

NATIONWIDE MUTUAL INSURANCE COMPANY  
NATIONWIDE MUTUAL FIRE INSURANCE COMPANY  
NATIONWIDE CORPORATION  
CHARTER OF THE FINANCE COMMITTEE

The Finance Committees are committees of the Boards of Directors of Nationwide Mutual Insurance Company, Nationwide Mutual Fire Insurance Company and Nationwide Corporation (collectively, the “Companies”). The Finance Committees are collectively referred to below as the Committee. The Committee shall be comprised of three or more directors as determined by the Boards. Members of the Committee shall have a basic understanding of investments, finance, mergers and acquisitions and financial services.

The Committee’s primary function is to assist the Boards in fulfilling their oversight responsibilities by reviewing the investments, significant financial transactions, and financial status of the Companies.

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 any 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 three times per year, or more frequently as circumstances require, and maintain minutes of its meetings. Meetings may be called by 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. Review and recommend to the Boards of Directors investment policies and strategies with respect to the assets of the Companies.
2. Review quarterly, or more frequently as required, reports concerning the invested assets of the Companies, including financial performance.

3. Review the formation of entities, potential acquisitions, capital contributions, or divestitures suggested by management and approve, or recommend approval by the Boards of Directors of, such transactions within limitations established by the Finance Committee Governance Guidelines adopted by the Boards of Directors from time to time (the “Governance Guidelines”).
4. Review major capital expenditures and approve, or recommend approval by the Boards of Directors of, appropriate major capital expenditures within limitations established by the Governance Guidelines. Major capital expenditures include all significant projects or initiatives (e.g. technology projects).
5. Review annually, or more frequently as required, the financial performance (using return on equity or other performance measures) of affiliates and subsidiaries of the Companies.
6. Review the general voting policies and procedures for any shares of stock or other interests held by the Companies.
7. Review annually the preliminary operating plans, including key assumptions and issues, submitted by management for the Companies, provide feedback to management, and discuss the key assumptions and issues with the Boards of Directors when the plans are presented for approval.
8. Review the asset and liability management policies of the Companies, including liquidity issues.
9. Review and approve, or recommend approval by the Boards of Directors of, proposals for the acquisition, expansion, leasing, construction and disposition of facilities used for operations of the Companies within limitations established by the Governance Guidelines.
10. Review and approve, or recommend approval by the Boards of Directors of, other significant financial transactions as determined by the Boards and senior management within limitations established by the Governance Guidelines.
11. Review and approve, or recommend approval by the Boards of Directors of, long-term contractual commitments within limitations established by the Governance Guidelines adopted by the Boards of Directors from time to time.
12. Review reports regarding significant reportable events within limitations established by the Governance Guidelines.
13. a) Delegate to the Chief Investment Officer, or other designated officers and employees within the Office of Investments or the Office of the Chief Executive Officer (“OCEO”), the authority to conduct investment transactions on behalf of the Companies to the extent deemed appropriate by the Committee, subject to the limitations established in the Governance Guidelines and/or Investment Policy adopted by the Boards of Directors from time to time.

b) Delegate to the Chief Financial Officer, or other designated officers and employees within the Office of Finance or the OCEO, the authority to conduct significant financial transactions on behalf of the Companies to the extent deemed appropriate by the Committee, subject to the limitations established in the Governance Guidelines.

14. Review and recommend approval by the Boards of Directors of dividend proposals and policies.
15. Review and, if necessary, update the charter of the Committee annually, and submit the updated charter to the Boards of Directors for approval.

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