

I. Purpose

The Risk and Return Committee (“Committee”) assists the Board of Directors in fulfilling its oversight of management’s responsibility for the Corporation’s risk and return management structure and governance in the following areas: (i) identification and evaluation of risks inherent in the Corporation’s business, strategy, capital structure, and operating plans, (ii) identification and evaluation of opportunities to create and deploy risk capacity to improve returns, (iii) processes, guidelines, and policies for monitoring risks and returns, and (iv) organization and performance of the Corporation’s enterprise risk and return management (“ERRM”) function.

In addition, the Committee assists the Audit Committee in fulfilling its responsibility to the Board in the oversight of risk assessment and risk management processes.

In carrying out its responsibilities, the Committee has the responsibilities and powers provided in this Charter.

II. Membership

The size of the Committee is set from time to time by the Board, but will always consist of at least two directors. The Chair and other members of the Committee are appointed by the Board based on the recommendation of the Nominating and Governance Committee. The Chairs of the Committee and the Audit Committee will be members of both committees. The Chair and other members of the Committee may be removed by the Board. Each member will have an understanding of risk management commensurate with the Corporation’s business, size, complexity, and capital structure.

III. Meetings

The Committee typically meets five times a year. The Committee Chair may call additional meetings as necessary. The Committee Chair reviews and approves meeting agendas, reports regularly to the Board and the Lead Director on the Committee’s actions, recommendations, and any topics that it believes should be reviewed or discussed with the Board. Periodically, the Committee will meet separately with Allstate’s chief risk officer and may meet separately with other members of management, including business unit risk officers. Typically, Allstate’s senior internal audit executive will attend Committee meetings.

IV. Duties and Responsibilities

The Committee acts as a resource to the Board on the following matters:

A. Enterprise Risk and Return Principles

- The review from time to time of the Corporation’s formal statement of principles on risk-taking and risk-return decision-making, known as the “enterprise risk and return principles.”

B. Risk and Return Practices and Results

- The identification and evaluation of the Corporation’s risk and return trade-offs and overall balance.
- The evaluation of the Corporation’s capital level and structure, including the economic capital framework.
- The review of the Corporation’s operating plan from a risk and return perspective, including its current and emerging potential exposure to risks of various types and expected returns.
- The review of Allstate’s chief risk officer’s report on risk exposures, including strategic execution, culture, insurance, investment, financial, and operational risks, against risk measurement methodologies, if available, and the steps management has taken to identify, assess, manage, monitor, and report such exposures.
- The review and discussion of extremely low frequency high severity scenarios (“ELFS”) on an annual basis, including a periodic review of ELFS related to climate and weather-related risks.
- The review of regulatory disclosures regarding risk, including those contained in the Corporation’s annual report on Form 10-K.
- The consideration of the Corporation’s processes and policies for determining risk and return appetite.

C. Strategy

- The annual evaluation of the Corporation’s strategy from a risk and return perspective, including consideration of risk and return principles, risk and return appetite, risk mitigation, and underlying assumptions, as well as strategic alternatives.

D. Enterprise Risk and Return Governance Structure

- The evaluation of the effectiveness of the Corporation’s governance structure, guidelines, policies, and processes for risk and return management.
- The evaluation of the ERRM function, including its performance, organization, practices, budgeting, and staffing.

V. Coordination with Audit Committee

To assist the Audit Committee in fulfilling its responsibility for oversight of risk assessment and risk management processes, the Committee oversees management's provision of information to the Audit Committee regarding Allstate's risk control environment, including Allstate's chief risk officer's semi-annual report on risk exposures.

VI. Additional Powers and Responsibilities

The Committee also has the following powers and responsibilities:

A. Self Evaluation and Charter Review

The Committee evaluates its performance as a whole at the end of each regularly scheduled in-person meeting. The Committee Chair reports to the Lead Director and Board on matters raised during the Committee discussions as part of Committee reports to the Board. The Committee regularly and no less than annually reviews and assesses the adequacy of its Committee Charter and recommends any proposed changes to the Board.

B. Retention of Outside Experts and Funding

The Committee has authority to retain and terminate any relationship with outside advisors, as necessary and appropriate, to assist in its duties to the Corporation. The Corporation will provide for appropriate funding, as determined by the Committee, for the payment of compensation to any outside advisor retained by the Committee.