I. Purpose and Powers: Assist the Board in its oversight role with full access to resources necessary to execute its duties.

A. The Audit Committee ("Committee") of the Board of Directors ("Board") of The Allstate Corporation ("Corporation") assists the Board in fulfilling its oversight responsibilities for the following:

1. The integrity of the Corporation's financial statements and other financial information.
2. The Corporation's system of internal control over accounting and financial reporting and disclosures, enterprise risk, ethics, and compliance with legal and regulatory requirements.
3. The evaluation of the independent registered public accountant's qualifications, performance, and independence.
4. The appointment and evaluation of the Corporation's independent cybersecurity advisor.
5. The evaluation of the Corporation's internal audit function, including an assessment of the chief audit executive's qualifications, performance, and independence.

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

B. Unless the Committee elects to act as the audit committee of an insurance company or other subsidiary of the Corporation, it will not be responsible for statutory financial reporting and financial statements filed with state insurance regulators by such subsidiary or the financial statements of any non-insurance subsidiaries. However, the Committee shall provide oversight with respect to any material weaknesses, significant deficiencies and/or significant solvency concerns at the subsidiary level that would be material to the Corporation.

C. The Committee has authority to engage and evaluate advisors and has sole authority and responsibility to appoint, compensate, retain, and oversee the work of the Corporation's independent registered public accountant engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services.

1. The Committee pre-approves all auditing and permitted non-auditing services to be provided by the independent registered public accountant and the terms of and fees for such services, subject to *de minimis* exceptions allowed by law. It also reviews the independent registered public accountant's audit plan, scope, and strategy.
2. The Committee may delegate to one or more of its members the authority to grant pre-approvals of all auditing and all permitted non-auditing services, provided that any pre-approvals are communicated to the full Committee at its next meeting.
3. The Committee has the power to conduct or authorize special projects or investigations related to any matters brought to its attention, with full access to all books, records, facilities, and personnel of the Corporation as the Committee considers necessary to discharge its responsibilities.
4. The Committee has authority to engage the independent cybersecurity advisor, independent counsel, and other advisers determined necessary to carry out its duties, including the Corporation's internal legal counsel and internal auditors.

D. The Corporation provides for appropriate funding, as determined by the Committee, for payment of compensation to the independent registered public accountant for the purpose of issuing an audit report or performing other audit, review, or attest services for the Corporation, for payment of compensation to any advisors employed by the Committee, and for payment of the Committee's ordinary administrative expenses in carrying out its duties.

E. The Committee prepares (or causes to be prepared) a Committee report as required by the rules of the U.S. Securities and Exchange Commission ("SEC") to be included in the Corporation's annual proxy statement detailing its review, discussion, and recommendation regarding the Corporation's audited financial statements and their inclusion in the Corporation's annual report on Form 10-K.

F. The Committee shall exercise such other powers and perform such other duties and responsibilities that are incidental to the powers and responsibilities specified herein and as may be delegated to it by the Board from time to time.

II. Membership: Members must meet independence standards and be financially literate.

A. The size of the Committee is set from time to time by the Board, but the Committee will always consist of at least three directors.

B. The Committee Chair and other members of the Committee are appointed by the Board based on the recommendation of the Nominating, Governance and Social Responsibility Committee in accordance with the independence and experience requirements of the New York Stock Exchange, the SEC, and the provisions of the Director Independence Standards adopted by the Board.

C. The Committee Chair and other members of the Committee may be removed by the Board.

D. Each member of the Committee will be, in the Board's judgment, "financially literate" or will become financially literate within a reasonable period of time after his or her appointment to the Committee.

E. At least one member of the Committee will be an "audit committee financial expert" as determined by the Board in accordance with SEC rules.

F. The Chairs of the Committee and the Risk and Return Committee will be members of both committees. The Corporation's chief risk officer will generally attend all Committee meetings.

G. No director may serve as a member of the Committee if such director serves on the audit committees of more than two other public companies unless the Board determines, based on the recommendation of the Nominating, Governance and Social Responsibility Committee, that such simultaneous service would not impair the ability of such director to effectively serve on the Committee and such determination is disclosed in the Corporation's annual proxy statement.

III. Committee Structure and Operations: The Committee controls its agenda and reports to the Board.

A. The Committee shall meet as often as may be deemed necessary or appropriate, in the judgment of the Committee Chair. The Committee Chair develops meeting agendas and reports regularly to the Board on the Committee's actions, recommendations, and any topics that it believes should be reviewed or discussed with the Board.

B. At least quarterly, the Committee meets separately with management, with the chief audit executive, and with the independent registered public accountant, and may meet with any other officer (including the chief executive officer, vice chair, chief financial officer, chief accounting officer, controller, chief compliance executive, chief risk officer, chief technology officer, or chief information security officer) or the independent registered public accountant without management present whenever the Committee deems it appropriate.

C. The Committee Chair reviews with the Board and Lead Director any issues that arise with respect to the quality or integrity of the Corporation's financial statements, its compliance with legal or regulatory requirements, certain identified risks, the performance and independence of the independent registered public accountant, or the performance of the internal audit function.

D. The Committee shall undertake an annual evaluation assessing its performance and overall effectiveness. The Committee shall periodically review and assess the adequacy of its Charter and recommend any proposed changes to the Board.

IV. Duties and Responsibilities.

A. Review the Corporation's financial statements and other financial information.

1. The Committee reviews and discusses with management, its chief audit executive, and the independent registered public accountant the Corporation's annual audited and quarterly financial statements and related disclosures, including management's discussion and analysis of financial condition and results of operations ("MD&A") and risk factors.
2. The Committee reviews major changes or issues affecting the Corporation's auditing and accounting principles, policies, and practices, and financial statement presentations, including critical accounting estimates (with comparisons to the critical accounting estimates of other companies in the industry) and analyses of the effects of alternative generally accepted accounting principles ("GAAP") methods on the Corporation's financial statements. The Committee also reviews analyses prepared by management or the independent registered public accountant setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements.
3. The Committee reviews the effect of regulatory and accounting initiatives on the Corporation's financial statements.
4. The Committee reviews with the Corporation's chief legal officer the status of legal matters that may have a material impact on the Corporation's financial statements.
5. The Committee recommends to the Board whether the audited financial statements should be included in the Corporation's annual report on Form 10-K.
6. The Committee discusses the Corporation's process for preparing earnings releases, as well as its processes for providing financial information and earnings or earnings-related guidance to analysts and rating agencies, generally (including the types of information to be disclosed and types of presentations to be made).
7. The Committee reviews and discusses with the independent registered public accountant its reports on the Corporation's financial statements, including:
    a) Judgments about the acceptability and quality of the accounting principles used in the Corporation's financial reporting.
    b) The scope of audits conducted.

c) Any significant difficulties encountered in the audit work, including any restrictions on the scope of its activities or access to requested information, any significant disagreements with management, and management's response.
d) Accounting adjustments noted by the audit team; any significant communications between the audit team and its national office respecting auditing or accounting issues presented by the engagement; any "management" or "internal control" letter issued or proposed by the independent registered public accountant to the Corporation; and any other issues that the Committee may deem appropriate.
e) Significant risks identified through the firm's risk assessment procedures.

B. **Review the Corporation's system of internal control and disclosure controls, enterprise risk control assessment and management, ethics and compliance, and procedures for receipt, retention, and treatment of complaints and concerns pursuant to the requirements of the Sarbanes-Oxley Act of 2002, as amended.**

1. At least twice a year, the Committee reviews a report on the adequacy and effectiveness of the Corporation's internal control over financial reporting and disclosure controls and procedures that could significantly affect the Corporation's financial statements or MD&A and any special audit steps adopted in light of material control deficiencies.
2. The Committee reviews and discusses with management and the independent registered public accountant significant deficiencies or material weaknesses in internal control over statutory financial reporting of the Corporation's insurance company subsidiaries and such other matters as the Committee may deem appropriate in connection with statutory financial reporting.
3. The Committee reviews disclosures made to the Committee by the Corporation's chief executive officer and chief financial officer during their certification process for the annual and quarterly financial reports about any significant deficiencies in the design or operation of internal controls over financial reporting or material weaknesses in such controls and any fraud involving management or other employees who have a significant role in the Corporation's internal controls.
4. In its review of the Corporation's control environment, the Committee will consider the Corporation's Enterprise Risk and Return profile and the risks discussed by the Risk and Return Committee. In addition, the Committee regularly reviews the Corporation's cybersecurity program.
5. The Committee discusses guidelines and policies that govern the process by which risk assessment and risk management is handled, including the Corporation's major financial risk exposures and the steps management has taken to monitor and control them.
6. The Committee reviews the Corporation's Global Code of Business Conduct applicable to the Board and the Corporation's employees, including the chief executive officer, chief financial officer, chief accounting officer or controller, or persons performing similar functions. The Committee has sole authority to grant waivers under the code for the Corporation's directors, executive officers, and senior financial officers and to periodically assess the adequacy of the Global Code of Business Conduct. In addition, the Committee oversees the Corporation's ethics and compliance program.
    a) The Committee requests that the chief ethics and compliance officer communicate directly and promptly with the Committee on any breach of the Global Code of Business Conduct, or any potential or actual criminal conduct, by any executive officer.
    b) At least semi-annually, the Committee reviews and discusses with the chief ethics and compliance officer a report describing the Corporation's ethics and compliance

program (including data privacy) and its effectiveness. This includes any ethics and compliance matters that may have a material impact on the Corporation's reputation, operations, financial condition, results of operations, or cash flows.

c) The Committee reviews any significant recommendations from the Corporation's independent registered public accountant and internal audit department concerning ethics and compliance and compliance with the Corporation's policies relating to ethics, conflicts of interest, perquisites, and use of corporate assets.

7. The Committee oversees procedures for the receipt, retention, and treatment of complaints regarding accounting, internal accounting controls, and auditing matters and also for the confidential and anonymous submission by employees of related concerns, as required by the rules and regulations of the SEC.

C. **Evaluate the qualifications, performance, and independence of the independent registered public accountant.**

1. At least annually, the Committee evaluates the qualifications, performance, and independence of the Corporation's independent registered public accountant, including an evaluation of the lead audit partner.
2. As part of its evaluation, the Committee reviews a report by the independent registered public accountant that describes the firm's internal quality-control procedures and any material issues raised by the firm's most recent internal quality-control review, or peer review, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, relating to one or more independent audits conducted by the firm and any steps taken to deal with any such issues. Following the issuance by the Public Company Accounting Oversight Board ("PCAOB") of any inspection reports relating to the independent registered public accountant, the Committee reviews and discusses with the independent registered public accountant the significant findings of such report(s).
3. The Committee reviews and discusses with the independent registered public accountant any "critical audit matter," as defined in applicable PCAOB standards ("CAM"), addressed in the audit of the Corporation's financial statements and the relevant financial statement accounts and disclosures that relate to each CAM.
4. At least annually, the Committee assesses the independent registered public accountant's written communications on independence and all relationships between it and the Corporation to determine the impact that any such relationships may have on the firm's independence and any actions deemed appropriate or necessary.
5. Annually, the Committee considers whether the role of the Corporation's independent registered public accountant should be rotated among different registered public accounting firms. In addition, the Committee ensures the rotation of audit partners and reviews the selection of the lead partner.
6. The Committee may not retain as the Corporation's independent registered public accountant any firm in which the chief executive officer, chief financial officer, chief accounting officer, controller, or any person serving in an equivalent position for the Corporation was employed and participated in any capacity in an audit of the Corporation during the one-year period prior to the date of initiation of the audit for which the retention is being made. The Committee maintains a hiring policy for employees or former employees of the independent registered public accountant who participated in any capacity in an audit of the Corporation.

D. **Evaluate the mandate, qualifications, and effectiveness of the internal audit function.**

1. The Committee is responsible for oversight of the Corporation's internal audit function.
2. The Committee reviews and approves the internal audit department charter, audit plan, resources, and budgets.
3. The Committee receives communication from the chief audit executive on internal audit activity and performance.
4. The chief audit executive discusses with the independent registered public accountant and management the internal audit department responsibilities, audit plan, budget, and staffing and provides to the Committee for review and approval.
5. At least annually, the Committee evaluates the appointment, performance, independence, and remuneration of the chief audit executive and any conflicts of interest that exist in the internal audit department.
6. The Committee reviews significant findings from the internal audit department, including its assessments of the Corporation's system of internal control with respect to risk management processes.
7. The Committee reviews the results of annually conducted internal quality assurance reviews and the results of external quality assurance reviews conducted every five years.

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Clarifications and Commentary

In carrying out its oversight responsibilities, the Committee is not providing expert or special assurance as to the Corporation's financial statements and legal and regulatory compliance or any professional certification as to the work of the independent registered public accountant. It is not the duty or responsibility of the Committee or its members to conduct auditing or accounting reviews or procedures or to set independence standards for the independent registered public accountant. Each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Corporation from which the Committee receives information, (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which the Committee Chair shall promptly report to the Board), and (iii) representations made by management, the internal audit department or the independent registered public accountant as to any non-audit services.

While the Committee has the powers and responsibilities set forth in this Charter, the Committee is not required to plan or conduct audits or to determine that the Corporation's financial statements are complete and accurate and are in accordance with GAAP. These are the responsibilities of the independent registered public accountant, the internal audit department and management.