September 29, 2026

Ms. Kerri Bernstein
Executive Vice President, Corporate Treasurer
American Express Company
200 Vesey Street
New York, NY 10285

Dear Ms. Bernstein,

On or before October 1, 2025, the Board of Governors of the Federal Reserve System and the Federal Deposit Insurance Corporation (FDIC) (together, the Agencies) received the full resolution plan (2025 Plan) submitted by American Express Company (the Covered Company or AXP), as required by section 165(d) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, as amended (Dodd-Frank Act),[1] and the jointly issued implementing regulation, as amended (Resolution Plan Rule).[2]

The Agencies did not identify any shortcomings or deficiencies in the Covered Company's 2025 Plan. In reviewing the 2025 Plan, the Agencies noted meaningful improvements over the Covered Company's prior resolution plan submissions, including further development of capabilities, as described in section II below. However, the Agencies are providing additional feedback related to the Covered Company's preferred resolution strategy, as discussed also in section II below.

I. Background

Section 165(d) of the Dodd-Frank Act requires that each bank holding company with $250 billion or more in total consolidated assets, certain bank holding companies with total consolidated assets of between $100 billion and $250 billion, and any designated nonbank financial company report to the Agencies the plan of such company for its rapid and orderly resolution in the event of material financial distress or failure. A firm, such as the Covered

1 12 U.S.C. § 5365(d).

2 12 CFR parts 243 and 381.

Company, that is a triennial full filer under the Resolution Plan Rule is required to file a resolution plan every three years, alternating between full and targeted resolution plans.[3]

Under section 165(d) of the Dodd-Frank Act, the Agencies may jointly determine, based on their review, that a firm's resolution plan is "not credible or would not facilitate an orderly resolution of the company under Title 11" of the United States Code (U.S. Bankruptcy Code).[4] An orderly resolution for a firm such as the Covered Company, which is incorporated or organized in the United States, means the reorganization or liquidation of the firm under the U.S. Bankruptcy Code "that can be accomplished within a reasonable period of time and in a manner that substantially mitigates the risk that the failure of the covered company would have serious adverse effects on financial stability in the United States."[5]

Under the Resolution Plan Rule, the Agencies can jointly identify shortcomings or deficiencies in a covered company's resolution plan.[6] The Resolution Plan Rule also provides processes by which shortcomings or deficiencies jointly identified by the Agencies in a resolution plan may be remedied.[7]

II. Results of Agencies' Review of the 2025 Plan

The Agencies observed improvement in the 2025 Plan as compared to the Covered Company's last submission. Overall, the 2025 Plan more clearly articulated the Covered Company's preferred resolution strategy and with greater detail.

The 2025 Plan discussed the Covered Company's resolution capabilities, funding and liquidity, and key assumptions, and it provided an analysis concerning the Covered Company's ability to execute its preferred resolution strategy. In addition, the 2025 Plan discussed how the Covered Company's legal entity structure supports the preferred resolution strategy. The 2025 Plan also described the Covered Company's preferred resolution strategy to resolve its insured depository institution subsidiary.

Coordinated Sale Strategy

The 2025 Plan's preferred resolution strategy, known as the "Coordinated Sale Strategy," anticipates a single buyer purchasing, in a coordinated sale, the assets of the Covered Company's insured depository institution, American Express National Bank (AENB); its direct principal operating bank holding company, Travel Related Services (TRS); and the parent holding company of all material legal entities, AXP. TRS owns and controls most of the franchise value, including the card network, trademarks, systems, and operations that are needed to operate the Covered Company. According to the 2025 Plan, this resolution strategy was chosen in order to

[3] 12 CFR 243.4(b) and 381.4(b).

[4] 12 U.S.C. § 5365(d)(4).

[5] 12 CFR 243.2 and 381.2.

[6] 12 CFR 243.8(b), (e) and 381.8(b), (e).

[7] 12 CFR 243.8(c), (e) and 381.8(c), (e).

maximize the Covered Company's franchise value in resolution by keeping the integrated payments platform intact and selling the three entities' assets to a single buyer.

The Coordinated Sale Strategy is based on AXP and TRS filing for chapter 11 of the U.S. Bankruptcy Code and on the FDIC being simultaneously appointed receiver of AENB pursuant to the Federal Deposit Insurance Act (FDI Act). The Coordinated Sale Strategy assumes that the FDIC as receiver would resolve AENB by transferring its assets and certain liabilities into a bridge depository institution (BDI) and that the BDI would continue AENB's operations during the pendency of AXP and TRS bankruptcy proceedings to give them, as debtors in possession, sufficient time to arrange a sale of AXP's and TRS's assets to a purchaser under section 363 of the U.S. Bankruptcy Code. The key assumption underlying the Coordinated Sale Strategy is that the FDIC would coordinate with the parties in the bankruptcy proceedings to effectuate a sale where a prospective buyer being the winning bidder in the FDI Act proceeding would be contingent upon it also being the winning bidder in the bankruptcy proceeding.

The Agencies have concluded that there is significant uncertainty regarding the feasibility of the process outlined in the 2025 Plan, where the single bidder must be the highest bidder for both AENB's assets and the chapter 11 assets to keep the integrated payments platform intact. These entities would be subject to two separate and distinct resolution proceedings with distinct timelines, statutory mandates and requirements, and decision-making processes. As a result, successfully coordinating a sale of these entities' assets to a single bidder faces significant challenges, including operational complexity, the need for extensive communication across proceedings, and the potential for conflicting outcomes (given that the FDIC is generally required to choose the least costly resolution option, which may not align with the winning bidder in a bankruptcy proceeding). Furthermore, the FDIC as receiver generally will not share bidder information or permit bidder information to be shared with outside third parties, nor will it accept contingent bids, both of which may be necessary to facilitate the Coordinated Sale Strategy. Such actions would extend FDIC marketing timelines, which could result in further erosion of the BDI's franchise value. As a result, the Agencies have concluded that the Covered Company should review its preferred resolution strategy for its 2028 resolution plan submission (2028 Plan) in light of these impediments. If the Covered Company determines that there are no viable options to address the challenges to the Coordinated Sale Strategy, then it should consider selecting another preferred strategy, which could include a strategy wherein coordination between the FDIC with the parties in the bankruptcy proceedings is not necessary.

III. Conclusion

The Resolution Plan Rule requires the Covered Company to submit a targeted resolution plan on or before July 1, 2028. No less than 12 months before the Covered Company is required to submit the 2028 Plan, the Agencies may identify targeted information required to be included in the 2028 Plan, pursuant to __.6(c) of the Resolution Plan Rule.

If you have any questions about the information communicated in this letter, please contact the Agencies.

Sincerely,

(signed) Michele Taylor Fennell

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Michele Taylor Fennell
Associate Secretary of the Board
Board of Governors of the Federal Reserve System

Sincerely,

(signed) Hanoi Veras

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Hanoi Veras
Executive Secretary
Federal Deposit Insurance Corporation