

NATIONWIDE FINANCIAL SERVICES, INC.
NATIONWIDE LIFE INSURANCE COMPANY
NATIONWIDE LIFE AND ANNUITY INSURANCE COMPANY
CHARTER OF THE FINANCE COMMITTEE

The Finance Committee is a committee of the Boards of Directors. It 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 Finance 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 Finance 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 Finance Committee and its chair shall be elected by the Boards of Directors based on the recommendation of the Governance Committee, and may be removed at any time by a majority vote of the relevant Boards of Directors. The Committee may establish sub-committees 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 sub-committee.

The Committee shall report to the Boards after each committee meeting. The report may take the form of 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 Finance 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 and approve, or recommend approval by the Boards of Directors, the acquisition or disposition of any investment on behalf of the Companies within limitations established by the Governance Guidelines adopted by the Boards of Directors from time to time.
4. 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 Governance Guidelines adopted by the Boards of Directors from time to time.

5. 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 adopted by the Boards of Directors from time to time. Major capital expenditures include, but are not limited to, significant technology expenditures or significant projects or initiatives (e.g. technology projects).
6. Review and recommend approval by the Boards of Directors, dividend proposals and policies.
7. Review and recommend approval by the Boards of Directors, transactions involving the capital stock of the Companies or issuance of debt.
8. Determine, when delegated authority by the Boards of Directors, the price at which securities of the Companies will be offered for sale and whether to proceed with any such securities offering.
9. Review annually, or more frequently as required, the financial performance (using return on equity or other performance measures) of subsidiaries of the Companies.
10. Review the general voting policies and procedures for any shares of stock or other interests held by the Companies.
11. 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..
12. Review the asset and liability management policies of the Companies and their subsidiaries, including liquidity issues.
13. 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 adopted by the Boards of Directors from time to time.
14. 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 adopted by the Boards of Directors from time to time.
15. 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.
16. Review reports regarding significant reportable events within limitations established by the Governance Guidelines adopted by the Boards of Directors from time to time.

17. a) Delegate to the Chief Executive Officer (“CEO”), Chief Investment Officer, or other designated officers and employees within the Office of Investments or the Office of the CEO, 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 the Investment Policy Guidelines adopted by the Boards of Directors from time to time.

b) Delegate to the CEO, Chief Financial Officer, Senior Vice President–Finance or other designated officers and employees within the Office of Finance or the Office of the CEO, 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 adopted by the Boards of Directors from time to time.
18. Review and, if necessary, update the charter of the Finance Committee annually, and submit the updated charter to the Boards of Directors for approval.

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

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

Adopted February 23, 2005