

**THE AMERIPRISE FINANCIAL, INC.
CORPORATE GOVERNANCE GUIDELINES**

**AS AMENDED AND APPROVED BY THE BOARD OF DIRECTORS
ON JUNE 3, 2014**

1. Director Qualification Standards

The Board will have a majority of directors who meet the criteria for independence required by the New York Stock Exchange (“NYSE”). No director will qualify as independent unless the Board affirmatively determines that the director has no material relationship with the Company (either directly or as a partner, shareholder, member, manager or officer of an organization that has a relationship with the Company). The Nominating and Governance Committee is responsible for reviewing the qualifications and independence of the members of the Board and its various committees on a periodic basis as well as the compensation of the Board as a whole. This assessment will include members’ independence, as well as consideration of diversity, age, skills, and experience in context of the needs of the Board and any qualification or other requirements included in the Company’s By-Laws. Nominees qualified for directorship will be identified by the Nominating and Governance Committee in a manner consistent with criteria approved by the Board, including any specific, minimum qualifications that the Committee believes must be met by a Committee-recommended nominee for director. The invitation to join the Board should be extended by the Chairman of the Nominating and Governance Committee and the Chairman of the Board, jointly acting on behalf of the Board.

The Company’s By-Laws currently provide that the Board of Directors shall consist of not fewer than three directors or such larger number as shall be fixed from time to time by the Board of Directors. The Board will establish the number of directors based on the recommendations of the Nominating and Governance Committee, which will consider, among other factors: the Board’s current and anticipated need for directors with specific qualities, skills, experience or backgrounds; the availability of highly qualified candidates; committee workloads and membership needs; and anticipated director retirements. A person shall not be appointed to the Board of Directors or be nominated for election or re-election as a director if he or she is age 75 or older as of the date of the Board meeting at which the Board nominates director candidates. Other than a current or former Chief Executive Officer, a director who is a current or former employee of the Company shall not be eligible for election or re-election as a director of the Company after attaining age 65.

Directors are expected to acquire and maintain a significant equity interest in the Company, including a number of shares of the Company's common stock that the director considers appropriate in light of his or her circumstances, subject to the minimum equity ownership requirements, if any, established by the Board. The value of the required equity interest and the period of time permitted to attain it shall be established by the Board upon the recommendation of the Nominating and Governance Committee.

A director is required to retire or offer to resign from the Board in one of the following three situations. First, if the director retires from or changes the principal occupation, position or responsibility he or she held when most recently elected or appointed to the Board, the director shall submit his or her offer to resign to the Nominating and Governance Committee. The Nominating and Governance Committee shall have the authority to accept or reject the offer to resign on behalf of the Board of Directors based on its consideration of the following factors: the advice and counsel of the Board's Chairman; the length of service and qualifications of the director whose resignation has been tendered; the director's contributions to the effectiveness of the Board and its committees; and any other factors which in the judgment of the Nominating and Governance Committee may affect the best interests of the Company and its shareholders.

Second, a director shall tender his or her resignation if required by the By-Law provisions governing the election of directors in uncontested elections.

Third, any director who has held the office of Chief Executive Officer of the Company shall tender his or her resignation and retire from the Board of Directors effective upon his or her resignation as Chief Executive Officer unless requested by the independent directors to continue to serve as a director for a transitional term.

Directors should advise the Chairman of the Board and the Chairman of the Nominating and Governance Committee in advance of accepting an invitation to serve on another public company board. The Corporate Secretary will review the potential board membership in order to determine whether it involves possible conflicts of interest or legal or regulatory issues prior to the director agreeing to serve. The Board through the Nominating and Governance Committee will review the director's availability to fulfill his or her responsibilities as a director if he or she serves on more than three other public company boards. In addition, it is the Board's policy that no member of the Board's Audit Committee is to serve simultaneously on the audit committees of more than three public companies, including the Company's Audit Committee.

The Board does not believe it should establish term limits. While term limits may make fresh ideas and viewpoints available to the Board, they have the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its

operations and therefore provide an increasing contribution on the Board as a whole.

2. Director Responsibilities

The basic responsibility of the directors is to exercise their business judgment in good faith to act in what they reasonably believe to be the best interests of the Company and its shareholders. In discharging that obligation, directors are entitled to rely on the honesty and integrity of their fellow directors and the Company's senior executives and outside advisors and auditors.

Directors are expected to attend board meetings and meetings of the committees on which they serve, as well as the annual meeting of shareholders, and to spend the time needed and meet as frequently as needed to properly discharge their responsibilities. Information that is important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing or by electronic transmission to the directors far enough in advance of the meeting so as to allow ample time for review and directors should review these materials in advance of the meeting. Consistent with their fiduciary duties, directors are expected to maintain the confidentiality of the deliberations of the Board and its committees.

The Board has no policy with respect to the separation of the offices of Chairman and the Chief Executive Officer. The Board believes that this issue is part of the succession planning process, which is overseen by the Compensation and Benefits Committee, and that it is in the best interests of the Company to make a determination with respect to whether the offices of Chairman and Chief Executive Officer should be separated when it elects a new Chief Executive Officer.

The Chairman will establish the agenda for each Board meeting, reflecting any input received from other directors. At the beginning of the year the Chairman will establish a schedule of agenda subjects to be discussed during the year to the degree these can be foreseen. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year.

The non-management directors will meet in regularly scheduled executive sessions. If the Company's non-management directors include directors who are not independent under the corporate governance rules of the NYSE, the Company's independent directors will meet by themselves in executive session at least quarterly. The then serving Chairman of the Nominating and Governance Committee shall act as the Board's Presiding Director, with the following duties: preside over executive sessions of the non-management and independent directors; serve as principal liaison between the Board and the Company's Chairman and Chief Executive Officer on sensitive issues; and preside at meetings of the Board of Directors in the event of the Chairman's unavailability.

The Board believes that management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with the media or the various constituencies that are involved with the Company. Board members, however, will do this only with the prior knowledge of management and, absent unusual circumstances or as contemplated by the committee charters, only at the request of management or the Board.

3. Board Committees

The Board will have at all times an Audit Committee, a Nominating and Governance Committee, and a Compensation and Benefits Committee. All the members of these committees will be independent directors under criteria established by the NYSE, federal securities laws, or the Internal Revenue Code, as relevant. The Board has also established an Executive Committee and may establish such additional standing and temporary committees as it deems necessary or appropriate. Committee members will be appointed by the Board upon the recommendation of the Nominating and Governance Committee, with consideration of the desires of individual directors. It is the sense of the Board that consideration should be given to rotating committee members periodically, but the Board does not feel that rotation should be mandated as a policy.

Each committee will have its own written charter. The charters will set forth the purposes and responsibilities of the committees as well as legal or other requirements affecting the committee, the source of the committee's authority, minimum membership, membership requirements, the minimum number of annual meetings and procedures for committee member appointment; in addition, the charter will address committee reporting to the Board. The charters of the Audit, Compensation and Benefits, and Nominating and Governance Committees will also provide that each committee will annually evaluate its performance. The charters of the Board's Audit, Compensation and Benefits, and Nominating and Governance Committees will include such other provisions as may be required by the corporate governance rules of the NYSE.

The chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The chairman of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. At the beginning of the year each committee, except the Executive Committee, will establish a schedule of agenda subjects to be discussed during the year to the degree these can be foreseen. The annual regular meeting schedule for each committee will be furnished to all directors at least six months in advance of the first meeting date shown on the schedule.

4. Director Access to Officers, Employees Independent Advisors

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Office of the Chairman or Corporate Secretary or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business or operations of the Company and will, to the extent not inappropriate, copy the Chief Executive Officer on any written or electronic communications between a director and an officer or employee of the Company.

The Board welcomes regular attendance at each Board meeting of the appropriate representatives of executive management of the Company as shall be determined from time to time, subject to the Board's right in all instances to meet in executive session or with a more limited number of management representatives. If the Chief Executive Officer wishes to have additional Company personnel attend Board meetings on a regular basis, this suggestion should be brought to the Board for consideration.

The Board and each committee have the power to hire at the expense of the Company independent legal, financial, compensation, or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

5. Director Compensation, Liability Insurance, and Indemnification

The form and amount of director compensation will be determined or recommended to the Board of Directors by the Nominating and Governance Committee in accordance with the policies and principles set forth in its charter and any NYSE or other applicable rules and that committee will conduct periodic reviews of director compensation. The Nominating and Governance Committee will consider whether the directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes

substantial charitable contributions to organizations with which a director is affiliated, or if the Company enters into consulting contracts with or provides other indirect forms of compensation to a director or an organization with which the director is affiliated.

The directors shall also be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf, and to the benefits of indemnification to the fullest extent permitted by law and the Company's certificate of incorporation and By-Laws.

6. Director Orientation and Continuing Education

All new directors must participate in the Company's orientation program for directors, which should be conducted within the first two months of the annual meeting at which the new directors are elected or within two months of the time the new director otherwise joins the Board. This orientation will include presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management topics, its compliance programs, its Code of Conduct, its principal officers, and its internal and independent auditors. All continuing directors are also invited to attend the orientation program. The Nominating and Governance Committee will also oversee a continuing education program for directors.

7. Chief Executive Officer Evaluation and Management Succession

The Compensation and Benefits Committee will conduct an annual review of the Chief Executive Officer's performance in the manner it deems most appropriate from time to time and report to the Board on the results of that review. The Compensation and Benefits Committee will also report to the Board on the committee's review of the performance of the Company's named executive officers included in the Company's annual meeting proxy statement.

With the assistance of the Chief Executive Officer and members of executive or senior management, the Compensation and Benefits Committee will periodically report to and discuss with the Board the subject of succession planning, including the policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer. As appropriate, the entire Board will work with the committee to identify and evaluate potential successors to the Chief Executive Officer. The Chief Executive Officer will make available his or her recommendations and evaluations of potential successors, together with any development plans recommended for such individuals.

8. Annual Performance Evaluations

The Board of Directors will conduct an annual self-evaluation to determine whether it and its standing committees, other than the Executive Committee, are functioning effectively. The Nominating and Governance Committee will oversee the self-evaluation process, solicit comments from all directors, and report annually to the Board with an assessment of the Board's performance. This assessment will focus on the contribution of the Board and the covered committees to the Company and specifically focus on areas in which the Board or management believes that the Board or these committees could improve their effectiveness.

9. Communication With Directors By Shareholders or Other Interested Parties

The Board of Directors has provided a means by which shareholders or other interested parties may send communications to the Board or to individual members of the Board. Such communications, whether by letter, e-mail or telephone, should be directed to the Corporate Secretary of the Company, who will then forward them to the intended recipients; however, advertisements, invitations to conferences, solicitations, or promotional or inappropriate material, in the discretion of the Corporate Secretary, may not be forwarded to the directors.

If a shareholder or other interested party wishes to communicate to the Chairman of the Audit Committee about a concern relating to the Company's financial statements, accounting practices or internal controls, the concern should be submitted in writing to the Chairman of the Audit Committee in care of the Company's Corporate Secretary at the Company's headquarters address. If the concern relates to executive compensation, the concern should be submitted in writing to the Chairman of the Compensation and Benefits Committee in care of the Company's Corporate Secretary at the Company's headquarters address. If the concern relates to the Company's governance practices, business ethics, or corporate conduct, the concern should be submitted in writing to the Chairman of the Nominating and Governance Committee in care of the Company's Corporate Secretary at the Company's headquarters address. If the shareholder or other interested party is unsure as to which category his or her concern relates, he or she may communicate it in writing to any one of the independent directors in care of the Company's Corporate Secretary.

The Company's "whistleblower" policy prohibits the Company or any of its employees from retaliating or taking any adverse action against anyone for raising a concern in good faith. If a shareholder or employee nonetheless prefers to raise his or her concern in a confidential or anonymous manner, the concern may be directed to the person designated in the Company's Policy Relating to the Handling of Whistleblower Claims and in the manner set forth therein.

10. Interpretation of Corporate Governance Guidelines

The Corporate Governance Guidelines in no way affect the interpretation or application of the Company's Certificate of Incorporation, its By-Laws or the charter of a Board committee. In any case where the Corporate Governance Guidelines conflict with the Company's Certificate of Incorporation, its By-Laws or a committee charter, the Certificate of Incorporation, By-Laws or committee charter shall control.