THE ALLSTATE CORPORATION

Corporate Governance Guidelines

A. Board Principles

1. Role and Responsibilities of the Board

The primary role and responsibility of the Board of Directors is to oversee the affairs of the Corporation for the benefit of the stockholders. The Board is the ultimate decision-making body of the Corporation except with respect to those matters reserved to the stockholders.

The Board's responsibility for oversight of the Corporation's affairs includes, but is not limited to, oversight of the Corporation's strategy, business performance, capital structure, management selection, compensation programs, shareholder advocacy, corporate reputation, social responsibility initiatives, ethical business practices, and Board and Committee structure and operations. It selects the senior leadership team, which is responsible for the day-to-day management of the business. The Board acts as advisor and counselor to senior leadership and ultimately evaluates their performance. The Board (with assistance primarily from the Risk and Return and Audit Committees) also regularly reviews the Corporation's significant risk exposures and how those exposures are managed.

The Board operates with transparency and accountability so that stockholders and other investors have timely, relevant, and accessible information for making decisions regarding investing and voting. To that end, the independent members of the Board annually issue a report to stockholders in the Corporation's proxy statement to convey important strategic, governance, compensation, and other operational highlights during the preceding year.

2. Stockholder Rights and Responsibilities

Stockholders have a right, a responsibility, and a long-term economic interest to vote their shares in a thoughtful manner. The Board believes that stockholders' voting decisions should be based on a careful consideration of the Corporation's particular characteristics including its business, its financial results, and its corporate governance structure.

Voting results are carefully and thoughtfully evaluated by the Board in furtherance of its duty to oversee the affairs of the Corporation for the benefit of the stockholders.

3. Code of Ethics

The long-term success of the Corporation is dependent upon the maintenance of a strong ethical business environment that focuses on adherence to both the letter and the spirit of regulatory and legal mandates. The Corporation's Global Code of Business Conduct establishes the standards by which business is conducted. The Global Code of Business Conduct applies to all directors, employees, and officers, including the Chief Executive Officer and senior financial officers. Directors are required to comply with the Corporation's Global Code of Business Conduct and policies regarding ethical behavior including, but not limited to, the Corporation's policies on insider trading, conflicts of interest, integrity, privacy, communications, and confidentiality.

4. Corporate Governance

Decisions on matters of corporate governance are approved by the Board based on the recommendation of the Nominating and Governance Committee and after such consultation with senior leadership (including the CEO) as appropriate. These guidelines have been approved by the Board and reflect the governance framework for the Corporation. The guidelines will be reviewed annually by the Nominating and Governance Committee or more often if deemed necessary.

5. Selection of Board Chair and the CEO

The Board views the selection of the Chair and the CEO as one of its most important responsibilities. The independent members of the Board determine periodically whether these positions should be held by the same person or by separate individuals based on the recommendation of the Nominating and Governance Committee, the current circumstances of the Corporation, the skills and experiences of the individuals involved, and the leadership composition of the Board. The roles of Chair and CEO may be held by the same person when the individual has sufficient expertise, the ability to effectively fulfill both roles simultaneously, and the Board concludes that a combined role improves the effectiveness of the Board and management team.

Chair of the Board. The independent members of the Board annually select one member of the Board to act as Chair for a one-year period with the general expectation that the individual will serve for a longer period of time, except as circumstances warrant otherwise. In addition to the responsibilities set forth in the Corporation's bylaws, the Chair is responsible for:

- working with the Lead Director and Committee Chairs to set Board direction and agendas,
- coordinating activity between the various Committees,
- ensuring management is effectively providing the proper information and analysis to the Board, and
- working with the Lead Director and Chair of Nominating and Governance Committee to ensure the Board has appropriate capabilities and diversity.

Chief Executive Officer. The Board selects the CEO. The CEO should be an effective leader and strategist and have extensive business and operational experience. The CEO should have the intellectual capacity, experience, and decisiveness to execute on corporate priorities and to meet the needs of a wide group of stakeholders. Most importantly, the CEO should exemplify the Corporation's values, including among others, honesty, caring, integrity and inclusive diversity. In addition to the responsibilities set forth in the Corporation's bylaws, the CEO is responsible for the Corporation's overall strategic direction, performance and operating results, as well as corporate stewardship and maintaining and motivating a high performing senior leadership team.

6. Selection and Responsibilities of Lead Director

The Nominating and Governance Committee recommends to the independent members of the Board the election of an independent director to serve as Lead Director, as well as selection considerations to use in evaluating Lead Director nominees. The Lead Director is elected annually by the independent directors (excluding any potential candidates for this role) but is generally expected to serve for more than one year. In selecting the Lead Director, the independent members of the Board consider evolving market, operational, and governance issues facing the Corporation, in addition to the following considerations:

- *Relevant Experience.* The Lead Director should have strong corporate governance, operating, and leadership experience.
- *Chair of Board Committee.* It is preferable that the Lead Director has held a position as Chair of a Board Committee, either at the Corporation or another public company to effectively lead the Board, as appropriate, and leverage all Board member capabilities.
- *Board Experience and Tenure*. The Lead Director should have sufficient tenure so that he or she has deep knowledge of the Corporation's operations, strategy and business to effectively oversee management.
- *Relationship with Board members, the Chair, and the CEO.* To effectively act as a liaison between management, the Chair, and the independent members of the Board, the Lead Director must have strong integrity and professional credibility with the other directors and management.
- *External Commitments*. The Lead Director should have the ability to devote the time and effort necessary to serve as an effective leader.

The responsibilities of the Lead Director are reviewed annually in connection with the annual evaluation of the Lead Director's performance. The responsibilities of the Lead Director include:

- presides at all Board meetings at which the Chair is not present and at all executive sessions;
- has authority to call meetings of the independent directors;
- serves as a liaison between the Chair and the independent directors, and between the Chair and CEO if the roles are held by different individuals, when necessary to provide a supplemental channel of communication;
- works with the Chair in developing, and approves, Board meeting agendas, schedules, and information provided to the Board;
- in conjunction with the Chair of the Compensation and Succession Committee, facilitates and communicates the Board's performance evaluation of the CEO;
- works with the Compensation and Succession Committee to manage the succession processes for the CEO and Chair;
- works with the Chair to ensure the implementation of a Committee self-evaluation process; reviews reports from each Committee to the Board; and provides guidance

to Committee Chairs, as needed, with respect to Committee topics, issues, and functions;
- facilitates the Board's self-evaluation process;
- works with the Board Chair and the Nominating and Governance Committee Chair to conduct annual individual director evaluations;
- communicates with significant stockholders and other stakeholders on matters involving broad corporate policies and practices when appropriate; and
- performs additional duties that the independent directors may designate from time to time.

7. Evaluation of the Board Chair and CEO

The Board performs an annual evaluation of each of the Board Chair and the CEO in an executive session with the input of the Compensation and Succession Committee and the Lead Director. The Chair of the Compensation and Succession Committee, in conjunction with the Lead Director, communicates the results of the evaluations to the Chair and CEO individually if they are not the same person.

Evaluations are based on broad-based objective criteria focused on the Corporation's overall performance, accomplishment of long-term strategic objectives, and leadership development. The CEO is evaluated using several criteria, including, but not limited to the following:

- delivering on planned operating priorities,
- achieving strong shareholder returns,
- developing and implementing long-term strategy,
- maintaining and motivating a high performing team, and
- advancing effective corporate stewardship.

The Chair is also assessed on overall Board effectiveness, including Board composition and capabilities and the strength of the Board's governance practices.

8. Succession Planning and Talent Development

The Compensation and Succession Committee generally discusses management succession planning four times a year in joint sessions with the Board. Two of the joint meetings are generally focused on potential candidates for senior management roles including the CEO position. The other meetings are focused on unexpected management succession scenarios and the overall corporate practices to develop a diverse set of senior leaders. The Board also reviews on an annual basis the corporation's overall organizational health, including how the organization recruits, develops, and retains people. An important component of this review covers information about the Corporation's efforts and commitment to inclusive diversity. Succession planning discussions generally include input from the CEO regarding senior executive officers' skills, experiences, competencies, and potential in order to assess development opportunities.

9. Evaluating Board, Committee, and Individual Director Performance

With input from the Lead Director, the Nominating and Governance Committee annually reviews and recommends for approval by the Board the criteria and processes to be used to evaluate the performance of the Board as a whole and each Committee. The purpose of this annual evaluation review is to increase the effectiveness of the Board and the Committees in fulfilling their responsibilities.

In addition, the Board and each Committee evaluates its performance as a whole at the end of each regularly scheduled in-person meeting. The Committee Chairs report to the Lead Director and Board any matters raised during Committee discussions as part of Committee reports to the Board. This ongoing self-assessment process prompts reflection and discussion on the most recently completed meeting to ensure that:

- the objectives of the meeting were satisfied and all agenda items were sufficiently considered;
- the information presented by management was sufficient, complete, understandable and well organized; and
- all necessary agenda items were considered to fulfill Committee and Board responsibilities.

The contributions and performance of each individual director is evaluated annually by the Lead Director, the Chair, and the Chair of the Nominating and Governance Committee. In addition, on a biennial basis, the Lead Director, the Chair, or the Chair of the Nominating and Governance Committee discusses future plans on continued Board membership with each director. Separate discussions are held to evaluate the performance of the Chair, the Lead Director, and the Chair of the Nominating and Governance Committee, with each recusing himself or herself, respectively, for the evaluation of his or her performance. Each director is evaluated based on the approved evaluation criteria to ensure the director:

- is well versed in the core capabilities of strategic oversight, stockholder advocacy, corporate governance, and leadership;
- is knowledgeable about Allstate's business;
- with the other directors, provides the appropriate mix of skills and experience that contribute to the effectiveness of the Board in the following areas: financial services; complex, highly-regulated businesses; risk management; operational risk management; accounting and finance; leadership development; technology; innovation and consumer focus; global perspective; and government, public policy and regulatory affairs;
- exercises independent judgment (and to ensure that judgment has not been impacted by the years of service on Allstate's Board);
- attends meetings and participates in and contributes to the activities of the Board; and

- is free of interests and affiliations that could give rise to a biased approach to their responsibilities, and of any significant relationship with members of management or the Corporation that could interfere with the exercise of independent judgment.

Individual directors receive feedback from the Lead Director, the Chair, or the Chair of the Nominating and Governance Committee. The outcomes of such evaluations are shared with the Nominating and Governance Committee in connection with the annual nomination process.

B. Board Composition

1. Size and Composition of the Board

The Board believes that its optimum size range is 9 to 13 directors (although a larger or smaller number may be advisable in periods of transition or other particular circumstances) and that a significant majority of the Board should be composed of independent directors with no significant business or personal ties to members of management or to the Corporation. The Board believes that, in most situations, the CEO should be the only employee-director, but that circumstances may warrant the addition of one other.

The Nominating and Governance Committee and the Board strive to ensure that its composition as a whole comprises talented, experienced, and diverse members that advance the Corporation's business and strategies and assist with its oversight responsibilities. The Board believes that a mix of long- and short-tenured directors ensures an appropriate balance of views and insights and allows the Board as a whole to benefit from the historical and institutional knowledge that longer-tenured directors possess and the fresh perspectives contributed by newer directors.

2. Director Qualification Standards

The Board believes that directors should act on behalf of all stockholders, should not represent the interests of particular constituents, and should reflect a diversity of background, expertise, and perspective arising from gender, age, experience, ethnicity, skill sets, and viewpoints. Directors must always act in a manner consistent with their fiduciary duties of loyalty and care. The Board believes that directors should:

- demonstrate integrity and independent judgment, including the ability to understand, and exercise sound judgment on, issues related to the Corporation's goals.
- have held positions of leadership with businesses or other organizations that the Board deems relevant.
- have business or professional skills and experience that will contribute to the effectiveness of the Board and its Committees, taking into consideration the skills and experience of current directors.
- intend to foster long-term value for the Corporation's stockholders.
- understand and balance the concerns of other stakeholders, including agency owners, employees, customers, and communities.

- be willing and able to devote the time and effort necessary to serve as an effective director, including preparation for Board and Committee meetings, taking into account other commitments, including service on other public company boards.

In order to be effective in carrying out its responsibilities, the Board believes that it should be composed of directors with superior skills or extensive experience in several of the following areas: financial services; complex, highly-regulated businesses; risk management; operational risk management; accounting and finance; leadership development; technology; innovation and consumer focus; global perspective; government, public policy and regulatory affairs.

The Nominating and Governance Committee applies these criteria in recommending nominees for election to the Board. Periodically, the Nominating and Governance Committee reviews these criteria to ensure that they appropriately reflect the issues that should be considered in evaluating director candidates.

3. Service on Other Public Company Boards

Directors who are active executives may serve on the boards of no more than two public companies, and other directors may serve on the boards of no more than four public companies, in addition to the Corporation's Board in each case.

4. Independence Standard for Non-Employee Directors

The Board expects a non-employee director to be free of interests or affiliations that could give rise to a biased approach to directorship responsibilities or a conflict of interest and to be free of any significant relationship with the Corporation that would interfere with the director's exercise of independent judgment.

A director will not qualify as "independent" unless the Board affirmatively determines that the director has no material relationship with the Corporation. The Nominating and Governance Committee assesses the independence of nominees and makes recommendations to the Board on matters related to director independence, including Board tenure to ensure that longer-tenured directors continue to effectively fulfill their responsibilities with an undiminished level of independence. The Board determines the independence of each director and discloses the determinations as required in accordance with regulatory requirements. The Board adopted director independence guidelines to assist in this process. Those independence guidelines are attached as Appendix A to these guidelines.

In addition, the Board's confidentiality and recusal procedures address potential conflicts of interest and the protection of confidential or proprietary information presented at Board meetings when a member of the Board has a relationship with another company or entity whose products or services may be potentially competitive with those offered by the Corporation or its affiliates. The General Counsel is responsible for the interpretation and application of these procedures when appropriate.

Executive officers of the Corporation may not serve on boards of other corporations whose executive officers serve on the Corporation’s Board.

5. Identification of Director Candidates; Invitation to Join the Board

In identifying candidates to be nominated for election as directors, the Nominating and Governance Committee solicits input from current directors. The Committee considers stockholder-recommended candidates and self-nominations and evaluates each on the same basis as other candidates. The Nominating and Governance Committee may also retain a search firm. The Committee evaluates candidates and makes recommendations to the Board regarding potential nominees. Ultimately, the Board determines who will be nominated.

An invitation to join the Board may be extended by the Board itself or, with the Board's authorization, by the Nominating and Governance Committee Chair or by the Board Chair.

6. Director Orientation and Continuing Development

New directors meet with members of senior leadership to review the Corporation’s markets, competitors, business, strategies, operating performance, risk profile, leadership, culture and corporate governance. New directors also receive background materials related to these matters and visit the corporate facilities.

To continue development, directors meet regularly with members of senior leadership in one-on-one discussions and may participate in external programs and become members of organizations that assist in enhancing director skill sets. Reasonable costs incurred in connection with such programs will be reimbursed by the Corporation. In addition, management regularly makes in-depth presentations and provides educational materials to the Board on particular aspects of the Corporation's business.

7. Director Resignations; Decisions to Not Stand for Re-Election; Directors who Change their Present Responsibilities

Directors who intend to resign or who intend to not stand for re-election at the Corporation’s next annual meeting of stockholders are required to notify the General Counsel, the Secretary, or an assistant secretary. Such notice facilitates compliance with the Corporation’s reporting responsibilities and allows for effective planning with regard to the composition of the Board.

Directors who change their principal employment are required to offer to resign from the Board. The offer should be submitted to the General Counsel, the Secretary, or an assistant secretary. While the resignation may not be accepted, the practice provides an opportunity for the Board, initially through the Nominating and Governance Committee, to review the appropriateness of the director's continued membership on the Board.

Directors who anticipate a change in other responsibilities, such as board service on other companies, are required to provide 60 days advance notice of proposed changes to the

Secretary. Such notice facilitates a review of potential conflicts and whether the change impacts a director's ability to devote the time and effort necessary to serve as an effective director of the Corporation.

8. Term Limits

The Board has not established term limits, but the Nominating and Governance Committee considers director tenure in connection with annual director nominations. The Nominating and Governance Committee makes recommendations to ensure that the Board consists of independent-minded members who are open to new ideas and willing to critically re-examine the status quo.

9. Retirement Age

Each non-employee director must retire from the Board by not standing for re-election at the first annual meeting of stockholders that is held in the calendar year following his or her 72nd birthday, unless the Board determines that it is in the best interests of the Corporation and its stockholders to extend the director's service for an additional period of time.

10. Resignation or Retirement of Officers or Employees as Board Members

The Board expects that, when a director who is also an officer or an employee of the Corporation resigns or retires from the Corporation, he or she will resign from the Board at the same time, unless the Board determines that continued Board service for an additional period of time is in the best interest of the Corporation and its stockholders. Such resignation should be submitted to the Corporation's General Counsel, the Secretary, or an assistant secretary.

11. Director Compensation Review

The independent compensation consultant reports to the Nominating and Governance Committee annually on the status of the Corporation's director compensation in relation to peer companies.

Changes in director compensation are proposed from time to time by the Nominating and Governance Committee and are subject to discussion and approval by the Board.

As part of a director's total compensation, and to create a linkage with corporate performance, the Board believes that a meaningful portion of a director's compensation should be in the form of equity securities of the Corporation.

12. Director's Ownership of Allstate Securities

Within five years of joining the Board, each director is expected to accumulate an ownership position in Allstate securities equal to five times the value of the annual cash retainer paid for Board service.

Once a director meets this ownership guideline, the director is deemed to continue to meet it, provided the director does not dispose of securities that result in the director's ownership falling below the guideline immediately following the disposition. A subsequent decline in the stock price, by itself, does not affect compliance with the guideline. However, if a director's ownership is below the guideline due to a decline in the stock price, a director is restricted from executing a disposition until the ownership guideline can be satisfied based on the current stock price and after giving effect to the disposition. In the event the annual cash retainer increases, each director has five years from the time of the increase to acquire any additional securities needed to meet this guideline.

The following are considered securities for determining ownership:

- common shares owned individually, either directly or indirectly;
- common shares owned jointly with, or separately by the director's spouse, domestic partner, or minor children, either directly or indirectly;
- restricted stock units; and
- common share units acquired and held under the deferred compensation plan.

C. Board Meetings and Materials; Access to Management and Advisors

1. Agendas for Board Meetings

The Board typically meets at least six times a year, with additional meetings as necessary. The Chair develops, in consultation with the Lead Director, a proposed annual Board agenda for regularly recurring matters and planned special topics and reviews it with the Board to obtain input from the directors before it is finalized.

The Chair works with the Lead Director to establish agendas, schedules, and meeting materials for each Board meeting, consistent with the annual agenda and including such additional matters as may be appropriate. Directors may suggest additional agenda items and may raise at any meeting subjects that are not on the agenda. At least one Board meeting each year includes a review of the Corporation's annual and long-term strategic plans and financial goals.

2. Advance Review of Materials and Attendance Policy

The Chair in consultation with the Lead Director ensures that information important to the Board's or a Committee's understanding of the business to be conducted at a meeting is distributed to the members in advance. This permits more meeting time to be spent on discussion and questions from directors. If the subject is too sensitive to be distributed in writing, the presentation will be made at the meeting.

It is expected that Board members review meeting materials in advance, attend meetings of the Board and the Committees on which they serve and actively participate in discussions. It is also expected that Board members make every effort to attend the annual meeting of stockholders.

3. Executive Sessions and Special Meetings of Independent Directors

There are typically three executive sessions held during each in-person Board meeting, with one session that is held with just the independent members of the Board, and two executive sessions held between the independent members of the Board and the CEO. One of the executive sessions with the CEO typically takes place before the Board meeting begins, and the other takes place as the last formal agenda item of the Board meeting. Generally, the independent members of the Board meet alone in executive session at the end of every in-person Board meeting. Executive sessions are chaired by the Lead Director. The Lead Director also has the authority to call meetings of the independent members of the Board that may or may not include the Chair.

4. Board Access to Senior Leadership

Directors may initiate contact with the Corporation's management. The CEO is encouraged to invite key members of management to Board meetings on a regular basis so that they may provide additional insight into the items being discussed. The Board believes it is important for directors to know the Corporation's key senior officers and welcomes their attendance at and participation in Board meetings. The Board also expects that management will use this process to provide exposure to managers with senior leadership potential.

5. Board and Committee Access to Independent Advisors

The Board and each of its Committees have the authority to retain third-party advisors. Outside experts such as independent auditors, compensation consultants, governance specialists, cybersecurity experts, board search firm representatives and financial advisors attend meetings to provide directors with additional information and advice on issues.

D. Committees

1. Standing Committees of the Board

The Board has the following standing Committees: the Audit Committee, the Compensation and Succession Committee, the Executive Committee, the Nominating and Governance Committee, and the Risk and Return Committee.

The Audit, Compensation and Succession, Nominating and Governance and Risk and Return Committees consist solely of independent directors as defined above and as defined in the Committee charters. . The Executive Committee consists of the Lead Director, the Chairs of the Audit, Risk and Return, Compensation and Succession, and Nominating and Governance Committees, and the Board Chair.

Each Committee maintains a charter, which is posted on the Corporation's website. The Board may form additional Committees.

2. Assignment and Rotation of Committee Members

The Nominating and Governance Committee recommends to the Board, and the Board designates, the members and the Chairs of the Committees, taking into account the preferences and experience of the individual directors.

The Board reviews Committee membership annually and considers whether membership changes should be made with a view toward balancing the benefits derived from continuity against the benefits derived from the diversity of experience and viewpoints of the various directors. There are no fixed terms for Committee membership. The Board believes that rotation of Committee assignments should occur at periodic intervals but should not be mandated as a policy as there may be reasons to maintain an individual director's Committee membership.

3. Audit Committee Membership

The Nominating and Governance Committee reviews and assesses the independence, experience, and financial literacy of nominees for the Audit Committee, including Audit Committee Financial Experts.

4. Committee Meetings

The Risk and Return, Compensation and Succession and Nominating and Governance Committees typically meet at least five times a year, with some Committees meeting more frequently when needed. The Audit Committee typically meets eight times a year. The Executive Committee meets on an as-needed basis. Many Committee meetings are scheduled to coincide with regular Board meetings. Committee Chairs may call additional meetings, as needed.

5. Committee Agendas and Materials

Each Committee, other than the Executive Committee, approves an annual agenda. The Chair of each Committee works with the Lead Director, the Board Chair, and other directors and management, as appropriate, prior to each meeting to discuss meeting agendas and materials. Each Committee Chair reviews and approves Committee materials in advance of distribution to Committee members, who receive the materials in advance of each meeting. During meetings, Committee members may raise subjects that are not on the meeting agenda.

E. Communication with Board; Audit Complaint Procedures

1. Board Interaction with Stakeholders

The Board has established a process for stockholders and other stakeholders to communicate directly with its members. The process is described in the Corporation's annual proxy statement and on the Corporation's website.

In addition, the CEO is responsible for establishing effective communications with the Corporation's stakeholder groups, including stockholders, policyholders, customers, employees, agency owners, communities, suppliers, distributors, creditors, and governmental authorities.

It is the policy of the Corporation to select individuals to communicate and interact with these stakeholders. The Lead Director is available for communications with significant stockholders and other stakeholders on matters involving broad corporate policies and practices when appropriate.

2. Complaints Regarding Accounting, Internal Controls, and Auditing

The Audit Committee has established procedures for complaints regarding accounting, internal controls, and auditing matters, including procedures for the confidential and anonymous submission of complaints by employees.

F. Additional Policies

1. Policy on Corporate Involvement in the Public Policy Arena

The Corporation is involved in the public policy arena at the state and federal levels and provides comprehensive disclosures on its involvement in the public policy arena on the Corporation's website. Support is provided to research associations, coalitions, industry trade associations, non-profit organizations, and other groups that seek to advance public policy initiatives that promote personal safety and property protection or address other issues that affect Allstate's stakeholders.

The specific deployment of corporate resources is subject to the Board's oversight each year and is always guided by the principle of what is best for the Corporation's stockholders, employees, agents, and customers. Proposals requesting support of certain initiatives are typically developed by subject matter experts and members of the Government and Industry Relations group of the law department who consult with members of senior leadership to arrive at determinations about which organizations and candidates to support financially.

Generally speaking, corporate contributions are made when state and federal regulations affecting the insurance industry are proposed, fair court systems for our customers are at risk, and where factors combine to compel the Corporation to seek sound public policies that advance Allstate's interests. By participating in the development of good public policy and offering ideas and resources in this arena, Allstate seeks to help its customers, shareholders, agencies and employees, and the communities where they and their families live and work.

Similar guidelines and procedures are applied when considering the support of individual candidates for office. Direct corporate political contributions are made as permitted under federal, state, and local laws to support candidates whose views and positions are aimed at improving the insurance marketplace for the Corporation, the insurance industry, and the insurance consumer, and strengthening the capital markets. All such direct contributions are publicly disclosed as required by applicable state or federal law.

Providing this corporate support helps inform public policy makers and consumers about key issues affecting Allstate’s stakeholders, its investment portfolio and the insurance marketplace.

2. Stockholder Rights Plans

The Board will obtain stockholder approval prior to adopting any stockholder rights plan; *provided, however*, that the Board may act on its own to adopt a stockholder rights plan if, under the then current circumstances, in the reasonable business judgment of the independent directors, the fiduciary duties of the Board would require it to adopt a rights plan without prior stockholder approval. The retention of any rights plan so adopted by the Board will be submitted to a vote of stockholders as a separate ballot item at the next subsequent annual meeting of stockholders and, if not approved, such rights plan will expire within one year after such meeting.

The Corporate Governance Guidelines are publicly disclosed and posted on the Corporation's website.
As amended, effective July 11, 2017

Appendix A

Director Independence Standards

1. General

For purposes of determining whether each non-employee director or nominee for election to the Board is independent, the Board will assess whether the director or nominee has any relationships with The Allstate Corporation or any of its subsidiaries,[1] either directly or indirectly through a relationship with another entity, that would affect in any way the director's or nominee's independent judgment. In doing so, the Board will assess the materiality of any such relationship to the Allstate Group and to the entities with which the director or nominee has an affiliation.

2. Disqualification

A director (or nominee) will not be considered "independent" under the following circumstances:

(a) The director is, or has been within the last three years, an employee of the Allstate Group, or an immediate family member is, or has been within the last three years, an executive officer of The Allstate Corporation.

(b) The director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than $120,000 in direct compensation from the Allstate Group, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service) and, in the case of an immediate family member, other than compensation received for service as a non-executive officer employee.

(c) The director is a current partner or employee of a firm that is the auditor for any member of the Allstate Group; the director has an immediate family member who is a current partner of any such firm; the director has an immediate family member who is a current employee of any such firm and personally works on any member of the Allstate Group's audit; or the director or an immediate family member was within the last three years a partner or employee of any such firm and personally worked on the audit of any member of the Allstate Group within that time.

(d) The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any present executive officer of The Allstate Corporation at the same time serves or served on that company's compensation committee.

[1] The term "subsidiaries" is intended to include only consolidated subsidiaries of The Allstate Corporation. In these standards, The Allstate Corporation and its consolidated subsidiaries are referred to as the "Allstate Group."

(e) The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Allstate Group for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of $1 million or 2% of such other company's consolidated gross revenues for such year.

As used above, the term "immediate family member" means a person's spouse, parents, stepparents, children, stepchildren, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than tenants or domestic employees) who shares such person's home.

As used in clause (e), above, the term "company" includes tax exempt organizations, if any, to which the Allstate Group or The Allstate Foundation has made non-charitable payments or from which the Allstate Group or The Allstate Foundation has received payments, but the payments referred to in clause (e) do not include charitable contributions made by the Allstate Group or The Allstate Foundation to such tax exempt organizations.

In addition to the foregoing, a director will be disqualified from membership on the Compensation and Succession Committee, unless he or she qualifies as an "outside director" under Section 162(m) of the Internal Revenue Code and as a "non-employee director" as defined in Rule 16b-3 under the Securities Exchange Act of 1934. A director will be disqualified from membership on the Audit Committee if he or she is an "affiliated person" with respect to The Allstate Corporation as defined in Rule 10A-3 under the Securities Exchange Act of 1934 or accepts, directly or indirectly, any consulting, advisory or other compensatory fees from the Allstate Group, other than fees for services rendered as a member of the Board, the Audit Committee or any other Board Committee.

3. Categorical Standards of Independence

From time to time the Board may determine that certain types of relationships do not create a conflict of interest that would impair a director's independence because they are inconsequential in nature or amount and that the specific details of such relationships need not be further considered by the Board. In such cases, The Allstate Corporation will describe the relationship by category or type in the proxy statement. The Board reviews the details of other relationships in which directors, nominees, or their immediate family members may have a direct or indirect material interest to determine whether they would create a conflict of interest that would affect a director's independent judgment. For each director or nominee that is identified as independent in its annual meeting proxy statement, The Allstate Corporation will describe any such other relationships that were reviewed by the Board in reaching an independence determination and that are not otherwise disclosed in the proxy statement.