

CHARTER OF THE SPONSOR AND CUSTOMER COMMITTEE

NATIONWIDE MUTUAL INSURANCE COMPANY NATIONWIDE MUTUAL FIRE INSURANCE COMPANY NATIONWIDE CORPORATION

ESTABLISHMENT

The Sponsor and Customer Committees are committees of the Boards of Directors (the “Boards”) of Nationwide Mutual Insurance Company, Nationwide Mutual Fire Insurance Company and Nationwide Corporation (collectively, the “Companies”). The Sponsor and Customer Committees are collectively referred to below as the Committee. For purposes of this charter, “Customer” includes both partners and members.

MEMBERSHIP

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 agriculture and cooperative organizations. Members of the Committee and its chair shall be elected by the Boards based on the recommendation of the Governance Committees, and may be removed at any time by a majority vote of the relevant Board.

MEETINGS

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.

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.

RESPONSIBILITIES

The Committee’s primary function is to assist the Boards in fulfilling their oversight responsibilities by 1) monitoring the Companies’ involvement with agricultural and cooperatively-oriented organizations, as well as association-based affinity business partners, and 2) providing oversight and direction to ensure the Companies’ delivery of Customer value in line with our

mutual mission. The Committee shall have the power to research any matters within the Committee's scope of responsibilities.

In meeting its responsibilities, the Committee is expected to:

1. Oversee the Companies' involvement with agricultural and cooperatively-oriented organizations, and monitor affinity relationships.
2. Review and, if necessary, update the charter of the Committee, and submit any proposed updates to the Governance Committee for their consultation and review. Following such consultation, submit the updated charter to the Boards for approval.
3. Strengthen relationships with the Companies' sponsors and members of the Board Council.
4. Build new relationships among agricultural and cooperatively-oriented organizations.
5. Serve as the conduit to the Boards on agricultural and cooperative thinking and views on business ideas.
6. Review and evaluate the mutual commitments and benefits of each agricultural and cooperatively-oriented organization relationship.
7. Monitor and report to the Boards on business development with sponsors and other affinity business partners.
8. Recommend selected agricultural and cooperatively-oriented organizations to the Boards as potential sponsors or Board Council members.
9. As part of our mutual mission, oversee the Companies' successful delivery of customer value, including monitoring key performance indicators (i.e., Customer satisfaction, retention, customer and policy count, measures of relationship breadth and depth, and other indicators of member and partner value).
10. Review and provide oversight of Nationwide's Customer experience initiatives.
11. Coordinate activities, as required, with other Nationwide committees or boards (e.g., Human Resources Committee, Finance Committee, etc.).
12. Conduct a comprehensive performance evaluation of the Committee annually.

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 Board of Directors

INVESTIGATIONS/POWER TO RETAIN COUNSEL AND ADVISORS

The Committee shall be empowered to retain independent counsel, auditors or others to assist in the conduct of a research study.

RISK MANAGEMENT OVERSIGHT

The Boards of the Companies' are ultimately accountable for the Companies' strategic risk profile, risk management framework and risk management process oversight. The Boards have adopted a model of oversight that distributes and coordinates distinct risk management oversight responsibilities between and among the Boards and their committees.

The Boards have allocated to each of their committees, as appropriate, specific risk oversight responsibilities and reporting requirements. The responsibilities and reporting requirements for the Committee are set forth on the attached Exhibit A.

The Committee shall provide periodic reports to the Boards regarding the risk management activities for which it has been allocated oversight responsibility.

The Committee Chair shall participate in a periodic (at least annual) joint committee chair meeting (Audit, Business Transformation and Technology, Finance, Governance, Human Resources and Sponsor and Customer committees) to discuss the agenda coordination process and risk agenda planning.

Approved June 3, 2020

EXHIBIT A
Nationwide Mutual Insurance Company
Board of Directors & Board Committees
Risk Oversight Framework

Board of Directors						
Distributed Risk Oversight Approach	<p>Given the diverse nature of Nationwide’s business portfolio and risk profile, Nationwide’s Board of Directors has adopted a model of oversight which distributes and coordinates distinct risk oversight responsibilities between and amongst the Board and Board Committees. This model helps ensure there is effective risk oversight coverage, efficient coordination of oversight responsibilities, and broad engagement by Directors in overseeing Nationwide’s risk and capital management activities.</p> <p>Nationwide’s Board is ultimately accountable for Nationwide’s strategic risk profile, risk management framework and for risk management process oversight. The Board can delegate responsibility to Committees for specified risks but maintains responsibility for risks not delegated to the Committees. Each Committee’s specific risk oversight responsibilities are summarized below and detailed in each Committee’s respective charter.</p>					
Escalation, Communication, and Coordination	<p>The Board is to receive a report out from Committees on addressed risk issues (integrated and coordinated) as well as an annual report out from Governance Committee on the evaluation of Board risk oversight process. Additionally, an annual review of Nationwide’s enterprise “risk profile” is to be provided to Nationwide’s Board.</p>					
Risk Oversight Responsibilities of Board Committees						
	Audit	Finance	Business Transformation & Technology	Human Resources	Governance	Sponsor and Customer
Summary of Risk Oversight Role / Key Areas of Risk Oversight*	<p>Provide oversight of management’s control environment, irrespective of risk type.</p> <p>Key areas of focus include:</p> <ul style="list-style-type: none"> • Financial Reporting Controls • Legal, Regulatory, and Compliance Risk • Fraud 	<p>Provide oversight of financial risk position and risk management practices, including risk policy, strategy, tolerance, and control.</p> <p>Key areas of focus include:</p> <ul style="list-style-type: none"> • Capital Adequacy • Market Risk • Credit Risk • Liquidity Risk • Product Risk (including Catastrophe Risk) • Pricing and Reserving Risk • M&A / Corporate Transaction Risk • Target returns • Expense Structure 	<p>Provide oversight of project, program, and technology risk position and risk management practices, including risk policy, strategy, tolerance, and control.</p> <p>Key areas of focus include:</p> <ul style="list-style-type: none"> • Program Execution • Continuity Management, Business Disruption and System Failures • Information Security • Technology Strategy 	<p>Provide oversight of people and culture risk position and risk management practices, including risk policy, strategy, tolerance, and control.</p> <p>Key areas of focus include:</p> <ul style="list-style-type: none"> • Key Person / Succession Planning • Employment Practices • Workplace Safety • Organizational Culture • Compensation Design 	<p>Provide oversight of Board risk management processes and practices, including Board-level crisis management and risk oversight processes.</p> <p>Key areas of focus include:</p> <ul style="list-style-type: none"> • Board Crisis Management Processes • Corporate Sustainability • Board Risk Oversight process (delegation, coordination, and evaluation of effectiveness) • Recommend appropriate committee responsibility for any newly-identified emerging risks 	<p>Provide oversight of sponsor and customer risk and risk management practices.</p> <p>Key areas of focus include:</p> <ul style="list-style-type: none"> • Thematic concerns with levels of customer satisfaction • Risk of not consistently or sustainably delivering customer value • Risk of reputational risk with customers (negative perception of brand / value) • Risk of significant unplanned customer retention deterioration over time
<p>*Additionally, each committee will include in their Risk Oversight responsibilities a focus on “emerging risks” related to their chartered responsibilities. These risks may fall outside of traditionally defined risk categories and be related to long-term competitive, technological, environmental and/or societal changes. Any committee that identifies such an “emerging risk” will report that risk to the Governance Committee</p>						