AMERIPRISE FINANCIAL INC
Form DEF 14A
March 16, 2018

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

Ameriprise Financial, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

ý No fee required.

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o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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(3) Filing Party:

(4) Date Filed:

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Please join us for
our Annual Meeting
of Shareholders
April 25, 2018

March 16, 2018

Dear Fellow Shareholders:

You are cordially invited to join us for our 2018 Annual Meeting of Shareholders, which will be held on Wednesday, April 25, 2018, at 11:00 a.m. Central time at the Ameriprise Financial Center at 707 Second Avenue South in Minneapolis, Minnesota 55474. Holders of record of our common stock as of the close of business on February 28, 2018 are entitled to notice of and to vote at the meeting.

The Notice of Annual Meeting of Shareholders and the proxy statement that follow describe the business to be conducted at the meeting. We also will report on matters of current interest to our shareholders.

We hope you will be able to attend the meeting. Even if you plan to attend in person, please submit a proxy promptly to ensure that your shares are represented at the meeting. You may submit your proxy by telephone or by Internet as described in the following materials. If you request that proxy materials be mailed to you and you don't submit your proxy by telephone or by Internet, you must complete and sign the proxy card enclosed with those materials and return it in the envelope provided. If you decide to change or revoke your proxy, you may do so by voting in person at the meeting or by submitting a timely later-dated proxy or a written revocation to our corporate secretary.

To be admitted to the annual meeting as a shareholder, you must bring an admission ticket, as explained on page 79 of the proxy statement.

We look forward to seeing you at the annual meeting and discussing the business of your Company with you.

Very truly yours,

JAMES M. CRACCHIOLO
Chairman and Chief Executive Officer

Ameriprise Financial, Inc.
707 Second Avenue South
Minneapolis, Minnesota 55474

Notice of Annual Meeting of Shareholders

Date

Wednesday
April 25, 2018
11:00 a.m. Central time

Place

Ameriprise Financial Center
Market Garden Skyway Level
707 Second Avenue South
Minneapolis, Minnesota 55474

Record Date

You can vote if you are a shareholder of record as of the close of business on February 28, 2018.

Items of Business

To elect the eight director nominees named in the proxy statement

To approve the compensation of the named executive officers by a nonbinding advisory vote

To ratify the Audit Committee's selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2018

To vote on a shareholder proposal relating to the disclosure of political contributions and expenditures, if properly presented

To transact such other business that may properly come before the meeting or any adjournment of the meeting

THOMAS R. MOORE

Vice President, Corporate Secretary and Chief Governance Officer

March 16, 2018

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Corporate Governance Highlights

Our Board and its Nominating and Governance Committee remain focused on corporate governance issues of interest to our shareholders.

- Declassified board all directors are elected annually
- All of our directors are independent, except for our present chairman
- Three of our nine incumbent directors are women
- Since 2014, three new directors have joined our board and a new nominee is standing for election
- Majority voting in uncontested elections, with a mandatory resignation required for any director who received less than a majority of the votes cast
- No supermajority voting rights
- Independent directors regularly meet without management
- Expanded proxy statement disclosure of the Audit Committee's oversight of our independent auditor
- Statement of principles governing corporate political spending and annual report of corporate political spending available online
- Adoption of a Responsible Business Report, now posted on our website
- Directors, officers, and employees prohibited from hedging against a decline in the value of our stock

Summary of Voting Matters and Board Recommendations

To elect the eight director nominees named in the proxy statement	**For**	24

Ms. Marshall and Mr. Sarles are not standing for re-election.

Mr. Walter was nominated by the Board of Directors and is standing for election for the first time.		
To approve the compensation of the named executive officers by a nonbinding advisory vote		
Only independent directors serve on the Compensation and Benefits Committee	**For**	30
The committee has retained the firm of Frederic W. Cook & Co., Inc. as its independent compensation consultant and confirms FW Cook's independence from management and reviews its performance annually		
To ratify the Audit Committee's selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2018		
Only independent directors serve on the Audit Committee	**For**	31
PricewaterhouseCoopers LLC has served continuously as the Company's external auditor since fiscal year 2011		
To vote on a shareholder proposal relating to the disclosure of political contributions and expenditures, if properly presented	**Against**	33

Our Board recommends a "For" vote on each of the proposals to be presented by management at this year's annual meeting of shareholders (Items 1-3) and an "Against" vote on the shareholder proposal, if properly presented (Item 4)

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Our Director Nominees

James M. Cracchiolo	59	2005	Chairman and Chief Executive Officer Ameriprise Financial, Inc.			**C**	
Dianne Neal Blixt	58	2014	Former Executive Vice President and Chief Financial Officer Reynolds American Inc.	**M**	**M**		
Amy DiGeso	65	2014	Former Executive Vice President, Global Human Resources The Esteé Lauder Companies Inc.		**M**		**M**
Lon R. Greenberg	67	2011	Chairman Emeritus and Former Chairman and Chief Executive Officer UGI Corporation	**M**	**M**		
Jeffrey Noddle	71	2005	Former Chairman SUPERVALU INC.		**C**	**M**	**M**
Robert F. Sharpe, Jr.	66	2005	Former President of Commercial Foods and Chief Administrative Officer ConAgra Foods, Inc.		**M**	**M**	**C**
W. Edward Walter	62	Nominee	Former Chief Executive Officer and President Host Hotels & Resorts, Inc.				
Christopher J. Williams	60	2016	Chairman, Chief Executive Officer and Founder The Williams Capital Group, L.P.	**M***			

C = Chairman
M = Member

*
The Board of Directors plans to appoint Mr. Williams as Chairman of the Audit Committee to succeed Mr. Sarles, who is not standing for re-election, at the Board's April 25, 2018, organization meeting.

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Proxy Statement

General Information

We are providing these proxy materials to you in connection with the solicitation of proxies by the Board of Directors of Ameriprise Financial, Inc. for the 2018 annual meeting of shareholders and for any adjournment or postponement of the meeting. In this proxy statement, we may also refer to Ameriprise Financial, Inc. as "Ameriprise Financial," "Ameriprise," "the Company," "we," "our" or "us."

We are holding the 2018 annual meeting at 11:00 a.m. Central time, on Wednesday, April 25, 2018, at the Company's Minneapolis headquarters and invite you to attend in person. An admission ticket is required for the annual meeting. Please see additional information about how to attend the meeting on page 79. If you need special assistance at the meeting because of a disability, you may contact Thomas R. Moore, our Vice President, Corporate Secretary and Chief Governance Officer, by telephone at (612) 678-0106, by email at *thomas.r.moore@ampf.com* or by writing to him at 1098 Ameriprise Financial Center, Minneapolis, MN 55474. We have arranged for a live audio webcast of the 2018 annual meeting to be accessible to the general public on the Internet at *ir.ameriprise.com*.

We provide our shareholders with the choice of accessing the 2018 annual meeting proxy materials over the Internet, rather than receiving printed copies of those materials through the mail. In connection with this process, a Notice Regarding the Availability of Proxy Materials is being mailed to our shareholders who have not previously requested electronic access to our proxy materials or paper proxy materials. The notice contains instructions on how you may access and review our proxy materials on the Internet and how you may submit a proxy for your shares over the Internet. The notice will also tell you how to request our proxy materials in printed form or by email, at no charge. The notice contains a 16-digit control number that you will need to submit a proxy for your shares. Please keep the notice for your reference through the meeting date.

We anticipate that the Notice Regarding the Availability of Proxy Materials will be mailed to shareholders beginning on or about March 16, 2018.

Voting Information

Record Date

You may vote all shares that you owned as of February 28, 2018, which is the record date for the annual meeting. On February 28, 2018, we had 146,092,637 common shares outstanding at the close of business. Each common share is entitled to one vote on each matter properly brought before the meeting.

Ownership of Shares

You may own common shares in one of the following ways:

- directly in your name as the shareholder of record, which includes restricted stock awards issued to employees under our long-term incentive plans;
- indirectly through a broker, bank, trustee, or other holder of record in "street name"; or
- indirectly in the Ameriprise Financial, Inc. Stock Fund of our 401(k) Plan.

If your shares are registered directly in your name, you are the holder of record of these shares and we are sending a Notice Regarding the Availability of Proxy Materials directly to you. As the holder of record, you have the right to submit your proxy, by telephone, by the Internet or by mail (if you request to receive your proxy materials by mail), or to vote in person at the meeting. If you hold your shares in street name, your broker, bank, trustee, or other holder of record is sending a Notice Regarding the Availability of Proxy Materials to you. As a holder in street name, you have the right to direct your broker, bank or other holder of record how to vote by submitting voting instructions in the manner directed by your bank, broker, trustee, or other holder of record.

Regardless of how you hold your shares, we invite you to attend the annual meeting. To attend the meeting, you must have been a shareholder at the close of business on the record date of February 28, 2018, and you will need to bring an admission ticket. If you are a shareholder who plans to send a proxy or qualified representative to

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represent you at the annual meeting, it is also important to note that under our amended and restated By-Laws, the following provisions apply: (i) no later than five business days prior to the annual meeting, a shareholder who has proposed business or made a nomination in accordance with the amended and restated By-Laws for consideration at the annual meeting must provide the full name(s) and current residential address of any person(s) authorized to act as a qualified representative for such shareholder in order for such qualified representative to gain admission to the annual meeting to present the proposed business or nomination on such shareholder's behalf; and (ii) no more than three persons who are authorized to act as proxy or a qualified representative for a shareholder may attend the annual meeting. You should review Article I, Section 1.10(c) of our By-Laws for additional information. We have posted our amended and restated By-Laws on our website on the Corporate Governance page at *ir.ameriprise.com.*

How to Vote

The Notice Regarding the Availability of Proxy Materials that most of our shareholders will receive will have information about submitting your proxy online but is not permitted to include a telephonic voting number because that would enable a shareholder to vote without accessing the proxy materials online. The telephonic voting number will be on the website where the proxy materials can be found. For more information about submitting your proxy by telephone, please see the next two sections.

Your Vote is Important. We encourage you to submit your proxy promptly. Internet and telephone proxy submission is available through 11:59 p.m. Eastern time on Sunday, April 22, 2018, for shares held in the Ameriprise 401(k) plan and through 11:59 p.m. Eastern time on Tuesday, April 24, 2018, for all other shares. You may submit your proxy or vote in one of the following ways:

Submit Your Proxy By Telephone. You have the option to submit your proxy by telephone. In order to submit your proxy by telephone, please go to *www.proxyvote.com* and log in using the 16-digit control number provided on your Notice Regarding the Availability of Proxy Materials. You will be provided with a telephone number for submitting your proxy at that site. Alternatively, if you request paper copies of the proxy materials, your proxy card or voting instruction form will have a toll-free telephone number that you may use to submit your proxy.

When you submit your proxy by telephone, you will be required to enter your 16-digit control number, so please have it available when you call. You may submit your proxy by telephone 24 hours a day. The telephone proxy submission system has easy-to-follow instructions and allows you to confirm that the system has properly recorded your voting instructions.

Submit Your Proxy By Internet. You may also submit your proxy by the Internet. The Notice Regarding the Availability of Proxy Materials indicates the website you may access for Internet proxy submission using the 16-digit control number included in the notice. You may submit your proxy by the Internet 24 hours a day. As with telephone proxy submission, you will be able to confirm that the system has properly recorded your voting instructions. If you hold your shares in street name, please follow the Internet proxy submission instructions in the Notice Regarding the Availability of Proxy Materials you receive from your bank, broker, trustee, or other record holder. You may incur telephone and Internet access charges if you submit your proxy by the Internet.

Submit Your Proxy By Mail. If you elect to receive your proxy materials by mail and you are a holder of record, you can submit your proxy by marking, dating, and signing your proxy card and returning it by mail in the postage-paid envelope provided to you. If you elect to receive your proxy materials by mail and you hold your shares in street name, you can submit your voting instructions by completing and mailing the voting instruction form provided by your bank, broker, trustee, or holder of record.

Vote at the Meeting. Submitting a proxy now will not limit your right to change your vote at the meeting if you attend in person. If you hold your shares in street name, you must obtain a proxy, executed in your favor, from the holder of record if you wish to vote your shares at the meeting in person. All shares for which proxies have been properly submitted and not revoked will be voted as you have directed at the meeting. If you sign and return your proxy card without voting instructions for a proposal, your shares will be voted as the Board of Directors recommends for that proposal.

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Revocation of Proxies. You can revoke your proxy at any time before your shares are voted if you:

(1) submit a written revocation to our corporate secretary at the meeting;

(2) submit a timely later-dated proxy or voting instruction form if you hold shares in street name;

(3) provide timely subsequent telephone or Internet voting instructions; or

(4) vote in person at the meeting.

Shares Held Under the Ameriprise Financial 401(k) Plan

If you participate in the Ameriprise Financial 401(k) Plan and invest in the Ameriprise Financial, Inc. Stock Fund, your proxy card includes shares that the plan has credited to your account. To allow sufficient time for the plan trustee to vote, the trustee must receive your voting instructions by 11:59 p.m. Eastern time, on Sunday, April 22, 2018. If the plan trustee does not receive your instructions by that date, the trustee will vote your shares in the same proportion of votes that the trustee receives from other plan participants who did vote.

Confidential Voting

We maintain the confidentiality of the votes of individual shareholders. We do not disclose these votes to any member of management unless we must disclose them for legal reasons or in the event of a contested proxy solicitation. However, if a shareholder writes a comment on the proxy card, we will forward the comment to management. In reviewing the comment, management may learn how the shareholder voted. In addition, the Inspector of Elections and selected employees of our independent tabulating agent may have access to individual votes in the normal course of counting and verifying the vote.

Item	To elect directors and adopt the other proposals, the following proportion of votes is required:	Routine/ Non-Routine	Treatment of Abstentions	Treatment of Broker Non-Votes
To elect the eight director nominees named in the proxy statement	Under the majority voting standard, in an uncontested election, a nominee must receive a number of "For" votes that exceeds 50% of the votes cast (excluding abstentions)*	Non-routine	No effect; not included in numerator or denominator.	No effect; not included in numerator or denominator.
To approve the compensation of the named executive officers by a nonbinding advisory vote	The affirmative vote of a majority of the votes cast	Non-routine	No effect; not included in numerator or denominator.	No effect; not included in numerator or denominator.
		Routine		

To ratify the Audit Committee's selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2018	The affirmative vote of a majority of the votes cast		No effect; not included in numerator or denominator.	No effect; not included in numerator or denominator.
To vote on a shareholder proposal relating to the disclosure of political contributions and expenditures, if properly presented	The affirmative vote of a majority of the votes cast	Non-routine	No effect; not included in numerator or denominator.	No effect; not included in numerator or denominator.

The Board of Directors recommends that you vote "FOR" each of the nominees in Item (1) and "FOR" Items (2) and (3). Properly submitted proxies will be voted "FOR" each such Item unless otherwise specified. The Board of Directors recommends that you vote "AGAINST" Item (4), assuming that it is properly presented at the annual meeting in accordance with our By-Laws. Properly submitted proxies will be voted "AGAINST" Item (4) unless otherwise specified.

* If an uncontested incumbent nominee for director does not receive an affirmative majority of "For" votes, he or she will be required to promptly tender his or her resignation to the Board. The independent Nominating and Governance Committee will then make a recommendation to the Board as to whether the tendered resignation should be accepted or rejected, or whether other action should be taken. The Board will publicly announce its decision regarding the tendered resignation and the rationale behind it within 90 days after the election results have been certified. The director who tendered the resignation will not be permitted to vote on the recommendation of the Nominating and Governance Committee or the Board's decision with respect to his or her tendered resignation.

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Quorum and Required Vote

Quorum. We will have a quorum and will be able to conduct the business of the annual meeting if the holders of a majority of the voting power of the shares entitled to vote at the meeting are either present in person or represented by proxy at the meeting.

Routine and Non-Routine Proposals. The rules of the New York Stock Exchange determine whether proposals presented at shareholder meetings are routine or non-routine. If a proposal is routine, a broker or other entity holding shares for an owner in street name may vote on the proposal without receiving voting instructions from the owner under certain circumstances. If a proposal is non-routine, the broker or other entity may vote on the proposal only if the owner has provided voting instructions. A broker non-vote occurs when the broker or other entity is unable to vote on a proposal because the proposal is non-routine and the owner does not provide any voting instructions.

The rules of the New York Stock Exchange make all of the proposals to be considered at the annual meeting non-routine items except for the proposal to ratify the Audit Committee's selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2018. This means that brokers who do not receive voting instructions from their clients as to how to vote their shares for Items (1), (2) and (4) can't exercise discretion to vote their clients' shares. Therefore, it is important that you instruct your broker as to how you wish to have your shares voted on these proposals, even if you wish to vote as recommended by the Board of Directors.

How We Count Votes. In determining whether we have a quorum for the annual meeting, we count abstentions and broker non-votes as present and entitled to vote. For your convenience, we have provided the chart on the previous page to show whether each item being voted on is routine or non-routine under the rules of the New York Stock Exchange. The chart also shows how abstentions and broker non-votes will be treated in determining the outcome of voting on each item.

Multiple Shareholders Sharing the Same Address

For those shareholders requesting paper proxy materials who share a single address and would like to receive only one annual report and proxy statement at that address, please contact our corporate secretary. This service, known as "householding," is designed to reduce our printing and postage costs. If after signing up for householding any shareholder residing at such an address wishes to receive a separate annual report or proxy statement in the future, he or she may contact our corporate secretary. The contact information for our corporate secretary is provided on page one under "General Information."

Cost of Proxy Solicitation

We will pay the expenses of soliciting proxies. Our directors, officers or employees may solicit proxies for us in person, or by telephone, facsimile or electronic transmission for no additional compensation. We have hired D.F. King & Co., Inc. to help us distribute and solicit proxies. We will pay D.F. King $20,000 plus expenses for these services.

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Corporate Governance

This section highlights our corporate governance program. We provide details about these and other corporate governance policies and practices in other sections of the proxy statement and on our website on the Corporate Governance page at *ir.ameriprise.com*.

Requests for Copies of Materials

You may request copies of any of the documents referred to in this section of the proxy statement by calling Thomas R. Moore, our Vice President, Corporate Secretary and Chief Governance Officer, at (612) 678-0106. You may also write to him by email at *thomas.r.moore@ampf.com* or by mail at 1098 Ameriprise Financial Center, Minneapolis, MN 55474. We'll provide the copies at no cost to you.

Director Independence

Our Board, acting upon the recommendation of its Nominating and Governance Committee, has affirmatively determined that the following directors and director nominee have no material relationship with the Company and are therefore independent under the corporate governance listing standards of the New York Stock Exchange: Dianne Neal Blixt, Amy DiGeso, Lon R. Greenberg, Siri S. Marshall, Jeffrey Noddle, H. Jay Sarles, Robert F. Sharpe, Jr., W. Edward Walter and Christopher J. Williams.

Our only non-independent director and the only Company officer serving on the Board is Mr. Cracchiolo, our chairman and chief executive officer.

Independence of Committee Members

As required by the rules of the New York Stock Exchange, only independent directors serve on these standing committees of the Board: Audit; Compensation and Benefits; and Nominating and Governance. Members of the Audit Committee also meet the independence standards of Rule 10A-3 of the Securities Exchange Act of 1934, as amended. Members of the Compensation and Benefits Committee also meet the independence standards for "outside directors" under Section 162(m) of the Internal Revenue Code of 1986, as amended, and are considered "non-employee directors" under Rule 16b-3 of the Securities Exchange Act of 1934, as amended.

On the Board's Executive Committee, Mr. Cracchiolo serves as the committee's chairman and the chairmen of the three other standing committees serve as the Executive Committee's other members. The corporate governance rules of the New York Stock Exchange do not require that all members of the Executive Committee be independent directors.

Categorical Standards of Director Independence

Upon the recommendation of its Nominating and Governance Committee, the Board has approved categorical standards of director independence. These categorical standards: assist the Board in making its independence determinations; provide investors with an adequate means of assessing the quality of the Board's independence; and avoid the excessive disclosure of immaterial relationships. The Board's categorical standards of independence are posted on our website on the Corporate Governance page at *ir.ameriprise.com*. The categorical standards generally classify as "not material": relationships with our Company arising in the ordinary course of business; relationships with companies of which a director is a shareholder or partnerships of which a director is a partner; contributions made or pledged to charitable organizations with which a director has a relationship; certain familial relationships; and certain social and other relationships. In addition to the New York Stock Exchange's standard independence tests, the Nominating and Governance Committee applied the categorical standards of independence when making its recommendations regarding director independence to the Board of Directors. In making these independence recommendations, the Nominating and Governance Committee considered all relationships and transactions between the director and the Company as described in questionnaires completed by each director and in materials provided by management, which may include transactions discussed in this proxy statement and relationships not considered material under the categorical standards of independence approved by the Board.

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Committee Charters

The Board's Audit, Compensation and Benefits, and Nominating and Governance Committees each operate under a written charter that is approved by the Board of Directors. Each committee charter satisfies the requirements of the New York Stock Exchange's corporate governance listing standards. Each committee reviews and reassesses the adequacy of its charter at least annually. Each committee will recommend any proposed changes to the Board of Directors for consideration and approval. The committee charters are posted on our website on the Corporate Governance page at *ir.ameriprise.com* and additional information about each committee is contained in the sections following this summary.

The Executive Committee also operates under a written charter that is approved by the Board of Directors. The Executive Committee's charter is posted on our website at the same location as the other committee charters.

Internal Audit Function

The Company has an internal audit function that is supervised by our general auditor. The Audit Committee reviews the appointment and replacement of the general auditor. The Audit Committee also annually reviews the performance and compensation of the general auditor. The general auditor reports regularly to the Audit Committee, including in executive sessions where he is the only officer present.

Audit Committee Financial Experts

The Board has determined that Ms. Blixt and Messrs. Greenberg and Sarles (who is not standing for re-election) are "audit committee financial experts" as defined by the Securities and Exchange Commission regulations and that they have accounting or related financial management expertise, as the Board interpreted such qualification in its business judgment. The Board has also determined that all Audit Committee members are financially literate, as that term is interpreted by the Board in its business judgment.

Executive Sessions of Independent Directors

The independent directors customarily meet in executive session without management present at each regularly scheduled meeting of the Board. The Board may decide, however, that such an executive session is not required at a particular Board meeting.

Presiding Director

The Company's Corporate Governance Guidelines provide that 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 the 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.

Mr. Sharpe currently serves as the Board's presiding director.

Communications from Shareholders and Other Interested Parties

Shareholders and other interested parties may make their concerns known to the independent directors by communicating directly with the presiding director or another director via the Company's corporate secretary. You can find more information about how to communicate with our independent directors on page 11 of this proxy statement, under the caption "Communicating with Directors."

Our Board's Leadership Structure

Our Board of Directors determines which leadership structure best serves its needs and those of our shareholders. Currently, Mr. Cracchiolo serves as both the chairman of the Board of Directors and the chief executive officer of the Company. Mr. Sharpe, the chairman of the Board's Nominating and Governance Committee, currently serves as the Board's presiding director.

The Board believes that Mr. Cracchiolo's service as both chairman and chief executive officer has the following advantages for the Company given the

specific characteristics or circumstances of the Company. Mr. Cracchiolo provides proven leadership ability, strong communication skills, and a deep understanding of the Company, the financial services industry, and the Company's long-term strategic direction. The chairman is often required to speak on behalf of the entire Board to shareholders, regulators, and other stakeholders and therefore must engender the trust and respect of the entire Board. As the leader of the Board, Mr. Cracchiolo must also be able to maintain an atmosphere of collegiality, encourage open and vigorous discussion and debate during Board meetings, and promote fairness in considering the views and opinions of all directors.

Recognizing that the Company's or the Board's circumstances may change, the Board has no policy with respect to the separation of the roles of the chairman and chief executive officer. As stated in our Corporate Governance Guidelines, "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 when it elects a new chief executive officer."

The Board recognizes that the Company's and Board's circumstances may change in the context of CEO succession planning and that having a separate chairman and CEO is an option that the Board will consider carefully in those circumstances.

The role of the Board's presiding director is an important part of the Board's leadership structure. At other companies, this role may be called a "lead director." Our Corporate Governance Guidelines assign the following duties to the presiding director: preside over executive sessions of non-management and independent directors; serve as principal liaison between the Board and the 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.

In addition to the presiding director, our Board has adopted a number of procedures and policies designed to preserve the effectiveness of the independent directors and the transparency of Board operations. For example, each Board agenda includes an executive session of the independent directors, although those directors may decide that one is not needed. Any director is free to suggest agenda items, to request additional time for an agenda topic, or to request information from management. The independent directors also have regular access to members of management other than the chief executive officer. In advance of each regular Board meeting, the corporate secretary asks the independent directors to submit any questions or topics that they would like the chairman and chief executive officer to address at the meeting.

Our Board's Role in Risk Oversight

It is the job of our chief executive officer, chief financial officer, general counsel, and other members of our senior management to identify, assess, and manage our exposure to risk. Our Board plays an important role in overseeing management's performance of these functions. The Board of Directors has approved the charter of its Audit Committee, which lists the primary responsibilities of the Audit Committee. Those responsibilities require the Audit Committee to discuss with management, the general auditor, and the independent auditors the Company's enterprise-wide risk assessment and risk management processes, including major risk exposures, risk mitigants, and the design and effectiveness of the Company's processes and controls to prevent and detect fraudulent activity. Some aspect of risk management and oversight is discussed at virtually every Audit Committee meeting. The Audit Committee's charter is posted on our website on the Corporate Governance page at *ir.ameriprise.com*.

As a diversified financial services company, our business is subject to a number of risks and uncertainties, which are described in detail in our Form 10-K for the year ended December 31, 2017, which is included as part of our 2017 Annual Report to Shareholders. The Audit Committee and the Board as a whole receive regular reports from management and our independent auditors on prevailing material risks and the actions being taken to mitigate them. Management also reports to the Audit Committee and the Board on steps being taken to enhance our risk management processes and controls in light of evolving market, business, regulatory, and other conditions. Because four of our eight independent directors serve on the Audit Committee, a significant portion of the independent directors is closely and regularly involved in the risk oversight function.

Directors who do not serve on the Audit Committee have access to the committee's meeting materials, including draft minutes for each Audit Committee meeting. The chairman of the Audit Committee reports to the entire Board on the Audit Committee's activities and decisions. In addition, each presentation to the Audit Committee or the Board on any significant matter is preceded by an executive summary that includes a section devoted to risk management issues. This section is intended to focus the attention of the Audit Committee and the Board on key risk topics and management's related risk management strategies and processes. As part of its ongoing responsibilities, the Audit Committee reviews and assesses the quality and clarity of the risk management information provided to it and, if necessary, makes recommendations to management for improving this information reporting.

Because we are in a highly regulated industry, the Audit Committee and the Board receive regular reports of examination from our regulators. In part, these reports address risk management topics and, as needed, the Audit Committee and the Board will respond in writing to risk management or other issues raised in the reports. In order to confirm that it is receiving candid and complete information on risk management and other topics, the Audit Committee holds regular separate executive sessions with members of executive management, our independent auditors, and our general auditor.

The Board and the Audit Committee also play a role in the oversight of our cybersecurity risk management program. Our Executive Vice President and Chief lnformation Officer, our Chief lnformation Security Officer, and other officers regularly review with our Board and the Audit Committee the cyber threat landscape; the design, effectiveness and ongoing enhancement of our capabilities to monitor, prevent and respond to cyber threats and events; and any incidents which merit discussion.

In response to emerging best practices and regulatory guidelines, the Audit Committee and the Compensation and Benefits Committee also have received reports on risks related to our incentive compensation plans across the Company. The committees will continue to receive such reports as needed. These plans cover officers and employees who are not executive officers. We discuss this subject in more detail in the section of the Compensation Discussion and Analysis captioned "Risk and Incentive Compensation" beginning on page 55.

In the preceding section of the proxy statement, we explained our Board's leadership structure. Our chairman and chief executive officer is ultimately responsible for the effectiveness of the Company's risk management processes and is an integral part of our day-to-day risk management processes. He also attends each Audit Committee meeting, except in extraordinary circumstances unrelated to that meeting's agenda. As a result, his ability to lead our enterprise risk management program and to assist in the Board's oversight of that program improves the effectiveness of both the Board's leadership structure and its oversight of risk.

Our Board's Role in Strategic Planning

Ameriprise has a strategic Long-Range Plan that guides how we lead the Company to maximize long-term shareholder value creation, deliver competitively differentiated value to our clients, and attract and retain talent. Each year, our executive team revisits and updates that plan as appropriate to address changes in the external and competitive environment, as well as internal capabilities. Our Board of Directors plays an important role in our strategic planning process as well. Each year, we hold detailed discussions with the Board on the Long-Range Plan at our annual long-range planning offsite meeting, as well as throughout the year as appropriate.

Our long-range strategy is to advise, manage, and protect assets and income for retail, high net worth, and institutional clients. By fulfilling our strategy, we believe that we are not only creating long-term value for our shareholders, but also enabling our clients and their families to achieve their financial goals, including a confident retirement.

In addition, the Long-Range Plan guides the development of our annual operating plan and budgets. Throughout the year, management and the Board hold regular discussion on the business performance and progress on the annual plan and what we are looking to accomplish in the context of our Long-Range Plan. Corporate and individual performance goals and metrics are defined and used to inform and determine executive long-term incentive awards by the Compensation and Benefits Committee, as explained in detail beginning on page 40 of this proxy statement.

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Consideration of Director Candidates Recommended by Shareholders

The Nominating and Governance Committee will consider director candidates recommended by shareholders, provided that the requirements explained on page 15 under the caption "Director Nomination Process" are satisfied.

Annual Performance Evaluation Process for the Board and its Committees

The Nominating and Governance Committee oversees an annual performance evaluation process for the Board of Directors and the Audit, Compensation and Benefits, and Nominating and Governance Committees. The process is intended to determine whether the Board and its committees are functioning effectively.

Corporate Governance Guidelines

The Board of Directors has approved Corporate Governance Guidelines. Among other topics, the Corporate Governance Guidelines address: director qualification standards; director responsibilities; director access to management and, as necessary and appropriate, independent advisors; director compensation; director orientation and continuing education; management succession; and the annual performance evaluation of the Board and its committees. The Corporate Governance Guidelines are posted on our website on the Corporate Governance page at *ir.ameriprise.com*.

Codes of Conduct

We have adopted a Global Code of Conduct to guide ethical business behavior and decision-making. The Code applies to all of our officers, employees, financial advisors, and their employees, and individuals conducting business on behalf of us and our subsidiaries. Following our Global Code of Conduct and all applicable laws, regulations, and Company policies is a condition of employment or association with the Company, except as otherwise provided by the laws of a foreign jurisdiction.

The Board of Directors has adopted a Code of Business Conduct for Members of the Board of Directors of Ameriprise Financial, Inc. This Code is intended to focus each director on areas of potential conflicts of interest and provide guidance relating to the recognition and handling of ethical issues. The Code also provides mechanisms to report potential conflicts of interest or unethical conduct and is intended to foster a culture of openness and accountability.

Both of these Codes are posted on our website on the Corporate Governance page at *ir.ameriprise.com*.

Director Attendance at Annual Meeting of Shareholders

Our Corporate Governance Guidelines state that directors are expected to attend the annual meeting of shareholders. The corporate secretary reminds each director of this policy in writing in advance of each annual meeting of shareholders. At our 2017 annual meeting of shareholders, all directors then serving were in attendance.

Majority Voting for Directors

Our By-Laws provide for majority voting for directors in uncontested elections. The plurality standard will be used in the case of contested elections. We anticipate that the election of directors to be held at the meeting will be uncontested, and therefore the majority voting standard will apply. We have provided additional information about the By-Law provisions governing majority voting for directors beginning on page three of this proxy statement, in the table titled "Votes Required for Proposals."

Director Qualifications and Board Policies

The Board of Directors has determined that directors should be persons who have achieved prominence in their field and who possess significant experience in areas of importance to the Company, such as general management, finance, marketing, technology, law, business or public sector activities.

Directors should possess integrity, energy, forthrightness, analytical skills and the commitment to devote the necessary time and attention to the Company's affairs. Directors should possess a willingness to challenge and stimulate management and the ability to work as part of a team in an environment of trust.

The Nominating and Governance Committee will consider whether the candidate has served as the

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chief executive officer, chief financial officer or other executive officer of a public company with significant policy-making or operational responsibility. The committee also evaluates a candidate's manifest potential to significantly enhance the effectiveness of the Board and its committees. Experience in an area that is directly relevant to one or more of our business segments is also an important consideration.

The committee considers these specific qualities or skills as being necessary for one or more directors to possess:

- A majority of directors must satisfy the independence standards established by the New York Stock Exchange;
- Enough independent directors must be financially literate and have accounting or related financial management expertise so that the current and anticipated membership needs of the Audit Committee can be satisfied;
- Directors are expected to possess the skills, experience, and professional background necessary to gain a sound understanding of our strategic vision, mix of businesses, and approach to regulatory relations and enterprise risk management; and
- The Board as a whole must possess a mix and breadth of qualities, skills, and experience that will enable it and its committees to promote the best interests of the Company and its shareholders and to address effectively the risk factors to which the Company is subject.

Independent directors have access to individual members of management or to our employees on a confidential basis. Directors are authorized to conduct independent investigations and to hire outside consultants or experts at our expense. Directors also have access to our records and files, and directors may contact other directors without informing our management of the purpose or even the fact of such contact.

We believe that each director should have a substantial personal investment in the Company. A personal holding of Company shares or deferred share units having a market value of five times the amount of the current annual cash retainer upon attainment is recommended for each director. A decrease in the price of a share of our common stock after a director has attained the required ownership threshold will not negate the director's satisfaction of this requirement. Directors are expected to attain this ownership threshold within five years of joining the Board. We disclose the dollar value of each outside director's equity holdings as of February 28, 2018, on page 17. All directors who have served on the Board for more than five years are in compliance with our ownership threshold.

Board Diversity

Our Board of Directors does not have a formal written policy with regard to the consideration of diversity in identifying director nominees. Our Corporate Governance Guidelines, however, require the Board's Nominating and Governance Committee to review the qualifications of the directors and the composition of the Board as a whole periodically. This assessment includes not only the independence of the directors, but also consideration of required minimum qualifications, diversity, age, skills, and experience in the context of the needs of the Board. Our Corporate Governance Guidelines provide that the Board will establish the number of directors based on the recommendations of its 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.

Whenever the Nominating and Governance Committee engages a search firm to identify potential director candidates, the committee instructs the firm that diversity considerations are highly important. Similarly, whenever the committee considers candidates identified by other directors or shareholders, the same considerations apply. Because our Board of Directors is relatively small, it may not always be possible to recruit a director who has the skills and experience needed by the Board at that time and who also enhances the diversity of the Board. Nevertheless, considerations of gender, racial, and ethnic diversity will continue to be important factors in identifying and recruiting new directors. The Board of Directors believes that maintaining and enhancing the Board's diversity are important corporate governance goals.

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Communicating with Directors

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, email or telephone, should be directed to the Company's corporate secretary, who will forward them to the intended recipients. However, unsolicited advertisements or invitations to conferences or promotional material, in the discretion of the Company's corporate secretary, may not be forwarded to the directors.

If a shareholder or other interested party wishes to communicate a concern to the chairman of the Audit Committee about our financial statements, accounting practices, internal controls or business ethics or corporate conduct, the concern should be submitted in writing to the chairman of the Audit Committee in care of our corporate secretary. If the concern relates to our executive compensation program, the concern should be submitted in writing to the chairman of the Compensation and Benefits Committee in care of our corporate secretary. If the concern relates to our governance practices, the concern should be submitted in writing to the chairman of the Nominating and Governance Committee in care of our corporate secretary. If the shareholder or other interested party is unsure as to which category his or her concern relates, he may communicate it to any one of the independent directors in care of our corporate secretary. The contact information for the Company's corporate secretary is provided on page one under "General Information."

Our "whistleblower" policy prohibits us or any of our employees from retaliating or taking any adverse action against anyone for raising a compliance or ethical concern in good faith. If a shareholder, employee or other interested party nonetheless prefers to raise his or her concern in a confidential or anonymous manner, the concern may be directed to our ethics hotline, at (800) 963-6395. This is a confidential, independent service that allows individuals to report compliance or ethical issues and concerns they may have concerning Ameriprise Financial. An ethics specialist will forward accounting and auditing issues to our general auditor and our general counsel, who will confirm that the matter is properly investigated and, if deemed appropriate, report the results to the Audit Committee.

Board and Committee Meetings

During 2017, the Board of Directors met six times. All of our directors attended 88% or more of the meetings of the Board and Board committees on which they served in 2017.

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Membership on Board Committees

This table lists our four standing Board committees, the directors who currently serve on them, and the number of committee meetings held in 2017.

Audit	Compensation and Benefits	Executive	Nominating and Governance
Mr. Sarles(1)	Mr. Noddle(2)	Mr. Cracchiolo(2)	Mr. Sharpe(3)
Ms. Blixt(4)	Ms. Blixt(5)	Mr. Noddle	Ms. DiGeso
Mr. Greenberg(4)	Ms. DiGeso	Mr. Sarles	Ms. Marshall
Mr. Williams	Mr. Greenberg	Mr. Sharpe	Mr. Noddle
	Ms. Marshall		Mr. Sarles
	Mr. Sharpe		
Number of meetings held in 2017			
11	7	0	2

(1) committee chairman and audit committee financial expert

(2) committee chairman

(3) committee chairman and presiding director

(4) audit committee financial expert

(5) Ms. Blixt was appointed as a Compensation and Benefits Committee member as of April 26, 2017.

Compensation and Benefits Committee

Under its written charter, the Compensation and Benefits Committee's primary purposes are to: establish the philosophy and objectives that will govern our compensation and benefits programs; oversee and approve the compensation and benefits paid to our chief executive officer and other executive officers; recommend for approval by the Board of Directors or the shareholders incentive and equity-based compensation plans; promote the clear and complete disclosure to shareholders of material information regarding the compensation and benefits of our chief executive officer, chief financial officer, and our highest paid executive officers; confirm that appropriate chief executive officer and management succession plans are in place and regularly reviewed and discussed by the Board. A copy of the committee's charter is posted on our website on the Corporate Governance page at *ir.ameriprise.com*.

The committee is also responsible for oversight of the incentive compensation plans throughout the Company, to the extent and in the manner set forth in relevant regulatory guidance or rules and for recommendations to the Board on matters related to nonbinding advisory votes of shareholders to approve the compensation of the named executive officers, submitted as Item 2 of this proxy statement.

Among other matters, the committee exercises ultimate authority with respect to: the compensation and benefits of our chief executive officer and other executive officers; the approval of grants and awards of equity-based and other incentive awards to our chief executive officer and other executive officers and to employees below the executive officer level; and the engagement, oversight, compensation, and termination of the committee's compensation consultant.

While the Compensation and Benefits Committee oversees our executive compensation program, the Nominating and Governance Committee has the authority to oversee the compensation and benefits of non-management directors and make recommendations on such matters to the Board of Directors for approval. We provide information about the compensation of our outside directors beginning on page 17.

The Compensation and Benefits Committee has the authority under its charter to: retain independent legal or other advisors; ask us to provide the committee with the support of one or more of our officers or employees to assist it in carrying out its duties; and request any of our officers or employees or those of our outside counsel or independent auditors to attend a meeting of the committee or to meet with any members of, or consultants to, the committee.

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The committee has the authority to determine the appropriate amount of funding to be provided by us for the payment of the compensation of any compensation consultant or other advisor engaged by the committee and for the payment of any administrative expenses of the committee that are necessary or appropriate in carrying out its duties.

The committee has the authority to delegate its authority to one or more subcommittees, including to the committee chairman, who may act on behalf of the committee during the intervals between meetings.

Depending on the nature of the authority being delegated, a subcommittee may have to consist of a minimum of two members due to certain federal securities and tax law requirements.

The committee may also delegate its authority to one or more of our officers or employees to the extent permitted by federal securities and income tax laws, Delaware law, the rules of the New York Stock Exchange or applicable governing compensation plan documents.

The committee has delegated certain administrative authority to our chief human resources officer to promote the efficient and timely administration of our compensation and benefits plans.

The Role of Executive Officers. Our executive officers play the following roles in recommending the amount or form of executive compensation: preparing committee meeting materials related to the performance of the committee's duties, including total compensation tally sheets and other summaries of executive officers' total compensation; proposing the adoption of new or amended compensation or benefits plans; the chief executive officer will make recommendations to the committee for consideration regarding compensation actions for executive officers other than himself; our chief human resources officer will discuss survey and benchmarking data related to executive compensation and other topics of interest to the committee; and our chief financial officer will discuss and explain the setting and calculation of financial performance goals for certain executive compensation plans. No executive officer has the authority to approve his or her compensation or to make equity-based grants to himself or herself, or to any other executive officer.

The Committee's Independent Compensation Consultant. The Compensation and Benefits Committee currently uses the firm of Frederic W. Cook & Co., Inc. ("FW Cook") as its independent compensation consultant. The committee maintains a Compensation Adviser Policy, which addresses the following topics: the relationship between the committee and its compensation advisers; the criteria that the committee uses to select its consultant; the consultant's duties; how the committee evaluates its compensation consultant; the factors that the committee will apply in determining whether its consultant is independent of the Company's management; and the related disclosure to be provided to our shareholders. We have posted the committee's Compensation Adviser Policy on our website on the Corporate Governance page at *ir.ameriprise.com*. You can request a copy of the Compensation Adviser Policy by writing to Thomas R. Moore, Vice President, Corporate Secretary and Chief Governance Officer, 1098 Ameriprise Financial Center, Minneapolis, MN 55474. You may also email him at thomas.r.moore@ampf.com. He will send you a copy of the policy without charge.

Under the committee's charter, the engagement letter between FW Cook and the committee, and the Compensation Adviser Policy, the committee is responsible for the appointment, oversight, amount of compensation, evaluation, retention, and termination of its compensation consultant. FW Cook works for and reports directly to the committee, not the Company's management, with respect to executive compensation matters. The committee recognizes that its consultant will necessarily work with representatives of management on executive compensation and other matters within the scope of the committee's responsibilities. When doing so, however, FW Cook will act as the committee's representative and solely on the committee's behalf.

In its capacity as the committee's consultant, FW Cook provided the following services, among others: advice and guidance with respect to trends and issues related to executive compensation; assisting the committee in benchmarking competitive compensation, including the composition of a peer group to be used as a market check or reference point in reviewing proxy compensation data; assisting the committee in developing an executive compensation philosophy and program suited to our business strategy and goals; and preparing reports and analyses for the committee's meeting materials. One or more representatives of FW Cook attend committee meetings as needed.

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At a committee meeting held on February 22, 2018, the committee confirmed that FW Cook continues to be independent of the Company's management, in light of the independence standards established in the committee's Compensation Adviser Policy. Before reaffirming FW Cook's continued independence the committee considered any other factors it deemed relevant and the following six specific factors contained in a Securities and Exchange Commission rule and the related New York Stock Exchange corporate governance listing standards: the provision of other services to Ameriprise by FW Cook; the amount of fees received during 2017 from Ameriprise by FW Cook as a percentage of FW Cook's 2017 total revenue; FW Cook's policies and procedures designed to prevent conflicts of interest; any business or personal relationship between a member of the FW Cook engagement team with a member of the committee; any Ameriprise Financial stock owned by FW Cook or by any member of the Ameriprise consulting team or their immediate family members; and any business or personal relationship of FW Cook or any other employee of FW Cook with an executive officer of Ameriprise Financial. Based on this review and FW Cook's responses, the committee determined that no conflict of interest exists that would preclude FW Cook from independently representing the committee.

At its meeting held on February 22, 2018, the committee also reviewed and discussed FW Cook's performance in executive session, without representatives of FW Cook present.

Finally, the committee reviewed written independence statements submitted by two law firms retained by management with respect to matters considered by the committee.

Reporting to the Board. The committee chairman reports to the entire Board regarding each committee meeting. When appropriate these reports and related discussion are conducted in executive session, without management present. Before the committee takes final action with respect to compensation actions affecting the chief executive officer, it first discusses its proposed actions with the other independent directors, without management present.

Management discusses the proposed agenda for each committee meeting with the committee chairman in advance and it is reviewed with the other committee members in advance as well. The committee has adopted a policy of including an executive session on the agenda of each committee meeting. The committee members may decide, however, that an executive session is unnecessary at a particular meeting. This executive session is held without management present. The committee chairman has the authority to add or delete items from any proposed agenda, and to call special meetings of the committee at any time.

Compensation Committee Interlocks and Insider Participation. The Compensation and Benefits Committee members include Dianne Neal Blixt, Amy DiGeso, Lon R. Greenberg, Siri S. Marshall, Jeffrey Noddle, chairman, and Robert F. Sharpe, Jr. None of the members is a former or current officer or employee of the Company or any of its subsidiaries, or is an executive officer of another company where an executive officer of Ameriprise Financial is a director.

Nominating and Governance Committee

The Nominating and Governance Committee operates under a written charter that is posted on our website on the Corporate Governance page at *ir.ameriprise.com*. The committee's purposes are to: assume a leadership role in shaping the corporate governance of the Company; promote the effective functioning of the Board and its committees; advance the best interests of the Company and its shareholders through the implementation, oversight, and disclosure of sound corporate governance guidelines and practices; periodically review the compensation of outside directors and recommend changes to the Board for approval; and promote the clear and complete disclosure to shareholders of material information regarding the compensation and benefits of the Company's outside directors.

In 2017, the committee's charter, with the Board's approval, was revised to include oversight of the Company's new Corporate Social Responsibility program. A copy of the 2017 Responsible Business Report is posted on the Responsible Business page of the Company's website at *ameriprise.com*. The committee's charter also includes oversight responsibility for corporate political spending and a Statement of Principles Governing Corporate Political Spending, approved by the Board based on the committee's recommendation, governs those contributions and expenditures, if any, made at the direction of the Company's officers with corporate funds. It is posted on the Corporate Governance page of our website at *ir.ameriprise.com* along with the Company's annual corporate political spending report.

The committee has adopted a policy of including an executive session attended by committee members only on the agenda of each committee meeting. The committee members may decide, however, that an executive session is unnecessary at a particular meeting.

Director Nomination Process. The Nominating and Governance Committee considers and recommends candidates for election or appointment to the Board. The committee also considers candidates for election to the Board submitted by shareholders. Each member of the committee participates in the review and discussion of director candidates. In addition, members of the Board of Directors who are not on the committee may meet with and evaluate the suitability of candidates. In making its selections of candidates to recommend for election or appointment, the committee will apply the standards and criteria set forth under the caption "Director Qualifications and Board Policies" beginning on page 9 of this proxy statement. The committee applies the same standards in considering candidates submitted by shareholders as it does in evaluating candidates submitted by members of the Board of Directors.

Shareholders who wish to submit nominees for election at an annual or special meeting of shareholders must follow the procedures described on page 78. Shareholders who wish to submit a candidate for consideration by the Nominating and Governance Committee may do so by sending the candidate's name and supporting information to Thomas R. Moore, Vice President, Corporate Secretary and Chief Governance Officer, at the address shown on page one under "General Information."

Audit Committee

The responsibilities of the Audit Committee are described in its written charter and in the following required Audit Committee Report. A copy of the committee's charter is posted on our website on the Corporate Governance page at *ir.ameriprise.com*. The committee's purposes are to provide assistance to the Board of Directors by: monitoring the integrity of the consolidated financial statements of the Company; monitoring compliance by the Company with legal and regulatory requirements and the Company's Global Code of Conduct; evaluating and monitoring the independent auditors' qualifications and independence; evaluating and monitoring the performance of the Company's internal audit function and independent auditors, with respect to the parent company and its subsidiaries; and addressing the finance and risk management matters specified in its charter.

The committee has adopted a policy of including executive sessions on the agenda of each committee meeting. Such executive sessions may include committee members only, or may include separate executive sessions between the committee members and the general auditor, representatives of our independent auditors, or representatives of management, including our chief executive officer, chief financial officer, and general counsel. The committee members may decide, however, that executive sessions are not required at a particular meeting.

Audit Committee Financial Experts. The Board has determined that Ms. Blixt and Messrs. Greenberg and Sarles (who is not standing for re-election) are "audit committee financial experts" as defined by the Securities and Exchange Commission regulations and that they have accounting or related financial management expertise, as the Board interpreted such qualification in its business judgment. The Board has also determined that each Audit Committee member is financially literate, as that term is interpreted by the Board in its business judgment.

External Auditors. The Board of Directors' Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the independent external audit firm retained to audit the Company's financial statements. The Audit Committee has appointed PricewaterhouseCoopers LLC as the Company's independent external auditor for fiscal year 2018. PricewaterhouseCoopers LLC has been retained as the Company's external auditor continuously beginning with our 2011 fiscal year. The Audit Committee is responsible for the audit fee negotiations associated with the Company's retention of PricewaterhouseCoopers.

In order to assure continuing auditor independence, the Audit Committee periodically considers whether there should be a regular rotation of the independent external audit firm. In conjunction with the mandated rotation of PricewaterhouseCoopers LLC's lead

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engagement partner, the Audit Committee and its chairperson are directly involved in the selection of the new lead engagement partner. The members of the Audit Committee and the Board believe that the continued retention of PricewaterhouseCoopers LLC to serve as the Company's independent external auditor is in the best interests of the Company and its shareholders.

Report of the Audit Committee

The Audit Committee's job is one of oversight as set forth in its charter. It is not the duty of the Audit Committee to prepare the Company's consolidated financial statements, to plan or conduct audits or investigations, or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. The Company's management is responsible for preparing the Company's consolidated financial statements and for establishing and maintaining effective internal control over financial reporting. The Company's management is also responsible for its assessment of the effectiveness of internal control over financial reporting. The independent registered public accounting firm is responsible for the audit of the Company's consolidated financial statements and the audit of the effectiveness of the Company's internal control over financial reporting. In addition, the independent registered public accounting firm is responsible for the audit of management's assessment of the effectiveness of internal control over financial reporting.

In the performance of its oversight function, the Audit Committee has reviewed and discussed with management and the independent registered public accounting firm the Company's audited financial statements. The Audit Committee also has discussed with the independent registered public accounting firm the matters required to be discussed under the applicable rules and standards of the Public Company Accounting Oversight Board. In addition, the Audit Committee has received the written disclosures and the letter from its independent accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accounting firm's communications with the Audit Committee concerning independence and has discussed with the independent accounting firm its independence.

The Audit Committee discussed with the Company's general auditor and independent registered public accounting firm the overall scope and plans for their respective audits. The Audit Committee meets with the general auditor and independent registered public accounting firm, with and without management present, to discuss the results of their examinations, their evaluations of the Company's internal controls and the overall quality of the Company's financial reporting. In addition, the Audit Committee meets with the chief executive officer and chief financial officer of the Company to discuss the Company's control environment and the overall quality of the Company's financial reporting.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors, and the Board has approved, that the Company's audited financial statements be included in the Company's 2017 Annual Report to Shareholders and, for filing with the Securities and Exchange Commission, the Company's Annual Report on Form 10-K for the year ended December 31, 2017.

MEMBERS OF THE AUDIT COMMITTEE:

H. Jay Sarles, Chairman
Dianne Neal Blixt
Lon R. Greenberg
Christopher J. Williams

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Compensation of Directors

Our compensation philosophy for outside directors. We compete with other companies for executive talent, as we explain in the Compensation Discussion and Analysis later in this proxy statement. We must also compete with them for persons with the ability, integrity, experience, and judgment required to serve on the board of a public company. We need to attract and retain directors who meet the high qualification standards set by our Board of Directors. In order to do so, we must offer a compensation package that is both competitive and fair in view of the significant time commitment and responsibilities that come with a director's job. Only outside directors receive compensation for serving on our Board. Mr. Cracchiolo does not receive any additional compensation for his service as a director.

We believe that our outside directors should have a substantial personal financial stake in the Company. Accordingly, a significant portion of our directors' compensation package is equity-based. Also, a director is expected to have an equity holding in the Company with a market value of five times the amount of the current annual cash retainer upon attainment. The annual cash retainer for the directors was increased from $80,000 to $100,000 effective as of January 1, 2017. A decrease in the price of a share of our common stock after a director has attained the required ownership threshold will not negate the director's satisfaction of this requirement. A director is expected to reach this goal within five years of joining our Board. Shares of our common stock and deferred share units both count toward this goal. Using a closing price of $156.44 for a share of our common stock on February 28, 2018, the value of the common stock and deferred share units beneficially held by our outside directors on that date was as follows, rounded to the nearest dollar: Mses. Blixt ($945,523), DiGeso ($813,488) and Marshall ($4,489,672); and Messrs. Greenberg ($3,023,516); Noddle ($6,874,443); Sarles ($5,640,131); Sharpe ($9,787,981); and Williams ($472,918). As is true for our executive officers, we prohibit our directors from hedging against a decline in the value of our stock.

How and why our outside directors' compensation was determined. The Board's Nominating and Governance Committee is responsible under its charter for overseeing the compensation and benefits paid to our outside directors. The committee will periodically review the appropriateness of the outside directors' compensation package.

The committee will discuss with an independent consultant any proposed changes to the compensation of outside directors. The committee will then recommend to the Board that it approve such changes as the committee believes are reasonable and appropriate, based in part on the consultant's report and findings. If the Board approves the committee's recommendations, and, as it relates to equity-based compensation, if the committee's recommendations are within the shareholder-approved limitation on director compensation under our Amended and Restated 2005 Incentive Compensation Plan, the new compensation package will become effective as of a date set by the Board.

At its meeting held on October 5, 2016, the Nominating and Governance Committee reviewed and discussed an analysis of non-management director compensation prepared by FW Cook, which also serves as the compensation consultant to the Compensation and Benefits Committee. FW Cook also submitted information to the committee to assist it in confirming that FW Cook is independent from the Company and the non-management directors serving on the committee and the other non-management directors serving on the Board.

Among other matters, FW Cook's report: reviewed the design and competitiveness of our non-management director compensation program; compared the program to the 16-company peer group that is also used in connection with our executive compensation program; and recommended changes to the amount of certain components of the program. Although FW Cook concluded that the program's core design is aligned with our peer group and general market best practices, it found that increases in the annual Board cash retainer, the annual Board equity award, and the chairmen's annual cash retainers for the Compensation and Benefits Committee and Nominating and Governance Committee were appropriate in order to align compensation with peer group competitive levels. FW Cook noted that those competitive levels had increased significantly since the Board approved an increase to its compensation, effective as of January 1, 2014. Acting in reliance on FW Cook's report, the committee recommended that

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the Board approve the changes to the program that are detailed in the following paragraph.

Changes to the outside directors' compensation program, beginning effective January 1, 2017. At its meeting held on October 5, 2016, the Board, acting upon the recommendation of its Nominating and Governance Committee, approved the following changes to be effective as of January 1, 2017: the dollar amount of the annual director cash retainer, paid quarterly, is increased from $80,000 to $100,000; and the dollar amount of the annual retainer for the chairmen of both the Nominating and Governance Committee and Compensation and Benefits Committee is increased from $15,000 to $20,000. The Board also approved an increase in the dollar amount of the annual grant in the form of Deferred Share Units from $125,000 to $150,000 effective for the plan year beginning on the date of the Company's 2017 annual meeting of shareholders. In all other respects the Company's compensation program for non-management directors remains in full force and effect.

The chart below summarizes the compensation program for our outside directors during 2017. We do not pay meeting fees or grant stock options or restricted stock to our outside directors.

Outside Directors Compensation Program for 2017

Annual Cash Retainer	$100,000
Annual Equity Retainer	$150,000 in the form of Deferred Share Units
Board Meeting Fees	No board meeting fees
Committee Meeting Fees	No committee meeting fees
Committee Member Annual Retainer	Committee members receive an annual retainer as follows: Audit Committee $15,000 Compensation and Benefits Committee $10,000 Nominating and Governance Committee $10,000 There is no committee member retainer for the members of the Executive Committee.
Committee Chairman Annual Retainer	Committee chairmen receive an annual retainer *in addition to* the committee member retainer, as follows: Audit Committee chairman $20,000 ($35,000 total committee retainer) Compensation and Benefits Committee chairman $20,000 ($30,000 total committee retainer)

	Nominating and Governance Committee chairman	$20,000 ($30,000 total committee retainer)
Charitable Matching Gift Program	Up to $1,500 annually	

Perquisites and Personal Benefits. Our outside directors receive occasional perquisites or personal benefits of reasonable value, such as: commemorative items in connection with their Board service; welcoming gifts at the hotel where they stay during Board meetings or events; holiday gifts; and recreational or other services and amenities when attending an off-site Board long-range planning meeting. We do not provide our directors with a tax gross-up amount on any gifts or other items given to them.

We pay for or reimburse our outside directors for their reasonable travel, lodging, food and other expenses related to their attendance at Board, committee or annual shareholder meetings. Our outside directors may use our corporate aircraft for Board-related travel, subject to the aircraft's availability and other restrictions. In extraordinary or unusual circumstances, such as a family emergency, we may make our corporate aircraft available to our outside directors on an exception basis.

Our outside directors are eligible to participate in our charitable gift matching program on the same basis as our employees. We will match a director's personal contributions to one or more qualifying charitable organizations subject to an annual aggregate limit, which is currently $1,500. The annual aggregate limit was reduced from $2,000 to $1,500 for gifts made on or after January 1, 2017. Directors' requests for matching gifts are processed by the same outside vendor that we use for employee matching gift requests.

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Other Assistance and Payments. As is true at many other public companies, our in-house counsel and other employees, as well as outside counsel, assist our outside directors in satisfying their legal reporting obligations under Section 16(a) of the Securities Exchange Act of 1934, as amended. We pay for the fees and expenses related to the preparation and filing of Securities and Exchange Commission Forms 3, 4 and 5 for our outside directors, but only for transactions in our securities.

A director's Section 16(a) reporting obligations for transactions in our securities are imposed solely due to his or her service on our Board. Therefore, we do not consider such assistance and related payments to be perquisites or personal benefits. Nevertheless, we have provided this information to you in the interests of full and transparent disclosure.

Compensation Paid to Outside Directors in 2017

This table shows the total compensation earned by or paid to our outside directors during 2017. The table also discloses other payments, such as deemed dividends on deferred share units and the amount of charitable matching gifts we made, if any, for a director.

Name	Annual Retainer Earned or Paid in Cash	Committee Chairman Retainer Earned or Paid in Cash	Committee Member Retainer Earned or Paid in Cash	Stock Awards(1)	All Other Compensation(3)	Total
Dianne Neal Blixt*	$ 100,000	$ 0	$ 21,786	$ 150,000	$ 16,661	$ 288,447
Amy DiGeso	$ 100,000	$ 0	$ 20,000	$ 150,000	$ 16,661	$ 286,661
Lon R. Greenberg	$ 100,000	$ 0	$ 25,000	$ 150,000	$ 36,625	$ 311,625
Siri S. Marshall	$ 100,000	$ 0	$ 20,000	$ 150,000	$ 88,736	$ 358,736
Jeffrey Noddle	$ 100,000	$ 20,000	$ 20,000	$ 150,000	$ 137,175	$ 427,175
H. Jay Sarles(2)	$ 100,000	$ 20,000	$ 25,000	$ 150,000	$ 92,123	$ 387,123
Robert F. Sharpe, Jr.	$ 100,000	$ 20,000	$ 20,000	$ 150,000	$ 101,569	$ 391,569
Christopher J. Williams(2)	$ 100,000	$ 0	$ 15,000	$ 150,000	$ 8,607	$ 273,607

* Ms. Blixt was appointed as a member of the Compensation and Benefits Committee as of April 26, 2017, and received a pro-rated annual committee member retainer for her service.

(1) The dollar amounts in this column show the grant date fair value of the annual grant of deferred share units. For 2017, the number of deferred share units credited to a director's account is calculated as follows: the dollar value to be received by the director is divided by the closing price of a share of our common stock on the date of our annual meeting of shareholders.

(2) In 2017, Mr. Sarles elected to defer 50% of his cash retainers under the Ameriprise Financial Deferred Share Plan for Outside Directors. In lieu of cash, Mr. Sarles received an aggregate total of 526 deferred share units

in his deferred compensation accounts. Mr. Williams elected to defer 100% of his cash retainers under the Ameriprise Financial Deferred Share Plan for Outside Directors, with 70% allocated into the Ameriprise Common Stock Fund and 30% allocated into the Moody's Corporate Bond Yield Index. In lieu of cash, Mr. Williams received an aggregate total of 584 deferred share units of Ameriprise Financial in his deferred compensation accounts.

(3)

The dollar amount shown in this column is the total of: deemed dividends credited during 2017 to a director's plan account and reinvested in additional deferred share units; and charitable matching gifts we made during 2017 to one or more charitable organizations on behalf of the director. The aggregate incremental cost of perquisites and personal benefits is less than $10,000 for each director. As a result, the Securities and Exchange Commission does not require us to disclose those costs. All deemed dividends were credited at the same rate as the dividends paid to holders of shares of our common stock.

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For your convenience, we have broken out the two components of "All Other Compensation" in the chart below. Dollar amounts in each component have been rounded to the nearest dollar.

	Deemed Dividends	Charitable Matching Gifts
Dianne Neal Blixt	$ 15,161	$ 1,500
Amy DiGeso	$ 15,161	$ 1,500
Lon R. Greenberg	$ 35,125	$ 1,500
Siri S. Marshall	$ 88,736	$ 0
Jeffrey Noddle	$ 137,175	$ 0
H. Jay Sarles	$ 92,123	$ 0
Robert F. Sharpe, Jr.	$ 101,569	$ 0
Christopher J. Williams	$ 7,107	$ 1,500

Deferred Share Plan for Outside Directors. All of our outside directors participate in the Ameriprise Financial Deferred Share Plan for Outside Directors. Each outside director receives an annual grant of deferred share units immediately following the annual meeting of shareholders. A deferred share unit is a phantom share of our common stock that tracks the value of our common stock. A deferred share unit receives deemed dividends in the same amount paid on a share of our common stock, but it has no voting rights. Outside directors may also choose to defer part or all of their annual cash retainer and any committee retainer under the plan.

Deferred share units issued to outside directors in 2017. This table shows the number of deferred share units issued to outside directors during 2017. In order to simplify the presentation, we have rounded the numbers shown to the nearest unit. Directors' accounts were credited with deemed dividends on the deferred share units at the same rate as the dividends paid on a share of our common stock. These deemed dividends were reinvested in additional deferred share units.

	DSU Balances as of December 31, 2016			DSUs Credited During 2017				DSU Balances as of December 31, 2017		
	Annual Equity Grant	Retainer Deferral	Total DSUs	Annual Equity Grant	Reinvested Deemed Dividends	Retainer Deferral	Total DSUs	Annual Equity Grant	Retainer Deferral	Total DSUs
Dianne Neal Blixt	3,745	0	3,745	1,163	110	0	1,273	5,018	0	5,018
Amy DiGeso	3,745	0	3,745	1,163	110	0	1,273	5,018	0	5,018
Lon R. Greenberg	9,849	0	9,849	1,163	255	0	1,418	11,267	0	11,267
Siri S. Marshall	26,244	0	26,244	1,163	643	0	1,806	28,050	0	28,050
Jeffrey Noddle	26,244	14,812	41,056	1,163	995	0	2,158	28,050	15,164	43,214

H. Jay Sarles	26,244	688	26,932	1,163	668	526	2,357	28,050	1,239	29,289
Robert F. Sharpe, Jr.	26,244	3,924	30,168	1,163	736	0	1,899	28,050	4,017	32,067
Christopher J. Williams	896	0	896	1,163	51	584	1,798	2,101	593	2,694

Includes deemed dividend invested in additional Deferred Share Units.

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Outside Directors Deferred Share Plan for 2017

Feature	Annual Grant	Elective Retainer Deferral
Amount	$150,000 Outside directors whose first term is less than one year long will receive a pro-rata grant based on their length of service between their appointment to the Board and the next annual meeting of shareholders	Before the beginning of each calendar year, a director may elect to defer up to 100% of the annual cash retainer and any committee chairman or member retainer, in 25% increments
Investment Options	Only investment option is Ameriprise deferred share units, credited to a separate annual equity grant deferred share unit account	Director may choose to invest deferred amounts in one or both of these options: Ameriprise deferred share units or a cash account that receives a market rate of interest, credited on the last day of each month
Number of Deferred Share Units Credited	The number of deferred share units is determined by dividing the dollar amount awarded by the closing price of a share of our common stock on the date of our annual shareholders meeting, or for a director who joins the Board after the date of the most recent annual meeting, closing price of a share of our common stock on the third trading day following the public release of our financial statements during the quarter the director joins	The number of units credited is determined by dividing the quarterly deferral amount by the closing price of a share of our common stock on for the third trading day following the public release of our financial statements for the quarter
Dividend Equivalent Reinvestment	Account is credited with additional deferred share units on each dividend payment date for our common stock Number of additional units is calculated by first multiplying the number of units held	Deemed dividends on deferred share units are reinvested in the same manner used for the annual equity grant account

	on the dividend record date by the dividend payable on a share of our common stock; that number is then divided by the closing price of a share of our common stock on the dividend payment date	
Distribution		
	Single payment in shares of our common stock following the director's end of service	A director makes a distribution election at the same time he or she makes a deferral election, and that election applies to that year's deferrals. A director makes a new distribution election each year. A director has three distribution choices: Lump sum on March 31 of a specified year Lump sum following the director's end of service Two to five or ten annual installments following the director's end of service
Change in Control		
	Upon a change in control, the entire account will be immediately distributed in shares of our common stock	Upon a change in control, all amounts held in either account will be immediately distributed in cash, or in shares of our common stock to the extent invested in Ameriprise deferred share units

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Ownership of Our Common Shares

The table below shows how many Ameriprise common shares certain individuals and entities beneficially owned on February 28, 2018. These individuals and entities include: (1) owners of more than 5% of our outstanding common shares; (2) our current directors and director nominees; (3) the five executive officers named in the compensation tables included in subsequent sections of this proxy statement; and (4) all current directors and executive officers as a group. A person has beneficial ownership over shares if the person has or shares voting or investment power over the shares or the right to acquire such power within 60 days of February 28, 2018. Investment power means the power to direct the sale or other disposition of the shares. Each person has sole voting and investment power over the shares, except as we describe below.

The column captioned "Deferred Share Units" shows DSUs owned by non-management directors through the Outside Directors Deferred Share Plan and phantom units owned by the executive officers under the Company's Supplemental Retirement Plan and Deferred Compensation Plan. The information in this column is not required by the rules of the Securities and Exchange Commission because these units carry no voting rights and will be settled in shares of common stock that the recipient does not have the right to acquire within 60 days of February 28, 2018. Nevertheless, we believe that this information provides a more complete picture of the financial stake that our directors and executive officers have in the Company.

Name	Number of Shares Owned(3)(4)	Right to Acquire(5)	Percent of Class	Deferred Share Units	Total Shares Beneficially Owned Plus Deferred Share Units
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	12,775,259(1)		8.7%		12,775,259
BlackRock, Inc. 40 East 52nd Street New York, NY 10022	10,503,417(2)		7.2%		10,503,417
Dianne Neal Blixt	1,000		*	5,044	6,044
Amy DiGeso	156		*	5,044	5,200
Lon R. Greenberg	8,000		*	11,327	19,327
Siri S. Marshall	500		*	28,199	28,699
Jeffrey Noddle	500		*	43,443	43,943
H. Jay Sarles	6,609(6)		*	29,444	36,053
Robert F. Sharpe, Jr.	30,330(7)		*	32,237	62,567
Christopher J. Williams	200		*	2,823	3,023
James M. Cracchiolo	189,274	775,347	*	138,232	1,102,853
Walter S. Berman	21,671	256,476	*	42,069	320,216
William F. Truscott	48,635	228,712	*	4,659	282,006

Colin Moore	65,744	203,967	*	0	269,711
Joseph E. Sweeney	19,168	114,188	*	2,373	135,729
All current directors and executive officers (17 individuals)	462,835	1,790,430	1.5%	361,018	2,614,282

*

Less than 1%.

Our executive officers and directors are prohibited from hedging in any way against a decline in the value of the Ameriprise common stock they own. Executive officers are also prohibited from pledging their Ameriprise common stock in any manner, whether as collateral for a loan, in a margin account held at a broker, or otherwise. Our directors are permitted to pledge their Ameriprise common stock in this manner, provided that they first pre-clear the pledge with our corporate secretary or another Company lawyer. A pledge will not be approved if it is significant in relation to the average trading volume of our common stock for the five trading days immediately preceding the pre-clearance request.

The shares of common stock subject to a pledge will not be counted in determining the satisfaction of the equity ownership requirement then applicable to our outside directors.

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(1)
Based on information contained in a report on Schedule 13G/A filed with the Securities and Exchange Commission on February 7, 2018, by The Vanguard Group which contained information as of December 31, 2017.

(2)
Based on information contained in a report on Schedule 13G/A filed with the Securities and Exchange Commission on January 29, 2018, by BlackRock, Inc. which contained information as of December 31, 2017.

(3)
This column includes shares held in employee benefit plan accounts on February 28, 2018, as follows:

Name	**Number of Shares in Plan Accounts**
James M. Cracchiolo	1,531
Walter S. Berman	323
William F. Truscott	274
Colin Moore	0
Joseph E. Sweeney	265
All executive officers, including those named above	3,158

(4)
Executive officers hold restricted shares that we include in this column. The executive may vote the restricted shares, but may not sell or transfer them during the restricted period. These restrictions lapse over a period of years. The individuals in the table hold the following number of restricted shares:

Name	**Number of Restricted Shares**
James M. Cracchiolo	38,296
Walter S. Berman	12,780
William F. Truscott	10,096
Colin Moore	9,727
Joseph E. Sweeney	5,707

All executive officers, including those named above	90,258

(5) These are shares that the named individuals have the right to acquire within 60 days of February 28, 2018, upon the exercise of stock options that they hold.

(6) Shares are held indirectly in a revocable trust.

(7) Includes 17,500 shares held in a trust, 3,000 shares held in an Individual Retirement Account, and 1,650 shares held in an irrevocable trust.

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Items to Be Voted on by Shareholders

Item 1 Election of the Eight Director Nominees Named Below

All of our directors are elected annually and the directors elected at this annual meeting will be elected for a one-year term ending at the 2019 annual meeting.

Our Board of Directors has fixed the number of directors at eight. At this year's annual meeting, the terms of all directors now serving will expire. Ms. Marshall and Mr. Sarles are not standing for re-election. Mr. Walter, whom the Board of Directors nominated, is standing for election for the first time.

The Board has appointed Walter S. Berman, Karen Wilson Thissen, and Thomas R. Moore as proxies who will vote your shares for which proxies have been submitted. Their names appear on the proxy card. Proxies will be voted "FOR" the election of each of the eight nominees unless you indicate on the proxy card or voting instructions that you vote "AGAINST" or "ABSTAIN" from voting with respect to, any or all of the nominees. The telephone and Internet proxy submission procedures will include instructions on how to abstain from voting with respect to any or all nominees. We expect that each nominee will be able to serve if elected as a director. However, if any nominee is not able to serve, the persons named as proxies may vote for another person nominated by the Nominating and Governance Committee. Alternatively, the Board of Directors, at its option, may reduce the number of directors.

We currently expect that the election of directors will be uncontested and therefore the nominees for director will be subject to a majority voting standard, as explained in more detail on page 9. Proxies will be voted "FOR" the election of all nominees unless otherwise specified.

The nominees for election as director have provided the following information about themselves.

The Securities and Exchange Commission's rules require us to discuss briefly the specific experience, qualifications, attributes or skills that led the Board to conclude that each director or nominee for director should serve on our Board of Directors. We've provided this discussion in a separate paragraph immediately below the biographical information provided by each director in the following section.

All of our directors and nominees possess the minimum qualities and skills described in the section of the proxy statement captioned "Director Qualifications and Board Policies," beginning on page 9. In addition, one or more of our directors and nominees possess the specific qualities or skills considered necessary by the Nominating and Governance Committee, also described in that section.

As you read the disclosures, please keep these points in mind. First, if a specific qualification, attribute or skill is ascribed to one or more directors and nominees, that does not necessarily imply that other directors and nominees do not possess that qualification, attribute or skill. Second, this disclosure does not impose on the director any duties, obligations or liability that are greater than the duties, obligations, and liability imposed on each member of the Board of Directors. Third, the disclosure does not affect the duties, obligations, or liability of any other member of the Board of Directors.

Because the discussion of the specific experience, qualifications, attributes or skills of a director or nominee is to be made each year in light of the Company's business and structure at that time, the content of this discussion may change for one or more directors in future years.

Mr. Walter is standing for election as a director for the first time. At its meeting held on February 22, 2018, the Board of Directors, acting upon the recommendation of its Nominating and Governance Committee, nominated Mr. Walter as a candidate for election. During the committee's regular review of Board composition and succession planning, a non-management director recommended Mr. Walter to the committee as a potential candidate. Over the course of several months prior to his nomination, Mr. Walter met with the majority of our current directors, the Nominating and Governance Committee discussed his qualifications and potential to enhance the effectiveness of the Board and its committees,

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and the committee directed that appropriate due diligence be completed for this candidate. As a result, the committee and the Board unanimously concluded that Mr. Walter has the integrity, independence of thought, work ethic, analytical skills and knowledge necessary to serve as a director of the Company. We provide additional information about his experience, qualifications, attributes and skills below.

The Board of Directors recommends a vote "FOR" the election of the eight director nominees. Proxies will be voted "FOR" each director nominee unless otherwise specified.

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Directors Nominees for Terms Ending in 2019

James M. Cracchiolo

Age 59, Chairman and Chief Executive Officer of the Company since September 30, 2005
Jim Cracchiolo has been Chairman and Chief Executive Officer of Ameriprise Financial since 2005, when the company, American Express Financial Advisors, completed its spin-off from the American Express Company. Mr. Cracchiolo guided Ameriprise through its first decade as a public company while generating strong shareholder value. Prior to his current role, Mr. Cracchiolo held a number of executive level positions at American Express, including leading businesses with significant domestic and global operations. Mr. Cracchiolo served as Group President American Express Global Financial Services from 2000-2005 and held the following roles: Chairman and CEO of American Express Financial Advisors; Chairman of American Express International Bank; and CEO of Travel Related Services International. In addition, Mr. Cracchiolo was President and CEO of Travel Related Services International from 1998-2000; President of Global Network Services from 1997 to 1998; Senior Vice President of Travel Related Services Quality, Global Reengineering and Strategy from 1993-1997; and Executive Vice President and Chief Financial Officer of Shearson Lehman Brothers (then a unit of American Express) from 1990-1993.

Mr. Cracchiolo has more than 35 years of experience in the financial services industry and a record of proven leadership in running global businesses with large scale operations and thousands of employees. Mr. Cracchiolo brings to the Board valuable executive leadership experience, a strong financial background, and effective long-term strategic planning and risk management expertise. He has built new businesses, restructured significant lines of businesses, and negotiated and integrated a number of successful acquisitions.

Mr. Cracchiolo is a member of the Business Roundtable and the Financial Services Roundtable. He previously served on the boards of directors of the American Council of Life Insurers, the Financial Services Roundtable and on the board of advisors to the March of Dimes Foundation. Mr. Cracchiolo holds a bachelor's degree in accounting and economics and a master's of business administration degree in finance, both from New York University. He also holds a Certified Public Accountant designation in New York State and is certified as a General Securities Representative and General Securities Principal in the United States.

Dianne Neal Blixt

Age 58, director since February 26, 2014
Ms. Blixt was a director of Lorillard, Inc., a tobacco company, from January 2011 to June 2015. She served as Executive Vice President and Chief Financial Officer of Reynolds American Inc. from July 2004 until her retirement in December 2007. Prior to that, she had served as Executive Vice President and Chief Financial Officer of R.J. Reynolds Tobacco Holdings, Inc. from July 2003 to June 2004. She also served in various roles of increasing responsibility with Reynolds American Inc. and its subsidiaries since 1988. Ms. Blixt is a consultant for Beeken Biomedical and a principal with C&D Ventures. Ms. Blixt joined the board of directors of Scandinavia Tobacco Group as of February 2016. Ms. Blixt previously served on the board of directors of LandAmerica Financial Group, Inc. from 2006 to 2009, Metavante Technologies, Inc. from 2007 to 2009 and NatureWorks Organics, LLC. from 2011-2017. She serves on the Reynolda House Museum of American Art Board of Trustees.

Ms. Blixt has proven her abilities in financial operations and controls as the executive vice president and chief financial officer of a large public company. In that role, she was closely involved in merger and acquisition activity, expense management, and regulatory relations. She also demonstrated her appreciation for setting the proper tone at the top in terms of integrity and legal and regulatory compliance. A previous position as the vice president of investor relations at the same company gave her experience in clearly communicating corporate strategy and financial and business results to investors and analysts. Ms. Blixt's background and experience, especially as a director at other companies, is valuable to the Board as it considers potential acquisitions, monitors balance sheet management, and oversees Ameriprise's enterprise risk management program.

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Amy DiGeso

Age 65, director since February 26, 2014
Ms. DiGeso was Executive Vice President, Global Human Resources, at The Estée Lauder Companies, Inc., one of the world's leading manufacturers and marketers of quality skin care, makeup, fragrance and hair care products, until retiring from the position in September 2013. Ms. DiGeso remained with the Company as Executive Vice President, Senior Advisor to William P. Lauder, Executive Chairman and Fabrizio Freda, President and Chief Executive Officer through June 30, 2014. Prior to rejoining The Estée Lauder Companies in May 2005, Ms. DiGeso was Managing Partner, Human Capital, responsible for global human resources at PricewaterhouseCoopers, a worldwide professional services firm with over 125,000 employees in 142 countries. She has also served as President of Popular Club, Inc., a direct marketing and sales subsidiary of Macy's, Inc., and held a number of executive management positions at Mary Kay Inc., including that of Chief Executive Officer. Earlier in her career she held positions of increasing responsibility at Bankers Trust Company, the American Express Company and Olivetti Corporation of America. She worked previously at The Estée Lauder Companies as Executive Director of Human Resources. Ms. DiGeso is a Pennsylvania State University (Penn State) Alumni Fellow. She holds a Bachelor of Science degree from Penn State and an MBA from Fordham University.

Ms. DiGeso has enjoyed a career that includes being the chief executive officer of a global company and managing the complex human capital needs of large multinational companies. As a result, she has developed a strong understanding of: global operations; marketing and brand management; and strategic planning in the consumer products, financial services and direct selling industries. In addition, she has extensive experience with: executive compensation programs; succession planning; talent recruitment and development; and corporate governance. Ms. DiGeso's background and experience is valuable to the Board as it oversees Ameriprise's operations abroad, responds to developments in executive compensation, and continues to enhance its corporate governance framework. In particular, Ms. DiGeso's deep experience with human capital issues helps the Board advise management on talent recruitment and development, both at the corporate level and with experienced advisor recruitment.

Lon R. Greenberg

Age 67, director since June 7, 2011
Mr. Greenberg is the Chairman Emeritus and former Chairman and Chief Executive Officer of UGI Corporation. UGI Corporation is an international distributor and marketer of energy products and services including propane, butane, natural gas and electricity. Mr. Greenberg joined UGI in 1980 and held various positions until he became CEO in 1995, a position he held through April 2013. Mr. Greenberg retired as Chairman of UGI Corporation and AmeriGas Propane, Inc. (a subsidiary of UGI Corporation) in January 2016.

Mr. Greenberg received his B.S. in Economics from The Wharton School of the University of Pennsylvania. He continued his education at Villanova Law School and the Harvard Business School's Advanced Management Program. After clerking for the Superior Court of Pennsylvania, he joined the law firm of Morgan Lewis. Mr. Greenberg also serves on the board of directors of AmerisourceBergen Corporation. In addition, Mr. Greenberg serves on the boards of these organizations: Temple University; Temple University Health System (of which he also serves as Chairman of the Board); United Way of Greater Philadelphia and Southeastern New Jersey; and The Philadelphia Foundation. Mr. Greenberg is a former Chairman and board member of the World LP Gas Association and previously served on the board of directors of Aqua America, Inc.

Mr. Greenberg, who is an attorney-at-law, served as the chairman and chief executive officer of a public company for 20 years. He has broad experience with the financial, risk management, operational, regulatory and corporate governance issues affecting a public company and its shareholders. Mr. Greenberg also has significant experience in mergers and acquisitions, both in the United States and abroad, which will enable him to provide valuable advice and insights on future transactions to the Board and management.

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Jeffrey Noddle

Age 71, director since September 20, 2005
Mr. Noddle served as Chairman of the board of directors of SUPERVALU INC. from 2002 until he retired in 2010. Previously, Mr. Noddle also served as Chief Executive Officer of SUPERVALU since 2001. Prior to that time, Mr. Noddle held a number of other leadership positions at SUPERVALU, including President and Chief Operating Officer from 2000 to 2001, Corporate Executive Vice President and President and Chief Operating Officer of SUPERVALU's distribution food companies, Corporate Vice President merchandising and President of the company's Fargo and former Miami divisions. Mr. Noddle serves as a member of the board of director of The Clorox Company. Mr. Noddle was a member of the board of Donaldson Company, Inc. from 2000 to 2017. He is also a former chairman of the Food Marketing Institute.

Mr. Noddle's service as the chairman and chief executive officer of a Fortune 500 company provided him with valuable experience in a number of areas that are important to the Company, including: mergers and acquisitions, including integration planning and execution; shareholder relations and communications; corporate governance issues; executive officer succession planning; balance sheet management; financial reporting; and long-range planning. He also has contributed to the Board's knowledge of the director recruitment process as it continues to review the current composition and needs of the Board.

Robert F. Sharpe, Jr.

Age 66, director since September 30, 2005
Mr. Sharpe retired in November 2010, having most recently served as a senior advisor to ConAgra Foods, Inc. Previously he had served in a variety of senior positions with ConAgra since November 2005, including President of Commercial Foods since 2008 and Chief Administrative Officer since 2009. From 2002 until joining ConAgra, Mr. Sharpe was a partner at the Brunswick Group LLC, an international financial public relations firm. Prior to that, he served as Senior Vice President Public Affairs, Secretary and General Counsel for PepsiCo, Inc. from 1998 to 2002. Previously, Mr. Sharpe was Senior Vice President and General Counsel for RJR Nabisco, Inc. Mr. Sharpe is chairman of the board of directors of New Frontier foods, Inc., a private corporation. Mr. Sharpe is a former member of the board of directors of Swedish Match AB.

Mr. Sharpe, who is an attorney-at-law, has been responsible for a wide range of functions as an executive officer and general counsel of Fortune 500 companies. His day-to-day experience with the current financial, legal, regulatory and operational issues facing public companies has been valuable to the Board. Mr. Sharpe offers an informed perspective on executive compensation programs to the Board and has advised it on communications with our institutional shareholders. In addition, he has a sound understanding of risk management, financial reporting and disclosure and corporate governance issues.

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W. Edward Walter

Age 62, director nominee
Mr. Walter is standing for election as director for the first time. He has been the Robert and Lauren Steers Chair in Real Estate at the Steers Center for Global Real Estate at Georgetown University's McDonough School of Business since November 2014. Mr. Walter served as President and Chief Executive Officer of Host Hotels & Resorts, Inc., a publicly traded premier lodging real estate company, from 2007 through 2016. From 2003 until 2007, he served as Executive Vice President and Chief Financial Officer of Host and from 1996 until 2003, he held various senior management positions with Host, including Chief Operating Officer. Mr. Walter was a member of the Board of Directors of Host from October 2007 through December 2016. Prior to joining Host, Mr. Walter was a partner with Trammell Crow Residential Company and the president of Bailey Capital Corporation. Mr. Walter currently serves on the board of Avalon Bay Communities, Inc., the nation's second largest publicly-traded multi-family real estate investment trust, where he chairs the Compensation Committee and serves on the Nominating and Corporate Governance Committee. Mr. Walter is also past Chairman of the Board of Directors of the National Kidney Foundation, a Director of the Real Estate Round Table, the Chairman of the Federal City Council, and a member of the Board of Visitors of the Georgetown University Law Center. Mr. Walter is a past chairman of the Board of Directors of the National Kidney Foundation and the National Association of Real Estate Investment Trusts.

Mr. Walter will bring to the Board a wide range of experience, including as chairman and chief executive officer, chief financial officer and chief operating officer of a public company. With his background in real estate and investments and his leadership in the academic world, he will provide constructive advice and add new insights to our Board.

Christopher J. Williams

Age 60, director since September 6, 2016
Mr. Williams is chairman, chief executive officer and founder of The Williams Capital Group, L.P., a financial services firm that provides equity, fixed income, corporate finance and financial advisory related services to corporations and governmental entities. He established the firm in 1994 after holding senior investment banking and capital markets roles at Lehman Brothers and Jefferies & Company. Mr. Williams serves as a director for the Clorox Company, Caesar's Entertainment Corporation and Cox Enterprises. He also previously served on the board of Wal-Mart Stores, Inc. Mr. Williams is Chairman of The Board of Overseers for the Tuck School of Business at Dartmouth College and serves on the board of Lincoln Center for the Performing Arts. Mr. Williams holds a Bachelor of Architecture from Howard University and a Masters in Business Administration from the Tuck School of Business at Dartmouth College.

Mr. Williams has extensive experience in investment banking and finance. He provides the Company with a valuable perspective both as the chairman and chief executive officer of an investment management firm and as a current and former director of several public and private companies, including service as the chairman of an audit committee for a Fortune 100 company. Mr. Williams offers the Company insights on business planning, finance, and long-term strategy.

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Item 2 To Approve the Compensation of the Named Executive Officers by a Nonbinding Advisory Vote

At our 2017 annual meeting, our shareholders strongly supported the Board's recommendation that a nonbinding advisory vote to approve the compensation of the named executive officers be held annually. As a result, you'll again have the chance to vote on this proposal at our 2019 annual meeting.

The Compensation and Benefits Committee will review the results of the vote on this proposal carefully with the aid of its independent compensation consultant. Depending upon the results of that review, the committee will take such action, if any, as it deems appropriate. Because this vote is advisory, however, it is not binding on us, our Board of Directors, or the Board's Compensation and Benefits Committee. Also, a negative vote will not overrule any decision made by the Compensation and Benefits Committee.

Before you vote on the resolution below, please read the entire Compensation Discussion and Analysis beginning on page 36 carefully. The Compensation Discussion and Analysis contains important information about our executive compensation program. It also explains how and why the Compensation and Benefits Committee made specific decisions about the named executive officers' compensation for their 2017 performance. The final section of the Compensation Discussion and Analysis on page 58 describes the committee's consideration of the results of the vote on this proposal at our 2017 annual meeting.

You should also carefully review the tables that immediately follow the Compensation Discussion and Analysis, together with the related narrative disclosure and footnotes.

The Board of Directors recommends a vote "FOR" the following nonbinding advisory resolution. Proxies will be voted "FOR" the resolution unless otherwise specified:

RESOLVED, that the Company's shareholders hereby approve, on an advisory basis, the compensation of the named executive officers as disclosed in this proxy statement, including the Compensation Discussion and Analysis, the Summary Compensation Table, and the other related tables and disclosure.

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Item 3 Ratification of Audit Committee's Selection of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for 2018

PricewaterhouseCoopers LLP was our independent accounting firm for the 2017 fiscal year and the Audit Committee has engaged the firm for our 2018 fiscal year. We disclose the fees paid to Pricewaterhouse-Coopers for their services in our 2016 and 2017 fiscal years in this section.

On November 28, 2017, the Audit Committee approved the engagement of Pricewaterhouse-Coopers as our independent registered public accounting firm for the fiscal year ending December 31, 2018. The Audit Committee confirmed its decision to appoint PricewaterhouseCoopers at the committee's meeting held on February 22, 2018.

We provide important additional information about the Audit Committee's oversight of Pricewaterhouse-Coopers in the External Auditors section on page 15. We are asking shareholders to ratify the committee's engagement of PricewaterhouseCoopers, subject to the limitation stated in the last sentence of this paragraph. The members of the Audit Committee and the Board of Directors believe that the continued engagement of PricewaterhouseCoopers as our independent registered public accounting firm is in the best interests of the Company and its shareholders. In the event the shareholders do not ratify the appointment, the Audit Committee will consider other accounting firms for 2018. The Audit Committee will be under no obligation, however, to appoint new independent auditors.

One or more representatives of Pricewaterhouse-Coopers will be present at the meeting with the opportunity to make a statement if he or she desires to do so and will be available to respond to appropriate questions.

Independence

As our independent accountant, Pricewaterhouse-Coopers must meet regulatory requirements relating to independence, including the SEC's auditor independence rules which prohibit accounting firms from having certain financial relationships with their audit clients and affiliated entities. Specifically, as interpreted by SEC staff, under Rule 2-01(c)(1)(ii)(A) of Regulation S-X (the "Loan Rule"), an accounting firm would not be considered independent if it receives a loan from a lender or an affiliate of a lender that is a "record or beneficial owner of more than ten percent of the audit client's equity securities." In connection with the SEC's application of the Loan Rule, Pricewater-houseCoopers has advised us that certain relationships between PricewaterhouseCoopers (and certain of its affiliates) and its lenders who also are record owners of various funds in the Columbia Threadneedle family of funds (collectively, the "Columbia Threadneedle Funds") or certain other entities within the Ameriprise Financial, Inc. investment company complex, may implicate the Loan Rule. On June 20, 2016, the Staff of the SEC issued a "no-action" letter confirming that it would not recommend that the SEC commence enforcement action against a fund that continued to fulfill its regulatory requirements under the federal securities laws by using audit services performed by an audit firm that was not in compliance with the Loan Rule in certain specified circumstances. The SEC Staff stated that the relief under the letter was temporary and would expire 18 months after the issuance of the letter and then on September 22, 2017, the SEC issued a letter extending the no-action relief until the SEC amends the Loan Rule to address the concerns expressed in the no-action letter. PricewaterhouseCoopers has also affirmed to us that they are able to exercise objective and impartial judgment with respect to the issues encompassed within its engagement and their audits of us, our affiliates and the Columbia Threadneedle Funds, are independent accountants within the meaning of PCAOB Rule 3520 and in their view can continue to serve as our independent registered public accounting firm. The Company has considered disclosures made to it by PricewaterhouseCoopers of lending relationships described by PricewaterhouseCoopers, PricewaterhouseCoopers's representation that it is independent within the meaning of the Public Company Accounting Oversight Board Rule 3520 *Auditor Independence*, and representations made to the Company's Audit Committee by PricewaterhouseCoopers that PricewaterhouseCoopers believes that a reasonable investor possessing all the facts regarding the lending relationships and audit relationships would conclude that PricewaterhouseCoopers is able to exhibit the requisite objectivity and impartiality to report on the Company's financial statements as the independent registered public accounting firm. Based on the foregoing, the Company does not believe that PricewaterhouseCoopers is incapable of exercising objective and impartial judgment with respect to the audit services to us, our affiliates or the Columbia Threadneedle Funds.

Independent Registered Public Accounting Firm Fees

The following presents the aggregate fees billed for professional services by PricewaterhouseCoopers, the Company's independent registered public accounting firm for the year beginning January 1, 2017, in fiscal year 2017, and for the year beginning January 1, 2016, in fiscal year 2016, for these various services:

Description of Fees	Fiscal Year 2017 Amount	Fiscal Year 2016 Amount
Audit Fees	$ 9,403,000	$ 9,417,000
Audit-Related Fees	$ 3,095,000	$ 2,305,000
Tax Fees	$ 975,000	$ 1,674,000
All Other Fees	$ 363,000	$ 543,000
Total	$ 13,836,000	$ 13,939,000

Audit Fees. The audit fees set forth above consist of fees for professional services during each fiscal year in connection with the audit of the Company's annual financial statements, review of financial statements included in the Company's Quarterly Reports on Form 10-Q and services that were provided in connection with statutory and regulatory filings or engagements.

Audit-Related Fees. The audit-related fees set forth above consist of fees for attest, assurance and related services that were reasonably related to the performance of the audit or review of the Company's internal controls, including custody rule examinations, service organization control reports, comfort letters, consents, employee benefit plan audits and agreed upon procedures engagements.

Tax Fees. The tax fees set forth above consist of fees for tax services during each fiscal year. Of the $975,000 in 2017 tax fees, $903,000 was paid for tax planning and consulting services and $72,000 was paid for tax preparation services.

All Other Fees. All other fees set forth above consist of fees for miscellaneous advisory and consulting services other than audit, audit-related or tax services.

Services to Associated Organizations

PricewaterhouseCoopers also provided other services to associated organizations of the Company that were charged directly to those organizations. These amounts included $10,934,000 and $10,001,000 for services provided by PricewaterhouseCoopers in 2017 and 2016, respectively, primarily for performing audits and tax compliance services for mutual funds, collective funds, and alternative investment funds.

Policy on Pre-Approval of Services Provided by Independent Registered Public Accounting Firm

Pursuant to the requirements of the Sarbanes-Oxley Act of 2002, the terms of the engagement of the Company's independent registered public accounting firm are subject to the specific pre-approval of the Audit Committee. All audit and permitted non-audit services to be performed by the Company's independent registered public accounting firm require pre-approval by the Audit Committee in accordance with pre-approval procedures established by the Audit Committee.

The procedures require all proposed engagements of the Company's independent registered public accounting firm for services of any kind to be directed to the Company's general auditor and then submitted for approval to the Audit Committee or to the Audit Committee chairman prior to the beginning of any services. The Audit Committee has delegated such approval authority to its chairman, to be exercised in the intervals between committee meetings.

In 2017, 100% of the services provided by PricewaterhouseCoopers for the Company and its subsidiaries were pre-approved by the Audit Committee or its chairman.

The Board of Directors recommends a vote "FOR" the following resolution. Proxies will be voted "FOR" the following resolution unless otherwise specified:

RESOLVED, that the Audit Committee of the Board of Directors' selection of PricewaterhouseCoopers LLP, independent registered public accounting firm, to audit the accounts of the Company and its subsidiaries for 2018 is ratified.

Item 4 To vote on a Shareholder Proposal Relating to Political Contributions and Expenditures

A shareholder proponent submitted a proposal with the intent to present it at our annual meeting of shareholders. Our corporate secretary will promptly provide the name of the shareholder and the number of our shares held upon receiving an oral or written request. You may write to Thomas R. Moore, Vice President, Corporate Secretary and Chief Governance Officer, Ameriprise Financial, Inc., 1098 Ameriprise Financial Center, Minneapolis, MN 55474 or call him at (612) 678-0106.

The Proponent's proposed resolution and Supporting Statement ("Proposal") are provided below exactly as we received them as required by the rules of the Securities and Exchange Commission. The Board of Directors unanimously opposes this proposal and we ask that you please carefully consider the Board's statement in opposition before you vote on this item. Proxies will be voted "AGAINST" the Proposal unless otherwise specified. Shareholders will be asked to vote on the Proposal only if it is properly presented at the annual meeting.

The Shareholder Proposal

Resolved, that the shareholders of Ameriprise Financial ("Ameriprise"or "Company") hereby request that the Company provide a report, updated semiannually, disclosing the Company's:

1. Policies and procedures for making, with corporate funds or assets, contributions and expenditures (direct or indirect) to (a) participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office, or (b) influence the general public, or any segment thereof, with respect to an election or referendum.

2. Monetary and non-monetary contributions and expenditures (direct and indirect) used in the manner described in section 1 above, including:

    a. The identity of the recipient as well as the amount paid to each; and

    b. The title(s) of the person(s) in the Company responsible for decision-making.

The report shall be presented to the board of directors or relevant board committee and posted on the Company's website within 12 months from the date of the annual meeting. This proposal does not encompass lobbying spending.

Supporting Statement

As long-term shareholders of Ameriprise, we support transparency and accountability in corporate political spending. This includes any activity considered intervention in a political campaign under the Internal Revenue Code, such as direct and indirect contributions to political candidates, parties, or organizations, and independent expenditures or electioneering communications on behalf of federal, state, or local candidates.

Disclosure is in the best interest of the company and its shareholders. The Supreme Court recognized this in its 2010 *Citizens United* decision: "[D]isclosure permits citizens and shareholders to react to the speech of corporate entities in a proper way. This transparency enables the electorate to make informed decisions and give proper weight to different speakers and messages."

Relying on publicly available data does not provide a complete picture of the Company's political spending. For example, the Company's payments to trade associations that may be used for election-related activities are undisclosed and unknown. This proposal asks the Company to disclose all of its political spending, including payments to trade associations and other tax-exempt organizations, which may be used for political purposes. This would bring our Company in line with a growing number of leading companies that present this information on their websites.

The Company's board and shareholders need comprehensive disclosure to fully evaluate the political use of corporate assets. We urge your support for this critical governance reform.

The Board's Statement in Opposition

The independent Nominating and Governance Committee of our Board of Directors carefully considered the Proposal with the assistance of outside legal counsel specializing in campaign finance issues. The Board of Directors unanimously agreed with the committee's decision to oppose the Proposal and the Board unanimously recommends that you vote "Against" it for the following reasons, assuming that it is properly presented at the 2018 annual meeting:

Our shareholders rejected a nearly identical proposal submitted by another proponent at our 2014 annual meeting. At our 2014 annual meeting, only 31% of the votes cast supported a nearly identical proposal. The committee took this into account when considering the Proposal, since our shareholders have strongly indicated their support for our current policies governing corporate political spending and disclosure. The committee also considered management's engagement efforts with the Proponent, including a conference call to explain the rationale for our policies, offer to confirm in writing certain facts of interest to the Proponent, and better understand the Proponent's concerns. The committee concluded that nothing of significance had changed since 2014 that would cause it to reconsider the position that the Board adopted then, upon the committee's recommendation.

Our Board of Directors first considered these issues more than six years ago. The Board's Nominating and Governance Committee held a special meeting in November 2011 devoted entirely to the subject of corporate political spending. Among many other topics, the committee discussed our memberships in trade associations and whether our dues should be considered a form of political spending. Based in part on the advice of outside legal counsel specializing in campaign finance issues, the committee concluded that our dues should not be considered political spending.

Two weeks after the committee met, the Board accepted the committee's recommendations for the adoption of a Statement of Principles Governing Corporate Political Spending and the type of disclosures that our shareholders would find most useful. The Statement of Principles is designed to clearly and concisely explain what types of political spending we may engage in and what types we are legally prohibited from engaging in. The Board also approved an amended committee charter giving the committee responsibility for oversight of corporate political spending. Please go to ir.ameriprise.com, click on the Corporate Governance tab, and then go to Guidelines and Principles to view the Statement of Principles and our corporate political spending report for 2017. In the event that corporate funds are used for political spending, the report would disclose: the name of the recipient; the name of the candidate; the state where the election is being held; and the date and amount of the contribution.

The Proponent does not acknowledge either the Statement of Principles or our publicly available corporate political spending report in the Proposal.

Federal law prohibits us from making contributions to candidates for federal office. The United States Supreme Court's 2010 decision in *Citizens United* didn't change a long-standing law that prohibits corporations and trade associations from contributing to federal candidates, party committees, and political action committees. Moreover, federal tax law prohibits trade associations from being primarily engaged in political activity.

State laws vary as to whether corporations or trade associations may contribute to political candidates, but we have not made any such contributions for at least the last six years. Furthermore, we are subject to the Securities and Exchange Commission's strict rules on contributions by investment advisers to certain state and local government officials and candidates, as are many of our employees and financial advisors. To the extent, if any, that we contribute corporate funds to a candidate for state or local office, we will report those amounts on our public website.

Citizens United does not apply to trade association dues. In the interests of clarity, we wish to point out that while the Supporting Statement states that the Proposal asks the Company to disclose payments to

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trade associations, the proposed resolution itself makes no such reference; nevertheless, we will address the issue for the benefit of our shareholders.

Even after *Citizens United,* there is no legal basis for the Proponent to contend that corporations should disclose any portion of their trade association dues. The language in that case concerning disclosures to shareholders of corporate political spending contemplates corporate money used to elect or defeat candidates or for independent expenditures (spending on a public communication that expressly advocates the election or defeat of a clearly identified candidate for political office). Our Statement of Principles expressly prohibits the use of corporate funds for independent expenditures.

Trade association dues are not a form of indirect political spending. The Proponent claims that our disclosure is deficient because we don't disclose how much of our trade association dues were used for "political purposes." The Proponent mistakenly contends that our dues are a form of indirect political spending. This is contrary to the commonly understood meaning of political spending: money used to influence the election or defeat of a candidate for political office. We join trade associations to promote the best interests of our clients and shareholders and to improve our understanding of the issues affecting our business, not to influence an election. We don't control any trade association or how it uses our dues. In fact, there is no way for us to know how our dues are spent. Simply put, we don't have the information the Proponent wants us to disclose.

If a trade association asks us to pay a special assessment for political spending, our current policy is to decline such a request. If we do pay such an assessment, we'll report it on our public website.

The information that the proponent wants us to disclose would be misleading to our shareholders. Trade associations inform their members how much of their dues is nondeductible for federal income tax purposes because of the total amount that the trade association spends for certain lobbying and political expenditures.

This is an aggregate number that the trade association computes using a formula designed for tax purposes. It's not broken out between lobbying expenses and political spending, and the Proposal expressly *excludes* lobbying expenses from its scope. Most important, the nondeductible portion of our trade association dues is not necessarily the actual amount of *our* corporate funds that were used for those purposes, as trade associations generally estimate the amount of dues spent on lobbying and political activity.

This is the principal reason why the Nominating and Governance Committee recommended that this information not be included in our annual corporate political spending report: it would give our shareholders a distorted and misleading picture of the corporate funds actually used for political purposes, as that term is generally understood.

Summary: Our Board of Directors has implemented a reasonable policy governing corporate political spending and disclosures. We believe that the policy has worked well. The Board of Directors continues to believe that our Statement of Principles for Corporate Political Spending and the annual corporate political spending report posted on our website address the issues that are of most concern for our shareholders. After carefully considering in 2011 whether to disclose the information concerning trade association dues now sought by the Proponent, the Nominating and Governance Committee concluded that such disclosure would be misleading for our shareholders and distort the extent of the Company's political activities. Our shareholders agreed with that position at our 2014 annual meeting when they soundly rejected a nearly identical proposal submitted by another proponent. After carefully reviewing and discussing the Proposal, that continues to be the committee's position and therefore the Board unanimously agreed that our shareholders be advised to vote against the Proposal.

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Compensation of Executive Officers

Compensation Discussion and Analysis

In this section of the proxy statement, we describe the material elements of the compensation program for our executive officers, provide an overview of our executive compensation philosophy and explain how and why our Board's Compensation and Benefits Committee makes compensation decisions.

Summary of 2017 Executive Compensation Actions

The following summarizes key elements of our compensation program and the decisions regarding 2017 executive compensation. This summary is an overview only. We encourage you to read the following pages for a full description of how and why we reached our compensation decisions.

We continue to focus on making our Compensation Discussion and Analysis readable and informative by including supplemental charts and graphics, and simple, concise language wherever possible.

Ameriprise total shareholder return was strong and improved significantly over the prior year, with a 56% total return in 2017, ending the year with the stock trading near all-time highs. Over the longer-term, Ameriprise total shareholder return has also been strong with returns of 205% over the past five years and 504% since we became a public company. As illustrated below, our total shareholder return out performed both the S&P 500 and S&P Financials over the one- and five-year periods.

The total incentives paid to our chairman and CEO, as well as our other named executive officers, for 2017 are higher than last year and aligned with our improved and strong financial performance. A graph illustrating historical pay for our chairman and CEO is shown below. As shown, this is the first increase to incentives for our chairman and CEO since 2014.

As illustrated, total compensation has moved directionally and is aligned with total shareholder return over time. It is important to note, however, that the committee makes pay decisions based on a number of weighted financial and strategic objectives to provide a more holistic assessment of management's effectiveness and performance. These metrics have not changed for several years and are described in detail on page 41.

Total Shareholder Return

2013-2017

Total Direct Compensation

Chairman and CEO, 2013-2017

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Annual cash incentives have declined as a relative percent of total incentive compensation over the past two years, shifting more of total compensation from cash to long-term Performance Share Units ("PSUs").

This change in mix results in a larger portion of future pay opportunity being subject to stock price performance over the vesting period and the accomplishment of long-term goals for the PSU portion, including long-term return on equity, earnings per share and relative total shareholder return performance.

Last year we extended invitations to our largest institutional shareholders to discuss their feedback on our compensation program and design, proxy disclosure and compensation governance. Many responded, including several of our largest shareholders. These shareholders generally expressed support of our historical pay decisions and ongoing executive compensation philosophy.

This year we once again extended invitations to many of our largest institutional shareholders. Our shareholders continued to express support for the committee's compensation decisions and the related proxy statement disclosure. They commented favorably on the committee's decision to shift more of the total direct compensation from cash to long-term incentive awards, as well as the committee's well-explained use of discretion when making compensation decisions for the 2016 performance year.

The feedback we receive during our shareholder engagement meetings helps shape our disclosure and program design, and will continue to be considered as we evolve our compensation program over time. We believe it is good practice to proactively communicate with shareholders, and we will continue to do this on a periodic basis moving forward.

Our shareholders have historically supported our compensation program design and decisions through strong Say on Pay votes. We have never received a majority "Against" vote on Say on Pay. Our most recent results in 2017 were 81% indicating a "For" vote.

Total Target Incentives
Named Executive Officers

Say on Pay Support from Shareholders
2013-2017

Compensation and Benefits Committee Report

The Compensation and Benefits Committee has reviewed and discussed with the Company's management the Compensation Discussion and Analysis that accompanies this report. Based upon that review and discussion, the committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017, and in this proxy statement.

MEMBERS OF THE COMMITTEE:

Jeffrey Noddle, Chairman, Dianne Neal Blixt, Amy DiGeso, Lon R. Greenberg, Siri S. Marshall and Robert F. Sharpe, Jr.

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The Corporate Governance Framework of Our Executive Compensation Program

Our executive compensation program operates within a corporate governance framework that is designed to ensure independent oversight, objective advice and analysis, appropriate risk management and transparency.

The Role of the Compensation and Benefits Committee

The Compensation and Benefits Committee, which is composed solely of independent directors, has the responsibility to:

- Establish the philosophy and objectives that will govern our compensation and benefits programs;
- Oversee and approve the compensation and benefits paid to our chief executive officer and other executive officers;
- Recommend for approval by the Board of Directors or shareholders incentive and equity-based compensation plans; and
- Promote the clear and complete disclosure to shareholders of material information regarding the compensation and benefits of our chief executive officer, chief financial officer, and our highest paid named executive officers.

We provide a detailed description of the committee's other responsibilities under its written charter, how it operates, and the role of its independent compensation consultant on page 13 of the proxy statement.

Below are key elements of our governance and plan design framework.

Adhere to high levels of independence for the committee and its consultant	No employment agreements
Incorporate sound risk management and risk avoidance in our incentive plan design	No gross ups for potential excise taxes
Require executives to hold a significant portion of stock once vested	No repricing of stock options without shareholder approval
Require a "double trigger" to vest in long-term awards following a change in control	No hedging against the decline in the value of our stock
Regularly review the governance of our programs and make revisions to align with market best practices	No pledging our stock as security for a loan

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Our Executive Compensation Philosophy & Process

The overall objective of our executive compensation program is to promote the long-term best interests of our shareholders by attracting, retaining and motivating a talented and experienced workforce. Our executive compensation philosophy enables this, and is based on the following core principles:

- Executive officers' compensation must be aligned with the long-term best interests of our shareholders;
- Our executive compensation program must be competitive to attract and retain executive officers who can achieve the Company's strategic goals and create long-term shareholder value;
- An executive officer's compensation must be appropriate in light of his or her experience, responsibilities, and performance; and
- There should be strong alignment between the total direct compensation that an executive officer earns and Company, business, and individual performance. The amount an executive officer earns should depend to a significant degree upon how well the Company and the executive officer perform against performance measures that are aligned with shareholder interests.

Our executive compensation plan design and related policies are reviewed annually and informed by the independent advice of our consultants, market best practices, evolving regulatory trends, guidance from proxy advisory firms, and feedback gained through interaction with shareholders through our annual Say on Pay process.

The committee has designed our executive compensation program to reflect our executive compensation philosophy. The committee has continued to evolve the program based in part upon the advice of its independent consultant to reflect best practices in executive compensation, simplify the overall plan design and further strengthen the alignment between shareholder and management interests.

Operating within our established design and policies, the committee makes compensation decisions for our executive officers annually following the four-step process summarized on page 41.

How our program has evolved

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Compensation for the Named Executive Officers Based on 2017 Performance

In making its annual compensation decisions, the committee reviews the total direct compensation for each of our named executive officers, as well as the aggregate value of the total incentives being awarded. We use the term "total direct compensation" to refer to the sum of base salary and total incentives. We use the term "total incentives" to refer to the sum of the annual cash incentive award and the long-term incentive award ("LTIA").

The committee establishes financial performance goals each performance year. These goals are not intended to be a prediction of how the Company will perform during the performance year or in any future period. The committee establishes these goals solely to help it align pay with performance. The goals are not intended to provide investors or any other party with guidance about our future financial performance or operating results. We strongly caution you not to take the financial performance metrics or strategic and business accomplishments disclosed below as a form of guidance, because they are not intended to be such. You cannot rely on any of the disclosures contained in the Compensation Discussion and Analysis as a prediction of the Company's future performance.

As summarized beginning on page 41, the committee follows a four-step process for determining the total direct compensation of our executive officers, including the named executive officers. As explained in more detail below, the committee will: assess performance results; determine the size of the total incentive pool; allocate individual awards; and determine the compensation mix.

Review of Financial Results. The Compensation and Benefits Committee relies on the Board's independent Audit Committee to review and confirm the financial results used in the assessment of 2017 performance. The Compensation and Benefits Committee conducted its review of performance and approved the incentive awards at its meeting on January 23, 2018.

Process to Determine Compensation for our Named Executive Officers

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In this section, we highlight the key financial, strategic and business metrics that the Compensation and Benefits Committee used to determine the total incentive pool for our named executive officers.

Consistent with past practice, for 2017, the committee weighted financial performance at 70% and strategic and business accomplishments at 30% in assessing the Company's overall performance. Financial performance is weighted at 70% to reflect the committee's view that these objective measures are the most important indicators of the Company's success. Strategic and business accomplishments are weighted at 30% because the committee believes it is important to assess key accomplishments that may contribute to the achievement of our long-range plan. These weightings are unchanged from the prior year.

The committee reviews both financial performance and strategic and business accomplishments on an annual basis to ensure alignment with the Company's annual and long-range business plans. Goals are established within the context of the external environment, considering known macroeconomic factors, and regulatory or political changes that can significantly impact our business. Financial performance is evaluated on an operating basis.

2017 Performance

The committee evaluates our financial performance based on five weighted operating financial metrics, as approved in the 2017 plan. The 2017 plan and actual results for these metrics are shown below. A rating of "3" represents performance at target, and ratings of "5" or "4" are above target, with "5" being the highest possible rating.

Operating Metrics	Financial Metric Weighting	2017 Actual(1) ($ in millions)	2017 Plan ($ in millions)	Rating
Net revenues	15%	$ 11,939	$ 11,293	5.0
Earnings	25%	$ 1,923	$ 1,745	5.0
Earnings per diluted share	20%	$ 12.27	$ 10.86	5.0
Return on equity excluding AOCI	20%	32.3%	26.9%	5.0
Balance sheet quality	20%			4.8
Overall Weighted Financial Rating				**5.0**

(1) For the purposes of evaluating 2017 performance, the Compensation and Benefits Committee of the Ameriprise Board of Directors excluded the $320 million one-time charge to net income associated with the enactment of federal tax reform in December 2017.

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In December 2017, the legislation commonly referred to as the Tax Cuts and Jobs Act was signed into law. As a result of this legislation, Ameriprise recognized a $320 million one-time charge to 2017 net income, primarily related to a reduction in future tax benefits. The federal tax reform approved in December 2017 was not known at the time goals were set at the beginning of the year, and the committee considered the one-time negative impact of the regulatory change when evaluating performance for 2017 as noted below. Ameriprise expects to benefit from a reduction in corporate tax rates going forward, which will be factored into its 2018 and future plans.

Operating Net Revenues(1) $ in billions	**Operating Earnings(1)** $ in millions	**Operating Earnings(1)** **Per Diluted Share**	**Operating Return(1)** **on Equity, ex AOCI**

(1) For the purposes of evaluating 2017 performance, the Compensation and Benefits Committee of the Ameriprise Board of Directors excluded the $320 million one-time charge to net income associated with the enactment of federal tax reform in December 2017.

Overall financial performance for Ameriprise was quite strong in 2017, with results favorable to our planned expectations across all financial dimensions including revenue, net income, and earnings per share.

Consolidated Financial Results

- On a year-over-year basis (excluding annual unlocking and federal tax reform impacts), earnings per share grew 26% contributing to strong improvement in Ameriprise total shareholder return

- Continued shift of our business to Advice & Wealth Management and Asset Management while maintaining a stable base in Protection and Annuities

- We achieved these results while navigating several net negative unusual impacts in the year relating to a record high level of catastrophe losses in our Ameriprise Auto & Home insurance business and an increase in long-term care insurance reserve levels, offset by positive tax impacts associated with implementation of a new share-based accounting standard

Segment Level Highlights

Advice & Wealth Management pre-tax operating earnings increased by 28% versus the prior year driven by strong asset growth, a record level wrap net flows, continued strong experienced advisor recruiting results, further gains in advisor productivity and sustained expense management discipline

Asset Management financial performance was solid with 19% growth in pretax operating income and adjusted net margin improving to 38.2% versus 35.0% in the prior year. We achieved these results while navigating industry-wide headwinds associated with passive investment trends, European regulatory changes related to

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British exit from the EU (commonly known as "Brexit") and Markets in Financial Instruments Directive and new regulation ("MiFID II"), and implementation of a new Strategic Middle Office platform to better enable our global activities

Annuities and Protection segments performed well, reflecting equity market based momentum in variable annuities partially offset by continued pressures associated with low longer-term interest rate levels for fixed annuities and Life & Health insurance

Segment Contributions to Pretax Operating Earnings
(ex. Unlocking, Corp & Other)

From a balance sheet perspective, in 2017 we continued to improve our Enterprise Risk Management capabilities and drive shareholder value. Our capital position remains a competitive differentiator and continues to provide flexibility as we work to drive organic growth and capture inorganic opportunities in both wealth management and asset management.

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Ameriprise stock price performance was strong in 2017 with a total shareholder return of 56% since the beginning of the year. This performance is strong on a stand-alone basis and compares favorably on a relative basis, with Ameriprise total shareholder return performing favorably relative to S&P financial indices and a weighted average index return based upon our business mix. Over a longer-term horizon, Ameriprise total shareholder return remains very strong both on a relative and absolute basis, with returns of 205% over the past five years and 504% since we became a public company.

Total Shareholder Return
2017

Total Shareholder Return
2013-2017

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Strategic and Business Performance

The committee evaluates our strategic and business performance based on five weighted strategic objectives, as originally approved in the 2017 plan. Our objective is to improve long-term, sustainable shareholder value by, among other things, delivering a superior client experience and meeting clients' needs, which we continue to achieve through progress against our five strategic objectives. These objectives and the key highlights for each are below.

Drive profitable growth of our Advice & Wealth Management franchise (25%)	Grew the value and quality of our mass affluent and affluent client relationships
	Maintained strong advisor productivity levels and retention while managing significant change to comply with new regulations
	Achieved strong experienced recruiting
	Achieved all-time high brand awareness
	Garnered excellent external recognition for overall customer experience and loyalty including but not limited to: #1 in consumer forgiveness, #1 for customer service, #1 for loyalty, #2 for likelihood to recommend and #2 for trust*
	Based on these and other accomplishments, the committee determined a rating of 5.0
Profitably grow client assets that we advise, manage and protect across a range of solutions (25%)	***Advice & Wealth Management***
	Grew retail assets to a record high of $560 billion
	Garnered $19.5 billion in net flows in fee-based investment advisory accounts
	Achieved record average brokerage cash balances and record 401(k) sales
	Expanded and enhanced solution offerings
	Executed on changes to comply with Department of Labor fiduciary rule

Ensured strong retention of existing asset and product balances

Asset Management

Delivered strong and competitive investment performance

Delivered strong financial performance

Built stronger and more competitive franchises across targeted product lines

Strengthened our operational capabilities

Continued to manage challenging flows environment

Protection & Annuities

In Life & Health Insurance, achieved insurance gross dealer concession exceeding plan

In Auto & Home Insurance, reserve levels and loss ratios demonstrated steady improvement and we implemented reinsurance programs which saved the company over $80 million and reduced the combined loss ratio

In Annuities, drove variable annuities cash sales over $4 billion

Based on these and other accomplishments, the committee determined a rating of 3.3.

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Invest for long-term growth and re-engineer to improve efficiencies (15%)	Invested for growth and ease of doing business despite the diversion of substantial core resources to the Department of Labor fiduciary rule work and other major regulatory changes Executed on $215 million of investment in our core business Acquired Lionstone Investments to extend our asset management business capabilities into U.S. real estate Acquired Investment Professionals, Inc. to expand our wealth management business into the bank channel Delivered $140 million in reengineering savings *Based on these and other accomplishments, the committee determined a rating of 4.0*
Engagement, development and retention of talent (25%)	Increased already high industry-leading employee engagement results across all dimensions Sustained high performer retention and high performer promotion rate Garnered multiple industry awards recognizing Ameriprise as an employer of choice Continued focus on executional excellence, our inclusive culture and competitive employee value proposition Sustained our legacy in community giving, volunteerism and nonprofit engagement, reaching over 6,500 nonprofits across the country *Based on these and other accomplishments, the committee determined a rating of 5.0*
Successfully navigated the changing regulatory environment, including Department of Labor fiduciary rule, Brexit and MiFID II (10%)	Department of Labor fiduciary rule successfully managed the major transition of eliminating 12b-1 fees while maintaining strong advisor engagement and implementing impartial conduct standards

Brexit	Advanced our preparation while continuing to monitor Brexit negotiations
MiFID II	Successfully implemented necessary changes to comply with early January 2018 effective date

Based on these and other accomplishments, the committee determined a rating of 4.8

* Ratings reflect performance in the investment industry, based on responses to a consumer survey as part of the 2017 Temkin Group Forgiveness Ratings, Customer Service Ratings, Trust Ratings, Loyalty Index, and Net Promoter Score® Benchmark Study. See *temkinratings.com* and *temkingroup.com* for more.

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Total Calculated Performance Rating

Based upon the financial performance and strategic and business accomplishments described on the previous pages, the committee evaluated the combined weighted financial performance and strategic and business accomplishments rating for 2017 as 4.8, which is above target performance (5.0 financial performance × 70% + 4.4 strategic and business accomplishments × 30% = 4.8).

The committee reviews both financial performance and strategic and business accomplishments on an annual basis to ensure alignment with the Company's annual and long-range business plans. Financial performance is evaluated on an operating basis, which excludes: net realized investment gains or losses, net of the related deferred sales inducement costs ("DSIC") and deferred acquisition costs ("DAC") amortization, unearned revenue amortization and the reinsurance accrual; the market impact on variable annuity guaranteed benefits, net of hedges, and the related DSIC and DAC amortization; the market impact on indexed universal life benefits, net of hedges and related DAC amortization, unearned revenue amortization and the reinsurance accrual; the market impact on fixed index annuity benefits, net of hedges and the related DAC amortization; the market impact of hedges to offset interest rate changes on unrealized gains or losses for certain investments; integration and restructuring charges; income (loss) from discontinued operations; and the impact of consolidating consolidated investment entities ("CIEs"). See the reconciliation of certain non-GAAP measures in the appendix to this proxy statement. The committee's assessment of the Company's performance determines the extent to which the target total incentive pool is funded below, at, or above target.

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The committee's assessment of the Company's performance determines the extent to which the target total incentive pool is funded below, at, or above target.

Each year the committee establishes the size of the target total incentive pool. This pool is used to help determine total incentive awards consisting of annual cash incentives, performance shares, restricted stock awards and stock options for the named executive officers, as well as other key executive officers. This target pool is determined with the assistance of the committee's independent consultant as described in the section titled "Market Compensation Data". The total target incentive pool for the named executive officers in 2017 was approximately $29.2 million.

As described in the previous section above, the Company's overall performance rating for 2017 was a 4.8.

The following Incentive Leverage Grid illustrates how the Total Calculated Performance Rating translates into the leverage that is applied to the target incentive pool. For example, a "5" rating indicates performance well above target and could result in a payout of 200% (or 2x) target, whereas a "1" rating indicates performance well below target and could result in a payout of 0.

The grid is used as a guideline for the committee to determine funding levels; as disclosed in prior years, the committee retains discretion to approve actual funding that is above or below the guideline in any given year. We believe this discretion is important to protect shareholder interests and to avoid defaulting to an overly mechanical outcome that could ignore the context of the operating environment in which the Company achieved its results or the actions taken by management in pursuit of the goals. The committee has rarely exercised this discretion in past years. One exception was for 2016, when the pool was reduced by 45 percentage points after discussion with the committee's independent consultant and management for reasons described in last year's proxy, including significant market volatility and an unpredictable regulatory environment. For 2017, consistent with most prior years, the committee approved awards consistent with the calculated funding as described below based on our strong performance.

For 2017 and beyond, the application of incentive pool leverage within the pool also changed. In prior years, incentive leverage was applied to each incentive component except PSUs, which were always awarded at target. Moving forward, incentive pool leverage is applied to all components, including PSUs. The committee made this change to simplify the overall plan design, maintain a consistent mix of annual and long-term incentives (under the prior plan, actual mix varied each year), and improve pay-for-performance alignment. Importantly, this change was implemented at the same time the maximum final payout under the PSU was reduced, as described further in "Performance Share Awards".

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Individual performance, including the performance of our various business segments, determines the allocation of individual incentives from the total approved pool.

Our chief executive officer discusses the performance of and recommends to the committee total direct compensation for each other named executive officer. The chief executive officer's performance assessment for each other named executive officer is based on the following factors, among others, depending on the officer's job responsibilities: the officer's contribution to the Company's financial performance and strategic and business accomplishments; demonstrated leadership ability; the engagement and talent development of their employees; adherence to ethical, legal, and regulatory standards of conduct; risk management skills; improvements in technology and service delivery; and the safety and soundness of the business or staff function's operating environment. None of these factors was assigned a specific target or weight in determining individual awards. Rather, the committee uses a holistic approach in considering these performance factors when allocating individual awards from the approved total incentive pool.

The committee evaluates the performance of our chief executive officer based largely on the assessment of the Company's performance as described in the section above captioned "Evaluate Performance."

Before the committee approves the chief executive officer's compensation, the committee discusses its recommendations with the other independent directors in an executive session of the Board. Our chief executive officer is not present for these discussions. This process allows the chairman of the committee to explain the committee's basis for its recommendations to the independent directors who are not committee members. It also allows other directors to make comments and ask questions before the committee members vote on the chief executive officer's compensation.

The aggregate amount of the annual cash and long-term incentive awards that the committee approves for the chief executive officer and the other executive officers cannot exceed the amount approved by the committee for the total incentive pool. The committee may exercise its discretion to award less than the amount available for any named executive officer or the named executive officers as a group. The committee also has the discretion to make no such awards.

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The committee generally believes that total compensation for its named executive officers should be targeted, on average, as illustrated in the following charts.

We set base salary for our executive officers to be competitive in the market and to allow us to attract and retain executive talent. The majority of target total direct compensation for our named executive officers (nearly 90%, on average) is comprised of annual cash and long-term incentives. We provide an annual cash incentive award opportunity to our executive officers to motivate and reward them for the accomplishment of key annual goals.

We provide a long-term incentive opportunity via PSUs, restricted stock awards ("RSAs"), and stock options to our executive officers to align their long-term interests with those of shareholders, and to help retain valuable executive talent. All incentive awards are funded from the total incentive pool and are based on performance. Prior to 2016, total incentive compensation had been generally split evenly between annual cash and long-term incentives at target. In 2016, the committee made a discretionary decision to begin shifting more of the total incentive from annual to long-term awards.

Beginning in 2017, we formally changed the compensation mix to target annual cash incentives at 40%, and long-term incentives at 60% at target. The charts at right summarize the mix of actual incentives awarded to the CEO and named executive officers for 2017 performance and how the target mix of total incentives changed from the prior plan design that was in place prior to 2016.

The actual mix of compensation awarded to our named executive officers will vary based on each executive officer's position and Company, business, and individual performance. The committee regularly reviews compensation mix trends and may change the targeted mix from year to year.

There were no salary increases for any of the named executive officers in 2017.

Total Target Incentives
Named Executive Officers

Range of Actual Compensation Mix
Named Executive Officers 2017

Performance Share Awards

In February 2018, the named executive officers received payouts corresponding to the performance share and unit awards that were granted in February 2015 for the three-year performance period ended December 31, 2017. These awards are based on return on equity, earnings per share, and relative-total shareholder return performance over the three-year period. The earnings per share and return on equity factors are weighted 50% each and determine the preliminary award leverage. The relative-total shareholder return factor can increase or decrease the preliminary leverage up to a range of 25 percentage points. The minimum award under the plan is 0% of target, and the maximum award is 200% of target for this performance period.

As discussed on page 50, changes were made to how leverage will be applied to this plan beginning with awards made for the 2017 performance year. As part of this change, awards for the 2017-2019 performance period will have a lower maximum payout of 150% of target, plus or minus up to 25 percentage points based on relative-total shareholder return performance. This change was made based on a review of best practices and trends by the committee's independent consultant. This change does not impact the other design elements or performance metrics of the program.

The final award leverage for the 2015-2017 performance period is 178% of target. The resulting awards are provided below. Further details regarding these awards will be reported in next year's proxy statement in the "Option Exercises and Stock Vested in 2018" table.

Name	**Award at Target**	
James M. Cracchiolo	19,105 shares	34,006 shares
Walter S. Berman	6,213 shares	11,059 shares
William F. Truscott	6,679 shares	11,888 shares
Colin Moore	7,106 shares	12,648 shares
Joseph E. Sweeney	2,819 shares	5,017 shares

Award Calculation

Performance Goals Details

Performance goals were set at the beginning of the three-year period for average return on equity and the earnings per share compound annual growth rate. Since total shareholder return is a relative measure, there are no goals necessary for that component of the plan. The table on the next page includes the return on equity and earnings per share goals, and how they correlate to Target, Maximum and Minimum award payouts (i.e., 100% equals 1x target). Results in between those points are interpolated.

2015-2017 Performance Goals

Award Leverage	Average Return on Equity	Earnings Per Share Compound Annual Growth Rate
Maximum (200%)	25.2% or above	12.0% or above
Target (100%)	23.8%	8%
Minimum (0%)	Below 20.1%	Below 0%

In evaluating the performance goals at the end of each period, the committee adjusted for certain approved predefined modifiers under the plan that were unknown or uncontrollable at the time goals were set. For the 2015-2017 period, the committee adjusted for annual non-cash DAC unlocking impacts, equity market performance outside of established ranges, and specific regulatory driven incremental costs associated with the Department of Labor Fiduciary rule. In addition, the committee excluded $320 million of net income impacts associated with the enactment of federal tax reform. After adjusting for these items, the award leverage for earnings per share was 190% and return on equity was 200%.

Ameriprise total shareholder return performance for the 2015-2017 period was below the S&P Financials index which led to a decrease in the final award calculation by 17 percentage points. As stated on page 44, Ameriprise total shareholder return over the shorter- and longer-term periods has significantly outperformed both the S&P Financials index and the S&P 500.

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Summary of Total Direct Compensation for our Named Executive Officers

The table below is not required by the rules of the Securities and Exchange Commission. We are providing it as supplemental information and you should review the Summary Compensation Table on page 59 and the following tables for more information about the compensation of our named executive officers. The purpose of this table is to provide a clear picture of the named executive officers' total direct compensation for the 2017, 2016, and 2015 performance periods. The supplemental table below also differs from the Summary Compensation Table in that it omits the dollar amounts included in the Summary Compensation Table in the columns captioned "Change in Pension Value and Non-Qualified Deferred Compensation Earnings" and "All Other Compensation." Those dollar amounts are unrelated to a named executive officer's performance in a given year and are therefore not included in total direct compensation.

The Securities and Exchange Commission's rule for when equity awards are reported in the Summary Compensation Table results in a one-year lag between the time the Compensation and Benefits Committee grants the awards and when they are reported in the Summary Compensation Table. For example, in January 2018 the committee approved equity awards for 2017 performance. As a result, the Securities and Exchange Commission's rule requires us to report those awards in the Summary Compensation Table that will be contained in our 2019 annual meeting proxy statement. The supplemental table below also differs from the Summary Compensation Table because we show the grant date fair value of equity awards based on the year of performance to which they relate.

We believe that the supplemental table below more clearly reflects our pay for performance philosophy and the compensation decisions made by the committee for the named executive officers for each performance year shown.

	Performance Year	Salary ($)	Annual Cash Incentive Awards ($)	Long-Term Incentive and Equity Awards(1) ($)	Total Direct Compensation ($)
James M. Cracchiolo, Chairman	2017	1,025,000	11,190,000	16,785,000	29,000,000
and Chief Executive Officer	2016	1,025,000	6,258,000	9,388,000	16,671,000
	2015	1,025,000	8,148,000	7,498,000	16,671,000
Walter S. Berman, Executive Vice	2017	675,000	3,770,000	5,655,000	10,100,000
President and Chief Financial Officer	2016	675,000	2,243,000	2,893,000	5,811,000
	2015	675,000	2,675,000	2,461,000	5,811,000
William F. Truscott,	2017	675,000	2,890,000	4,335,000	7,900,000
Chief Executive Officer,	2016	675,000	1,764,000	2,570,000	5,009,000
Global Asset Management	2015	675,000	2,258,000	2,076,000	5,009,000
Colin Moore, Executive Vice	2017	475,000	2,610,000	3,915,000	7,000,000
President and Global Chief	2016	475,000	1,912,000	2,588,000	4,975,000
Investment Officer	2015	475,000	2,344,000	2,156,000	4,975,000

Joseph E. Sweeney, President,	2017	550,000	1,700,000	2,550,000	4,800,000
Advice & Wealth Management	2016	550,000	1,000,000	1,320,000	2,870,000
Products and Service Delivery	2015	550,000	1,134,000	1,044,000	2,728,000

(1) This column shows the grant date fair value for stock options and restricted stock awards, and the target value as of the grant date for performance share units.

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Benefits and Other Compensation. In addition to total direct compensation, our executive officers are eligible to participate in the health, welfare benefit and retirement programs of the Company on the same basis as other employees. We discuss the pension benefits available to our named executive officers on page 66.

Deferred Compensation Plan. Executive officers and other eligible employees can elect to participate in a voluntary deferred compensation plan. Investment options under the plan include Ameriprise Financial share units, several mutual funds, and a Moody's Corporate Bond Yield Index. Participants can defer up to 20% of their annual cash incentive awards earned for the prior year's performance and receive a Company stock match under the plan. The match is equal to 25% of the amount deferred. This match helps to encourage further investment in Ameriprise Financial by executives. The match is subject to a three-year cliff vesting requirement. Plan participants may elect to defer up to 50% of annual cash incentive awards into this plan, but any amount over 20% is not eligible for the match.

Perquisites. The committee regularly reviews the type and amount of perquisites provided to our executive officers. We provide detailed information about this element of our executive compensation program for our named executive officers in footnote 4 to the Summary Compensation Table, on page 59.

Additional Information About Our Executive Compensation Program

As discussed above, the committee determined the 2017 incentive compensation for each named executive officer based on the established target total incentive pool, the incentive plan framework and weighted metrics, and 2017 performance. The committee also relied on guidance from FW Cook, its independent compensation consultant, in determining the funding level of the total incentive pool and the mix of cash and long-term incentives provided from the pool to each named executive officer.

Market Compensation Data

During 2017, FW Cook provided competitive market data to the committee, including a target total incentive pool with competitive range information above and below the market median.

The market median and market competitive ranges provided by FW Cook are based primarily on proxy disclosures for the competitive peer group shown below. Market data is also supplemented from time to time based on published survey data from third-party data providers such as McLagan and Mercer. The competitive peer group is evaluated by the committee on an annual basis taking into account the advice of its compensation consultant to confirm they are appropriate given our size, type and mix of business, and the industries we compete in for executive talent.

Collectively, the competitive market data provides an important reference point and market check for the committee in determining how to position pay, and is an important input to the consultant's determination of market median and ranges above and below market median.

Ameriprise Financial is a leader in each of our core businesses: Advice & Wealth Management; Asset Management; and Protection and Annuities. There is no single company that is comparable to us in every respect. The peer group used for 2017 was reviewed and updated by the committee in February 2017. There were no changes to the peer group from the prior year.

Affiliated Managers Group	Bank of New York Mellon	Hartford Financial
BlackRock	Northern Trust	Lincoln National
Franklin Resources Inc.	PNC Financial	MetLife
Invesco	Schwab (Charles)	Principal Financial
T. Rowe Price	State Street	Prudential Financial
		Unum Group

The peer group is one of a number of analytical tools and reference points used by the committee. The committee also reviews and considers historical compensation levels for the executive officer and guidance provided by the committee's compensation consultant. Depending upon the Company's financial results and strategic and business accomplishments and the officer's individual performance, a named executive officer's total direct compensation may be below, at, or above the median of the market range for the officer's position.

Risk and Incentive Compensation

The Compensation and Benefits Committee is responsible for overseeing our incentive compensation arrangements, for aligning such arrangements with sound risk management and long-term growth and for verifying compliance with applicable regulations. Management, including representatives from each of our material businesses, as well as our human resources, finance, internal audit and legal departments, conducted the annual internal review of our executive and non-executive incentive compensation programs, policies and practices. Among other factors, the team reviewed and discussed: the various design features and characteristics of Company-wide compensation policies and programs as well as those at the business unit level; the performance metrics at the Company and business unit levels; and approval mechanisms of all incentive programs for all employees. The team's objective was to determine whether any of these policies or programs could create risks that are reasonably likely to have a material adverse effect on the Company. The results of this assessment are shared with the Compensation and Benefits Committee each year.

Based on this assessment and after discussion with management and the committee's independent compensation consultant, for 2017, the committee has concluded that our incentive compensation arrangements and practices do not create risks that are reasonably likely to have a material adverse effect on the Company.

The committee reached this conclusion after considering a number of features of our incentive compensation structure that are designed to mitigate risk, including but not limited to:

- We use different types of compensation vehicles that provide a balance of long- and short-term incentives with fixed and variable features, with an emphasis on long-term performance (except for certain sales and sales management positions, whose competitive pay framework is more heavily short-term and where business controls are present to moderate risk);

- We set performance goals that we believe are appropriate in light of past performance and market conditions;

- Our budgeting and internal controls and procedures are sufficient to prevent the manipulation of performance results to enhance payments under incentive compensation arrangements;

- We have stock ownership and retention guidelines for our senior leaders that call for significant stock ownership and align the interests of our senior leaders with the long-term interests of our shareholders;

- The committee has a clawback policy for all named executive officers and other executive officers, which specifies the circumstances under which the committee may exercise its discretion, to the extent permitted by law, to seek the reimbursement or forfeiture of certain cash or equity awards granted on or after January 1, 2011; and

- Our chief executive officer retains the discretion to adjust plans (other than those for our named executive officers) throughout the year in response to changing business conditions or unexpected events.

Also for 2017, at the request of the committee and consistent with our annual processes, its independent compensation consultant conducted a risk review and assessment of the Company's executive compensation program in which the named executive officers participate. This is similar to the review described in our prior proxy statements. In completing this review, the consultant considered such factors as: mix of total compensation; weighted performance metrics; equity incentive grant types and design; stock ownership guidelines; clawback policies; and performance assessment processes, among others.

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The committee determined, taking into account the consultant's review, the discussions with management, and the report provided by management that our executive compensation program includes numerous risk mitigating factors and does not contain features that induce imprudent risk taking.

Other Considerations

Our incentive compensation programs have historically been designed and administered in a manner generally intended to preserve federal income tax deductions. However, the committee considers the tax and accounting consequences of using various forms of compensation and retains the discretion to pay compensation that is not tax deductible or could have adverse accounting consequences for the Company.

Section 162(m) of the Internal Revenue Code ("Section 162(m)") generally disallows a tax deduction to public corporations for compensation of $1 million for compensation paid to the chief executive officer and the three other most highly-compensated executive officers, unless such compensation is performance based.

For the named executive officers who are covered employees under Section 162(m) of the Internal Revenue Code, the maximum amount that can be paid to an individual as an annual cash incentive and restricted stock award is limited to a percentage of the pool. There is no minimum funding level for the total incentive pool. Depending upon the committee's assessment of the Company's performance in the context of the year's operating environment, the committee may decide not to fund any components of the total incentive compensation pool for the named executive officers.

Accounting rules govern how to value stock and option awards as of the date of grant, and when those awards are to be recognized as compensation expense. Under this accounting standard, we calculate the full grant date value of awards using a variety of assumptions. This calculation is performed for accounting purposes, as an executive officer may never realize any value from the award. This may happen when the value of a share of stock on which the executive holds an option falls below the exercise price of the option and remains below the exercise price, rendering the option worthless to the executive. In the case of such options, we recognize accounting expense even though the executive officer may never realize any value from the options.

On December 22, 2017, President Trump signed into law tax reform legislation which is commonly referred to as the Tax Cuts and Jobs Act ("the Act"). Among other things, the legislation eliminates the performance-based compensation exception under Section 162(m). As a result, the committee currently expects that, in respect to fiscal 2018 and beyond, any compensation amounts over $1 million paid to any named executive officer will no longer be deductible. However, the Act provides a transition rule with respect to remuneration which is provided pursuant to a written binding contract which was in effect on November 2, 2017, and which was not materially modified after that date. The committee generally intends to administer any awards granted prior to November 2, 2017, which may still qualify as "performance-based compensation" under Section 162(m) of the Code, as amended by the Act, in accordance with the transition rules applicable to a binding contract in effect on November 2, 2017. However, no assurance can be given that the compensation associated with these awards will qualify for the transitional relief, due to ambiguities and uncertainties as to the application and interpretation of newly revised Section 162(m) and the related requirements for transitional relief. The committee continues to believe that shareholder interests are best served if its discretion and flexibility in structuring and awarding compensation are not restricted, even though some compensation awards may have resulted in the past, and are expected to result in the future, in non-deductible compensation expenses to the Company.

Stock Option, Restricted Stock and Performance Share Unit Grant Practices and Procedures

Grant practices and procedures. The committee has adopted a Long-Term Incentive Awards Policy that details the policies and procedures we use to grant stock options, restricted stock and performance share units. The policy covers, among other topics: who has the authority to make grants; when grants may be made and when they become effective; required documentation; and our policy for making grants when the committee or our chief executive officer is aware of material nonpublic information about us or our securities.

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The committee does not consider gains or losses from long-term and equity incentive awards made in prior years, such as stock option exercises and restricted stock vesting, in determining new incentive awards. The committee believes that reducing or limiting current stock option grants, restricted stock awards or other forms of compensation because of prior gains realized by an executive officer would unfairly penalize the officer for high past performance and reduce the motivation for continued high achievement. Similarly, the committee does not consider a loss of value in prior equity awards in determining new incentive awards. Our severance and change in control plans, which we discuss in detail beginning on page 68, do not affect the committee's decisions regarding other elements of compensation. Those plans serve very specific purposes that are unrelated to the determination of a named executive officer's total direct compensation for a specific year.

We have posted a copy of our Long-Term Incentive Awards Policy on our website on the Corporate Governance page at *ir.ameriprise.com*. That site also includes an expected schedule of equity award grant dates for 2018 and will be updated for future years' grant date schedules. If you would like a copy of the policy and the expected schedule of 2018 grant dates, please write to our corporate secretary at the address given on page one of this proxy statement under "General Information." The corporate secretary will send you a copy at no expense to you. The committee adopted the policy in order to document in one place the practices and procedures to be followed in making grants of stock options, restricted stock and performance share units. The committee also wanted to provide the greatest possible transparency and candor to our shareholders concerning our grant practices, particularly with respect to the timing of those grants and our policy for making grants when the committee or our chief executive officer may be aware of material nonpublic information about us or our securities.

Stock Ownership and Retention Guidelines

The committee has established and maintains stock ownership and retention guidelines for our senior leaders to more closely align their interests with the long-term interests of our shareholders. We believe this commitment to stock ownership will continue to play a significant role in driving our success and creating long-term value for our shareholders. Under the guidelines, executive officers are required to beneficially own shares of our common stock equal in market value to a specified multiple of their salary. The multiple for the chairman and CEO is six times base pay. For each of the other named executive officers, the stock ownership guideline is three times his salary. As of December 31, 2017, each of the named executive officers met the stock ownership guidelines under the policy.

The shares that count towards this ownership guideline include: shares owned directly and shares or phantom stock units held in qualified or nonqualified plans. The shares underlying outstanding stock options and unearned performance shares are not counted as shares owned for the purposes of this ownership guideline, nor are unvested restricted stock awards made after 2014.

To ensure achievement of the ownership goals, executive officers who have not yet attained the required level of ownership must retain 75% of any restricted stock upon vesting or any stock acquired upon exercise of stock options (net of shares withheld for taxes or exercise costs) until the ownership guideline is attained.

Post-Employment Compensation and Benefits

We do not enter into individual employment, severance or change in control agreements with our named executive officers. Instead, the rights of our named executive officers to post-employment compensation and benefits are covered by our compensation and benefit plans. Under this "plan approach," the post-employment compensation and benefits of our named executive officers are established uniformly and separately from the other compensation elements.

Our use of a plan approach provides many benefits when compared to entering into individual employment agreements with each named executive officer. In most instances, this method ensures consistent terms and provisions and allows us the flexibility to amend or change our practices in response to market trends and best practices. As part of the committee's ongoing review of the Company's programs, the committee's independent consultant reviews our post-employment provisions on an annual basis.

The committee utilizes the flexibility afforded by our plan approach to align our executive compensation programs with recent market trends, emerging executive compensation and corporate governance best practices and to be responsive to the opinions and concerns of our shareholders. We have made a number of reductions to our post-employment benefits for our named executive officers over the past several years, including: reducing the severance multiple, eliminating the gross up on "parachute payments", terminating Company-sponsored welfare benefits for new retirees, and adding a "double trigger" for accelerated equity vesting following a change in control of the Company. There were no changes to these programs in 2017.

Under our Senior Executive Severance Plan, severance benefits may become payable only in the event of certain involuntary terminations or if an executive is involuntarily or constructively terminated within two years following a change in control. We offer severance benefits upon certain limited involuntary terminations outside the executive officer's control because we believe that the severance benefits provide income continuity, which results in greater management stability and minimized turnover.

Additionally, we have provisions designed to ensure that executives' interests remain aligned with the interests of shareholders should a change in control occur. We believe that this "double trigger" requirement for qualifying terminations following a change in control maximizes shareholder value because it ensures our named executive officers do not receive an unintended windfall by receiving a severance payment while maintaining their positions following a change in control.

Additional information regarding each element of our post-employment provisions as well as detailed information on these benefits and the value of potential payments that our named executive officers would receive in various scenarios is provided in the section "Potential Payments Upon Termination or Change of Control for Named Executive Officers," beginning on page 68.

The Committee's Consideration of the 2017 Nonbinding Advisory Vote to Approve the Compensation of our Named Executive Officers

In 2017, approximately 81% of the shares voted approved the compensation of our named executive officers for the 2016 performance year. At the time of the 2017 vote, the committee had already approved the design and goals of our executive compensation program for the 2017 performance year. The committee has reviewed and discussed: these voting results; feedback from our proactive shareholder meetings; the absence of proposals received from shareholders; and the voting results on this proposal at members of our peer group. After its review and discussion, the committee concluded that the 2017 vote affirmed shareholder support of our executive compensation program and the committee's decision-making process. Nevertheless, the committee, with the advice of FW Cook, approved certain changes to the program for 2017 that are explained on page 50. The committee believes that these changes will be viewed favorably by our shareholders, based on the feedback provided by some of our institutional shareholders during the engagement effort, which is also described on page 37.

As detailed on page 53 and in the footnotes to the Summary Compensation Table below, the "Total" compensation numbers in the Summary Compensation Table do *not* represent the total direct compensation earned by the named executive officers for 2017 performance. The reasons are explained in the footnotes and in the Compensation Discussion and Analysis. We urge you to consider these points carefully when reviewing the Summary Compensation Table.

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Summary Compensation Table

The following table contains compensation information for our chief executive officer, chief financial officer, and the three other executive officers who were the most highly compensated for the year ended December 31, 2017.

ne & Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)(1)	Option Awards ($)(1)	Non-Equity Incentive Plan Compensation ($)(2)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings ($)(3)	All Other Compensation ($)(4)	Total ($)
es M. Cracchiolo	2017	1,025,000	0	1,624,000	3,070,000	11,190,000	1,466,887	830,422	23,900,
irman and Chief				4,694,000					
cutive Officer	2016	1,025,000	0	1,630,000	3,260,000	6,258,000	1,220,414	608,761	16,610,
				2,608,000					
	2015	1,025,000	0	2,337,000	4,674,000	8,148,000	1,298,671	728,300	20,670,
				2,460,000					
ter S. Berman	2017	675,000	0	534,000	1,069,000	3,770,000	571,114	259,976	8,169,
cutive Vice President				1,290,000					
Chief Financial	2016	675,000	0	535,000	1,070,000	2,243,000	555,663	182,977	6,117,
cer				856,000					
	2015	675,000	0	760,000	1,520,000	2,675,000	629,665	206,203	7,265,
				800,000					
liam F. Truscott	2017	675,000	0	436,000	874,000	2,890,000	363,556	158,000	6,656,
ef Executive Officer,				1,260,000					
bal Asset Management	2016	675,000	0	451,000	903,000	1,764,000	261,595	105,337	4,881,
				722,000					
	2015	675,000	0	740,000	1,479,000	2,258,000	236,964	144,414	6,393,
				860,000					

n Moore	2017	475,000	0	463,000	925,000	2,610,000	211,344	761	5,885,
cutive Vice President				1,200,000					
Global Chief	2016	475,000	0	469,000	937,000	1,912,000	162,070	2,950	4,708,
estment Officer				750,000					
	2015	475,000	0	686,000	1,373,000	2,344,000	191,326	2,510	5,986,
				915,000					
eph E. Sweeney	2017	550,000	0	240,000	480,000	1,700,000	314,396	152,540	4,036,
sident, Advice & alth				600,000					
nagement Products	2016	550,000	0	227,000	454,000	1,000,000	215,640	113,414	2,923,
Service Delivery				363,000					
	2015	550,000	0	345,000	690,000	1,134,000	228,593	123,865	3,434,
				363,000					

(1)

The numbers in these columns are not the grant date fair value of restricted stock awards, performance share awards and stock options awarded to the named executive officer for 2017 performance. These amounts represent the grant date fair value of restricted stock awards, performance shares/units, and stock options for 2016 performance, but granted on February 6, 2017. For 2017, there are two amounts listed in the stock awards column. The top number is the restricted stock award granted for 2016. The bottom number is the performance share award/unit granted at target for 2016. The actual number of performance shares/units that will be earned at the vesting date is dependent upon future company performance and can range from 0 to 200% of target for this award period.

The Company calculates the grant date fair value of restricted stock awards, performance shares/units and stock options in accordance with the applicable accounting rules. The grant date fair value represents the total compensation expense that the Company will recognize for restricted stock awards and stock options whereas the total compensation expense for performance shares will ultimately be the market value as of the vesting date.

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For the grant date fair value of restricted stock awards, we use the closing share price on the grant date which does take into account future dividends to be paid on restricted shares. Those dividends will be the same as those paid to other shareholders.

For the grant date fair value of performance share awards, we use the closing share price on the grant date which does take into account future dividend equivalents to be paid on performance shares once fully vested and earned. Those dividend equivalents will be the same as those paid to other shareholders over the three-year performance period.

In order to calculate the grant date fair value of stock options, we use the Black-Scholes option pricing model. For the stock options that became effective on February 6, 2017, we used the following assumptions for purposes of the Black-Scholes option pricing model: (i) an expected life of 5 years for each option; (ii) a dividend yield of 2.25%; (iii) an expected stock price volatility of 30.14%; and (iv) a risk-free rate of return of 1.877%.

(2)

This column represents the non-equity incentive plan compensation earned by the named executive officers. For 2017, this number is the cash incentive award that was earned for 2017 performance. For 2016, this number is the cash incentive award that was earned for 2016 performance. For 2015, this number is the cash incentive award that was earned for 2015 performance.

(3)

These amounts represent the changes in pension value for calendar year 2017 under the Company's retirement plans as described in the Pension Benefits Table of this proxy statement, effective December 31 of each fiscal year.

(4)

The 2017 amounts disclosed for All Other Compensation primarily consist of: (i) employer contributions under the 401(k) plan; (ii) the annual executive perquisites allowance, which is $35,000 for Mr. Cracchiolo and $25,000 for each other named executive officer, except Mr. Truscott and Mr. Moore who do not receive this allowance; (iii) a Company matching contribution on voluntary deferrals of the 2017 cash incentive award under the deferred compensation plan that are credited in the form of deferred share units; (iv) the cost of maintaining a Company leased apartment for business travel to Minneapolis (which was $50,955 in 2017 for Mr. Cracchiolo); (v) the incremental cost associated with certain personal use of the aircraft and Company-provided vehicle and driver, as required by the Company's security program (defined below); (vi) club membership fees which are used primarily for business purposes; (vii) reimbursement of certain income tax liabilities related to a specific business trip (although business travel ordinarily does not result in imputed income for an employee, the Company imputed income to these named executive officers in this instance in order to optimize its tax treatment for the business travel and the amount of the associated tax reimbursement for each officer is shown following his name: Messrs. Cracchiolo ($2,580), Berman ($5,015), and Sweeney ($4,666); (viii) Company reimbursement of spousal travel for certain Company events; and (ix) gifts provided in conjunction with Company events. As a part of the CEO security program approved by the Compensation and Benefits Committee, the Company provided Mr. Cracchiolo with the following: security system monitoring for his personal residences; use of a car and driver for business and commuting purposes; use of our corporate aircraft by Mr. Cracchiolo and others for business and personal travel.

For purposes of calculating the 2017 incremental cost for use of the car and driver, a per mile rate was determined using vehicle maintenance, fuel, and toll expenses and applying the calculated rate to all miles associated with commuting or personal use. The Company used the following methodology for determining the incremental cost for personal usage of the corporate aircraft: (a) when used solely for personal travel, an hourly flight rate (that considers fuel, maintenance and miscellaneous flight costs) plus any direct expense associated with in-flight catering is applied; and (b) when others accompany executives during regular business travel, the incremental cost reflects those direct expenses associated with in-flight catering only. For purposes of calculating the incremental cost of the personal use of corporate aircraft during 2017, the following per flight hourly costs were used, rounded to the nearest dollar: $3,607, $3,981 or $3,858, depending upon the aircraft used.

The following table shows the breakout of the major categories of All Other Compensation for the year ended December 31, 2017.

Name	Company Contributions to the 401(k) ($)	Matching Contributions to Deferred Compensation Plan ($)	Annual Cash Perquisites Allowance ($)	Personal Use of Corporate Aircraft ($)
James M. Cracchiolo	13,500	559,500	35,000	108,037
Walter S. Berman	13,500	188,500	25,000	700
William F. Truscott	13,500	144,500	0	0
Colin Moore	0	0	0	0
Joseph E. Sweeney	13,500	85,000	25,000	0

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Grants of Plan-Based Awards in 2017

The table below shows the long-term incentive and equity awards made to our named executive officers in 2017. These awards were based on 2016 performance and funded from the 2016 total incentive pool. Stock options will not have value unless there is an increase in share price above the option exercise price. Performance share and cash awards will not have value unless minimum performance results are achieved.

		Estimated Future Payouts Under Equity Incentive Plan Awards and Performance Awards(1)			All Other Stock Awards (# of shares	All Other Option Awards (# of securities	Exercise or Base Price of Option	Grant Date
	Grant Date	Threshold	Target (#)	Maximum (#)	of Stock or Units) (#)(2)	Underlying Options) (#)(3)	Awards ($/share)(4)	Fair Value of Awards ($)(5)
James M. Cracchiolo	2/6/2017	NA	38,048	76,096				4,694,000
					13,163			1,624,000
						108,334	123.37	3,070,000
Walter S. Berman	2/6/2017	NA	10,456	20,912				1,290,000
					4,328			534,000
						37,723	123.37	1,069,000
William F. Truscott	2/6/2017	NA	10,213	20,426				1,260,000