

Organization

The Technology Committee (the “Committee”) shall be appointed by, and shall report to, the Board of Directors (the “Board”) of The Progressive Corporation (the “Company”), and shall consist of at least three Directors, including the Chair. Members of the Committee may be removed by the Board, at any time and with or without cause.

Statement of Purpose

The purpose of the Committee is to assist the Board of Directors in fulfilling its oversight responsibilities with respect to the overall role of technology in executing the business strategy of the Company, as well as the oversight of related risks, including, but not limited to, technology strategies, including digital, major technology investments, the Company’s cybersecurity program, operational performance and technology trends.

Responsibilities of the Committee

The Committee shall have the following responsibilities, with all requisite power and authority, on behalf of the Board, to perform and discharge such responsibilities:

1. Review at least annually the Company’s overall technology strategy, including digital, and the annual budget for the Company’s technology program;
2. Review the Company’s cybersecurity program, capabilities, and resilience;
3. Review governance of technology design and of technology and data architecture decisions; review significant technology capital investments and expenditures and significant software development projects, at planning stage and at key milestones;
4. Review existing and future trends in technology that may affect the Company's strategic plans, including monitoring of overall industry and competitor trends;
5. Review the major risks to the Company arising from its technology, digital and data strategies, legacy systems, and related investments and operations, technology-related business continuity and disaster recovery programs, and its cybersecurity program, and management efforts to mitigate those risks;
6. Receive and review reports from management and internal audit concerning the Company's technology operations, which may include the following:
 - a. development and implementation of significant technology investments and software projects,
 - b. cybersecurity incidents and other security-related incidents impacting the technology environment,
 - c. business continuity and disaster recovery preparedness;

- d. key performance metrics and the performance of completed projects,
 - e. technical operations performance for employees, customers and other users,
 - f. technology aspects of strategic partnerships,
 - g. protection of data and other business-related information,
 - h. talent assessments and work force strategies, and
 - i. internal audit results pertaining to technology and cybersecurity controls;
7. Receive and review other reports from management on behalf of the Board as may be necessary or appropriate in connection with Federal or State legal requirements;
 8. Perform any other activities as the Board shall specifically delegate to the Committee; and
 9. Make regular reports to the Board on the Committee's activities.

Administration

The Committee is initially expected to meet at least four times per year, and it shall meet as frequently as necessary to fulfill its duties and responsibilities. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend meetings of the Committee or to meet with any members of, or consultants to, the Committee. 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. In carrying out its oversight responsibilities, each Committee member shall be entitled to rely on the integrity and expertise of those persons providing information to the Committee and on the accuracy and completeness of such information, absent actual knowledge of inaccuracy.

The Committee shall have the authority, in furtherance of its responsibilities, to delegate any one or more responsibilities of the Committee to one or more subcommittees.

At least annually, the Committee will review and assess the continued adequacy of this Technology Committee Charter and recommend any changes to the Board for approval. The Committee shall be subject to an annual performance evaluation by the Board.

Communications with Technology Committee

The Committee will consult as appropriate with the Company's Audit Committee on technology matters that may affect internal controls over financial reporting or operations, or that may present significant technology or cybersecurity risks to the Company.

The Committee will have direct access to the Chief Information Officer, Chief Information Security Officer, the Audit Business Leader and, if applicable, the Audit Business Leader's designee for IT-related matters, as well as the Company's IT, security and internal audit staffs, including those within the Business Units. The Committee expects management to advise it

promptly of any significant IT or cybersecurity operational issues or breaches that present risk to the company or its customers. The Chief Information Officer, the Chief Information Security Officer, the Audit Business Leader and, if applicable, the Audit Business Leader’s designee for IT-related matters, will have direct access to the Committee.

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