

I. Purpose

The primary purposes of the Compensation and Human Capital Committee (“Committee”) of the Board of Directors (“Board”) of The Allstate Corporation (“Corporation”) are (i) to assist the Board in fulfilling its oversight responsibilities with respect to the compensation of the Chief Executive Officer (“CEO”) and the selection and compensation of the other executive officers (collectively, including the CEO, the “Executive Officers”), as defined in Rule 3b-7 under the Securities Exchange Act of 1934, as amended (“Exchange Act”); (ii) to administer the Corporation’s executive compensation plans; (iii) to review and discuss with management the compensation discussion and analysis (“CD&A”) for inclusion in the Corporation’s annual proxy statement and determine whether to recommend to the Board that the CD&A be included in the proxy statement; (iv) to prepare (or cause to be prepared) the compensation committee report as required by the rules of the U.S. Securities and Exchange Commission (“SEC”) for inclusion in the Corporation’s annual proxy statement; and (v) to review the human capital management practices related to the Corporation’s talent generally (including how the Corporation recruits, develops, and retains people). 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 will always consist of at least two directors. 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 requirements of the New York Stock Exchange and the SEC and the provisions of the Director Independence Standards adopted by the Board. The Committee Chair and other members of the Committee may be removed by the Board. Each member of the Committee also shall qualify as a “non-employee” director within the meaning of Rule 16b-3 under the Exchange Act.

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 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

Executive Compensation

With regard to executive compensation, the Committee has the following powers and responsibilities:

- The articulation of the Corporation’s executive compensation philosophy and policies, taking into account the Corporation’s strategic and financial goals.

- The review and approval of the goals and objectives relevant to the compensation of the CEO and other Executive Officers.
- The review of the performance of the CEO in light of approved goals and objectives relevant to the CEO's compensation.
- The recommendation to the Board of the CEO's compensation package (including salary, incentive compensation, and perquisites) and any changes thereto. The Committee will consider the Corporation's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Corporation's CEO in past years, and such other factors the Committee deems appropriate in preparing its recommendation.
- Unless the Committee Chair requests that the Board approve, the review and approval of all other Executive Officers' compensation packages (including, without limitation, salary, incentive compensation, and perquisites) and any changes thereto, based on the CEO's recommendations.
- The review of the compensation packages for other executives as the Committee may deem appropriate.
- The review and approval of the Corporation's funding measures for the annual incentive plan pool.
- The review and recommendation to the Board for the establishment and modification of all of the Corporation's cash-based incentive compensation plans that pertain to the Executive Officers and all equity-based incentive compensation plans.
- The administration of all of the Corporation's compensation plans that pertain to the Executive Officers and all equity compensation plans and the approval of payments and awards under such plans.
- The review and approval of the companies included in the compensation comparator group based on criteria the Committee deems appropriate.
- The review and approval of the share ownership guidelines applicable to Executive Officers.
- The consideration of compensation-related governance issues, including the advisory vote on executive compensation as required by Section 14A of the Exchange Act, and other stockholder engagement opportunities that convey stockholder views.
- In consultation with the Corporation's Chief Risk Officer, the annual review of the potential risk to the Corporation from its compensation policies and practices, including any incentive plans, and whether such policies and practices incentivize unnecessary and excessive risk taking.
- The review and administration of any clawback policy of the Corporation, including any such clawback policy that may be required by, or in addition to, the New York Stock Exchange listing standards, and approval of any changes to those policies.

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.

Management Evaluation and Succession Planning

The Committee oversees management evaluation processes and succession planning. Committee discussions on management succession planning for senior officers of the Corporation and each significant operating subsidiary include input from the CEO regarding the persons the CEO considers

qualified to fill any vacancy that may occur in such offices. Succession planning discussions for the CEO role are guided by the Committee with the participation of the Chair (if not the CEO) or the Lead Director. In addition, the Committee makes recommendations to the Board with respect to the appointment of officers of the Corporation.

Organizational Health

At least annually, the Corporation conducts an annual review of its human capital management practices (i.e., the “organizational health” of those practices for its people.) The review covers numerous metrics related to the employee and agent population, including recruitment, geographic dispersion, leadership and development, compensation, turnover, employee and agent survey data, culture and pay equity. The Committee reviews the Corporation’s human capital practices, procedures, policies, and outcomes.

Disclosure

The Committee reviews and discusses with management the Corporation’s CD&A required to be included in the Corporation’s annual proxy statement and, based on such review and discussion, determines whether to recommend to the Board that the CD&A be so included. It also prepares (or causes to be prepared) a compensation committee report in accordance with the rules and regulations of the SEC for inclusion in the Corporation’s annual proxy statement.

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 may, in its sole discretion, retain, or obtain the advice of a compensation consultant, independent legal counsel, or other adviser (each a “Consultant”). It shall be directly responsible for the appointment, compensation, and oversight of the work for which it retains such Consultant. The Corporation shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any such Consultant for the work for which it is retained by the Committee and for the payment of the Committee’s ordinary administrative expenses in carrying out its duties.

The Committee may select a Consultant after taking into consideration factors relevant to that person’s independence from management, including the following:

- The provision of other services to the Corporation by the person that employs the Consultant.
- The amount of fees received from the Corporation by the person that employs the Consultant, as a percentage of the total revenue of such employing person.
- The policies and procedures of the person who employs the Consultant that are designed to prevent conflicts of interest.
- Any business or personal relationship of the Consultant with a Committee member.

- Any Corporation stock owned by the Consultant.
- Any business or personal relationship of the Consultant, or the person employing the Consultant, with any of the Corporation's executive officers.

The Committee receives a report on engagements by management of the Committee's current compensation consultants or their affiliates to provide additional services to the Corporation to the extent that the fees for such services exceed \$120,000 in a fiscal year.

Performance and Charter

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.