

**NATIONWIDE MUTUAL INSURANCE COMPANY
NATIONWIDE MUTUAL FIRE INSURANCE COMPANY
NATIONWIDE CORPORATION
CHARTER OF THE AUDIT COMMITTEE**

The Audit Committees are committees of the Board of Directors of Nationwide Mutual Insurance Company, Nationwide Mutual Fire Insurance Company and Nationwide Corporation (collectively, the “Companies”). The Audit Committees are collectively referred to as the Committee herein. The Committee shall be comprised of three or more directors as determined by the Boards, each of whom shall be an independent non-executive director, free from any relationship that would interfere with the exercise of his or her independent judgment. All members of the Committee shall have a basic understanding of finance and accounting, and be able to read and understand fundamental financial statements. One or more members of the Committee shall have accounting or related financial management expertise.

The Committee’s primary function is to assist the Boards in fulfilling their oversight responsibilities by reviewing the systems of internal controls which management and the Boards of Directors have established, as well as audited financial statements and the audit process. The Committee shall have the power to conduct or authorize investigations into any matters within the Committee’s scope of responsibilities. The Committee shall be empowered to retain independent counsel, auditors, or others to assist in the conduct of the investigation.

Members of the Committee and its chair shall be elected by the Boards of Directors based on the recommendation of the Governance Committees, and may be removed at any time by a majority vote of the relevant Board of Directors. The Committee may establish subcommittees from time to time for purposes of considering issues described below, provided that no decision concerning the evaluation of the Committee shall be delegated to a subcommittee. The Committee shall report to the Boards after each committee meeting. The report may take the form of a written report or an oral report by the chair of the Committee or any other member of the Committee designated by the Committee to make such a report.

The Committee shall meet at least four times per year, or more frequently as circumstances require. Meetings may be called by by the chair or any two or more members of the Committee and may be held telephonically. Meetings may be attended by any non-management member of the Boards, although Directors who are not members of the Committee are not entitled to vote on issues considered by the Committee. The Committee may invite or exclude any person it deems appropriate to carry out its responsibilities. The chair elected by the Boards will chair all meetings of the Committee and may cast the tie-breaking vote on any issue brought to a vote by the Committee. In the absence of the chair elected by the Boards, another member of the Committee, selected by the members in attendance, shall chair the meeting.

In meeting its responsibilities, the Committee is expected to:

1. Provide an open avenue of communication between the Office of Internal Audit, the Companies’ independent registered public accounting firm (the “Independent Auditor”) and the Boards of Directors.

2. (a) Review and, if necessary, update the charters of the Committee and the Office of Internal Audit annually.
(b) Submit the charters to the Boards of Directors for approval.
3. Establish and annually review the Companies' policy regarding engagement of independent registered public accounting firms, and approve all audit and non-audit services (and related fees) performed by such firms.
4. (a) Appoint, terminate, and compensate the Independent Auditor.
(b) Evaluate the performance of the Independent Auditor.
(c) Oversee the work of the Independent Auditor.
(d) Set hiring policies for employment by the Companies of current or former employees of the Independent Auditor.
(e) Approve the assignment and require rotation of the Independent Auditor's lead engagement and review partners.

The Independent Auditor is ultimately accountable to the Committee and the Boards of Directors.

5. Review and concur in the appointment, evaluation, replacement, reassignment or dismissal of the senior officer in the Office of Internal Audit (the "Chief Auditor") and annually evaluate the performance of the Office of Internal Audit.
6. Review and discuss the independence of the Office of Internal Audit and the independence and qualifications of the Independent Auditor.
7. At least annually, obtain and review a report by the Independent Auditor describing:
 - (a) the firm's internal quality control procedures;
 - (b) any material issues raised by:
 - (i) the most recent Public Company Accounting Oversight Board inspection report,
 - (ii) internal quality control review,
 - (iii) peer review of the firm, or
 - (iv) any inquiry board investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and
 - (c) all relationships between the Independent Auditor and the Companies.
8. Inquire of management, the Chief Auditor and the Independent Auditor about significant risks or exposures that exist, and assess the steps management has taken to manage and/or mitigate such risks and exposures to the Companies.
9. Consider, in consultation with the Independent Auditor and the Chief Auditor, the audit scope and plan of the Office of Internal Audit and the Independent Auditor.

10. Review with the Chief Auditor and the Independent Auditor the coordination of audit effort to review completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.
11. Meet to review and discuss the annual audited financial statements with management and the Independent Auditor.
12. Review with management and the Independent Auditor at the completion of the annual examination:
 - (a) The Independent Auditor's judgments about the quality and appropriateness of the Companies' accounting principles as applied in their financial reporting.
 - (b) Any related significant findings and recommendations of the Independent Auditor together with management's responses thereto.
 - (c) Any significant changes required in the audit plan, any serious difficulties or disputes with management encountered during the course of the audit and its resolution and other matters related to the conduct of the audit which are to be communicated to the Committee under generally accepted auditing standards.
13. Consider and review with management and the Chief Auditor:
 - (a) Significant findings during the year and management's responses thereto.
 - (b) The adequacy of the Companies' internal controls including computerized information system controls and security.
 - (c) Any changes required in the planned scope of its audit plan and any difficulties encountered in the course of its audits, including any restrictions on the scope of its work or access to required information.
 - (d) The budget and staffing of the Office of Internal Audit.
14. Review with management and the Chief Auditor the results of the Companies' monitoring of compliance with the conflict of interest policy and waivers of that policy.
15. Receive and consider regular reports of management and the Chief Compliance Officer regarding the establishment and assessment of compliance programs and controls, including reports of serious compliance issues.
16. Review policies and procedures with respect to officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of this area by the Office of Internal Audit.
17. Review periodically the ethics activities of the Companies with management and the Chief Legal and Governance Officer.
18. Review legal and regulatory matters that may have a material impact on the financial statements, related compliance policies and programs of the Companies, and reports received from regulators. Such legal and regulatory

matters will include the Companies' compliance with the applicable legal limits on the Companies' investment authority.

19. Meet with the Chief Auditor, the Independent Auditor and management in separate executive sessions to discuss any matters that the Committee or these groups believe should be discussed privately with the Committee.
20. Maintain minutes of meetings and regularly report actions of the Committee to the Boards of Directors with such recommendations as the Committee may deem appropriate.
21. Establish procedures for the receipt, retention and treatment of complaints received by the Companies regarding accounting, internal accounting controls, or auditing matters, including a process for the receipt of anonymous, confidential concerns submitted by employees regarding questionable accounting or auditing matters.
22. Engage and compensate independent counsel and other advisers, and pay such administrative expenses as the Committee determines are necessary or appropriate to carry out its duties.
23. Evaluate the Committee's performance annually in accordance with policies and procedures established by the Board of Directors.

The above list represents examples of actions the Committee may take in fulfilling its responsibilities.

The duties and responsibilities of a member of the Committee are in addition to those duties set out for a member of the Boards of Directors.

Adopted: October 3, 2007