

Solvency II Legislation in the European Union which reforms the insurance industry's solvency framework, including minimum capital and solvency requirements, governance requirements, risk management and public reporting standards. The Solvency II Directive (2009/138/EEC) was adopted on November 25, 2009 and became effective on January 1, 2016.

Subrogation The amount of recovery for claims we have paid our policyholders, generally from a negligent third party or such party's insurer.

Surrender charge A charge levied against an investor for the early withdrawal of funds from a life insurance or annuity contract, or for the cancellation of the agreement.

Surrender rate represents annualized surrenders and withdrawals as a percentage of average reserves and Group Retirement mutual fund assets under administration.

Unearned premium reserve Liabilities established by insurers and reinsurers to reflect unearned premiums, which are usually refundable to policyholders if an insurance or reinsurance contract is canceled prior to expiration of the contract term.

VOBA Value of Business Acquired Present value of projected future gross profits from in-force policies of acquired businesses.

Acronyms

A&H Accident and Health Insurance	GMWB Guaranteed Minimum Withdrawal Benefits
ABS Asset-Backed Securities	ISDA International Swaps and Derivatives Association, Inc.
AUM Assets Under Management	Moody's Moody's Investors' Service Inc.
CDO Collateralized Debt Obligations	NAIC National Association of Insurance Commissioners
CDS Credit Default Swap	NM Not Meaningful
CMA Capital Maintenance Agreement	ORR Obligor Risk Ratings
CMBS Commercial Mortgage-Backed Securities	OTC Over-the-Counter
EGPs Estimated Gross Profits	OTTI Other-Than-Temporary Impairment
FASB Financial Accounting Standards Board	RMBS Residential Mortgage-Backed Securities
FRBNY Federal Reserve Bank of New York	S&P Standard & Poor's Financial Services LLC
GAAP Accounting Principles Generally Accepted in the United States of America	SEC Securities and Exchange Commission
GMDB Guaranteed Minimum Death Benefits	URR Unearned Revenue Reserve
	VIE Variable Interest Entity

ITEM 3 | Quantitative and Qualitative Disclosures About Market Risk

Included in Part I, Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations – Enterprise Risk Management.

ITEM 4 | Controls and Procedures

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed or submitted under the Securities Exchange Act of 1934, as amended (the Exchange Act), is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures. In connection with the preparation of this Quarterly Report on Form 10-Q, an evaluation was carried out by AIG management, with the participation of AIG's Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), as of September 30, 2020. Based on this evaluation, AIG's Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2020.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There have been no changes in our internal control over financial reporting (as defined in Rule 13a-15(f)) that have occurred during the quarter ended September 30, 2020 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II – Other Information

ITEM 1 | Legal Proceedings

For a discussion of legal proceedings see Note 11 to the Condensed Consolidated Financial Statements, which is incorporated herein by reference.

ITEM 1A | Risk Factors

In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the following risk factor as well as the other risk factors discussed in Part I, Item 1A. Risk Factors in our 2019 Annual Report.

COVID-19 is adversely affecting, and is expected to continue to adversely affect, our global business, financial condition and results of operations, and its ultimate impact will depend on future developments that are uncertain and cannot be predicted, including the scope, severity and duration of the crisis, and the governmental, legislative and regulatory actions taken and court decisions rendered in response thereto.

The COVID-19 crisis, and the governmental and regulatory responses thereto, are causing ongoing and severe economic and societal disruption accompanied by significant market volatility. We are continually assessing the impact and, due to the evolving and uncertain nature of the COVID-19 crisis, cannot estimate its ultimate impact on our business, financial condition and results of operations. We also cannot, at this time, estimate the full extent to which the crisis has caused and will continue to cause certain risks to our global business, including those discussed in our Form 10-K for the fiscal year ended December 31, 2019 (2019 10-K), to be heightened or realized.

Adverse changes and developments affecting the global economy, including the significant global economic downturn and increased volatility in financial and capital markets and credit spreads, individually and in the aggregate, have had and may continue to have negative effects on our overall investment portfolio. Within our investment portfolio, there is concentrated exposure to certain segments of the economy, including real estate and real estate-related securities, which exposes us to negative impacts from the deferral of mortgage payments, renegotiated commercial mortgage loans or outright mortgage defaults, as well as significant exposure to certain industries negatively impacted by the recent economic downturn, such as energy. Moreover, continued low interest rates and the slowdown in the U.S. or global economy, which may continue or increase in severity, have adversely affected and may continue to adversely affect the values of, and the performance of and cash flows derived from, some of the investment assets we hold. These circumstances may also lead to increased defaults or distressed situations among the investments in our investment portfolio. Finally, market volatility has created and may continue to create dislocations, decreases or variations in observable market activity or availability of information used in the valuation of our assets and liabilities, which could negatively impair the estimates and assumptions used to run our business or result in greater variability and subjectivity in our investment decisions.

Furthermore, market disruptions and uncertainty may negatively affect our credit ratings or ratings outlook or our ability to generate or access liquidity we may need to operate our business and meet our obligations, including to pay interest on our debt, discharge or refinance our maturing debt obligations, meet capital needs of our subsidiaries, and to satisfy our regulatory capital and liquidity ratios. If the economic downturn persists or worsens, or economic recovery is prolonged, an increased number of clients and policyholders may face difficulty paying insurance premiums and global regulators may seek to implement new or renew existing premium relief measures to alleviate such difficulties, especially as certain industries, such as travel, are dislocated, which could impair our cash flows. As a holding company, AIG Parent depends on dividends, distributions and other payments from its subsidiaries for its liquidity needs; these subsidiaries' ability to pay dividends, make distributions or otherwise generate parent liquidity may, depending on the scope, severity and duration of the COVID-19 crisis, be reduced to the extent they are unable to generate sufficient distributable income or in the event regulators suspend or otherwise restrict dividends or other payments from subsidiaries to parent companies. We also depend on access to capital markets and other financing sources, including our \$4.5 billion revolving syndicated credit facility, and access to these funding sources may become restricted or unavailable, and the terms on which additional financing is available may be adversely affected or limited, if the COVID-19 crisis continues to impair the global economy.

Our insurance businesses have and may continue to experience increased claim volume under our Life and Retirement Insurance products, which are offered primarily in the U.S., the jurisdiction that currently has the highest number of COVID-19 cases and deaths worldwide, and our General Insurance policies, which are offered both in the U.S. and internationally, including commercial property (business interruption), travel, trade credit, accident and health, workers' compensation, directors and officers, event cancellation and liability insurance. Beginning in March 2020, we experienced an increase in mortality, which we expect to continue until the COVID-19 crisis subsides, and decreased demand for certain of our insurance product lines, such as travel insurance, and it is unclear when such demand will return. In addition, COVID-19 adversely affected our premiums and deposits in some of our insurance lines, including our Life and Retirement annuities. If the economic contraction continues or increases in severity, or the economic recovery is prolonged, we expect these impacts will continue for the remainder of 2020 and possibly beyond. Further, our policies with premium adjustment features tied to exposure levels, as is the case in certain specialty and casualty lines, may be triggered, resulting in premium reductions. In response to the COVID-19 crisis, we may also decide to make changes to underwriting guidelines or product design. We may also incur higher expenses in our insurance businesses and higher legal costs as a result of coverage disputes, including class actions and other proceedings that have been or may in the future be against us, our insureds, or others filed in the United States, the UK or other jurisdictions seeking coverage for COVID 19-related losses or alleging bad-faith denials of coverage for such losses. The outcome of coverage decisions may in turn affect the perceived value of the products we offer and therefore the demand for them.

While we seek to mitigate our exposure to loss through reinsurance, the availability of reinsurance relief will typically depend on several factors, including the timing and nature of how individual claims manifest, which may not be immediately known. Furthermore, due to the scope, severity and uncertain duration of the COVID-19 crisis, reinsurance may not be available or, if available, may be more difficult or costly to obtain in general or for certain types of coverage, such as natural catastrophes, going forward. In addition, reinsurance terms and conditions may change whereby, even if reinsurance is available, the coverage provided may not be the same or similar to the reinsurance terms and conditions currently available in the reinsurance market.

Increased economic uncertainty or increased unemployment resulting from the economic impacts of the COVID-19 crisis have and may continue to result in policyholders cancelling or not renewing insurance policies or may result in policyholders seeking sources of liquidity such as policy loans and withdrawals at rates greater than expected. If policyholder behavior, including lapse and surrender rates, significantly exceed or vary from our expectations, it could have a material adverse effect on our business, requiring our subsidiaries to accelerate the amortization of deferred policy acquisition costs and record additional liabilities for future policy benefits.

Government officials have recommended or mandated precautions to mitigate the spread of COVID-19, including prohibitions on congregating in heavily populated areas, social distancing requirements, stay-at-home orders and similar measures. As a result, we implemented work-from-home business continuity plans for non-essential staff globally. Our results may be adversely impacted by these and other actions taken to contain or reduce the impact of COVID-19, and the extent of such impact will depend on future developments, which are highly uncertain and cannot be predicted. Moreover, the extended remote work environment puts stress on our business continuity plans and may prove them to be less effective than expected. Our business operations may also be significantly disrupted if our critical workforce, key vendors, third-party providers or other counterparties we transact business with, are unable to work effectively, including because of illness, quarantines, government and regulatory actions in response to COVID-19 or other reasons, or if the technology on which our remote business operations rely, some of which is developed and maintained by third parties, is disrupted or impaired or becomes unavailable. Certain pre-existing operational risks have been and may continue to be exacerbated, notably with respect to potential phishing or other cybersecurity-related events and our increased reliance on technology, including technology of our employees and service providers. Other pre-existing operational risks, such as privacy incidents, fraud, operational resilience and risks related to the operations and resiliency of our vendors, third-party providers and other counterparties, may also be exacerbated. Further, significant disruption to our businesses could adversely affect the timing or terms of, or our ability to execute, key business strategies, transactions and initiatives, such as AIG 200, resulting in higher costs or reduced savings or lower profit than was expected.

As we have noted in the past, legislative and regulatory initiatives and court decisions following major catastrophes (such as pandemics) could require us to pay insureds beyond the provisions of their original insurance policies and may prohibit the application of a deductible, resulting in inflated and unanticipated catastrophe claims; or impose other restrictions after the occurrence thereof, which would reduce our ability to mitigate exposure. For example, COVID-19 has given rise to the enactment or proposal of global regulatory measures intended to encourage or require insurers to assist policyholders adversely impacted by COVID-19 (in some cases with retroactive effect), including lapse, payment or rate increase moratoriums, premium refunds, contributions to relief funds and similar measures. The initiatives could impair our cash flows and, without regulatory relief, could reduce our subsidiaries' capital ratios. In addition, in certain jurisdictions legislative initiatives have emerged requiring contribution to relief funds or threatening to require insurers to provide insurance coverage beyond the scope of the original contract by re-writing contracts on a retroactive basis, including with respect to the availability of business interruption coverage in commercial property policies, or creating insurance solutions prospectively. Such legislative and regulatory initiatives or court decisions could result in requirements or restrictions that negatively impact our business operations or require us to pay beyond the provisions of original insurance policies and assumed reinsurance contracts.

Due to the evolving and uncertain nature of the COVID-19 crisis, we cannot estimate its ultimate impact at this time. Depending on the scope, severity and duration of the COVID-19 crisis, including any resurgences of the virus, the events described above have and may continue to have an adverse effect, which could be material, on our business, results of operations and financial condition. In addition, we could experience other potential impacts as a result of COVID-19, including, but not limited to, potential impairment charges to the carrying amounts of goodwill, deferred tax assets, and increased reserve builds to levels that are difficult to accurately estimate. Further, new and potentially unforeseen risks beyond those described above and in our 2019 10-K may arise as a result of the COVID-19 crisis and the actions taken by governmental and regulatory authorities to mitigate its impact. Even after the crisis subsides, it is possible that the U.S. and other major economies will experience a prolonged recession or a prolonged economic recovery, in which event our businesses, results of operations and financial condition could be materially and adversely affected.

See also “Our consolidated results of operations, liquidity, financial condition and ratings are subject to the effects of natural and man-made catastrophic events” Part I, Item 1A. Risk Factors in the 2019 10-K.

No assurances can be given that the separation of our Life and Retirement business will occur or as to the specific terms or timing thereof. On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG. See Note 16 to the Condensed Consolidated Financial Statements for information regarding AIG’s plan to pursue the separation. Similar to other business dispositions, the separation involves a number of risks, including (i) unanticipated developments that may delay, prevent or otherwise adversely affect our ability to effect a separation; (ii) significant costs and disruption or distraction of management from AIG’s other business operations, whether or not a separation is completed; (iii) satisfaction of various conditions and approvals, including approval by the AIG Board of Directors, and receipt of insurance and other required regulatory approvals, and satisfaction of any applicable requirements of the Securities and Exchange Commission; (iv) other regulatory requirements that could impact our operations or capital requirements or delay or impede completion of a separation; (v) rating agency reactions; (vi) unforeseen losses, liabilities or asset impairment arising from the structure of any definitive separation transaction; and (vii) if we are successful in separating the business, increased concentration of our business operations. No assurance can be given regarding the form that a separation transaction may take or the specific terms or timing thereof, or that a separation will in fact occur. See Part II, Item 2. Liquidity and Capital Resources — Recent Rating Agency Actions; see also Part I, Item 1A. Risk Factors — “Business or asset acquisitions and dispositions may expose us to certain risks;” Part I, Item 1A. Risk Factors — “Indemnity claims could be made against us in connection with divested businesses;” and Part I, Item 1A. Risk Factors — “Concentration of our insurance, reinsurance and other risk exposures may have adverse effects” in our 2019 Annual Report.

ITEM 2 | Unregistered Sales of Equity Securities and Use of Proceeds

On February 13, 2019, our Board of Directors authorized an additional increase to its previous repurchase authorization of AIG Common Stock, par value \$2.50 per share (AIG Common Stock) of \$1.5 billion.

During the three-month period ended September 30, 2020, we did not repurchase any shares of AIG Common Stock or any warrants to purchase shares of AIG Common Stock under this authorization.

As of September 30, 2020, approximately \$1.5 billion remained under the authorization. We did not repurchase any shares of AIG Common Stock or any warrants to purchase shares of AIG Common Stock from October 1, 2020 to November 5, 2020. Shares may be repurchased from time to time in the open market, private purchases, through forward, derivative, accelerated repurchase or automatic repurchase transactions or otherwise (including through the purchase of warrants). Certain of our share repurchases have been and may from time to time be effected through Exchange Act Rule 10b5-1 repurchase plans. The timing of any future share repurchases will depend on market conditions, our business and strategic plans, financial condition, results of operations, liquidity and other factors. The repurchase of AIG Common Stock and warrants to purchase shares of AIG Common Stock is also subject to the terms of AIG’s Series A 5.85% Non-Cumulative Preferred Stock (Series A Preferred Stock), pursuant to which AIG may not (other than in limited circumstances) purchase, redeem or otherwise acquire AIG Common Stock unless the full dividends for the latest completed dividend period on all outstanding shares of Series A Preferred Stock have been declared and paid or provided for.

ITEM 4 | Mine Safety Disclosures

Not applicable.

ITEM 6 | Exhibits

Exhibit Index

Exhibit Number	Description	Location
31	Rule 13a-14(a)/15d-14(a) Certifications	Filed herewith.
32	Section 1350 Certifications *	Filed herewith.
101	Interactive data files pursuant to Rule 405 of Regulation S-T formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheets as of September 30, 2020 and December 31, 2019, (ii) the Condensed Consolidated Statements of Income for the three and nine months ended September 30, 2020 and 2019, (iii) the Condensed Consolidated Statements of Equity for the three and nine months ended September 30, 2020 and 2019, (iv) the Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2020 and 2019, (v) the Condensed Consolidated Statements of Comprehensive Income for the three and nine months ended September 30, 2020 and 2019 and (vi) the Notes to the Condensed Consolidated Financial Statements	Filed herewith.
104	Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101)	Filed herewith.

* This information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMERICAN INTERNATIONAL GROUP, INC.

(Registrant)

/S/ MARK D. LYONS

Mark D. Lyons

Executive Vice President and

Chief Financial Officer

(Principal Financial Officer)

/S/ ELIAS F. HABAYEB

Elias F. Habayeb

Senior Vice President

Deputy Chief Financial Officer and

Chief Accounting Officer

(Principal Accounting Officer)

Dated: November 6, 2020

CERTIFICATIONS

I, Brian Duperreault, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of American International Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2020

/S/ BRIAN DUPERREULT

Brian Duperreault
Chief Executive Officer

CERTIFICATIONS

I, Mark D. Lyons, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of American International Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 6, 2020

/S/ MARK D. LYONS

Mark D. Lyons
Executive Vice President and
Chief Financial Officer

CERTIFICATION

In connection with this Quarterly Report on Form 10-Q of American International Group, Inc. (the "Company") for the quarter ended September 30, 2020, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Brian Duperreault, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 6, 2020

/S/ BRIAN DUPERRÉAULT

Brian Duperreault
Chief Executive Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.

CERTIFICATION

In connection with this Quarterly Report on Form 10-Q of American International Group, Inc. (the "Company") for the quarter ended September 30, 2020, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mark D. Lyons, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, that to my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 6, 2020

/S/ MARK D. LYONS

Mark D. Lyons
Executive Vice President and
Chief Financial Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. Section 1350 and is not being filed as part of the Report or as a separate disclosure document.



American International Group, Inc.

2021 Notice of Annual Meeting and Proxy Statement



March 30, 2021

Dear Fellow AIG Shareholder,

AIG's Board of Directors, Executive Leadership Team and global workforce are maintaining significant momentum and a continued sense of urgency on our path to becoming a top performing company.

AIG is effectively managing through COVID-19 and its collateral effects on the global economy because of the strong foundation we have been building since late 2017. The company is well positioned for long-term, sustainable, and profitable growth.

AIG has instilled a culture of underwriting excellence, adjusted risk tolerances, implemented best-in-class reinsurance programs, strengthened its vast global footprint, de-risked the balance sheet and maintained a diversified investment portfolio.

Our announced intention to separate the Life and Retirement business from AIG, which we believe will enable each entity to achieve a more appropriate and sustainable valuation, was made possible by the team's tremendous progress strengthening General Insurance in particular and positioning each of our businesses as a market leader.

Despite the challenges presented by COVID-19, the company accelerated the execution of AIG 200, our enterprise-wide transformation designed to position AIG for the future.

Over the last year, we prioritized the well-being of AIG colleagues, who showed resilience and attentiveness in service of all stakeholders despite unprecedented disruptions. We also enhanced our efforts to promote value creation in our communities and continue to make progress with respect to diversity, equity, and inclusion across AIG.

On March 1, 2021, we seamlessly transitioned into our new roles as Executive Chair and Lead Independent Director, respectively, and know that the company is in great hands with Peter Zaffino as President and Chief Executive Officer of AIG.

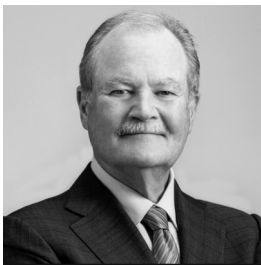
The Board would like to thank Henry Miller, who is retiring as a Director, for his service and valuable contributions since 2010. In addition, we were pleased to welcome James Cole, Jr. to the Board on March 15, 2021.

We invite you to attend the virtual 2021 Annual Meeting of Shareholders on Wednesday, May 12, 2021, at 11:00 a.m. Eastern Daylight Time.

We also encourage you to read this Proxy Statement and the Annual Report, and to vote as we recommend on the enclosed proposals in advance of the meeting. Please vote in advance of the meeting even if you plan to participate virtually. Every vote matters.

Thank you for your investment in AIG. We remain focused on delivering value for you as we strive to become a leading insurance franchise.

Sincerely,



A stylized, handwritten signature of Brian Duperreault in dark ink.

Brian Duperreault
Executive Chair



A stylized, handwritten signature of Douglas M. Steenland in dark ink.

Douglas M. Steenland
Lead Independent Director

Notice of Annual Meeting of Shareholders

March 30, 2021

AMERICAN INTERNATIONAL GROUP, INC. (AIG)
175 Water Street, New York, N.Y. 10038

Time and Date*	11:00 a.m., Eastern Daylight Time, on Wednesday, May 12, 2021.
Access*	Meeting live via the Internet—please visit www.virtualshareholdermeeting.com/AIG2021 .
Mailing Date	This Proxy Statement, 2020 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 30, 2021.
Items of Business	1. To elect the thirteen nominees recommended by our Board 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 vote on a proposal to approve the American International Group, Inc. 2021 Omnibus Incentive Plan 4. To act upon a proposal to ratify the selection of PricewaterhouseCoopers LLP as AIG's independent registered public accounting firm for 2021 5. To vote on a shareholder proposal to give shareholders who hold at least 10 percent of AIG's outstanding common stock the right to call special meetings 6. 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, 2021.
Admission to the Annual Meeting	To participate in the Annual Meeting, you will need the 16-digit control number included on your Notice of Internet Availability of Proxy Materials or on your proxy card.
Additional Information	Additional information regarding the matters to be acted on during the Annual Meeting is included in this Proxy Statement.
Proxy Voting	You can vote your shares before the Annual Meeting 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. You may also vote your shares during the Annual Meeting by logging into the virtual meeting site using the 16-digit control number included on your Notice of Internet Availability of Proxy Materials, proxy card, or voting instruction form.

* In light of COVID-19, for the safety and well-being of our shareholders and employees, and taking into account the protocols of local, state and federal governments, we have determined that the 2021 Annual Meeting will be held in a virtual meeting format only, via the Internet, with no physical in-person meeting. We believe that the virtual meeting format affords our shareholders an opportunity for meaningful participation, and we have taken steps to ensure that shareholders will be able to attend, vote and submit questions from any location via the Internet. For more details regarding how to participate in the virtual meeting, please see "Voting Instructions and Information."

By order of the Board of Directors,



ROSE MARIE E. GLAZER
Corporate Secretary

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be held virtually via the Internet on May 12, 2021. This Proxy Statement, the 2020 Annual Report to Shareholders and other materials are available in the Investors section of AIG's corporate website at www.aig.com.

Table of Contents

Executive Summary	1	Proposal 2—Non-Binding Advisory Vote to Approve Executive Compensation	114
Proposal 1—Election of Directors	13	Proposal 3—Approval of American International Group, Inc. 2021 Omnibus Incentive Plan	116
Corporate Governance	21	Report of the Audit Committee and Ratification of Selection of Accountants	126
Our Corporate Governance Practices	21	Report of the Audit Committee	126
Director Independence	22	Proposal 4—Ratification of Selection of PricewaterhouseCoopers LLP	128
Board Leadership Structure	22	Fees Paid to PricewaterhouseCoopers LLP	129
Board Effectiveness	23	Proposal 5—Shareholder Proposal on Special Shareholder Meetings	131
Board Composition and Refreshment	24	Shareholder Proposal	131
Areas of Board Oversight	27	AIG Statement in Opposition	133
Board Committees	32	Voting Instructions and Information	136
Compensation of Directors	37	Other Matters	141
Corporate Governance Materials Available on our Website	40	Other Matters to be Presented during the 2021 Annual Meeting of Shareholders	141
Year-Round Shareholder Engagement	41	Shareholder Proposals for the 2022 Annual Meeting	141
Ownership of Certain Securities	44	Communications with the Board of Directors	141
Delinquent Section 16(a) Reports	46	Electronic Delivery of Proxy Materials	142
Relationships and Related-Party Transactions ...	46	Important Notice Regarding Delivery of Shareholder Documents	142
Our Executive Officers	47	Incorporation by Reference	142
Executive Compensation	51	Cautionary Statement Regarding Forward-Looking Information	143
Letter from the Compensation and Management Resources Committee	51	Non-GAAP Financial Measures	A-1
Compensation Discussion and Analysis	52	American International Group, Inc. 2021 Omnibus Incentive Plan	B-1
Report of the Compensation and Management Resources Committee	96		
2020 Compensation	97		
Holdings of and Vesting of Previously Awarded Equity	101		
Post-Employment Compensation	104		
Potential Payments on Termination	107		
Pay Ratio	112		
Equity Compensation Plan Information	113		

Executive Summary

This summary highlights information contained in this Proxy Statement. It 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 American International Group, Inc., a Delaware corporation (AIG), commencing on or about March 30, 2021.

VOTING MATTERS AND VOTE RECOMMENDATION

Matter	Board Vote Recommendation	For More Information, see:
Management Proposals		
1. Election of thirteen directors	FOR EACH DIRECTOR NOMINEE	Page 13
2. Advisory vote on executive compensation	FOR	Page 114
3. Approval of American International Group, Inc. 2021 Omnibus Incentive Plan (the 2021 Plan)	FOR	Page 116
4. Ratification of PricewaterhouseCoopers LLP as AIG's independent registered public accounting firm for 2021	FOR	Page 128
Shareholder Proposal		
5. Shareholder proposal to give shareholders who hold at least 10 percent of our outstanding common stock the right to call special meetings	AGAINST	Page 131

VOTE BY INTERNET BEFORE THE MEETING



www.proxyvote.com

Vote must be received by 11:59 p.m., Eastern Daylight Time, on May 11, 2021

VOTE BY PHONE



1-800-690-6903

Vote must be received by 11:59 p.m., Eastern Daylight Time, on May 11, 2021

VOTE BY MAIL



Return your completed proxy card in the prepaid envelope

Vote must be received by 10:00 a.m., Eastern Daylight Time, on May 12, 2021

VOTE BY INTERNET DURING THE MEETING



Go to www.virtualshareholdermeeting.com/AIG2021

Vote must be submitted by the close of polls during the Annual Meeting

AIG believes that the virtual meeting format affords our shareholders an opportunity for meaningful participation, including the ability to vote and ask questions electronically during the meeting. For detailed information on the voting process and how to attend the AIG Annual Meeting of Shareholders to be held virtually via the Internet on May 12, 2021 (Annual Meeting), or any adjournment or postponement thereof, please see "Voting Instructions and Information" beginning on page 136.

ABOUT AIG

AIG is a leading global insurance organization. We provide a wide range of property casualty insurance, life insurance, retirement solutions, and other financial services to customers in approximately 80 countries and jurisdictions.

WORLD CLASS INSURANCE FRANCHISES

that are among the leaders in their geographies and segmentations, providing differentiated service and expertise.

BREADTH OF LOYAL CUSTOMERS

including millions of clients and policyholders ranging from multi-national Fortune 500 companies to individuals throughout the world.

BROAD AND LONG-STANDING DISTRIBUTION RELATIONSHIPS

with brokers, agents, advisors, banks and other distributors across all lines of business.

HIGHLY-ENGAGED GLOBAL WORKFORCE RECOGNIZED FOR INCLUSIVITY

with more than 10,000 employees in Employee Resource Groups (ERGs) that foster a culture of inclusion, engage employees and help create a sense of belonging.

BALANCE SHEET QUALITY AND STRENGTH

as demonstrated by over \$66 billion in shareholders' equity and AIG parent company liquidity sources of \$15 billion as of December 31, 2020.

2020 HIGHLIGHTS

In 2020, AIG effectively managed through COVID-19 and its collateral effects on the global economy thanks to the strong foundation created since late 2017 to instill a culture of underwriting excellence, adjust risk tolerances, implement a best-in-class reinsurance program, de-risk our balance sheet and maintain a balanced investment portfolio. We continue this momentum and embark on an important phase of our journey to becoming a top performing company with our proactive leadership transition and planned corporate structure changes.

RESILIENT GENERAL INSURANCE PORTFOLIO FROM UNDERWRITING DISCIPLINE

Manageable impact of COVID-19 and natural catastrophes reflected in 2020 Calendar Year Combined Ratio of 104.3 compared to 99.6 in 2019. 2020 Accident Year Combined Ratio, As Adjusted* of 94.1 compared to 96.0 in 2019 showed continued improvement due to underwriting discipline, limit management and continued focus on expense reduction.

CONTINUED SOLID RETURNS FROM LIFE AND RETIREMENT

Full-Year 2020 Adjusted Pre-tax Income of \$3.5 billion compared to \$3.6 billion in 2019.

Results reflect diversified product portfolio and balanced risk profile**.

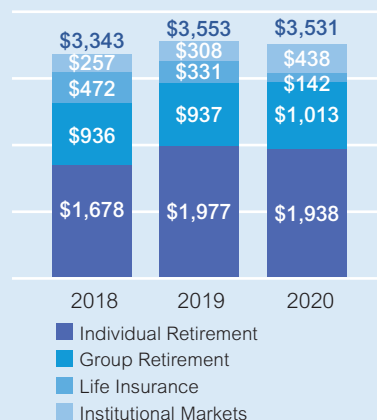
EFFECTIVE RISK MANAGEMENT

Established Syndicate 2019 with Lloyd's to access strategic partners to participate in peak zones while facilitating growth in AIG's high net worth business, and completed the sale of our majority interest in Fortitude Group Holdings, LLC (Fortitude Holdings) to mitigate a significant portion of our legacy risks.

GENERAL INSURANCE ACCIDENT YEAR COMBINED RATIO, AS ADJUSTED*



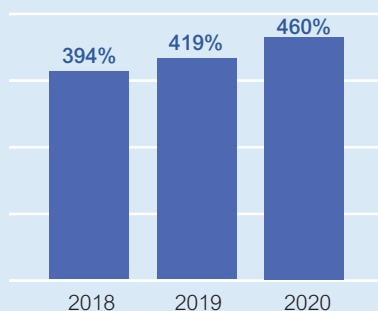
LIFE AND RETIREMENT ADJUSTED PRE-TAX INCOME** (IN MILLIONS)



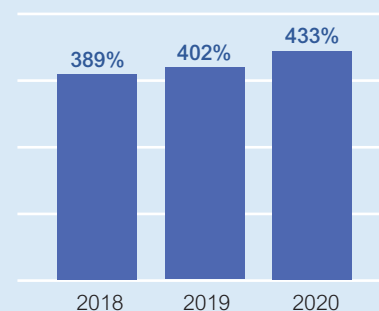
GENERAL OPERATING AND OTHER EXPENSES (IN MILLIONS)



GENERAL INSURANCE RISK BASED CAPITAL (RBC) RATIO***



LIFE AND RETIREMENT RBC RATIO***



* Accident Year Combined Ratio, As Adjusted is a non-GAAP financial measure. AIG's 2020, 2019 and 2018 Calendar Year Combined ratio was 104.3%, 99.6% and 111.4%, respectively. See Appendix A for a reconciliation showing how this metric is calculated from our consolidated financial statements.

** On October 26, 2020, AIG announced its intention to separate its Life and Retirement business from AIG. See "—Announcement of Planned Life and Retirement Separation."

*** RBC is a formula designed to measure the adequacy of an insurer's statutory surplus compared to the risks inherent to the business. The inclusion of RBC measures is not intended for the purpose of ranking any insurance company or for use in connection with any marketing, advertising or promotional activities.

AIG'S RESPONSE TO COVID-19

AIG acted quickly in early 2020 to respond to the COVID-19 crisis, with a focus on supporting our colleagues and communities and on business resiliency.

SUPPORTING OUR EMPLOYEES

- Quickly and effectively transitioned **90% of colleagues** to **remote work**; technology accessories and office supplies provided, as needed
- **\$500 grant provided to each employee globally in March 2020** to assist with unanticipated costs related to COVID-19
- Employees provided **additional paid holidays in April and October**
- **AIG Pandemic Financial Assistance Program** created to provide financial assistance, in the form of low or no-interest loans
- Launched a **Compassionate Colleagues Fund** to aid employees in overcoming serious financial hardships, with an **initial contribution of \$2 million by AIG**. Since then voluntary contributions by employees have grown the size of the fund
- Thoughtfully approaching **return-to-office planning**, informed by a Return to Workplace survey completed by our employees
- Provide colleagues with **mental health resources** and tips, including counseling sessions and COVID-19-specific mental health webinars through AIG's **Employee Assistance Program**

IMPROVING AIG'S COMMUNITIES

- Reinstated the **AIG Foundation** marked with an inaugural **\$5 million contribution** primarily directed to COVID-19 relief and food security efforts in the communities that AIG serves
- Responded to calls from health workers for medical supplies by **donating nearly 200,000 items of personal protective equipment (PPE)** across the globe
- Nearly **\$6.2 million contributed** to support non-profits with COVID-19 relief efforts through **AIG's Matching Grants Program**
- Concluded **One Thousand Acts of Kindness Campaign** for AIG's global employees, which generated over 1,000 posts demonstrating employee commitment to issues such as health and safety of essential workers, food insecurity and support for small businesses
- Hosted **Virtual Food Drive**—a month-long campaign through which AIG and its employees provided approximately **265,000 meals** to food banks across the U.S.

BUSINESS RESILIENCY

- On average, over **40,000** colleagues successfully **access AIG systems on a remote basis** daily with fully functional IT support call center and preventative measures to safeguard our systems
- Formed a cross-functional **COVID-19 Task Force** focusing throughout the COVID-19 crisis on ensuring AIG implements best practices to protect the safety of colleagues while continuing to serve clients, distribution partners and other stakeholders
- Created formal **AIG Global Enterprise Resiliency team** comprised of experienced leaders with expertise in technology, disaster recovery, enterprise risk and program leadership
- Developed **Emergency Access Plans** for potential use of AIG offices to serve as limited recovery sites if work-from-home capacity is significantly disrupted by natural disaster or other incident

ANNOUNCEMENT OF PLANNED LIFE AND RETIREMENT SEPARATION

In October 2020, AIG announced its intention to separate its Life and Retirement business from AIG. This decision followed a comprehensive review by the Board of Directors (Board) and management of AIG's composite structure and was made possible by significant work done since 2017 to strengthen the fundamentals of AIG's General Insurance business. Any separation transaction, which is currently contemplated to include an initial disposition of up to a 19.9 percent interest in our Life and Retirement business, will be subject to the satisfaction of various conditions and approvals, including approval by the Board, receipt of insurance and other required regulatory approvals, and satisfaction of any applicable requirements of the U.S. Securities and Exchange Commission (SEC). The Board intends to accomplish the separation in a way that unlocks value for our shareholders and other stakeholders and establishes two strong, market-leading companies.

- **Planned initial disposition of up to 19.9% interest**
- **Seek to unlock value for shareholders and other stakeholders**
- **Made possible due to strengthening of General Insurance business since 2017**

No assurance can be given regarding the structure of the initial disposition of up to a 19.9 percent interest in the Life and Retirement business or the specific terms or timing thereof, or that a separation will in fact occur.

EXECUTION OF THOUGHTFUL, WELL-COORDINATED SUCCESSION PLAN

On October 26, 2020, AIG announced that Peter Zaffino would become President and Chief Executive Officer, Brian Duperreault would become Executive Chair and Douglas Steenland would become Lead Independent Director, in each case effective March 1, 2021. Mr. Zaffino also joined the Board on October 26, 2020. This transition reflects the execution of a thoughtful, well-coordinated Chief Executive Officer succession plan overseen by the Board with support from the Compensation and Management Resources Committee (CMRC) in consultation with the Chair of the Nominating and Corporate Governance Committee (NCGC). The Board determined that Mr. Zaffino was the right choice to become AIG's next Chief Executive Officer on the basis of the success he demonstrated as AIG's President and Global Chief Operating Officer and his leadership over the turnaround of AIG's General Insurance business as its Chief Executive Officer. Mr. Duperreault's extensive experience and established relationships with AIG's directors and stakeholders enable him to lead the Board in overseeing the company through the transition of a new Chief Executive Officer and major transformative transactions, including the separation of AIG's Life and Retirement business. Mr. Duperreault's term as Executive Chair will end on December 31, 2021, at which time he will become a non-officer employee of AIG for one year, providing assistance and advice to the extent requested by the Chief Executive Officer. Mr. Steenland leverages his extensive business experience and leadership to ensure continued robust, independent oversight of management by the independent directors.

2021 PRIORITIES

SEPARATION OF LIFE AND RETIREMENT BUSINESS FROM AIG

Pursue separation of Life and Retirement business from AIG in a manner intended to unlock value for shareholders and other stakeholders and establish two strong, market-leading companies

LEADERSHIP, CULTURE AND TALENT

Maintain focus on attracting, developing and retaining world-class employees; further promote diversity, equity and inclusion at all levels through continued support of robust employee resource and development programs and recruitment strategies

AIG 200

Continue progress on multi-year initiatives to support underwriting excellence, modernize our operating infrastructure, enhance user and customer experiences and become a more unified company

BUSINESS MIX & TARGETED GROWTH

Build on strategic portfolio improvement and product diversity by focusing on growing segments of our business that perform well and are aligned with our underwriting strategy

UNDERWRITING EXCELLENCE AND PRICING DISCIPLINE

Continue to enhance General Insurance portfolio rate adequacy through use of underwriting framework and guidelines and clear communication of risk appetite; continue long-standing disciplined approach in Life and Retirement with respect to product pricing and features

OPTIMIZE RISK MANAGEMENT

Optimize risk profile through disciplined underwriting, reinsurance programs and asset-liability management in the investment portfolio

CAPITAL MANAGEMENT

Maintain strong capitalization and financial flexibility for our businesses, implement a stand-alone capital structure for our Life and Retirement business and recapitalize AIG parent debt to create long-term shareholder value

COMPENSATION HIGHLIGHTS

The onset of the COVID-19 crisis and its collateral effects on the global economy in the first quarter of 2020 required the CMRC to pivot and adapt its approach to executive compensation to address AIG's changing priorities, while continuing to reinforce the importance of transformation initiatives.

Important aspects of our 2020 executive compensation framework remained consistent with the framework for 2019:

- Short-term incentive (STI) awards continued to be based on a combination of Business and Individual Performance Scores combined on a multiplicative basis, meaning if either element is zero, no STI award is earned;
- The Individual Performance Score component of STI awards continued to assess performance under four pillars—Financial, Strategic, Operational and Organizational—which reflect various important initiatives for AIG including employee engagement, well-being, and diversity, equity and inclusion;
- Long-term incentive (LTI) awards continued to be granted in a combination of performance share units (PSUs) (50%), stock options (25%) and restricted stock units (RSUs) (25%);
- 2020 PSUs continued to be subject to performance measures combining financial, operational and total shareholder return (TSR) metrics; and
- Performance requirements for the 2018 and 2019 PSUs granted to our named executives remained unchanged and the CMRC did not use discretion when adjudicating the performance of the 2018 PSU awards for our named executives.

However, other aspects of our 2020 program and some of the underlying details changed to align with our priority focus areas within the context of an uncertain operating environment as a result of the COVID-19 crisis:

- The Business Performance Score component of the 2020 STI plan was assessed on a company-wide basis rather than on a business unit basis, reflecting our enterprise-wide focus on liquidity, capital preservation and de-risking;
- Business unit accountability was maintained, but through the Financial pillar of our Individual Performance Score assessment in the STI plan in 2020;
- Overall business performance and business unit performance were assessed using a disciplined discretion framework that assessed quantifiable results against internal expectations with respect to AIG's capital and liquidity position and risk profile in the context of the COVID-19 crisis; and
- The 2020 PSUs granted as part of our LTI awards were subject to new performance metrics: Relative Tangible Book Value Per Common Share (BVPS)* growth, AIG 200 Cumulative Run-rate Net General Operating Expense (GOE) Savings* and TSR. Both BVPS and TSR will be measured on a relative basis, mitigating the need to calibrate long-term goals that might ultimately be too challenging or too easy to attain. The AIG 200 Cumulative Run-rate Net GOE Savings* goals were unchanged from those developed as part of AIG 200 when it was announced in 2019.

* We make adjustments to U.S. GAAP financial measures for purposes of this performance metric to ensure that results properly reflect management contributions. See Appendix A for an explanation of how this metric is calculated from our audited financial statements.

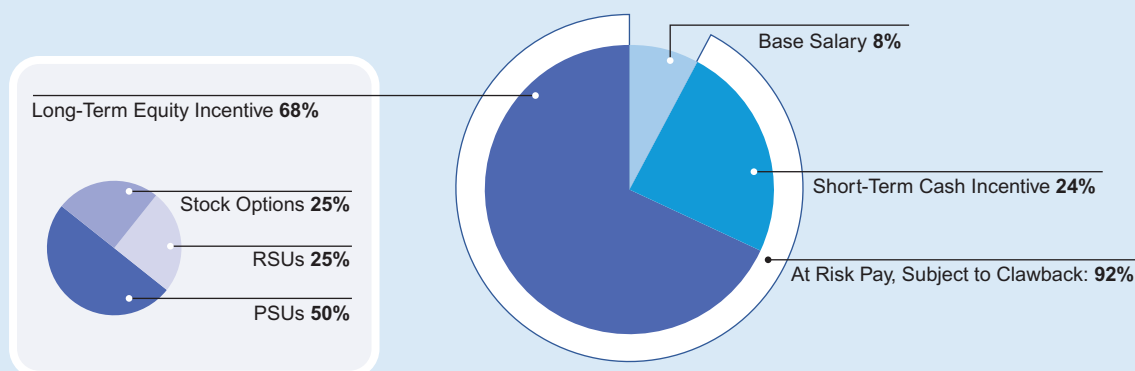
2020 CHIEF EXECUTIVE OFFICER COMPENSATION

The 2020 annual target total direct compensation opportunity and pay mix for Mr. Duperreault, our Chief Executive Officer during 2020, is set forth below.

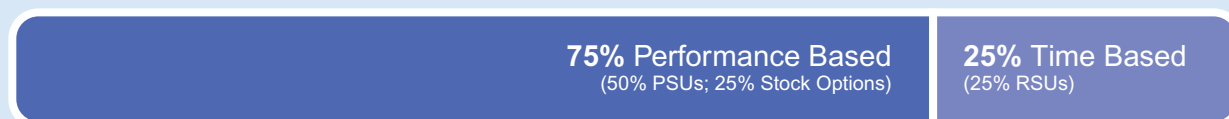
	Annual Base Salary	Target Short-Term Incentive	Target Long-Term Incentive	Target Total Direct Compensation
Brian Duperreault <i>Chief Executive Officer*</i>	\$1,600,000	\$4,500,000	\$12,900,000	\$19,000,000

* Mr. Duperreault became Executive Chair, effective March 1, 2021.

2020 CEO ANNUAL TARGET TOTAL DIRECT COMPENSATION



LONG-TERM EQUITY INCENTIVE AWARD ALLOCATION



AIG's 2020 compensation programs and the Board and CMRC's 2020 compensation decisions, which are outlined in detail in under "Executive Compensation—Compensation Discussion and Analysis" beginning on page 52, balanced rewarding our named executives for their extraordinary leadership through the unprecedented COVID-19 crisis with taking into account the experience of our shareholders in a year of significant global market volatility. This was demonstrated in particular in the STI decisions made with respect to Mr. Duperreault, our Chief Executive Officer in 2020. In light of AIG's TSR relative to compensation peers in 2020, the CMRC and Mr. Duperreault determined that the Chief Executive Officer's 2020 STI award should be paid at target, notwithstanding AIG's successful navigation of the unprecedented COVID-19 crisis and Mr. Duperreault's efforts in executing a well-coordinated Chief Executive Officer succession process.

The Board and CMRC remain committed to executive compensation programs that attract, motivate, reward and incentivize highly qualified leaders as AIG continues its transformation to become a leading insurance franchise and a top performing company.

CORPORATE GOVERNANCE HIGHLIGHTS

BALANCED AND INDEPENDENT BOARD OF DIRECTORS

AIG strives to maintain a balanced and independent Board that is committed to representing the long-term interests of AIG's shareholders and has the substantial and diverse skills, experience and attributes necessary to provide strategic oversight of AIG's journey. The following table provides summary information about each of our thirteen director nominees. We are asking our shareholders to elect all thirteen director nominees during the Annual Meeting, to hold office until the next annual election and until their successors are duly elected and qualified or their earlier resignation. Each nominee is elected annually by a majority of votes cast.

Name	Age	Director Since	Occupation/Background	Independent	Other Public Boards	Current Board Committee Memberships ⁽¹⁾
James Cole, Jr.	52	2021	Chairman and Chief Executive Officer of The Jasco Group, LLC; Former Delegated Deputy Secretary of Education and General Counsel of the U.S. Department of Education	✓		(2)
W. Don Cornwell	73	2011	Former Chairman of the Board and Chief Executive Officer of Granite Broadcasting Corporation	✓	Natura & Co Holding S.A.; Viatris Inc.	  (Chair)
Brian Duperreault	73	2017	Executive Chair of AIG			
John H. Fitzpatrick	64	2011	Former 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	✓		 
William G. Jurgensen	69	2013	Former Chief Executive Officer of Nationwide Insurance	✓	Lamb Weston Holdings, Inc.	  (Chair)
Christopher S. Lynch	63	2009	Former National Partner in Charge of Financial Services of KPMG LLP	✓	Tenet Healthcare Corporation	   (Chair)
Linda A. Mills	71	2015	Former Corporate Vice President of Operations of Northrop Grumman Corporation	✓	Navient Corporation	   (Chair)
Thomas F. Motamed	72	2019	Former Chairman and Chief Executive Officer of CNA Financial Corporation	✓	Kairos Acquisition Corp.	 
Peter R. Porrino	64	2019	Former Executive Vice President and Chief Financial Officer of XL Group Ltd	✓		  (Chair)
Amy L. Schioldager	58	2019	Former Senior Managing Director and Global Head of Beta Strategies at BlackRock, Inc.	✓		  
Douglas M. Steenland, <i>Lead Independent Director</i>	69	2009	Former President and Chief Executive Officer of Northwest Airlines Corporation	✓	American Airlines Group Inc.; Hilton Worldwide Holdings Inc.	(3)
Therese M. Vaughan	64	2019	Former Chief Executive Officer of the National Association of Insurance Commissioners; Executive in Residence and Former Visiting Distinguished Professor and Dean of the College of Business and Public Administration at Drake University	✓	Verisk Analytics, Inc.; West Bancorporation, Inc.	 
Peter S. Zaffino	54	2020	President and Chief Executive Officer of AIG			

(1) Committees of the Board (Board Committees)



Audit Committee



Risk and Capital Committee



Compensation and Management Resources Committee



Technology Committee



Nominating and Corporate Governance Committee

(2) Mr. Cole has been appointed to serve as a member of the Audit and Technology Committees, effective March 31, 2021.

(3) Mr. Steenland, as Lead Independent Director, is an *ex-officio*, non-voting member of all Board Committees.

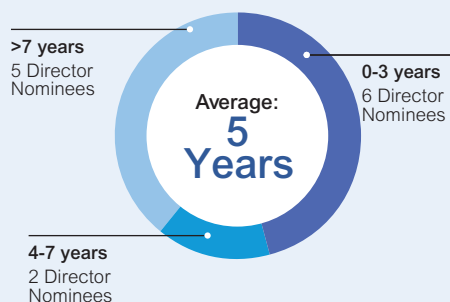
We believe our nominees' diverse and complementary skills, experience and attributes promote a well-functioning, highly qualified and independent Board. AIG has undertaken significant Board refreshment in recent years to ensure that the directors are positioned to provide strategic guidance to AIG as we continue our journey to becoming a top performing company.

DIRECTOR NOMINEE SKILLS, EXPERIENCE AND ATTRIBUTES

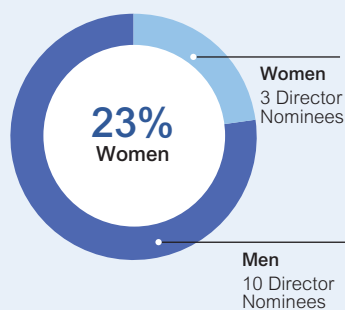


	Cole	Cornwell	Duperreault	Fitzpatrick	Jurgensen	Lynch	Mills	Motamed	Porrino	Schioldager	Steenland	Vaughan	Zaffino
Skills And Experience													
Regulatory / Government	•	•	•	•	•	•	•	•	•	•	•	•	•
Business Transformation / Restructuring	•	•	•		•	•	•	•	•	•	•	•	•
Executive Leadership	•	•	•	•	•	•	•	•	•		•	•	•
Financial Reporting / Accounting		•	•	•	•	•	•	•	•	•	•	•	•
Risk Management	•	•	•		•		•	•	•	•	•	•	•
Insurance			•	•	•	•		•	•			•	•
Financial Services	•	•		•	•	•				•			
Global Perspective			•	•			•		•	•			•
Technology / Cyber	•						•			•			
Diversity (Self-Identified)													
Gender (Male / Female)	M	M	M	M	M	M	F	M	M	F	M	F	M
African American / Black	•	•											
White / Caucasian			•	•	•	•	•	•	•	•	•	•	•

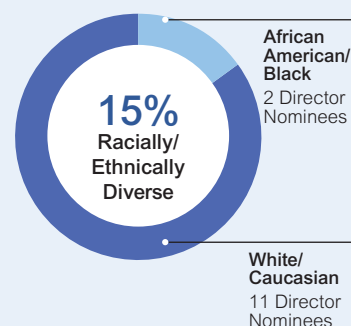
TENURE



GENDER DIVERSITY



RACIAL/ETHNIC DIVERSITY



ROBUST CORPORATE GOVERNANCE PRACTICES

AIG's robust corporate governance policies and practices promote Board effectiveness and accountability to our shareholders.

Independent, Diverse and Qualified Board	• All directors are independent except for our Chief Executive Officer and our Executive Chair • All Board Committee members are independent • Lead Independent Director role has clearly defined responsibilities and oversees meeting materials, agendas and schedules • Independent directors meet in executive session in conjunction with each regularly scheduled Board meeting • Three of AIG's independent director nominees are women and two are ethnically and/or racially diverse • The NCGC continuously reviews the composition of our Board, taking into consideration the skills, experience and attributes of the existing directors, both individually and as a group
Effective Board Policies and Practices	• Directors' interests are aligned with those of our shareholders through robust director stock ownership requirements • The Board, through the NCGC, conducts annual evaluations of the Board, the Lead Independent Director and other individual directors, and all Board Committees conduct annual self-evaluations • No director attending less than 75 percent of meetings for two consecutive years will be re-nominated • Directors generally may not stand for election after reaching age 75 • All directors may contribute to the agenda for Board meetings • All directors are prohibited from serving on more than three other public company boards with additional restrictions for AIG's Chief Executive Officer and directors who are executive officers of other public companies • Board Committee Chair positions generally rotate every five years to ensure diverse perspectives
Strong Shareholder Rights Hold Board Accountable	• Directors are elected annually by a majority of votes cast (in uncontested elections) • AIG's amended and restated by-laws (By-laws) include a proxy access right for shareholders • AIG's By-laws provide shareholders the ability to call a special meeting at appropriate levels • AIG has an extensive shareholder engagement program with participation by independent directors
Key Matters Overseen by the Board	• The Board oversees robust management succession planning, with support from the CMRC, in consultation with the Chair of the NCGC • The Board, through the CMRC, oversees diversity, equity and inclusion matters and monitors AIG's progress on related initiatives • The Board, through the NCGC, oversees sustainability, including climate-related issues, corporate social responsibility and lobbying and public policy matters • The Board provides strong risk management oversight, including through the Risk and Capital Committee, Audit Committee and other Board Committees • The Board, through the Technology Committee, oversees AIG's cybersecurity risks, policies, controls and procedures

Proposal 1—Election of Directors

Proposal 1— Election of Directors

What am I voting on?

We are asking shareholders to elect thirteen directors to hold office until the next annual election.

Voting Recommendation

✓ **FOR** the election of each director nominee. 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, experience and attributes, as summarized on pages 10-11 and below.

AIG's Board currently consists of fourteen directors. All directors serve a one-year term. Mr. Miller is not standing for re-election and is retiring from the Board at the Annual Meeting because he has reached the age of 75, which is the general retirement age under AIG's Corporate Governance Guidelines. The Board would like to thank Mr. Miller, whose term will end at the Annual Meeting, for his service and valuable contribution as a director. We are asking our shareholders to re-elect the remaining thirteen directors at the Annual Meeting, to hold office until the next annual election and until their successors are duly elected and qualified or their earlier resignation.

- **Thirteen director nominees**
- **All independent other than Chief Executive Officer and Executive Chair**
- **Elected by majority of votes cast**
- **One year terms**

It is the intention of the persons named in the accompanying form of proxy to vote for the election of the nominees. All of the nominees are currently members of AIG's Board. 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 other persons as the persons named in the accompanying form of proxy may determine in their discretion. Alternatively, the Board may reduce its size.

Directors will be elected by a majority of the votes cast by the shareholders of AIG's common stock, which votes are cast either "for" or "against" election. Pursuant to AIG's By-laws and Corporate Governance Guidelines, each nominee 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 fails to receive the required vote, the NCGC 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 NCGC recommends, and the Board determines, that the best interests of AIG and its shareholders would not be served by doing so.

Below are biographies of each of the nominees for director, including the principal occupation or affiliation and public company directorships held by each nominee during the past five years. We believe our director nominees have the right mix of skills, experience and attributes and background to provide strategic guidance to AIG, particularly as the Board oversees AIG through its continued transformation to becoming a top performing insurance company. For additional details on the Board's approach to Board composition and refreshment, see "Corporate Governance—Board Composition and Refreshment."

RECOMMENDATION

Your Board of Directors unanimously recommends a vote **FOR** this resolution.



Director since: 2021

Age: 52

Committees:

- Audit*
- Technology*

Other Directorships:

- None

* Effective March 31, 2021

JAMES COLE, JR.

Chairman and Chief Executive Officer of The Jasco Group, LLC; Former Delegated Deputy Secretary of Education and General Counsel of the U.S. Department of Education

CAREER HIGHLIGHTS

Mr. Cole founded and has been Chairman and Chief Executive Officer of The Jasco Group, LLC, a multidimensional investment management firm, since January 2017. He previously served at the U.S. Department of Education as Delegated Deputy Secretary of Education and General Counsel from January 2016 to January 2017, General Counsel, a U.S. Senate confirmed seat, from December 2014 to January 2017, and Senior Advisor to the Secretary from August 2014 to December 2014. As Deputy Secretary, Mr. Cole served as the chief operating officer of the Department of Education and oversaw a broad range of operational, management, policy, legal and program functions. From November 2011 to August 2014, Mr. Cole served as Deputy General Counsel of the U.S. Department of Transportation. Prior to joining the Department of Transportation, Mr. Cole was a corporate law partner at Wachtell, Lipton, Rosen & Katz, with a primary focus on Mergers & Acquisitions and Corporate Governance. Mr. Cole began his career as a financial analyst at GE Capital Corporation.

KEY EXPERIENCE AND QUALIFICATIONS

In light of Mr. Cole's considerable public policy and government experience, as well as his professional experience as a corporate lawyer advising on strategic transactions and corporate governance matters, AIG's Board has concluded that Mr. Cole should be re-elected to the Board.



Director since: 2011

Age: 73

Board Committees:

- Compensation and Management Resources (Chair)
- Nominating and Corporate Governance

Other Directorships:

- Current: Natura & Co Holding S.A.; Viatris Inc.
- Former (past 5 years) Pfizer Inc.; Avon Products, Inc.

W. DON CORNWELL

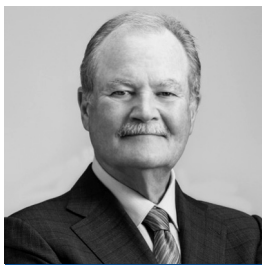
Former Chairman of the Board and Chief Executive Officer of Granite Broadcasting Corporation

CAREER HIGHLIGHTS

Mr. Cornwell is the former Chairman of the Board and Chief Executive Officer of Granite Broadcasting Corporation, which he founded in 1988, 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.

KEY EXPERIENCE AND QUALIFICATIONS

In light of Mr. Cornwell's experience in significant 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.



Director since: 2017

Age: 73

Other Directorships:

- Former (past 5 years):
Johnson Controls
International plc (formerly
Tyco International, plc)

BRIAN DUPERREAUULT

Executive Chair of AIG

CAREER HIGHLIGHTS

Mr. Duperreault has been the Executive Chair of AIG's Board since March 1, 2021. He previously served as AIG's Chief Executive Officer since May 2017, when he also joined the Board of Directors. He also served as AIG's President from May 2017 until January 2020. Previously, Mr. Duperreault was the Chief Executive Officer of Hamilton Insurance Group, Ltd., a Bermuda-based holding company of property and casualty insurance and reinsurance operations in Bermuda, the U.S. and the U.K., from December 2013 to May 2017, and served as Chairman of Hamilton Insurance Group, Ltd. from February 2016 to May 2017. He served as President and Chief Executive Officer of Marsh & McLennan Companies, Inc. from February 2008 until his retirement in December 2012. Before joining Marsh & McLennan Companies, he served as non-executive Chairman of ACE Limited from 2006 until 2008, as Chairman of the Board from 2004 to 2006, as Chairman and Chief Executive Officer from 1999 to 2004, and as Chairman, President and Chief Executive Officer from 1994 to 1999. Prior to joining ACE, Mr. Duperreault served in various senior executive positions with AIG and its affiliates from 1973 to 1994.

KEY EXPERIENCE AND QUALIFICATIONS

In light of Mr. Duperreault's deep experience in the insurance industry, his history with AIG and his management of large, complex, international institutions, AIG's Board has concluded that Mr. Duperreault should be re-elected to the Board.



Director since: 2011

Age: 64

Board Committees:

- Audit
- Technology

Other Directorships:

- None

JOHN H. FITZPATRICK

Former 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

CAREER HIGHLIGHTS

Mr. Fitzpatrick has been Chairman of Oak Street Management Co., LLC, an insurance/management consulting company, and Oak Family Advisors, LLC, a registered investment advisor, since 2010. He was Chairman of White Oak Global Advisors LLC, an asset management firm lending to small- and medium-sized companies, from September 2015 to September 2017. In 2014, Mr. Fitzpatrick completed a two-year term as Secretary General of The Geneva Association. From 2006 to 2010, he was a partner at Pension Corporation and a director of Pension Insurance Corporation Ltd. From 1998 to 2006, Mr. Fitzpatrick 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. Mr. Fitzpatrick is a Certified Public Accountant and a Chartered Financial Analyst.

KEY EXPERIENCE AND QUALIFICATIONS

In light of Mr. Fitzpatrick's broad experience in the insurance, reinsurance and financial services industries, 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.



Director since: 2013

Age: 69

Board Committees:

- Risk and Capital (Chair)
- Nominating and Corporate Governance

Other Directorships:

- Current: Lamb Weston Holdings, Inc.
- Former (past 5 years): Conagra Foods, Inc.

WILLIAM G. JURGENSEN

Former Chief Executive Officer of Nationwide Insurance

CAREER HIGHLIGHTS

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.

KEY EXPERIENCE AND QUALIFICATIONS

In light of Mr. Jurgensen's deep experience in insurance, financial services and his executive experience managing a large, complex, institution, AIG's Board has concluded that Mr. Jurgensen should be re-elected to the Board.



Director since: 2009

Age: 63

Board Committees:

- Nominating and Corporate Governance (Chair)
- Audit
- Risk and Capital

Other Directorships:

- Current: Tenet Healthcare Corporation
- Former (past 5 years): Federal Home Loan Mortgage Corporation

CHRISTOPHER S. LYNCH

Former National Partner in Charge of Financial Services of KPMG LLP

CAREER HIGHLIGHTS

Mr. Lynch has been an independent consultant since 2007, providing a variety of services to public and privately held companies, including enterprise strategy, corporate restructuring, risk management, governance, financial accounting and regulatory reporting, and troubled-asset management. Prior to that, Mr. Lynch was the former National Partner in Charge of KPMG LLP's Financial Services Line of Business. He held a variety of positions with KPMG over his 29-year career, 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 was an audit signing partner under the Sarbanes-Oxley Act of 2002 and served as lead or client service partner 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 Audit Committee Chair Advisory Council of the National Association of Corporate Directors and a former member of the Advisory Board of the Stanford Institute for Economic Policy Research.

KEY EXPERIENCE AND QUALIFICATIONS

In light of Mr. Lynch's extensive experience in finance, accounting 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.



Director since: 2015

Age: 71

Board Committees:

- Technology (Chair)
- Audit
- Compensation and Management Resources

Other Directorships:

- Current: Navient Corporation

LINDA A. MILLS

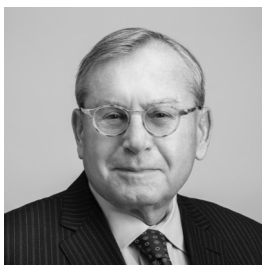
Former Corporate Vice President of Operations of Northrop Grumman Corporation

CAREER HIGHLIGHTS

Ms. Mills is the former Corporate Vice President of Operations for Northrop Grumman Corporation, with responsibility for operations, including risk management, engineering and information technology. During her 12 years with Northrop Grumman, from 2002 to 2015, Ms. Mills held a number of operational positions, including Corporate Vice President and President of Information Systems and Information Technology sectors; President of the Civilian Agencies Group; and Vice President of Operations and Process in the firm's Information Technology Sector. Prior to joining Northrop Grumman, Ms. Mills was Vice President of Information Systems and Processes at TRW, Inc. She began her career as an engineer at Bell Laboratories, Inc.

KEY EXPERIENCE AND QUALIFICATIONS

In light of Ms. Mills' in-depth experience with large and complex, international operations, risk management, information technology and cybersecurity, and her prior management of a significant line of business at Northrop Grumman, AIG's Board has concluded that Ms. Mills should be re-elected to the Board.



Director since: 2019

Age: 72

Board Committees:

- Compensation and Management Resources
- Risk and Capital

Other Directorships:

- Current: Kairos Acquisition Corp.
- Former (past 5 years): CNA Financial Group; Verisk Analytics, Inc.

THOMAS F. MOTAMED

Former Chairman and Chief Executive Officer of CNA Financial Corporation

CAREER HIGHLIGHTS

Mr. Motamed was Chairman and Chief Executive Officer of CNA Financial Corporation, an insurance holding company, from 2009 to 2016. Prior to CNA, Mr. Motamed spent 31 years at The Chubb Corporation, an insurance company, where he began his career as a claims trainee and rose to Vice Chairman and Chief Operating Officer. He is a past Chairman of the Insurance Information Institute and is Chair Emeritus for Adelphi University.

KEY EXPERIENCE AND QUALIFICATIONS

In light of Mr. Motamed's deep experience in insurance, risk management and management of insurance organizations, AIG's Board has concluded that Mr. Motamed should be re-elected to the Board.



Director since: 2019

Age: 64

Board Committees:

- Audit (Chair)
- Risk and Capital

Other Directorships:

- None

PETER R. PORRINO

Former Executive Vice President and Chief Financial Officer of XL Group Ltd

CAREER HIGHLIGHTS

Mr. Porrino is the former Executive Vice President and Chief Financial Officer of XL Group Ltd, a global insurance and reinsurance company, a role which he held from 2011 to 2017. He was Senior Advisor to the Chief Executive Officer at XL Group from 2017 to 2018. Prior to joining XL Group, Mr. Porrino served as the Global Insurance Industry Leader at Ernst & Young LLP from 1999 through 2011, where he was responsible for Ernst & Young's Americas and Global insurance industry practices and served as the lead partner on Ernst & Young's largest insurance account until his departure. Prior to Ernst & Young, Mr. Porrino served as President and Chief Executive Officer of Consolidated International Group and as Chief Financial Officer and Chief Operating Officer of Zurich Re Centre, a subsidiary of Zurich Insurance Group focused on property and casualty reinsurance. Mr. Porrino began his career as an auditor at Ernst & Young.

KEY EXPERIENCE AND QUALIFICATIONS

In light of Mr. Porrino's considerable professional experience related to the global insurance industry, as well as his experience in finance, accounting and risk management, AIG's Board has concluded that Mr. Porrino should be re-elected to the Board.



Director since: 2019

Age: 58

Board Committees:

- Audit
- Nominating and Corporate Governance
- Technology

Other Directorships:

- None

AMY L. SCHIOLDAGER

Former Senior Managing Director and Global Head of Beta Strategies at BlackRock, Inc.

CAREER HIGHLIGHTS

Ms. Schioldager is the former Senior Managing Director and Global Head of Beta Strategies at BlackRock, Inc., a global investment management corporation. In this role, which she held from 2006 to 2017, Ms. Schioldager was responsible for managing the Index Equity business across seven global offices. During her more than 25 years at BlackRock, Ms. Schioldager held various other leadership positions and also served as a member of the Global Executive Committee from 2012 to 2017 and Vice Chair of the Corporate Governance Committee from 2008 to 2015. She also founded and led BlackRock's Women's Initiative. Ms. Schioldager began her career as a fund accountant at Wells Fargo Investment Advisors.

KEY EXPERIENCE AND QUALIFICATIONS

In light of Ms. Schioldager's broad experience in corporate governance, technology and managing international businesses, as well as her professional experience in investments, global asset management and financial services, AIG's Board has concluded that Ms. Schioldager should be re-elected to the Board.



Director since: 2009

Age: 69

Board Committees:

- As Lead Independent Director, Mr. Steenland is an *ex-officio*, non-voting member of all Board Committees

Other Directorships:

- Current: American Airlines Group Inc.; Hilton Worldwide Holdings Inc.
- Former (past 5 years): Performance Food Group Company; Travelport Worldwide Limited

DOUGLAS M. STEENLAND

Former President and Chief Executive Officer of Northwest Airlines Corporation

CAREER HIGHLIGHTS

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.

KEY EXPERIENCE AND QUALIFICATIONS

In light of Mr. Steenland's notable experience in managing a large, complex institution and his experience in strategic business transformations, AIG's Board has concluded that Mr. Steenland should be re-elected to the Board.



Director since: 2019

Age: 64

Board Committees:

- Compensation and Management Resources
- Risk and Capital

Other Directorships:

- Current: Verisk Analytics, Inc.; West Bancorporation, Inc.
- Former (past 5 years): Validus Holdings, Ltd.

THERESE M. VAUGHAN

Former Chief Executive Officer of the National Association of Insurance Commissioners; Executive in Residence and Former Visiting Distinguished Professor and Dean of the College of Business and Public Administration at Drake University

CAREER HIGHLIGHTS

Ms. Vaughan is currently an Executive in Residence at Drake University, where she was previously the Robb B. Kelley Visiting Distinguished Professor of Insurance and Actuarial Science from 2017 to 2019 and served as the Dean of the College of Business and Public Administration from 2014 to 2017. From 2009 to 2012, she served as the Chief Executive Officer of the National Association of Insurance Commissioners (NAIC). During her time at NAIC, Ms. Vaughan also served as a member of the Executive Committee of the International Association of Insurance Supervisors and the steering committee for the U.S./E.U. Insurance Dialogue Project. In 2012, she chaired the Joint Forum, a Basel, Switzerland-based group of banking, insurance, and securities supervisors. Additionally, Ms. Vaughan was the first female Insurance Commissioner for the State of Iowa, a role which she held for over ten years.

KEY EXPERIENCE AND QUALIFICATIONS

In light of Ms. Vaughan's considerable experience in the insurance industry as well as her professional experience in insurance regulation, education, research and corporate governance, AIG's Board has concluded that Ms. Vaughan should be re-elected to the Board.



Director since: 2020

Age: 54

Other Directorships:

- None

PETER ZAFFINO

President and Chief Executive Officer of AIG

CAREER HIGHLIGHTS

Peter Zaffino has been AIG's Chief Executive Officer since March 1, 2021 and joined AIG's Board in October 2020. He joined AIG in July 2017 as Executive Vice President—Global Chief Operating Officer and was also appointed Chief Executive Officer, General Insurance in November 2017 and President of AIG in January 2020. Prior to joining AIG, he served in various executive roles at Marsh & McLennan Companies, Inc., a global professional services firm, including as Chief Executive Officer of Marsh, LLC from 2011 to 2017 and as Chairman for the Risk and Insurance Services segment of Marsh & McLennan Companies from 2015 to 2017. Prior to that, Mr. Zaffino served as President and Chief Executive Officer of Guy Carpenter, a risk and insurance-focused subsidiary of Marsh & McLennan Companies. Prior to joining Guy Carpenter, he held several senior positions, most recently serving in an executive role with a GE Capital portfolio company that specialized in alternative risk insurance and reinsurance.

KEY EXPERIENCE AND QUALIFICATIONS

In light of Mr. Zaffino's significant experience in the insurance industry, including his leadership of the turnaround of AIG's General Insurance business, AIG's Board has concluded that Mr. Zaffino should be re-elected to the Board.

Corporate Governance

OUR CORPORATE GOVERNANCE PRACTICES

The AIG Board is committed to good corporate governance. Our strong corporate governance policies and practices are set forth in our Amended and Restated Certificate of Incorporation, By-laws, Corporate Governance Guidelines and Board Committee Charters, among other documents. AIG's Board regularly reviews these corporate governance documents and makes modifications from time to time based on corporate governance developments and shareholder feedback to ensure continued effectiveness.

What we do:

- ✓ The NCGC continuously reviews the composition of the Board to ensure the Board has the substantial and diverse skills, experience and attributes necessary to evaluate and oversee AIG's strategy and performance
- ✓ Directors are elected annually by a majority of votes cast (in uncontested elections)
- ✓ All directors are independent except for our Chief Executive Officer and our Executive Chair, and independent directors meet in executive session in conjunction with each regularly scheduled Board meeting
- ✓ All Board Committee members are independent
- ✓ Lead Independent Director role has clearly defined responsibilities and oversees meeting materials, agendas and schedules
- ✓ Directors' interests are aligned with those of our shareholders through robust stock ownership requirements
- ✓ The Board, through the NCGC, conducts annual evaluations of the Board, the Lead Independent Director and other individual directors, and all Board Committees conduct annual self-evaluations
- ✓ All directors may contribute to the agenda for Board meetings
- ✓ Corporate Governance Guidelines include sound policy on directors' service on other public company boards
- ✓ Board Committee structure organized around key strategic issues and designed to facilitate dialogue and efficiency
- ✓ The Board, with support from the Board Committees, oversees key matters, including robust management succession planning; diversity, equity and inclusion; sustainability (including climate-related issues), corporate social responsibility and lobbying and public policy matters; risk management; and cybersecurity
- ✓ Extensive shareholder engagement program with participation by independent directors
- ✓ By-laws include a proxy access right for shareholders
- ✓ By-laws provide shareholders the ability to call a special meeting at appropriate levels

What we don't do:

- x Any director attending less than 75% of meetings for two consecutive years will not be re-nominated
- x Directors generally may not stand for election after reaching age 75
- x Board Committee Chairs generally do not serve for longer than a five-year term
- x No supermajority voting requirements in charter or By-laws
- x Directors may not serve on more than three other public company boards with additional restrictions for AIG's Chief Executive Officer and directors who are executive officers of other public companies

DIRECTOR INDEPENDENCE

AIG aims to maintain a balanced and independent Board that is committed to representing the long-term interests of AIG's shareholders and has the substantial and diverse expertise necessary to oversee AIG's strategic and business planning as well as management's approach to addressing significant risks and challenges facing AIG.

- All directors independent other than Chief Executive Officer and Executive Chair
- Lead Independent Director

DIRECTOR INDEPENDENCE ASSESSMENT

The Board, on the recommendation of the NCGC, determined that each of AIG's eleven independent director nominees—Mss. Mills, Schioldager and Vaughan and Messrs. Cole, Cornwell, Fitzpatrick, Jurgensen, Lynch, Motamed, Porrino and Steenland—are independent under the New York Stock Exchange (NYSE) listing standards. Messrs. Duperreault and Zaffino are the only director nominees who hold AIG management positions and, therefore, are not independent directors. Mr. Miller, who is not standing for re-election to the Board, and Ms. Nora Johnson, who did not stand for re-election at the 2020 Annual Meeting, were also determined by the Board, on the recommendation of the NCGC, to be independent under the NYSE listing standards for the period that they served on the Board.

In making the independence determinations, the NCGC and the Board considered relationships arising from: (1) in the case of certain directors, contributions by AIG to charitable organizations with which they are affiliated; (2) in the case of certain directors, investments and insurance products AIG provides to them and/or entities they are affiliated with in the ordinary course of business and on the same terms made available to third parties; and (3) in the case of Mr. Lynch, the employment of his son by AIG. None of these relationships exceeded the thresholds set forth in the NYSE listing standards.

BOARD LEADERSHIP STRUCTURE

AIG's Corporate Governance Guidelines provide the Board with flexibility to select the appropriate leadership structure for the company. The Board regularly reviews its leadership structure, taking into account many factors, including the specific needs of AIG and its businesses, corporate governance best practices, shareholder feedback and succession planning. The Board believes it is in the best interests of AIG and our shareholders to retain this flexibility in determining the appropriate leadership structure, recognizing that different structures may be appropriate in different circumstances.

- Flexible leadership structure reviewed regularly
- New leadership structure created in 2021, consistent with thoughtful, well-coordinated succession plan

LEADERSHIP TRANSITION IN 2021

Effective March 1, 2021, in connection with the execution of AIG's thoughtful, well-coordinated Chief Executive Officer succession plan, the Board created a new leadership structure for the company. Mr. Duperreault became our newly appointed Executive Chair upon stepping down as AIG's Chief Executive Officer; Mr. Zaffino succeeded Mr. Duperreault as the new Chief Executive Officer; and Mr. Steenland, who previously served as our Independent Chair, took on our newly created Lead Independent Director role. The Board believes this current leadership structure is in the best interests of AIG and its shareholders. With Mr. Duperreault in the Executive Chair role, AIG continues to leverage his significant industry expertise and effective working relationship with the Board to focus the Board's attention on strategic matters and facilitate effective communication between the Board and management. Mr. Duperreault's term as Executive Chair will end on December 31, 2021, at which time he will become a non-officer employee of AIG for one year, providing assistance and advice to the extent requested by the Chief Executive Officer. Mr. Zaffino, who became a director in October 2020, will also serve as a bridge between the Board and management while focusing on developing and implementing AIG's business initiatives. In a Lead Independent Director role with clearly defined responsibilities, Mr. Steenland continues to ensure robust independent oversight of the company by the Board. The Board is confident that AIG has the right team to lead AIG through the next phase of our journey.

LEAD INDEPENDENT DIRECTOR ROLE

In his role as Lead Independent Director, Mr. Steenland has clearly defined duties as set forth in our Corporate Governance Guidelines, including:

- Calling, setting the agenda for and chairing periodic executive sessions and meetings of the independent directors;
- Consulting on and approving, in consultation with the Executive Chair and Chief Executive Officer, the agendas for and the scheduling of meetings of the Board;
- Chairing meetings of the Board in the absence of the Executive Chair;
- Serving as a liaison between the Executive Chair and the independent directors;
- Reviewing and approving, in consultation with the Executive Chair, the quality, quantity, appropriateness and timeliness of information provided to the Board;
- Communicating with shareholders, stakeholders, and government officials in consultation with the Executive Chair and Chief Executive Officer; and
- Conferring regularly with the Executive Chair on matters of importance that may require action or oversight by the Board.

The Board believes that its leadership structure is well-aligned with the current needs of AIG and its shareholders. Mr. Duperreault's extensive experience and established relationships with AIG's directors and stakeholders will enable him to lead the Board in overseeing the company through the transition to a new Chief Executive Officer and major transformative transactions, including the separation of AIG's Life and Retirement business. Mr. Steenland will leverage his extensive business experience and leadership to ensure continued robust, independent oversight of management by the independent directors.

BOARD EFFECTIVENESS

ATTENDANCE AT BOARD AND BOARD COMMITTEE MEETINGS

The Board considers director attendance at Board and Board Committee meetings an essential duty of a director. As a result, AIG's Corporate Governance Guidelines provide that 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 Board 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 NCGC in making its recommendations to the Board.

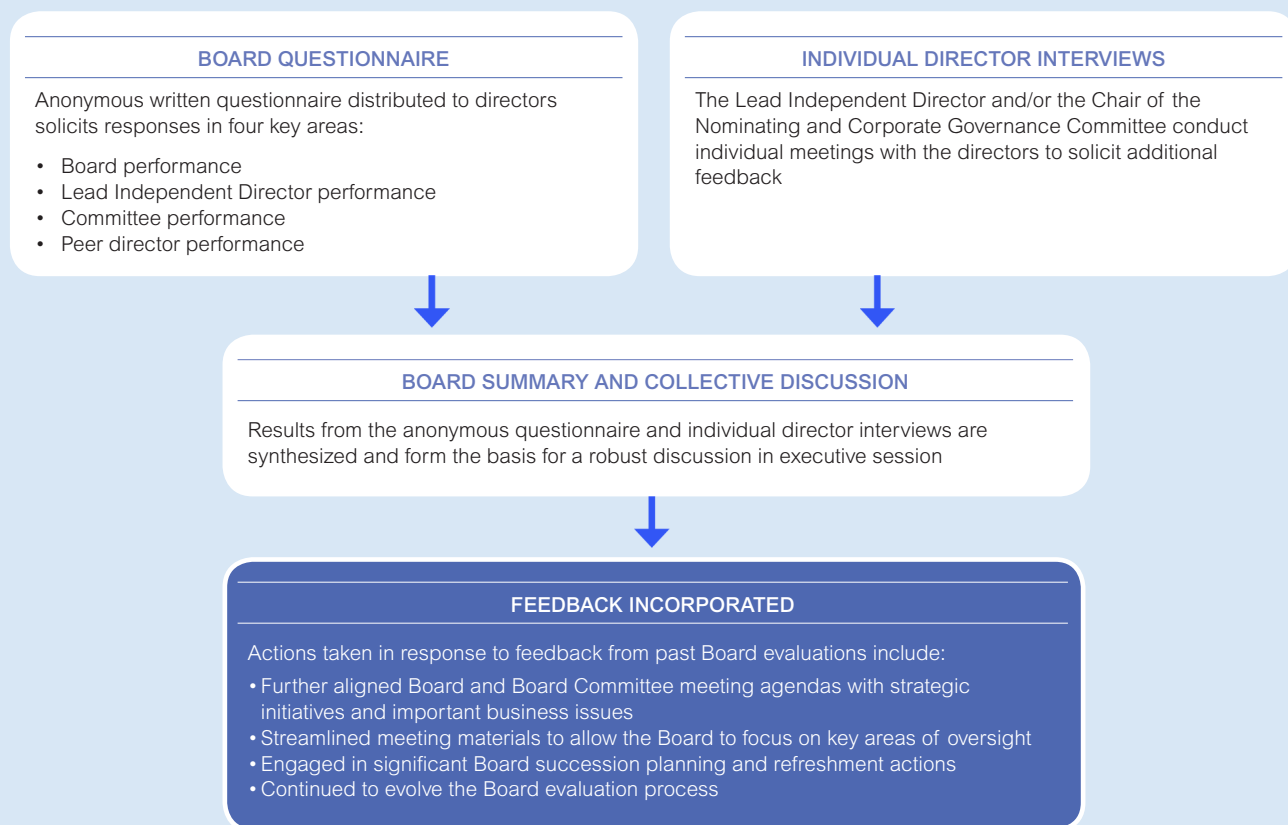
- **12 Board meetings and 30 Board Committee meetings during 2020**
- **Executive sessions at all regularly scheduled Board meetings**
- **All directors attended at least 75% of relevant Board and Board Committee meetings**

There were 12 meetings of the Board during 2020. The independent directors meet in executive session, without the Chief Executive Officer present, in conjunction with each regularly scheduled Board meeting. Mr. Steenland, in his prior role as Chair of the Board, presided at the executive sessions. There were a total of 30 meetings of the Board Committees during 2020. For 2020, all of the directors attended at least 75 percent of the aggregate of all meetings of the Board and of the Board Committees on which they served.

Pursuant to AIG's Corporate Governance Guidelines, all directors are generally expected to attend the Annual Meeting. All directors who stood for election at the 2020 Annual Meeting attended the 2020 Annual Meeting.

DIRECTOR AND BOARD ACCOUNTABILITY AND EVALUATIONS

The Board believes that self-evaluations of the Board, the Board Committees and individual directors are important elements of corporate governance and essential to ensure a well-functioning Board. Pursuant to AIG's Corporate Governance Guidelines, the Board, acting through the NCGC and under the general oversight of the Lead Independent Director and Executive Chair, conducts an annual self-evaluation and an evaluation of each member of the Board. Throughout the year, each standing Board Committee also conducts its own annual self-evaluation.



BOARD COMPOSITION AND REFRESHMENT

Balanced and effective Board composition, supplemented by a thoughtful approach to refreshment, is a priority for AIG. The selection of a qualified group of directors with an appropriate mix of skills, experience and attributes is essential to the Board's successful oversight of AIG's complex business, particularly as the Board provides strategic oversight of AIG's journey. The Board manages Board composition and refreshment with significant support from the NCGC.

The NCGC continuously reviews the composition of our Board, taking into consideration the characteristics of the existing directors, both individually and as a group. The NCGC considers Board refreshment in light of various factors, including expected director departures, the Board's mix and interplay of skills, experience and attributes, including diversity, and individual director performance.

DIRECTOR RECRUITMENT PROCESS

The NCGC has a robust director recruitment process. New director candidates are identified through various channels, including third-party search firms, other directors, shareholders and members of management. Once a candidate has been identified, the NCGC conducts a rigorous review, taking into consideration the criteria set forth in AIG's Corporate Governance Guidelines, including:

- skill, expertise, diversity, background, and experience with businesses and other organizations that the Board deems relevant;
- the contribution represented by the individual's skills, experience and attributes to ensuring that the Board has the necessary tools to perform its oversight function effectively;
- the interplay of the individual's experience with the experience of other Board members;
- high personal and professional ethics, values and integrity;
- ability to work together as part of an effective, collegial group;
- ability and willingness to commit adequate time to AIG over an extended period of time;
- commitment to representing the long-term interests of AIG; and
- the extent to which the individual would otherwise be a desirable addition to the Board and any Board Committees.

Following this review, the NCGC recommends potential directors to the full Board for approval of their appointment or election by our shareholders.

The NCGC oversaw the identification, recruitment and review of Mr. Cole, who was appointed to our Board in 2021. Mr. Cole was identified and recommended to the NCGC by our Chief Executive Officer and Executive Chair. The NCGC retained a global search firm to interview Mr. Cole and compile information about his attributes, experience, skills and independence to help them assess his suitability for our Board. Mr. Cole brings considerable experience in public policy and government and is a seasoned legal advisor on strategic transactions. The NCGC also oversaw the identification, recruitment and review of one new director—Mr. Zaffino—in 2020 and four new directors—Messrs. Motamed and Porrino and Mss. Schioldager and Vaughan—in 2019. Messrs. Motamed, Porrino and Zaffino and Ms. Vaughan each have considerable insurance industry experience, and Mr. Zaffino serves as a bridge between the Board and management. Ms. Schioldager has substantial experience in investments and global asset management. Further, the additions of Mr. Cole and Mss. Schioldager and Vaughan enhanced the diversity of our Board.

Six new directors added in last two years – 50% of whom are women or ethnically and/or racially diverse

DIRECTOR ORIENTATION

All new directors participate in a comprehensive director orientation program. This program includes one-on-one meetings with key members of management and fellow directors, as well as extensive written materials to help familiarize the new director with AIG's business, industry, strategy, culture, policies and practices. Each new director is also paired with an existing director to help integrate them during the course of their first year on the Board. Further, each new director is encouraged to attend the meetings of all Board committees, including those on which they do not sit, during their first year on the Board.

DIRECTOR TENURE

The Board believes that it is desirable to maintain a mix of longer-tenured, experienced directors and newer directors with fresh perspectives. The average tenure of the independent director nominees is five years. In addition, under AIG's Corporate Governance Guidelines, the Board Committee Chairs generally do not serve for longer than a five-year term. No individual may stand for election as a director after reaching the age of 75. The Board may waive this requirement if, on the recommendation of the NCGC, it determines such waiver to be in the best interests of AIG.

- **Average tenure: Five years**
- **Retirement age: 75**

DIVERSITY CONSIDERATION

The Board strives to maintain a diverse Board, and diversity continues to be an important consideration in the NCGC's director search and nomination process. As set forth in AIG's Corporate Governance Guidelines, while the Board has not adopted a specific diversity policy, the Board believes that important diversity characteristics include race, gender identity, ethnicity, religion, nationality, disability, sexual orientation and cultural background. Additionally, in assessing each director candidate, the NCGC considers diversity in a broad sense, including a candidate's work experience, skills and perspective. Three of AIG's independent director nominees are women and two are ethnically and/or racially diverse.

- **Three independent directors are women**
- **Two independent directors are ethnically and/or racially diverse**

DIRECTOR RECOMMENDATIONS BY SHAREHOLDERS

The NCGC considers shareholder feedback when determining whether to recommend that the Board nominate a director for re-election and takes into account the views of interested shareholders as appropriate when filling a vacancy on the Board. The AIG Corporate Governance Guidelines include characteristics that the NCGC considers important for director nominees and information for shareholders with respect to director nominations. The NCGC will consider director nominees recommended by shareholders and will evaluate those shareholder nominees on the same basis as all other nominees. Shareholders who wish to recommend nominees for director for consideration by the NCGC may do so by submitting names and supporting information to: Chair, Nominating and Corporate Governance Committee, c/o Corporate Secretary, American International Group, Inc., 175 Water Street, New York, New York 10038. Nominations of director candidates made pursuant to AIG's By-laws must comply with the requirements set forth in our By-laws. See "Other Matters—Shareholder Proposals for the 2022 Annual Meeting."

PROXY ACCESS

AIG's By-laws also permit eligible shareholders with a significant long-term interest in AIG to include their own director nominees in AIG's proxy statement for the annual meeting. The Board believes such proxy access is an additional mechanism for Board accountability and for ensuring that Board nominees are supported by AIG's long-term shareholders.

Under the proxy access by-law, a shareholder, or a group of up to 20 shareholders, owning three percent or more of AIG common stock continuously for at least three years may nominate and include in AIG's annual meeting proxy materials director nominees constituting up to the greater of two individuals or 20 percent of the Board, so long as the shareholder(s) and the nominee(s) satisfy the requirements specified in AIG's By-laws. Qualifying shareholders who wish to submit director nominees for election at the 2022 Annual Meeting of Shareholders pursuant to the proxy access by-law may do so in compliance with the procedures described in "Other Matters—Shareholder Proposals for the 2022 Annual Meeting."

AREAS OF BOARD OVERSIGHT

The Board fulfills its oversight role with respect to AIG's strategy through year-round discussions and presentations covering company-wide and business unit-specific updates. The Board also provides oversight with respect to other key areas, including management succession planning, human capital management (including diversity, equity, and inclusion), sustainability (including climate-related issues), corporate social responsibility, lobbying and public policy, risk management and cybersecurity.

MANAGEMENT SUCCESSION PLANNING

In October 2020, AIG announced that Mr. Zaffino was named Chief Executive Officer, effective March 1, 2021. Mr. Zaffino was also appointed to serve as a director, effective at the time of the announcement. This transition reflects the execution of a thoughtful, well-coordinated Chief Executive Officer succession plan overseen by the Board with support from the CMRC in consultation with the Chair of the NCGC. One of the key strengths that the Board considered when appointing

Mr. Duperreault to lead AIG in 2017 was his proven track-record for developing talent and grooming successors internally. The Board determined that Mr. Zaffino was the right choice to become AIG's next Chief Executive Officer on the basis of the success he demonstrated as AIG's President and Global Chief Operating Officer and his leadership over the turnaround of AIG's General Insurance business. This leadership transition is supported by Mr. Duperreault's continued service to AIG as Executive Chair.

- **Peter Zaffino appointed Chief Executive Officer effective March 1, 2021**
- **Result of execution of thoughtful, well-coordinated succession plan**

The Board continues to recognize the importance of planning for management succession and oversees succession planning with support from the CMRC, in consultation with the Chair of the NCGC. In accordance with AIG's Corporate Governance Guidelines and the CMRC's charter, at least annually:

- the Chief Executive Officer reports to the CMRC and the Chair of the NCGC on plans for succession for both the Chief Executive Officer role and other senior management roles; and
- the CMRC reports to the Board on its view of those plans.

Pursuant to the CMRC's and NCGC's charters, the Chair of the NCGC also consults with the CMRC with respect to Chief Executive Officer succession.

HUMAN CAPITAL MANAGEMENT

Our Board believes that a major strength of AIG is the dedication, commitment, and loyalty of our colleagues. AIG's key human capital management objectives include attracting, developing and retaining the highest quality talent. The CMRC oversees AIG's initiatives and progress on various human capital management efforts and metrics, including diversity, equity and inclusion.

To improve our employee experience and assess the health of our organization, we periodically undertake cultural and employee engagement surveys. In August 2019, AIG conducted an Organizational Health Index survey, which was responded to by approximately 80 percent of our workforce and which covered topics across multiple dimensions, including leadership, business operations and effectiveness, diversity, equity and inclusion and customer focus. In response to this feedback, many of our colleagues' ideas and suggestions have been applied across AIG and informed the development of the AIG 200 operational programs. In January 2021, we launched our second Organizational Health Index survey to give our colleagues another opportunity to share their insights, gather input on how AIG has progressed over the past year and continue to help make AIG a more rewarding place to work.

We believe that we foster a constructive and healthy work environment for our employees. Some examples of key programs and initiatives that are designed to attract, develop and retain our diverse workforce include:

 Competitive Compensation and Benefits AIG seeks to provide competitive compensation opportunities and benefits that attract and retain highly skilled employees for our various business needs.	• Performance-driven compensation structure that consists of base salary and short- and long-term incentive awards. • Subsidized health care plans, life insurance and disability. • Wellness and mental health benefits. • Liberal paid time off and parental leave policies. • Matching 401(k) contributions.
 Health and Safety AIG prioritizes the health and safety of its employees, which was apparent in our response to the COVID-19 crisis.	• 90 percent of our employees quickly and effectively transitioned to remote work. • Cross-functional COVID-19 Task Force created to ensure that AIG implemented best practices to protect the safety of colleagues while continuing to serve clients, distribution partners and other stakeholders. • Return-to-office planning is informed by a Return to Workplace survey recently completed by our employees. • Employee Assistance Program provides employees with mental health resources, including counseling sessions and webinars.
 Career Development AIG believes that professional development is a positive investment in our talent and has created numerous programs to foster leadership, growth and development opportunities for our employees.	• Library of on-demand learning options, combined with immersive learning experiences to build skills, available at all levels. • Tuition and certification and training reimbursement programs to encourage employees to enhance their education, skills and knowledge for their continued growth. • Annual review of talent development and succession plans for each of our functions and operating segments, to identify and develop a pipeline of diverse talent for positions at all levels of the organization.



Diversity, Equity and Inclusion

AIG is committed to creating an inclusive workplace focused on attracting, retaining and developing diverse talent that fosters a culture of belonging for all employees.

- Diversity, equity and inclusion objective embedded into each executive officer's individual performance goals tied to their annual short-term incentive awards.
- Executive Diversity Council established in September 2020, tasked with ensuring that diversity, equity and inclusion initiatives are an integral part of AIG's business strategies.
- New Chief Diversity Officer appointed in October 2020 to coordinate AIG's efforts in making meaningful strides as it relates to diversity, equity and inclusion.
- Three leadership programs targeted at our diverse talent pool.
 - Women's Executive Leadership Initiative and the Executive Men's Development Initiative (for men of color) seek to hone executive leadership skills of high-potential employees.
 - Accelerated Leadership Development program matches mid-level men and women of color in AIG's leadership pipeline with senior executive mentors and coaches them on essential senior management and executive leadership skills.
- In 2020, more than 17,000 global colleagues participated in Courageous Conversations, a training program about unconscious bias and systemic racism.

Spotlight on AIG's Robust Network of ERGs

ERGs are groups of employees who come together based on a shared interest in a specific dimension of diversity. The ERGs are a cornerstone of our diversity, equity and inclusion efforts, with significant employee participation. Our ERGs represent and support our diverse workforce, facilitate networking and connections with peers, and create a culture of inclusion and engagement within AIG.

130+
Global Chapters

37+
Countries

13
Dimensions of Diversity

10,000+
Members

SUSTAINABILITY AND CORPORATE SOCIAL RESPONSIBILITY

AIG believes that the challenges we face in the world today are as serious as they are complex. As risk managers, insurers, and investors, we have a unique role to play in building a more sustainable, secure world. To that end, AIG has developed a sustainability agenda intended to help future-proof our communities—a unified sustainability approach that supports our business strategy and addresses expectations from many of our key stakeholders including investors, regulators, clients, and employees. AIG's four sustainability priorities (community resilience, financial security, sustainable operations and sustainable investing) align with our core business strategy and focus on the future proofing communities.

AIG's Sustainability Priorities

- Community resilience
- Financial security
- Sustainable operations
- Sustainable investing

The NCGC oversees and reports to the Board as necessary with respect to sustainability (including climate-related issues), corporate social responsibility and lobbying and public policy matters. AIG's Chief Sustainability Officer is responsible for leading the development and implementation of AIG's company-wide sustainability strategy. Our Chief Sustainability Officer sits within AIG's Global Legal, Compliance & Regulatory Group, which provides visibility and influence with AIG's executive leadership. The NCGC receives regular reports from our Chief Sustainability Officer on sustainability-related matters.

Under the leadership of the Chief Sustainability Officer, cross-functional teams and working groups have been established to drive integration and advancement of AIG's sustainability priorities into all lines of business. Each working group is sponsored by one of AIG's Executive Officers to cascade the tone at the top throughout the entire organization.

ESG Investments Working Group

Align efforts across all investment functions by sharing education, research, and data, as well as creating working principles and assessing Environmental, Social and Governance (ESG) factors



ERM Sustainability Group

Align Enterprise Risk Management (ERM) and AIG's sustainability efforts by identifying and assessing ESG risks within AIG's enterprise risk management



Sustainability Integration Team

Drive sustainability initiatives within their respective areas, as well as influence and mobilize the execution of AIG's sustainability strategy across the organization



Climate Change Working Group

Address business implications, risks and opportunities related to climate and support the development and execution of AIG's climate change strategy



Employee Sustainability Network

Provide an opportunity for employees to get involved in sustainability initiatives on a more local, grassroots level, while also helping advance AIG's sustainability agenda

Recent Sustainability Milestones

- Performed AIG's first materiality assessment to identify and prioritize ESG issues that are most significant for AIG's long-term value creation and of most importance to our key stakeholders
- Developed a unified position on climate change risks and strategy recommendation
- Launched AIG's Employee Sustainability Network to provide an opportunity for employees to get involved in sustainability initiatives on a more local, grassroots level, while also helping advance AIG's sustainability agenda
- Published a second Taskforce on Climate-related Financial Disclosures (TCFD) report and became a TCFD supporter
- Became a Carbon Disclosure Project (CDP) investor signatory and continued to report on CDP's Climate Investor Questionnaire for 11 consecutive years
- Became a member of the UN Global Compact, committing to align with the UN Global Compact principles and to support the UN Sustainable Development Goals

Additional Information Available on our Sustainability Site

To review our TCFD report and detailed information about AIG's philosophy and practices regarding sustainability (including climate change projects) and corporate responsibility (including philanthropy, volunteerism and diversity, equity and inclusion), please visit our sustainability site at www.aig.com/about-us/sustainability. The reports and any other information on this website are not incorporated by reference in, and do not form part of, this Proxy Statement or any other SEC filing.

RISK MANAGEMENT

The Board oversees the management of risk (including, for example, risks related to market conditions, reserves, catastrophes, investments, liquidity, capital and cybersecurity) through the complementary functioning of the Risk and Capital Committee and the Audit Committee and interacting and coordinating with other Board Committees. The Risk and Capital Committee oversees AIG's ERM practices as one of its core responsibilities and reviews AIG's risk assessment and risk management policies. The Audit Committee also evaluates and oversees the guidelines and policies governing AIG's risk assessment and management processes relating to financial reporting as well as the risk control framework. The Audit and Risk and Capital Committee Chairs then coordinate with each other and the Chairs of the other Board Committees with the aim to ensure that each Board Committee has received the information that it needs to carry out its responsibilities with respect to risk management. Both the Risk and Capital Committee and the Audit Committee report to the Board with respect to relevant risk management issues. The CMRC, 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. For further information regarding the annual risk assessment of compensation plans, see "Executive Compensation—Report of the Compensation and Management Resources Committee."

CYBERSECURITY

The Technology Committee reviews AIG's cybersecurity risks, policies, controls and procedures, including: (1) AIG's procedures to identify and assess internal and external cybersecurity risks, (2) AIG's controls to protect from cyberattacks, unauthorized access or other malicious acts and risks, (3) AIG's procedures to detect, respond to, mitigate negative effects from and recover from cybersecurity attacks, (4) AIG's controls and procedures for fulfilling applicable regulatory reporting and disclosure obligations related to cybersecurity risks, costs and incidents and (5) AIG's cybersecurity practices as compared to industry practices. Management reports to the Technology Committee on cybersecurity matters at every meeting of the Technology Committee, which meets at least two times a year in accordance with the Technology Committee charter. At least once a year, AIG's Chief Information Security Officer also meets with the full Board to report on AIG's internal and external cybersecurity risks and our actions and responses.

BOARD COMMITTEES

AIG's Board Committee structure is organized around key strategic issues. Board Committee Chairs regularly coordinate with one another to ensure appropriate information sharing. To further facilitate information sharing, all Board Committees provide a summary of significant actions at regular meetings of the Board. As required under AIG's Corporate Governance Guidelines, each standing Board Committee conducts an annual self-assessment and review of its charter.

The following table sets forth the current membership and the number of meetings held in 2020 for each standing Board Committee. Messrs. Duperreault and Zaffino do not serve on any Board Committees. Mr. Steenland serves as an *ex-officio*, non-voting member of each Board Committee. Mr. Cole joined our Board effective March 15, 2021 and thus did not attend any Board or Board Committee meetings during 2020.

Director	Audit Committee 	Compensation and Management Resources Committee 	Nominating and Corporate Governance Committee 	Risk and Capital Committee 	Technology Committee 
James Cole, Jr.(1)					
W. Don Cornwell		C	■		
Brian Duperreault					
John H. Fitzpatrick	■				■
William G. Jurgensen			■	C	
Christopher S. Lynch	■		C	■	
Henry S. Miller		■			■
Linda A. Mills	■	■			C
Thomas F. Motamed		■		■	
Peter R. Porrino	C			■	
Amy L. Schioldager	■		■		■
Douglas M. Steenland	◆	◆	◆	◆	◆
Therese M. Vaughan		■		■	
Peter Zaffino					
Number of meetings in 2020	7	9	5	5	4

C= Chair

■= Member

◆ Mr. Steenland, as Lead Independent Director (formerly Independent Chair), is an *ex-officio*, non-voting member.

(1) Mr. Cole has been appointed to serve as a member of the Audit and Technology Committees, effective March 31, 2021.

AUDIT COMMITTEE

Primary responsibilities

- Assists the Board in its oversight of AIG's financial statements, including internal control over financial reporting.
- Reviews and discusses with senior management the guidelines and policies by which AIG assesses and manages risk.
- Coordinates with the Risk and Capital Committee to help ensure the Board and each Board Committee has received the information it needs to carry out their responsibilities with respect to oversight of risk assessment and risk management.
- Assists the Board in its oversight of the qualifications, independence and performance of AIG's independent registered public accounting firm, including responsibility for the appointment, compensation, retention and oversight of the work of the firm.
- Assists the Board in its oversight of the performance of AIG's internal audit function, including responsibility for the appointment, replacement, reassignment or dismissal of, and being involved in the performance reviews of, AIG's chief internal auditor.
- Assists the Board in its oversight of AIG's compliance with legal and regulatory requirements, including reviewing periodically with management any significant legal, compliance and regulatory matters that have arisen or that may have a material impact on AIG's business, financial statements or compliance policies, AIG's relations with regulators and governmental agencies, and any material reports or inquiries from regulators and government agencies.
- Approves regular, periodic cash dividends on AIG common stock and preferred stock consistent with Board-approved dividend policies and with support from the Risk and Capital Committee to confirm adequacy of AIG's capital and liquidity.
- Reviews and discusses any significant topics raised at the audit committee meetings of AIG's material foreign subsidiaries.

HELD 7 MEETINGS IN 2020

MEMBERS

Peter R. Porrino, **Chair**
 John H. Fitzpatrick
 Christopher S. Lynch
 Linda A. Mills
 Amy L. Schioldager
 Douglas M. Steenland (*ex-officio*, non-voting member)

INDEPENDENCE

The Board has determined, on the recommendation of the NCGC, that all members of the Audit Committee are independent under both NYSE listing standards and the SEC rules.

FINANCIAL LITERACY

The Board has determined, on the recommendation of the NCGC, 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.

FINANCIAL EXPERTS

The Board has determined, on the recommendation of the NCGC, that Messrs. Fitzpatrick, Lynch, Porrino and Steenland (as an *ex-officio* member) are audit committee financial experts, as defined under SEC rules.

COMPENSATION AND MANAGEMENT RESOURCES COMMITTEE

Primary responsibilities

- Oversees AIG's compensation programs generally.
- Reviews and approves incentive award performance metrics and goals relevant to the compensation of AIG's Chief Executive Officer, evaluates the Chief Executive Officer's performance and determines and approves the compensation awarded to the Chief Executive Officer (subject to ratification or approval by the Board).
- Reviews and approves the incentive award performance metrics relevant to the compensation of the other senior executives under its purview (which includes all of the named executives listed in the 2020 Summary Compensation Table) and, based on the recommendation of the Chief Executive Officer, approves the compensation of each such senior executive.
- Reviews reports about the compensation of other key corporate officers of AIG, as the CMRC deems appropriate.
- Oversees AIG's management development and succession planning programs for the Chief Executive Officer and his direct reports and consults with the Chair of the NCGC with respect to Chief Executive Officer succession planning.
- Reviews and approves compensation-related disclosures for inclusion in AIG's annual Proxy Statement.
- Oversees the assessment of the risks related to AIG's compensation policies and programs.
- Reviews periodic updates from management on initiatives and progress in the area of human capital, including diversity, equity and inclusion.
- Engages the services of an independent compensation consultant to advise on executive compensation matters.

The foregoing responsibilities may not be delegated to persons who are not members of the CMRC.

HELD **9** MEETINGS IN 2020

MEMBERS

W. Don Cornwell, **Chair**
 Henry S. Miller
 Linda A. Mills
 Thomas F. Motamed
 Therese M. Vaughan
 Douglas M. Steenland (*ex-officio*, non-voting member)

INDEPENDENCE

The Board has determined, on the recommendation of the NCGC, that all members of the CMRC are independent under both NYSE listing standards and SEC rules.

COMPENSATION AND MANAGEMENT RESOURCES COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

During his or her service on the CMRC, 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 2020, none of AIG's executive officers served as a director of another entity, one of whose executive officers served on the CMRC; 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 AIG's Board or on the CMRC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

Primary responsibilities

- Identifies individuals qualified to become Board members, consistent with criteria approved by the Board, and recommends these individuals to the Board for nomination, election or appointment as members of the Board and Board Committees.
- Considers board refreshment in light of various factors, including expected director departures, the Board's mix and interplay of skills, experience and attributes, including diversity, and individual director performance.
- Oversees the annual evaluation of the Board, individual directors and Board Committees.
- Periodically reviews and makes recommendations to the Board regarding the form and amount of independent director compensation.
- Receives reports from the NCGC Chair relating to succession planning for the Chief Executive Officer.
- Reviews and reports to the Board with respect to (1) AIG's position, policies, practices and reporting with respect to sustainability, (2) current and emerging corporate social responsibility issues of significance to AIG and its stakeholders, including the manner in which AIG conducts its public policies, social and environmental practices, climate-related activities, government relations activities, and other issues, (3) public policy issues of significance to AIG and its stakeholders and (4) AIG's relationships with public interest groups, legislatures, government agencies and the media, as well as AIG stakeholders, and how those constituencies view AIG as those relationships relate to issues of public policy and social responsibility.

HELD **5** MEETINGS IN 2020

MEMBERS

Christopher S. Lynch, **Chair**
 W. Don Cornwell
 William G. Jurgensen
 Amy L. Schioldager
 Douglas M. Steenland (*ex-officio*, non-voting member)

INDEPENDENCE

The Board has determined that all members of the NCGC are independent under NYSE listing standards and SEC rules.

RISK AND CAPITAL COMMITTEE

Primary responsibilities

- Assists the Board in overseeing and reviewing information regarding AIG's ERM practices, including the significant policies, procedures, and practices employed to manage liquidity risk, credit risk, market risk, operational risk and insurance risk.
- Provides strategic guidance to management as to AIG's capital structure and financing, the allocation of capital to its businesses, methods of financing its businesses and other related strategic initiatives.
- Reviews and makes recommendations to the Board with respect to AIG's financial and investment policies.
- Approves issuances, investments, dispositions and other transactions and matters as authorized by the Board.
- Advises the Audit Committee with respect to AIG's capital and liquidity position to support the Audit Committee's approval of regular, periodic cash dividends on AIG common and preferred stock.
- Coordinates with the Board, the CMRC and the Audit Committee to help ensure that the Board and each Board Committee has received the information it needs to carry out their responsibilities with respect to risk management.

HELD **5** MEETINGS IN 2020

MEMBERS

William G. Jurgensen, **Chair**
 Christopher S. Lynch
 Thomas F. Motamed
 Peter R. Porrino
 Therese M. Vaughan
 Douglas M. Steenland (*ex-officio*, non-voting member)

INDEPENDENCE

The Board has determined, on the recommendation of the NCGC, that all members of the Risk and Capital Committee are independent under NYSE listing standards and SEC rules.

TECHNOLOGY COMMITTEE

Primary responsibilities

- Assists the Board in its oversight of AIG's information technology projects and initiatives.
- Reviews the financial, tactical and strategic benefits of proposed significant information technology-related projects and initiatives.
- Reviews and makes recommendations to the Board regarding significant information technology investments in support of AIG's information technology strategy.
- Reviews AIG's risk management and risk assessment guidelines and policies regarding information technology security, including the quality and effectiveness of AIG's information technology security, business continuity management capabilities and disaster recovery capabilities.
- Reviews AIG's cybersecurity risks, policies, controls and procedures.

HELD **4** MEETINGS IN 2020

MEMBERS

Linda A. Mills, **Chair**
 John H. Fitzpatrick
 Henry S. Miller
 Amy L. Schioldager
 Douglas M. Steenland (*ex-officio*, non-voting member)

INDEPENDENCE

The Board has determined, on the recommendation of the NCGC, that all members of the Technology Committee are independent under NYSE listing standards and SEC rules.

COMPENSATION OF DIRECTORS

Highlights of our Director Compensation Program

- No fees for Board meeting attendance
- Emphasis on equity, aligning director interests with shareholders
- Formulaic annual equity grants with immediate vesting to support independence
- Benchmarking against peers with advice from independent compensation consultant
- No compensation is payable to non-independent directors for their service as directors

We use a combination of cash and deferred stock-based awards to attract and retain qualified candidates to serve as independent directors on our Board. In setting director compensation, the NCGC considers the significant amount of time that members of the Board spend in fulfilling their duties to AIG, as well as the diverse and complementary skills, experience and attributes of our directors. The following table describes the compensation structure for AIG's independent directors in 2020.

2020 COMPENSATION STRUCTURE FOR INDEPENDENT DIRECTORS

Base Annual Retainer	(\$)
Cash Retainer	125,000
Deferred Stock Units (DSUs) Award(1)	170,000
Annual Independent Chair Cash Retainer(2)	260,000
Annual Board Committee Chair Cash Retainers	
Audit Committee	40,000
Risk and Capital Committee	40,000
Compensation and Management Resources Committee	30,000
Other Board Committees	20,000

(1) DSUs granted in 2020 were granted under the AIG 2013 Omnibus Incentive Plan (2013 Plan). Going forward, DSUs will be granted under the 2021 Plan, subject to shareholder approval of such plan.

(2) This Independent Chair Cash Retainer became a Lead Independent Director Retainer effective March 1, 2021 concurrent with the effective date of the changes to AIG's leadership structure. No Lead Independent Director Retainer was paid in 2020.

The annual cash retainer of \$125,000, as well as any cash retainers due for service as Independent Chair/Lead Independent Director or a Board Committee Chair, are payable in four equal installments on the first business day of each quarter in arrears of service for the preceding quarter. The annual grant of \$170,000 in DSUs is made for prospective service, at the time of AIG's Annual Shareholder Meeting, for the upcoming one-year term. Unless independent directors have made a special deferral election for their DSUs (discussed below), DSUs vest on the last trading day of the month in which the independent director ceases to be a director of AIG.

Independent directors are also eligible for the AIG Matching Grants Program, through which AIG provides a two-for-one match on charitable donations in an amount of up to \$10,000 per employee or director annually (the same terms and conditions that apply to AIG employees). For 2020 only, the maximum amount of AIG's charitable donation match was increased to \$12,000 per employee or director annually.

Independent directors may elect to receive their base annual, Independent Chair/Lead Independent Director and Board Committee Chair cash retainer amounts in the form of DSUs. The number of DSUs received is based on the closing sale price of AIG common stock on the date the cash retainer would otherwise be payable.

Each DSU provides that one share of AIG common stock will be delivered when the independent director ceases to be a member of the Board and includes dividend equivalent rights that entitle the independent 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. Annually, directors may elect to defer the settlement date of 100 percent of their DSUs received in the following year. In addition, no less than 12 months prior to retirement, retiring directors may make an election to defer the settlement of 100 percent of any DSUs not previously deferred pursuant to an annual election and/or any previously deferred DSUs.

Under director stock ownership guidelines, independent 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 base annual retainer for independent directors.

AIG's Insider Trading Policy prohibits directors from engaging in hedging transactions with respect to any AIG securities, including by trading in any derivative security relating to AIG's securities. In particular, other than pursuant to an AIG compensation or benefit plan or dividend distribution, directors may not acquire, write or otherwise enter into an instrument that has a value determined by reference to AIG securities, whether or not the instrument is issued by AIG. Examples include put and call options, forward contracts, collars and equity swaps relating to AIG securities. In addition, AIG's Insider Trading Policy prohibits directors from pledging AIG securities and none of AIG's directors have pledged any AIG securities.

Messrs. Duperreault and Zaffino, who are not independent directors, were not eligible to receive any compensation for their service as directors.

Frederic W. Cook & Co. (FW Cook) provided advice to the NCGC with respect to AIG director compensation and related market practices. Both the cash and equity components of independent director compensation remain subject to the shareholder-approved limits established in the 2013 Plan and will be subject to such limits established in the 2021 Plan.

The following table contains information with respect to the compensation of the individuals who served as independent directors of AIG for all or part of 2020.

2020 INDEPENDENT DIRECTOR COMPENSATION

Independent Members of the Board in 2020	Fees Earned or Paid in Cash \$(1)	Stock Awards \$(2)	All Other Compensation \$(3)	Total (\$)
W. Don Cornwell	155,000	169,977	10,000	334,977
John H. Fitzpatrick	125,000	169,977	0	294,977
William G. Jurgensen	165,000	169,977	0	334,977
Christopher S. Lynch	145,000	169,977	0	314,977
Henry S. Miller	125,000	169,977	10,000	304,977
Linda A. Mills	145,000	169,977	12,000	326,977
Thomas F. Motamed	125,000	169,977	0	294,977
Suzanne Nora Johnson	60,288	0	0	60,288
Peter R. Porrino	150,385	169,977	12,000	332,362
Amy L. Schioldager	125,000	169,977	0	294,977
Douglas M. Steenland	385,000	169,977	0	554,977
Therese M. Vaughan	125,000	169,977	9,980	304,957

- (1) This column represents annual retainer fees, Independent Chair retainer fees and Board Committee Chair retainer fees. For Mr. Jurgensen, the amount includes (i) a prorated Board Committee Chair retainer fee for his service as Chair of the Audit Committee until the date of the 2020 Annual Meeting; and (ii) a prorated Committee Chair retainer fee for his service as Chair of the Risk and Capital Committee, effective as of the date of the 2020 Annual Meeting. For Mr. Porrino, the amount includes a prorated Board Committee Chair retainer fee for his service as Chair of the Audit Committee, effective as of the date of the 2020 Annual Meeting. For Ms. Nora Johnson, the amount includes prorated annual retainer fees for her service as director and as Chair of the Risk and Capital Committee until the date of the 2020 Annual Meeting. For Ms. Nora Johnson, the amount does not include (i) \$813,153.06, which represents the value of shares of AIG common stock delivered when she ceased to be a member of the Board as of the 2020 Annual Meeting in accordance with the terms of DSUs previously granted; and (ii) \$2,247.90, which represents a cash payment with respect to warrant equivalents granted to her related to DSUs granted prior to the distribution of warrants to all holders of AIG common stock in January 2011.
- (2) This column represents the grant date fair value of DSUs granted in 2020 to independent directors determined in accordance with Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) Topic 718, based on the closing sale price of AIG common stock on the date of grant.
- (3) This column represents charitable contributions disbursed by AIG during 2020 under AIG's Matching Grants Program, through which AIG provides a two-for-one match on charitable donations in an amount of up to \$10,000 per independent director annually. For 2020 only, the maximum amount of AIG's charitable donation match was increased to \$12,000 per employee or director annually.

The following table sets forth information with respect to the stock awards outstanding at December 31, 2020 for the independent directors of AIG during 2020. None of the independent directors hold option awards.

OUTSTANDING STOCK AWARDS AT DECEMBER 31, 2020

Independent Members of the Board in 2020	Deferred Stock Units(1)
W. Don Cornwell	30,856
John H. Fitzpatrick	29,603
William G. Jurgensen	25,785
Christopher S. Lynch	31,016
Henry S. Miller	31,016
Linda A. Mills	20,675
Thomas F. Motamed	15,529
Suzanne Nora Johnson	0
Peter R. Porrino	16,105
Amy L. Schioldager	11,886
Douglas M. Steenland	31,016
Therese M. Vaughan	11,886

- (1) DSUs shown include DSUs awarded in 2020 and prior years, any cash retainer amounts that a director elected to receive in 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 unless the director has made an election to defer settlement to a later date. DSUs granted prior to May 15, 2013 were granted under the 2010 Stock Incentive Plan and DSUs granted on or after May 15, 2013 were granted under the 2013 Plan.

CORPORATE GOVERNANCE MATERIALS AVAILABLE ON OUR WEBSITE

The following documents are available in the About Us—Leadership and Governance—Corporate Governance Documents 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:

- Amended and Restated Certificate of Incorporation
- By-laws
- Charters of the Audit Committee, the CMRC, the NCGC, the Risk and Capital Committee and the Technology Committee
- Corporate Governance Guidelines
- AIG's Diversity/Equal Opportunity Policy
- Related-Party Transactions Approval Policy
- Social Media Guidelines
- AIG's Director, Executive Officer and Senior Financial Officer Code of Business Conduct and Ethics
- Employee Code of Conduct
- Supplier Code of Conduct
- Third Party Code of Conduct

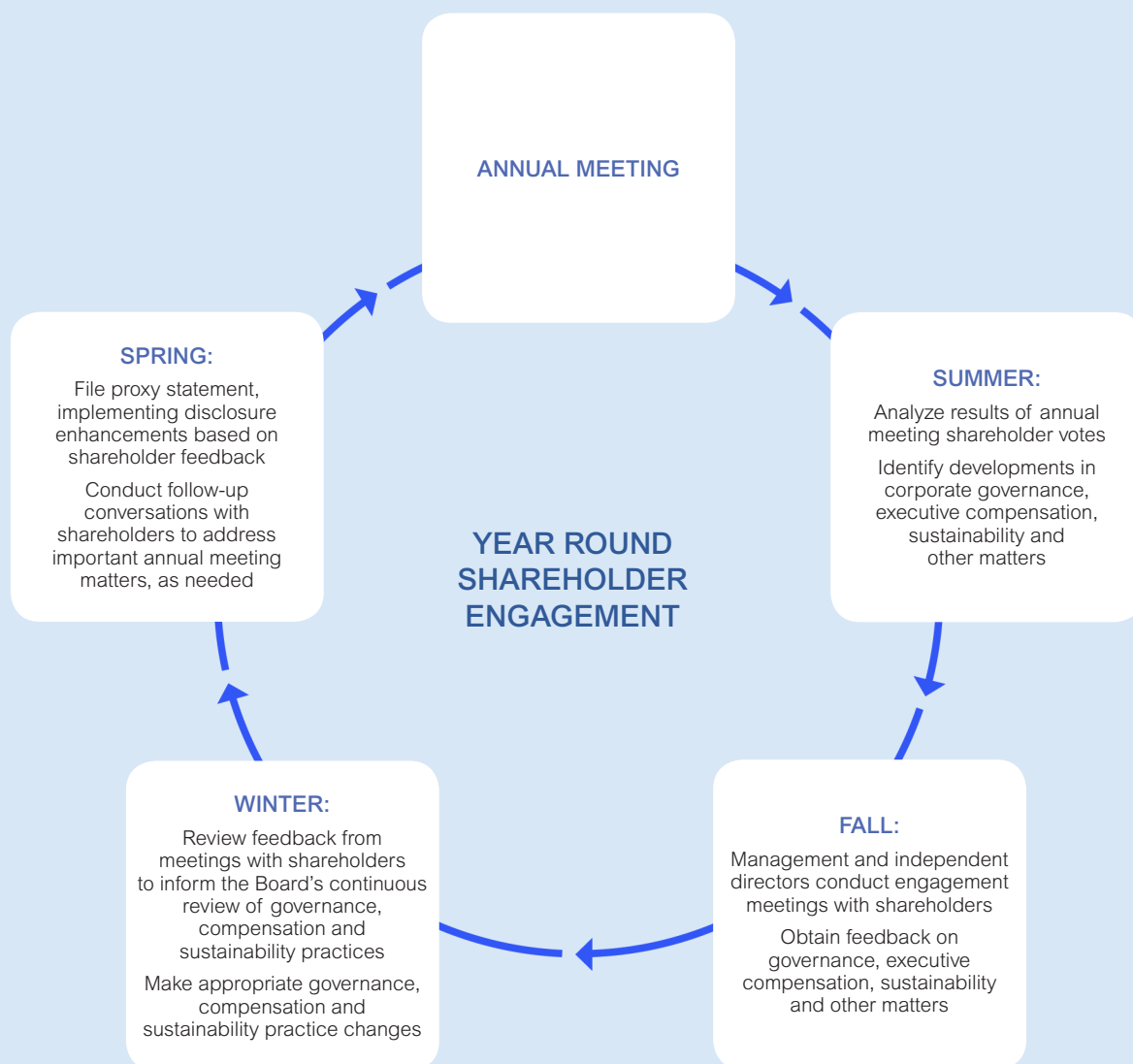
Any amendment to AIG's Director, Executive Officer and Senior Financial Officer Code of Business Conduct and Ethics and any waiver applicable to AIG's directors, executive officers or senior financial officers will be posted on AIG's website within the time period required by the SEC and the NYSE. Information on our website is not, and will not be deemed to be, a part of this Proxy Statement or incorporated into any of our other filings.

Year-Round Shareholder Engagement

Fostering long-term relationships with our shareholders and maintaining their trust is a priority for the Board. Direct engagement with shareholders helps us gain useful feedback on a wide variety of topics, including corporate governance, executive compensation, sustainability and corporate responsibility, human capital management matters, business strategy and performance and related matters. Shareholder feedback also helps to better tailor the public information we disclose to address the interests and inquiries of shareholders.

YEAR-ROUND SHAREHOLDER ENGAGEMENT PROGRAM

AIG has developed a robust engagement program that ensures an active, year-round, open dialogue with shareholders and other stakeholders. These meetings strengthen AIG's relationship with our shareholders and reinforce our commitment to incorporate shareholder feedback into various decisions made by the Board and management.



2020 SHAREHOLDER ENGAGEMENT

During 2020, we continued our efforts to engage consistently and productively with our shareholders. Our then Independent Chair and the Chair of our CMRC participated in some of these engagement meetings, alongside our General Counsel, Chief Human Resources Officer, Corporate Secretary, Head of Executive Compensation, Head of Investor Relations and Chief Sustainability Officer.

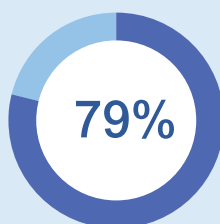
BY THE NUMBERS: SHAREHOLDER ENGAGEMENT IN 2020

We contacted

**57 of our Top
Shareholders**

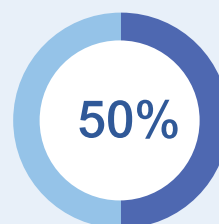
and other key
stakeholders

Representing over



of our shares outstanding,
with invitations to meet
with our management
and/or directors

We held **34 meetings**
with shareholders
representing over



of our shares outstanding

Independent Chair and Chair of the CMRC participated in five of the engagement meetings

These efforts are complementary to outreach conducted by members of senior management through AIG's Investor Relations department as they regularly meet with shareholders and participate in investor conferences in the U.S. and abroad. In 2020, our Investor Relations department led over 200 meetings with over 250 equity shareholders representing approximately 53 percent of our shares outstanding. Investor presentations are made available in the Investors—Webcasts and Presentations section of AIG's corporate website at www.aig.com.

TOPICS COVERED DURING 2020 SHAREHOLDER ENGAGEMENT

Our engagement with shareholders in 2020 covered a broad set of topics, including corporate strategy, AIG's response to the COVID-19 crisis, corporate governance, environmental and social issues, Board and management succession planning and executive compensation. Some key messages we heard, and examples of actions we took in response to this feedback, included:

Key Messages	AIG Actions
Concerns from shareholders about the stock price performance of AIG's common stock	Announced in October 2020 that AIG is evaluating alternatives for the separation of our Life and Retirement business in a manner intended to unlock value for shareholders and other stakeholders and establish two strong, market-leading companies (See "Executive Summary—2020 Highlights—Announcement of Planned Life and Retirement Separation")
Requests from shareholders for updates on the Board's plan with respect to management succession	Announced in October 2020 that Mr. Zaffino would become Chief Executive Officer, Mr. Duperreault would become Executive Chair and Mr. Steenland would become Lead Independent Director, each effective March 1, 2021 (See "Executive Summary—2020 Highlights—Execution of Thoughtful, Well-Coordinated Succession Plan")
Strong interest in disclosures describing AIG's response to the COVID-19 crisis, in particular with respect to the impact on both business strategy and human capital management	Provided robust disclosures in this Proxy Statement relating to AIG's response to the COVID-19 crisis (See "Executive Summary—2020 Highlights—AIG's Response to COVID-19")
Positive feedback related to the publication of AIG's second TCFD report and requests for expanded sustainability reporting	Performed AIG's first materiality assessment to identify and prioritize ESG issues that are most significant for AIG's long-term value creation and of most importance to our key stakeholders, which we see as an initial step towards expanded sustainability disclosures (See "Corporate Governance—Areas of Board Oversight—Sustainability and Corporate Social Responsibility")
Support for AIG's diversity, equity and inclusion initiatives and requests for increased disclosure of demographic data and goals to help shareholders assess the success of those initiatives	Agreed to publish our official consolidated EEO-1 Report on our website beginning with the 2019 and 2020 Reports, which are due in April 2021; and augmented disclosures in this Proxy Statement relating to the diversity of our Board to provide self-identified diversity information for each individual director (See "Executive Summary—Director Nominee Skills, Experience and Attributes")

Our engagement meetings in 2020 also provided us with an opportunity to further understand our shareholders' views with respect to our executive compensation programs, although shareholders inquired about the subject less frequently than in recent years. For details on the executive compensation-related feedback we heard from shareholders and how we responded see "Executive Compensation—Compensation Discussion and Analysis—Engagement with Shareholders on Executive Compensation Topics."

Shareholder feedback is communicated directly to our directors and helps inform Board discussions on a range of key areas. AIG and the Board remain committed to consistent and substantive shareholder engagement and to incorporating shareholder perspectives in our governance and compensation discussions and corporate responsibility initiatives.

Ownership of Certain Securities

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, 2021.

Name and Address	Shares of Common Stock Beneficially Owned	
	Number	Percent (%)
BlackRock, Inc. 55 East 52nd Street New York, NY 10055	76,696,098(1)	8.9
T. Rowe Price Associates, Inc. 100 E. Pratt Street Baltimore, MD 21202	64,038,129(2)	7.4
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	80,337,158(3)	9.3

- (1) Based on a Schedule 13G/A filed on February 5, 2021 by BlackRock, Inc. reporting beneficial ownership as of December 31, 2020. Item 4 to this Schedule 13G/A 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/A. 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.
- (2) Based on a Schedule 13G filed on February 16, 2021 by T. Rowe Price Associates, Inc. reporting beneficial ownership as of December 31, 2020. Item 4 to this Schedule 13G provides details as to the voting and investment power of T. Rowe Price Associates, 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.
- (3) Based on a Schedule 13G/A filed on February 10, 2021 by The Vanguard Group reporting beneficial ownership as of December 31, 2020. Item 4 to this Schedule 13G/A provides details as to the voting and investment power of The Vanguard Group 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/A. 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.

From time to time, we engage in ordinary course, arms-length transactions with entities or affiliates of entities that are the beneficial owner of more than five percent of our outstanding common stock.

The following table summarizes the ownership of AIG common stock by (1) each of our current directors, (2) each of our named executive officers included in the 2020 Summary Compensation Table in “Executive Compensation—2020 Compensation” and (3) our current directors and executive officers as a group.

	AIG Common Stock Owned Beneficially as of January 31, 2021	
	Amount and Nature of Beneficial Ownership(1)(2)	Percent (%) of Class
James Cole, Jr.	0	—
W. Don Cornwell	31,121	(3)
Douglas A. Dachille	260,127	0.03
Brian Duperreault	1,091,767	0.13
Lucy Fato	93,914	0.01
John H. Fitzpatrick	29,857	(3)
William G. Jurgensen	61,007	0.01
Christopher S. Lynch	34,438	(3)
Mark D. Lyons	114,856	0.01
Henry S. Miller	31,283	(3)
Linda A. Mills	20,853	(3)
Thomas F. Motamed	41,503	(3)
Peter R. Porrino	17,353	(3)
Amy L. Schioldager	11,988	(3)
Douglas M. Steenland	36,083	(3)
Therese M. Vaughan	12,988	(3)
Peter Zaffino	526,716	0.06
All current directors and current executive officers of AIG as a group (23 individuals)	2,868,432	0.33

- (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: Dachille—133,256 shares, Duperreault—851,170 shares, Fato—65,321 shares, Lyons—112,379 shares, Zaffino—466,256 shares and all current directors and current executive officers of AIG as a group—1,830,711 shares; and (ii) DSUs granted to each independent director with delivery of the underlying AIG common stock deferred until such director ceases to be a member of the Board as follows: Cornwell—31,121 shares, Fitzpatrick—29,857 shares, Jurgensen—26,007 shares, Lynch—31,283 shares, Miller—31,283 shares, Mills—20,853 shares, Motamed—16,503 shares, Porrino—17,353 shares, Schioldager—11,988 shares, Steenland—31,283 shares and Vaughan—11,988 shares.
- (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: Fitzpatrick—100 shares.
- (3) Less than .01 percent.

Delinquent Section 16(a) Reports

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 deficiency under Section 16(a) by our directors, officers and greater than ten percent holders during 2020 was a late filing by amendment to the original Form 3 filed by Kevin T. Hogan in 2013 relating solely to the number of AIG warrants held directly by Mr. Hogan at the time he became an AIG executive officer.

Relationships and Related-Party Transactions

RELATED-PARTY TRANSACTIONS APPROVAL POLICY

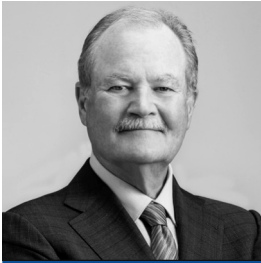
The Board of AIG has adopted a related-party transactions approval policy. Under this written policy, any transaction between AIG or any of its subsidiaries and any director or executive officer, or their related persons that involves more than \$120,000 and would be required to be disclosed in AIG's Proxy Statement must be approved by the NCGC (or, in certain circumstances where it is impractical or undesirable to seek the approval of the full NCGC, by its Chair, acting on behalf of the full NCGC). In determining whether or not to approve a related-party transaction, the NCGC or its Chair, as applicable, 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 NCGC or its Chair, as applicable, deems relevant.

AIG did not have any related-party transactions in 2020.

Our Executive Officers

Each of AIG's executive officers is elected to a one-year term and serves at the pleasure of the Board. There are no arrangements or understandings between any executive officer and any other person pursuant to which the executive officer was elected to such position. Information concerning the executive officers of AIG as of the date hereof is set forth below.

Name	Title and Biographical Information	Age	Served as Officer Since
BRIAN DUPERREULT 	Executive Chair For information on Mr. Duperreault's experience, please see "Proposal 1—Election of Directors."	73	2017
PETER ZAFFINO 	President and Chief Executive Officer For information on Mr. Zaffino's experience, please see "Proposal 1—Election of Directors."	54	2017
MARK D. LYONS 	Executive Vice President and Chief Financial Officer Mark D. Lyons joined AIG in June 2018 as Senior Vice President and Chief Actuary and was appointed Executive Vice President and Chief Financial Officer in December 2018. From 2012 until joining AIG, Mr. Lyons served as Executive Vice President, Chief Financial Officer and Treasurer at Arch Capital Group, Ltd., a Bermuda-based global insurance company. Prior to that role, Mr. Lyons had served in various capacities within Arch Insurance U.S. operations, including as Chairman and Chief Executive Officer of Arch Worldwide Insurance Group. Prior to joining Arch Capital Group, Mr. Lyons held various positions at Zurich U.S., Berkshire Hathaway and AIG.	64	2018

Name	Title and Biographical Information	Age	Served as Officer Since
DOUGLAS A. DACHILLE	Executive Vice President and Chief Investment Officer Douglas A. Dachille joined AIG in September 2015 as Executive Vice President and Chief Investment Officer. Mr. Dachille served as Chief Executive Officer of First Principles Capital Management, LLC (First Principles), an investment management firm, from September 2003 until its acquisition by AIG in September 2015. Prior to co-founding First Principles, he was President and Chief Operating Officer of Zurich Capital Markets. Mr. Dachille began his career at JPMorgan Chase, where he served as Global Head of Proprietary Trading and Co-Treasurer.	56	2015
LUCY FATO	Executive Vice President, General Counsel & Global Head of Communications and Government Affairs Lucy Fato joined AIG in October 2017 as Executive Vice President & General Counsel and also served as Interim Head of Human Resources from October 2018 to July 2019. She took on additional responsibilities as Global Head of Communications and Government Affairs in November 2020. From October 2016 until joining AIG, she was Managing Director, Head of the Americas and General Counsel at Nardello & Co. LLC, a global private investigative firm, where she remains on the Advisory Board. Previously, she worked at S&P Global (formerly known as McGraw Hill Financial), a financial information and analytics corporation, where she served as Executive Vice President & General Counsel from August 2014 to October 2015, and as a Consultant from October 2015 to October 2016. Prior to that, Ms. Fato was Vice President, Deputy General Counsel and Corporate Secretary at Marsh & McLennan Companies, Inc. from 2005 to 2014. Ms. Fato began her legal career at Davis Polk & Wardwell LLP where she spent fourteen years, including five as a partner in the Capital Markets Group.	54	2017
SHANE FITZSIMONS	Executive Vice President and Chief Administrative Officer Shane Fitzsimons joined AIG as Global Head of Shared Services in July 2019 and currently serves as Executive Vice President and Chief Administrative Officer. He also oversees AIG's Shared Services, Financial Planning and Analysis and Corporate Real Estate groups. Prior to joining AIG, he was Group Synergy Officer at TATA Group, an Indian multinational conglomerate from April 2018 to June 2019. Previously, Mr. Fitzsimons served in various operational and financial leadership roles at General Electric Company from March 1994 to September 2017. Prior to his time at General Electric Company, Mr. Fitzsimons spent seven years in public accounting in Ireland and the Netherlands.	53	2020

Name	Title and Biographical Information	Age	Served as Officer Since
KEVIN T. HOGAN	Executive Vice President and Chief Executive Officer, Life and Retirement Kevin Hogan joined AIG as Chief Executive Officer of Global Consumer Insurance in October 2013 and currently serves as Executive Vice President and Chief Executive Officer, Life and Retirement. Prior to joining AIG, Mr. Hogan was Chief Executive Officer, Global Life for Zurich Insurance Group. Prior to Zurich, Mr. Hogan was previously employed by AIG where he began his career and held various positions in Property Casualty and Life and Retirement.	58	2013
KAREN LING	Executive Vice President and Chief Human Resources Officer Karen Ling joined AIG as Executive Vice President and Chief Human Resources Officer in July 2019. From July 2014 until joining AIG, she served as Executive Vice President and Chief Human Resources Officer at Allergan plc., a pharmaceutical company. Prior to Allergan, Ms. Ling was Senior Vice President, Human Resources, for Merck & Co., Inc.'s Global Human Health and Consumer Care businesses worldwide. She previously served as Group Vice President, Global Compensation & Benefits at Schering-Plough Corporation prior to its acquisition by Merck & Co., Inc. Prior to joining Schering-Plough Corporation, Ms. Ling held various positions at Wyeth, LLC.	57	2019
DAVID MCELROY	Executive Vice President and Chief Executive Officer, General Insurance David McElroy joined AIG in October 2018 as President and Chief Executive Officer of Lexington Insurance Company and was promoted to President and Chief Executive Officer of North America General Insurance in June 2019. He was promoted to Executive Vice President and Chief Executive Officer, General Insurance in August 2020. Prior to joining AIG, Mr. McElroy served as Executive Chairman of Arch Insurance Group Inc. from January 2018 to July 2018 and as Vice Chairman of Arch Worldwide Insurance Group from October 2017 to December 2017. He previously served as Chairman and Chief Executive Officer of Arch Worldwide Insurance Group from September 2012 to September 2017. Arch Insurance Group, Inc. and Arch Worldwide Insurance Group are divisions of Arch Capital Group, Ltd., a Bermuda based global insurance company. Prior to joining Arch Capital Group, Mr. McElroy served in various leadership roles at The Hartford Financial Services Group, Inc., Reliance National Insurance Company and The Chubb Corporation.	62	2020

Name	Title and Biographical Information	Age	Served as Officer Since
NAOHIRO MOURI 	Executive Vice President and Chief Auditor Naohiro Mouri joined AIG in July 2015 as Senior Managing Director of Asia Pacific Internal Audit and was appointed Executive Vice President and Chief Auditor in March 2018. From November 2013 to July 2015, he was a Statutory Executive Officer, Senior Vice President and Chief Auditor for MetLife Japan and, from July 2007 to November 2013, he was Chief Auditor at JP Morgan Chase for Asia Pacific. He has also held chief auditor positions at Shinsei Bank, Morgan Stanley Japan and Deutsche Bank Japan.	62	2018
JOHN P. REPKO 	Executive Vice President and Chief Information Officer John P. Repko joined AIG in September 2018 as Executive Vice President and Chief Information Officer. Additionally, he leads Global Sourcing. Prior to joining AIG, he was Vice President and Global Chief Information Officer of Johnson Controls International plc, a technology and industrial company, taking up this position with the merger of Johnson Controls, Inc. and Tyco International plc. Previously, he worked at Tyco International plc as Senior Vice President, Chief Information Officer and Enterprise Transformation Leader from 2012 to 2016. Prior to joining Tyco International plc, Mr. Repko held various chief information officer roles at Covance Inc., SES Global and General Electric's GE Americom division.	58	2018

Executive Compensation

LETTER FROM THE COMPENSATION AND MANAGEMENT RESOURCES COMMITTEE

The Board and CMRC remain committed to overseeing executive compensation programs that attract, motivate, reward and incentivize highly qualified leaders, to working with management on initiatives and progress related to human capital management, including diversity, equity and inclusion and to taking into account the experience and feedback of our shareholders.

Upon the onset of the COVID-19 crisis and its collateral effects on the global economy in the first quarter of 2020, we pivoted quickly and adapted our approach to executive compensation to address AIG's changing priorities, while continuing to reinforce the importance of AIG's in-flight transformation initiatives. The CMRC increased our meeting cadence in 2020, meeting nine times during the year, and deferred taking certain critical compensation-related actions, so that we could monitor the evolving crisis in real-time to ensure we made prudent, informed decisions in a challenging year.

While the impact of the COVID-19 crisis on the global economy raised challenges for AIG and the price of our common stock, the strong business fundamentals and substantial work done to de-risk the company's balance sheet since 2017 left AIG well-positioned to navigate the crisis with remarkable strength and resiliency. In 2020, the named executives continued to work to strengthen AIG's core businesses and leverage our financial position to strategically deploy our capital in alignment with three strategic priorities: liquidity, capital preservation and de-risking. The named executives also drove significant accomplishments across the company, including:

- Implemented a robust response to the COVID-19 crisis that provided critical support to our clients, policyholders, partners and communities and prioritized the health, safety and mental well-being of our employees.
- Took concrete actions to support our diverse employees and position AIG as an ally with movements for racial equality following events in the summer of 2020 that exposed the depth of racial injustice that continues to exist in the U.S. and around the world.
- Executed a thoughtful, well-coordinated succession plan, leading to Mr. Zaffino becoming President and Chief Executive Officer, Mr. Duperreault becoming Executive Chair and Mr. Steenland becoming Lead Independent Director, in each case effective March 1, 2021.
- Completed a comprehensive review of AIG's composite structure, leading to the October 2020 announcement of AIG's intention to separate its Life and Retirement business from AIG, which we hope will unlock value for our shareholders.

The CMRC's 2020 compensation decisions, which are outlined in detail in our Compensation Discussion and Analysis that follows, balanced rewarding our named executives for their extraordinary leadership through the unprecedented COVID-19 crisis with taking into account the experience of our shareholders in a year of significant global market volatility.

Looking ahead, the CMRC will continue to refine and evolve its compensation programs to ensure alignment with our transformation to become a leading insurance franchise and a top performing company.

Compensation and Management Resources Committee

American International Group, Inc.

W. Don Cornwell (Chair)
Henry S. Miller
Linda A. Mills
Thomas F. Motamed
Therese M. Vaughan

COMPENSATION DISCUSSION AND ANALYSIS

OUR COMPENSATION DISCUSSION AND ANALYSIS AT A GLANCE

Named Executives in 2020	52
Executive Summary	53
AIG's Journey Aligning AIG's Compensation Programs with our Transformation Journey The Impact of the COVID-19 Crisis on our Executive Compensation Programs Overview of 2020 Compensation Program and Decisions Alignment of Pay with Shareholder Experience Special Awards	
Engagement with Shareholders on Executive Compensation Topics	60
Compensation Design	61
Our Philosophy Compensation Best Practices Balanced Compensation Framework Use of Market Data	
2020 Compensation Decisions and Outcomes	66
2020 Target Direct Compensation 2020 Base Salary 2020 Short-Term Incentive Awards 2020 Long-Term Incentive Awards Special Awards Assessment of 2018 Performance Share Units Indirect Elements of Compensation	
2021 Compensation Program Design and Decisions	89
2021 Short-Term Incentive Program Structure 2021 Long-Term Incentive Program Structure Compensation Decisions Relating to the Chief Executive Officer Transition	
Compensation Governance	91
Role of the CMRC The Annual Process Compensation Risk	
Additional Information	96
Use of Non-GAAP Financial Metrics Tax and Accounting Considerations	

NAMED EXECUTIVES IN 2020

Named Executive	Title as of December 31, 2020
Brian Duperreault	Chief Executive Officer(1)
Mark D. Lyons	Executive Vice President and Chief Financial Officer
Peter Zaffino	President and Global Chief Operating Officer(2)
Douglas A. Dachille	Executive Vice President and Chief Investment Officer
Lucy Fato	Executive Vice President, General Counsel & Global Head of Communications and Government Affairs(3)

(1) Mr. Duperreault became Executive Chair, effective March 1, 2021.

(2) Mr. Zaffino was promoted to President and Chief Executive Officer, effective March 1, 2021.

(3) Ms. Fato's role was expanded to include Global Head of Communications and Government Affairs, effective September 10, 2020.

EXECUTIVE SUMMARY

AIG's Journey

Beginning in late 2017, AIG undertook significant foundational work under a committed new leadership team to instill a culture of underwriting excellence and adjust our risk tolerances to minimize volatility. As a result of that work, AIG delivered improved financial and TSR performance in 2019 and entered 2020 in a robust capital and liquidity position. As 2020 began, the leadership team turned their focus to further strengthening our balance sheet, unlocking shareholder value and pursuing strategic change through our multi-year operational transformation initiative, AIG 200.

In the first quarter of 2020, the COVID-19 crisis manifested as an unprecedented catastrophe with uncertain severity and duration and had a significant effect on the global economy. Our strong business fundamentals and substantial work done to de-risk the company's balance sheet left AIG well-positioned to navigate the crisis with remarkable strength and resiliency. Early on in the crisis, the Board and management identified three priority focus areas for AIG—liquidity, capital preservation and de-risking—aimed at protecting and strengthening our balance sheet to enable AIG to effectively manage through the COVID-19 crisis and its collateral effects.

- Focusing on liquidity and capital preservation provided financial flexibility to weather the volatility of the global capital markets and the ramifications of the COVID-19 crisis on our various lines of business.
- Focusing on de-risking enabled our operating companies to maintain their financial strength by reducing market risk exposures, optimizing reinsurance programs, accelerating remediation actions on unprofitable lines of business, divesting legacy liabilities and leveraging transformational initiatives to maximize short-term expense reductions.

Early on in the crisis, the global markets suffered an extreme downturn and AIG's stock price reflected this turmoil, erasing the emerging positive effects of our transformational efforts. However, we continued to work to strengthen our core businesses and leverage our financial position to strategically deploy our capital. Beyond AIG's focus on maintaining balance sheet strength, AIG implemented a robust response to the COVID-19 crisis by providing critical support to our employees. AIG prioritized the health and safety of our employees by quickly and effectively transitioning 90 percent of our employees to remote work, providing a \$500 grant to all employees globally in March 2020, establishing a pandemic loan program and providing employees with two additional paid holidays in April and October 2020 to help them focus on mental health and well-being. Additionally, following events in the summer of 2020 that exposed the depth of racial inequality that continues to exist in the U.S. and around the world, AIG took concrete actions to support its diverse employees and position AIG as an ally with movements for racial equality.

Over the course of 2020, we also undertook a comprehensive review of our composite structure as both a property and casualty company and a life and retirement company. We concluded that, over time, a separation of these two businesses could unlock value for our shareholders that could be greater than maintaining our current structure. As such, in October 2020, we announced our intent to separate the Life and Retirement business from AIG. As a resilient AIG emerges from this period of uncertainty, we remain focused on our strong capital position and AIG 200, enabling the pursuit of longer-term strategies while delivering superior value to our clients, distribution partners, shareholders and other stakeholders.

In October 2020, AIG also executed on a thoughtful, well-coordinated succession plan, announcing that Mr. Zaffino would become President and Chief Executive Officer, Mr. Duperreault would become Executive Chair and Mr. Steenland would become Lead Independent Director, in each case effective March 1, 2021. The Board is confident that AIG has the right team to lead AIG through the next phase of our journey.

Please see "Executive Summary—2020 Highlights" beginning on page 2 for an overview of AIG's key 2020 performance highlights.

- **AIG demonstrated resiliency in 2020 made possible by work to strengthen fundamentals since late 2017**
- **As the COVID-19 crisis spread, AIG pivoted to focus on liquidity, capital preservation and de-risking**

Aligning AIG's Compensation Programs with our Transformation Journey

As AIG continues its journey to become a leading insurance franchise and a top-performing company, the CMRC refines and evolves the compensation programs to ensure alignment. This was particularly true in 2020, as the COVID-19 crisis led the CMRC to approve changes to our compensation programs to ensure they reflected our strategic priorities in an uncertain operating environment and the effective alignment of pay and performance.

2018	2019	2020
Launch transformation focused on fundamentals and de-risking - Strengthened our underwriting and reduced volatility in our portfolio - Diversified our investment portfolio resulting in significant de-risking and reduced volatility - Consolidated the majority of our Legacy portfolio to enable more effective management of these exposures	Expand transformation to include operational excellence - Strengthened the balance sheet with continued de-risking actions - Instilled a culture of underwriting excellence and adjusted risk tolerances - Implemented a best-in-class reinsurance program - Enhanced user and customer experiences - Launched AIG 200 to modernize our operating infrastructure	Leverage transformation to navigate COVID-19 with resilience - Past focus on fundamentals positioned AIG to successfully navigate COVID-19 crisis and its collateral effects - Strengthened parent capital and liquidity - Continued to focus on underwriting and operational excellence - Announced intent to separate Life and Retirement in an effort to unlock value for shareholders - Announced well-planned Chief Executive Officer succession
OUR COMPENSATION PROGRAMS CONTINUE TO EVOLVE IN LOCKSTEP WITH OUR JOURNEY		
- Business unit and Headquarter STI scores replaced single company score to drive business unit accountability - Stock options added to LTI program to appropriately incentivize management and align with long-term sustainable growth - Recognized industry metrics used in performance-based compensation to provide transparency and focus management on financial objectives fundamental to insurance companies	- STI program continued to focus on business unit accountability and use of empirical performance metrics with quantifiable operating goals - Relative TSR cap added to PSU awards to further align management's LTI awards with our shareholders' experience	- Pivoted to single company Business Performance Score in STI for 2020 to align with corporate priorities in a COVID-19 environment - Increased use of relative metrics to mitigate goal-setting challenges under evolving circumstances of the COVID-19 crisis - Incorporated AIG 200 Cumulative Run-rate Net GOE Savings goal in the PSU metrics to align with our long-term strategic plan - Continued alignment to shareholder experience with a TSR modifier applied to PSU awards

The Impact of the COVID-19 Crisis on our Executive Compensation Programs

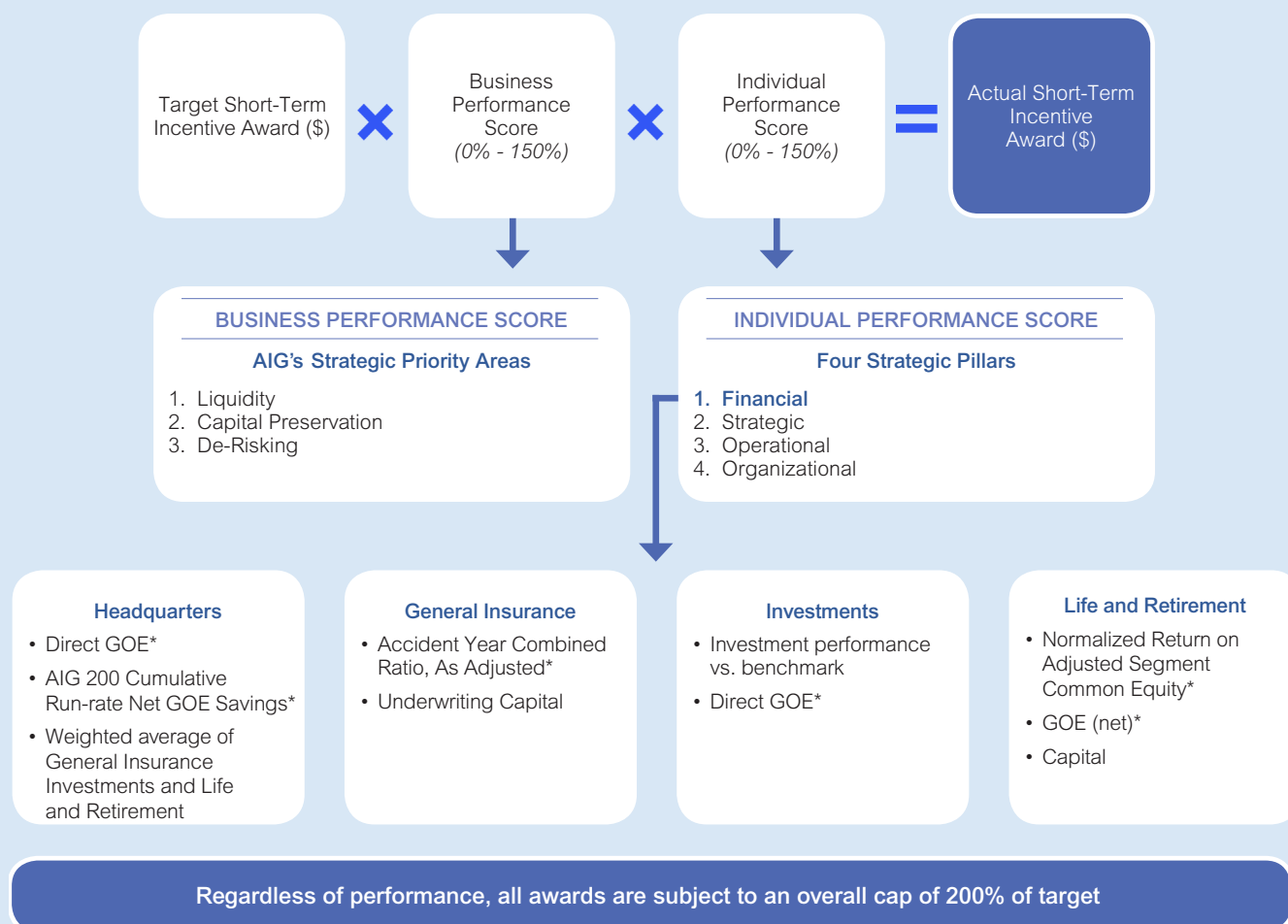
The onset of the COVID-19 crisis and its collateral effects on the global economy in the first quarter of 2020 required the CMRC to pivot and adapt its approach to executive compensation to address AIG's changing priorities, while continuing to reinforce the importance of transformation initiatives. Per its usual timelines, target compensation levels were approved in the first months of the new year with incentive plan goals due to be approved in March. However, by March, uncertainties and growing concerns about the magnitude of the potential impact of the COVID-19 crisis led the CMRC to delay the finalization of the STI plan and PSU performance metrics, while proceeding with the grant of stock options and RSUs in order to project stability to the leadership team and employee base. This bifurcated incentive issuance process provided AIG with time to better assess and forecast the potential impact of the COVID-19 crisis on AIG's short-, medium- and long-term business strategies, and develop metrics that supported our most urgent corporate priorities. The CMRC revisited the STI plan and PSU design and metrics at four meetings between March and July. In May, the CMRC approved the performance metrics for our STI program, which were aligned with AIG's three priority focus areas of liquidity, capital preservation and de-risking. The CMRC designed a disciplined discretion framework for the STI program, so that overall business performance and business unit performance would be measured by assessing quantifiable results against internal expectations in the context of the COVID-19 crisis. In July, as AIG and the CMRC had better insight into the broad range of potential long-term impacts of the COVID-19 crisis on our business, the CMRC approved metrics for the 2020 PSUs, incorporating Relative Tangible BVPS and relative TSR metrics, to mitigate the need to calibrate absolute long-term goals in the midst of continued uncertainty, and an absolute metric relating to AIG 200 Cumulative Run-rate Net GOE Savings*. While the operating environment remained uncertain, these areas of focus are integral to AIG's long-term, sustainable growth and resiliency.

Important aspects of our 2020 executive compensation framework remained consistent with the framework for 2019:

- STI awards continued to be based on a combination of Business and Individual Performance Scores combined on a multiplicative basis, meaning if either element is zero, no STI award is earned;
- The Individual Performance Score component of STI awards continued to assess performance under four pillars—Financial, Strategic, Operational and Organizational—which reflect various important initiatives for AIG including employee engagement, well-being, and diversity, equity and inclusion;
- LTI awards continued to be granted in a combination of PSUs (50%), stock options (25%) and RSUs (25%);
- 2020 PSUs continued to be subject to performance measures combining financial, operational and TSR metrics; and
- Performance requirements for the 2018 and 2019 PSUs granted to our named executives remained unchanged and the CMRC did not use discretion when adjudicating the performance of the 2018 PSU awards for our named executives.

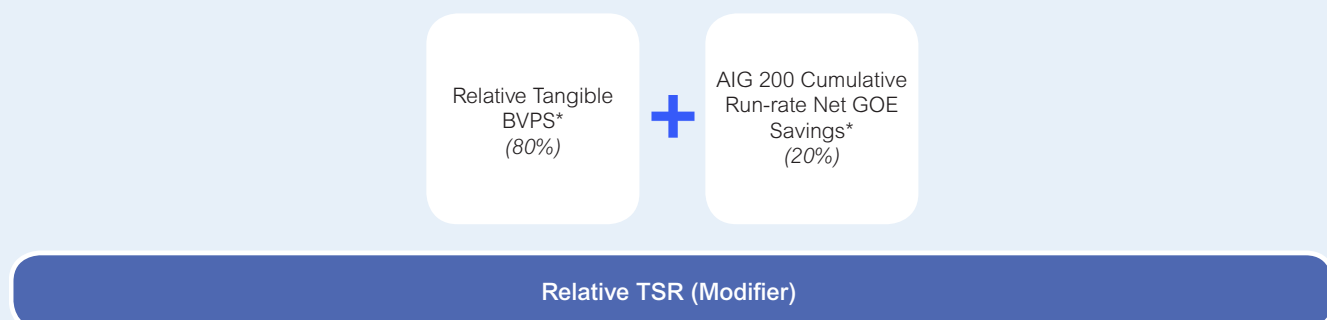
However, other aspects of our 2020 program and some of the underlying details changed to align with our priority focus areas within the context of an uncertain operating environment as a result of the COVID-19 crisis:

- The Business Performance Score component of the 2020 STI plan was assessed on a company-wide basis rather than on a business unit basis, reflecting our enterprise-wide focus on liquidity, capital preservation and de-risking;
- Business unit accountability was maintained, but through the Financial pillar of our Individual Performance Score assessment in the STI plan in 2020;
- Overall business performance and business unit performance were assessed using a disciplined discretion framework that assessed quantifiable results against internal expectations with respect to AIG's capital and liquidity position and risk profile in the context of the COVID-19 crisis; and
- The 2020 PSUs granted as part of our LTI awards were subject to new performance metrics: Relative Tangible BVPS* growth, AIG 200 Cumulative Run-rate Net GOE Savings* and TSR. Both BVPS and TSR will be measured on a relative basis, mitigating the need to calibrate long-term goals that might ultimately be too challenging or too easy to attain. The AIG 200 Cumulative Run-rate Net GOE Savings* goals were unchanged from those developed as part of AIG 200 when it was announced in 2019.

2020 Short-Term Incentive Plan

This approach means that:

- Financial performance is considered as part of both the business performance assessment on a company-wide basis, and the individual performance assessment as it pertains to each named executive's area of accountability;
- No payout is earned if the Business Performance Score is zero (even if the Individual Performance Score is greater than zero); and
- **Individual Performance Score cannot account for more than one-third of the total amount earned.**

2020 Performance Share Units

* We make adjustments to U.S. GAAP financial measures for purposes of this performance metric to ensure that results properly reflect management contributions. See Appendix A for an explanation of how this metric is calculated from our audited financial statements.

The CMRC believes that these changes collectively resulted in an executive compensation framework for 2020 that appropriately balanced a performance orientation and pay for performance mindset with the uncertainty that dominated the year, requiring agility from our leaders.

Additional information on the programs in place for 2020 can be found under “—2020 Compensation Decisions and Outcomes,” beginning on page 66.

Overview of 2020 Compensation Program and Decisions

Our executive compensation program is designed to incentivize and reward performance that supports long-term, sustained value creation, while taking into account the experience of our shareholders. This is achieved through a balanced pay mix that is weighted towards at-risk pay, featuring variable and performance-based pay and a combination of STI and LTI performance metrics that focus on insurance profitability and operational excellence.

The table below summarizes our 2020 compensation program and decisions for each named executive. Ms. Fato was the only named executive to receive an individual modifier to her target LTI award for 2020. In granting this individual modifier of 125 percent, the CMRC recognized the additional responsibilities she assumed in October 2018 as Interim Head of Human Resources pending the arrival of Karen Ling in July 2019 and was in recognition of her positive performance in that role, including leading the search process that led to the hiring of Ms. Ling.

2020 Compensation Component	Duperreault	Lyons	Zaffino	Dachille	Fato ⁽¹⁾
Target compensation, informed by market practices in our peer group					
Base Salary	\$ 1,600,000	\$1,000,000	\$ 1,400,000	\$1,250,000	\$1,000,000
Target STI	\$ 4,500,000	\$1,900,000	\$ 3,000,000	\$2,500,000	\$1,900,000
Target LTI	\$12,900,000	\$3,300,000	\$ 8,600,000	\$4,250,000	\$3,300,000
Target Direct Compensation	\$19,000,000	\$6,200,000	\$13,000,000	\$8,000,000	\$6,200,000
Compensation decisions, informed by target compensation and business and individual performance					
2020 STI Percent of Target Earned (Business Performance Score x Individual Score)(2)	100%(3)	161%	150%	132%	151%
Business Performance Score	107.5%	107.5%	107.5%	107.5%	107.5%
Business Performance Score, as adjusted	100%(3)	—	100%(4)	—	—
Individual Score	140%(3)	150%	150%	123%	140%
2020 Actual STI Award	\$4,500,000(3)	\$3,059,000	\$ 4,500,000	\$3,300,000	\$2,869,000
2020 LTI Individual Modifier	—	—	—	—	125%
2020 Target LTI Grant	12,900,000	3,300,000	8,600,000	4,250,000	3,950,000

(1) In September 2020, the CMRC approved an increase to Ms. Fato's target compensation in recognition of her expanded role and responsibilities. Ms. Fato's base salary increased to \$1,000,000, her target STI opportunity increased to \$1,900,000 and her target LTI opportunity increased to \$3,300,000. The LTI Individual Modifier of 125% was applied to her pre-adjustment target LTI value of \$2,600,000.

(2) See the “—2020 Compensation Decisions and Outcomes—2020 Short-Term Incentive Awards” for detailed explanation of the underlying performance considered in assessing the Business and Individual Performance Scores.

(3) In light of AIG's TSR relative to compensation peers in 2020, the CMRC and Mr. Duperreault determined that (i) the Business Performance Score applied to Mr. Duperreault's 2020 STI award should be 100%; and (ii) the Chief Executive Officer's 2020 STI award should be paid at target, notwithstanding AIG's successful navigation of the unprecedented COVID-19 crisis and Mr. Duperreault's efforts in executing a well-coordinated Chief Executive Officer succession process, resulting in an Individual Performance Score of 140%.

(4) The CMRC and Mr. Zaffino agreed to lower the Business Performance Score applied to Mr. Zaffino's 2020 STI award from 107.5% to 100%.

As discussed below, the 2018-2020 PSUs were earned at 91 percent of target, with no adjustments made to the metrics, goals or outcome for our named executives given the long-term nature of the program.

Additional information on individual pay decisions can be found under “—2020 Compensation Decisions and Outcomes,” beginning on page 66.

Alignment of Pay with Shareholder Experience

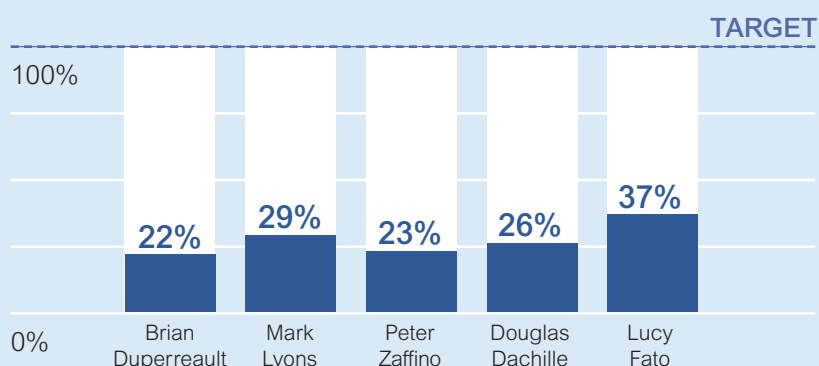
Our executive compensation program aligns pay with performance, as demonstrated through a compensation framework where 92 percent of our Chief Executive Officer's annual target total direct compensation is variable or "at-risk." We also seek to align pay with shareholder experience by employing metrics and vehicles that provide exposure to stock price movements, and that reward both in-year delivered performance and leading performance indicators critical to long-term success. In 2019, the success of the foundational work undertaken since 2017 was evident in both our financial results and our returns to stockholders, with TSR outperforming the S&P 500 and the median S&P 500 insurance company. Early in 2020, at the beginning of the COVID-19 crisis, the global markets suffered a downturn and AIG's stock price reflected this turmoil, erasing the emerging positive effects of our transformational efforts. Given the performance-based structure of our executive compensation program, this stock performance has impacted equity payouts and realized equity value for our executives, commensurate with returns to our shareholders.

- **92% of target pay to our Chief Executive Officer is variable or "at-risk"**
- **22% of target: realized value of performance-based equity awards made to Chief Executive Officer through 2019**

The alignment of pay for performance with the experience of our shareholders is further evidenced through the outcomes earned under our incentive programs over the last four years. In two of the three most recent vesting cycles of PSUs, the earned payout factor was 0 percent. The 2018-2020 PSUs were earned at 91 percent of target, reflecting positive outcomes for two of the three performance metrics as a result of the improved operational performance under our new leadership team. See "—2020 Compensation Decisions and Outcomes—Assessment of 2018 Performance Share Units."

As we continue to improve operational performance to drive transformative growth that will unlock value for our shareholders, realized pay remains low relative to target. This reflects that, while there are improvements in our underlying performance, it has not yet translated into meaningful returns to our shareholders, with most stock option awards underwater. If the leadership team is successful in steering AIG through the COVID-19 crisis, executing the separation of Life and Retirement from AIG and delivering on AIG 200, these actions should result in share price appreciation for our shareholders, and the pay realized by our named executives should also improve.

PRE-2020 LONG-TERM INCENTIVE PAY FOR PERFORMANCE VALUE OF 2016-2019 PERFORMANCE-BASED AWARDS (PSUs AND STOCK OPTIONS) AS OF DECEMBER 31, 2020*



■ Value as of December 31, 2020

* Represents value of all performance-based LTI awards (i.e., PSUs and stock options) granted between 2016 and 2019 as a percentage of target value at grant as of December 31, 2020 based on performance levels (as applied to our PSUs) and our stock price. 2019 PSUs assume target performance. Stock option value based on intrinsic value. Messrs. Duperreault and Zaffino and Ms. Fato joined AIG in 2017 and accordingly received no 2016 LTI awards. Mr. Lyons joined AIG in 2018 and accordingly received no 2016 or 2017 LTI awards. Amounts for Messrs. Duperreault, Lyons and Zaffino include new hire stock options that were granted when they joined AIG.

Special Awards

The CMRC is committed to identifying, attracting, motivating, rewarding and retaining highly qualified leaders who drive AIG's long-term success. These goals were particularly important to the CMRC in 2020, where the strength and performance of our senior leaders made them attractive targets in a competitive market for talent with turnaround experience.

The CMRC examined the role of our leadership team in our strategic priority areas and assessed the extraordinary efforts of certain named executives assuming new roles and responsibilities. In recognition of their demonstrated performance, the CMRC approved one-time RSU awards for Messrs. Zaffino and Lyons and Ms. Fato having target values of \$10 million, \$3 million and \$1 million, respectively.

In each case, the vesting schedule for the award was aligned with the role of the named executive and the size of the named executive's award, with Mr. Zaffino's special award vesting in equal thirds on the third, fourth and fifth anniversaries of the grant date. Further details regarding these awards can be found under "—2020 Compensation Decisions and Outcomes—Special Awards" below.

ENGAGEMENT WITH SHAREHOLDERS ON EXECUTIVE COMPENSATION TOPICS

The CMRC views shareholder feedback as an important input into its decisions on executive compensation. AIG has developed a robust shareholder engagement program that ensures an active, year-round, open dialogue with shareholders on various topics. In 2020 we reached out to 57 of our top shareholders and other key stakeholders representing over 79 percent of our shares outstanding with invitations to meet with our management and/or directors. We held 34 meetings with shareholders representing over 50 percent of our shares outstanding.

- Year-round, proactive engagement
- 34 meetings with shareholders representing over 50% of shares outstanding
- 93.9% of votes cast in favor of say-on-pay in 2020

At our 2020 shareholder meeting, 93.9 percent of votes were cast in favor of our say-on-pay resolution. This reinforced the positive feedback we received during our 2019 engagement for the responsive changes made to our programs and support for the executive leadership team. Our engagement in 2020 provided additional insights that were incorporated into the CMRC's decision-making process this year.

Discussions on the topic of executive compensation during our 2020 engagement meetings primarily focused on the potential impact of the COVID-19 crisis on compensation design and outcomes and on AIG's employees. Our shareholders acknowledged the unique challenges the macro operating environment presented, and they provided directional input reflective of the broader market sentiment which the CMRC had been monitoring. In particular, our shareholders anticipated that a more discretionary approach would be required in the STI plan to address the difficulties in setting appropriate performance goals tied to changing priorities, and they strongly advised against changes to unvested LTI awards. This feedback was underpinned by a continuing ask for pay that aligns with the shareholder experience and that disclosure regarding the eventual decisions made by the CMRC be clear and transparent.

Executive Compensation Themes Discussed	AIG's Response to Shareholder Feedback
Many shareholders anticipated that a more discretionary approach would be required in the STI plan as a result of the COVID-19 crisis and expressed a desire for clear disclosures around the CMRC's decision-making	• Modified the STI plan approach and metrics, using disciplined discretion to assess performance and determine STI awards • Continued commitment to clear and transparent disclosure regarding the application of judgment and discretion in assessing performance outcomes
Shareholders desired fewer changes to LTI programs as a result of the COVID-19 crisis and stressed the need to continue to align long-term awards with the shareholder experience	• Delayed grant of 2020 PSUs to enable informed review of performance metrics and goal setting following more clarity as to the possible impacts of the COVID-19 crisis on AIG's long-term strategic priorities • Core 2020 PSU goals based on areas of focus integral to AIG's long-term, sustainable growth • Continued use of a three-year relative TSR metric to provide a direct tie to the shareholder experience
Shareholders strongly advised against changes to unvested in-flight LTI award metrics	• Made no changes to any aspect of the 2018 or 2019 PSUs for the named executives

The Board and CMRC remain committed to an ongoing dialogue with shareholders and view these discussions and feedback as important input into the oversight and design of AIG's executive compensation programs. Additional information on our year-round shareholder engagement program can be found under "Year-Round Shareholder Engagement" beginning on page 41.

COMPENSATION DESIGN

Our Philosophy

Our compensation philosophy is based on a set of foundational principles that guide both how we structure our compensation program and how we reach compensation decisions. It is intended to be long-term oriented and risk-balanced, enabling us to deploy the best talent across our company for our various business needs. In the face of a global pandemic, these principles continued to be relevant and provided a strong grounding for our decision-making.

- Long-term oriented
- Strategically aligned
- Risk-balanced
- Talent attracting

Consistent with this philosophy, the CMRC evaluates and adjusts the programs annually, balancing our strategic priorities, talent needs, stakeholder feedback and market considerations to ensure the programs continue to meet their intended purpose.

Principle	Component	How We Apply It
We attract and retain the best talent	Offer market-competitive compensation opportunities to attract and retain the best employees and leaders for our various business needs	✓ Compensation levels set with reference to market data for talent peers with relevant experience and skillsets in the insurance and financial services industries where we compete for talent
We pay for performance	Create a pay for performance culture by offering STI and LTI compensation opportunities that reward employees for individual contributions and business performance Provide a market-competitive, performance-driven compensation structure through a four-part program that consists of base salary, STI, LTI and benefits	✓ Majority of compensation is variable and at-risk ✓ Incentives tied to AIG performance, business performance and individual contributions ✓ Objective performance measures and goals used, which are clearly disclosed ✓ Compensation provides significant upside and downside potential for superior and under performance
We align interests with our shareholders	Motivate all AIG employees to deliver long-term, sustainable and profitable growth, while balancing risk to create long-term, sustainable value for shareholders Align the long-term economic interests of key employees with those of our shareholders by ensuring that a meaningful component of their compensation is provided in equity Avoid incentives that encourage employees to take unnecessary or excessive risks that could threaten the value or reputation of AIG by rewarding both annual and long-term performance Maintain strong compensation best practices by meeting evolving standards of compensation governance and complying with regulations applicable to employee compensation	✓ Majority of compensation delivered in equity-based vehicles ✓ Majority of equity-based compensation is performance-based, in the form of PSUs and stock options ✓ Named executives subject to risk management policies, including a clawback policy, share ownership requirements both during and for a period following employment and anti-hedging and pledging policies ✓ Performance goals are set with rigorous standards commensurate with both the opportunity and our risk guidelines

Compensation Best Practices

AIG is committed to embracing the highest standards of corporate governance. We design our programs to pay for performance in alignment with the expectations of our shareholders and to minimize risk.

What We Do:

- ✓ Pay for performance
- ✓ Deliver majority of executive compensation in the form of at-risk, performance-based pay
- ✓ Align performance objectives with our strategy
- ✓ Engage with our shareholders on matters including executive compensation and governance
- ✓ Require meaningful share ownership and retention during employment and for six months following departure
- ✓ Prohibit pledging and hedging of AIG securities
- ✓ Cap payout opportunities under our incentive plans
- ✓ Maintain a robust clawback policy
- ✓ Maintain double-trigger change-in-control benefits
- ✓ Conduct annual compensation risk assessment
- ✓ Engage an independent compensation consultant

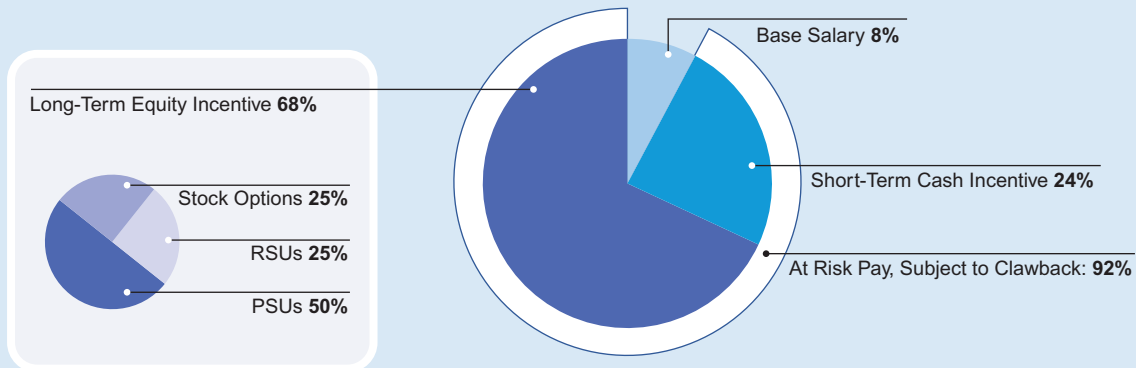
What We Avoid:

- x No tax gross-ups other than for tax equalization and relocation benefits
- x No excessive perquisites, benefits or pension payments
- x No reloading or repricing of stock options or stock appreciation rights
- x No equity grants below 100% of fair market value
- x No dividends or dividend equivalents vest unless and until long-term incentive awards vest

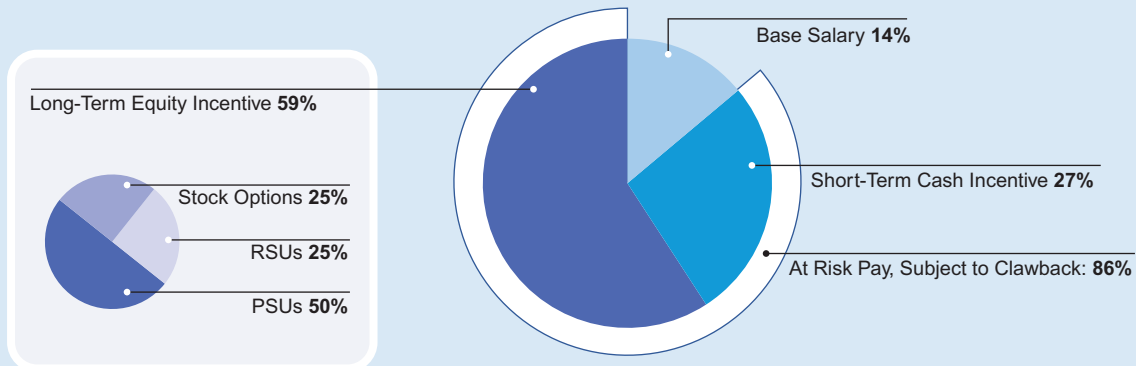
Balanced Compensation Framework

Our compensation program is designed to give appropriate weighting to fixed and variable pay, short and long-term performance and business unit and enterprise-wide contributions. We provide three elements of annual total direct compensation: base salary, an STI award and an LTI award in the form of PSUs, stock options and RSUs. Our annual target total direct compensation and mix of components are set with reference to market data for comparable positions at our business and talent competitors. We also provide market-based perquisites and benefits.

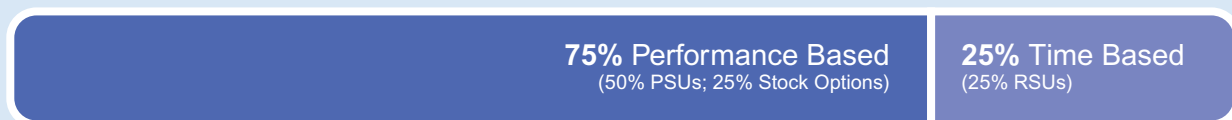
2020 CEO ANNUAL TARGET TOTAL DIRECT COMPENSATION



2020 AVERAGE ANNUAL TARGET TOTAL DIRECT COMPENSATION OF OTHER NAMED EXECUTIVES



LONG-TERM EQUITY INCENTIVE AWARD ALLOCATION



At Risk

At least 84% of each named executive's annual target direct compensation is at risk, based on performance and subject to clawback

Long-Term Oriented

At least 53% of each named executive's annual target direct compensation is delivered in LTI, with 75% of that in performance vehicles that reward for long-term value creation and performance achievements, and stock price appreciation relative to our trading price at grant

Risk Balanced

ERM reviews each named executive's annual goals and all incentive plans to ensure appropriate balance of risk and reward, without encouraging excessive risk-taking

Use of Market Data

We use data for our relevant peer groups to support the key principles of our compensation philosophy, including attracting and retaining the best talent and paying for performance.

AIG used four peer groups for executive compensation in 2020: one to inform compensation levels and design, and three for measuring relative performance in our LTI program. Each serves a distinct purpose to enhance relevance of the data being considered.

- Four peer groups
- Reflect competitors for talent, business and investors
- Aligns peer group with intended purpose

COMPENSATION PEER GROUP

- Provides perspective and data reflecting compensation levels and insight into pay practices
- Comprises companies of a similar size and business model, who draw from the same pool of talent as AIG
- Changes from 2019 reflect the first detailed review in several years; updates position AIG's size closer to median

AIG RELATIVE TSR PEER GROUP

- Provides a means to assess long-term relative value creation
- Comprises select insurance companies, expanding the Relative Tangible BVPS groups (see below) to include other global composite peers
- Applies to 2020 PSU awards
- 2019 PSU peer group comprised S&P 500 insurance companies

GENERAL INSURANCE AND LIFE AND RETIREMENT RELATIVE TANGIBLE BVPS PEER GROUPS

- Provides a means to assess each business unit's performance relative to more directly comparable peers under our long-term incentive program
- Each group comprises companies that compete with either General Insurance or Life and Retirement to ensure the comparability of results for AIG versus market and effectively align pay with performance. Results against each group are combined into a weighted average for an overarching AIG assessment of Relative Tangible BVPS for 2020 PSUs

Compensation Peer Group Review

In late 2019, the CMRC conducted a review of the compensation peer group with the support of its independent adviser. Six guiding principles were established to inform peer selection:

Business Model

Similar industries, with broadly similar cost structures, business models and global reach

Size

Comparable to AIG, taking primary account of total assets and market capitalization, with secondary references of references of revenue and headcount

Talent

Competitors for attracting and/or retaining executive talent

Capital

Competitors for investor capital

Reliability

Sufficiently robust group of companies to provide data with limited volatility year-on-year to enable meaningful decisions

Reasonableness

Judgment based assessment of overall relevance to AIG and reasonableness for the purpose of compensation comparisons

Following this analysis, the CMRC approved the following peer group for 2020 compensation decisions:

2020 COMPENSATION PEER GROUP		
NEW PEER COMPANIES Added	EXISTING PEER COMPANIES Retained	FORMER PEER COMPANIES Removed
1. Manulife Financial Corp. 2. The Progressive Corporation	3. The Allstate Corporation 4. American Express Company 5. Bank of America Corporation 6. BlackRock, Inc. 7. Capital One Financial Corporation 8. Chubb Limited 9. CIGNA Corporation 10. Citigroup Inc. 11. JPMorgan Chase & Co. 12. Marsh & McLennan Companies, Inc. 13. MetLife Inc. 14. Prudential Financial Inc. 15. The Travelers Companies, Inc. 16. U.S. Bancorp 17. Wells Fargo & Company	- Aetna, Inc. - Aflac Inc. - Ameriprise Financial, Inc. - Bank of New York Mellon - Hartford Financial Services - Invesco Ltd. - Lincoln National Corporation - Principal Financial Group, Inc. T. Rowe Price Group, Inc.
2019 COMPENSATION PEER GROUP		

Those companies removed from the peer group did not sufficiently meet the established guiding principles or were no longer standalone listed companies. We believe the new 2020 group comprises companies our shareholders will consider relevant in assessing AIG's executive compensation. At the time of assessment, AIG ranked at the 58th percentile on total assets, 38th percentile on market cap, the 57th percentile on revenue and the 36th percentile on headcount among our 2020 compensation peer group.

Long-Term Incentive Peer Groups

The remaining three peer groups are used for the purpose of assessing relative performance under our LTI program. Beginning in 2019, relative TSR was added as an element of the performance metrics applied to PSUs. For the 2020 PSUs, we also changed the previously used BVPS metric to be measured on a relative basis, to mitigate the challenges of setting long-term goals in the current operating environment. To enhance the alignment of payouts with performance, separate peer groups, each consisting of seven companies, were developed for General Insurance and Life and Retirement, with performance for each peer group assessed separately and combined on a weighted basis. This reflects the different BVPS expectations for each business unit both within AIG and observed in the market. The constituent companies of each peer group are longstanding competitor reference points for each business. In assessing relative TSR performance, these two groups of seven companies are then combined with five other composite insurance companies into a single reference group of 19 companies.

RELATIVE TANGIBLE BVPS PEER GROUPS

GENERAL INSURANCE

1. Chubb Limited
2. CNA Financial
3. Hartford Financial Services
4. Markel Corporation
5. Tokio Marine Holdings, Inc.
6. The Travelers Companies Inc.
7. W.R. Berkley Corporation

LIFE AND RETIREMENT

1. Brighthouse Financial, Inc.
2. Lincoln National Corporation
3. MetLife Inc.
4. Principal Financial Group, Inc.
5. Prudential Financial Inc.
6. Prudential plc
7. Voya Financial, Inc.

COMPOSITE INSURERS

1. Allianz SE
2. AXA SA
3. Munich Re Group
4. Swiss Re Ltd
5. Zurich Insurance Group Ltd.

RELATIVE TSR PEER GROUP

For more information on the definitions and operation of these metrics, see “—2020 Compensation Decisions and Outcomes—2020 Long-Term Incentive Awards.”

2020 COMPENSATION DECISIONS AND OUTCOMES

2020 Target Direct Compensation

During the first quarter of 2020, the CMRC established target compensation for our named executives, comprising base salary, a target STI opportunity and a target LTI opportunity.

2020 Compensation Component	Duperreault	Lyons	Zaffino	Dachille	Fato(1)
Base Salary	\$ 1,600,000	\$1,000,000	\$ 1,400,000	\$1,250,000	\$1,000,000
Target STI	\$ 4,500,000	\$1,900,000	\$ 3,000,000	\$2,500,000	\$1,900,000
Target LTI	\$12,900,000	\$3,300,000	\$ 8,600,000	\$4,250,000	\$3,300,000
Target Direct Compensation	\$19,000,000	\$6,200,000	\$13,000,000	\$8,000,000	\$6,200,000

- (1) In September 2020, the CMRC approved an increase to Ms. Fato's target compensation in recognition of her expanded role and responsibilities. Ms. Fato's base salary increased from \$900,000 to \$1,000,000; her target STI opportunity increased from \$1,750,000 to \$1,900,000 and her target LTI opportunity increased from \$2,600,000 to \$3,300,000.

Actual STI awards vary from target based on a combination of business and individual scorecard outcomes. Similarly, LTI award grants can vary from target based on the CMRC's assessment of a range of factors, including prior-year performance and contributions, consideration of the complexity of expected contributions and the desire to enhance retention and/or provide incremental incentive for future success over the three-year performance period. Only Ms. Fato received an individual modifier to her 2020 LTI award grant. See “—2020 Long-Term Incentive Awards.” Further information on the design and outcomes in relation to each of these elements of compensation is described below.

2020 Base Salary

At a Glance:

- Fixed cash compensation
- Represents approximately 8%-16% of a named executive's annual target direct compensation
- Effective in March of each year, or on a change in role where appropriate

Base salary is intended to fairly compensate the named executive for the responsibilities of his or her position, achieve an appropriate balance of fixed and variable pay and provide the executive with sufficient liquidity to discourage excessive risk-taking. The CMRC undertakes an annual review of named executive salaries to determine whether they should be adjusted. In making this determination, the CMRC considers a broad range of factors including role scope, experience, skillset, performance and salaries for comparable positions within the Compensation Peer Group, as well as internal parity among AIG's executive officers. The following salaries were approved for 2020.

Named Executive	2019 Base Salary	2020 Base Salary	Percent Increase
Brian Duperreault	\$1,600,000	\$1,600,000	0%
Mark D. Lyons	\$1,000,000	\$1,000,000	0%
Peter Zaffino	\$1,400,000	\$1,400,000	0%
Douglas A. Dachille	\$1,250,000	\$1,250,000	0%
Lucy Fato	\$ 900,000	\$1,000,000	11.1%

Mr. Duperreault has not received a base salary increase since his appointment in 2017. Ms. Fato was the only named executive receiving a base salary increase in 2020. The CMRC approved the increase to Ms. Fato's base salary effective September 2020 to reflect the expansion of her role and responsibilities to include Global Communications and Government Affairs.

2020 Short-Term Incentive Awards

At a Glance:

- Modified design for 2020 to enhance relevance during a period of uncertainty
- 2020 payouts ranged from 100% to 161% of target reflecting:
 - The CMRC's approval of an AIG Business Performance Score of 107.5% applied to the STI decisions for Messrs. Lyons and Dachille and Ms. Fato, reflecting AIG's significant achievements on our strategic financial priorities against the backdrop of unprecedented market volatility and challenges resulting from the COVID-19 crisis.
 - The CMRC's recognition of significant individual accomplishments by each of the named executives in each of the four strategic pillars—Financial, Strategic, Operational and Organizational.
 - A determination by the CMRC and Mr. Duperreault that, in light of AIG's TSR relative to compensation peers in 2020, (i) the Business Performance Score applied to the 2020 STI decision for Mr. Duperreault should be 100%; and (ii) the Chief Executive Officer's 2020 STI award should be paid at target, notwithstanding AIG's successful navigation of the unprecedented COVID-19 crisis and Mr. Duperreault's efforts in executing a well-coordinated Chief Executive Officer succession process, resulting in an Individual Performance Score of 140%.
 - An agreement by the CMRC and Mr. Zaffino to lower the Business Performance Score applied to Mr. Zaffino's 2020 STI award from 107.5% to 100%.

What's Unchanged for 2020:

- Payouts based on combination of business and individual performance
- Earned awards equal the Business Performance Score (0% to 150%), multiplied by the Individual Performance Score (0% to 150%)
- Individual assessments continue to be based on performance in four core areas (Financial, Strategic, Operational and Organizational)
- Payouts capped at 200% of target
- Subject to clawback

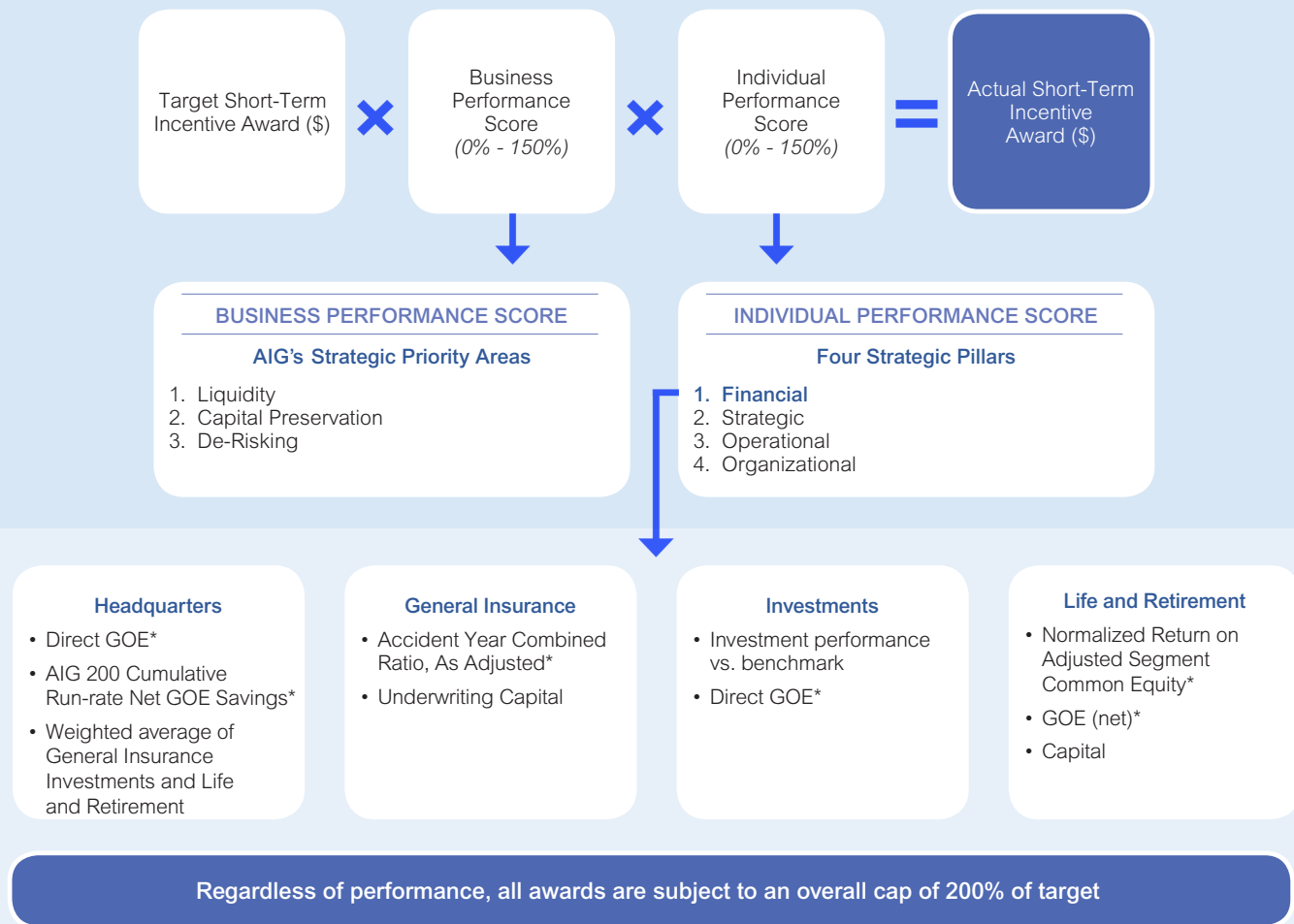
Changes for 2020:

- Guiding principle of rewarding for a strong capital position that allows AIG to pursue longer-term strategies that unlock shareholder value
- Business Performance Score in 2020 based on company-wide performance in three strategic priority areas of de-risking, liquidity and capital preservation
- Business performance was measured using a disciplined discretion framework that assessed quantifiable results against internal expectations with respect to the AIG's capital and liquidity position and risk profile in the context of the COVID-19 crisis
- Financial pillar of the individual assessment included assessment of supporting quantitative financial metrics for the business unit relevant to each named executive
- Mr. Duperreault's and Mr. Lyons' 2020 target opportunities increased to address market alignment shortfalls; Ms. Fato's target opportunity increased in September 2020 in recognition of the expansion of her duties and responsibilities

STI awards are designed to drive AIG's business objectives and strategies and reward for performance delivered during the year. In 2020 the CMRC determined it was appropriate to depart from the design established last year, which was based on quantitative business metrics and an Individual Performance Scorecard. The COVID-19 crisis presented unparalleled uncertainty and resulted in a global economic crisis. Due to the significant work done since 2017 to improve the fundamentals of our businesses and substantially de-risk the company's balance sheet, AIG was in a strong position entering 2020. The CMRC designed the 2020 STI program to reward for a strong capital position emerging from the COVID-19 crisis with which to

pursue longer-term strategies that unlock shareholder value, including the announcement of the planned separation of AIG's Life and Retirement business from AIG.

The fundamental structure of the STI program is unchanged from 2019: Business and Individual Performance Scores are combined on a multiplicative basis. This combination provides an opportunity to incentivize and reward for both leading and lagging indicators of performance, with a focus on guiding the organization towards balancing profitability, growth and risk. The payout profile for the 2020 STI Plan is also unchanged, with 50 percent of target payable for threshold performance and 150 percent of target payable for maximum performance in each area. Awards are subject to an overall cap of 200 percent of target. The CMRC applied judgment under the disciplined discretion framework of the 2020 STI plan to determine whether performance constituted 'threshold', 'target', 'maximum', or some other level of performance. For performance deemed to fall below threshold no STI awards would be earned.



* We make adjustments to U.S. GAAP financial measures for purposes of this performance metric to ensure that results properly reflect management contributions. See Appendix A for an explanation of how this metric is calculated from our audited financial statements.

This approach means that:

- Financial performance is considered as part of both the business performance assessment on a company-wide basis, and the individual performance assessment as it pertains to each named executive's area of accountability;
- No payout is earned if the Business Performance Score is zero (even if the Individual Performance Score is greater than zero); and
- **Individual Performance Score cannot account for more than one-third of the total amount earned.**

Business Performance Scorecard

For 2020, the Business Performance Scorecard pivoted from business unit metrics to an assessment of company-wide performance given the uncertainty posed by the COVID-19 crisis. In May 2020, the CMRC established a program to focus on three priority areas of strategic significance: liquidity, capital preservation and de-risking. Within each area, potential actions were identified for management to pursue, although the CMRC purposefully did not establish formal objectives. This deference incentivized management to adopt an agile mindset in navigating the uncertain environment with a fundamental focus on maintaining the financial strength of the holding and operating companies. In the first quarter of 2021, the CMRC assessed performance in each of these three areas as summarized below.

Strategic Priority Area	Achievements
Liquidity	• Liability Management: Implemented measures to actively increase liquidity in the face of the COVID-19 crisis, uncertain government policies and capital market conditions, including a \$4.1 billion senior debt offering • Parent Liquidity: Maintained a strong liquidity position that exceeded all defined limits
Capital Preservation	• Operating Company Capital: All Material Tier 1 and Tier 2 Entities were operating at or above their operating ranges at year-end • General Insurance Capital Position: General Insurance Companies RBC* ratio of 460%—well above the target operating range; implemented letters of credit to maximize AIG UK and Validus Re's Tier 2 capital • Life and Retirement Capital Position: Life and Retirement Companies RBC* ratio 433%—well above the operating range; net credit losses were \$460 million and net asset downgrades were approximately \$700 million of lower excess capital as a result
De-risking	• Fortitude Holdings: The sale of Fortitude Holdings in June 2020 significantly de-risked AIG's balance sheet and generated \$2.2 billion in net proceeds • Private Client Group (PCG): Significantly de-risked the PCG portfolio through a number of significant actions, including the launch of Syndicate 2019, a partnership with Lloyd's • Investments: Capitalized on improved market liquidity to make select reductions in risk positions in several sectors

* RBC is a formula designed to measure the adequacy of an insurer's statutory surplus compared to the risks inherent to the business. The inclusion of RBC measures is not intended for the purpose of ranking any insurance company or for use in connection with any marketing, advertising or promotional activities.

The CMRC reviewed AIG's significant achievements on these strategic priorities against the backdrop of unprecedented market volatility and challenges resulting from the COVID-19 crisis and approved a 2020 Business Performance Score of 107.5 percent, which was applied to the STI decisions for Messrs. Lyons and Dachille and Ms. Fato.

Notwithstanding the general 2020 Business Performance Score of 107.5 percent, in light of AIG's TSR relative to compensation peers in 2020, the CMRC and Mr. Duperreault determined that the Business Performance Score applied to the 2020 STI decision for Mr. Duperreault should be 100 percent. The CMRC and Mr. Zaffino also agreed to lower the Business Performance Score applied to Mr. Zaffino's 2020 STI award from 107.5 to 100 percent.

Individual Performance Scorecard

Given the importance of our named executives in making and operationalizing decisions that maintain AIG's capital strength and position AIG for future growth, the CMRC retained an individual performance assessment as part of each named executive's STI award determination in 2020. The Individual Performance Score is in addition to the Business Performance Score and is based on an assessment of their individual performance in four pillars (Financial, Strategic, Operational and Organizational) for the areas for which they are accountable.

FINANCIAL	STRATEGIC	OPERATIONAL	ORGANIZATIONAL
Assessed against the relevant corporate or business unit financial performance by role - Headquarters - General Insurance - Investments - Life and Retirement	Goals vary by individual and cover areas such as: - Strategic plan formulation and execution - Brand - Succession and talent	Goals vary by individual and cover areas such as: - COVID-19 response - AIG 200 - Employee engagement - Governance processes - Integrity	Goals vary by individual and cover areas such as: - Diversity, equity and inclusion - Talent development - Employee well-being - Workplace culture

The CMRC tailored specific areas of focus for each named executive to maximize the alignment of pay with their individual performance. As described above, in 2020 the CMRC pivoted to a company-wide performance assessment in determining the Business Performance Score.

To ensure a level of accountability for financial performance at the business unit level was maintained, the Financial pillar portion of the Individual Performance Score in 2020 was based on an assessment of the relevant business financial metrics applicable to the individual's area of responsibility. These metrics were set based on a thoughtful and deliberate process (See “—Compensation Governance—The Annual Process”). While formal targets were not assigned, the CMRC and Board communicated general expectations for business performance in each area and in the first quarter of 2021 assessed actual performance in the context of those expectations. The financial metrics that each named executive is subject to reflects the scope of responsibility for his or her respective role:

- Headquarters performance was considered for Mr. Duperreault, Mr. Lyons, Mr. Zaffino (in combination with General Insurance), and Ms. Fato;
- General Insurance performance was considered for Mr. Zaffino (in combination with Headquarters); and
- Investments performance was considered for Mr. Dachille.

The Life and Retirement scorecard is included in the table below because it is an indirect component of the Headquarters performance assessment. While the final score for Headquarters and General Insurance resulted in the same numerical outcome as the Business Performance Score, there is no direct correlation for this outcome.

Business	Performance Metric	2020 Actual	Assessment*
Headquarters <i>Duperreault, Lyons, Zaffino, Fato</i>	Direct GOE for full year(1)	\$1,447 million	Target
	AIG 200 Cumulative Run-rate Net GOE Savings(1)	~\$400 million	Above Target
	Weighted Average of General Insurance, Investments and Life and Retirement Performance	N/A	Above target
	Headquarters Performance Assessment vs. Expectations		107.5%
General Insurance <i>Zaffino; indirect component of Headquarters</i>	Accident Year Combined Ratio, As Adjusted(1)	94.1%	Above Target
	Underwriting Capital—RBC(2)	460%	Above target
	Underwriting Capital—Liquidity to Parent	\$1,318 million	Target
	General Insurance Performance Assessment vs. Expectations		107.5%
Investments <i>Dachille; indirect component of Headquarters</i>	Performance relative to Benchmark	+31 bps	Above target
	Direct GOE for full year(1)	\$386 million	Above target
	Investments Performance Assessment vs. Expectations		115.0%
Life and Retirement <i>Indirect component of Headquarters</i>	Normalized Return on Adjusted Segment Common Equity(1)	13.6%	Target
	GOE (Net)(1)	\$1,513 million	Below target
	Capital—RBC(2)	433%	Above target
	Capital—Liquidity to Parent	\$2,296 million	Above target
	Life and Retirement Performance Assessment vs. Expectations		102.5%

* Above Target (101%-150% payout); Target (100% payout); Threshold (50%-99% payout); Below Threshold (0% payout).

- (1) We make adjustments to U.S. GAAP financial measures for purposes of this performance metric to ensure that results properly reflect management contributions. See Appendix A for an explanation of how this metric is calculated from our audited financial statements.
- (2) RBC is a formula designed to measure the adequacy of an insurer's statutory surplus compared to the risks inherent to the business. The inclusion of RBC measures is not intended for the purpose of ranking any insurance company or for use in connection with any marketing, advertising or promotional activities.

The following tables summarize the 2020 objectives and describe the achievements considered by the CMRC in assessing each named executive's performance.

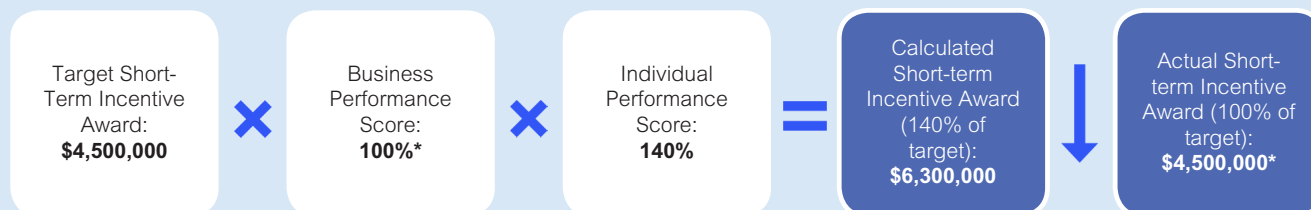
Brian Duperreault | Chief Executive Officer

Area and Purpose	Achievements
Financial Position AIG for long-term, profitable growth	- AIG delivered strong results in key performance areas for 2020, including: - Accident Year Combined Ratio, As Adjusted* of 94.1% - Life and Retirement Normalized Return on Adjusted Segment Common Equity* of 13.6% - Final score was determined with reference to the Headquarters performance assessment detailed above - Assessed above target—107.5%
Strategic Successfully execute key business initiatives, build AIG's brand as a leading global insurance company and ensure robust succession plans for critical roles	- AIG conducted a strategic review of its portfolio and potential levers for unlocking shareholder value while positioning the enterprise for growth that resulted in the October 2020 announcement of the intent to separate the Life and Retirement business from AIG - AIG completed the sale of a majority interest in Fortitude Holdings, a de-risking priority - Partnered with the AIG Board to implement a thoughtful, well-coordinated Chief Executive Officer succession process, resulting in Mr. Zaffino being named as the incoming Chief Executive Officer effective March 1, 2021
Operational Lead effective COVID-19 response with a focus on employee safety, drive risk management improvements	- In connection with the COVID-19 crisis, AIG expended significant efforts to support employees following rapid decision to shut down offices and stand-up robust remote working for over 40,000 employees; provided a \$500 grant to all employees for unforeseen expenses; created a pandemic loan program; and developed a comprehensive Wellness at AIG program - AIG continued to drive focus on risk-based decision-making and mindset and advanced risk management and governance frameworks to address emerging risks
Organizational Foster a rewarding and inclusive culture with a focus on talent development, diversity, equity and inclusion, and employee well-being related to the COVID-19 crisis	Launched an Executive Diversity Council focused on culture of inclusion and belonging, engaging 17,000 employees in Courageous Conversations and implementing a variety of employee suggested programs and initiatives

Brian Duperreault Individual Performance Score: 140%

* We make adjustments to U.S. GAAP financial measures for purposes of this performance metric to ensure that results properly reflect management contributions. See Appendix A for an explanation of how this metric is calculated from our audited financial statements.

Based on these accomplishments, the CMRC determined that Mr. Duperreault exceeded expectations with strong AIG financial performance in light of the unprecedented COVID-19 crisis and his efforts in executing a well-coordinated Chief Executive Officer succession process which culminated in the October 2020 announcement of Mr. Zaffino as the next Chief Executive Officer of AIG, effective March 1, 2021. As a result, the CMRC recommended, and the Board approved, an Individual Performance Score for Mr. Duperreault of 140 percent. In light of AIG's TSR relative to compensation peers in 2020, the CMRC and Mr. Duperreault determined that the Business Performance Score applied to the 2020 STI decision for Mr. Duperreault should be 100 percent. When combined, these scores resulted in a calculated STI award to Mr. Duperreault of \$6,300,000, representing 140 percent of target. However, given AIG's stock price performance, the CMRC and Mr. Duperreault determined that Mr. Duperreault's 2020 STI award should be paid at target. Accordingly, Mr. Duperreault's 2020 STI award was adjusted downward to \$4,500,000, representing 100 percent of target.



* In light of AIG's TSR relative to compensation peers in 2020. The CMRC and Mr. Duperreault determined that (i) the Business Performance Score applied to Mr. Duperreault's 2020 STI award should be 100%; and (ii) the Chief Executive Officer's 2020 STI award should be paid at target, notwithstanding AIG's successful navigation of the unprecedented COVID-19 crisis and Mr. Duperreault's efforts in executing a well-coordinated CEO succession process, resulting in an Individual Performance Score of 140%.

Mark D. Lyons | Executive Vice President and Chief Financial Officer

Area and Summary of Goals	Achievements
Financial Position AIG for long-term, profitable growth	- Determined with reference to the Headquarters performance assessment detailed above - Assessed above target—107.5%
Strategic Provide decision support to execute on key strategies; provide M&A execution support; engage with investors and key ratings agencies; deliver against critical strategic initiatives for Finance	- Participated in a comprehensive review of AIG's composite structure, including review of strategic, operational, capital and tax implications and developed output that resulted in the October 2020 announcement of intent to separate the Life and Retirement business from AIG - Led continuous proactive engagement with investors and rating agencies to ensure understanding of AIG's COVID-19 response and strong capital position against the backdrop of earnings pressures and volatile markets
Operational Effectively execute against the 2020 Budget and Capital Plan; meet tax and accounting objectives; progress on AIG 200 finance initiatives for 2020; maintain a robust control environment; lead effective crisis response to the COVID-19 crisis regarding business continuity, employee engagement and liquidity	- Successfully executed revised capital plan goals, including a successful raising of \$4.1 billion in debt which provided additional financial flexibility in the face of capital market volatility - Delivered considerable savings through effective tax management solutions, including planning and implementing strategies that protected against the potential expiration of foreign tax credits - Achieved meaningful accounting outcomes, including the successful implementation of current expected credit losses methodology and progress on the implementation of Long-Duration Targeted Improvements accounting
Organizational Enhance development and demonstration of leadership competences in interactions within Finance across AIG; continue to develop a best-in class workforce; promote a culture of integrity; improve representation of diverse talent	- Ensured ongoing engagement of the AIG Finance function in a remote work environment through video technology, increased communication, townhalls and 'skip level' meetings for informal small group discussions - Continued best practices, filling more senior roles through internal promotions, increasing the proportion of external diverse hires, hosting listening sessions to drive a more inclusive culture, conducting special sessions for high performing employees and early career employees, and furthered early career programs and partnered with Early Careers to increase the diversity of candidate pools - Active and continued promotion of a culture of integrity through behavior-driven leadership, regular communication and encouraging open dialogue

Mark Lyons Individual Performance Score: 150%

Based on these accomplishments, the CMRC determined that Mr. Lyons provided significant contributions to AIG in 2020 well beyond achievement of his individual goals. In particular, the CMRC recognized Mr. Lyons' essential role in meeting AIG's key strategic priorities of maintaining liquidity and capital preservation. He also led AIG's engagement with rating agencies and investors, ensuring recognition from these key stakeholders that the COVID-19 crisis was an earnings event and not a capital event for AIG. As a result, the CMRC approved an Individual Performance Score for Mr. Lyons of 150 percent, which, when combined with the Business Performance Score of 107.5 percent, resulted in an STI payment of \$3,059,00, representing 161 percent of target.



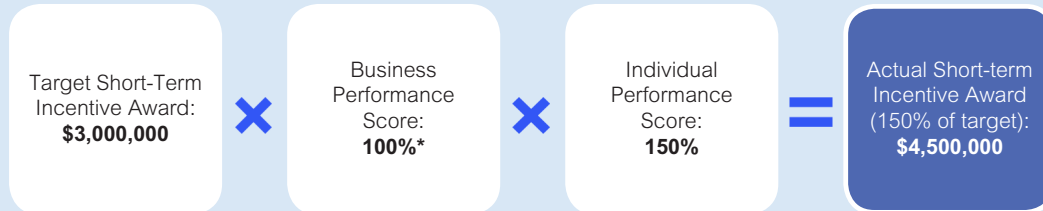
Peter Zaffino | President and Global Chief Operating Officer

Area and Summary of Goals	Achievements
Financial Position AIG for long-term, profitable growth	• Determined with reference to the Headquarters and General Insurance performance assessments detailed above • Both assessed above target—107.5%
Strategic Execute on General Insurance strategic plan 2020 and drive the planned 2020 AIG 200 actions for operational and financial performance improvement	• Led a comprehensive review of AIG's composite structure and development of a strategic plan to unlock shareholder value, that resulted in the October 2020 announcement of intent to separate the Life and Retirement business from AIG, pursuit of which was enabled by strengthening of the General Insurance business since 2017 • Designed and operationalized continued General Insurance underwriting improvements and strategic portfolio optimization, including improved underwriting discipline in General Insurance's North America and International businesses; growth in higher margin lines, continued improvement in the overall mix of business despite the impact of the COVID-19 crisis; the launch of Syndicate 2019 in partnership with Lloyd's; and achieved significant rate improvement across multiple lines • Further evolved AIG's reinsurance program without increasing net exposures and reducing spend enabled by improvements in gross underwriting; purchased additional aggregate protection with favorable terms
Operational Continue to drive efforts to streamline end-to-end business processes, increase the quality and speed of decision-making, improve data quality and enhance governance processes; lead effective crisis response to the COVID-19 crisis regarding business continuity, employee engagement and liquidity	• Successfully led the AIG 200 transformational initiative including the accelerated execution of certain programs in a remote working environment resulting in AIG 200 Cumulative Run-rate Net GOE Savings* of approximately \$400 million, which exceeded target by 30% • Led AIG's COVID-19 response, maintaining high employee engagement and productivity through frequent and transparent communications across the organization and deployment of effective technology and collaboration platforms • Conducted extensive outreach with regulators, rating agencies and investors to provide assurances regarding AIG's financial strength and liquidity and ability to manage through the COVID-19 crisis
Organizational Continue to execute on multi-year General Insurance Human Capital Plan; implement transformation change under AIG 200; promote a culture of integrity; provide leadership to diversity, equity and inclusion actions	• Aggressively pursued talent development commitment by making critical strategic hires, including diverse talent, and evaluating internal talent across the firm to strengthen the leadership bench, improve succession planning, and place needed skills and capabilities in the right roles • Built an exceptional pipeline of senior leaders, transitioning members of the General Insurance leadership team into new roles, including the promotion of a new Chief Executive Officer of General Insurance in August 2020

Peter Zaffino Individual Performance Score: 150%

* We make adjustments to U.S. GAAP financial measures for purposes of this performance metric to ensure that results properly reflect management contributions. See Appendix A for an explanation of how this metric is calculated from our audited financial statements.

Based on these accomplishments, the CMRC determined that Mr. Zaffino significantly exceeded his expected contributions to AIG in 2020. In particular, the Committee recognized Mr. Zaffino's exceptional leadership of AIG's response to the unprecedented COVID-19 crisis in his role as President and Global Chief Operating Officer that enabled AIG to continue to execute on key priorities, including AIG 200 and the strategic decision to separate the Life and Retirement business from AIG. Further, the Committee acknowledged Mr. Zaffino's leadership of the General Insurance business through most of the year, which saw continued improvement in the face of the significant challenges of the global pandemic. As a result, the CMRC approved an Individual Performance Score for Mr. Zaffino of 150 percent. The CMRC and Mr. Zaffino agreed to lower the Business Performance Score applied to Mr. Zaffino's 2020 STI award from 107.5 to 100 percent. When combined, these scores, resulted in an STI payment to Mr. Zaffino of \$4,500,000, representing 150 percent of target.



* The CMRC and Mr. Zaffino agreed to lower the Business Performance Score applied to Mr. Zaffino's 2020 STI award from 107.5% to 100%.

Douglas A. Dachille | Executive Vice President and Chief Investment Officer

Area and Summary of Goals	Achievements
Financial Position AIG for long-term, profitable growth through Investments performance	- Determined with reference to the Investment performance assessment detailed above - Assessed above target—115%
Strategic Establish best in class third-party asset management practices and achieve key milestones in the strategic plan; complete Fortitude Holdings transaction	- Led the sale of a majority interest in Fortitude Holdings, a significant de-risking priority - Exceeded new business goal for third-party asset management with several new client wins, operationalizing the business with a strategic business plan that included clear metrics and deliverables, with a focus on governance
Operational Contribute to operating structure and transformation work in Investments as part of AIG 200; reinforce a culture of integrity and prudent risk management; lead effective crisis response to the COVID-19 crisis regarding business continuity, employee engagement and liquidity	- Made progress on de-risking the investments portfolio; enhanced governance frameworks that improve transparency and oversight in a range of areas including vendors - Quickly and successfully pivoted investments team to work from home model while maintaining control levels through protocols such as no voice trading; focused on employee engagement and prioritizing wellness through increased communication, access to resources and virtual events - Developed and maintained comprehensive COVID-19 stress scenarios
Organizational Develop a comprehensive Human Capital Management Program to attract, retain, develop and reward top talent; engage teams through cross-functional initiatives; champion diversity efforts to increase representation in under-represented groups	- Successfully realigned Investments senior leadership team responsibilities focused on building internal talent capabilities - Enhanced recruitment strategy to increase diversity and intern and analyst programs aimed at high-potential candidates with diverse backgrounds; launched a mentoring program and manager training program - Established a monthly Asset Management Learning Series to promote cross-team collaboration and develop talent and assembled a cross-functional team tasked with developing an ESG Investment framework to address client, consultant and regulatory needs
Douglas Dachille Individual Performance Score: 123%	

Based on these accomplishments, the CMRC determined that Mr. Dachille's contributions to AIG in 2020 exceeded expectations. In particular, the CMRC recognized that, at a time of unprecedented market volatility, Mr. Dachille focused on AIG's strategic priority of de-risking to produce net investment income results that exceeded benchmarks. As a result, the CMRC approved an Individual Performance Score for Mr. Dachille of 123 percent, which, when combined with the Business Performance Score of 107.5 percent, resulted in an STI payment of \$3,300,000, representing 132 percent of target.

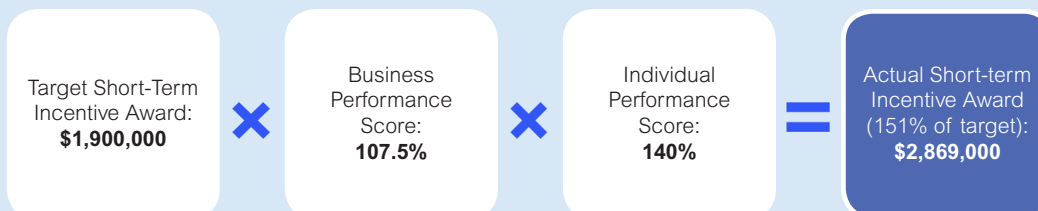


Lucy Fato | Executive Vice President, General Counsel & Global Head of Communications and Government Affairs

Area and Summary of Goals	Achievements
Financial Position AIG for long-term, profitable growth	• Determined with reference to the Headquarters performance assessment detailed above • Assessed above target—107.5%
Strategic Maintain positive relationships with regulators and policymakers; support strategic transactions and de-risking initiatives; and enable actions to strengthen AIG's balance sheet and liquidity position, and reduce risk, particularly in light of the COVID-19 crisis	• Oversaw and participated in enhanced engagement efforts with global regulators and policymakers, including real time communication regarding the COVID-19 crisis and its impact on AIG's businesses, employees, policyholders and remote work environment; and responding to a significantly higher volume of requests for data throughout 2020 • Led Legal, Compliance & Regulatory efforts on several strategic transactions and de-risking initiatives, including the sale of a majority interest in Fortitude Holdings; the successful raising of \$4.1 billion in debt; the launch of Syndicate 2019 through a novel partnership with Lloyd's; and the announcement of leadership transitions and the planned separation of the Life and Retirement business from AIG • Favorably resolved a number of legacy and other complex litigation matters • Supported the evolution of AIG's Sustainability agenda and the enhancement of its reporting frameworks; and led AIG's robust year-round shareholder engagement program, which resulted in meetings with shareholders representing over 50% of AIG's outstanding shares in 2020
Operational Support AIG 200 as a member of the Steering Committee; and serve as executive sponsor of Organizational Health Initiatives	• Served as a member of the AIG 200 Steering Committee with a focus on risk and control frameworks, and Organizational Health • Oversaw Legal, Compliance & Regulatory support of AIG 200 initiatives, including partnerships with third parties to ensure compliance with applicable laws, regulations, and governance protocols in the jurisdictions in which AIG operates • Led an enterprise-wide initiative to embed Organizational Health programs in AIG 200 workstreams • Designed an enhanced internal and external communications strategy in connection with the COVID-19 crisis, social unrest in the U.S. and abroad, AIG 200, and leadership transition announcements
Organizational Promote a culture of integrity and risk awareness; support diversity, equity, and inclusion initiatives; and encourage participation in ERGs and Pro Bono matters	• Oversaw AIG's Global Compliance department's efforts and initiatives designed to maintain a robust culture of integrity and compliance framework, particularly in a remote work environment • Promoted AIG's diversity, equity, and inclusion goals, including by following the "Rooney Rule" with respect to open positions; and encouraged participation in ERGs and talent development programs, specifically those targeted at developing women and other underrepresented groups • Oversaw AIG's award-winning Pro Bono Program; established a new pillar of the Pro Bono Program focused on criminal and social justice reform; and created a full-time position for a Pro Bono Coordinator to reinforce AIG's commitment to providing legal and other services to those most in need

Lucy Fato's Individual Performance Score: 140%

Based on these accomplishments, the CMRC determined that Ms. Fato made significant contributions to AIG and demonstrated exemplary leadership on key priorities. In particular, the CMRC recognized Ms. Fato's success at leading the support of AIG's employees, and promoting transparent communication with key stakeholders, regarding AIG's response to the COVID-19 crisis. As a result, the CMRC approved an Individual Performance Score for Ms. Fato of 140 percent, which, when combined with the Business Performance Score of 107.5 percent, resulted in an STI payment of \$2,869,000, representing 151 percent of target.



In summary, 2020 performance resulted in the following STI awards to each named executive relative to his or her target:

Named Executive	2020 Target Short-Term Incentive Award	Business Performance Result	Individual Performance Scorecard Result	2020 Actual Short-Term Incentive Award
Brian Duperreault	\$4,500,000	100%(1)	140%	\$4,500,000(1)
Mark D. Lyons	\$1,900,000	107.5%	150%	\$ 3,059,000
Peter Zaffino	\$3,000,000	100%(2)	150%	\$ 4,500,000
Douglas A. Dachille	\$2,500,000	107.5%	123%	\$ 3,300,000
Lucy Fato	\$1,900,000	107.5%	140%	\$ 2,869,000

- (1) In light of AIG's TSR relative to compensation peers in 2020, the CMRC and Mr. Duperreault determined that (i) the Business Performance Score applied to the 2020 STI decision for Mr. Duperreault should be 100%; and (ii) the Chief Executive Officer's 2020 STI award should be paid at target, notwithstanding AIG's successful navigation of the unprecedented COVID-19 crisis and Mr. Duperreault's efforts in executing a well-coordinated Chief Executive Officer succession process, resulting in an Individual Performance Score of 140%.
- (2) The CMRC and Mr. Zaffino agreed to lower the Business Performance Score applied to Mr. Zaffino's 2020 STI award from 107.5% to 100%.

2020 Long-Term Incentive Awards

At a Glance:

- Modified PSU metrics for 2020 to increase the use of relative metrics given market uncertainty, and incorporate an AIG 200 metric following its launch in 2019

What's Unchanged for 2020:

- 75% performance-based in PSUs (50%) and stock options (25%); 25% time-based in RSUs
- All equity awards subject to cliff vesting over a three-year time horizon
- Target value established annually informed by market data
- Actual target grant can reflect up to 150% of the target value, informed by factors, including extraordinary achievements, to provide an incremental incentive for future success and/or to enhance retention
- PSU payout capped at 200% of target
- Subject to clawback

Changes for 2020:

- Delayed grant of 2020 PSUs until July 2020, providing more time to develop informed metrics and set goals in a challenging environment
- PSUs based on two new metrics (Relative Tangible BVPS* and AIG 200 Cumulative Run-rate Net GOE Savings*) and a new more expansive approach to assessing relative TSR (modifier rather than cap)
- Relative Tangible BVPS* and GOE* metrics assessed on a one-year and three-year basis which, in combination with the use of a relative performance assessment for BVPS and TSR, is intended to most effectively align pay with performance over the next three years
- Mr. Duperreault's and Mr. Zaffino's 2020 target opportunities increased to address market alignment shortfalls; Ms. Fato's target opportunity increased in September 2020 in recognition of the expansion of her duties and responsibilities

* We make adjustments to U.S. GAAP financial measures for purposes of this performance metric to ensure that results properly reflect management contributions. See Appendix A for an explanation of how this metric is calculated from our audited financial statements.

LTI awards, made in the form of AIG equity awards under the LTI plan, represent the largest percentage of a named executive officer's annual target compensation opportunity, in vehicles that reward long-term value creation, performance achievements and stock price appreciation. In considering awards to named executives, there are several design principles that the CMRC considers, including:

- ✓ Providing a risk-balanced portfolio of incentive vehicles
- ✓ Aligning performance with AIG's strategic direction and trajectory that are within management control
- ✓ Simplicity

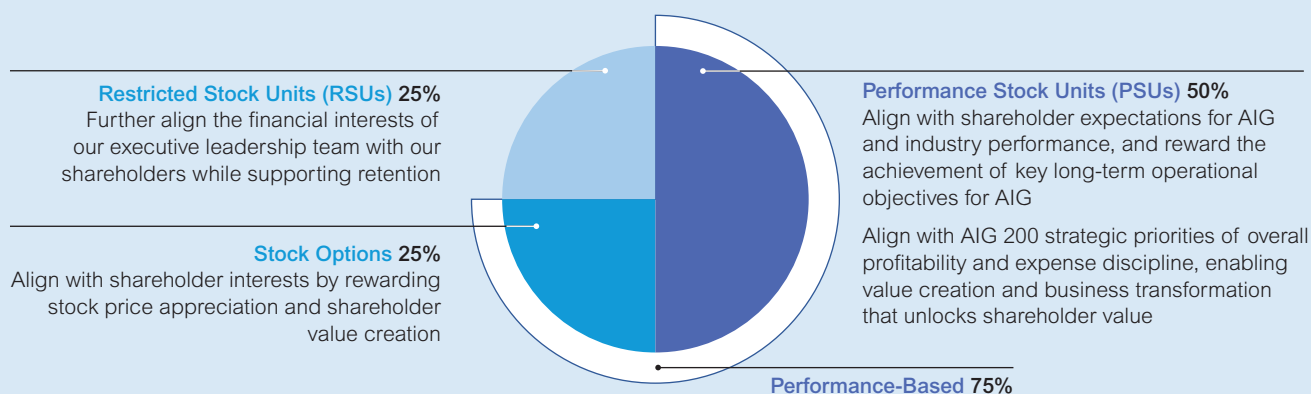
Typically, AIG grants LTI awards in March each year. In March 2020, COVID-19 was already impacting global economies and was on the brink of being declared a global pandemic. There was a great deal of uncertainty in the market regarding the impact the COVID-19 crisis would have on global economies, and the outlook for AIG was challenging to project. The CMRC determined that, while it was appropriate to proceed with determining the total target LTI award for each named executive and granting stock options and RSUs to provide a degree of continuity and certainty to all participants, it was prudent to delay the grant of PSUs. This provided time to better understand the potential impact of the COVID-19 crisis on our businesses, for global economies to partially stabilize, and to update our performance expectations for the year. In turn this enabled a more informed determination of appropriate long-term performance metrics that would successfully align pay

and performance over the next three years as our named executives led AIG through the COVID-19 crisis and its collateral effects on the global economy.

As a result of this review, which spanned four CMRC meetings, two new performance metrics were identified to reflect our priorities in a COVID-19 environment: Relative Tangible BVPS* and AIG 200 Cumulative Run-rate Net GOE Savings*. Changing the measurement of the BVPS metric from an absolute normalized basis to a relative tangible basis against defined peer groups mitigated the need to predict long-term performance and set rigorous absolute goals during an uncertain period. Details of these metrics are summarized below and discussed in more detail under “—2020 Performance Awards—Performance Share Units (50%).”

* We make adjustments to U.S. GAAP financial measures for purposes of this performance metric to ensure that results properly reflect management contributions. See Appendix A for an explanation of how this metric is calculated from our audited financial statements.

LONG-TERM INCENTIVE AWARD ALLOCATION



All vehicles are subject to a three-year time horizon, with cliff vesting on January 1, 2023, following the three-year period and are covered by AIG’s clawback policy, further enhancing long-term alignment with shareholder interests and retention impact. We believe providing this mix of PSUs, stock options and RSUs continues to support maintaining a high-performance culture and attracting and retaining key talent through competitive compensation opportunities that do not encourage excessive risk-taking.

When determining the appropriate LTI awards to grant, the CMRC considers whether to modify any individual LTI award grants. The actual target LTI award granted can reflect up to 150 percent of an individual’s target value, based on the CMRC’s assessment of a range of factors, including consideration of prior year performance and contributions, the complexity of expected contributions and the desire to enhance retention and/or provide incremental incentive for future success over the three-year performance period.

Ms. Fato was the only named executive to receive a modification to her LTI grant in 2020. This individual modifier of 125 percent reflected additional responsibilities she assumed in October 2018 as Interim Head of Human Resources pending the arrival of Karen Ling in July 2019 and was in recognition of her performance in that role, including leading the search process that led to the hiring of Ms. Ling. Separately, on the expansion of Ms. Fato’s role in September 2020 to include Global Communications and Government Affairs, her annual LTI target value was increased to \$3,300,000 resulting in an additional LTI award of \$700,000 in September 2020. This represented the incremental additional grant value, prior to the application of the individual modifier. No individual modifier was applied to the September award. This award took the same form in terms of mix and performance metrics as the award received earlier in the year.

In 2020, the CMRC approved the following target LTI values and actual target LTI grants for the named executives:

Named Executive	2020 Target LTI Value	2020 Individual Modifier	2020 Target LTI Grant Value
Brian Duperreault	\$12,900,000	—	\$12,900,000
Mark D. Lyons	\$ 3,300,000	—	\$ 3,300,000
Peter Zaffino	\$ 8,600,000	—	\$ 8,600,000
Douglas A. Dachille	\$ 4,250,000	—	\$ 4,250,000
Lucy Fato(1)	\$ 3,300,000	125%	\$ 3,950,000

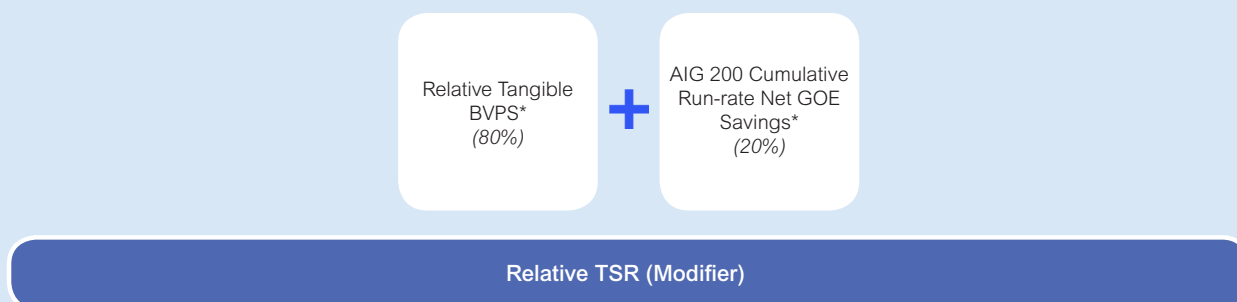
- (1) Total award comprises (i) Ms. Fato's target LTI opportunity prior to the expansion of her role and responsibilities (\$2,600,000), modified by 125% ($\$2,600,000 \times 125\% = \$3,250,000$); and (ii) an additional LTI grant of \$700,000 relating to the increase to her target opportunity she received in connection with her role expansion in September 2020, resulting in a total 2020 LTI grant of \$3,950,000. Ms. Fato's total target LTI value for 2020, prior to the application of the individual modifier was \$3,300,000.

In making the actual awards, the CMRC approved target dollar amounts that are converted into a number of PSUs, RSUs and stock options. The number of PSUs and RSUs in an annual grant is based on the average closing price of AIG common stock over the five trading days preceding the grant date, rounded down to the nearest whole unit. The number of stock options is based on the grant date fair value of a stock option to purchase a share of AIG common stock. In 2020, the annual grant date for RSUs and stock options was in March, and for PSUs was in July. The number of any PSUs or RSUs granted outside of the annual grant process is based on the average closing price of AIG common stock over the first five trading days of the month of the offer of employment or effective month of a promotion, as applicable.

2020 Performance Awards

Performance Share Units (50%)

The 2020 PSU awards can be earned based on performance over a period of three years. The approach for 2020 was established with careful consideration to the uncertain duration and ultimate impact of the COVID-19 crisis. The grant of awards was delayed from March to July, given the lack of visibility as to the true dimensions of the COVID-19 crisis and the related market volatility at the time which made it challenging to establish performance goals in light of evolving strategic priorities. To address concerns regarding goal setting and ensuring the successful alignment of pay with performance the CMRC approved a plan that combines Relative Tangible BVPS* growth on an additive basis with AIG 200 Cumulative Run-rate Net GOE Savings* under our AIG 200 strategy, subject to a relative TSR modifier.



* We make adjustments to U.S. GAAP financial measures for purposes of this performance metric to ensure that results properly reflect management contributions. See Appendix A for an explanation of how this metric is calculated from our audited financial statements.

These performance metrics will be critical to AIG emerging from the COVID-19 crisis stronger, in a position to unlock further value for shareholders.

Metric	Description	Why It Matters to AIG
Relative Tangible BVPS(1)	To enhance the alignment of payouts with performance, separate peer groups were developed for General Insurance and Life and Retirement. This reflects the different BVPS expectations for each, both within AIG and observed in the market. To assess aggregate performance, the outcome related to each group will be weighted on a 60% (General Insurance) and 40% (Life and Retirement) basis, reflecting AIG's portfolio mix.	Measures AIG's progress as compared to peers on a key performance metric that drives stock performance
AIG 200	AIG 200 Cumulative Run-rate Net GOE Savings(1)	Measures the success of our transformation program's sustainable impact on AIG's overall cost structure
Relative TSR	TSR delivered during the period from July 1, 2020 ending December 31, 2022 relative to a custom group of AIG peers(2) Peer group comprises BVPS peers for General Insurance and Life and Retirement peers, and five additional composite insurance companies If AIG TSR is in the top quartile, payouts are increased by 10%; if AIG TSR is in the lower quartile, payouts are reduced by 10%.	Measures our success in delivering market competitive returns to shareholders as compared to peers

(1) We make adjustments to U.S. GAAP financial measures for purposes of this performance metric to ensure that results properly reflect management contributions. See Appendix A for an explanation of how this metric is calculated from our audited financial statements.

(2) TSR calculated based on (i) the average stock prices for the month preceding the performance period; and (ii) the average stock prices for the final month of the performance period.

To reflect the ongoing global economic uncertainty, the Relative Tangible BVPS and AIG 200 Cumulative Run-rate Net GOE Savings goals combine one-year and three-year performance horizons. This dual perspective uses one-year goals to mitigate the risk of setting unrealistic three-year goals while maintaining executives' focus on three-year performance.

The performance assessment comprises three components as detailed below.

RELATIVE TANGIBLE BVPS* (80%)

2020-2022 MEASUREMENT PERIOD, AND THREE ONE-YEAR PERIODS:

2020 – 2022

2020

2021

2022

- Performance assessed over three one-year periods and a combined three-year performance period
- Final score reflects three-year performance, but not less than the average annual performance scores

Rank	1st	2nd	3rd	4th	5th	6th	7th	8th
Payout	200%	175%	150%	100%	100%	75%	50%	0%

Results weighted 60% for General Insurance and 40% for Life and Retirement, reflecting AIG's portfolio mix

- Relative performance is assessed against two distinct groups of peers (General Insurance peers and Life and Retirement peers)
- Performance is assessed against each group separately to determine the payout
- The final score is calculated by combining the General Insurance and Life and Retirement payouts on a weighted basis (60/40)
- Payout is capped at 75% if AIG ranks 8th on three or more of the six one-year periods (three one-year periods measured relative to each of the General Insurance and Life and Retirement peers)
- For a list of the General Insurance and Life and Retirement peers, see “—Compensation Design—Use of Market Data—Long-Term Incentive Peer Groups”

AIG 200 CUMULATIVE RUN-RATE NET GOE SAVINGS* (20%)

2020-2022 MEASUREMENT PERIOD, AND THREE ONE-YEAR PERIODS:

2020 – 2022

2020

2021

2022

- Performance assessed over three one-year periods and a combined three-year performance period
- Final score reflects three-year performance, but not less than the average annual performance scores

AIG 200 Cumulative Run-rate Net GOE Savings*

	2020	2021	2022
Threshold (50%)	\$150M	\$350M	\$700M
Target (100%)	\$200M	\$450M	\$850M
Stretch (150%)	\$300M	\$600M	\$1,000M
Maximum (200%)	n/a	n/a	\$1,200M

- Payout is capped at 75% if AIG 200 Cumulative Run-rate Net GOE Savings* by 2022 are below \$700M
- Performance is assessed relative to this grid to determine the level of payout that has been earned
- The maximum payout is only achievable if the three-year AIG 200 Cumulative Run-rate Net GOE Savings* equal or exceed \$1,200M

RELATIVE TSR (+/-10% MODIFIER)

ASSESSED OVER JULY 1, 2020 – DECEMBER 31, 2022

- Performance assessed from July 1, 2020 to December 31, 2022
- Shortened measurement period reflects delayed grant date

Rank	Top Quartile	Bottom Quartile
Modifier	+10%	-10%

- Performance is assessed relative a single peer group that comprises 19 companies:
 - General Insurance BVPS peers
 - Life and Retirement BVPS peers
 - AIG composite insurer peers
- For a complete list of the peers used for this relative TSR metric, see “—Compensation Design—Use of Market Data—Long-Term Incentive Peer Groups”
- If AIG ranks in the top quartile, the payout score will be increased by 10%
- If AIG ranks in the bottom quartile, the payout score will be reduced by 10%
- No modifier will be applied if AIG ranks between the bottom and top quartiles

* We make adjustments to U.S. GAAP financial measures for purposes of this performance metric to ensure that results properly reflect management contributions. See Appendix A for an explanation of how this metric is calculated from our audited financial statements.

The maximum payout opportunity of 200 percent of target reflects ambitious goals that require performance significantly above target. Actual performance relative to the goals approved by the CMRC in 2020 will be disclosed in 2023 following the certification of results by the CMRC. PSUs accrue dividend equivalent rights in the form of additional PSUs that are delivered if and when the underlying PSUs vest.

2020 Stock Options (25%)

Named executives' 2020 stock option awards become exercisable following the completion of a three-year vesting period. All stock options are granted with an exercise price equal to the closing price of the underlying shares on the date of grant. Stock options granted in 2020 will vest on January 1, 2023 and have a 10-year term. We view stock options as performance-based compensation as the value of a stock option is impacted by the price of AIG common stock at the time of vesting.

2020 Time-Vested Awards

2020 Restricted Stock Units (25%)

Named executives' 2020 RSUs will vest on January 1, 2023 and be settled in AIG common stock. As with PSUs, RSUs accrue dividend equivalent rights in the form of additional RSUs that are delivered if and when the underlying RSUs vest.

Special Awards

The CMRC is committed to identifying, attracting, motivating, rewarding and retaining highly qualified leaders who drive AIG's long-term success. These goals were particularly important to the CMRC in 2020, where the strength and performance of our senior leaders made them attractive targets in a competitive market for talent with turnaround experience.

The CMRC examined the role of our leadership team in our strategic priority areas and assessed the extraordinary efforts of certain named executives assuming new roles and responsibilities. In recognition of their demonstrated performance, the CMRC approved one-time RSU awards for three of our named executives.

In each case, the vesting schedule for the award was aligned with the role of the named executive and the size of the named executive's award.

Named Executive Officer	Target Value	Details
Peter Zaffino	\$10,000,000	- One-time award - Reflects promotion to the President role in the first quarter of 2020 and transition into Chief Executive Officer role, effective in March 2021; exceptional leadership in navigating the COVID-19 crisis; contributions and leadership that enabled AIG to announce the transformative separation of Life and Retirement from AIG; desire to increase direct shareholder alignment with successful execution of the transaction and new company strategy and to ensure long-term retention - Vests in equal thirds on the third, fourth and fifth anniversaries of the grant date
Mark Lyons	\$3,000,000	- One-time award - Reflects contributions in 2020 and desire to increase retention power - Vests on the third anniversary of the grant date

Named Executive Officer	Target Value	Details
Lucy Fato	\$1,000,000	- One-time award - Reflects significant contributions beyond her areas of responsibility in 2020 and the expansion of her role to include Global Communications and Government Affairs - Vests equally on the first and second anniversaries of the grant date

Assessment of 2018 Performance Share Units

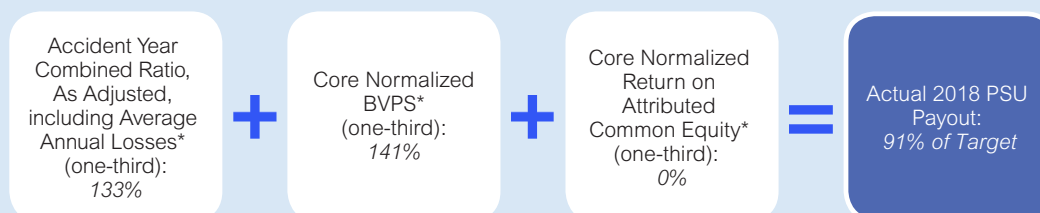
The three-year performance period for the 2018 PSUs ended on December 31, 2020. These awards were subject to three equally weighted metrics:

- Accident Year Combined Ratio, As Adjusted* improvement, measured annually
- Core Normalized BVPS* growth, measured annually
- Core Normalized Return on Attributed Common Equity*, measured in the third year

In response to the impact of the COVID-19 crisis, during 2020 the CMRC discussed whether it was appropriate to modify the performance metrics and/or goals that applied to the 2018 PSUs. In particular, the continuing relevance of the Core Normalized Return on Attributed Common Equity metric was debated given the AIG Board withdrew guidance on Core Normalized Return on Attributed Common Equity during the year. On balance, the CMRC resolved to make no changes to the previously approved metrics or goals for the named executives, given a desire to align outcomes with the experience of our shareholders and the long-term nature of the program.

In the first quarter of 2021, the CMRC assessed performance over the three-year performance period and certified the results as follows:

Performance Metric	Performance Goal (% Payout)			Actual Performance			Earned Performance (% Target)			Payout (Weighted)
	Threshold (50%)	Target (100%)	Maximum (200%)	FY 2018	FY 2019	FY 2020	FY 2018	FY 2019	FY 2020	
Accident Year Combined Ratio, as Adjusted, including Average Annual Losses*	—	—	—	103.9%	100.4%	98.1%	—	—	—	—
Annual Improvement	0.5 pt	1 pt	2 pt	(0.9) pt	3.5 pt	2.3 pt	0%	200%	200%	133%
Core Normalized BVPS*	—	—	—	\$48.28	\$56.20	\$63.36	—	—	—	—
Annual Growth	5%	10%	15%	6.7%	16.4%	12.7%	67%	200%	155%	141%
Core Normalized Return on Attributed Common Equity*	9%	10%	11%	N/A	N/A	6.3%	N/A	N/A	0%	0%
Combined 2018—2020 Performance Payout:										91%



* We make adjustments to U.S. GAAP financial measures for purposes of this performance metric to ensure that results properly reflect management contributions. See Appendix A for an explanation of how this metric is calculated from our audited financial statements.

As a result of this performance, awards vested as follows:

Named Executive	2018 PSU Award (\$)	Target 2018 PSUs	Earned PSUs Vesting	Additional PSUs earned from Vesting Dividend Equivalent Rights(1)	Value of Total PSUs at Vesting (\$)	Difference Between Grant and Vesting Value (\$)
Brian Duperreault	8,400,000	140,116	127,505	12,549	5,200,205	(3,199,795)
Mark D. Lyons(2)	137,500	3,166	2,881	227	115,400	(22,100)
Peter Zaffino	3,187,500	53,169	48,383	4,761	1,973,237	(1,214,263)
Douglas A. Dachille	3,187,500	53,169	48,383	4,761	1,973,237	(1,214,263)
Lucy Fato	1,562,500	26,063	23,717	2,334	967,274	(595,226)

(1) Dividend equivalent rights only accrued on earned PSUs.

(2) Mark Lyons received a prorated award based on the date of his promotion to Chief Financial Officer in December 2018.

Indirect Elements of Compensation

AIG provides named executives with a limited number of benefits and perquisites. These programs are generally aligned with those available to our other employees.

Welfare and Insurance Benefits

Named executives generally participate in the same broad-based health, life and disability benefit programs as AIG's other employees.

Retirement Benefits

AIG provides retirement benefits to eligible employees. The only plan that named executives actively participate in is a tax-qualified 401(k) plan. All participants, including named executives, receive contributions from AIG in the form of a match worth 100 percent of the first 6 percent of their eligible compensation up to the Internal Revenue Service (IRS) compensation limit, which in 2020 was \$285,000. In accordance with this limit, named executives received matching contributions up to \$17,100 in 2020. AIG also provides a contribution of 3 percent of eligible compensation to all employees eligible to participate in the 401(k) plan, in addition to the 6 percent matching contribution, subject to IRS limits.

Perquisites

AIG provides limited perquisites to employees, including named executives, to facilitate the performance of their management responsibilities. These perquisites include corporate aircraft usage (including by an executive's spouse when traveling with the executive on business travel), use of company pool cars and drivers and an annual cash perquisite allowance of \$35,000. An allowance is provided to enable named executives to cover costs associated with formerly offered perquisites, such as financial and estate planning.

The CMRC has approved the use of AIG-owned corporate aircraft and corporate aircraft owned by a third-party vendor by our Chief Executive Officer for personal travel, with an allowance of up to \$195,000 per year. Any use for personal travel beyond the allowance must be reimbursed to AIG. The calculation of the cost of any personal corporate aircraft usage is based on the aggregate incremental cost to AIG of the personal travel, which may include, for AIG-owned corporate aircraft, direct operating cost of the aircraft (including with respect to any "deadhead" segments), including fuel, additives and lubricants, maintenance, airport fees and assessments, crew expenses and in-flight supplies and catering, as applicable, and for corporate aircraft owned by a third-party vendor, the cost-per-flight-hour charge by the vendor as well as costs of fuel, taxes, crew expenses and airport fees and assessments, as applicable.

Termination Practices and Policies

AIG provides severance benefits to its named executives to offer competitive total compensation packages, ensure executives' ongoing retention when considering potential transactions that may create uncertainty as to their future employment with AIG and enable AIG to obtain a release of employment-related claims.

Qualifying Termination	• Termination by AIG without "cause" • Covered named executive terminates for "good reason", including for qualifying executives after a "change in control"
Severance Payment	• Pre-determined multiplier applied to: ◦ Salary ◦ Three-year average of actual STI payments • Severance multiple is 1.0 or 1.5 depending on an executive's grade • Severance multiple increases to 1.5 or 2.0 for a qualifying termination within two years following a change in control

See "—Potential Payments on Termination" for more information on AIG's termination benefits and policies, including a description of certain modifications made to termination provisions within our compensation plans that went into effect in 2021.

2021 COMPENSATION PROGRAM DESIGN AND DECISIONS

The CMRC approved AIG's 2021 STI and LTI programs during the first quarter of 2021. The design of our 2021 compensation programs reflect a return to normal course following the pivot that was necessitated in 2020 in response to the COVID-19 crisis.

2021 Short-Term Incentive Program Structure

The 2021 STI program follows the design of AIG's STI programs prior to 2020. As in prior years, STI awards for our named executives in 2021 will be based on a combination of a quantitative Business Performance Score and Individual Performance Score. The Business Performance Score will be based on performance against empirical and quantitative metrics assigned to the business unit relevant to each of our named executives.

- The Headquarters Business Performance Score will be based on (1) a weighted average of the Business Performance Scores for General Insurance, Life and Retirement and Investments, assessed as described below; and (2) an AIG 200 Cumulative Run-rate Net GOE Savings* goal.
- The General Insurance Business Performance Score will be based on (1) Accident Year Combined Ratio, as Adjusted*; and (2) Calendar Year Combined Ratio Improvement Relative to Peers*.
- The Life and Retirement Business Performance Score will be based on (1) Normalized Return on Adjusted Segment Common Equity*; and GOE (Net)*.
- The Investments Business Performance Score will be based on (1) Performance relative to Benchmark; and (2) Direct GOE*.

These performance metrics are aligned to AIG's 2021 strategic business objectives.

2021 Long-Term Incentive Program Structure

The 2021 LTI grants awarded to our named executives continue to be comprised of a mix of 50 percent PSUs, 25 percent RSUs and 25 percent stock options. The PSUs issued to our named executives in connection with our 2021 LTI program will be earned based on performance on two primary metrics over a three-year performance period:

- Relative Tangible BVPS* growth measured annually and over three one-year periods and a combined three-year performance period, similar to the Relative Tangible BVPS* growth metric applied to the 2020 PSUs; and
- A metric relating to achievement of the separation of the Life and Retirement business from AIG.

Both of these core metrics include clearly defined goals associated with the achievement of “threshold,” “target,” “stretch,” and “maximum.” Additionally, the 2021 PSUs include a relative TSR metric that will adjust the payout up or down 25 percent if our TSR for the performance period is in the top or bottom quartile, respectively, of our peers.

These performance metrics are aligned to AIG’s strategic company-wide objectives.

* We make adjustments to U.S. GAAP financial measures for purposes of this performance metric to ensure that results properly reflect management contributions. See Appendix A for an explanation of how this metric is calculated from our audited financial statements.

Compensation Decisions Relating to the Chief Executive Officer Transition

Effective March 1, 2021, as part of AIG’s well-coordinated Chief Executive Officer succession plan, Mr. Zaffino succeeded Mr. Duperreault as Chief Executive Officer. In recognition of the expansion of Mr. Zaffino’s responsibilities due to his promotion, the CMRC approved the following for Mr. Zaffino:

Compensation Component	Current	Effective March 1, 2021	Increase
Base Salary	\$ 1,400,000	\$ 1,500,000	+7.1%
Target Short-Term Incentive	\$ 3,000,000	\$ 4,000,000	+33.3%
Target Long-Term Incentive	\$ 8,600,000	\$11,500,000	+33.7%
Target Direct Compensation	\$13,000,000	\$17,000,000	+30.8%

Mr. Zaffino will also be entitled to a \$195,000 annual allowance for personal use of the corporate aircraft, as was provided to the former Chief Executive Officer, and he will be required to reimburse the Company for personal use in excess of that amount.

On Mr. Zaffino’s appointment as President and Chief Executive Officer, Mr. Duperreault became Executive Chair. In recognition of the nature of his role, which will focus on leading the Board in overseeing AIG through the transition to a new Chief Executive Officer and major transformative transactions, including the planned separation of AIG’s Life and Retirement business from AIG, the CMRC approved a reduced level of target direct compensation that emphasizes equity for alignment with shareholder interests.

Compensation Component	Current	Effective March 1, 2021	Change
Base Salary	\$ 1,600,000	\$ 1,000,000	-37.5%
Target Short-Term Incentive	\$ 4,500,000	\$ 750,000	-83.3%
Target Long-Term Incentive	\$12,900,000	\$11,000,000	-14.7%
Target Direct Compensation	\$19,000,000	\$12,750,000	-32.9%

Mr. Duperreault’s 2021 LTI awards were made in the form of 50 percent stock options and 50 percent RSUs. In accordance with our LTI plan, Mr. Duperreault’s stock options will vest on the earlier of his retirement from AIG or January 1, 2024. The shares underlying the RSUs will be delivered no earlier than January 1, 2024.

Mr. Duperreault’s term as Executive Chair will end on December 31, 2021, at which time he will become a non-officer employee of AIG for one year providing assistance and advice to the extent requested by the Chief Executive Officer. He will be remunerated for his service in this capacity.

COMPENSATION GOVERNANCE

Role of the CMRC

The CMRC, chaired by Mr. Cornwell, is comprised of five independent directors. The CMRC held nine meetings in 2020.

The role of the CMRC and its interplay with management and the Board as a whole are set forth below.

Management	Compensation and Management Resources Committee	Board of Directors
• AIG's Chief Executive Officer makes recommendations to the CMRC on compensation for the executive team, including the named executives • As appropriate, other members of the executive team, such as representatives from human resources, will attend meetings to provide opinions and recommendations • No member of management participates in discussions concerning their own compensation	• Determines and approves the goals, achievements and compensation of the Chief Executive Officer • Approves compensation for other senior executives, including all named executives • Oversees AIG's compensation and benefit programs • Oversees AIG's management development and succession planning programs for executive management • Oversees the assessment of risks related to AIG's compensation programs • Reviews periodic updates provided on initiatives and progress in human capital, including diversity, equity and inclusion • Produces this Compensation Discussion and Analysis report on executive compensation • Engages an independent consultant • Oversees compliance with AIG's stock ownership guidelines and clawback policy	• Ratifies the compensation of the Chief Executive Officer • Approves Committee recommendations on compensation philosophy, and the development and implementation of AIG's compensation programs • Approves Committee recommendations on AIG's equity plans

In reaching decisions, the CMRC may invite the opinions of various stakeholders including relevant members of the management team, AIG's outside counsel and the CMRC's independent compensation consultant. See "Corporate Governance—Board Committees" for more information on the structure, role and activities of the CMRC.

The Annual Process

The CMRC has an established annual process for executive compensation decision-making. In a typical year, during the first quarter, the CMRC reviews and approves base salaries and target compensation levels against a backdrop of the business and individual performance evaluations for the prior year, in addition to compensation relative to peers with relevant experience and skillsets in the insurance and financial services industries where we compete for talent. The CMRC also reviews and approves the performance metrics and goals that will apply to both STI awards and PSU grants. These metrics and goals are set based on AIG's rigorous budgeting and strategic planning process.

The onset of COVID-19 in the first quarter of 2020 required the CMRC to pivot and adapt its approach to executive compensation. As is typical, target compensation levels were approved in the first quarter with incentive plan goals due to be approved in March. Due to the significant unknowns at that time about the magnitude of the impact the COVID-19 crisis would have on AIG, the CMRC determined to proceed with the grant of stock options and RSUs to provide some stability, but to delay the finalization of the STI plan and PSU performance metrics. This enabled sufficient time to better assess and project the impact of the COVID-19 crisis on AIG's short-, medium- and long-term business, and develop metrics that supported our prevailing strategic priorities. The CMRC revisited these topics at four meetings between March and July. In May, the CMRC approved the performance metrics for our STI program, aligned with the three priority focus areas for the company of liquidity, capital preservation and de-risking. The CMRC designed a disciplined discretion framework for the STI program, so that overall business performance and business unit performance would be measured by assessing quantifiable results against internal expectations with respect to AIG's capital and liquidity position and risk profile in the context of the COVID-19 crisis. In July, as the Company and the CMRC had better insight into the broad range of potential long-term impacts of the COVID-19 crisis on our business, the CMRC approved metrics for the 2020 PSUs, incorporating Relative Tangible BVPS and relative TSR metrics, to mitigate the need to calibrate absolute long-term goals in the midst of continued uncertainty, and an absolute metric relating to GOE savings under AIG 200, a core program. While the operating environment remained uncertain, these areas of focus were integral to AIG's long-term, sustainable growth.

During the balance of the year, similar to typical years, the CMRC received updates on performance relative to expectations, providing an opportunity to assess potential payouts. As part of these updates, the CMRC discussed the extent to which it would be appropriate to adjust conditions for previously granted PSU awards, ultimately resolving that no changes would be made for the named executives. Additionally, in 2020, the CMRC reviewed compensation arrangements in relation to the planned AIG Chief Executive Officer succession.

Following year-end, the CMRC reviewed and assessed final performance in relation to short-term and long-term expectations and approved payouts. As is typical, discussions regarding individual performance and achievements feed into the start of the process for the following year. The CMRC continues to review any relevant feedback from shareholders received during engagement on an ongoing basis to inform their discussions and decisions.

Additionally, the Board, based on the recommendation of the CMRC after advice from AIG's outside counsel and the CMRC's independent compensation consultant, approved the compensation for Messrs. Zaffino and Duperreault following the execution of AIG's well-coordinated Chief Executive Officer succession plan, effective March 1, 2021. See "—2021 Compensation Program Design and Decisions—Compensation Decisions Relating to the Chief Executive Officer Transition."

Qualitative Assessment

A central part of the CMRC's role is applying judgment in making final compensation decisions to ensure outcomes balance rewarding appropriately for performance delivered on a year-on-year basis, equity across the businesses and forward-looking implications. This use of judgment, and where appropriate, application of discretion, ensures appropriate and balanced outcomes once all the facts are known at year-end. Consistent with previous years, the factors that were considered in determining 2020 awards for the named executives included strength of execution, agility to pivot to new priorities and the leadership qualities exhibited in the context of the unusual and challenging circumstances of operating in a pandemic.

Input from Independent Compensation Consultants

Since 2005, the CMRC has engaged the services of FW Cook to provide independent advice to the CMRC. In this capacity, FW Cook attends CMRC meetings and:

- Provides views on:
 - How AIG's compensation program and proposals for senior executives compare to market practices in the insurance industry, financial services and more broadly;
 - "Best practices" and how they apply to AIG;
 - The design and implementation of current and proposed executive compensation programs;
- Responds to questions raised by the CMRC and other stakeholders in the executive compensation process;
- Participates in discussions pertaining to compensation and risk, assessing the process and conclusions; and
- Participates in discussions on performance goals that are proposed by management for the CMRC's approval.

In 2020, FW Cook also supported the CMRC on additional key topics, including:

- Updating the CMRC on emerging investor and proxy advisor views on the impact of the COVID-19 crisis on executive compensation;
- Providing advice and recommendations on actions under consideration in response to the COVID-19 crisis;
- Participating in discussions on special awards for Mr. Lyons and Ms. Fato proposed by management for the CMRC's approval; and
- Advising the CMRC on Chief Executive Officer succession compensation issues and Mr. Zaffino's special award.

The CMRC reviews FW Cook's appointment annually to assess their relationship with AIG, including members of the CMRC and AIG's executive officers. The CMRC confirmed that neither FW Cook nor any of its affiliates provides any other services to AIG or its management, other than on director compensation, and that FW Cook had no business or personal relationship with any member of the CMRC or executive officer of AIG that raised a conflict of interest regarding FW Cook's work for the Board. The CMRC also received information on the fees paid to FW Cook by AIG as a percentage of FW Cook's total revenue and FW Cook's ownership of any AIG common stock. Considering this information, the CMRC determined that FW Cook is independent and that its work has not raised any conflict of interest.

During 2020, AIG engaged Johnson Associates to prepare reports presenting market comparisons of total compensation levels for existing employees, new hires and promotions for positions within the CMRC's purview. In their capacity as the CMRC's independent advisor, FW Cook reviewed the reports prepared by Johnson Associates prior to consideration by the CMRC. The CMRC performed a review of Johnson Associates' services and other factors similar to the review of FW Cook described above. This review, coupled with the FW Cook review of the analysis, appropriately addressed any conflict of interest raised by Johnson Associates' work or business relationship with AIG.

Compensation Risk

AIG remains committed to continually evaluating and enhancing our risk management control environment, risk management processes and ERM functions. AIG's compensation practices are essential parts of our approach to risk management and the CMRC regularly monitors AIG's compensation programs to ensure they align with sound risk management principles.

- **Annual risk review**
- **Clawback policy**
- **Stock ownership requirements**
- **Anti-hedging and pledging policy**

Compensation Risk Review

The CMRC's charter requires the CMRC to periodically discuss and review the relationship between AIG's risk management policies and practices and the incentive compensation arrangements applicable to senior executives with the Chief Risk Officer of AIG.

**No incentive plans
categorized as high risk
in 2020 risk review**

In September 2020, the CMRC considered the annual risk review findings with AIG's Chief Risk Officer to ensure compensation plans appropriately balance risk and reward. As recommended by AIG's Chief Risk Officer, the CMRC continued to focus its review on incentive-based compensation plans, which totaled 88 active plans, of which 76 plans made payouts for performance year 2019.

ERM conducts the annual risk assessment to evaluate AIG's active incentive plans. AIG risk officers have assigned a risk rating of low, medium or high to each active incentive plan, taking into account:

- Whether the plan design or administration may encourage excessive or unnecessary risk-taking;
- Whether the plan has appropriate safeguards in place to discourage fraudulent behavior;
- Whether the plan incorporates appropriate risk mitigants to lower risk (including deferrals, clawback conditions (see Clawback Policy below) and capped payouts); and
- Whether payments are based on pre-established performance goals, including risk-adjusted metrics.

For the 2020 annual risk review, ERM reviewed:

- Two legacy plans previously rated medium risk and a random sample of 11 plans previously rated low risk (there were no plans previously rated high risk);
- 2019 incentive payouts versus 2018 payouts to identify any significant variability in payouts that may be indicative of plan features that encourage excessive risk-taking or fraudulent behavior; and
- Individual performance goals for the senior executives under the CMRC's purview to determine if goals were set appropriately to avoid excessive risk taking.

As a result of the review, no plans were categorized as high risk and one legacy plan previously rated medium risk was assessed as low risk. As part of this risk review, and as discussed with the CMRC, ERM concluded that AIG's compensation policies and practices do not encourage unnecessary or excessive risk-taking and have the appropriate safeguards in place to discourage fraudulent behavior.

Clawback Policy

The intent of this policy is to encourage sound risk management and individual accountability with respect to potentially risky behavior, in accordance with our compensation principles of paying for performance and aligning interests of our executives and employees with those of our shareholders.

Covered Employees

- All executive officers
- Any other employees as determined by the CMRC

Covered Compensation

- Generally, includes any bonus, equity or equity-based award, or any other incentive compensation granted since 2013
- Compensation paid, and awards granted, while a covered employee is subject to this clawback policy

Triggering Events

- Material financial restatement
- Award or receipt of covered compensation based on materially inaccurate financial statements or performance metrics that are materially inaccurately determined
- Failure of risk management, including a supervisory role or material violation of AIG's risk policies
- An action or omission that results in material financial or reputational harm to AIG

CMRC Authority

- Determining whether a triggering event has occurred
- Ability to require forfeiture or repayment of all or any portion of any unpaid covered compensation or covered compensation paid in the 12 months preceding the triggering event
 - The 12-month time horizon will be extended to a longer period if required by any applicable statute or government regulation

The CMRC will continue to keep the Clawback Policy under review to ensure it affords AIG the appropriate power.

Stock Ownership Guidelines

The CMRC oversees the implementation of stock ownership guidelines that apply to the Chief Executive Officer and named executives, to further align their interests with those of shareholders and provide a meaningful personal interest in sustainable value creation.

Minimum Guidelines

- Chief Executive Officer: 5-times base salary
- Other Executive Officers: 3-times base salary

Counted Equity Interests

- Stock owned outright by the officer or their spouse
- Earned but unvested share-based awards

Retention Requirement

- Retention of 50% of the shares of AIG common stock received upon the exercise, vesting or payment of equity-based awards granted by AIG until minimum guideline level achieved

Post-Employment Requirement

- Executive officers must continue to comply with their applicable minimum guideline for six months after they cease to be an executive officer

All named executives are currently in compliance with our stock ownership guidelines.

Anti-Hedging and Anti-Pledging Policies

AIG's Code of Conduct and Insider Trading Policy prohibit all employees, including the named executives, from engaging in hedging transactions with respect to any AIG securities, including by trading in any derivative security relating to AIG's securities. In particular, other than pursuant to an AIG compensation or benefit plan or dividend distribution no employee may acquire, write or otherwise enter into an instrument that has a value determined by reference to AIG securities, whether or not the instrument is issued by AIG. Examples include put and call options, forward contracts, collars and equity swaps relating to AIG securities. In addition, AIG's Insider Trading Policy prohibits executive officers and directors from pledging AIG securities. None of AIG's executive officers or directors have pledged any AIG's securities.

ADDITIONAL INFORMATION**Use of Non-GAAP Financial Metrics**

Certain performance metrics and their associated goals used in AIG incentive plans that named executives participate in are "Non-GAAP financial measures" under SEC rules and regulations. Appendix A explains how these measures are calculated from our audited financial statements.

Tax and Accounting Considerations

The CMRC sets named executive compensation in accordance with our compensation philosophy and continues to believe that attracting, retaining and motivating our employees with a compensation program that supports long-term value creation is in the best interests of our shareholders. In reaching decisions on executive compensation, the CMRC considers the tax and accounting consequences, including that compensation (including performance-based compensation) in excess of \$1 million paid to covered executive officers in calendar year 2020 generally will not be deductible for federal income tax purposes under Section 162(m) of the Internal Revenue Code of 1986 (the Code).

REPORT OF THE COMPENSATION AND MANAGEMENT RESOURCES COMMITTEE

The CMRC has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management. Based on such review and discussions, the CMRC recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference into the Form 10-K.

Compensation and Management Resources Committee

American International Group, Inc.

W. Don Cornwell (Chair)

Henry S. Miller

Linda A. Mills

Thomas F. Motamed

Therese M. Vaughan

2020 COMPENSATION

SUMMARY COMPENSATION TABLE

The following tables contain information with respect to AIG's named executives. As required by SEC rules, AIG's named executives include the Chief Executive Officer, Chief Financial Officer and the three other most highly paid executive officers, who each served through the end of 2020.

2020 Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)(1)	Option Awards (\$)(1)	Non-Equity Incentive Plan Compensation (\$)(2)	Change in Pension Value (\$)(3)	All Other Compensation (\$)(4)	Total (\$)
Brian Duperreault Chief Executive Officer(5)	2020	1,600,000	0	9,060,331	3,224,992	4,500,000	184,309	240,742	18,810,374
	2019	1,600,000	—	8,613,966	2,799,997	5,920,000	178,306	257,368	19,369,637
	2018	1,600,000	—	11,757,189	4,199,993	3,040,000	0	257,487	20,854,669
Mark D. Lyons Executive Vice President and Chief Financial Officer	2020	1,000,000	0	5,291,393	824,998	3,059,000	0	61,065	10,236,456
	2019	1,000,000	—	2,845,654	924,997	2,924,000	0	60,479	7,755,130
	2018	453,846	—	178,942	3,068,721	1,050,000	0	8,379	4,759,888
Peter Zaffino President and Global Chief Operating Officer(5)	2020	1,400,000	0	15,952,472	2,149,992	4,500,000	0	64,522	24,066,986
	2019	1,365,386	2,396,867(6)	6,460,452	2,099,998	6,000,000	0	65,631	18,388,334
	2018	1,250,000	2,396,867(6)	4,461,383	1,593,742	2,850,000	0	68,467	12,620,459
Douglas A. Dachille Executive Vice President and Chief Investment Officer	2020	1,250,000	0	2,985,016	1,062,500	3,300,000	1,090	67,661	8,666,267
	2019	1,250,000	—	3,537,883	1,149,995	4,525,000	596	82,145	10,545,619
	2018	1,192,308	—	4,461,383	1,593,742	2,375,000	385	84,578	9,707,396
Lucy Fato Executive Vice President, General Counsel & Global Head of Communications and Government Affairs	2020	930,000	0	3,741,505	987,497	2,869,000	0	64,188	8,592,190

Footnotes to 2020 Summary Compensation Table

- (1) **2020 Amounts.** The "Stock Awards" column represents the grant date fair value of (i) the 2020 PSUs based on target performance, which was the probable outcome of the performance conditions; and (ii) 2020 RSUs and off-cycle special 2020 RSUs granted to certain named executives that vest based on continued service through the performance period. See "Compensation Discussion and Analysis—2020 Compensation Decisions and Outcomes—2020 Long-Term Incentive Awards." The 2020 PSUs and 2020 RSUs, together with the 2020 stock options represented in the "Option Awards" column, comprise 2020 LTI awards and were granted under the LTI plan. The following table presents the grant date fair value of the 2020 PSUs at the target and maximum levels of performance:

Name	2020 PSUs Target (\$)	2020 PSUs Maximum (\$)
Brian Duperreault	6,292,041	12,584,082
Mark D. Lyons	1,609,576	3,219,152
Peter Zaffino	4,194,704	8,389,408
Douglas A. Dachille	2,072,955	4,145,910
Lucy Fato	1,918,989	3,837,978

See "—Compensation Discussion and Analysis—2020 Compensation Decisions and Outcomes—2020 Long-Term Incentive Awards" for further information.

Calculation. The amounts reported in the "Stock Awards" and "Option Awards" columns represent the grant date fair value of awards granted in the year, determined in accordance with FASB ASC Topic 718, excluding the effect of estimated forfeitures. The amount shown for the awards granted by AIG in 2020 was calculated using the assumptions described in Note 20 to the Consolidated Financial Statements included in AIG's Annual Report on Form 10-K for the year ended December 31, 2020.

Clawback. All awards represented in the “Stock Awards” and “Option Awards” columns are subject to clawback under the AIG Clawback Policy.

- (2) *2020 Amounts.* The amounts represent the awards earned under the STI plan for 2020 performance as determined by the CMRC in the first quarter of 2021. 100 percent of the award was vested and paid in February 2021. See “—Compensation Discussion and Analysis—2020 Compensation Decisions and Outcomes—2020 Short-Term Incentive Awards” for further information.

Clawback. All awards represented in the column are subject to clawback under the AIG Clawback Policy.

- (3) The amounts in this column represent the total change of the actuarial present value of the accumulated benefit, including any payments made during the year, under AIG’s defined benefit (pension) plans, including the Qualified Retirement Plan and the Non-Qualified Retirement Plan, as applicable. These Plans are described in “—Post-Employment Compensation—Pension Benefits.” Mr. Duperreault received payments totaling \$85,102 during 2020 from the Qualified Retirement Plan.
- (4) *Perquisites.* This column includes the incremental costs of perquisites and benefits. The following table details the incremental cost to AIG of perquisites received by each named executive in 2020.

Perquisites

Name	Personal Use of Company Pool Cars \$(i)	Personal Use of Aircraft \$(ii)	Flexible Perquisite Allowance \$(iii)	Other (\$)	Total (\$)
Brian Duperreault	358	179,455	35,000	0	214,813
Mark D. Lyons	136	0	35,000	0	35,136
Peter Zaffino	3,593	0	35,000	0	38,593
Douglas A. Dachille	6,732	0	35,000	0	41,732
Lucy Fato	3,259	0	35,000	0	38,259

- (i) Includes the incremental costs of driver overtime compensation, fuel and maintenance attributable to personal use of company pool cars.
- (ii) Includes personal use by Mr. Duperreault and his spouse of AIG-owned corporate aircraft and corporate aircraft owned by a third-party vendor, calculated based on the aggregate incremental cost of the travel to AIG. For use of AIG-owned corporate aircraft, aggregate incremental cost is calculated based on the direct operating cost of the aircraft, including fuel, additives and lubricants, maintenance, airport fees and assessments, crew expenses and in-flight supplies and catering, as applicable. If an aircraft travels empty before picking up or after dropping off Mr. Duperreault or his spouse in connection with personal travel, the cost associated with this “deadhead” segment would be included in the incremental cost attributable to overall travel. For use of corporate aircraft owned by a third-party vendor, aggregate incremental cost is calculated based on the cost-per-flight-hour charge by the vendor as well as costs of fuel, taxes, crew expenses and airport fees and assessments, as applicable. The CMRC has approved an allowance for Mr. Duperreault’s personal use of corporate aircraft of up to \$195,000 per calendar year (calculated based on the aggregate incremental cost to AIG).
- (iii) Reflects payment of the annual cash perquisite allowance of \$35,000, which the CMRC approved when it eliminated perquisites such as financial and estate planning.

Other Benefits. This column also includes life insurance premiums paid for the benefit of the named executives. All named executives are covered under the AIG Basic Group Life Insurance Plan. For group life insurance, the 2020 company-paid costs were \$279 for each of the named executives.

This column also includes matching contributions and non-elective company contributions made by AIG under its 401(k) plan in the amount of \$25,650 for each of the named executives in 2020.

AIG maintains a policy of directors’ and officers’ liability insurance for the directors and officers of AIG and its subsidiaries. The premium for this policy for the year ended September 22, 2020 was approximately \$18.3 million and for the year ending September 22, 2021 is approximately \$20.5 million.

- (5) Effective March 1, 2021, Mr. Zaffino became President and Chief Executive Officer and Mr. Duperreault became Executive Chair. Throughout 2020, Mr. Zaffino served as President and Global Chief Operating Officer. He also served as Chief Executive Officer, General Insurance until August 2020.
- (6) Represents the payment of both installments of Mr. Zaffino’s one-time, sign-on cash award paid in February 2018 and February 2019, respectively, in connection with his joining AIG in 2017. Payment of the award was made pursuant to Mr. Zaffino’s offer letter dated July 3, 2017.

2020 GRANTS OF PLAN-BASED AWARDS

Total 2020 Grants

The following table details all equity and non-equity plan-based awards granted to each of the named executives in 2020.

2020 Grants of Plan-Based Awards

Name	Grant Date	Estimated Future Payouts Under Non-Equity Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards (Performance Share Units)(2)			All Other Stock Awards (# of AIG Shares or Units)(3)	All Other Option Awards (# of Securities Underlying Options)(4)	Exercise or Base Price of Option Awards (\$/Sh)(4)	Grant Date Fair Value of Equity Awards (\$)(5)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (\$)	Target (\$)	Maximum (\$)				
Brian Duperreault											
2020 STI	03/11/20	0	4,500,000	9,000,000	—	—	—	—	—	—	—
2020 PSUs	07/01/20	—	—	—	105,289	210,577	421,154	—	—	—	6,292,041
2020 RSUs	03/11/20	—	—	—	—	—	—	85,362	—	—	2,768,290
2020 Options	03/11/20	—	—	—	—	—	—	—	377,192	32.43	3,224,992
Mark D. Lyons											
2020 STI	03/11/20	0	1,900,000	3,800,000	—	—	—	—	—	—	—
2020 PSUs	07/01/20	—	—	—	26,934	53,868	107,736	—	—	—	1,609,576
2020 RSUs	03/11/20	—	—	—	—	—	—	21,837	—	—	708,174
2020 Special RSUs	12/08/20	—	—	—	—	—	—	75,244	—	—	2,973,643
2020 Options	03/11/20	—	—	—	—	—	—	—	96,491	32.43	824,998
Peter Zaffino											
2020 STI	03/11/20	0	3,000,000	6,000,000	—	—	—	—	—	—	—
2020 PSUs	07/01/20	—	—	—	70,193	140,385	280,770	—	—	—	4,194,704
2020 RSUs	03/11/20	—	—	—	—	—	—	56,909	—	—	1,845,559
2020 Special RSUs	12/08/20	—	—	—	—	—	—	250,815	—	—	9,912,209
2020 Options	03/11/20	—	—	—	—	—	—	—	251,461	32.43	2,149,992
Douglas A. Dachtile											
2020 STI	03/11/20	0	2,500,000	5,000,000	—	—	—	—	—	—	—
2020 PSUs	07/01/20	—	—	—	34,688	69,376	138,752	—	—	—	2,072,955
2020 RSUs	03/11/20	—	—	—	—	—	—	28,124	—	—	912,061
2020 Options	03/11/20	—	—	—	—	—	—	—	124,269	32.43	1,062,500
Lucy Fato											
2020 STI	03/11/20	0	1,750,000	3,500,000	—	—	—	—	—	—	—
2020 STI	09/10/20	0	150,000	300,000	—	—	—	—	—	—	—
2020 PSUs	07/01/20	—	—	—	26,526	53,052	106,104	—	—	—	1,585,194
2020 PSUs	09/10/20	—	—	—	5,950	11,900	23,800	—	—	—	333,795
2020 RSUs	03/11/20	—	—	—	—	—	—	21,506	—	—	697,440
2020 Special RSUs	9/10//20	—	—	—	—	—	—	39,953	—	—	1,125,076
2020 Options	03/11/20	—	—	—	—	—	—	—	95,029	32.43	812,498
2020 Options	09/10/20	—	—	—	—	—	—	—	25,510	28.16	174,999

- (1) Amounts shown reflect the range of possible cash payouts under the STI plan for 2020 performance. Actual amounts earned, as determined by the CMRC (and, in the case of the award granted to Mr. Duperreault, as approved by the Board) in the first quarter of 2021, are reflected in the 2020 Summary Compensation Table under Non-Equity Incentive Plan Compensation. For more information

on the 2020 STI awards, including the applicable performance metrics, please see “—Compensation Discussion and Analysis—2020 Compensation Decisions and Outcomes—2020 Short-Term Incentive Awards.”

- (2) Amounts shown reflect the potential range of 2020 PSUs that were granted and may be earned under the LTI plan. Actual amounts earned are based on achieving pre-established goals across three financial objectives over the 2020-2022 performance period. Results will be certified by the CMRC in the first quarter of 2023. For more information on the 2020 PSUs, including the applicable performance metrics, please see “—Compensation Discussion and Analysis—2020 Compensation Decisions and Outcomes—2020 Long-Term Incentive Awards.” Holders of 2020 PSUs are also entitled to dividend equivalent rights in the form of additional 2020 PSUs beginning with the first dividend record date following the 2020 PSU grant date, which are subject to the same vesting and performance conditions as the related 2020 PSUs and are paid when such related earned shares of AIG common stock (if any) are delivered.
- (3) Amounts shown reflect the grant of 2020 RSUs made under the LTI plan, including transition and special awards granted to Messrs. Zaffino and Lyons and Ms. Fato. For more information on these awards, please see “—Compensation Discussion and Analysis—2020 Compensation Decisions and Outcomes—2020 Long-Term Incentive Awards” and “—Compensation Discussion and Analysis—2020 Compensation Decisions and Outcomes—Special Awards.” Holders of 2020 RSUs and 2020 Special RSUs are also entitled to dividend equivalent rights in the form of additional 2020 RSUs beginning with the first dividend record date following the applicable grant date, which are subject to the same vesting conditions as the related RSUs and are paid when such related shares (if any) are delivered.
- (4) Amounts shown reflect the grant of 2020 stock options made under the LTI plan. For more information on these awards, please see “—Compensation Discussion and Analysis—2020 Compensation Decisions and Outcomes—2020 Long-Term Incentive Awards.” Stock options granted in 2020 have an exercise price equal to the closing price of the underlying shares of AIG common stock on the NYSE on the date of grant.
- (5) Amounts shown represent the grant date fair value of the awards determined in accordance with FASB ASC Topic 718 using the assumptions presented in Note 20 to the Consolidated Financial Statements in AIG’s 2020 Annual Report on Form 10-K.

HOLDINGS OF AND VESTING OF PREVIOUSLY AWARDED EQUITY

OUTSTANDING EQUITY AWARDS AT DECEMBER 31, 2020

Equity-based awards held at the end of 2020 by each named executive were issued under the incentive plans and arrangements described below. Shares of AIG common stock deliverable under AIG's performance-based and time-vested equity and option awards will be delivered under the 2013 Plan except as otherwise described below.

The following table sets forth outstanding equity-based awards held by each named executive as of December 31, 2020.

Outstanding Equity Awards at December 31, 2020

Name	Year Granted	Option Awards (1)					Stock Awards				
		Number of Securities underlying Unexercised Options (Exercisable)	Number of Securities underlying Unexercised Options (Unexercisable)	Equity Incentive Plan Awards (Number of Securities underlying Unexercised and Unearned Options)	Exercise Price (\$)	Expiration Date	Award Type(2)	Number	Market Value (\$)(3)	Equity Incentive Plan Awards (Unearned and Unvested)	
										Number	Market Value (\$)(3)
Brian Duperreault	2020	—	377,192	—	32.43	3/11/2030	2020 RSUs	89,086	3,372,795	—	—
	2019	—	343,980	—	44.28	3/18/2029	2020 PSUs	—	—	107,354	4,064,422
	2018	—	351,170	—	55.94	3/14/2028	2019 RSUs	68,891	2,608,213	—	—
	2017	500,000	—	1,000,000	61.82	5/15/2024	2019 PSUs	—	—	68,890	2,608,175
							2018 RSUs	76,954	2,913,478	—	—
							2018 PSUs	78,206	2,960,879	—	—
							Total	313,137	11,855,365	176,244	6,672,597
Mark D. Lyons	2020	—	96,491	—	32.43	3/11/2030	2020 Special RSUs	75,874	2,872,589	—	—
	2019	—	113,636	—	44.28	3/18/2029	2020 RSUs	22,789	862,791	—	—
	2018	—	8,213	—	37.68	12/12/2028	2020 PSUs	—	—	27,462	1,039,711
	2018	104,166	52,084	143,278	55.55	6/18/2025	2019 RSUs	22,758	861,617	—	—
							2019 PSUs	—	—	22,757	861,580
							2018 RSUs	1,708	64,664	—	—
							2018 PSUs	1,453	55,010	—	—
							Total	124,582	\$ 4,716,671	50,219	1,901,291
Peter Zaffino	2020	—	251,461	—	\$32.43	3/11/2030	2020 Special RSUs	252,918	9,575,475	—	—
	2019	—	257,985	—	\$44.28	3/18/2029	2020 RSUs	59,391	2,248,543	—	—
	2018	—	133,256	—	\$55.94	3/13/2028	2020 PSUs	—	—	71,569	2,709,602
	2017	333,000	—	667,000	\$64.53	7/24/2024	2019 RSUs	51,667	1,956,112	—	—
							2019 PSUs	—	—	51,667	1,956,112
							2018 RSUs	29,200	1,105,512	—	—
							2018 PSUs	27,748	1,050,539	—	—
							Total	420,924	15,936,181	123,236	4,665,714

Option Awards (1)								Stock Awards			
								Unvested (Not Subject to Performance Conditions)		Equity Incentive Plan Awards (Unearned and Unvested)	
Name	Year Granted	Number of Securities underlying Unexercised Options (Exercisable)	Number of Securities underlying Unexercised Options (Unexercisable)	Equity Incentive Plan Awards (Number of Securities underlying Unexercised and Unearned Options)	Exercise Price (\$)	Expiration Date	Award Type (2)	Number	Market Value (\$)(3)	Number	Market Value (\$)(3)
Douglas A. Dachille	2020	—	124,269	—	32.43	3/11/2030	2020 RSUs	29,351	1,111,228	—	—
	2019	—	141,277	—	44.28	3/18/2029	2020 PSUs	—	—	35,368	1,339,032
	2018	—	133,256	—	55.94	3/13/2028	2019 RSUs	28,294	1,071,210	—	—
							2019 PSUs	—	—	28,293	1,071,172
							2018 RSUs	29,200	1,105,512	—	—
							2018 PSUs	26,970	1,021,084	—	—
							Total	113,815	4,309,034	63,661	2,410,204
Lucy Fato	2020	—	25,510	—	28.16	9/10/2030	2020 Special RSUs	34,669	1,312,568	—	—
	2020	—	95,029	—	32.43	3/11/2030	2020 RSUs	28,511	1,079,426	—	—
	2019	—	119,778	—	44.28	3/18/2029	2020 PSUs	—	—	33,112	1,253,620
	2018	—	65,321	—	55.94	3/13/2028	2019 RSUs	23,988	908,185	—	—
							2019 PSUs	—	—	23,987	908,147
							2018 RSUs	14,314	541,928	—	—
							2018 PSUs	12,186	461,361	—	—
							Total	113,668	4,303,468	57,099	2,161,767

- (1) *Stock Options.* Stock options granted in 2020 have an exercise price equal to the closing price of the underlying shares of AIG common stock on the NYSE on the date of grant. All of the stock options granted in 2020 will vest in full in January 2023 and have a 10-year term from the date of grant.

Stock options granted in 2019 have an exercise price equal to the closing price of the underlying shares of AIG common stock on the NYSE on the date of grant. All of the stock options granted in 2019 will vest in full in January 2022 and have a 10-year term from the date of grant.

Stock options granted in 2018 have an exercise price equal to the closing price of the underlying shares of AIG common stock on the NYSE on the date of grant (except Mr. Duperreault's options have the same exercise price as those granted to other named executives in March 2018, but were granted one day later after ratification by the Board). All of the stock options granted in 2018 (except for Mr. Lyons' sign-on award stock options as described below) fully vested in January 2021 and have a 10-year term from the date of grant.

Each of Messrs. Duperreault, Lyons and Zaffino received a one-time, sign-on award of stock options upon joining AIG. Each of these options has a seven-year term and has an exercise price equal to the closing sale price of AIG common stock on the NYSE on the date of grant. For Mr. Duperreault, his sign-on stock options to purchase 1,500,000 shares of AIG common stock have a grant date of May 15, 2017 and vest as follows:

- Stock options for 500,000 shares of AIG common stock vested in equal, annual installments on each of the first three anniversaries of the grant date;
- Stock options for 300,000 shares of AIG common stock vest only if, for twenty consecutive trading days, the closing price per share of AIG common stock on the NYSE is at least \$70.99, but in no event will these stock options vest faster than in equal, annual installments on each of the first three anniversaries of the grant date;
- Stock options for 300,000 shares of AIG common stock vest only if, for twenty consecutive trading days, the closing price per share of AIG common stock on the NYSE is at least \$80.99; and
- Stock options for 400,000 shares of AIG common stock vest only if, for twenty consecutive trading days, the closing price per share of AIG common stock on the NYSE is at least \$90.99.

For Mr. Lyons, his sign-on stock options to purchase 299,528 shares of AIG common stock have a grant date of June 18, 2018 and vest as follows:

- Stock options for 156,250 shares of AIG common stock vest in equal, annual installments on each of the first three anniversaries of the grant date;

- Stock options for 47,594 shares of AIG common stock vest only if, for twenty consecutive trading days, the closing price per share of AIG common stock on the NYSE is at least \$65.55, but in no event will these stock options vest faster than in annual installments on each of the first three anniversaries of the grant date;
- Stock options for 46,904 shares of AIG common stock vest only if, for twenty consecutive trading days, the closing price per share of AIG common stock on the NYSE is at least \$75.55; and
- Stock options for 48,780 shares of AIG common stock vest only if, for twenty consecutive trading days, the closing price per share of AIG common stock on the NYSE is at least \$85.55.

For Mr. Zaffino, his sign-on stock options to purchase 1,000,000 shares of AIG common stock have a grant date of July 24, 2017 and vest as follows:

- Stock options for 333,000 shares of AIG common stock vested in equal, annual installments on each of the first three anniversaries of the grant date;
- Stock options for 200,000 shares of AIG common stock vest only if, for twenty consecutive trading days, the closing price per share of AIG common stock on the NYSE is at least \$74.53, but in no event will these stock options vest faster than in equal, annual installments on each of the first three anniversaries of the grant date;
- Stock options for 200,000 shares of AIG common stock vest only if, for twenty consecutive trading days, the closing price per share of AIG common stock on the NYSE is at least \$84.53; and
- Stock options for 267,000 shares of AIG common stock vest only if, for twenty consecutive trading days, the closing price per share of AIG common stock on the NYSE is at least \$94.53.

The sign-on stock options were granted under the 2013 Plan, except 500,000 stock options granted to Mr. Duperreault, which were granted as an “employment inducement award” under NYSE Listing Rule 303A.08, as approved by the Board, and are otherwise governed by the 2013 Plan. The 500,000 stock options granted outside of the 2013 Plan consist of 100,000 stock options that vest if, for twenty consecutive trading days, the closing price per share of AIG common stock on the NYSE is at least \$80.99, and 400,000 stock options that vest if, for twenty consecutive trading days, the closing price per share of AIG common stock on the NYSE is at least \$90.99, each as described above.

(2) *Performance Share Units.*

PSUs accrue dividend equivalent rights in the form of additional PSUs beginning with the first dividend record date following the PSU grant date, which are subject to the same vesting and performance conditions as the related PSUs and are paid when such related earned shares of AIG common stock (if any) are delivered. The 2018 PSU amounts earned as shown above include the additional PSUs accrued in respect of dividend equivalent rights. 2020 and 2019 PSU amounts also include the additional PSUs accrued in respect of dividend equivalent rights assuming threshold payout.

All 2020 and 2019 PSUs are shown at threshold payout. Whether the 2020 or 2019 PSUs (and related dividend equivalents) will be earned at the level shown or a different level, or at all, depends on AIG performance against metrics over a three-year performance period. Once earned, 2020 and 2019 PSUs (and related dividend equivalents) will vest on January 1, 2023 and January 1, 2022, respectively. The earned 2018 PSUs vested on January 1, 2021. Actual amounts earned for the 2018 PSUs were determined by the CMRC in the first quarter of 2021 and 2018 PSUs are shown at actual payout, net of tax withholding.

Restricted Stock Units.

All 2020 and 2019 RSUs (and related dividend equivalents) granted to our named executives will vest in full on January 1, 2023 and January 1, 2022, respectively, and the 2018 RSUs (and related dividend equivalents) granted to our named executives vested in full on January 1, 2021.

RSUs accrue dividend equivalent rights in the form of additional RSUs beginning with the first dividend record date following the applicable grant date, which are subject to the same vesting conditions as the related RSUs and are paid when such related shares of AIG common stock (if any) are delivered. The RSU amounts as shown above include the additional RSUs accrued in respect of dividend equivalent rights.

The 2020 Special RSUs reflect one-time grants made to certain of our named executives during 2020. The 2020 Special RSUs (and related dividend equivalents) granted to Mr. Lyons will vest on December 8, 2023. The 2020 Special RSUs (and related dividend equivalents) granted to Mr. Zaffino will vest in equal one-third installments on each of December 8, 2023; December 8, 2024; and December 8, 2025. The 2020 Special RSUs (and related dividend equivalents) granted to Ms. Fato will vest fifty percent on September 10, 2021 and fifty percent on September 10, 2022. For more information on these awards, please see “—Compensation Discussion and Analysis—2020 Compensation Decisions and Outcomes—Special Awards.”

(3) Based on the closing sale price of AIG common stock on the NYSE on December 31, 2020 of \$37.86 per share.

VESTING OF STOCK-BASED AWARDS DURING 2020

The following table sets forth the amounts realized in accordance with SEC rules by each named executive as a result of the vesting of stock-based awards in 2020. There were no options exercised in 2020 by any of the named executives.

2020 Vesting of Stock-Based Awards

Name	Stock-Based Awards Vested in 2020	
	Number of Shares Acquired on Vesting	Value Realized on Vesting (\$)
Brian Duperreault(1)	59,357	3,072,318
Mark D. Lyons	—	—
Peter Zaffino(1)	21,326	1,103,834
Douglas A. Dachille(1)(2)	25,953	1,343,327
Lucy Fato(1)	12,386	641,099

(1) Represents the 2017 RSUs that vested in January 2020 (based on the value of the underlying shares of AIG common stock on the vesting date).

(2) Represents the final tranche of the earned 2015 PSUs that vested in January 2020 (each based on the value of the underlying shares of AIG common stock on the vesting date).

POST-EMPLOYMENT COMPENSATION

PENSION BENEFITS

AIG does not have any active defined benefit (pension) plans. Effective January 1, 2016, benefit accruals under AIG's Qualified Retirement Plan and Non-Qualified Retirement Plan (the Plans) were frozen. At that time, the Plans were closed to new participants and existing participants ceased to accrue additional benefits after December 31, 2015. However, as described below, interest credits continue to accrue on existing cash balance accounts, and participants continue to be able to earn service credits for purposes of vesting and early retirement eligibility subsidies.

Before the Plans were frozen, the benefit formula under the Plans was converted from a final average pay formula to a cash balance formula, effective April 1, 2012. The cash balance formula was comprised of pay credits, calculated based on 6 percent of a Plan participant's annual pensionable compensation, and annual interest credits. Pensionable compensation under the cash balance formula included base salary, commissions, overtime and annual STI awards, with the Qualified Retirement Plan subject to IRS compensation limits and the Non-Qualified Retirement Plan subject to an annual compensation limit of \$1,050,000 in 2015. The Non-Qualified Retirement Plan provides a benefit equal to the portion of the benefit that is not permitted to be paid from the Qualified Retirement Plan due to IRS limits. Pay credits ceased under the Plans on December 31, 2015, but annual interest credits continue (2.19 percent in 2020, based upon the 30-year long-term Treasury rate). This rate is adjusted annually on January 1.

Mr. Duperreault will receive his Non-Qualified Retirement Plan benefit under the final average pay formula for service accrued during his prior period of employment ending in 1994. Mr. Dachille will receive a benefit under the Plans' cash balance formula. The Plans' final average pay formula ranges from 0.925 percent to 1.425 percent times average final salary for each year of credited service accrued since April 1, 1985 up to 44 years through December 31, 2015 and 1.25 percent to 1.75 percent times average final pay for each year of credited service accrued prior to April 1, 1985 up to 40 years. For participants who retire after the normal retirement age of 65, the retirement benefit is actuarially increased to reflect the later benefit commencement date. In the case of the Qualified Retirement Plan, participants vest after three years of service and, in the case of the Non-Qualified Retirement Plan, participants vest once they attain either (1) age 60 with five or more years of service or (2) age 55 with ten or more years of service.

Early Retirement Benefits

Each of the Plans provides for reduced early retirement benefits. These benefits are available to all vested participants in the Qualified Retirement Plan. The Non-Qualified Retirement Plan provides reduced early retirement benefits to participants who have reached age 55 with ten or more years of service or to participants who have reached age 60 with five or more years of service. The early retirement reduction factors in the Non-Qualified Retirement Plan are based upon age as of the retirement date and years of credited service. In the case of early retirement, participants in the Plans under the final average pay formula will receive the plan formula benefit projected to normal retirement at age 65 (using average final salary as of the date of early retirement), but prorated based on years of actual service, then reduced by 3, 4 or 5 percent (depending on age and years of credited service at retirement) for each year that retirement precedes age 65. Participants in the Plans will continue to receive service credit on and after the freeze date in determining age and length of service for early retirement subsidies and vesting purposes. Participants in the Qualified Retirement Plan with at least three years of service to AIG have a vested reduced retirement benefit pursuant to which, in the case of termination of employment prior to reaching age 65, such participants may elect to receive a reduced early retirement benefit commencing at any date between their date of termination and age 65.

Death and Disability Benefits

Each of the Plans also provides for death and disability benefits. The death benefit payable to a participant's designated beneficiary under the Plans will generally equal the participant's lump sum benefit or cash balance account. Under the Plans, participants who become disabled and receive payments under AIG's long-term disability plan on and after the freeze date continue to receive service credit in determining age and length of service for early retirement subsidies and vesting purposes for a maximum of three additional years, and participants whose benefit is determined under the cash balance formula continue to receive interest credits to their cash balance account up to the date they commence their benefit.

2020 Pension Benefits

The following table details the accumulated benefits under the pension plans in which each named executive participates. In accordance with SEC rules, these accumulated benefits are presented as if they were payable upon the named executive's normal retirement at age 65 or current age if older. However, it is important to note that the benefits shown for the named executives are at least partially unvested and could be received at lower levels due to reduced benefits or forfeited entirely if the named executive does not continue to work at AIG for the next several years.

As of year-end 2020, Mr. Dachille was vested in the Qualified Retirement Plan and eligible to commence benefits under such Plan early. Mr. Duperreault was also vested in his Qualified Retirement Plan benefit and elected to commence his benefit under such Plan in September 2017. In addition, as of year-end 2020, Mr. Duperreault was eligible for normal retirement benefits and Mr. Dachille was eligible for early retirement benefits under the Non-Qualified Retirement Plan.

2020 Pension Benefits

Name	Plan Name	Years of Credited Service(1)	Present Value of Accumulated Benefit \$(2)	Payments During 2020 (\$)
Brian Duperreault	Qualified Retirement Plan	18.75	1,244,284	85,102
	Non-Qualified Retirement Plan	18.75	248,129	0
	Total		1,492,413	85,102
Mark D. Lyons	Qualified Retirement Plan	0	0	0
	Non-Qualified Retirement Plan	0	0	0
	Total		0	0
Peter Zaffino	Qualified Retirement Plan	0	0	0
	Non-Qualified Retirement Plan	0	0	0
	Total		0	0
Douglas A. Dachille	Qualified Retirement Plan	0.333	17,859	0
	Non-Qualified Retirement Plan	0.333	2,536	0
	Total		20,395	0
Lucy Fato	Qualified Retirement Plan	0	0	0
	Non-Qualified Retirement Plan	0	0	0
	Total		0	0

- (1) The named executives had the following years of service with AIG as of December 31, 2020: Mr. Duperreault—25.083; Mr. Lyons—5.500; Mr. Zaffino—3.500; Mr. Dachille—5.333; and Ms. Fato—3.25.

Mr. Duperreault. Mr. Duperreault has 6.333 fewer years of credited service than actual service under the Qualified Retirement Plan and the Non-Qualified Retirement Plan because, at the time he was originally hired, the Qualified Retirement Plan was contributory and employees received credited service when they began to contribute to the Qualified Retirement Plan. Mr. Duperreault was employed by AIG starting on May 1, 1973 but did not begin to contribute to the Qualified Retirement Plan until January 1, 1976. He accrued pension benefits under the Qualified Retirement Plan and the Non-Qualified Retirement Plan during his employment until his resignation from AIG in September 1994. Mr. Duperreault did not receive a distribution from the Qualified Retirement Plan or the Non-Qualified Retirement Plan at the time of his resignation in September 1994. Mr. Duperreault was vested in his Qualified Retirement Plan benefit at the time of his resignation in September 1994 and elected to commence this benefit in September 2017. He has not received a distribution from the Non-Qualified Retirement Plan. Pursuant to the terms of these Plans, prior service is recognized for vesting and eligibility to participate. Therefore, upon rejoining AIG in May 2017, his prior service was recognized for vesting purposes under the Qualified and Non-Qualified Retirement Plans. Mr. Duperreault's credited service under the Non-Qualified Retirement Plan is equal to his credited service under the Qualified Retirement Plan because he was not an employee during the time period in which the freeze on service accrual in the Non-Qualified Retirement Plan was applicable. Benefit accruals did not commence for Mr. Duperreault when he rejoined AIG as the Plans were frozen effective January 1, 2016.

Mr. Lyons. Mr. Lyons has 5.5 fewer years of credited service than actual service under the Qualified Retirement Plan and the Non-Qualified Retirement Plan because Mr. Lyons' actual years of service reflect his prior period of employment from February 1983 to December 1985, as well as his service after he rejoined AIG in June 2018. During his prior period of employment, he received a \$745 lump sum cash-out from a prior contributory qualified pension plan and accrued a small benefit under the Qualified Retirement Plan with respect to his service from April 1985 through December 1985. When Mr. Lyons terminated employment in December 1985, he did not meet the vesting requirements under the Qualified Retirement Plan and did not participate in the Non-Qualified Retirement Plan because it did not exist at that time. Mr. Lyons was not eligible to participate in the Qualified Retirement Plan or the Non-Qualified Retirement Plan when he rejoined AIG in June 2018 because both Plans were frozen.

Mr. Zaffino. Mr. Zaffino has 3.5 fewer years of credited service than actual service under the Qualified Retirement Plan and the Non-Qualified Retirement Plan because he is not a participant in either Plan because he joined AIG after the Plans were frozen effective January 1, 2016.

Mr. Dachille. Mr. Dachille has 5 fewer years of credited service than actual service under the Qualified Retirement Plan and the Non-Qualified Retirement Plan because the Plans were frozen effective January 1, 2016 and credited service accruals ceased under these Plans as of December 31, 2015. Mr. Dachille became a participant in the Qualified Retirement Plan and the Non-Qualified Retirement Plan in September 2015 upon joining AIG. He participates in the Qualified Retirement and Non-Qualified Retirement Plans under the cash balance formula. AIG recognizes prior service by Mr. Dachille to First Principles for purposes of determining vesting and eligibility pursuant to the terms of AIG's acquisition of First Principles.

Ms. Fato. Ms. Fato has 3.25 fewer years of credited service than actual service under the Qualified Retirement Plan and the Non-Qualified Retirement Plan because she is not a participant in either Plan because she joined AIG after the Plans were frozen effective January 1, 2016.

- (2) The actuarial present values of the accumulated benefits are based on service and earnings as of December 31, 2020 (the pension plan measurement date for purposes of AIG's financial statement reporting). The actuarial present values of the accumulated benefits under the Plans are calculated based on payment of a life annuity beginning at age 65, or current age if older, consistent with the assumptions described in Note 21 to the Consolidated Financial Statements included in AIG's 2020 Annual Report on Form 10-K. As described in that Note, the discount rate assumption is 2.28 percent for the Qualified Retirement Plan. The discount rate assumption is 2.20 percent for the Non-Qualified Retirement Plan. The mortality assumptions are based on the Pri-2012 annuitant white collar mortality table projected using the AIG improvement scale.

NONQUALIFIED DEFERRED COMPENSATION

None of the named executive officers participate in a nonqualified deferred compensation plan.

POTENTIAL PAYMENTS ON TERMINATION

EXECUTIVE SEVERANCE PLAN

AIG maintains the 2012 Executive Severance Plan (2012 ESP) for AIG executives in grade level 27 or above, including the named executives.

Severance Benefits

The 2012 ESP provides for severance payments and benefits upon a termination by AIG without "Cause" or by a qualifying executive (including all of the named executives) for "Good Reason," including, for qualifying executives, after a "Change in Control." In the event of a qualifying termination, subject to the participant's execution of a release of claims and agreement to abide by certain restrictive covenants, a participant is generally eligible to receive:

- Severance in an amount equal to the product of a multiplier times the sum of base salary and the average amount of STI paid for the preceding three completed calendar years. The multiplier is either 1 or 1.5 depending on the executive's grade level and increases to 1.5 or 2 for qualifying terminations within two years following a Change in Control. Each of the named executives is eligible for the higher multipliers; and
- For terminations on and after April 1 of the termination year, a pro-rata annual STI award for the year of termination based on the participant's target amount and actual company (and/or, if applicable, business unit or function) performance, paid at the same time as such STI awards are regularly paid to similarly situated active employees.

If the qualifying termination occurs within twelve months after experiencing a reduction in base salary or annual STI target, the payments described above are calculated as if the qualifying termination occurred immediately prior to the reduction. Severance generally will be paid in a lump sum.

Participants are also entitled to continued health coverage under the Consolidated Omnibus Budget Reconciliation Act, a \$40,000 payment that may be applied towards continued health coverage and life insurance and one year of additional age and service under the Non-Qualified Retirement Plan and the AIG medical plan solely for purposes of determining vesting and eligibility, not benefit accruals. The one year of additional age and service is also used for the purpose of determining eligibility to enroll in retiree medical coverage.

Restrictive Covenants

Pursuant to the release of claims that each participant must execute to receive benefits under the 2012 ESP, each participant is generally prohibited from:

- Engaging in, being employed by, rendering services to or acquiring financial interests in certain businesses that are competitive with AIG for a period of six months after termination;
- Interfering with AIG's business relationships with customers, suppliers or consultants for a period of six months after termination;
- Soliciting or hiring AIG employees for a period of one year after termination; and
- Disclosing AIG's confidential information at any time following termination.

Definitions

Under the 2012 ESP:

- “Cause” generally means
 - the participant’s conviction, whether following trial or by plea of guilty or nolo contendere (or similar plea), in a criminal proceeding (1) on a misdemeanor charge involving fraud, false statements or misleading omissions, wrongful taking, embezzlement, bribery, forgery, counterfeiting or extortion, (2) on a felony charge or (3) on an equivalent charge to those in clauses (1) and (2) in jurisdictions which do not use those designations;
 - the participant’s engagement in any conduct which constitutes an employment disqualification under applicable law (including statutory disqualification as defined under the Exchange Act);
 - the participant’s violation of any securities or commodities laws, any rules or regulations issued pursuant to such laws, or the rules and regulations of any securities or commodities exchange or association of which AIG or any of its subsidiaries or affiliates is a member; or
 - the participant’s material violation of AIG’s codes of conduct or any other AIG policy as in effect from time to time.
- “Change in Control” generally means
 - individuals who, on the effective date of the 2012 ESP, constitute the Board of Directors of AIG (or subsequent directors whose election or nomination was approved by a vote of at least two-thirds of such directors, including by approval of the proxy statement in which such person is named as a nominee for director) cease for any reason to constitute at least a majority of the Board;
 - any person is or becomes a beneficial owner of 50 percent or more of AIG’s voting securities (for this purpose, person is as defined in Section 3(a)(9) of the Exchange Act and as used in Sections 13(d)(3) and 14(d)(2) of the Exchange Act);
 - consummation of a merger, consolidation, statutory share exchange or similar form of corporate transaction involving AIG that results in any person becoming the beneficial owner of 50 percent or more of the total voting power of the outstanding voting securities eligible to elect directors of the entity resulting from such transaction;
 - a sale of all or substantially all of AIG’s assets; or
 - AIG’s stockholders approve a plan of complete liquidation or dissolution of AIG.
- “Good Reason” generally means a reduction of more than 20 percent in the participant’s annual target direct compensation.

TREATMENT OF LTI AWARDS

The LTI plan provides for accelerated vesting of outstanding PSUs, RSUs and 2018, 2019 and 2020 stock options, as applicable, in certain termination scenarios.

In the case of a participant’s involuntary termination without Cause (defined in the same manner as in the 2012 ESP as set forth above), retirement or disability, the participant’s outstanding LTI awards will vest. Earned PSUs will be determined based on actual performance for the whole performance period. 2018, 2019 and 2020 stock options will remain exercisable for three years after termination (or retirement or disability). The earned amount of PSUs and full amount of 2019 and 2020 RSUs will be delivered on the normal settlement schedule.

Retirement requires attainment of age 60 with five years of service or attainment of age 55 with ten years of service. Pursuant to Mr. Duperreault’s 2017 offer letter, all annual equity awards granted to him provide for retirement eligibility beginning on May 14, 2020, the third anniversary of the effective date of his offer letter.

In the case of a participant’s death during or prior to adjudication for a performance period or involuntary termination without Cause within 24 months following a Change in Control (defined in the same manner as in the 2012 ESP as set forth above) during a performance period, an amount equal to the participant’s target amount of PSUs (unless the CMRC determines to use actual performance through the date of the Change in Control) and the full amount of 2019 and 2020 RSUs will vest and be delivered to the participant by the later of the end of the calendar year or two and a half months following death or termination. 2018, 2019 and 2020

stock options will vest and remain exercisable for three years after death. In no event will any 2018, 2019 or 2020 stock options remain exercisable after the initial ten-year expiration date.

SUBSEQUENT AMENDMENT OF THE 2012 ESP AND LTI PLAN

On February 16, 2021, the CMRC approved the amendment and restatement of the 2012 ESP and the LTI plan to, among other things, effect certain changes to the severance opportunities and treatment of LTI awards in the event of a Change in Control.

As a result of the amendment and restatement of the 2012 ESP:

- Going forward, in the event of a covered termination within 24 months following a Change in Control, with respect to the STI portion of their severance, a participant will receive an enhanced proration formula, as well as an adjustment to the calculation of the payment amount equal to the greater of actual performance and target.
- In the event of a Change in Control, the definition of Good Reason shall also mean (1) a material diminution in the authority, duties or responsibilities, (2) relocation of greater than 50 miles, or (3) change in reporting for Executive Vice Presidents and above.

As a result of the amendment and restatement of the LTI plan, in the event of a termination for Good Reason following a Change in Control, the participant's outstanding LTI awards will vest in the same manner as in the case of an involuntary termination without Cause, retirement or disability as described above under "—Treatment of LTI Awards," except that under a covered termination following a Change in Control or retirement, stock options will remain exercisable for the remaining life of the option.

As these amendments to the 2012 ESP and LTI plan were made subsequent to December 31, 2020, the as of date of the compensation tables in this Proxy Statement, the amounts shown under "—Quantification of Termination Payments and Benefits—Termination Payments and Benefits for the Named Executive Officers as of December 31, 2020" do not reflect these amended provisions.

QUANTIFICATION OF TERMINATION PAYMENTS AND BENEFITS

The following table sets forth the compensation and benefits that would have been provided to each of the named executives if he or she had been terminated on December 31, 2020 under the circumstances indicated (including following a Change in Control).

Termination Payments and Benefits for the Named Executive Officers as of December 31, 2020

Name	Annual Short-Term Incentive \$(1)	Severance \$(2)	Medical and Life Insurance \$(3)	Pension Plan Credit \$(4)	Unvested Options \$(5)	Unvested Stock Awards \$(6)	Total \$(7)
Brian Duperreault							
By AIG for "Cause"	0	0	0	0	0	0	0
By AIG w/o "Cause"	4,500,000	7,946,667	40,000	0	2,048,153	27,542,263	42,077,083
By Executive w/o Good Reason	0	0	0	0	0	0	0
By Executive with Good Reason	4,500,000	7,946,667	40,000	0	0	0	12,486,667
Qualifying Termination following a Change in Control(7)	4,500,000	10,595,555	40,000	0	2,048,153	27,542,263	44,725,971
Death	4,500,000	0	0	0	2,048,153	28,066,678	34,614,831
Disability(8)	4,500,000	0	0	0	2,048,153	27,542,263	34,090,416
Retirement	4,500,000	0	0	0	2,048,153	27,542,263	34,090,416
Mark D. Lyons							
By AIG for "Cause"	0	0	0	0	0	0	0
By AIG w/o "Cause"	2,042,500	4,480,500	40,000	0	525,424	8,582,069	15,670,493
By Executive w/o Good Reason	0	0	0	0	0	0	0
By Executive with Good Reason	2,042,500	4,480,500	40,000	0	0	0	6,563,000
Qualifying Termination following a Change in Control(7)	2,042,500	5,974,000	40,000	0	525,424	8,582,069	17,163,993
Death	1,900,000	0	0	0	525,424	8,593,690	11,019,114
Disability(8)	2,042,500	0	0	0	525,424	8,582,069	11,149,993
Retirement	0	0	0	0	0	0	0
Peter Zaffino							
By AIG for "Cause"	0	0	0	0	0	0	0
By AIG w/o "Cause"	3,000,000	7,950,000	40,000	0	1,365,433	26,229,286	38,584,719
By Executive w/o Good Reason	0	0	0	0	0	0	0
By Executive with Good Reason	3,000,000	7,950,000	40,000	0	0	0	10,990,000
Qualifying Termination following a Change in Control(7)	3,000,000	10,600,000	40,000	0	1,365,433	26,229,286	41,234,719
Death	3,000,000	0	0	0	1,365,433	26,428,287	30,793,720
Disability(8)	3,000,000	0	0	0	1,365,433	26,229,286	30,594,719
Retirement	0	0	0	0	0	0	0
Douglas A. Dachtel							
By AIG for "Cause"	0	0	0	552	0	0	552
By AIG w/o "Cause"	2,687,500	6,425,000	40,000	552	674,781	10,120,538	19,948,371
By Executive w/o Good Reason	0	0	0	552	0	0	552
By Executive with Good Reason	2,687,500	6,425,000	40,000	552	0	0	9,153,052
Qualifying Termination following a Change in Control(7)	2,687,500	8,566,667	40,000	552	674,781	10,120,538	22,090,038
Death	2,500,000	0	0	552	674,781	10,319,538	13,494,871
Disability(8)	2,687,500	0	0	0	674,781	10,120,538	13,482,819
Retirement	2,687,500	0	0	552	674,781	10,120,538	13,483,371

Name	Annual Short-Term Incentive \$(1)	Severance \$(2)	Medical and Life Insurance \$(3)	Pension Plan Credit \$(4)	Unvested Options \$(5)	Unvested Stock Awards \$(6)	Total (\$)
Lucy Fato							
By AIG for "Cause"	0	0	0	0	0	0	0
By AIG w/o "Cause"	2,042,500	4,452,500	40,000	0	763,454	9,152,100	16,450,554
By Executive w/o Good Reason	0	0	0	0	0	0	0
By Executive with Good Reason	2,042,500	4,452,500	40,000	0	0	0	6,535,000
Qualifying Termination following a Change in Control(7)	2,042,500	5,936,667	40,000	0	763,454	9,152,100	17,934,721
Death	1,900,000	0	0	0	763,454	9,249,652	11,913,106
Disability(8)	2,042,500	0	0	0	763,454	9,152,100	11,958,054
Retirement	0	0	0	0	0	0	0

- (1) These amounts represent annual STI payments for which the current named executives would have been eligible pursuant to the 2012 ESP had they been terminated on December 31, 2020. Under the 2012 ESP, earned STI awards are prorated based on the number of full months the executive was employed in the termination year. Except in the case of death, these STI payments are based on the named executive's target amount and actual business or function performance and paid at the same time such STI awards are regularly paid to similarly situated active employees. In the case of death, a named executive's STI payment is based on his target amount and paid as soon as administratively possible after the date of death (but in no event later than March 15th of the following year). These amounts would have been solely in lieu of, and not in addition to, the annual STI award for 2020 actually paid to the current named executives as reported in the 2020 Summary Compensation Table.
- (2) Severance would have been paid as a lump sum cash payment as soon as practicable and in no event later than 60 days following the termination date. See the description of the 2012 ESP above for more information on severance payments and benefits.
- (3) The amounts in this column reflect a lump sum payment of \$40,000 that can be used to pay for continued healthcare and life insurance coverage following a qualifying termination. None of the current named executives are eligible for company-subsidized retiree medical benefits. The amounts do not include medical and life insurance benefits upon permanent disability or death to the extent that they are generally available to all salaried employees. All of the current named executives are eligible participants under the AIG medical and life insurance plans.
- (4) The amount shown for all of the termination events is the increase, if any, above the accumulated value of pension benefits shown in the 2020 Pension Benefits table, calculated using the same assumptions. Where there is no increase in value, the amount shown in this column is zero. For Messrs. Lyons and Zaffino and Ms. Fato, the amount shown in the column is zero because they are not participants in the Plans. For information on pension benefits generally, see "—Post-Employment Compensation—Pension Benefits."
- (5) The amounts in this column represent the total market value of unvested stock options as of December 31, 2020 that would accelerate upon termination, based on the difference between the exercise price of the options and the closing sale price of shares of AIG common stock on the NYSE of \$37.86 on December 31, 2020.

For the 2018, 2019 and 2020 stock option awards, the amounts in this column include the stock options vesting in the case of a named executive's involuntary termination without Cause, involuntary termination without Cause within 24 months following a Change in Control, retirement, death or disability. The vested 2018, 2019 and 2020 stock options will remain exercisable for three years after each termination scenario. In no event will any 2018, 2019 or 2020 stock options remain exercisable after the initial ten-year expiration date.

As described above under "—Holdings of and Vesting of Previously Awarded Equity—Outstanding Equity Awards at December 31, 2020", Messrs. Duperreault, Lyons and Zaffino, in connection with joining AIG, were each granted stock options with a seven-year term pursuant to each executive's stock option award agreement. The time-vesting options portion of each executive's award (500,000 options for Mr. Duperreault, 156,250 options for Mr. Lyons and 333,000 options for Mr. Zaffino) vest in equal, annual installments on each of the first three anniversaries of the respective award grant date and the remaining portion of each executive's award (1,000,000 options for Mr. Duperreault, 143,278 options for Mr. Lyons and 667,000 for Mr. Zaffino) vests based on the stock performance of AIG common stock (the Performance-Vesting Options). Upon a termination by AIG without Cause or by the executive for Good Reason, or upon the executive's death or disability, all time-vesting options will vest and remain exercisable for three years after termination, and the unvested Performance-Vesting Options will continue to be eligible to vest based on stock performance and remain exercisable for three years after termination. Based on the closing sale price on the NYSE of \$37.86 on December 31, 2020 of shares of AIG common stock, no Performance-Vesting Options would vest upon termination as of December 31, 2020. In no event will any stock options remain exercisable after the initial seven-year expiration date. Upon any other termination, including for Cause by AIG or by the executive other than for Good Reason, all unvested stock options immediately terminate and are forfeited.

- (6) The amounts in this column represent the total market value (based on the closing sale price on the NYSE of \$37.86 on December 31, 2020) of shares of AIG common stock underlying unvested equity-based awards as of December 31, 2020.

For the 2018 PSU awards, the amounts in this column include the named executive's actual earned PSUs for the 2018-2021 performance period (as determined by the CMRC in the first quarter of 2021) that vested in January 2021 in the case of a named executive's involuntary termination without Cause, involuntary termination without Cause within 24 months following a Change in Control, retirement or disability. Target performance is reflected in the case of death.

In addition, the amounts in this column include, for all of the named executives, the outstanding 2019 and 2020 PSU awards assuming target performance and the full amount of their RSU awards. For the 2019 and 2020 PSU awards, the actual number of PSUs (if any) vesting upon a qualifying termination by AIG without Cause, by executive with Good Reason, disability, retirement and, in certain circumstances, following a Change in Control, would be based on actual performance.

PSU and RSU award amounts also include additional PSUs and RSUs accrued in respect of dividend equivalent rights, which are subject to the same vesting and, in the case of the PSUs, performance, conditions as the related PSUs and RSUs, and are paid when such related shares (if any) are delivered. 2018 PSU award amounts include the additional PSUs actually accrued in respect of dividend equivalent rights, which are subject to the same vesting and performance conditions as the related PSUs and were paid when such related earned shares were delivered. 2019 and 2020 PSU amounts include the additional PSUs accrued in respect of dividend equivalent rights assuming target performance.

- (7) This row includes amounts that would be paid under the 2012 ESP upon a termination by AIG without Cause or by the executive for Good Reason within 24 months following a Change in Control. Under the outstanding PSU and RSU awards, the amounts in this row include only termination by AIG without Cause within 24 months following a Change in Control, with the amount of PSUs vesting shown (i) at the actual amounts earned for the 2018 PSUs (as determined by the CMRC in the first quarter of 2021) that vested in January 2021 and (ii) at target for the 2019 and 2020 PSUs. However, with respect to the 2019 and 2020 PSUs, for a Change in Control that occurs following a performance period, the actual PSUs vesting, if any, would be based on actual performance, and for a Change in Control that occurs during a performance period, the CMRC may determine to use actual performance through the date of the Change in Control rather than target performance to determine the actual PSUs vesting, if any.
- (8) Amounts shown in this row represent the amounts the executive would be entitled to receive upon experiencing a disability.

PAY RATIO

The 2020 annual total compensation of the median employee identified by AIG (as described below) was \$70,926, and the 2020 annual total compensation of Mr. Duperreault, AIG's Chief Executive Officer during 2020, was \$18,810,373. Accordingly, AIG's estimated 2020 pay ratio was 1 to 265.

As permitted by SEC rules, to identify the median employee, AIG used its active employee population (including both full-time and part-time employees) as of October 1, 2020 and used 2019 annual total compensation for that population comprising (1) annual base salary, (2) overtime payments, (3) target STI and LTI awards, in each case using 2020 targets for employees hired during 2019 who were not eligible for 2019 awards and (4) sales incentives. For employees hired in 2020 (who therefore did not have 2019 compensation), AIG used 2020 annual total compensation comprising (1) annual base salary, (2) overtime payments, (3) 2020 target STI and LTI awards and (4) an estimate of annual sales incentives based on a calculation of median 2019 sales incentives.

As required by SEC rules, after identifying our median employee (who is located in the U.S.), we calculated 2020 annual total compensation for both our median employee and Mr. Duperreault using the same methodology that we use to determine our named executive officers' annual total compensation for the Summary Compensation Table.

SEC rules for identifying the median employee and calculating the pay ratio based on that employee's annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their employee populations and compensation practices. As a result, the pay ratio reported by other companies may not be comparable to the pay ratios reported above, as other companies have different employee populations and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios. In addition, the median employee's annual total compensation is unique to that individual and therefore is not an indicator of the annual total compensation of any other individual or group of employees.

Equity Compensation Plan Information

The following table provides information about shares of AIG common stock that may be issued under compensation plans as of December 31, 2020.

EQUITY COMPENSATION PLAN INFORMATION

Plan Category	Plan	Number of Securities to be Issued Upon Exercise of Outstanding Options and Rights(1)(2)	Weighted-Average Exercise Price of Outstanding Options and Rights (\$)(1)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in the Third Column)
Equity compensation plans approved by security holders	2010 Stock Incentive Plan	20,247(3)	—	0(4)
	2013 Plan	31,403,866(5)	47.03(6)	22,275,746(7)
Equity compensation plans not approved by security holders	Inducement Option Award	500,000(8)	61.82(6)	0
Total		31,924,113	47.67(6)	22,275,746

- (1) Shares underlying RSUs and PSUs are deliverable without the payment of any consideration, and therefore these awards have not been taken into account in calculating the weighted-average exercise price.
- (2) At December 31, 2020, AIG was also obligated to issue 42,130 shares in connection with previous exercises of options with delivery deferred.
- (3) Represents shares reserved for issuance in connection with DSUs.
- (4) No future awards will be made under these plans.
- (5) Represents shares reserved for issuance in connection with time-vested DSUs and in connection with 2018 PSUs (at actual amounts earned, including related dividend equivalents, and net of shares withheld for the payment of taxes), 2019 and 2020 PSUs (at target level of performance and including related dividend equivalents), RSUs (and related dividend equivalents) and options.
- (6) Represents the weighted average exercise price of outstanding options.
- (7) Represents shares reserved for future issuance under the 2013 Plan (which replaced the 2010 Stock Incentive Plan for awards granted on or after May 15, 2013). The number of shares available for issuance under the 2013 Plan would increase if and to the extent that (i) outstanding awards under the 2010 Stock Incentive Plan are forfeited, expire, terminate or otherwise lapse or are settled in cash in whole or in part or (ii) outstanding awards under the 2013 Plan are forfeited, expire or are settled in cash in whole or in part, each as provided by the 2013 Plan. In addition, the number of shares available for issuance under the 2013 Plan could increase or decrease depending on actual performance and the number of 2019 and 2020 PSUs earned. As noted in this Proxy Statement, the Board has adopted, subject to shareholder approval the 2021 Plan which, if approved, will replace the 2013 Plan and no further shares will be issued under the 2013 Plan.
- (8) Represents shares reserved for future issuance in connection with options granted to Mr. Duperreault outside of the 2013 Plan as an "employment inducement award" under NYSE Listing Rule 303A.08. See "Executive Compensation—Holdings of and Vesting of Previously Awarded Equity" for further information on this award.

Proposal 2—Non-Binding Advisory Vote to Approve Executive Compensation

Proposal 2— Advisory Vote to Approve Executive Compensation (Say on Pay)

What am I voting on?

We are asking shareholders to approve the 2020 compensation of AIG's named executives as disclosed in the Proxy Statement.

Voting Recommendation

✓ **FOR** the 2020 compensation of AIG's named executives.

Pursuant to the rules of the SEC, AIG must submit to shareholders at least once every three years a non-binding shareholder advisory vote to approve the compensation of AIG's executives as disclosed in the annual Proxy Statement. In 2019, our Board unanimously recommended, and our shareholders agreed, that the say-on-pay advisory vote occur annually as a corporate governance best practice. Accordingly, this Proposal 2 gives holders of AIG common stock the opportunity to vote for or against the following resolution:

RESOLVED: that the holders of the common stock of American International Group, Inc. (the Company) approve the compensation of the Company's named executives, as disclosed in the Company's Proxy Statement for the 2021 Annual Meeting of Shareholders, including the Compensation Discussion and Analysis, the 2020 Summary Compensation Table and the other related tables and disclosure contained in the Proxy Statement.

Because this resolution relates to the information about executive compensation contained in this Proxy Statement, under "Executive Compensation" beginning on page 51, shareholders should review that information in considering their vote on this Proposal.

The results of the vote on this resolution will not be binding on AIG's Board, will not overrule any decisions the Board has made and will not create any duty for the Board to take any action in response to the outcome of the vote. However, the CMRC values the feedback received from this advisory vote and may, in its sole discretion, take into account the outcome of the vote in analyzing and evaluating future compensation opportunities. We will include an advisory vote on executive compensation on an annual basis at least until the next shareholder advisory vote on the frequency of such votes (no later than our 2025 Annual Meeting of Shareholders).

AIG STATEMENT IN SUPPORT

The Board and CMRC support this resolution because they believe that AIG's compensation program is appropriately designed to incentivize and reward performance that supports long-term, sustained value creation, while taking into account the experience and feedback of our shareholders. This is achieved through a balanced pay mix that is weighted towards at-risk pay, featuring variable and performance-based pay and a combination of STI and LTI performance metrics that are aligned with AIG's strategic priorities.

The onset of the COVID-19 crisis and its collateral effects on the global economy in the first quarter of 2020 required the CMRC to pivot and adapt its approach to executive compensation to address AIG's changing priorities, while continuing to reinforce the importance of AIG's in-flight transformation initiatives. Accordingly, the CMRC approved performance metrics for our 2020 STI program which were aligned with three priority focus areas for the company of liquidity, capital preservation and de-risking. The CMRC also approved metrics for the PSUs awarded as part of our 2020 LTI awards to our named executives, incorporating Relative Tangible BVPS* and relative TSR metrics, to mitigate the need to calibrate absolute long-term goals in the midst of continued uncertainty, and an absolute metric relating to AIG 200 Cumulative Run-rate GOE Savings*. While the operating environment remained uncertain, these areas of focus are integral to AIG's long-term, sustainable growth and resiliency.

* We make adjustments to U.S. GAAP financial measures for purposes of this performance metric to ensure that results properly reflect management contributions. See Appendix A for an explanation of how this metric is calculated from our audited financial statements.

The Board believes that our 2020 compensation programs and the decisions made by the CMRC and the Board with respect to 2020 pay appropriately balanced rewarding AIG's named executives for their extraordinary leadership through the unprecedented COVID-19 crisis with taking into account the experience of our shareholders in a year of significant global market volatility.

The Board remains committed to executive compensation programs that attract, retain, motivate, reward and incentivize highly qualified leaders as AIG continues its transformation to become a leading insurance franchise and a top performing company. Our 2020 compensation program and pay decisions are described in more detail under the heading "Executive Compensation—Compensation Discussion and Analysis" beginning on page 52.

RECOMMENDATION

Your Board of Directors unanimously recommends a vote **FOR** this resolution.

Proposal 3—Approval of American International Group, Inc. 2021 Omnibus Incentive Plan

Proposal 3— Approval of American International Group, Inc. 2021 Omnibus Incentive Plan

What am I voting on?

We are asking shareholders to approve the American International Group, Inc. 2021 Omnibus Incentive Plan.

Voting Recommendation

✓ **FOR** the approval of the American International Group, Inc. 2021 Omnibus Incentive Plan.

On March 11, 2021, upon the recommendation of the CMRC, the Board unanimously approved the 2021 Plan. The 2021 Plan will be effective on May 12, 2021 if it is approved by the holders of AIG common stock at the 2021 Annual Meeting (the Effective Date). If the 2021 Plan is not approved by our shareholders, the Effective Date will not occur and no awards will be made under the 2021 Plan.

The 2021 Plan will apply only to awards granted on or after the Effective Date and will replace the 2013 Plan for all awards granted on or after the Effective Date. The terms and conditions of awards granted under the 2013 Plan prior to the Effective Date of the 2021 Plan will not be affected by the adoption or approval of the 2021 Plan, and the 2013 Plan will remain effective with respect to such awards. No new grants will be made under the 2013 Plan after the Effective Date.

In assessing the appropriate terms of the 2021 Plan, the CMRC considered, among other items, the existing terms of the 2013 Plan, our compensation philosophy and practices, as well as feedback from our shareholders. The following summary of the material terms of the 2021 Plan is qualified in its entirety by reference to the complete text of the 2021 Plan, which is attached hereto as Appendix B.

BEST PRACTICES

The 2021 Plan includes several features designed to protect shareholder interests and appropriately reflect our compensation philosophy and developments in our compensation practices in recent years, including:

- No equity grants below 100 percent of fair market value
- No “evergreen” provision (i.e., no automatic increase in the number of shares available under the plan)
- No single-trigger change-in-control
- Minimum one-year vesting (except under specific termination conditions)
- No repricing or cash buyout of underwater stock options or stock appreciation rights
- No hedging or pledging transactions or transfer to an unrelated party for value
- No dividends or dividend equivalents paid on equity awards until vesting requirements are met
- No liberal share recycling

AVAILABLE SHARES

The 2021 Plan provides for the issuance of cash-based awards and stock-based awards. The total number of shares of AIG common stock that may be granted under the 2021 Plan is the sum of (1) 8.1 million shares, plus (2) the number of authorized shares of AIG common stock remaining available under the 2013 Plan at the Effective Date (16.45 million shares as of March 2, 2021), plus (3) the number of shares of AIG common stock relating to outstanding awards under the 2013 Plan at the Effective Date that subsequently are forfeited, expire, terminate or otherwise lapse or are settled for cash, in whole or in part, as provided by the 2021 Plan (collectively, the Available Shares).

BURN RATE AND POTENTIAL DILUTION

AIG believes that the Available Shares under the 2021 Plan will provide sufficient shares for equity-based compensation needs of AIG for approximately two years following the Effective Date. This estimate is based on our historical share usage under the 2013 Plan.

The table below shows our historic burn rate over the past three years.

	2018	2019	2020	Average
(a) Full value awards granted	4,723,606(1)	6,640,713	8,147,150	6,503,823
(b) Stock options granted	2,752,098	3,235,290	3,303,587	3,096,992
(c) Weighted average shares outstanding (basic)	898,405,537	876,750,264	869,309,458	881,488,420
(d) Burn rate (a + b) / c	0.83%	1.13%	1.32%	1.09%

(1) Full value awards associated with the Validus acquisition as disclosed in the 2018 10-K are excluded from this amount.

The table below shows our overhang as of March 2, 2021.

(a) Outstanding full value awards	19,368,943
(b) Outstanding stock options	13,745,858
Weighted average exercise price	\$47.18
Weighted average remaining term	6.81 years
(c) Shares remaining under the 2013 Plan	16,449,458
(d) Proposed share reserve under the 2021 Plan	8,100,000
(e) Basic shares of common stock outstanding (February 28, 2021)	864,173,953
(f) Basic overhang (a + b + c + d) / e	6.67%
(g) Fully diluted overhang (a + b + c + d) / (a + b + c + d + e)	6.26%

As commonly calculated, the total potential dilution or “overhang” from the adoption of the 2021 Plan would be 6.26 percent on a fully diluted basis. However, AIG also takes into account the relevant accounting and tax impact of all potential forms of equity awards in designing our grants. We believe that the benefits to the holders of AIG common stock resulting from equity award grants to our employees, officers and directors, including interest alignment and mitigation of incentives to take inappropriate business risks, outweigh the potential dilutive effect of expected grants under the 2021 Plan. The CMRC believes that long-term incentives, primarily delivered through equity grants, are an effective vehicle to align the interests of executives with those of our shareholders, encourage ownership in AIG and serve as a risk management tool. For additional information with respect to our outstanding stock-based awards, please see Note 20 to the Consolidated Financial Statements in AIG’s 2020 Annual Report on Form 10-K.

We project that we will use up the available shares under the 2013 Plan in 2022, and the 2013 Plan will terminate automatically on May 15, 2023. Therefore, if our shareholders do not approve the 2021 Plan, our future ability to issue equity-based awards other than cash-settled awards after 2022 will be limited. This could have negative consequences, including:

- **Limiting pay for performance and alignment with shareholder interests.** A key element of our compensation philosophy (as described under “Executive Compensation—Compensation Discussion and Analysis—Compensation Design—Our Philosophy”) is to align the long-term economic interests of key employees with those of our shareholders by ensuring that a meaningful component of their compensation is provided in the form of equity awards. At least 53 percent of each named executive’s annual target direct compensation in 2020 was delivered in the form of equity awards. We believe that equity-based compensation aligns our employees and directors’ interests with shareholders by rewarding for long-term value creation and performance achievements as well as stock price appreciation. These interests are further aligned through our robust clawback policy and stock ownership guidelines applicable to all of our named executives and other executive officers.

- **Impede ability to attract and retain talent.** The attraction and retention of talented employees is critical to executing our business strategy successfully, and we believe that equity awards are a competitive tool to recruit and motivate key employees. If the 2021 Plan is not approved, we would be limited in our ability to use a valuable incentive tool and would be at a significant disadvantage in attracting new talent after 2022.

PURPOSE

The purpose of the 2021 Plan is:

- to attract, and motivate and retain officers, directors and key employees of AIG, compensate them for their contributions to AIG and encourage them to acquire a proprietary interest in AIG;
- to align the interests of officers, directors and key employees with those of AIG's shareholders; and
- to assist AIG in ensuring that its compensation program does not provide incentives to take imprudent risks.

ADMINISTRATION

The 2021 Plan generally will be administered by the CMRC (and its delegates) unless the Board determines otherwise. Among other things, the CMRC (or its delegates) will determine the persons who will receive awards under the 2021 Plan, the time when awards will be granted, the terms of such awards and the number of shares of AIG common stock, if any, which will be subject to the awards. The Board, in its sole discretion, also may grant awards or administer the 2021 Plan.

ELIGIBILITY

The CMRC (or its delegates) may grant awards to current employees or directors of AIG and its consolidated subsidiaries or, solely with respect to their final year of service, former employees. The basis of participation in the 2021 Plan is the CMRC's (or its delegates') decision, in its sole discretion, that an award to an eligible participant will further the 2021 Plan's stated purpose (as described above). As of March 2, 2021, approximately 45,000 employees, 11 executive officers and 11 non-employee directors would have been eligible to receive awards under the 2021 Plan as compensation for their service to AIG.

TYPES OF AWARDS

The 2021 Plan provides for grants of cash-based awards and stock-based awards. Stock-based awards comprise stock options (both stock options intended to be "incentive stock options" under Sections 421 or 422 of the Code and non-qualified stock options), stock appreciation rights, restricted shares, restricted stock units, dividend equivalent rights and other equity-based or equity-related awards pursuant to which AIG common stock, cash or other property may be delivered. Cash-based awards may be performance-based awards or take such other form (including, for example, retainers and meeting-based fees) that the CMRC (or its delegates) determines to be consistent with the purposes of the 2021 Plan and the interests of AIG. Each stock-based award and, to the extent determined appropriate by the CMRC (or its delegates), cash-based award will be evidenced by an award agreement, which will govern that award's terms and conditions.

NON-EMPLOYEE DIRECTOR AWARDS

The 2021 Plan allows for grants of cash-based and stock-based awards to non-employee directors of AIG and its consolidated subsidiaries for their service as directors. The aggregate value of any such awards granted to any one director in respect of a particular calendar year may not exceed \$900,000, based on the fair market value of stock-based awards and the value of cash awards, in each case determined on the date of grant.

STOCK OPTIONS

A stock option entitles the recipient to purchase shares of AIG common stock at a fixed exercise price. The exercise price per share will be determined by the CMRC (or its delegates) but will not be less than the fair market value of AIG common stock on the date of grant. Fair market value will be the closing price of AIG common stock on the NYSE on the date of grant unless otherwise set forth in the applicable award agreement. Subject to the 2021 Plan's minimum vesting rules, stock options may not be exercised for one year after the date on which the stock option is granted (except in the case of termination of employment due to death, disability or retirement) and must be exercised within 10 years from the date of grant. The 2021 Plan provides that AIG may not reset the exercise price for stock options (other than certain awards that are assumed, converted or substituted under the 2021 Plan as a result of AIG's acquisition of another company).

STOCK APPRECIATION RIGHTS

A stock appreciation right may entitle the recipient to receive shares of AIG common stock, cash or other property equal in value to the appreciation of the AIG common stock over the exercise price specified in the award agreement. The exercise price per share will be determined by the CMRC (or its delegates) but will not be less than the fair market value of AIG common stock on the date of grant. Fair market value will be the closing price of AIG common stock on the NYSE on the date of grant unless otherwise set forth in the applicable award agreement. Subject to the 2021 Plan's minimum vesting rules, stock appreciation rights may not be exercised for one year after the date on which the stock appreciation right is granted (except in the case of termination of employment due to death, disability or retirement) and must be exercised within 10 years from the date of grant. The 2021 Plan provides that AIG may not reset the exercise price for stock appreciation rights (other than certain awards that are assumed, converted or substituted under the 2021 Plan as a result of AIG's acquisition of another company).

RESTRICTED SHARES

A restricted share is a share of AIG common stock that is subject to transfer and/or forfeiture restrictions. The recipient of a restricted share will have the rights of a shareholder, including voting and dividend rights, subject to any restrictions and conditions specified in the award agreement. No dividends, however, will be paid at a time when any performance-based goals or time-based vesting requirements that apply to an award of restricted shares have not been satisfied.

RESTRICTED STOCK UNITS

A restricted stock unit is an unfunded, unsecured right to receive a share of AIG common stock (or cash or other securities or property) at a future date upon satisfaction of the conditions specified in the award agreement. The recipient will have only the rights of a general unsecured creditor of AIG and no rights as a stockholder of AIG until the AIG common stock underlying the restricted stock units, if any, is delivered.

OTHER STOCK-BASED AWARDS

The CMRC (or its delegates) may grant other types of equity-based or equity-related awards (including, without limitation, the grant or offer for sale of unrestricted shares of AIG common stock) in such amounts and subject to such terms and conditions as the CMRC (or its delegates) may determine. Such awards may entail the transfer of actual shares of AIG common stock to award recipients or may be settled in cash and may include awards designed to comply with or take advantage of the applicable local laws of jurisdictions other than the U.S.

DIVIDEND EQUIVALENT RIGHTS

A dividend equivalent right represents an unfunded and unsecured promise to pay to the recipient an amount equal to all or any portion of the regular cash dividends that would be paid on a specified number of shares of AIG common stock if those shares were owned by the recipient. The conditions and restrictions for payments in connection with dividend equivalent rights will be specified in the award agreement, provided that in no event may such payments be made unless and until the award to which they relate vests. A dividend equivalent right may be granted alone or in connection with another award. Under the 2021 Plan, no payments will be made in respect of dividend equivalent rights at a time when any applicable performance goals or time-based vesting requirements relating to the dividend equivalent right or the related award have not been satisfied.

CASH-BASED AWARDS

The CMRC (or its delegates) may grant cash-based awards in such amounts and subject to such terms and conditions as the CMRC (or its delegates) may determine. Cash-based awards may be in the form of performance-based awards and other cash awards, including retainers and meeting-based fees.

SHARES SUBJECT TO PLAN; OTHER LIMITATIONS OF AWARDS

Available Shares may be authorized but unissued shares or shares previously issued and reacquired by AIG. If any award that is granted under the 2021 Plan is forfeited, expires or is settled for cash, then the shares covered by such forfeited, expired or settled award will again become available to be delivered pursuant to awards granted under the 2021 Plan. In the case of an acquisition, any shares of AIG common stock issued in connection with awards that are assumed, converted or substituted as a result of AIG's acquisition of another

company will not count against the number of Available Shares that may be issued under the 2021 Plan. Available shares under a stockholder approved plan of an acquired company may be used for awards under the 2021 Plan and do not reduce the number of shares available, subject to applicable stock exchange requirements. The payment of dividend equivalent rights in cash in conjunction with any outstanding award shall not be counted against the shares available for issuance under the 2021 Plan.

In no event will the following shares of AIG common stock become available for issuance in connection with awards issued under the 2021 Plan: (1) shares of AIG common stock tendered or withheld as payment of the exercise price of an option; (2) shares of AIG common stock tendered or withheld as payment of withholding taxes with respect to an award; (3) any shares reserved for issuance under a stock appreciation right that exceed the number of shares actually issued upon exercise; and (4) shares of AIG common stock reacquired by AIG using amounts received upon the exercise of an option.

The number of shares of AIG common stock available under the 2021 Plan for the grant of stock options intended to be incentive stock options for the purposes of compliance with Sections 421 and 422 of the Code will be 8.1 million.

The CMRC (or its delegates) will adjust the number of shares of AIG common stock issuable under the 2021 Plan (and any limits on the number of stock-based awards that may be granted to a particular individual under the 2021 Plan) and the terms of any outstanding awards in such manner as it deems appropriate to prevent the enlargement or dilution of rights, for any increase or decrease in the number of issued shares of AIG common stock (or issuance of shares of stock other than shares of AIG common stock) resulting from certain corporate transactions that affect the capitalization of AIG.

MINIMUM VESTING REQUIREMENT

All awards under the 2021 Plan will be subject to a minimum vesting schedule of at least twelve months following the date of grant of the award, provided that the following awards will not be subject to the foregoing minimum vesting requirement: (i) any shares of AIG common stock issued in connection with awards that are assumed, converted or substituted as a result of AIG's acquisition of another company, (ii) shares of common stock delivered in lieu of fully vested cash obligations, (iii) awards to non-employee directors that vest on the earlier of the one-year anniversary of the date of grant and the next annual meeting of shareholders that is at least 50 weeks after the immediately preceding year's annual meeting, and (iv) any additional awards the CMRC (or its delegates) may grant, up to a maximum of five percent of the available share reserve authorized for issuance under the 2021 Plan; and provided further that vesting may accelerate in connection with death, disability, retirement, a Change in Control (as described below) or other involuntary termination.

DOUBLE-TRIGGER CHANGE IN CONTROL

Except as otherwise provided in an award agreement, in the event that:

- a Change in Control occurs; and
- the recipient's employment is terminated by AIG without "cause" (as defined in the applicable award agreement) or by the recipient for "good reason" (as defined in the applicable award agreement) within two years following the Change in Control,

then any outstanding unvested award held by such recipient shall vest as with respect to any service-based vesting requirement. Except as otherwise provided in the applicable award agreement, following a Change in Control any performance goals with respect to an outstanding award and for which the performance period ends after the Change in Control shall be deemed to have been achieved at target level. Additionally, in the event of a Change in Control, the CMRC (or its delegates) may, in its sole discretion, terminate stock options or stock appreciation rights for which the exercise price is equal to or exceeds the per share value of the consideration to be paid in the Change in Control transaction without payment of consideration.

For purposes of the 2021 Plan, "Change in Control" generally means:

- individuals who constitute the Board on the Effective Date (or subsequent directors whose election or nomination was approved by a vote of at least two-thirds of such directors, including by approval of the proxy statement in which such person is named as a nominee for director) cease for any reason to constitute at least a majority of the Board;

- any person is or becomes a beneficial owner of 50 percent or more of AIG's voting securities (for this purpose, person is as defined in Section 3(a)(9) of the Exchange Act and as used in Sections 13(d)(3) and 14(d)(2) of the Exchange Act);
- consummation of a merger, consolidation, statutory share exchange or similar form of corporate transaction involving AIG that results in any person becoming the beneficial owner of 50 percent or more of the total voting power of the outstanding voting securities eligible to elect directors of the entity resulting from such transaction;
- a sale of all or substantially all of AIG's assets; or
- AIG's shareholders approve a plan of complete liquidation or dissolution of AIG.

Notwithstanding the foregoing, a Change in Control will not be deemed to occur solely because (1) any person holds or acquires beneficial ownership of more than 50 percent of the AIG's voting securities as a result of a "share repurchase program" or similar acquisition of AIG's voting securities by AIG; provided that if after such acquisition by AIG such person becomes the beneficial owner of additional AIG's voting securities that increases the percentage of outstanding AIG's voting securities beneficially owned by such person, a Change in Control shall then occur, or (2) the consummation of a sale of all or substantially all (or a subset) of the assets and/or operations of the Life and Retirement business (or any similar transaction).

AMENDMENT AND TERMINATION

The Board may from time to time suspend, discontinue, revise or amend the 2021 Plan in any respect whatsoever, including in any manner that adversely affects the rights, duties or obligations of any grantee of an award. Unless otherwise determined by the Board, shareholder approval of any suspension, discontinuance, revision or amendment will be obtained only to the extent necessary to comply with any applicable laws, regulations or rules of a securities exchange or self-regulatory agency, except that shareholder approval shall be required for any amendment to the 2021 Plan that materially increases the benefits available under the 2021 Plan or any amendment to permit the sale or other disposition of an award to an unrelated third party for value or if the amendment would reduce the exercise price of outstanding stock options or stock appreciation rights.

Unless previously terminated by the Board, the 2021 Plan (if approved by the holders of AIG common stock) will terminate, and no more awards will be granted under the 2021 Plan, on or after the tenth anniversary of the Effective Date, but any outstanding award will remain in effect until the underlying shares are delivered or the award lapses.

CLAWBACK

Awards under the 2021 Plan will be subject to the AIG Clawback Policy and any other clawback or recapture policy that AIG may adopt from time to time to the extent provided in such policy or as may be required by applicable law.

RIGHT OF OFFSET

We have the right to offset against our obligation to deliver shares of AIG common stock (or cash, other securities or other property) under the 2021 Plan or any award agreement any outstanding amounts the recipient then owes to AIG and any amounts the CMRC (or its delegates) otherwise deems appropriate pursuant to any tax equalization policy or agreement. Our right of offset is subject to the constraints of Section 409A of the Code.

NONASSIGNABILITY; NO HEDGING OR PLEDGING

Except to the extent otherwise provided in any award agreement, no award (or any rights or obligations thereunder) granted to any person under the 2021 Plan may be sold, exchanged, transferred, assigned, pledged, hypothecated or otherwise disposed of or hedged, in any manner (including through the use of any cash-settled instrument), other than by will or by the laws of descent and distribution. As described above, any amendment of the 2021 Plan to permit the sale or other disposition of an award to an unrelated third party for value will require shareholder approval. All awards (and any rights thereunder) will be exercisable during the life of the recipient only by the recipient or by the recipient's legal representative.

OTHER TERMS OF AWARDS

No recipient of any award under the 2021 Plan will have any of the rights of a holder of AIG common stock with respect to shares subject to an award until the delivery of the shares (or in the case of an award of restricted or unrestricted shares of AIG common stock, the grant or registration in the name of the grantee of such shares pursuant to the applicable award agreement, but then only as the CMRC (or its delegates) may include in the applicable award agreement). Awards under the 2021 Plan may be granted in lieu of, or determined by reference to, cash incentive and/or other compensation.

NEW PLAN BENEFITS

Awards granted under the 2021 Plan will be subject to the discretion of the CMRC (or its delegates), and the CMRC has not determined future awards or who might receive them. As a result, the benefits that will be awarded or paid under the 2021 Plan are not currently determinable. The awards granted for the 2020 fiscal year would not have changed if the 2021 Plan had been in place instead of the 2013 Plan and are set forth in the following table and, for our named executives, in the 2020 Summary Compensation Table and 2020 Grants of Plan-Based Awards table above.

Name and Position	Stock-Based Awards	
	Dollar Value (\$)	Number of Shares/Units
Brian Duperreault <i>Chief Executive Officer</i> (1)	12,285,322	673,131
Mark D. Lyons <i>Executive Vice President and Chief Financial Officer</i>	6,116,391	247,440
Peter Zaffino <i>President and Global Chief Operating Officer</i> (1)	18,102,463	699,570
Douglas A. Dachille <i>Executive Vice President and Chief Investment Officer</i>	4,047,516	221,769
Lucy Fato <i>Executive Vice President, General Counsel & Global Head of Communications and Government Affairs</i>	4,729,001	246,950
Executive Group	17,446,789	950,537
Non-Executive Director Group	2,446,215	94,062
Non-Executive Officer Employee Group	219,887,478	8,317,278

(1) Effective March 1, 2021, Mr. Zaffino became President and Chief Executive Officer and Mr. Duperreault became Executive Chair. Throughout 2020, Mr. Zaffino served as President and Global Chief Operating Officer. He also served as Chief Executive Officer, General Insurance until August 2020.

U.S. FEDERAL INCOME TAX ASPECTS

The following is a brief description of the current federal income tax treatment generally arising with respect to grants of awards under the 2021 Plan for grantees subject to taxation in the U.S. This summary is not intended to constitute tax advice, is not intended to be exhaustive and, among other things, does not describe state, local or foreign tax consequences.

NONQUALIFIED STOCK OPTIONS

A grantee will not realize taxable income, and AIG will not be entitled to a deduction, upon the grant of a nonqualified stock option. Upon exercising a nonqualified stock option, a grantee will realize ordinary income, and AIG will generally be entitled to a corresponding deduction, in an amount equal to the excess of the fair market value of the acquired shares on the exercise date minus the exercise price of the option. The grantee will have a basis, for purposes of computing capital gain or loss on a future sale or exchange, in the shares acquired as a result of the exercise equal to the fair market value of those shares on the exercise date.

INCENTIVE STOCK OPTIONS

A grantee will not realize taxable income, and AIG will not be entitled to a deduction, when an incentive stock option is granted under the 2021 Plan or when an incentive stock option is exercised. If the grantee of an incentive stock option holds the shares acquired under the option for at least two years from the date the option is granted and for at least one year from the date the option is exercised, any gain realized by the grantee when the shares are sold will be taxable to the grantee as capital gain.

The difference between the exercise price of an incentive stock option and the fair market value of the acquired shares at the time of exercise is an item of tax preference which may result in the grantee being subject to the alternative minimum tax. Whether a grantee is subject to the alternative minimum tax will depend on the grantee's facts and circumstances.

If the grantee does not hold the shares acquired upon the exercise of an incentive stock option for the one-year and the two-year periods described above, the grantee will realize ordinary income in the year of disposition of the shares in an amount equal to the excess of the fair market value of the shares on the date of exercise (or the proceeds of the disposition, if lower) over the exercise price, and AIG will generally be entitled to a corresponding deduction. Any remaining gain or loss will be capital in nature.

A grantee who pays for shares acquired upon the exercise of a stock option with shares he or she already owns will not realize any taxable gain or loss on the shares delivered as payment. If the option is not an incentive stock option, the grantee will not be subject to tax upon exercise with respect to the number of shares acquired equal to the number of shares delivered for payment. If the option is an incentive stock option, the grantee will not be subject to tax upon exercise with respect to any of the shares acquired, and the number of shares received on exercise of the option equal to the number of previously owned shares surrendered will have the same basis and holding period for purposes of computing capital gain or loss as the previously owned shares. If the option is not an incentive stock option, the additional shares received will have a basis equal to the sum of the cash paid on exercise and the ordinary income taxable to the employee as a result of the exercise. If the option is an incentive stock option, the additional shares will have a basis equal to the cash, if any, paid on exercise. In either case, the holding period with respect to the additional shares will begin on the day after the date the option is exercised.

The use of shares previously acquired through the exercise of an incentive stock option in satisfaction of all or a part of the exercise for another option (whether or not an incentive stock option) is a disposition of the previously acquired shares for purposes of the one-year and two-year holding periods described above. All shares acquired upon the exercise of an incentive stock option are considered to have been acquired upon the date of exercise for purposes of the one-year and two-year holding periods, even if previously acquired shares were used in satisfaction of all or a part of the exercise price.

Any gain on shares which have been held for more than twelve months may be eligible for tax at preferential long-term capital gain rates.

STOCK APPRECIATION RIGHTS

A grantee will not be subject to tax, and AIG will not be entitled to a deduction, upon the grant of a stock appreciation right. Upon exercise of a stock appreciation right, an amount equal to the fair market value of the AIG common stock on the date of exercise minus the exercise price will be taxable to the grantee as ordinary income. AIG will generally be entitled to a deduction equal to the amount included in a grantee's ordinary income. A grantee's basis in any shares received will be equal to the fair market value of such shares on the exercise date, and the grantee's holding period will begin on the day following the exercise date.

RESTRICTED SHARES

A grantee of restricted shares that are subject to a substantial risk of forfeiture will not be subject to ordinary income or Federal Insurance Contributions Act (FICA) (Social Security and Medicare) taxation in respect of his or her award at grant, unless he or she makes a Section 83(b) election described below. Upon the lapse of the risk of forfeiture, the grantee will be subject to ordinary income and FICA tax on an amount equal to the fair market value of the AIG common stock at the time the risk lapses (even if some transfer restrictions continue). The grantee's tax basis for purposes of determining gain or loss on subsequent sales will be equal to the fair

market value of the AIG common stock on the date the risk of forfeiture lapses. Any gain or loss resulting from any sale of AIG common stock delivered to a grantee will be treated as long- or short-term capital gain or loss, depending upon how long he or she holds the AIG common stock after the date the restrictions lapse. Dividends paid on the AIG common stock subject to restrictions are reportable by the grantee, during the restricted period, as additional ordinary income.

If permitted by the applicable award agreement, a grantee may elect, within thirty days after the effective date of an award of restricted shares that are subject to a substantial risk of forfeiture, to recognize the fair market value of the AIG common stock subject to restrictions awarded, determined (without regard to the restrictions) at the effective date of the award, as ordinary income in the year of such effective date (a Section 83(b) election). If such election is made, the grantee's holding period will begin the day after the effective date of the award, and no additional income will be recognized by the grantee upon the lapse of restrictions. Any gain or loss resulting from any sale of such AIG common stock delivered to a grantee will be treated as long- or short-term capital gain or loss, depending upon how long he or she holds the AIG common stock after the effective date of the award. However, should the grantee forfeit the restricted shares, no deduction would be available to him or her for the value of the restricted shares previously recognized as income.

A grantee of restricted shares that are subject only to transfer restrictions, and not a substantial risk of forfeiture, will be subject to ordinary income and FICA tax at grant on an amount equal to the fair market value of the AIG common stock on the grant date.

Following the lapse of the transfer restrictions, the grantee's tax basis for purposes of determining gain or loss on subsequent sales will be equal to the fair market value of the AIG common stock on the grant date. Any gain or loss resulting from any sale of AIG common stock delivered to a grantee will be treated as long- or short-term capital gain or loss, depending upon how long he or she holds the AIG common stock after the grant date. Dividends paid on the AIG common stock subject to transfer restrictions are reportable by the grantee, during the restricted period, as additional dividend income.

In the taxable year in which a grantee recognizes ordinary income on account of restricted shares awarded to such grantee, AIG will generally be entitled to a deduction equal to the amount of ordinary income recognized by the grantee. In the event that a restricted share award is forfeited by the grantee after having made a Section 83(b) election, AIG will include in its income the amount of its original deduction.

RESTRICTED STOCK UNITS

A grantee of a restricted stock unit award (whether time-vested or subject to achievement of performance goals) will not be subject to ordinary income or FICA taxation at grant. Instead, a grantee will be subject to FICA tax at the time any portion of such award vests and will be subject to income tax at ordinary rates on the fair market value of the AIG common stock (or the amount of cash) received on the date of delivery. AIG generally will be entitled to a deduction in an amount equal to the amount included in a grantee's ordinary income. The fair market value of the AIG common stock (if any) received on the delivery date will be a grantee's tax basis for purposes of determining any subsequent gain or loss from the sale of the AIG common stock. Gain or loss resulting from any sale of AIG common stock delivered to a grantee will be treated as long- or short-term capital gain or loss depending upon how long he or she holds the AIG common stock after the delivery date of the award.

SECTION 409A

The terms of the 2021 Plan and each award granted under the 2021 Plan are intended to comply with Section 409A of the Code, which imposes specific restrictions on nonqualified deferred compensation arrangements, whether by reason of such awards qualifying as short-term deferral or otherwise. Failure to satisfy the applicable requirements under these provisions for awards considered deferred compensation would result in the acceleration of income and additional income tax liability to the recipient, including certain penalties.

This Proposal 3 gives holders of AIG common stock the opportunity to vote for or against the following resolution:

RESOLVED: that the holders of Common Stock of the Company approve the American International Group, Inc. 2021 Omnibus Incentive Plan, as disclosed in the Company's Proxy Statement for the 2021 Annual Meeting of Shareholders in Appendix B.

AIG STATEMENT IN SUPPORT

The Board believes that the future success of AIG depends, in large part, upon the ability of the company to maintain a competitive position in attracting, motivating, rewarding and retaining key employees, officers and directors. The 2021 Plan is designed to aid AIG in attracting, motivating, rewarding and retaining these key individuals through grants of cash-based and various types of stock-based compensation. The ability to grant awards under the 2021 Plan will allow AIG to offer these individuals performance incentives and a proprietary interest in AIG. In addition, stock-based awards will further encourage the efforts of AIG employees, officers and directors to enhance shareholder value and provide incentives against taking imprudent risks, further fostering an ownership culture focused on long-term performance.

RECOMMENDATION

Your Board of Directors unanimously recommends a vote **FOR** this resolution.

Report of the Audit Committee and Ratification of Selection of Accountants

REPORT OF THE AUDIT COMMITTEE

Management is responsible for the preparation, presentation and integrity of AIG's financial statements, for its accounting and financial reporting principles and for the establishment and effectiveness of internal controls and procedures designed to ensure compliance with accounting standards and applicable laws and regulations. The independent auditors are responsible for performing an independent audit of the financial statements in accordance with the standards of the Public Company Accounting Oversight Board (PCAOB), expressing an opinion as to the conformity of such financial statements with generally accepted accounting principles in the U.S. and expressing an opinion on the effectiveness of internal control over financial reporting. The independent auditors have free access to the Audit Committee to discuss any matters they deem appropriate.

AUDIT COMMITTEE ORGANIZATION AND OPERATION

The Audit Committee's function is to assist the Board in its oversight of:

- The integrity of AIG's financial statements;
- AIG's internal control over financial reporting;
- AIG's compliance with legal and regulatory requirements;
- The independent accountants' qualifications, independence and performance; and
- The performance of AIG's internal audit function.

The Audit Committee is also authorized to approve regular, periodic cash dividends on AIG common stock and preferred stock consistent with any Board-approved dividend policies. The Audit Committee's duties and responsibilities include reviewing periodically with management any significant legal, compliance and regulatory matters that have arisen or that may have a material impact on AIG's business, financial statements or compliance policies, and AIG's relations with regulators and governmental agencies. The Audit Committee also coordinates with the Risk and Capital Committee to (1) support the Audit Committee's approval of regular, periodic cash dividends on AIG common and preferred stock consistent with Board-approved dividend policies and (2) help ensure the Board and each Board Committee has received the information it needs to carry out their responsibilities with respect to risk assessment and risk management. The Audit Committee is also directly responsible for the appointment, compensation, retention and oversight of the work of AIG's independent registered public accounting firm. The Audit Committee's charter is available in the About Us—Leadership and Governance—Corporate Governance Documents section of AIG's corporate website at www.aig.com.

The Audit Committee held 7 meetings during 2020. The Audit Committee Chair and members of the Audit Committee also held numerous additional sessions throughout 2020 with members of AIG's corporate, business segment and internal audit management and with AIG's independent registered public accounting firm, PricewaterhouseCoopers LLP. The Audit Committee believes that these meetings were helpful in discharging its oversight responsibilities, including with respect to financial reporting and disclosure, risk management and internal controls.

Independence

The Board, on the recommendation of the NCGC, has determined that all members of the Audit Committee are independent, as required by NYSE listing standards and SEC rules.

Expertise

The Board has also determined, on the recommendation of the NCGC, 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 that Messrs. Fitzpatrick, Lynch, Porrino and Steenland (as an *ex-officio*, non-voting member) are audit committee financial experts, as defined under SEC rules. Although designated as audit committee financial experts, no member of the Audit 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.

AUDITED FINANCIAL STATEMENTS

In the performance of its oversight function, the Audit Committee has considered and discussed the 2020 audited financial statements with management and PricewaterhouseCoopers LLP, including a discussion of the quality, and not just the acceptability, of the accounting principles, the reasonableness of significant judgments, clarity of the disclosures and the condition of internal control over financial reporting. The Audit Committee has reviewed with the Chief Auditor (Head of Internal Audit) and the PricewaterhouseCoopers LLP engagement team the scope and plans for their respective audits and has met with each of the Chief Auditor and senior engagement partners of PricewaterhouseCoopers LLP, with and without management present, to discuss audit results, their evaluations of AIG’s internal controls and the overall quality of AIG’s financial reporting. The Audit Committee has also discussed with PricewaterhouseCoopers LLP the matters required to be discussed by the applicable requirements of the PCAOB and the SEC. Finally, the Audit Committee has received the written disclosures and the letter from PricewaterhouseCoopers LLP as required by the PCAOB’s rules regarding the auditor’s communications with the Audit Committee concerning independence and has discussed with PricewaterhouseCoopers LLP its independence.

CONCLUSION

Based upon the reports and discussion described in this report, the Audit Committee, in accordance with its responsibilities, recommended to the Board, and the Board approved, inclusion of the audited financial statements for the year ended December 31, 2020 in AIG’s 2020 Annual Report on Form 10-K.

Audit Committee

American International Group, Inc.

Peter R. Porrino, Chair

John H. Fitzpatrick

Christopher S. Lynch

Linda A. Mills

Amy L. Schioldager

Proposal 4—Ratification of Selection of PricewaterhouseCoopers LLP

Proposal 4— Ratification of Selection of Independent Registered Public Accounting Firm for 2021

What am I voting on?

We are asking shareholders to ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2021.

Voting Recommendation

✓ **FOR** the ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2021.

The Audit Committee and the Board have approved the engagement of PricewaterhouseCoopers LLP as AIG's independent registered public accounting firm for 2021. Representatives of that firm are expected to be present during the Annual Meeting and will have an opportunity to make a statement if they desire to do so and be available to respond to appropriate questions.

Ratification of the selection of accountants requires approval by a majority of the votes cast by the shareholders of AIG common stock, which votes are cast "for" or "against" the ratification. Neither AIG's Amended and 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. 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.

The Audit Committee evaluates the qualifications, performance, and independence of the independent auditor, including the lead partner, on an annual basis (in each case, in light of SEC and PCAOB standards then in effect). The Audit Committee ensures the regular rotation of the lead audit partner as required by law and is involved in the selection of the lead audit partner. The selection process for the lead audit partner includes meetings among the Audit Committee Chair, members of the Audit Committee and the candidate for lead audit partner as well as discussion by the full Audit Committee and with management. The current lead audit partner assumed the role in connection with the audit of AIG's December 31, 2019 financial statements. In addition, the Audit Committee receives periodic reports on the hiring of PricewaterhouseCoopers LLP partners and other professionals to help ensure PricewaterhouseCoopers LLP satisfies applicable independence rules.

PricewaterhouseCoopers LLP has served as AIG's independent registered public accounting firm since 1980 and reports directly to the Audit Committee. In selecting PricewaterhouseCoopers LLP as AIG's independent registered public accounting firm for 2021, the Audit Committee considered a number of factors, including:

- the quality of its ongoing discussions with PricewaterhouseCoopers LLP including the resolution of accounting and financial reporting matters with the national office;
- the professional qualifications of PricewaterhouseCoopers LLP, the lead audit partner and other key engagement partners;
- PricewaterhouseCoopers LLP's depth of understanding of AIG's global businesses, accounting policies and practices and internal control over financial reporting;
- PricewaterhouseCoopers LLP's expertise and capabilities in handling the breadth and complexity of AIG's businesses and global footprint including approximately 290 audit, statutory, and other audit-related reports;
- PricewaterhouseCoopers LLP's independence program and its processes for maintaining its independence;

- the appropriateness of PricewaterhouseCoopers LLP's fees for audit and non-audit services (on both an absolute basis and as compared to fees charged to AIG peer companies of comparable size and complexity by PricewaterhouseCoopers LLP and its peer firms);
- consideration of PricewaterhouseCoopers LLP's known legal risks and significant proceedings that may impair their ability to perform AIG's annual audit, if any;
- the most recent PCAOB inspection report on PricewaterhouseCoopers LLP and the results of the most recent American Institute of Certified Public Accountants peer review and self-review examinations; and
- the results of management's and the Audit Committee's annual evaluations of the qualifications, performance and independence of PricewaterhouseCoopers LLP.

In addition, the Audit Committee periodically considers the appropriateness of a rotation of the independent registered public accounting firm. At this time, the Audit Committee and the Board believe that the continued retention of PricewaterhouseCoopers LLP as AIG's independent registered public accounting firm is in the best interests of AIG and its shareholders.

Under AIG's policy for pre-approval of audit and permitted non-audit services by PricewaterhouseCoopers LLP, the Audit Committee approves categories of services and fees for each category. The pre-approved services include: audit services, such as financial statement audits and regulatory filings; audit-related services, such as audit and pre- and post-implementation reviews of systems, processes and controls, regulatory and compliance attestations, employee benefit plan audits, due diligence related to acquisitions and divestitures and financial reporting accounting consultations; tax services, such as tax return preparation, transaction-based tax reviews, review of tax accounting matters and other tax planning; and other permitted non-audit services, such as regulatory compliance reviews, information technology reviews, information resources, risk management services, business function reviews and other compliance reviews. The Audit Committee evaluates all services, including those engagements related to tax and internal control over financial reporting, considering the nature of such services in light of auditor independence, in accordance with the rules of the PCAOB. No expenditure may exceed the dollar caps without the separate specific approval of the Audit Committee.

RECOMMENDATION

Your Board of Directors unanimously recommends a vote **FOR** the proposal to ratify the selection of PricewaterhouseCoopers LLP.

FEES PAID TO PRICEWATERHOUSECOOPERS LLP

The table below shows the fees paid by AIG to PricewaterhouseCoopers LLP in 2020 and 2019.

	2020 (\$ in millions)	2019 (\$ in millions)
Fees paid by AIG:		
Audit fees(1)	48.9	49.0
Audit-related fees(2)	23.4	19.4
Tax fees(3)	1.3	1.0
All other fees(4)	1.3	1.7

- (1) Audit fees include fees for the audit of AIG's consolidated financial statements, as well as subsidiary and statutory audits directly related to the performance of the AIG consolidated audit. Audit fees include out-of-pocket expenses of \$1.1 million in 2020 and \$2.0 million in 2019.
- (2) Audit-related fees include fees for assurance and related services that are traditionally performed by independent accountants, including: audit and pre- and post-implementation reviews of systems, processes and controls; regulatory and compliance attestations; employee benefit plan audits; due diligence related to acquisitions and divestitures; statutory audits not directly related to the performance of the AIG consolidated audit and financial accounting and reporting consultations.
- (3) Tax fees are fees for tax return preparation, transaction-based tax reviews, review of tax accounting matters, and other tax planning and consultations.
- (4) All other fees include fees related to regulatory compliance reviews, information technology reviews, information resources, risk management services, business function reviews and other compliance reviews.

The services provided by PricewaterhouseCoopers LLP and the fees paid by AIG were authorized and approved by the Audit Committee in compliance with the pre-approval policy and procedures described above. The Audit Committee considers the non-audit services rendered by PricewaterhouseCoopers LLP during the most recently completed fiscal year in its annual independence evaluation.

PricewaterhouseCoopers LLP also provides audit services to certain unconsolidated private equity and real estate funds managed and advised by AIG subsidiaries. Fees related to these audits were \$5.5 million and \$5.4 million in 2020 and 2019, respectively, and are not reflected in the fees in the table above.

Proposal 5—Shareholder Proposal on Special Shareholder Meetings

Proposal 5— Shareholder Proposal Relating to Special Meeting Right

What am I voting on?

Proposal 5 is a shareholder proposal to give shareholders who hold at least 10 percent of our outstanding common stock the right to call special meetings.

Voting Recommendation

X AGAINST the shareholder proposal for the reasons set forth below under “—AIG Statement in Opposition”

The following shareholder proposal will be voted on during the Annual Meeting only if properly presented by, or on behalf of, the shareholder proponent. In accordance with SEC rules, the shareholder proposal is presented below as submitted by the shareholder proponent. AIG disclaims all responsibility for the content of the proposal and its supporting statement, including other sources referenced in the supporting statement. Names, addresses and shareholdings of the shareholder proponent will be supplied promptly upon oral or written request made to AIG’s Corporate Secretary.

Your Board of Directors unanimously recommends a vote **AGAINST** the proposal for the reasons set forth following the proposal.

SHAREHOLDER PROPOSAL

Proposal 5—Special Shareholder Meeting Improvement



Shareholders ask our board to take the steps necessary to amend the appropriate company governing documents to give the owners of a combined 10% of our outstanding common stock the power to call a special shareholder meeting.

It currently takes 30% of the shares that normally vote at the American International Group annual meeting to call a special shareholder meeting.

A special shareholder meeting is a means shareholders can use to raise important matters outside the normal annual meeting cycle like the election of a new director. Consequently the mere presence of this proposal in our bylaws will be an added incentive for better director performance.

For instance the 2020 edition of this shareholder proposal stated:

“Adoption of this proposal could create more of an incentive for 3 of our directors on our Executive Pay Committee (Douglas Steenland, Chairman, Henry Miller and Wyllie Don Cornwell) to do better than being rejected by 10-times as many votes as certain other AIG directors [in 2019].” In 2020 director voting performance was improved following this text in the 2020 shareholder proposal.

This proposal topic won 44%-support at the 2020 AIG annual meeting. This 44% was close to or greater than 51%-support from the shares that have access to independent proxy voting advice. Unfortunately most retail shareholders do not have access to independent proxy voting advice.

And since the 2020 AIG annual meeting there has been a dramatic development that makes shareholder meetings so much easier for management with a substantial cost reduction. Cost was a big cornerstone to the 2020 management resistance to this proposal topic.

Management entrenchment is so well defended at an online shareholder meeting that shareholders should have a corresponding greater flexibility in calling for a special shareholder meeting.

It is astounding what management can get away with at an online shareholder meeting. At a bare bones online shareholder meeting almost everything is optional. For instance a management narrative on the state of the company is optional. Also management answers to shareholder questions are optional even if management asks for questions.

Management hardly needs to prepare for an online shareholder meeting. Thus shareholders should rightfully have more flexibility in requesting a special shareholder meeting. The core purpose of such a meeting can simply be the announcement of the vote. And there is no management transparency on how little an online shareholder meeting costs.

The Goodyear online shareholder meeting was spoiled by a trigger-happy management mute button for shareholders that was used to quash constructive criticism. AT&T would not even allow shareholders to speak at its online shareholder meeting.

Shareholders thus need greater flexibility in calling for a special shareholder meeting. Please vote yes:

Special Shareholder Meeting Improvement—Proposal 5

AIG STATEMENT IN OPPOSITION

The Board has considered the shareholder proposal and unanimously recommends a vote **AGAINST** the proposal. We believe that this proposal is not in the best interests of our shareholders, and that AIG's existing corporate governance practices, including the right of shareholders to call a special meeting, ensure Board and management accountability to our shareholders. Our shareholders voted down nearly identical proposals at both our 2019 and 2020 Annual Meetings.

Key Reasons to vote against this proposal:

- Shareholders already have a meaningful right to call a special meeting—as few as three shareholders could reach our 25 percent threshold based on our current ownership composition
- The proposed 10 percent threshold is lower than the vast majority of S&P 500 companies that offer shareholders the right to call special meetings
- The proposed 10 percent threshold could be reached by as few as two shareholders based on our current ownership composition, which could lead to abuse or unnecessary disruption
- Special meetings require substantial expenses and resources that should only be called upon in extraordinary circumstances
- AIG has strong corporate governance practices, including proxy access and an existing special meeting right, which afford shareholders powerful levers to hold directors accountable and pursue appropriate matters when necessary

OUR SHAREHOLDERS ALREADY HAVE A MEANINGFUL RIGHT TO CALL A SPECIAL MEETING

AIG's By-laws already provide that any shareholders who together own an aggregate of at least 25 percent of AIG's outstanding common stock may call a special meeting. This threshold can be achieved by as few as three shareholders based on our current ownership composition. We believe this 25 percent threshold is appropriate and aligned with our shareholders' interests and is within the mainstream of special meeting rights at S&P 500 companies.

The 25 percent threshold is designed to strike the proper balance between ensuring that shareholders have the ability to call a special meeting while protecting against the risk that a small minority of shareholders could trigger the expense and disruption of a special meeting. A lower threshold could allow shareholders with narrow or special interests to pursue matters that are not widely viewed as requiring immediate attention or that are being pursued for reasons that may not be in the best interests of AIG or our shareholders generally.

AIG's current 25 percent threshold is in line with other large public companies that offer shareholders the right to call special meetings, and the vast majority of S&P 500 companies that allow shareholders to call special meetings do not have an ownership threshold as low as ten percent.

AT A LOWER THRESHOLD, SPECIAL-INTEREST GROUPS COULD ABUSE THE SHAREHOLDER RIGHT TO CALL A SPECIAL MEETING

Given our heavily institutional and concentrated stock ownership, the failure by a special meeting proponent to convince holders of at least 25 percent of our common stock to support a special meeting would be a strong indicator that most shareholders do not believe that a special meeting is warranted. Lowering the threshold for calling special meetings could allow disruptions by special-interest shareholder groups with agendas that are not in the best interests of AIG or other shareholders generally.

Moreover, in addition to our 25 percent ownership threshold for special meetings to be called by AIG's shareholders, special meetings of shareholders may be called by the Board, the Chair of the Board, the Chief Executive Officer or AIG's Corporate Secretary, each of whom has a fiduciary duty under the law to act in the best interests of AIG and its shareholders as a whole. The proposal's ten percent ownership threshold would permit a small group of shareholders who have no duty to act in the best interests of AIG or our shareholders at-large to use the extraordinary measure of a special meeting to serve a potentially narrow self-interest. Such

a low threshold gives a small minority of shareholders the unlimited power to call a special meeting and opens the door to potential abuse and waste of corporate resources.

SPECIAL MEETINGS REQUIRE SUBSTANTIAL EXPENSES AND RESOURCES

Special meetings are generally intended for extraordinary company business, such as when fiduciary or strategic considerations require that the matter be addressed on an expeditious basis that cannot wait until the next annual meeting. Given the size of AIG and our number of shareholders, a special shareholder meeting is a significant undertaking that requires substantial company expense and Board and management resources. These expenses and resources are required whether AIG holds a special meeting in-person or virtually.

AIG must pay to prepare, print and distribute disclosure documents to shareholders, solicit proxies, hold the meeting and tabulate votes, costs that are substantially similar regardless of whether a meeting is held in-person or virtually. In addition, the Board and management must divert time and focus from their responsibility of managing the company on behalf of all shareholders to prepare for and conduct the special meeting. Such time and focus are appropriate if a reasonably large representation of our shareholders support holding a special meeting. But a low ten percent threshold risks that special meetings will be called for reasons not in the best interests of our shareholders generally, therefore detracting from our Board's and management's primary focus of leading and operating our business.

AIG'S EXISTING CORPORATE GOVERNANCE PRACTICES AND POLICIES ENSURE BOARD ACCOUNTABILITY AND ARE RESPONSIVE TO THE CONCERNS OF OUR SHAREHOLDERS

The proposed ten percent threshold not only enables a small minority of the AIG's ownership to force the company to take what is an extraordinary action, but such a low threshold is unnecessary in light of AIG's existing corporate governance practices and its demonstrated, ongoing commitment to engagement with our shareholders.

As discussed in "Corporate Governance" beginning on page 21, AIG's current corporate governance practices reflect the Board's dedication to being responsive and accountable to shareholders. Fostering long-term relationships with our shareholders and maintaining their trust is a priority for the Board. Engagement with shareholders helps the Board gain useful feedback on a wide

variety of topics, including corporate governance, as well as executive compensation, corporate social responsibility, business strategy and performance and related matters. In 2020, we solicited engagement meetings with 57 of our top shareholders and other key stakeholders representing over 79 percent of our shares outstanding. We held 34 meetings with shareholders representing over 50 percent of our shares outstanding. Independent representatives of our Board participated in five of these engagement meetings. These meetings strengthen AIG's relationship with our shareholders and reinforce our commitment to incorporate shareholder feedback into various decisions made by the Board and management.

- Robust shareholder engagement
- Strong shareholder rights
- Existing special meeting right

In 2020, as a result of the COVID-19 crisis, AIG held its Annual Meeting in a virtual-only format, which we intend to do again in 2021. AIG believes that the virtual meeting format affords shareholder engagement and an opportunity for meaningful shareholder participation, including the ability to hear from company leadership and ask questions electronically during the meeting. Similar to the practice at our prior in-person meetings, at AIG's virtual 2020 Annual Meeting of Shareholders, both our Chief Executive Officer and Chair addressed shareholders on the company's strategy, recent performance and outlook. Those remarks were followed by a robust general question and answer session during which they responded to every question submitted by shareholders, evidencing meaningful shareholder participation. Whether held in-person or virtually, AIG's annual meetings of shareholders continue to serve as a key component of our consistent engagement with shareholders.

The Board is committed to good corporate governance and regularly reviews our practices, corporate governance developments and shareholder feedback to ensure continued effectiveness. These corporate governance practices include:

- All our directors are elected annually.
- All our directors are elected by a majority of votes cast (in uncontested elections).
- All our directors, with the exception of our Chief Executive Officer and Executive Chair, are independent, and each of the Audit Committee, CMRC, NCGC, Risk and Capital Committee and Technology Committee are entirely composed of independent directors.
- We align our directors' interests with those of our shareholders through robust stock ownership requirements.
- We have an extensive shareholder engagement program with independent director participation.
- Shareholders have a proxy access right under AIG's By-laws pursuant to which shareholders can nominate a director candidate to stand for election, and have that nominee included in AIG's proxy materials.
- As mentioned above, shareholders already have the ability to call a special meeting under AIG's By-laws.

In light of the strong corporate governance practices and shareholder rights AIG has in place, including the right for shareholders holding 25 percent of our outstanding shares to call a special meeting, the Board believes that adoption of this shareholder proposal is unnecessary and is not in the long-term interests of our shareholders.

RECOMMENDATION

Your Board of Directors unanimously recommends a vote **AGAINST** this resolution.

Voting Instructions and Information

The enclosed proxy is solicited on behalf of AIG's Board for use during the Annual Meeting.

WHEN AND WHERE IS OUR ANNUAL MEETING?

We will hold our Annual Meeting virtually via the Internet on Wednesday, May 12, 2021 at 11:00 a.m., Eastern Daylight Time. You may access the Annual Meeting at www.virtualshareholdermeeting.com/AIG2021. In light of COVID-19, for the safety and well-being of our shareholders and employees, and taking into account the protocols of local, state and federal governments, we have determined that the 2021 Annual Meeting will be held in a virtual meeting format only, via the Internet, with no physical in-person meeting. We believe that the virtual meeting format affords our shareholders an opportunity for meaningful participation, while mitigating these safety concerns. At our virtual Annual Meeting, shareholders will be able to attend, vote and submit questions via the Internet.

HOW ARE WE DISTRIBUTING OUR PROXY MATERIALS?

We are using the SEC rule that allows companies to furnish proxy materials to their shareholders over the Internet. In accordance with this rule, on or about March 30, 2021, we sent shareholders of record at the close of business on March 17, 2021 a Notice Regarding the Availability of Proxy Materials (Notice) or a full set of proxy materials. The Notice contains instructions on how to access our Proxy Statement and 2020 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 2020 Annual Report, which will be sent on or about March 30, 2021.

WHO CAN VOTE AT THE ANNUAL MEETING?

You are entitled to vote or direct the voting of your shares of 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, 2021. On that date, 862,344,587 shares of AIG common stock (exclusive of shares held by AIG and certain subsidiaries) were outstanding, held by 21,225 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. A list of shareholders will also be available for viewing during the Annual Meeting by those who log in at www.virtualshareholdermeeting.com/AIG2021 and enter the control number provided on your proxy card, voting instruction form or Notice.

- If you hold AIG common stock that is registered in your name on the records of AIG maintained by AIG's transfer agent, EQ Shareowner Services (formerly known as 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 PARTICIPATE IN, AND VOTE AT, THE ANNUAL MEETING?

You can participate in the Annual Meeting by logging in at www.virtualshareholdermeeting.com/AIG2021. To log in, shareholders (or their authorized representatives) will need the control number provided on their proxy card, voting instruction form or Notice. We recommend that you log in at least 15 minutes in advance of the Annual Meeting.

CAN I ASK QUESTIONS AT THE VIRTUAL ANNUAL MEETING?

Shareholders as of our record date who attend and participate in our virtual annual meeting at www.virtualshareholdermeeting.com/AIG2021 will have an opportunity to submit written questions live via the Internet during the meeting. In order to do so, shareholders must first join the meeting by entering their control number as described above under “What Do I Need to Participate In, and Vote At, the Annual Meeting?” Once you have joined the meeting, you can submit a question by clicking on the “Q&A” tab, typing the question into the “Submit a question” field, and clicking “Submit”. Shareholders will be required to identify themselves before they will be able to submit a question during the meeting.

Consistent with the rules of conduct for our Annual Meeting, and in order to allow us to answer questions from as many shareholders as possible, each shareholder may submit a maximum of two questions. We ask that questions be succinct and cover only one topic per question. Questions from multiple shareholders on the same topic or that are otherwise related may be grouped and answered together to avoid repetition.

We welcome questions from our shareholders and intend to answer all pertinent questions from shareholders as time allows during the Annual Meeting. Conducting the business of the Annual Meeting for the benefit of all shareholders will be paramount. Accordingly, questions that are irrelevant to the business of the meeting or AIG’s operations, contain derogatory remarks about individuals, use offensive language, are in furtherance of the questioner’s personal business needs or are otherwise disruptive or inappropriate for the conduct of the Annual Meeting will not be addressed.

WHAT IF I HAVE TROUBLE ACCESSING, OR TECHNICAL DIFFICULTIES DURING, THE ANNUAL MEETING?

We will have technicians ready to assist you with any technical difficulties you may have accessing or participating in the Annual Meeting. If you encounter any technical difficulties, please call the technical support number that will be posted on the Annual Meeting log in page at www.virtualshareholdermeeting.com/AIG2021.

HOW DOES THE BOARD OF DIRECTORS RECOMMEND I VOTE AND WHAT ARE THE VOTE REQUIREMENTS FOR THE PROPOSALS DURING THE ANNUAL MEETING?

Proposal	Board Vote Recommendation	Vote Requirement for Approval	Effect of Abstentions	Broker Discretionary Voting Allowed?
1. Election of thirteen directors	FOR EACH DIRECTOR NOMINEE	Majority of votes cast	No effect	No
2. Advisory vote on executive compensation	FOR	Majority of votes cast	No effect	No
3. Approval of American International Group, Inc. 2021 Omnibus Incentive Plan	FOR	Majority of votes cast	Counts as a vote AGAINST	No
4. Ratification of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2021	FOR	Majority of votes cast	No effect	Yes
5. Shareholder proposal to give shareholders who hold at least 10 percent of our outstanding common stock the right to call special meetings	AGAINST	Majority of votes cast	No effect	No

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, 2021. 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 U.S. or Canada. International calling charges apply outside the U.S. and Canada. You may submit a proxy by telephone 24 hours a day, 7 days a week. Please have your proxy card in hand when you call and 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, 2021.
- **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 10:00 a.m., Eastern Daylight Time, on May 12, 2021.
- **During the Annual Meeting.** You can vote your shares during the Annual Meeting at www.virtualshareholdermeeting.com/AIG2021. To participate in the Annual Meeting, you will need the 16-digit control number included on your Notice, proxy card or voting instruction form.

HOW CAN I REVOKE MY PROXY OR SUBSTITUTE A NEW PROXY OR CHANGE MY VOTE?

You have the power to 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, 2021; or
- Executing and mailing a later-dated proxy card that is received prior to 10:00 a.m., Eastern Daylight Time, on May 12, 2021; or
- During the Annual Meeting at www.virtualshareholdermeeting.com/AIG2021.

FOR A PROXY SUBMITTED BY MAIL

- Subsequently executing and mailing another proxy card bearing a later date that is received prior to 10:00 a.m., Eastern Daylight Time, on May 12, 2021; or
- Giving written notice of revocation to AIG's Corporate Secretary at 175 Water Street, New York, New York 10038 that is received by AIG prior to 10:00 a.m., Eastern Daylight Time, on May 12, 2021; or
- During the Annual Meeting at www.virtualshareholdermeeting.com/AIG2021.

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 "Proposal 1—Election of Directors"; FOR the proposal to approve, on a non-binding advisory basis, executive compensation; FOR the approval of the 2021 Plan; FOR the ratification of the selection of PricewaterhouseCoopers LLP as AIG's independent registered public accounting firm for 2021; AGAINST the shareholder proposal to give shareholders who hold at least 10 percent of our outstanding common stock the right to call special meetings; 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 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 proposal regarding the ratification of the selection of independent auditors because this is considered “discretionary” under NYSE rules. If your broker is an affiliate of AIG, 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—the election of directors, the non-binding advisory vote on executive compensation, the approval of the 2021 Plan and the shareholder proposal on special shareholder meetings—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 AND CONSIDERED?

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 fails to receive the required vote at the Annual Meeting, the NCGC 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 NCGC 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. The results of the vote on this resolution will not be binding on AIG's Board, will not overrule any decisions the Board has made and will not create any duty for the Board to take any action in response to the outcome of the vote. However, the CMRC values the feedback received from this advisory vote and may, in its sole discretion, take into account the outcome of the vote in analyzing and evaluating future compensation opportunities.

Proposal 3—Approval of the American International Group, Inc. 2021 Omnibus Incentive Plan. Approval of the 2021 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 proposal. Under NYSE rules, abstentions have the effect of a vote against Proposal 3.

Proposal 4—Ratification of the Selection of PricewaterhouseCoopers LLP. 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 Amended and 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 selection at any time during the year if it determines that such change would be in the best interests of AIG and its shareholders.

Proposal 5—Shareholder Proposal on Special Shareholder Meetings. Approval of the shareholder proposal 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.

Broker Non-Votes and Abstentions. In the case of the proposals on the election of directors, the non-binding advisory vote on executive compensation, the selection of PricewaterhouseCoopers LLP and the shareholder proposal—only votes cast “for” or “against” the proposal will be considered; abstentions and broker non-votes will not be treated as a vote “for” or “against” the proposal and therefore will have no effect on the vote. With respect to the proposal on the approval of the 2021 Plan, under NYSE rules, abstentions will have the effect of a vote against that 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. Virtual attendance at the Annual Meeting constitutes presence in person for purposes of quorum at the Annual Meeting. Proxies marked as abstaining, and any broker “non-votes” on behalf of shares held in street name because beneficial owners’ discretion has not been exercised, 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 2020 Annual Report, which includes AIG’s 2020 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 2020 Annual Report and AIG’s 2020 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 the 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 without additional compensation. In addition to the foregoing, AIG has retained Morrow Sodali LLC 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.

Other Matters

OTHER MATTERS TO BE PRESENTED DURING THE 2021 ANNUAL MEETING OF SHAREHOLDERS

The Board knows of no other matters to be presented during the Annual Meeting. If any other matters properly come before the Annual Meeting, it is the intention of the persons named in the accompanying proxy to vote the proxy in accordance with their judgment on such matters.

SHAREHOLDER PROPOSALS FOR THE 2022 ANNUAL MEETING

All suggestions from shareholders are given careful attention. Proposals intended for inclusion in next year's Proxy Statement pursuant to Exchange Act Rule 14a-8 should be sent to the Corporate Secretary of AIG by mail at 175 Water Street, New York, New York 10038 or by e-mail at AIGCorporateSecretary@aig.com and must be received by November 30, 2021.

AIG's By-laws permit a shareholder, or a group of up to 20 shareholders, owning three percent or more of our outstanding shares of AIG common stock continuously for at least three years to nominate and include in AIG's annual meeting proxy materials director nominees constituting up to the greater of two individuals or 20 percent of the Board, provided that the shareholder(s) and the nominee(s) satisfy the requirements specified in AIG's By-laws. Notice of director nominees submitted pursuant to this proxy access by-law must be delivered to or, if sent by mail, received by the Corporate Secretary of AIG at 175 Water Street, New York, New York 10038 and must be received no earlier than October 31, 2021 and no later than November 30, 2021. The notice of director nominees must include all of the information required by AIG's By-laws.

Under AIG's By-laws, notice of any other shareholder proposal or the nomination of a candidate for election as a director to be made during the 2022 Annual Meeting of Shareholders and not submitted for inclusion in next year's Proxy Statement (either pursuant to Exchange Act Rule 14a-8 or the proxy access provisions of AIG's By-laws) must be delivered to the Corporate Secretary of AIG at 175 Water Street, New York, New York 10038 not less than 90 nor more than 120 days prior to May 12, 2022, unless the 2022 Annual Meeting of Shareholders is not scheduled to be held on a date between April 12, 2022 and June 11, 2022, in which case notice must be received by the later of 90 days prior to the date on which such meeting is scheduled or 10 days after the date on which such meeting date is first publicly announced. The notice must include all of the information required by AIG's By-laws. A copy of AIG's current By-laws is available in the About Us—Leadership and Governance—Corporate Governance Documents section of AIG's website at www.aig.com.

COMMUNICATIONS WITH THE BOARD OF DIRECTORS

AIG has adopted procedures on the reporting of concerns regarding AIG's accounting, internal accounting controls or auditing matters and other matters and on communicating with independent directors. These procedures are available in the About Us—Leadership and Governance—Corporate Governance Documents section of AIG's corporate website at www.aig.com.

Shareholders and other interested parties may communicate with any of the independent directors, including the Lead Independent Director and Board Committee Chairs, or the independent directors as a group, by:

- writing to them c/o Corporate Secretary, American International Group, Inc., 175 Water Street, New York, New York 10038; or
- emailing boardofdirectors@aig.com

The Corporate Secretary opens all communications and forwards them to the appropriate recipient. However, at the discretion of the Corporate Secretary, items unrelated to the directors' duties and responsibilities as members of the Board may not be forwarded, including materials considered to be trivial, irrelevant, inappropriate, harassing, unsolicited advertisements or promotional materials and invitations to conferences.

ELECTRONIC DELIVERY OF PROXY MATERIALS

In an effort to reduce paper mailed to your home and help lower printing and postage costs, we are offering shareholders the convenience of viewing online proxy statements, annual reports and related materials. With your consent, we can stop sending future paper copies of these documents. To elect this convenience, shareholders may follow the instructions when voting online at www.proxyvote.com. Following the Annual Meeting, you may continue to register for electronic delivery of future documents by visiting <http://enroll.icsdelivery.com/aig>. If you own shares indirectly through a broker, bank, or other nominee, please contact your financial institution for additional information regarding enrolling for electronic delivery.

We are pleased to be using the SEC's rule that allows companies to furnish proxy materials to their shareholders over the Internet. In accordance with this rule, on or about March 30, 2021, we sent shareholders of record at the close of business on March 17, 2021, a Notice or a full set of proxy materials. The Notice contains instructions on how to access our Proxy Statement and 2020 Annual Report via the Internet and how to vote.

Important Notice Regarding the Availability of Proxy Materials for the 2021 Annual Meeting of Shareholders to be held virtually via the Internet on May 12, 2021. Our 2021 Proxy Statement and 2020 Annual Report are available free of charge on our website at www.aig.com.

IMPORTANT NOTICE REGARDING DELIVERY OF SHAREHOLDER DOCUMENTS

The SEC's rules permit us to deliver a single Notice or set of Annual Meeting materials to a single address shared by two or more of our shareholders. We have delivered only one Notice or set of Annual Meeting materials to multiple shareholders who share that address unless AIG received contrary instructions from any shareholder at that address. This practice, known as "householding," is designed to reduce printing and postage costs. However, if any shareholder residing at such address wishes to receive a separate copy of the Notice of Annual Meeting of Shareholders, proxy materials, Proxy Statement or 2020 Annual Report, he or she may contact Investor Relations at 175 Water Street, New York, New York 10038, 212-770-6293, and AIG will deliver those documents to such shareholder promptly upon receiving the request. Any such shareholder may also contact Investor Relations if he or she would like to receive separate proxy materials and annual reports in the future. If a shareholder receives multiple copies of AIG's proxy materials and annual reports, he or she may request householding in the future by contacting Investor Relations.

INCORPORATION BY REFERENCE

Information and reports on our website that we refer to in this Proxy Statement will not be deemed a part of, or otherwise incorporated by reference into, this Proxy Statement. To the extent that this Proxy Statement has been or will be specifically incorporated by reference into any other filing by AIG under the Securities Act or the Exchange Act, the Letter to Shareholders from Messrs. Duperreault and Steenland and the sections of this Proxy Statement entitled "Letter from the Compensation and Management Resources Committee," "Report of the Compensation and Management Resources Committee" and "Report of the Audit Committee" (to the extent permitted by the SEC rules), shall not be deemed to be so incorporated, unless specifically otherwise provided in such filing.

Cautionary Statement Regarding Forward-Looking Information

This Proxy Statement and other publicly available documents may include, and officers and representatives of AIG may from time to time make and discuss, 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 a 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 “will,” “believe,” “anticipate,” “expect,” “intend,” “plan,” “focused on achieving,” “view,” “target,” “goal” or “estimate.” These projections, goals, assumptions and statements may relate to future actions, prospective services or products, future performance or results of current and anticipated services or products, sales efforts, expenses, the outcome of contingencies such as legal proceedings, anticipated organizational, business or regulatory changes, the effect of catastrophes, such as the COVID-19 crisis, and macroeconomic events, anticipated dispositions, monetization and/or acquisitions of businesses or assets, or successful integration of acquired businesses, management succession and retention plans, exposure to risk, trends in operations and financial results.

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:

- the adverse impact of COVID-19, including with respect to AIG’s business, financial condition and results of operations;
- changes in market and industry conditions, including the significant global economic downturn, volatility in financial and capital markets, prolonged economic recovery and disruptions to AIG’s operations driven by COVID-19 and responses thereto, including new or changed governmental policy and regulatory actions;
- the occurrence of catastrophic events, both natural and man-made, including COVID-19, other pandemics, civil unrest and the effects of climate change;
- AIG’s ability to successfully dispose of, monetize and/or acquire businesses or assets or successfully integrate acquired businesses, including any separation of the Life and Retirement business from AIG and the impact any separation may have on AIG, its businesses, employees, contracts and customers;
- AIG’s ability to effectively execute on AIG 200 transformational programs designed to achieve underwriting excellence, modernization of AIG’s operating infrastructure, enhanced user and customer experiences and unification of AIG;
- the impact of potential information technology, cybersecurity or data security breaches, including as a result of cyber-attacks or security vulnerabilities, the likelihood of which may increase due to extended remote business operations as a result of COVID-19;
- disruptions in the availability of AIG’s electronic data systems or those of third parties;
- availability and affordability of reinsurance;
- the effectiveness of our risk management policies and procedures, including with respect to our business continuity and disaster recovery plans;
- nonperformance or defaults by counterparties, including Fortitude Reinsurance Company Ltd;
- changes in judgments concerning potential cost-saving opportunities;
- concentrations in AIG’s investment portfolios;
- changes to the valuation of AIG’s investments;
- changes to our sources of or access to liquidity;
- actions by rating agencies with respect to our credit and financial strength ratings;
- changes in judgments or assumptions concerning insurance underwriting and insurance liabilities;

- the effectiveness of strategies to recruit and retain key personnel and to implement effective succession plans;
- the requirements, which may change from time to time, of the global regulatory framework to which AIG is subject;
- significant legal, regulatory or governmental proceedings;
- changes in judgments concerning the recognition of deferred tax assets and the impairment of goodwill and
- such other factors discussed in:
 - Part I, Item 1A. Risk Factors in AIG's 2020 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 2020 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.

Appendix A

NON-GAAP FINANCIAL MEASURES

Certain of the operating performance measurements used by AIG management are “non-GAAP financial measures” under Securities and Exchange Commission rules and regulations. GAAP is the acronym for “generally accepted accounting principles” in the U.S. The non-GAAP financial measures presented may not be comparable to similarly named measures reported by other companies.

- **Adjusted Pre-tax Income (APTI)** is derived by excluding the items set forth below from income from continuing operations before income tax. This definition is consistent across our segments. These items generally fall into one or more of the following broad categories: legacy matters having no relevance to our current businesses or operating performance; adjustments to enhance transparency to the underlying economics of transactions; and measures that we believe to be common to the industry. APTI is a GAAP measure for our segments. Excluded items include the following:
 - changes in fair value of securities used to hedge guaranteed living benefits;
 - changes in benefit reserves and deferred policy acquisition costs, value of business acquired, and sales inducement assets related to net realized capital gains and losses;
 - changes in the fair value of equity securities;
 - net investment income on Fortitude Reinsurance Company Ltd. (Fortitude Re) funds withheld assets post deconsolidation of Fortitude Re;
 - following deconsolidation of Fortitude Re, net realized capital gains and losses on Fortitude Re funds withheld assets held by AIG in support of Fortitude Re’s reinsurance obligations to AIG (Fortitude Re funds withheld assets);
 - loss (gain) on extinguishment of debt;
 - all net realized capital gains and losses except earned income (periodic settlements and changes in settlement accruals) on derivative instruments used for non-qualifying (economic) hedging or for asset replication. Earned income on such economic hedges is reclassified from net realized capital gains and losses to specific APTI line items based on the economic risk being hedged (e.g. net investment income and interest credited to policyholder account balances);
 - income or loss from discontinued operations;
 - net loss reserve discount benefit (charge);
 - pension expense related to a one-time lump sum payment to former employees;
 - income and loss from divested businesses;
 - non-operating litigation reserves and settlements;
 - restructuring and other costs related to initiatives designed to reduce operating expenses, improve efficiency and simplify our organization;
 - the portion of favorable or unfavorable prior year reserve development for which we have ceded the risk under retroactive reinsurance agreements and related changes in amortization of the deferred gain;
 - integration and transaction costs associated with acquiring or divesting businesses;
 - losses from the impairment of goodwill; and
 - non-recurring costs associated with the implementation of non-ordinary course legal or regulatory changes or changes to accounting principles.
- **Adjusted After-tax Income Attributable to AIG Common Shareholders** is derived by excluding the tax effected APTI adjustments described above, dividends on preferred stock, and the following tax items from net income attributable to AIG:
 - deferred income tax valuation allowance releases and charges;
 - changes in uncertain tax positions and other tax items related to legacy matters having no relevance to our current businesses or operating performance; and
 - net tax charge related to the enactment of the Tax Cuts and Jobs Act;
 and by excluding the net realized capital gains (losses) and other charges from noncontrolling interests.

- **AIG Return on Common Equity (ROCE)—Adjusted After-tax Income Excluding Accumulated Other Comprehensive Income (AOCI) adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets and Deferred Tax Assets (DTA) (Adjusted Return on Common Equity)** is used to show the rate of return on common shareholders' equity. We believe this measure is useful to investors because it eliminates items that can fluctuate significantly from period to period, including changes in fair value of our available for sale securities portfolio, foreign currency translation adjustments and U.S. tax attribute deferred tax assets. This measure also eliminates the asymmetrical impact resulting from changes in fair value of our available for sale securities portfolio wherein there is largely no offsetting impact for certain related insurance liabilities. In addition, we adjust for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets since these fair value movements are economically transferred to Fortitude Re. We exclude deferred tax assets representing U.S. tax attributes related to net operating loss carryforwards and foreign tax credits as they have not yet been utilized. Amounts for interim periods are estimates based on projections of full-year attribute utilization. As net operating loss carryforwards and foreign tax credits are utilized, the portion of the DTA utilized is included in Adjusted Return on Common Equity. Adjusted Return on Common Equity is derived by dividing actual or annualized adjusted after-tax income attributable to AIG common shareholders by average AIG common shareholders' equity, excluding AOCI adjusted for the cumulative unrealized gains and losses related to Fortitude Re's Funds Withheld Assets, and DTA (Adjusted Common Shareholders' Equity).
- **Adjusted After-tax Income Attributable to Life and Retirement** is derived by subtracting attributed interest expense, income tax expense and attributed dividends on preferred stock from APTI. Attributed debt and the related interest expense and dividends on preferred stock are calculated based on our internal allocation model. Tax expense or benefit is calculated based on an internal attribution methodology that considers among other things the taxing jurisdiction in which the segments conduct business, as well as the deductibility of expenses in those jurisdictions.
- **Core Adjusted Attributed Common Equity** is an attribution of AIG's Adjusted Common Shareholders' Equity to these segments based on our internal capital model, which incorporates the segments' respective risk profiles. Adjusted Attributed Common Equity represents our best estimates based on current facts and circumstances and will change over time.
- **Life and Retirement Adjusted Segment Common Equity** is based on segment equity adjusted for the attribution of debt and preferred stock (Segment Common Equity) and is consistent with AIG's Adjusted Common Shareholders' Equity definition.
- **Core Return on Common Equity—Adjusted After-tax Income (Adjusted Return on Attributed Common Equity)** is used to show the rate of return on Adjusted Attributed Common Equity. Adjusted Return on Attributed Common Equity is derived by dividing actual or annualized Adjusted After-tax Income by average Adjusted Attributed Common Equity.
- **Life and Retirement Return on Adjusted Segment Common Equity—Adjusted After-tax Income (Return on Adjusted Segment Common Equity)** is used to show the rate of return on Adjusted Segment Common Equity. Return on Adjusted Segment Common Equity is derived by dividing actual or annualized Adjusted After-tax Income by Average Adjusted Segment Common Equity.
- **Core Normalized Return on Attributed Common Equity** further adjusts Adjusted Return on Attributed Common Equity for the effects of certain volatile or market-related items. We believe this measure is useful to investors for performance management because it presents the trends in Adjusted Return on Attributed Common Equity without the impact of certain items that can experience volatility in our short-term results. Normalized Return on Attributed Common Equity is derived by excluding the following tax-adjusted effects from Adjusted Return on Attributed Common Equity: the difference between actual and expected (1) catastrophe losses, (2) alternative investment returns, (3) Direct Investment Book and Global Capital Markets returns, (4) fair value changes on fixed maturity securities; update of actuarial assumptions; and prior year loss reserve development.
- **Life and Retirement Normalized Return on Adjusted Segment Common Equity** further adjusts Return on Adjusted Segment Common Equity for the effects of certain volatile or market-related items. We believe this measure is useful to investors for performance management because it presents the trends in Return on Adjusted Segment Common Equity without the impact of certain items that can experience volatility in our short-term results. Normalized Return on Adjusted Segment Common Equity is derived by excluding the following tax-adjusted effects from Return on Adjusted Segment Common Equity: the difference between

actual and expected (1) alternative investment returns, (2) fair value changes on fixed maturity securities; and update of actuarial assumptions. We also excluded COVID-19 mortality, certain legal settlements and other business factors in 2020.

- **Ratios:** We, along with most property and casualty insurance companies, use the loss ratio, the expense ratio and the combined ratio as measures of underwriting performance. These ratios are relative measurements that describe, for every \$100 of net premiums earned, the amount of losses and loss adjustment expenses (which for General Insurance excludes net loss reserve discount), and the amount of other underwriting expenses that would be incurred. A combined ratio of less than 100 indicates underwriting income and a combined ratio of over 100 indicates an underwriting loss. Our ratios are calculated using the relevant segment information calculated under GAAP, and thus may not be comparable to similar ratios calculated for regulatory reporting purposes. The underwriting environment varies across countries and products, as does the degree of litigation activity, all of which affect such ratios. In addition, investment returns, local taxes, cost of capital, regulation, product type and competition can have an effect on pricing and consequently on profitability as reflected in underwriting income and associated ratios.
- **Accident Year Combined Ratio, As Adjusted** excludes catastrophe losses and related reinstatement premiums, prior year development (PYD), net of premium adjustments, and the impact of reserve discounting. We believe that as adjusted ratios are meaningful measures of our underwriting results on an ongoing basis as they exclude catastrophes and the impact of reserve discounting which are outside of management's control. We also exclude prior year development to provide transparency related to current accident year results. Underwriting ratios are computed as follows:
 - **Loss Ratio** = Loss and loss adjustment expenses incurred ÷ Net premiums earned (NPE)
 - **Acquisition Ratio** = Total acquisition expenses ÷ NPE
 - **General Operating Expense Ratio** = General operating expenses ÷ NPE
 - **Expense Ratio** = Acquisition ratio + General operating expense ratio
 - **Combined Ratio** = Loss ratio + Expense ratio
 - **Accident Year Loss Ratio, As Adjusted (AYLR)** = [Loss and loss adjustment expenses incurred – CATs – PYD] ÷ [NPE +/- Reinstatement premiums related to catastrophes (CYRIPs) +/- RIPs related to prior year catastrophes (PYRIPs) + (Additional) returned premium related to PYD on loss sensitive business ((AP)RP) + Adjustment for ceded premiums under reinsurance contracts related to prior accident years]
 - **Accident Year Combined Ratio, As Adjusted** = AYLR + Expense ratio
 - **Catastrophe Losses (CATs) and Reinstatement Premiums** = [Loss and loss adjustment expenses incurred – (CATs)] ÷ [NPE +/- CYRIPs] – Loss ratio
 - **Prior Year Development net of (Additional) Return Premium Related to PYD on Loss Sensitive Business** = [Loss and loss adjustment expenses incurred – CATs – PYD] ÷ [NPE +/- CYRIPs +/- PYRIPs + (AP)RP] – Loss ratio – CAT ratio

Underwriting Ratios	Twelve Months Ended December 31,		
	2020	2019	2018
Loss ratio	71.0	65.2	75.7
Catastrophe losses and reinstatement premiums	(10.3)	(4.8)	(10.5)
Prior year development	0.1	1.1	(1.5)
Adjustments for ceded premium under reinsurance contracts and other	—	0.1	0.3
Accident year loss ratio, as adjusted	60.8	61.6	64.0
Acquisition ratio	20.4	21.8	21.7
General operating expense ratio	12.9	12.6	14.0
Expense ratio	33.3	34.4	35.7
Combined ratio	104.3	99.6	111.4
Accident year combined ratio, as adjusted	94.1	96.0	99.7

- **Accident Year Combined Ratio, As Adjusted, including Average Annual Losses** is derived by adding the average annual losses (AAL) expressed as a percentage of net premiums earned, to the Accident Year Combined Ratio, As Adjusted. The AAL is the mean of the probabilistic expected catastrophe loss distribution that is calculated based on our catastrophe model.
- **Calendar Year Combined Ratio Improvement Relative to Peers** represents General Insurance's calendar year combined ratio compared to peers' calendar year combined ratio computed using a weighted average based on the respective net earned premiums for each peer.
- **Headquarters Direct General Operating Expenses (GOE)**: AIG operating costs that can be categorized into three buckets: (1) **Activity driven services** – represents activities that are centrally managed to gain efficiency and are charged to businesses on a usage basis; (2) **Centralized support groups** – Support groups needed by AIG to run the business or protect stakeholder needs and would be allocated to the business on some overall driver methodology (e.g., is technology security groups); and (3) **Retained Costs** – costs that are not allocated to the businesses as such costs are incurred generally on the basis of AIG being a public company. In 2020, we excluded the one-time COVID-19 assistance payments to employees and refund of business unit deductibles for Corporate insurance programs.
- **AIG 200 Cumulative Run-rate Net GOE Savings**: exit run-rate savings that will emerge over time as a direct result of actions taken under the AIG 200 program.
- **Life and Retirement GOE (Net)** represents GOE on an adjusted pre-tax income basis excluding the impact of resegmentation, normalized for certain legal settlements and other business factors.
- **Investments Direct GOE** represents the direct costs associated with the day-to-day activities of directly managing AIG's invested assets. Examples of costs include portfolio management and administration.
- **Core Normalized Book Value per Common Share** is derived by dividing Core Adjusted Attributed Common Equity adjusted for cumulative dividends paid to common shareholders over the three-year LTI performance period and the tax-adjusted effects of (1) inception to date changes in the Adverse Development Cover reinsurance agreement deferred gain (including inception to date amortization related to the deferred gain) resulting from changes in the underlying loss reserves, (2) the difference between actual and expected catastrophe losses, and (3) the cumulative effect of changes in accounting principles, by total common shares outstanding.
- **Relative Tangible Book Value Per Common Share (BVPS)** represents Tangible book value per common share compared to peers' Tangible book value per common share. Tangible book value per common share is derived by dividing Total AIG common shareholders' equity, excluding goodwill, value of business acquired, value of distribution channel acquired and other intangible assets, by total common shares outstanding.

Appendix B

AMERICAN INTERNATIONAL GROUP, INC.

2021 OMNIBUS INCENTIVE PLAN

AMERICAN INTERNATIONAL GROUP, INC. 2021 OMNIBUS INCENTIVE PLAN

ARTICLE I GENERAL

1.1	Purpose	B-3
1.2	Definitions	B-3
1.3	Administration	B-5
1.4	Persons Eligible for Awards	B-6
1.5	Types of Awards	B-6
1.6	Shares of Common Stock Available for Stock-Based Awards	B-6

ARTICLE II AWARDS UNDER THE PLAN

2.1	Agreements Evidencing Awards	B-7
2.2	No Rights as a Shareholder	B-7
2.3	Options	B-8
2.4	Stock Appreciation Rights	B-9
2.5	Restricted Shares	B-9
2.6	Restricted Stock Units	B-10
2.7	Other Stock-Based Awards	B-10
2.8	Cash-Based Awards	B-10
2.9	Dividend Equivalent Rights	B-10
2.10	Related Option Transactions	B-10
2.11	Change in Control Provisions	B-10
2.12	Minimum Vesting	B-11

ARTICLE III MISCELLANEOUS

3.1	Amendment of the Plan	B-11
3.2	Tax Withholding	B-11
3.3	Required Consents and Legends	B-12
3.4	Clawback	B-12
3.5	Right of Offset	B-12
3.6	Nonassignability; No Hedging	B-12
3.7	Successor Entity	B-12
3.8	Right of Discharge Reserved	B-13
3.9	Nature of Payments	B-13
3.10	Non-Uniform Determinations	B-13
3.11	Other Payments or Awards	B-13
3.12	Plan Headings	B-13
3.13	Termination of Plan	B-13
3.14	Section 409A	B-13
3.15	Governing Law	B-14
3.16	Severability; Entire Agreement	B-14
3.17	Waiver of Claims	B-14
3.18	No Liability With Respect to Tax Qualification or Adverse Tax Treatment	B-15
3.19	No Third Party Beneficiaries	B-15
3.20	Successors and Assigns of AIG	B-15
3.21	Date of Adoption and Approval of Shareholders	B-15

AMERICAN INTERNATIONAL GROUP, INC.
2021 OMNIBUS INCENTIVE PLAN

ARTICLE I

GENERAL

1.1 Purpose. The purpose of the American International Group, Inc. 2021 Omnibus Incentive Plan is (1) to attract, retain and motivate officers, directors and key employees of the Company (as defined below), compensate them for their contributions to the Company and encourage them to acquire a proprietary interest in the Company, (2) to align the interests of officers, directors and key employees with those of shareholders of the Company and (3) to assist the Company in ensuring that its compensation program does not provide incentives to take imprudent risks.

This 2021 Omnibus Incentive Plan replaces the American International Group, Inc. 2013 Omnibus Incentive Plan (as amended to the Effective Date, the “2013 Plan”) for Awards granted on or after the Effective Date. Awards may not be granted under the 2013 Plan beginning on the Effective Date, but this 2021 Omnibus Incentive Plan will not affect the terms or conditions of any stock appreciation right, restricted stock, restricted stock unit or other award made under the 2013 Plan before the Effective Date.

1.2 Definitions. For purposes of this 2021 Omnibus Incentive Plan, the following terms have the meanings set forth below:

“2013 Plan” has the meaning set forth in Section 1.1.

“Acquisition Awards” has the meaning set forth in Section 1.6.2.

“AIG” means American International Group, Inc. or a successor entity contemplated by Section 3.7.

“Award” means an award made pursuant to the Plan.

“Award Agreement” means the written or electronic document that evidences each Award and sets forth its terms and conditions. As determined by the Committee, an Award Agreement may be required to be executed or acknowledged by a Grantee as a condition to receiving an Award or the benefits under an Award.

“Board” means the Board of Directors of AIG.

“Business Combination” means a merger, consolidation, mandatory share exchange or similar form of corporate transaction involving AIG.

“Certificate” means a stock certificate (or other appropriate document or evidence of ownership) representing shares of Common Stock.

“Change in Control” means the occurrence of any of the following events: (a) the Incumbent Directors cease for any reason to constitute at least a majority of the Board, *provided* that any person becoming a Director subsequent to the Effective Date, whose election or nomination for election was approved by a vote of at least two-thirds of the Incumbent Directors then on the Board (either by a specific vote or by approval of the proxy statement of the Company in which such person is named as a nominee for director, without written objection to such nomination) shall be an Incumbent Director; *provided, however*, that no individual initially elected or nominated as a Director as a result of an actual or threatened election contest with respect to directors or as a result of any other actual or threatened solicitation of proxies or consents by or on behalf of any person other than the Board shall be deemed to be an Incumbent Director; (b) any “person” (as such term is defined in Section 3(a)(9) of the Exchange Act and as used in Sections 13(d)(3) and 14(d)(2) of the Exchange Act), is or becomes a “beneficial owner” (as defined in Rule 13d-3 under the Exchange Act), directly or indirectly, of 50% or more of the Company Voting Securities; *provided, however*, that the event described in this clause (b) shall not be deemed to be a Change in Control by virtue of an acquisition of Company Voting Securities: (i) by AIG or any subsidiary of AIG; (ii) by any employee benefit plan (or related trust) sponsored or maintained by AIG or any subsidiary of AIG; or (iii) by any underwriter temporarily holding securities pursuant to an offering of such

securities; (c) the consummation of a Business Combination that results in any person becoming the beneficial owner, directly or indirectly, of 50% or more of the total voting power of the outstanding voting securities eligible to elect directors of the entity resulting from such Business Combination; (d) the consummation of a sale of all or substantially all of the Company's assets (other than to an affiliate of the Company); or (e) the approval by AIG's shareholders of a plan of complete liquidation or dissolution of the Company.

Notwithstanding the foregoing, a Change in Control shall not be deemed to occur solely because (A) any person holds or acquires beneficial ownership of more than 50% of the Company Voting Securities as a result of a "Company share repurchase program" or other acquisition of Company Voting Securities by the Company which reduces the total number of Company Voting Securities outstanding; provided that if after such acquisition by the Company such person becomes the beneficial owner of additional Company Voting Securities that increases the percentage of outstanding Company Voting Securities beneficially owned by such person, a Change in Control shall then occur or (B) the consummation of a sale of all or substantially all (or a subset) of the assets and/or operations of the Life and Retirement business (or any similar transaction).

"Code" means the Internal Revenue Code of 1986, as amended from time to time, or any successor thereto, and the applicable rulings and regulations thereunder.

"Committee" means the committee appointed by the Board to administer the Plan pursuant to Section 1.3, and, to the extent the Board determines it is appropriate for Awards under the Plan to qualify for the exemption available under Rule 16b-3(d)(1) or Rule 16b-3(e) promulgated under the Exchange Act, shall be a committee or subcommittee of the Board composed of two or more members, each of whom is a "non-employee director" within the meaning of Rule 16b-3. Unless otherwise determined by the Board, the Committee shall be the Compensation and Management Resources Committee of the Board.

"Common Stock" means the common stock of AIG, par value \$2.50 per share, and any other securities or property issued in exchange therefor or in lieu thereof pursuant to Section 1.6.4.

"Company" means AIG and its consolidated subsidiaries.

"Company Voting Securities" means, as of a given date, AIG's then outstanding securities eligible to vote for the election of the Board.

"Consent" has the meaning set forth in Section 3.3.2.

"Covered Person" has the meaning set forth in Section 1.3.3.

"Director" means a member of the Board or a member of the board of directors of a consolidated subsidiary of AIG.

"Effective Date" has the meaning set forth in Section 3.21.

"Employee" means an employee of the Company.

"Employment" means a Grantee's performance of services for the Company, as an Employee, as determined by the Committee. The terms "employ" and "employed" will have correlative meanings.

"Exchange Act" means the Securities Exchange Act of 1934, as amended from time to time, or any successor thereto, and the applicable rules and regulations thereunder.

"Fair Market Value" means, with respect to a share of Common Stock (or option or stock appreciation right in respect of a share of Common Stock) on any day, the fair market value as determined in accordance with a valuation methodology approved by the Committee.

"Grantee" means a person who receives an Award.

"Incentive Stock Option" means an option to purchase shares of Common Stock that is intended to be designated as an "incentive stock option" within the meaning of Sections 421 and 422 of the Code, as now

constituted or subsequently amended, or pursuant to a successor of the Code, and which is designated as an Incentive Stock Option in the applicable Award Agreement.

“*Incumbent Directors*” means the individuals who constitute the Board on the Effective Date.

“*Officer*” means an Employee who is an “officer” of AIG within the meaning of Rule 16a-1(f) under the Exchange Act.

“*Plan*” means this American International Group, Inc. 2021 Omnibus Incentive Plan, as amended from time to time.

“*Plan Action*” has the meaning set forth in Section 3.3.1.

“*Section 409A*” means Section 409A of the Code, including any amendments or successor provisions to that section, and any regulations and other administrative guidance relating thereto, in each case as they may be from time to time amended or interpreted through further administrative guidance.

“*Securities Act*” means the Securities Act of 1933, as amended from time to time, or any successor thereto, and the applicable rules and regulations thereunder.

“*Successor entity*” has the meaning set forth in Section 3.7.

1.3 Administration.

1.3.1 The Committee will administer the Plan. The Committee is authorized, subject to the provisions of the Plan, to establish such rules and regulations as it deems necessary for the proper administration of the Plan and to make such determinations and interpretations and to take such action in connection with the Plan and any Award granted thereunder as it deems necessary or advisable. All determinations and interpretations made by the Committee will be final, binding and conclusive on all Grantees and on their legal representatives and beneficiaries. The Committee will have the authority, in its absolute discretion, to determine the persons who will receive Awards, the time when Awards will be granted, the terms of such Awards and the number of shares of Common Stock, if any, which will be subject to such Awards. Unless otherwise provided in an Award Agreement, the Committee reserves the authority, in its absolute discretion, (a) to amend any outstanding Award Agreement in any respect, whether or not the rights of the Grantee of such Award are adversely affected (but subject to Sections 2.3.6, 2.4.5, and 3.14.1), including, without limitation, to accelerate the time or times at which the Award becomes vested, unrestricted or may be exercised, to waive or amend any restrictions or conditions set forth in such Award Agreement, or to impose new restrictions and conditions, or to reflect a change in the Grantee’s circumstances or to modify, amend or adjust the terms and conditions of performance goals, and (b) to determine whether, to what extent and under what circumstances and method or methods (i) Awards may be (A) settled in cash, shares of Common Stock, other securities, other Awards or other property, (B) exercised or (C) canceled, forfeited or suspended, (ii) shares of Common Stock, other securities, other Awards or other property, and other amounts payable with respect to an Award may be deferred either automatically or at the election of the Grantee thereof or of the Committee and (iii) Awards may be settled by the Company or any of its designees. Notwithstanding anything to the contrary contained herein, the Board may, in its sole discretion, at any time and from time to time, grant Awards or administer the Plan, in which case the Board will have all of the authority and responsibility granted to the Committee herein.

1.3.2 Actions of the Committee may be taken by the vote of a majority of its members. To the extent not inconsistent with applicable law and applicable rules and regulations of the New York Stock Exchange, (a) the Committee may delegate any of its powers under the Plan to a subcommittee of the Committee or to one of its members, (b) the Committee may allocate among its members any of its administrative responsibilities and (c) notwithstanding anything to the contrary contained herein, the Committee may delegate to one or more officers of AIG designated by the Committee from time to time the determination of Awards (and related administrative responsibilities) to Employees who are not Officers.

1.3.3 No Director or Employee exercising each such person’s responsibilities under the Plan (each such person, a “*Covered Person*”) will have any liability to any person (including any Grantee) for any action taken or

omitted to be taken or any determination made in good faith with respect to the Plan or any Award. Each Covered Person will be indemnified and held harmless by AIG against and from any loss, cost, liability or expense (including attorneys' fees) that may be imposed upon or incurred by such Covered Person in connection with or resulting from any action, suit or proceeding to which such Covered Person may be a party or in which such Covered Person may be involved by reason of any action taken or omitted to be taken under the Plan or any Award Agreement and against and from any and all amounts paid by such Covered Person, with AIG's approval, in settlement thereof, or paid by such Covered Person in satisfaction of any judgment in any such action, suit or proceeding against such Covered Person, *provided* that AIG will have the right, at its own expense, to assume and defend any such action, suit or proceeding and, once AIG gives notice of its intent to assume the defense, AIG will have sole control over such defense with counsel of AIG's choice. To the extent any taxable expense reimbursement under this paragraph is subject to Section 409A, (a) the amount thereof eligible in one taxable year shall not affect the amount eligible in any other taxable year; (b) in no event shall any expenses be reimbursed after the last day of the taxable year following the taxable year in which the Covered Person incurred such expenses; and (c) in no event shall any right to reimbursement be subject to liquidation or exchange for another benefit. The foregoing right of indemnification will not be available to a Covered Person to the extent that a court of competent jurisdiction in a final judgment or other final adjudication, in either case, not subject to further appeal, determines that the acts or omissions of such Covered Person giving rise to the indemnification claim resulted from such Covered Person's bad faith, fraud or willful misconduct. The foregoing right of indemnification will not be exclusive of any other rights of indemnification to which Covered Persons may be entitled under AIG's Amended and Restated Certificate of Incorporation or By-laws, as a matter of law, or otherwise, or any other power that AIG may have to indemnify such persons or hold them harmless.

1.4 Persons Eligible for Awards. Awards under the Plan may be made to current Employees or Directors or, solely with respect to their final year of service, former Employees.

1.5 Types of Awards. Awards under the Plan may be cash-based or stock-based. Stock-based Awards may be in the form of any of the following, in each case in respect of Common Stock: (a) stock options, (b) stock appreciation rights, (c) restricted shares (including performance restricted shares), (d) restricted stock units (including performance restricted stock units), (e) dividend equivalent rights and (f) other equity-based or equity-related Awards (including, without limitation, the grant or offer for sale of unrestricted shares of Common Stock) that the Committee determines to be consistent with the purposes of the Plan and the interests of the Company. Cash-based Awards may be in the form of performance-based awards and other cash awards (including, without limitation, retainers and meeting-based fees) that the Committee determines to be consistent with the purposes of the Plan and the interests of the Company.

1.6 Shares of Common Stock Available for Stock-Based Awards.

1.6.1 *Common Stock Subject to the Plan.* Subject to the other provisions of this Section 1.6, the total number of shares of Common Stock that may be granted under the Plan is eight million, one hundred thousand (8,100,000) plus the number of authorized shares of Common Stock remaining available under the 2013 Plan as of the Effective Date and any additional shares that become available for issuance under the 2013 Plan in accordance with Section 1.6.2. Such shares of Common Stock may, in the discretion of the Committee, be either authorized but unissued shares or shares previously issued and reacquired by AIG. Solely for the purpose of determining the number of shares of Common Stock available for grant of Incentive Stock Options under the Plan, the total number of shares of Common Stock shall be eight million, one hundred thousand (8,100,000) without regard to the share counting provisions contained in Section 1.6.2.

1.6.2 *Share Counting.* Each share underlying a stock option, stock appreciation right, restricted share, restricted stock unit and other equity-based Award or equity-related Award will count as one share of Common Stock. Shares of Common Stock subject to awards that are assumed, converted or substituted under the Plan as a result of the Company's acquisition of another company (including by way of merger, combination or similar transaction) ("*Acquisition Awards*") will not count against the number of shares that may be granted under the Plan. Available shares under a shareholder approved plan of an acquired company (as appropriately adjusted to reflect the transaction) may be used for Awards under the Plan and do not reduce the maximum number of shares available for grant under the Plan, subject to applicable stock exchange requirements.

Shares subject to an Award that is forfeited, expires or is settled for cash (in whole or in part), to the extent of such forfeiture, expiration or cash settlement shall be available for future grants of Awards under the Plan and shall be added back in the same number of shares as were deducted in respect of the grant of such Award. In addition, the number of shares of Common Stock underlying awards granted and outstanding under the 2013 Plan that are forfeited, expire, terminate or otherwise lapse or are settled for cash on or after the Effective Date, in whole or in part, without the delivery of Common Stock will be added to the number of shares available for grant under the Plan. The payment of dividend equivalent rights in cash in conjunction with any outstanding Awards shall not be counted against the shares available for issuance under the Plan.

In no event shall the following shares of Common Stock become available for issuance in connection with Awards issued under the Plan: (i) shares of Common Stock tendered or withheld as payment of the exercise price of an option; (b) shares of Common Stock tendered or withheld as payment of withholding taxes with respect to an Award; (c) any shares of Common Stock reserved for issuance under a stock appreciation right that exceed the number of shares actually issued upon exercise; and (d) shares of Common Stock reacquired by the Company using amounts received upon the exercise of an option.

1.6.3 Director Awards. In order to retain and compensate Directors for their services, and to strengthen the alignment of their interests with those of the shareholders of the Company, the Plan permits the grant of cash-based and stock-based awards to Directors. Aggregate Awards to any one non-employee Director in respect of any calendar year, solely with respect to his or her service as a Director, may not exceed \$900,000 based on aggregate value of cash Awards and Fair Market Value of stock-based Awards, in each case determined as of the date of grant.

1.6.4 Adjustments. The Committee shall adjust the number of shares of Common Stock authorized pursuant to Section 1.6.1 (and any limits on the number of stock-based Awards that may be granted to any Grantee under this Plan) and adjust equitably the terms of any outstanding Awards (including, without limitation, the number of shares of Common Stock covered by each outstanding Award, the type of property to which the Award is subject and the exercise or strike price of any Award), in each case in such manner as it deems appropriate (including, without limitation, unless otherwise provided in an Award Agreement, by payment of cash) to preserve and prevent the enlargement of the benefits or potential benefits intended to be made available to Grantees, for any increase or decrease in the number of issued shares of Common Stock resulting from a recapitalization, spin-off, split-off, stock split, stock dividend, extraordinary cash dividend, combination or exchange of shares of Common Stock, merger, consolidation, rights offering, separation, reorganization or liquidation, or any other change in the corporate structure or shares of AIG; *provided* that no such adjustment shall be made if or to the extent that it would cause any outstanding Award to fail to comply with Section 409A. After any adjustment made pursuant to this Section 1.6.4, the number of shares of Common Stock subject to each outstanding Award will be rounded down to the nearest whole number. Notwithstanding the foregoing, the Committee may, in its sole discretion, decline to adjust the terms of any outstanding Award if it determines that such adjustment would violate applicable law or result in adverse tax consequences to the Grantee or to the Company.

ARTICLE II

AWARDS UNDER THE PLAN

2.1 Agreements Evidencing Awards. Each stock-based Award and, to the extent determined appropriate by the Committee, cash-based Award granted under the Plan will be evidenced by an Award Agreement that will contain such provisions and conditions as the Committee deems appropriate. Unless otherwise provided herein, the Committee may grant Awards in tandem with or, subject to Sections 2.3.6, 2.4.5 and 3.14.1, in substitution for or satisfaction of any other Award or Awards granted under the Plan or any award granted under any other plan of AIG. By accepting an Award pursuant to the Plan, a Grantee thereby agrees that the Award will be subject to all of the terms and provisions of the Plan and the applicable Award Agreement.

2.2 No Rights as a Shareholder. No Grantee (or other person potentially having rights pursuant to an Award) shall have any of the rights of a shareholder of AIG with respect to shares of Common Stock subject to an Award until the delivery of such shares (or in the case of an Award of restricted or unrestricted shares of

Common Stock, the grant or registration in the name of the Grantee of such shares pursuant to the applicable Award Agreement, but then only as the Committee may include in the applicable Award Agreement). Except as otherwise provided in Section 1.6.4 or pursuant to the applicable Award Agreement, no adjustments will be made for dividends, distributions or other rights (whether ordinary or extraordinary, and whether in cash, Common Stock, other securities or other property) for which the record date is before the date the Certificates for the shares are delivered.

2.3 Options.

2.3.1 *Grant.* Stock options may be granted to eligible recipients in such number and at such times during the term of the Plan as the Committee or the Board may determine, subject to the limits on grants set forth in Section 2.3.7.

2.3.2 *Incentive Stock Options.* At the time of grant, the Committee will determine (a) whether all or any part of a stock option granted to an eligible employee will be an Incentive Stock Option and (b) the number of shares subject to such Incentive Stock Option; *provided, however*, that (i) the aggregate fair market value (determined as of the time the option is granted) of the stock with respect to which Incentive Stock Options are exercisable for the first time by an eligible employee during any calendar year (under all such plans of AIG and of any subsidiary corporation of AIG) will not exceed \$100,000 and (ii) no Incentive Stock Option (other than an Incentive Stock Option that may be assumed or issued by the Company in connection with a transaction to which Section 424(a) of the Code applies) may be granted to a person who is not eligible to receive an Incentive Stock Option under the Code. The form of any stock option which is entirely or in part an Incentive Stock Option will clearly indicate that such stock option is an Incentive Stock Option or, if applicable, the number of shares subject to the Incentive Stock Option.

2.3.3 *Exercise Price.* The exercise price per share with respect to each stock option will be determined by the Committee, but, except as otherwise permitted by Section 1.6.4 or in the case of an Acquisition Award, may never be less than the Fair Market Value of the Common Stock. Unless otherwise noted in the Award Agreement, the Fair Market Value of the Common Stock will be its closing price on the New York Stock Exchange on the date of grant of the Award of stock options.

2.3.4 *Term of Stock Option.* In no event will any stock option be exercisable after the expiration of ten (10) years from the date on which the stock option is granted.

2.3.5 *Exercise of Stock Option and Payment for Shares.* Subject to Section 2.12, the shares of Common Stock covered by each stock option may not be purchased for one year after the date on which the stock option is granted (except in the case of termination of Employment due to death, disability or retirement), but thereafter may be purchased in such installments as will be determined in the Award Agreement at the time the stock option is granted. Subject to any limitations in the applicable Award Agreement, any shares not purchased on the applicable installment date may be purchased thereafter at any time before the final expiration of the stock option. To exercise a stock option, the Grantee must give written notice to AIG specifying the number of shares to be purchased and accompanied by payment of the full purchase price therefor in cash or by certified or official bank check or in another form as determined by the Company, including: (a) personal check, (b) shares of Common Stock, valued as of the exercise date, of the same class as those to be granted by exercise of the stock option, (c) any other form of consideration approved by the Company and permitted by applicable law and (d) any combination of the foregoing. Any person exercising a stock option will make such representations and agreements and furnish such information as the Committee may in its discretion deem necessary or desirable to assure compliance by AIG, on terms acceptable to AIG, with the provisions of the Securities Act, and any other applicable legal requirements. If a Grantee so requests, shares purchased may be issued in the name of the Grantee and another jointly with the right of survivorship.

2.3.6 *Repricing.* Except as otherwise permitted by Section 1.6.4, reducing the exercise price of stock options issued and outstanding under the Plan, including through amendment, cancellation in exchange for the grant of a substitute Award or repurchase for cash or other consideration (in each case that has the effect of reducing the exercise price), will require approval of the shareholders.

2.4 Stock Appreciation Rights.

2.4.1 *Grant.* Stock appreciation rights may be granted to eligible recipients in such number and at such times during the term of the Plan as the Committee or the Board may determine, subject to the limits on grants set forth in Section 2.4.6.

2.4.2 *Exercise Price.* The exercise price per share with respect to each stock appreciation right will be determined by the Committee but, except as otherwise permitted by Section 1.6.4 or in the case of an Acquisition Award, may never be less than the Fair Market Value of the Common Stock. Unless otherwise noted in the Award Agreement, the Fair Market Value of the Common Stock will be its closing price on the New York Stock Exchange on the date of grant of the Award of stock appreciation rights.

2.4.3 *Term of Stock Appreciation Right.* In no event will any stock appreciation right be exercisable after the expiration of ten (10) years from the date on which the stock appreciation right is granted.

2.4.4 *Exercise of Stock Appreciation Right and Delivery of Shares.* Subject to Section 2.12, each stock appreciation right may not be exercised for one year after the date on which the stock appreciation right is granted (except in the case of termination of Employment due to death, disability or retirement), but thereafter may be exercised in such installments as may be determined in the Award Agreement at the time the stock appreciation right is granted. Subject to any limitations in the applicable Award Agreement, any stock appreciation rights not exercised on the applicable installment date may be exercised thereafter at any time before the final expiration of the stock appreciation right. To exercise a stock appreciation right, the Grantee must give written notice to AIG specifying the number of stock appreciation rights to be exercised. Upon exercise of stock appreciation rights, subject to any limitations in the applicable Award Agreement, shares of Common Stock or cash, in the Committee's discretion, with a Fair Market Value or in an amount equal to (a) the excess of (i) the Fair Market Value of the Common Stock on the date of exercise over (ii) the exercise price of such stock appreciation right *multiplied by* (b) the number of stock appreciation rights exercised will be delivered to the Grantee. Any person exercising a stock appreciation right will make such representations and agreements and furnish such information as the Committee may, in its discretion, deem necessary or desirable to assure compliance by AIG, on terms acceptable to AIG, with the provisions of the Securities Act and any other applicable legal requirements. If a Grantee so requests, shares purchased may be issued in the name of the Grantee and another jointly with the right of survivorship.

2.4.5 *Repricing.* Except as otherwise permitted by Section 1.6.4, reducing the exercise price of stock appreciation rights issued and outstanding under the Plan, including through amendment, cancellation in exchange for the grant of a substitute Award or repurchase for cash or other consideration (in each case that has the effect of reducing the exercise price), will require approval of the shareholders.

2.5 Restricted Shares.

2.5.1 *Grants.* The Committee may grant or offer for sale restricted shares in such amounts and subject to such terms and conditions as the Committee may determine, including, without limitation, the achievement of performance goals. In the event that a Certificate is issued in respect of restricted shares, such Certificate may be registered in the name of the Grantee but will be held by AIG or its designated agent until the time the restrictions lapse.

2.5.2 *Right to Vote and Receive Dividends on Restricted Shares.* Notwithstanding anything to the contrary in this Section 2.5.2, no dividends will be paid at a time when any performance-based goals or time-based vesting requirements that apply to an Award of restricted shares have not been satisfied. Unless the applicable Award Agreement provides otherwise, each Grantee of an Award of restricted shares will, during the period of restriction, have all of the rights of a shareholder holding the class or series of Common Stock that is the subject of the restricted shares, except as otherwise provided herein, including full voting rights. During the period of restriction, all ordinary cash dividends (if any, as determined by the Committee in its sole discretion) paid upon any restricted share will be retained by the Company for the account of the relevant Grantee. Such dividends will revert back to the Company if for any reason the restricted share upon which such dividends

were paid reverts back to the Company. Upon the expiration of the period of restriction, all such dividends made on such restricted share and retained by the Company will be paid to the relevant Grantee. Additional shares or other property distributed to the Grantee in respect of restricted shares, as dividends or otherwise, will be subject to the same restrictions applicable to such restricted shares.

2.6 Restricted Stock Units. The Committee may grant Awards of restricted stock units in such amounts and subject to such terms and conditions as the Committee may determine, including, without limitation, the achievement of performance goals. A Grantee of a restricted stock unit will have only the rights of a general unsecured creditor of AIG until delivery of shares of Common Stock, cash or other securities or property is made as specified in the applicable Award Agreement. On the delivery date specified in the Award Agreement, the Grantee of each restricted stock unit not previously forfeited or terminated will receive one share of Common Stock, or cash, securities or other property equal in value to a share of Common Stock or a combination thereof, as specified by the Committee.

2.7 Other Stock-Based Awards. The Committee may grant other types of equity-based or equity-related Awards (including, without limitation, the grant or offer for sale of unrestricted shares of Common Stock) in such amounts and subject to such terms and conditions as the Committee may determine. Such Awards may entail the transfer of actual shares of Common Stock to Award recipients or may be settled in cash, and may include Awards designed to comply with or take advantage of the applicable local laws of jurisdictions other than the United States.

2.8 Cash-Based Awards. The Committee may grant cash-based Awards in such amounts and subject to such terms and conditions as the Committee may determine.

2.9 Dividend Equivalent Rights. The Committee may include in the Award Agreement with respect to any Award, other than stock options and stock appreciation rights, a dividend equivalent right entitling the Grantee to receive amounts equal to all or any portion of the dividends that would be paid on the shares of Common Stock covered by such Award if such shares had been delivered pursuant to such Award. The grantee of a dividend equivalent right will have only the rights of a general unsecured creditor of AIG until payment of such amounts is made as specified in the applicable Award Agreement. In the event such a provision is included in an Award Agreement, the Committee will, subject to Section 3.14.1, determine whether such payments will be made in cash, in shares of Common Stock or in another form, whether they will be conditioned upon the exercise or vesting of the Award to which they relate (provided that in no event may such payments be made unless and until the Award to which they relate vests), the time or times at which they will be made, and such other terms and conditions as the Committee may deem appropriate. No payments will be made in respect of any dividend equivalent right at a time when any performance-based goals or time-based vesting requirements that apply to the dividend equivalent right or Award that is granted in connection with a dividend equivalent right have not been satisfied.

2.10 Related Option Transactions. The Committee may grant put options and enter into call options relating to Awards, including an Award of unrestricted Common Stock. The put options may permit the Grantee, at the Grantee's option, to sell the Award back to the Company at such times, on such terms and conditions and at such prices as the Committee or the Board may determine. The call options may require the Grantee, at the Company's election, to sell the Award back to the Company at such times, on such terms and conditions and at such prices as the Committee or the Board may determine. The Committee may determine to issue an Award and any related put option and enter into any related call option as a single non-separable unit.

2.11 Change in Control Provisions.

2.11.1 Except as otherwise provided in the applicable Award Agreement, in the event that within two years following a Change in Control a Grantee's Employment is terminated by AIG without "cause" (as defined in the Award Agreement) or by the Grantee for "good reason" (as defined in the Award Agreement), any outstanding unvested Award held by such Grantee shall vest as with respect to any service-based vesting requirement. Except as otherwise provided in the applicable Award Agreement, following a Change in Control any performance goals with respect to an outstanding Award and for which the performance period ends after the Change in Control shall be deemed achieved at target level. In addition, in the event of a Change in Control

where all stock options and stock appreciation rights are settled for an amount (as determined in the sole discretion of the Committee) of cash or securities, the Committee may, in its sole discretion, terminate any stock option or stock appreciation right for which the exercise price is equal to or exceeds the per share value of the consideration to be paid in the Change in Control transaction without payment of consideration therefor.

2.11.2 Unless otherwise provided in the applicable Award Agreement and except as otherwise determined by the Committee, in the event of a Business Combination of AIG with or into any successor entity or any transaction in which another person or entity acquires all of the issued and outstanding Common Stock of AIG, or all or substantially all of the assets of AIG as an entirety, outstanding Awards may be assumed or a substantially equivalent Award may be substituted by such successor entity or a parent or subsidiary of such successor entity, and such an assumption or substitution shall not be deemed to violate this Plan or any provision of any Award Agreement.

2.12 Minimum Vesting. Notwithstanding anything to the contrary in the Plan, Awards granted under the Plan (other than cash-based awards) shall vest no earlier than the first anniversary of the date on which the Award is granted; provided, however, that the following Awards shall not be subject to the foregoing minimum vesting requirement: any (i) Acquisition Awards, (ii) shares of Common Stock delivered in lieu of fully vested cash obligations, (iii) Awards to Non-Employee Directors that vest on the earlier of the one-year anniversary of the date of grant and the next annual meeting of shareholders which is at least 50 weeks after the immediately preceding year's annual meeting, and (iv) any additional Awards the Committee may grant, up to a maximum of five percent (5%) of the available share reserve authorized for issuance under the Plan pursuant to Section 1.6.1 (subject to adjustment under Section 1.6.4); provided, further, that vesting may accelerate in connection with death, disability, retirement, a Change in Control or other involuntary termination.

ARTICLE III

MISCELLANEOUS

3.1 Amendment of the Plan.

3.1.1 Unless otherwise provided in an Award Agreement, the Board may from time to time suspend, discontinue, revise or amend the Plan in any respect whatsoever, including in any manner that adversely affects the rights, duties or obligations of any Grantee of an Award.

3.1.2 Unless otherwise determined by the Board, shareholder approval of any suspension, discontinuance, revision or amendment will be obtained only to the extent necessary to comply with any applicable laws, regulations or rules of a securities exchange or self-regulatory agency, except that shareholder approval shall be required for any amendment to the Plan (i) that materially increases the benefits available under the Plan, (ii) to reduce the exercise price of stock options or stock appreciation rights issued and outstanding under the Plan, including through amendment, cancellation in exchange for the grant of a substitute Award or repurchase for cash or other consideration (in each case that has the effect of reducing the exercise price) or (iii) to permit the sale or other disposition of an Award of a stock option or a stock appreciation right to an unrelated third party for value.

3.2 Tax Withholding. Grantees shall be solely responsible for any applicable taxes (including, without limitation, income and excise taxes) and penalties, and any interest that accrues thereon, that they incur in connection with the receipt, vesting or exercise of any Award. As a condition to the delivery of any shares of Common Stock pursuant to any Award or the lifting or lapse of restrictions on any Award, or in connection with any other event that gives rise to a federal or other governmental tax withholding obligation on the part of the Company relating to an Award (including, without limitation, FICA tax), unless otherwise provided in an Award Agreement, (a) the Company may deduct or withhold (or cause to be deducted or withheld) from any payment or distribution to a Grantee whether or not pursuant to the Plan (including shares of Common Stock otherwise deliverable) the minimum required to meet the tax withholding obligation up to the maximum statutory rate or (b) the Committee will be entitled to require that the Grantee remit cash to the Company (through payroll deduction or otherwise) or previously owned shares of Common Stock or other property, in each case in an amount sufficient in the opinion of the Company to satisfy such withholding obligation.

3.3 Required Consents and Legends.

3.3.1 If the Committee at any time determines that any Consent (as hereinafter defined) is necessary or desirable as a condition of, or in connection with, the granting of any Award, the delivery of shares of Common Stock or the delivery of any cash, securities or other property under the Plan, or the taking of any other action thereunder (each such action a “*Plan Action*”), then, subject to Section 3.14.2, such Plan Action will not be taken, in whole or in part, unless and until such Consent will have been effected or obtained to the full satisfaction of the Committee. The Committee may direct that any Certificate evidencing shares delivered pursuant to the Plan will bear a legend setting forth such restrictions on transferability as the Committee may determine to be necessary or desirable, and may advise the transfer agent to place a stop transfer order against any legended shares.

3.3.2 The term “*Consent*” as used in this Article III with respect to any Plan Action includes (a) any and all listings, registrations or qualifications in respect thereof upon any securities exchange or under any federal, state, or local law, or law, rule or regulation of a jurisdiction outside the United States, or any other matter, which the Committee may deem necessary or desirable to comply with the terms of any such listing, registration or qualification or to obtain an exemption from the requirement that any such listing, qualification or registration be made, (b) any and all other consents, clearances and approvals in respect of a Plan Action by any governmental or other regulatory body or any stock exchange or self-regulatory agency, (c) any applicable requirement of the Code, (d) any and all consents or authorizations required to comply with, or required to be obtained under, applicable local law, (e) any and all consents by the Grantee to the Company’s supplying to any third party recordkeeper of the Plan such personal information as the Committee deems advisable to administer the Plan and (f) any and all consents or other documentation required by the Committee. Nothing herein will require the Company to list, register or qualify the shares of Common Stock on any securities exchange.

3.4 Clawback. Awards under the Plan shall be subject to the clawback or recapture policy, if any, that the Company may adopt from time to time to the extent provided in such policy and, in accordance with such policy, may be subject to the requirement that the Awards be repaid to the Company after they have been distributed or paid to the Grantee.

3.5 Right of Offset. Except with respect to Awards that are intended to be “deferred compensation” subject to Section 409A, the Company will have the right to offset against its obligation to deliver shares of Common Stock (or cash, other securities or other property) under the Plan or any Award Agreement any outstanding amounts (including, without limitation, travel and entertainment or advance account balances, loans, repayment obligations under any Awards, or amounts repayable to the Company pursuant to tax equalization, housing, automobile or other employee programs) that the Grantee then owes to the Company and any amounts the Committee otherwise deems appropriate pursuant to any tax equalization policy or agreement.

3.6 Nonassignability; No Hedging. No Award (or any rights and obligations thereunder) granted to any person under the Plan may be sold, exchanged, transferred, assigned, pledged, hypothecated or otherwise disposed of or hedged, in any manner (including through the use of any cash-settled instrument), whether voluntarily or involuntarily and whether by operation of law or otherwise, other than by will or by the laws of descent and distribution, except as may be otherwise provided in the Award Agreement, consistent with Section 3.1.2. Any sale, exchange, transfer, assignment, pledge, hypothecation, or other disposition in violation of the provisions of this Section 3.6 will be null and void and any Award which is hedged in any manner will immediately be forfeited. All of the terms and conditions of the Plan and the Award Agreements will be binding upon any permitted successors and assigns.

3.7 Successor Entity. Unless otherwise provided in the applicable Award Agreement and except as otherwise determined by the Committee, in the event of a Business Combination of AIG with or into any other entity (“*successor entity*”) or any transaction in which another person or entity acquires all of the issued and outstanding Common Stock of AIG, or all or substantially all of the assets of AIG, outstanding Awards may be assumed or a substantially equivalent award may be substituted by such successor entity or a parent or subsidiary of such successor entity.

3.8 Right of Discharge Reserved. Nothing in the Plan or in any Award Agreement will confer upon any Grantee the right to continued Employment by the Company or affect any right which the Company may have to terminate such Employment.

3.9 Nature of Payments.

3.9.1 Any and all grants of Awards and deliveries of Common Stock, cash, securities or other property under the Plan will be in consideration of services performed or to be performed for the Company by the Grantee. Awards under the Plan may, in the discretion of the Committee, and subject to Section 3.14.1, be made in substitution in whole or in part for cash or other compensation otherwise payable to a participant in the Plan. Only whole shares of Common Stock will be delivered under the Plan. Awards will, to the extent reasonably practicable, be aggregated in order to eliminate any fractional shares. Fractional shares may, in the discretion of the Committee, be forfeited or be settled in cash or otherwise as the Committee may determine.

3.9.2 All such grants and deliveries will constitute a special discretionary payment to the Grantee and, unless otherwise provided in an Award Agreement or the Committee specifically provides otherwise, will not be required to be taken into account in computing the amount of salary or compensation of the Grantee for the purpose of determining any contributions to or any benefits under any pension, retirement, profit-sharing, bonus, life insurance, severance or other benefit plan of the Company or under any agreement with the Grantee.

3.10 Non-Uniform Determinations.

3.10.1 The Committee's determinations under the Plan and Award Agreements need not be uniform and may be made by it selectively among persons who receive, or are eligible to receive, Awards under the Plan (whether or not such persons are similarly situated). Without limiting the generality of the foregoing, the Committee will be entitled, among other things, to make non-uniform and selective determinations under Award Agreements, and to enter into non-uniform and selective Award Agreements, as to (a) the persons to receive Awards, (b) the terms and provisions of Awards and (c) whether a Grantee's Employment has been terminated for purposes of the Plan.

3.10.2 To the extent the Committee deems it necessary, appropriate or desirable to comply with foreign law or practices and to further the purposes of the Plan, the Committee may, without amending the Plan, establish special rules applicable to Awards to Grantees who are foreign nationals, are employed outside the United States or both and grant Awards (or amend existing Awards) in accordance with those rules.

3.11 Other Payments or Awards. Nothing contained in the Plan will be deemed in any way to limit or restrict the Company from making any award or payment to any person under any other plan, arrangement or understanding, whether now existing or hereafter in effect. In addition, Section 1.6.1 (as adjusted by Section 1.6.4) sets forth the only limit on the amount of cash, securities or other property that may be delivered pursuant to this Plan.

3.12 Plan Headings. The headings in the Plan are for the purpose of convenience only and are not intended to define or limit the construction of the provisions hereof.

3.13 Termination of Plan. The Board reserves the right to terminate the Plan at any time; *provided, however*, that in any case, the Plan will terminate on the tenth (10th) anniversary of the Effective Date, and *provided further*, that all Awards made under the Plan before its termination will remain in effect until such Awards have been satisfied or terminated in accordance with the terms and provisions of the Plan and the applicable Award Agreements.

3.14 Section 409A.

3.14.1 The Board and the Committee shall have full authority to give effect to any statement in an Award Agreement to the effect that an Award is intended to be "deferred compensation" subject to Section 409A, to be exempt from Section 409A or to have other intended treatment under Section 409A and/or other provision of

the Code. To the extent necessary to give effect to this authority, in the case of any conflict or potential inconsistency between the Plan and a provision of any Award or Award Agreement with respect to the subject matter of this paragraph, the Plan shall govern.

3.14.2 Without limiting the generality of Section 3.14.1, with respect to any Award made under the Plan that is intended to be “deferred compensation” subject to Section 409A: (a) references to termination of the Grantee’s employment will mean the Grantee’s separation from service with the Company within the meaning of Section 409A; (b) any payment to be made with respect to such Award in connection with the Grantee’s separation from service with the Company within the meaning of Section 409A that would be subject to the limitations in Section 409A(a)(2)(b) of the Code shall be delayed until six months after the Grantee’s separation from service (or earlier death) in accordance with the requirements of Section 409A; (c) to the extent necessary to comply with Section 409A, any cash, other securities, other Awards or other property that the Company may deliver in lieu of shares of Common Stock in respect of an Award shall not have the effect of deferring delivery or payment beyond the date on which such delivery or payment would occur with respect to the shares of Common Stock that would otherwise have been deliverable (unless the Committee elects a later date for this purpose in accordance with the requirements of Section 409A); (d) with respect to any required Consent described in Section 3.3 or the applicable Award Agreement, if such Consent has not been effected or obtained as of the latest date provided by such Award Agreement for payment in respect of such Award and further delay of payment is not permitted in accordance with the requirements of Section 409A, such Award or portion thereof, as applicable, will be forfeited and terminated notwithstanding any prior earning or vesting; (e) if the Award includes a “series of installment payments” (within the meaning of Section 1.409A-2(b)(2)(iii) of the regulations promulgated under the Code), the Grantee’s right to the series of installment payments shall be treated as a right to a series of separate payments and not as a right to a single payment; (f) if the Award includes “dividend equivalents” (within the meaning of Section 1.409A-3(e) of the regulations promulgated under the Code), the Grantee’s right to the dividend equivalents shall be treated separately from the right to other amounts under the Award; and (g) unless the Committee determines otherwise, for purposes of determining whether the Grantee has experienced a separation from service with the Company within the meaning of Section 409A, “subsidiary” shall mean a corporation or other entity in a chain of corporations or other entities in which each corporation or other entity, starting with AIG, has a controlling interest in another corporation or other entity in the chain, ending with such corporation or other entity. For purposes of the preceding sentence, the term “controlling interest” has the same meaning as provided in Section 1.414(c)-2(b)(2)(i) of the regulations promulgated under the Code, *provided* that the language “at least 20 percent” is used instead of “at least 80 percent” each place it appears in Section 1.414(c)-2(b)(2)(i) of the regulations promulgated under the Code.

3.15 Governing Law. THE PLAN WILL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO PRINCIPLES OF CONFLICT OF LAWS.

3.16 Severability; Entire Agreement. If any of the provisions of the Plan or any Award Agreement is finally held to be invalid, illegal or unenforceable (whether in whole or in part), such provision will be deemed modified to the extent, but only to the extent, of such invalidity, illegality or unenforceability and the remaining provisions will not be affected thereby; *provided* that if any of such provisions is finally held to be invalid, illegal, or unenforceable because it exceeds the maximum scope determined to be acceptable to permit such provision to be enforceable, such provision will be deemed to be modified to the minimum extent necessary to modify such scope in order to make such provision enforceable hereunder. The Plan and any Award Agreements contain the entire agreement of the parties with respect to the subject matter thereof and supersede all prior agreements, promises, covenants, arrangements, communications, representations and warranties between them, whether written or oral with respect to the subject matter thereof.

3.17 Waiver of Claims. Each Grantee of an Award recognizes and agrees that before being selected by the Committee to receive an Award he or she has no right to any benefits hereunder. Accordingly, in consideration of the Grantee’s receipt of any Award hereunder, he or she expressly waives any right to contest the amount of any Award, the terms of any Award Agreement, any determination, action or omission hereunder or under any Award Agreement by the Committee, the Company or the Board, or any amendment to the Plan or any Award Agreement (other than an amendment to the Plan or an Award Agreement to which his or her consent is expressly required by the express terms of an Award Agreement).

3.18 No Liability With Respect to Tax Qualification or Adverse Tax Treatment. Notwithstanding anything to the contrary contained herein, in no event shall the Company be liable to a Grantee on account of an Award's failure to (a) qualify for favorable United States or foreign tax treatment or (b) avoid adverse tax treatment under United States or foreign law, including, without limitation, Section 409A.

3.19 No Third Party Beneficiaries. Except as expressly provided therein, neither the Plan nor any Award Agreement will confer on any person other than the Company and the Grantee of any Award any rights or remedies thereunder. The exculpation and indemnification provisions of Section 1.3.3 will inure to the benefit of a Covered Person's estate and beneficiaries and legatees.

3.20 Successors and Assigns of AIG. The terms of the Plan will be binding upon and inure to the benefit of AIG and any successor entity contemplated by Section 3.7.

3.21 Date of Adoption and Approval of Shareholders. The Plan was adopted on March 11, 2021 by the Board and is subject to, and will become effective upon receipt of, approval by the shareholders of AIG (the "*Effective Date*").



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CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT
Related to Contract/Amendment/Solicitation
EDS # 163556

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting the EDS:

K2 Intelligence, Inc.

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity currently holding an interest in the Applicant

The Disclosing Party holds an interest in

K2 Intelligence, LLC and EDS is 163551

B. Business address of the Disclosing Party:

845 Third Avenue

FL 15

NEW YORK, NY 10022

United States

C. Telephone:

917-281-3253

Fax:

D. Name of contact person:

Ms. Renee Lercher

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Privately held business corporation

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

Delaware

Registered to do business in the State of Illinois as a foreign entity?

No

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.1 Does the Disclosing Party have any directors?

Yes

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

Officer/Director: Jeremy Kroll

Title: CEO

Role: Both

Officer/Director: Renee Lercher

Title: CFO

Role: Officer

Officer/Director: Jules Kroll

Title: Chairman

Role: Both

2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/ are listed below:

- K2 Intelligence Holdings, Inc. - 100.0%
 - K2 Integrity Holdings, Inc. - 100.0%
 - American Home Assurance Company - 8.27%
 - AIG Property Casualty U.S., Inc. - 100.0%
 - AIG Property Casualty Inc. - 100.0%
 - American International Group, Inc. - 100.0%
 - K2 Global Partners, LLC - 48.7%
 - Jules Kroll - 62.0%
 - Jeremy M Kroll - 29.0%
 - Alan S Bernikow - 9.0%

Owner Details

Name	Business Address
AIG Property Casualty Inc.	175 Water Street New York, NY United States
AIG Property Casualty U.S., Inc.	175 Water Street New York, NY United States
Alan S Bernikow	207 Benedict Avenue Staten Island, NY United States
American Home Assurance Company	175 Water Street New York, NY United States
American International Group, Inc.	175 Water Street New York, NY United States

Jeremy M Kroll	845 West End Avenue Apt 9EF New York, NY United States
Jules Kroll	20 Parsonage Point Rye, NY United States
K2 Global Partners, LLC	845 THIRD AVENUE FL15 NEW YORK, NY United States
K2 Integrity Holdings, Inc.	845 Third Avenue, FL 15 New York, NY United States
K2 Intelligence Holdings, Inc.	845 Third Avenue FL 15 NEW YORK, NY United States

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

No

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

No

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in [Chapter 2-156 of the Municipal Code](#) ("MCC")) in the Disclosing Party?

No

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under [MCC Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

No

B. FURTHER CERTIFICATIONS

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any [Affiliated Entity](#) has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

I certify the above to be true

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

I certify the above to be true

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of

federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#).

I certify the above to be true

5. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#), nor any [Agents](#) have, during the 5 years before the date of this EDS, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the 5 years before the date of such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in [MCC Subsection 2-92-320\(a\)\(4\)\(Contracts Requiring a Base Wage\)](#); [\(a\)\(5\)\(Debarment Regulations\)](#); or [\(a\)\(6\)\(Minimum Wage Ordinance\)](#).

I certify the above to be true

6. Neither the Disclosing Party, nor any [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

7. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

I certify the above to be true

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in [MCC Section 2-32-455\(b\)](#), the Disclosing Party

is not a "financial institution"

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, [MCC Chapter 2-156](#), imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which

it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC [Chapter 1-23](#), Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by [MCC Chapter 1-23](#) and [Section 2-154-020](#).

I acknowledge and consent to the above

APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [MCC Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to [MCC Section 2-154-010](#), is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to [MCC Section 2-92-416??](#)

No

ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

List of attachments uploaded by vendor

None.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 06/10/2021
Ms. Renee Lercher
CFO

K2 Intelligence, Inc.

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



**CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT
Related to Contract/Amendment/Solicitation
EDS # 163557**

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting the EDS:

K2 Intelligence Holdings, Inc.

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity currently holding an interest in the Applicant

The Disclosing Party holds an interest in

K2 Intelligence, LLC and EDS is 163551

B. Business address of the Disclosing Party:

845 Third Avenue

FL 15

NEW YORK, NY 10022

United States

C. Telephone:

917-281-3253

Fax:

D. Name of contact person:

Renee Lercher

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Privately held business corporation

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

Delaware

Registered to do business in the State of Illinois as a foreign entity?

No

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.1 Does the Disclosing Party have any directors?

Yes

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

Officer/Director: Jeremy M Kroll

Title: CEO

Role: Both

Officer/Director: Jules B Kroll

Title:

Role: Both

Officer/Director: Renee Lercher

Title:

Role: Officer

Officer/Director: Leslie Regenbaum

Title:

Role: Officer

2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/ are listed below:

- K2 Integrity Holdings, Inc. - 100.0%
 - American Home Assurance Company - 8.27%
 - AIG Property Casualty U.S., Inc. - 100.0%
 - AIG Property Casualty Inc. - 100.0%
 - American International Group, Inc. - 100.0%
 - K2 Global Partners, LLC - 48.7%
 - Jules Kroll - 62.0%
 - Jeremy M Kroll - 29.0%
 - Alan S Bernikow - 9.0%

Owner Details

Name	Business Address
AIG Property Casualty Inc.	175 Water Street New York, NY United States
AIG Property Casualty U.S., Inc.	175 Water Street New York, NY United States
Alan S Bernikow	207 Benedict Avenue Staten Island, NY United States
American Home Assurance Company	175 Water Street New York, NY United States
American International Group, Inc.	175 Water Street New York, NY

	United States
Jeremy M Kroll	845 West End Avenue
	Apt 9EF
	New York, NY
	United States
Jules Kroll	20 Parsonage Point
	Rye, NY
	United States
K2 Global Partners, LLC	845 THIRD AVENUE
	FL15
	NEW YORK, NY
	United States
K2 Integrity Holdings, Inc.	845 Third Avenue, FL 15
	New York, NY
	United States

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

No

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

No

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in [Chapter 2-156 of the Municipal Code](#) ("MCC")) in the Disclosing Party?

No

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under [MCC Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

No

B. FURTHER CERTIFICATIONS

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any [Affiliated Entity](#) has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

I certify the above to be true

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

I certify the above to be true

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#).

I certify the above to be true

5. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#), nor any [Agents](#) have, during the 5 years before the date of this EDS, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the 5 years before the date of such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in [MCC Subsection 2-92-320\(a\)\(4\)\(Contracts Requiring a Base Wage\)](#); [\(a\)\(5\)\(Debarment Regulations\)](#); or [\(a\)\(6\)\(Minimum Wage Ordinance\)](#).

I certify the above to be true

6. Neither the Disclosing Party, nor any [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or

- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

7. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

I certify the above to be true

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in [MCC Section 2-32-455\(b\)](#), the Disclosing Party

is not a "financial institution"

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery

era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, [MCC Chapter 2-156](#), imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC [Chapter 1-23](#), Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by [MCC Chapter 1-23](#) and [Section 2-154-020](#).

I acknowledge and consent to the above

APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [MCC Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to [MCC Section 2-154-010](#), is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to [MCC Section 2-92-416??](#)

No

ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

List of attachments uploaded by vendor

None.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 06/10/2021
Renee Lercher
CFO and Treasurer
K2 Intelligence Holdings, Inc.

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT
Related to Contract/Amendment/Solicitation
EDS # 163558

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting the EDS:

K2 Integrity Holdings, Inc.

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity currently holding an interest in the Applicant

The Disclosing Party holds an interest in

K2 Intelligence, LLC and EDS is 163551

B. Business address of the Disclosing Party:

845 Third Avenue, FL 15
New York, NY 10022
United States

C. Telephone:

917-281-3253

Fax:

D. Name of contact person:

Renee Lercher

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Privately held business corporation

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

Delaware

Registered to do business in the State of Illinois as a foreign entity?

No

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.1 Does the Disclosing Party have any directors?

Yes

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

Officer/Director: Jeremy M Kroll

Title: CEO

Role: Both

Officer/Director: Jules Kroll

Title: Chairman

Role: Both

Officer/Director: Renee Lercher

Title: CFO & Treasurer

Role: Officer

Officer/Director: Leslie Regenbaum

Title: General Counsel & Corporate Secretary

Role: Officer

Officer/Director:	Alan Bernikow
Title:	Director
Role:	Director

Officer/Director:	Alexander Baugh
Title:	Director
Role:	Director

Officer/Director:	Richard Girgenti
Title:	Vice-Chairman
Role:	Director

Officer/Director:	James Crystal
Title:	Director
Role:	Director

Officer/Director:	Mark Poncy, Jr
Title:	Director
Role:	Director

Officer/Director:	Daniel Glaser
Title:	Director
Role:	Director

Officer/Director:	Thomas Glocer
Title:	Director
Role:	Director

2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/ are listed below:

- American Home Assurance Company - 8.27%
 - AIG Property Casualty U.S., Inc. - 100.0%
 - AIG Property Casualty Inc. - 100.0%
 - American International Group, Inc. - 100.0%
- K2 Global Partners, LLC - 48.7%
 - Jules Kroll - 62.0%
 - Jeremy M Kroll - 29.0%
 - Alan S Bernikow - 9.0%

Owner Details

Name	Business Address
AIG Property Casualty Inc.	175 Water Street New York, NY United States
AIG Property Casualty U.S., Inc.	175 Water Street New York, NY United States
Alan S Bernikow	207 Benedict Avenue Staten Island, NY United States
American Home Assurance Company	175 Water Street New York, NY United States
American International Group, Inc.	175 Water Street New York, NY United States
Jeremy M Kroll	845 West End Avenue Apt 9EF New York, NY United States
Jules Kroll	20 Parsonage Point Rye, NY United States
K2 Global Partners, LLC	845 THIRD AVENUE FL15

NEW YORK, NY
United States

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

No

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

No

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in [Chapter 2-156 of the Municipal Code](#) ("MCC")) in the Disclosing Party?

No

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under [MCC Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

No

B. FURTHER CERTIFICATIONS

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any [Affiliated Entity](#) has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by

a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

I certify the above to be true

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

I certify the above to be true

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#).

I certify the above to be true

5. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#), nor any [Agents](#) have, during the 5 years

before the date of this EDS, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the 5 years before the date of such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in [MCC Subsection 2-92-320\(a\)\(4\)\(Contracts Requiring a Base Wage\)](#); [\(a\)\(5\)\(Debarment Regulations\)](#); or [\(a\)\(6\)\(Minimum Wage Ordinance\)](#).

I certify the above to be true

6. Neither the Disclosing Party, nor any [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of
- bid-rigging in violation of [720 ILCS 5/33E-3](#);
 - bid-rotating in violation of [720 ILCS 5/33E-4](#); or
 - any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

7. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

I certify the above to be true

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be

given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in [MCC Section 2-32-455\(b\)](#), the Disclosing Party

is not a "financial institution"

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.

- B. The City's Governmental Ethics Ordinance, [MCC Chapter 2-156](#), imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC [Chapter 1-23](#), Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by [MCC Chapter 1-23](#) and [Section 2-154-020](#).

I acknowledge and consent to the above

APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to

be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [MCC Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to [MCC Section 2-154-010](#), is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to [MCC Section 2-92-416??](#)

No

ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

List of attachments uploaded by vendor

None.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 06/10/2021

Renee Lercher

CFO & Treasurer

K2 Integrity Holdings, Inc.

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT
Related to Contract/Amendment/Solicitation
EDS # 163559

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting the EDS:

American Home Assurance Company

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity currently holding an interest in the Applicant

B. Business address of the Disclosing Party:

175 Water Street
New York, NY 10038
United States

C. Telephone:

212-458-7452

Fax:

D. Name of contact person:

Ms. Tanya Evelyn Kent

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Is the Disclosing Party incorporated or organized in the State of Illinois?

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.1 Does the Disclosing Party have any directors?

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/ are listed below:

- AIG Property Casualty U.S., Inc. - 100.0%
 - AIG Property Casualty Inc. - 100.0%
 - American International Group, Inc. - 100.0%

Owner Details

Name	Business Address
AIG Property Casualty Inc.	175 Water Street New York, NY United States
AIG Property Casualty U.S., Inc.	175 Water Street New York, NY United States
American International Group, Inc.	175 Water Street New York, NY United States

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

C. Please identify the name(s) of such City elected official(s) and describe such income or compensation.

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in [Chapter 2-156 of the Municipal Code](#) ("MCC")) in the Disclosing Party?

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under [MCC Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

B. FURTHER CERTIFICATIONS

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any [Affiliated Entity](#) has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#).

5. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#), nor any [Agents](#) have, during the 5 years before the date of this EDS, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the 5 years before the date of such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;

- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in [MCC Subsection 2-92-320\(a\)\(4\)\(Contracts Requiring a Base Wage\)](#); [\(a\)\(5\)\(Debarment Regulations\)](#); or [\(a\)\(6\)\(Minimum Wage Ordinance\)](#).

6. Neither the Disclosing Party, nor any [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in [MCC Section 2-32-455\(b\)](#), the Disclosing Party

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, [MCC Chapter 2-156](#), imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.

- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC [Chapter 1-23](#), Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by [MCC Chapter 1-23](#) and [Section 2-154-020](#).

APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [MCC Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party.

"Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to [MCC Section 2-154-010](#), is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to [MCC Section 2-92-416??](#)

ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

List of attachments uploaded by vendor

None.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/

American Home Assurance Company

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT
Related to Contract/Amendment/Solicitation
EDS # 163560

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting the EDS:

AIG Property Casualty U.S., Inc.

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity currently holding an interest in the Applicant

B. Business address of the Disclosing Party:

175 Water Street
New York, NY 10038
United States

C. Telephone:

Fax:

D. Name of contact person:

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Is the Disclosing Party incorporated or organized in the State of Illinois?

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.1 Does the Disclosing Party have any directors?

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/ are listed below:

- AIG Property Casualty Inc. - 100.0%
 - American International Group, Inc. - 100.0%

Owner Details

Name	Business Address
AIG Property Casualty Inc.	175 Water Street New York, NY United States
American International Group, Inc.	175 Water Street New York, NY United States

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

C. Please identify the name(s) of such City elected official(s) and describe such income or compensation.

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in [Chapter 2-156 of the Municipal Code](#) ("MCC")) in the Disclosing Party?

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under [MCC Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

B. FURTHER CERTIFICATIONS

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any [Affiliated Entity](#) has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#).

5. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#), nor any [Agents](#) have, during the 5 years before the date of this EDS, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the 5 years before the date of such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or

d. violated the provisions referenced in [MCC Subsection 2-92-320\(a\)\(4\)\(Contracts Requiring a Base Wage\)](#); [\(a\)\(5\)\(Debarment Regulations\)](#); or [\(a\)\(6\)\(Minimum Wage Ordinance\)](#).

6. Neither the Disclosing Party, nor any [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in [MCC Section 2-32-455\(b\)](#), the Disclosing Party

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make

any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, [MCC Chapter 2-156](#), imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this

EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC [Chapter 1-23](#), Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by [MCC Chapter 1-23](#) and [Section 2-154-020](#).

APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [MCC Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party.

"Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to [MCC Section 2-154-010](#), is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to [MCC Section 2-92-416??](#)

ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

List of attachments uploaded by vendor

None.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/

AIG Property Casualty U.S., Inc.

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT
Related to Contract/Amendment/Solicitation
EDS # 163561

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting the EDS:

AIG Property Casualty Inc.

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity currently holding an interest in the Applicant

B. Business address of the Disclosing Party:

175 Water Street
New York, NY 10038
United States

C. Telephone:

Fax:

D. Name of contact person:

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Is the Disclosing Party incorporated or organized in the State of Illinois?

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.1 Does the Disclosing Party have any directors?

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/ are listed below:

- American International Group, Inc. - 100.0%

Owner Details

Name	Business Address
American International Group, Inc.	175 Water Street New York, NY United States

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

C. Please identify the name(s) of such City elected official(s) and describe such income or compensation.

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in [Chapter 2-156 of the Municipal Code](#) ("MCC")) in the Disclosing Party?

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under [MCC Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

B. FURTHER CERTIFICATIONS

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any [Affiliated Entity](#) has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#).

5. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#), nor any [Agents](#) have, during the 5 years before the date of this EDS, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the 5 years before the date of such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in [MCC Subsection 2-92-320\(a\)\(4\)\(Contracts Requiring a Base Wage\)](#); [\(a\)\(5\)\(Debarment Regulations\)](#); or [\(a\)\(6\)\(Minimum Wage Ordinance\)](#).

6. Neither the Disclosing Party, nor any [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in [MCC Section 2-32-455\(b\)](#), the Disclosing Party

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of

investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, [MCC Chapter 2-156](#), imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.

- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC [Chapter 1-23](#), Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by [MCC Chapter 1-23](#) and [Section 2-154-020](#).

APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [MCC Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party.

"Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to [MCC Section 2-154-010](#), is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to [MCC Section 2-92-416??](#)

ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

List of attachments uploaded by vendor

None.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/

AIG Property Casualty Inc.

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT
Related to Contract/Amendment/Solicitation
EDS # 163562

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting the EDS:

American International Group, Inc.

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity currently holding an interest in the Applicant

B. Business address of the Disclosing Party:

175 Water Street
New York, NY 10038
United States

C. Telephone:

212-770-9739

Fax:

D. Name of contact person:

Ms. Alanna Franco

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Is the Disclosing Party incorporated or organized in the State of Illinois?

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.1 Does the Disclosing Party have any directors?

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/ are listed below:

There are no owners with greater than 7.5 percent ownership in the Disclosing Party.

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

C. Please identify the name(s) of such City elected official(s) and describe such income or compensation.

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a

financial interest (as defined in [Chapter 2-156 of the Municipal Code](#) ("MCC")) in the Disclosing Party?

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under [MCC Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

B. FURTHER CERTIFICATIONS

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any [Affiliated Entity](#) has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal,

state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;

- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#).

5. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#), nor any [Agents](#) have, during the 5 years before the date of this EDS, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the 5 years before the date of such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in [MCC Subsection 2-92-320\(a\)\(4\)\(Contracts Requiring a Base Wage\)](#); [\(a\)\(5\)\(Debarment Regulations\)](#); or [\(a\)\(6\)\(Minimum Wage Ordinance\)](#).

6. Neither the Disclosing Party, nor any [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or

- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

7. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in [MCC Section 2-32-455\(b\)](#), the Disclosing Party

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics Ordinance, [MCC Chapter 2-156](#), imposes certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of this ordinance and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with this ordinance.

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other City transactions. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided in, and appended to, this EDS may be made publicly available on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to MCC [Chapter 1-23](#), Article I (imposing PERMANENT INELIGIBILITY for certain specified offenses), the

information provided herein regarding eligibility must be kept current for a longer period, as required by [MCC Chapter 1-23](#) and [Section 2-154-020](#).

APPENDIX A - FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5%. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [MCC Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all executive officers of the Disclosing Party listed in Section II.B.1.a, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5% ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

This Appendix is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5% (an "Owner"). It

is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

1. Pursuant to [MCC Section 2-154-010](#), is the Applicant or any Owner identified as a building code scofflaw or problem landlord pursuant to [MCC Section 2-92-416??](#)

ADDITIONAL INFO

Please add any additional explanatory information here. If explanation is longer than 1000 characters, you may add an attachment below. Please note that your EDS, including all attachments, becomes available for public viewing upon contract award. Your attachments will be viewable "as is" without manual redaction by the City. You are responsible for redacting any non-public information from your documents before uploading.

List of attachments uploaded by vendor

None.

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/

American International Group, Inc.

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT
Related to Contract/Amendment/Solicitation
EDS # 163563

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting the EDS:

K2 Global Partners, LLC

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

a legal entity currently holding an interest in the Applicant

The Disclosing Party holds an interest in

K2 Intelligence, LLC and EDS is 163551

B. Business address of the Disclosing Party:

845 THIRD AVENUE
FL15
NEW YORK, NY 10022
United States

C. Telephone:

917-748-1985

Fax:

D. Name of contact person:

Mr. ron alan kaye

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Limited liability company

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

new york

Registered to do business in the State of Illinois as a foreign entity?

No

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.2 Does the Disclosing Party have any officers?

Yes

1.a.4 List below the full names and titles of all executive officers of the entity.

Title: Managing Member

Officer: Mr. Jules B. Kroll

Role: Officer

Title: member

Officer: Mr. Jeremy M. Kroll

Role: Officer

Title: member

Officer: Mr. Alan s Bernikow

Role: Officer

B. CERTIFICATION REGARDING CONTROLLING INTEREST

1.b.1 Are there any individuals who directly or indirectly control the day-to-day management of the Disclosing Party as a general partner, managing member, manager, or other capacity?

Yes

1.b.2 List all general partners, managing members, managers, and any others who directly or indirectly control the day-to-day management of the Disclosing Party. Don't include any legal entities in this answer- these will be named later:

Name: Mr. Jules B. Kroll

Title: Managing Member

Name: Mr. Jeremy M. Kroll

Title: member

Name: Mr. Alan S. Bernikow

Title: member

1.b.3 Are there any legal entities that directly or indirectly control the day-to-day management of the Disclosing Party as a general partner, managing member, manager, or other capacity?

No

2. Ownership Information

Please confirm ownership information concerning each person or entity that having a direct or indirect beneficial interest in excess of 7.5% of the Disclosing Party (your entity). Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

As reported by the Disclosing Party, the immediate owner(s) of the Disclosing Party is/ are listed below:

- Jules Kroll - 62.0%
- Jeremy M Kroll - 29.0%
- Alan S Bernikow - 9.0%

Owner Details

Name	Business Address
Alan S Bernikow	207 Benedict Avenue Staten Island, NY United States

Jeremy M Kroll	845 West End Avenue Apt 9EF New York, NY United States
Jules Kroll	20 Parsonage Point Rye, NY United States

SECTION III -- INCOME OR COMPENSATION TO, OR OWNERSHIP BY, CITY ELECTED OFFICIALS

A. Has the Disclosing Party provided any income or compensation to any City elected official during the 12-month period preceding the date of this EDS?

No

B. Does the Disclosing Party reasonably expect to provide any income or compensation to any City elected official during the 12-month period following the date of this EDS?

No

D. Does any City elected official or, to the best of the Disclosing Party's knowledge after reasonable inquiry, any City elected official's spouse or domestic partner, have a financial interest (as defined in [Chapter 2-156 of the Municipal Code](#) ("MCC")) in the Disclosing Party?

No

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under [MCC Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

No

B. FURTHER CERTIFICATIONS

1. [This certification applies only if the Matter is a contract being handled by the City's Department of Procurement Services.] In the 5-year period preceding the date of this EDS, neither the Disclosing Party nor any [Affiliated Entity](#) has engaged, in connection with the performance of any public contract, the services of an integrity monitor, independent private sector inspector general, or integrity compliance consultant (i.e. an individual or entity with legal, auditing, investigative, or other similar skills, designated by a public agency to help the agency monitor the activity of specified agency vendors as well as help the vendors reform their business practices so they can be considered for agency contracts in the future, or continue with a contract in progress).

I certify the above to be true

2. The Disclosing Party and its Affiliated Entities are not delinquent in the payment of any fine, fee, tax or other source of indebtedness owed to the City of Chicago, including, but not limited to, water and sewer charges, license fees, parking tickets, property taxes and sales taxes, nor is the Disclosing Party delinquent in the payment of any tax administered by the Illinois Department of Revenue.

I certify the above to be true

3. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II(B)(1) of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, during the 5 years before the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in subparagraph (b) above;
- d. have not, during the 5 years before the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, during the 5 years before the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I certify the above to be true

4. The Disclosing Party understands and shall comply with the applicable requirements of MCC [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#).

I certify the above to be true

5. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#), nor any [Agents](#) have, during the 5 years before the date of this EDS, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the 5 years before the date of such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in subparagraph (a) or (b) above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions referenced in [MCC Subsection 2-92-320\(a\)\(4\)\(Contracts Requiring a Base Wage\)](#); [\(a\)\(5\)\(Debarment Regulations\)](#); or [\(a\)\(6\)\(Minimum Wage Ordinance\)](#).

I certify the above to be true

6. Neither the Disclosing Party, nor any [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I certify the above to be true

7. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on a Sanctions List maintained by the United States Department of Commerce, State, or Treasury, or any successor federal agency.

I certify the above to be true

11. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at

any time during the 12-month period preceding the date of this EDS, an employee, or elected or appointed official, of the City of Chicago.

None

12. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$25 per recipient, or (iii) a political contribution otherwise duly reported as required by law.

None

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies, as defined in [MCC Section 2-32-455\(b\)](#), the Disclosing Party

is not a "financial institution"

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

SECTION VII - FURTHER ACKNOWLEDGMENTS AND CERTIFICATION

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the

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Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

APPENDIX B - BUILDING CODE SCOFFLAW/PROBLEM LANDLORD CERTIFICATION

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List of attachments uploaded by vendor

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/s/ 06/10/2021

Mr. ron alan kaye
accountant

K2 Global Partners, LLC

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