

# THE ALLSTATE CORPORATION

## 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,\* 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.

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\* 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.

As amended, effective February 22, 2011.