

Human Resources Committee Charter
Nationwide Mutual Insurance Company
Nationwide Mutual Fire Insurance Company
Nationwide Corporation

**Charter
Item**

- 1** The Human Resources Committees are committees of the Boards of Directors of Nationwide Mutual Insurance Company (“Mutual”), Nationwide Mutual Fire Insurance Company (“Fire”) and Nationwide Corporation (“Corporation”). Each committee will consist of three or more directors named by the Board of Directors of Mutual, Fire or Corporation. Members of the Committees shall have a basic understanding of human resources and compensation issues and shall be independent as defined in the listing standards of the New York Stock Exchange (the “Listing Standards”). The Committees are collectively referred to as the Committee below.
- 1.a** Members of the Committee and its chair will 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 Boards of Directors. The Committee may establish sub-committees from time to time for purposes of considering issues described below, but no decision on the compensation or evaluation of the Boards of Directors, the Committee or any officer of Mutual, Fire or Corporation can be delegated to a sub-committee. The Committee will report its actions and recommendations to the Boards following each committee meeting and shall maintain minutes of its meetings. 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 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.
- 2** **Primary Purpose**
- The primary purpose of the Committee shall be to discharge the responsibilities of the Boards as they relate to the Companies’ human resources, compensation and benefit practices for associates, officers and members of the Boards of Directors. This function includes responsibility for programs and staff of the Companies and all current and future subsidiaries of Mutual and Fire (collectively, the “Company”).
- These duties will be in addition to the responsibilities set out for members of the Boards of Directors:
- 2.a** The Committee will have responsibility for compensation programs and policies for associates, officers and members of the Boards of Directors of Mutual, Fire and Corporation. Those responsibilities are described in detail in this document. In general, the Committee’s scope of responsibility includes:
- 2.b** 1.) General oversight and periodic review of the Company’s specified human resources programs for all associates, officers and members of the Boards of Directors. The Committee does not have responsibility for plan administration of subsidiary equity compensation plans.
- 2.c** 2.) Direct oversight of the Company’s human resources programs as they apply to officers of the Company designated by the Committee from time to time (“Selected
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Executives”).

- 2.d 3) Direct oversight of human resources programs of Mutual, Fire and Corporation as they apply to members of the Boards of Directors.
- 2.e The Committee shall meet at least three times per year, or more frequently as circumstances require. Meetings may be called by any member of the Committee and may be held telephonically. Meetings may be attended by any non-management member of the Board, 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 Chief Executive Officer and the principal Human Resources Officer must attend at least one committee meeting each year.
- 2.f The Committee shall have the power to conduct or authorize investigations or reviews into any matters within the Committee’s scope of responsibilities.
- 2.g The Committee shall be empowered to retain independent counsel, auditors or others to assist in the conduct of any such investigation.
- 2.h The Committee will have the sole authority to retain or terminate any consultant assisting in the evaluation of the compensation of the Boards, the chief executive officer, or any other officer, and to approve the fees and other terms of such services.

3 Associate Responsibilities

Relative to all Company associates, the Committee’s role will be as follows:

- 3.a Monitor practices and underlying principles supporting key compensation, benefit, performance management and leadership development programs, ensuring the fairness and appropriateness of such practices and programs.
 - 3.b Review and recommend to the Board any appropriate strategic changes in the incentive compensation programs, associate and executive benefit plans, and executive perquisite programs of the Company.
 - 3.c Periodically review the Company’s executive compensation programs in light of the overall compensation philosophy established by the Committee, to determine if the programs are properly coordinated and achieving their intended purposes.
 - 3.d Provide input to support management in ensuring that human resources and diversity and inclusion programs:
 - 3.d.1 1. are consistent with the Company’s vision, values, and business strategies;
 - 3.d.2 2. are appropriately linked to Company, business unit and individual performance;
 - 3.d.3 3. provide competitive total compensation opportunities at acceptable cost, consistent with industry practice;
 - 3.d.4 4. are legally compliant, and
 - 3.d.5 5. generally aim to attract, engage and keep key talent.
 - 3.e Make appointments to the administrative and investment committees established with respect to employee benefit plans sponsored by the Company. Such committees must operate in a fiduciary role with respect to the plan participants. The Committee shall ensure there are non-overlapping settlor and fiduciary committees addressing
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compensation and benefits issues. The Committee shall perform annual reviews of fiduciary actions taken over the prior twelve months.

4 Selected Executives Responsibilities

The Committee will devote a substantial portion of its time to a targeted group of officers and positions, the Selected Executives, including the Chief Executive Officer (the "CEO"). For this group, the Committee shall (*in addition to the functions described above*):

- 4.a** Establish, in advance, corporate goals and objectives relevant to the evaluation and compensation of the CEO;
- 4.b** Design a process for and complete (for Board approval) the annual performance evaluation of the CEO for services performed for the Company;
- 4.c** Establish the compensation of the CEO (subject to approval by the members of the Boards who are independent as defined in the Listing Standards) based on the Committee's evaluation of his or her performance against the corporate goals and objectives established for this purpose, and its evaluation of market data to ensure that such compensation is reasonable and competitive;
- 4.d** Consider, in setting the long-range incentive element of the compensation package of the CEO, the Company's performance, the value of similar awards to chief executive officers of comparable companies, and prior awards to the CEO of the Company;
- 4.e** Review and approve annual performance ratings for Company Selected Executives, based on CEO recommendation;
- 4.f** Ensure effective leadership development, selection and performance management are in place as they relate to Selected Executives and positions;
- 4.g** Assist the Board in developing a management succession plan by periodically reviewing the plans of management and the performance of members of management who are identified as potential successors to the senior management of Mutual, Fire and Corporation; and
- 4.h** In order to provide competitive and reasonable levels of overall compensation, for services provided to the Company by Selected Executives, review and approve, based on available market data and the recommendations of the CEO (recognizing that authority to set, within the parameters established by the Committee, the compensation of other officers has been delegated by the Board to the Officer Election Committee):
 - 4.h.1**
 - Annual compensation opportunities (salary ranges, short term and long term incentive targets);
 - 4.h.2**
 - Annual base salaries;
 - 4.h.3**
 - Awards under the Company's annual incentive plan(s);
 - 4.h.4**
 - Grants under the Company's long term incentive plan(s);
 - 4.h.5**
 - Any other compensation arrangements; and
 - 4.h.6**
 - Coverage under individual severance, employment or change-in-control agreements or any other employment-related contracts with the Company; and

- 4.i Review and recommend to the Boards all elections of Selected Executives (recognizing that authority to elect executive officers other than Selected Executives has been delegated by the Boards to the Officer Election Committee).

5 Boards of Director Responsibilities

Relative to the Boards of Directors, the Committee's role will be as follows:

- 5.a Periodically review and recommend, as appropriate, changes to the compensation and human resource programs for the Boards of Directors to ensure competitiveness and consistency with strategies of the Company.

6 Other Responsibilities

- 6.a Coordinate activities, as required, with other Nationwide committees or boards (e.g., Governance Committees of Mutual, Fire or Corporation, the Nationwide Financial Services, Inc. Compensation Committee).
- 6.b Review, and if necessary, update the charter of the Committee, and submit the updated charter to the Boards of Directors for approval.
- 6.c Conduct an annual performance evaluation of the Committee, by reviewing the compliance of the Committee with this charter and recommending any proposed changes to the Boards.

Approved by the Board of Directors on August 13, 2008
