

## **Organization**

The Nominating and Governance Committee (the “Committee”), appointed by the Board of Directors (the “Board”) of The Progressive Corporation (the “Company”), shall consist of at least three Directors including the Chairperson. Each member of the Committee shall be independent of the management of the Company (as defined by the Listing Standards of the New York Stock Exchange) and free of any relationship that, in the opinion of the Board, would interfere with the member’s exercise of independent judgment as a Committee member. Committee members will be appointed annually, and may be removed at any time, by the Board.

## **Statement of Purpose**

The purposes of the Committee are: to act as the executive search component of the Board for identifying, evaluating and recruiting qualified potential new Board members; in conjunction with the Chairperson (and the lead independent director (the “Lead Director”), if one has been elected, as provided in the Company’s Corporate Governance Guidelines), to lead the Board in its annual review of the Board’s performance and to ensure the effective evaluation of existing Board member performance; to oversee the Board’s evaluation of the Chief Executive Officer (“CEO”) and other executive managers of the Company; to ensure the Board engages in the appropriate level of CEO succession planning; to recommend to the Board for selection the director nominees for the next annual meeting of shareholders; to recommend appropriate committee and chairperson assignments for Directors; to oversee and review strategic priorities for the Company’s political activities; to oversee the environmental, social and governance (ESG) matters that affect the Company, and the Company’s related policies, programs and communication practices; to monitor the allocation of risk oversight among the Board’s committees and make recommendations to the Board; to monitor developments in corporate governance and stakeholder concerns; and to develop and recommend changes as may be appropriate to the Company’s Corporate Governance Guidelines. In furtherance of its purposes, the Committee shall be authorized, as it deems necessary or appropriate, to engage or consult with legal counsel, consultants and other outside advisors, which engagements and consultations shall be paid for by the Company.

## **Responsibilities of the Committee**

The Committee shall:

1. Periodically assess the appropriate size of the Board in view of the Board’s then-current needs;
2. Determine the need for new Directors and define relevant qualifications;

3. Lead the search for, interview and screen potential Board candidates and recommend for selection new director candidates to the full Board;
4. Receive nominations for Board membership from shareholders, review and evaluate the qualifications of such nominees and report and make recommendations to the Board with respect to such nominees;
5. When considering the size and composition of the Board and evaluating potential candidates, the Committee will give due consideration to factors deemed relevant by the Committee or the Board, including the following:
  - a. Diversity in terms of demographics, such as race, ethnicity, sexual orientation, gender, nationality, age, and disability, as well as diversity of tenure, talents, skills, and perspectives;
  - b. A candidate's relevant experiences, demonstrated excellence, specific skills, talents or knowledge; intelligence, thoughtfulness, diligence, judgment, character and commitment; and
  - c. The needs of the Board and the Company;
6. Have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the authority to approve the search firm's fees and other retention terms;
7. Recommend director nominees for selection for the next annual meeting of shareholders and committee chairperson assignments annually (and at other times, when necessary) to the Board;
8. Make initial determinations of the independence of individual Directors and Board candidates under applicable legal and exchange listing standards, and make recommendations, based on such determinations, to the Board;
9. In conjunction with the Chairperson (and the Lead Director, if one has been elected), lead the Board's annual evaluation process assessing the performance of the Board and its committees, and the performance of each Director. These evaluations may be conducted by self-assessment or with the assistance of consultants to be selected by the Committee and will be based on criteria to be determined by the Committee and the Board. Director evaluations may include each Director's preparation, participation and contributions, as well as their integrity, judgment and commitment, and their effectiveness in guarding shareholder interests while appropriately considering the interests of other stakeholders.
10. Ensure that, when the Company has a non-executive Chairperson, the full Board evaluates the non-executive Chairperson's performance, including their leadership of the Board and

the facilitation of the Board's relationship with management, based on criteria determined by the Committee and the Board.

11. Ensure that, when the Company has a Lead Director, the independent Directors evaluate the Lead Director based on the responsibilities included in the Company's Corporate Governance Guidelines and any other duties that the Lead Director has been requested to perform;
12. Periodically review and assess the adequacy of the Company's Corporate Governance Guidelines and develop and recommend changes to the Board as necessary;
13. Monitor and assess the Company's and the Board's shareholder communication practices and recommend changes when appropriate; review requests from shareholders to meet directly with members of the Board and, if appropriate, authorize specific directors to engage in such meetings;
14. Review and assess annually its own performance and the adequacy of this Charter and recommend any proposed changes to the Board for approval;
15. Oversee the Board's annual evaluation of the CEO and its periodic reviews of the performance of other executive managers of the Company, to ensure that such evaluations and reviews are performed in a timely and thorough manner and in accordance with the Company's Corporate Governance Guidelines;
16. Ensure that the Board discusses CEO succession planning on at least an annual basis;
17. Review with management on an annual basis (a) the Policy Statement on Political Contributions, Trade Groups and Lobbying (the "Policy"), (b) the draft report referred to in the Policy, and (c) compliance with the Policy of political activities during the preceding fiscal year, including the general business purposes served by, and any results of, those activities. It is not the duty of the Committee to make decisions with respect to any particular political contribution or expense or to ensure that political activities and expenses comply with applicable law or the Policy. These are responsibilities of management;
18. Oversee the significant environmental and social factors impacting the Company, as well as the Company's corporate governance practices, and periodically review with management the Company's programs addressing ESG considerations, corporate governance developments, the views of shareholders and other stakeholders, the risks to the Company relating to these matters, and the Company's internal and external communication efforts.

19. Assist the Board in its risk oversight role by periodically reviewing the allocation of risk oversight among the Board's committees and making recommendations to the Board, as appropriate.
20. Make regular reports to the Board on the Committee's activities; and
21. Have the authority, in furtherance of the foregoing, to delegate any one or more responsibilities of the Committee to one or more subcommittees.

Last Modified: December 2021