

# The Allstate Corporation

## Executive Committee Charter

### I. Purpose

The purpose of the Executive Committee is, subject to the Corporation's certificate of incorporation and bylaws, applicable laws, rules, and regulations, and Section IV of this Charter, to have the powers of the Board of Directors in the management of the business and affairs of the Corporation, excluding any powers granted by the Board, from time to time, to any other committee of the Board.

### II. Membership

The composition of the Executive Committee shall consist of the Lead Director and the Chairs of the Audit Committee, Compensation and Succession Committee, Nominating, Governance and Social Responsibility Committee, and Risk and Return Committee, and the Board Chair. The members of the Executive Committee are appointed by the Board upon the recommendation of the Nominating, Governance and Social Responsibility Committee and may be removed by the Board. The Chair of the Board will serve as Chair of the Executive Committee.

### III. Meetings and Operations

The Executive Committee will meet as often as may be deemed necessary or appropriate in its judgment. The Committee Chair develops the meeting agendas, in consultation with the members of the Committee. The Committee shall maintain minutes and other records of its meetings and report regularly to the Board at the next scheduled Board meeting on the Committee's actions. The Committee may form and delegate authority to subcommittees.

### IV. Powers and Responsibilities

The Nominating, Governance and Social Responsibility Committee shall review and reassess the adequacy of this Charter from time to time, as it deems advisable, and recommend any proposed changes to the Board. The Executive Committee shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation to the extent set forth in the bylaws of the Corporation; provided, however, the Committee shall not have and may not exercise any powers that are granted by the Board, from time to time, to any other committee of the Board. Further, the Committee shall not have and may not exercise the powers (i) to adopt, amend or repeal the Corporation's bylaws or (ii) to approve or adopt, or recommend to the stockholders, any action or matter (other than the election or removal of directors) that requires stockholders' authorization under the General Corporation Law of the State of Delaware.

The Committee has authority to retain and terminate outside advisors to assist in exercising its powers, including authority to approve the advisors' fees and other retention terms for such services provided to the Committee. The Corporation will provide for appropriate funding, as determined by the Committee, for the payment of compensation to any advisors retained by the Committee for the services provided to the Committee and for the payment of the Committee's ordinary administrative expenses in exercising its powers.