

## **THE ALLSTATE CORPORATION**

### **POLICY REGARDING PRE-APPROVAL OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANT'S SERVICES**

#### PURPOSE AND APPLICABILITY

The Audit Committee recognizes the importance of maintaining the independent and objective stance of our Independent Registered Public Accountant. We believe that maintaining independence, both in fact and in appearance, is a shared responsibility involving management, the Audit Committee, and the Independent Registered Public Accountant.

The Committee recognizes that the Independent Registered Public Accountant possess a unique knowledge of the Corporation and its subsidiaries and can provide necessary and valuable services to the Corporation in addition to the annual audit. The provision of these services is subject to three basic principles of auditor independence: (i) auditors cannot function in the role of management, (ii) auditors cannot audit their own work; and (iii) auditors cannot serve in an advocacy role for their client. Consequently, this policy sets forth guidelines and procedures to be followed by this Committee when approving services to be provided by the Independent Registered Public Accountant.

#### POLICY STATEMENT

Audit Services, Audit-Related Services, Tax Services, Other Services, and Prohibited Services are described in the attached appendix. All services to be provided by the Independent Registered Public Accountant must be approved by the Audit Committee or the Chair of the Audit Committee. Neither the Audit Committee nor the Chair will approve the provision of any Prohibited Services by the Independent Registered Public Accountant.

#### PROCEDURES

In connection with the approval by the Audit Committee of the engagement of the Independent Registered Public Accountant to provide Audit Services for the upcoming fiscal year, the Independent Registered Public Accountant will submit to the Committee for approval schedules detailing all of the specific proposed Audit, Audit-Related, Tax, and Other Services, together with estimated fees for such services that are known as of that date. Subsequent to the Audit Committee's approval of audit engagement, Corporation management may submit to the Committee or the Chair for approval schedules of additional specific proposed Audit, Audit-Related, Tax, and Other Services that management recommends be provided by the Independent Registered Public Accountant during the audit and professional engagement period. Regardless of when proposed to the Committee or the Chair, each specific service will require approval by the Committee or the Chair before the Independent Registered Public Accountant is engaged for the specified service. The Independent Registered Public Accountant will confirm to the Committee or the Chair that each specific proposed service is permissible under applicable regulatory requirements.

Prior to approval of any specific Tax Service, the Independent Registered Public Accountant shall also provide to the Committee or the Chair a written description of (i) the scope of the service and the related fee structure, (ii) any side letter or other amendment (whether oral, written or otherwise) between the Independent Registered Public Accountant and the Corporation or any subsidiary regarding the service, and (iii) any compensation arrangement or other agreement between the Independent Accountant and any person with respect to promoting, marketing, or recommending a transaction covered by the service.

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For each service pre-approved pursuant to this policy, the Audit Committee is pre-approving such service for the entire period that such service is engaged for (as set forth in the relevant engagement letter, statement of work or other engagement term). In situations where the term of such pre-approved service extends beyond the Corporation's current fiscal year, the Audit Committee's pre-approval of such service includes the performance of such services in periods that extend beyond the Corporation's current fiscal year.

#### DELEGATION TO CHAIR

In addition to the Audit Committee, the Chair of the Audit Committee has the authority to grant approvals of services to be provided by the Independent Registered Public Accountant. The decisions of the Chair to approve services shall be reported to the Audit Committee at each of its regularly scheduled meetings. The Audit Committee cannot delegate its responsibility to preapprove services to management.

#### REVIEW OF SERVICES

At each regularly scheduled Audit Committee meeting, the Audit Committee shall review a report containing (i) a summary of any services approved by the Chair since the Committee's last regularly scheduled meeting and (ii) an updated projection for the current fiscal year, presented in a manner consistent with the proxy disclosure requirements, of the estimated annual fees to be paid to the Independent Registered Public Accountant.

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### Appendix

#### AUDIT SERVICES

1. Annual financial statement audit
2. Review of quarterly financial statements
3. Statutory, regulatory, or financial statement audits of the Corporation and/or its subsidiaries and affiliates in the United States and internationally including other attestation reports and activities typically performed by the statutory auditor (e.g., quarterly reviews, tax audits, certificates, attestation related to tax returns, or verification of certain reporting requirements as required by regulations)
4. Comfort letters, registration statements, consents, and other services related to the periodic reporting and filing with the SEC (e.g., Form 8-K, S-3, S-4 filings)
5. Consultations, with, and review of, the Corporation's responses to SEC comment letters or other inquiries by regulators related to accounting and disclosure matters

#### AUDIT-RELATED SERVICES

Audit-related services are defined as assurance and related services that are reasonably associated with the audit or review of the Corporation's financial statements and are traditionally performed by the independent auditor. The Audit Committee has determined that the audit-related services listed below do not impair the independence of the auditor. Audit-related services not listed below must be preapproved separately by the Audit Committee.

1. Consultations with the Company's management as to the accounting or disclosure treatment of transactions or events (e.g., acquisitions, dispositions, and discontinued operations), the potential impact of final or proposed rules, standards, or interpretations by the regulatory or standard-setting bodies, and the implementation of new accounting and disclosure requirements
2. Merger and acquisition buy-side due diligence services at the direction of the Company's management in connection with a potential acquisition of, investment in, or financing of a target company and subsequent capitalization or reorganization transactions of the target company
3. Financial statement audits and attest services for non-consolidated entities including employees benefit and compensation plans
4. Information Technology System auditing and consultation procedures, including review of documentation and testing of new or changed systems (i.e., General Information Technology Controls (GITCs))
5. Other attestation/assurance services required, or not required, by statute or regulation, such as Service Organization Internal Control attestation services (e.g., SOC 1 and SOC 2, ISAE 3402 type engagements), regulatory and compliance reviews, custody examinations, and fund audits and related services
6. Opening and closing balance sheet audits/reviews of acquisitions and dispositions
7. Compliance letters, agreed-upon procedures related to derivative transactions, catastrophe bonds, and compliance with the applicable instructions of Form SIPC-7, reviews and similar reports related to audited financial statements

#### TAX SERVICES

The Audit Committee has approved that the independent auditor can provide tax services, all of which are permissible nonaudit services. The Audit Committee has determined that the tax services listed below do

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not impair the independence of the auditor. The fee structures for all services described below will be a fixed fee or based on standard hourly rates for professional time incurred and will not be directly or indirect contingent fee arrangements. Tax services not listed below or services involving large and complex tax structure transactions must be preapproved separately by the Audit Committee.

1. Advice, consultation, assistance and planning related to sales-and-use tax matters
2. Tax consulting related to ad hoc questions, technical advice, and research, such as the proper tax treatment of certain types of income and expenses and confirmation of the current administrative position of revenue authorities

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#### PROHIBITED SERVICES

The following services, as more fully described in Regulation S-X, Rule 2-01, of the Securities and Exchange Commission, are Prohibited Services; provided however, that the services described in items 1 through 5 are not Prohibited Services if it is reasonable to conclude that the results of such services will not be subject to audit procedures during an audit of the Corporation's financial statements:

1. Bookkeeping or other services related to the accounting records or financial statements
2. Financial information systems design and implementation
3. Appraisal or valuation services, fairness opinions, or contribution-in-kind reports
4. Actuarial services
5. Internal audit outsourcing services
6. Management functions or human resources
7. Broker or dealer, investment adviser, or investment banking services
8. Legal services and expert services unrelated to the audit
9. Any other services that the PCAOB determines, by regulation, to impair independence