

AMERICAN ELECTRIC POWER COMPANY, INC.

COMMITTEE ON DIRECTORS AND CORPORATE GOVERNANCE

Consideration of Candidates for Director Recommended by Shareholders

Shareholders of American Electric Power Company, Inc. (the “Company”) may recommend to the Committee on Directors and Corporate Governance of the Company (the “Committee”) candidates to be considered for nomination to the Board of Directors of the Company (the “Board”). Any such recommendation must be submitted in writing to the attention of the Committee on Directors and Corporate Governance no later than 120 days before the anniversary of the mailing of the proxy statement for the prior year, c/o Assistant Corporate Secretary, Thomas G. Berkemeyer, 1 Riverside Plaza, Columbus, OH 43215, and should include the following information:

- the name and address of the recommending Shareholder(s), and the class and number of shares of capital stock of the Company that are beneficially owned by the recommending Shareholder(s),
- the name, age, business address and principal occupation and employment of the recommended candidate,
- any information relevant to a determination of whether the recommended candidate meets the criteria for Board membership established by the Board and/or the Committee,
- any information relevant to a determination of whether the recommended candidate would be barred from being considered independent under the New York Stock Exchange Rules, or, alternatively, a statement that the recommended candidate would not be so barred,
- all other information relating to the recommended candidate that is required to be disclosed in solicitations for proxies in an election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, including information regarding (1) the recommended candidate’s business experience, (2) the class and number of shares of capital stock of the Company, if any, that are beneficially owned by the recommended candidate and (3) material relationships or transactions, if any, between the recommended candidate and the Company’s management,
- a description of any business or personal relationships between the recommended candidate and the recommending Shareholder(s),
- a statement, signed by the recommended candidate, (1) verifying the accuracy of the biographical and other information about the candidate that is submitted with the recommendation and (2) affirming the recommended candidate’s willingness to be a director, and

- if the recommending Shareholder(s) has beneficially owned more than 5% of the Company's voting stock for at least one year as of the date the recommendation is made, evidence of such beneficial ownership as specified in instruction 3 to Item 7(d)(2)(ii)(L) of Schedule 14A.

The Committee will request any further information it may need and will evaluate the director candidate in the same manner and to the same extent as it evaluates director candidates identified by other means.