

## I. Purpose

The primary purposes of the Nominating, Governance and Social Responsibility Committee (“Committee”) of the Board of Directors (“Board”) of The Allstate Corporation (“Corporation”) are (i) to identify individuals qualified to become members of the Board and the Lead Director, as appropriate; (ii) to make recommendations to the Board regarding director nominees for election to the Board and for appointment to the Board committees; (iii) to review the Corporate Governance Guidelines applicable to the Corporation on an ongoing basis; (iv) to recommend and oversee the evaluation process utilized by the Board and committees; (v) to advise and make recommendations to the Board with respect to matters of corporate governance; and (vi) to review the Corporation’s public policy involvement and significant sustainability priorities and reporting. In carrying out these purposes, the Committee has the powers and responsibilities provided in this Charter.

## II. Membership

The size of the Committee is set from time to time by the Board, but the Committee will always consist of at least two directors. The Committee Chair and other members of the Committee are appointed by the Board upon the recommendation of the Committee in accordance with the independence requirements of the New York Stock Exchange and the U.S. Securities and Exchange Commission (“SEC”) and the provisions of the Director Independence Standards adopted by the Board. The Committee Chair and any other member of the Committee may be removed by the Board.

## III. Meetings and Operations

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 materials 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.

## IV. Powers and Responsibilities

### **Nominations**

The Committee is responsible for reporting to the Board its opinions and recommendations with respect to the following matters:

- The appropriate size and composition of the Board. The Committee will consider Board composition on an ongoing basis to ensure the Board has appropriate capabilities and diversity of skills, experiences and perspectives.
- The nominees for election to the Board by the stockholders or appointment by the Board as necessary to fill vacancies and newly created directorships.
- Whether the positions of Chair of the Board (“Chair”) and Chief Executive Officer should be held by the same person or by separate individuals.

- The nominee(s) for election as Lead Director, as well as selection considerations for use in evaluating Lead Director nominees.
- The determination of the independence of nominees and assessment of other criteria, including financial literacy and financial expertise qualifications for Audit Committee membership.
- Committee assignments and committee chairs.

The Committee has the following additional powers and responsibilities:

### **Annual Meeting of Stockholders**

- Review plans for the annual meeting of stockholders.
- Review policies and practices on stockholder voting.
- Review and recommend to the Board the appointment of proxies for the annual meeting of stockholders.
- Review the Corporation's proxy statement for its annual meeting of stockholders.
- Review and advise the Board with respect to stockholder proposals received in connection with the Company's annual meeting of stockholders.
- Review of results of the annual meeting of stockholders.

### **Public Policy and Sustainability**

- Review semi-annually the Corporation's policies and practices regarding the Corporation's involvement in the political process, including political contributions, lobbying and support of organizations that may engage in political activity.
- Review annually a report on public policy and risk from the Chief Risk Officer related to such activity, and report to the Board, as appropriate.
- Review semi-annually the priorities and reporting related to the Corporation's sustainability activities.

### **Corporate Governance**

- Review and consider matters of corporate governance, including feedback from stockholder engagements
- Review of the Corporation's bylaws, Corporate Governance Guidelines, and other governance-related documents and policies, and make recommendations to the Board, as appropriate
- Review and approve or ratify, if appropriate, potential related person transactions, pursuant to the Corporation's Related Person Transactions Policy.

### **Evaluation of the Board and Board Committees**

- With input from the Lead Director, the determination of processes used for the evaluation of the performance of the Board and its committees.
- Review the performance of the Lead Director in light of his or her duties as described in the Corporate Governance Guidelines and in light of the selection considerations applied in nominating him or her for election as Lead Director.

## **Non-Employee Director Compensation and Delegation of Authority**

- Review, assess, and recommend to the Board the compensation and benefits, including cash and equity-based components, paid to non-employee directors
- Review and recommend to the Board the delegation and designation of officers of the Corporation and its subsidiaries authorized to exercise authority with respect to the operations of the Corporation.

### IV. Additional Roles and Responsibilities

**Individual Director Performance and Board Planning.** Each year, the contributions and performance of each individual director is considered by the Lead Director, the Chair and the Committee Chair. Individual directors receive feedback from the Chair, the Lead Director or the Committee Chair. Separate discussions are held to evaluate the performance of the Chair, the Committee Chair, and the Lead Director, with each recusing himself or herself, respectively, for the evaluation of his or her performance.

In addition, on an annual basis, the Lead Director, the Chair, or the Committee Chair discusses with each director future plans on continued Board membership. The outcomes of such evaluations are shared with the Committee in connection with the annual nomination process.

**Self Evaluation and Charter Review.** 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.

**Subcommittees.** The Committee has the authority to form, and delegate any of its responsibilities to, any subcommittee consisting of one or more members of the Committee as the Committee may deem appropriate in its sole discretion.

**Retention of Outside Experts and Funding.** The Committee has sole authority to retain and terminate any relationship with a search firm used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms. The Committee also has the authority to consult with and retain outside advisors, as necessary and appropriate, to assist in its duties to the Corporation, including the retention of an independent compensation consultant to assist with its review of director compensation. The Corporation shall provide for appropriate funding, as determined by the Committee, for the payment of compensation to any search firm or outside advisor retained by the Committee.

**Authority.** 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.