

## **Mutual Fund Payments**

### *Our Relationships with the Mutual Funds*

Nationwide Financial Services, Inc.'s life insurance and trust company subsidiaries (collectively referred to as the "Nationwide companies") offer various product menus to group retirement plan customers depending on a variety of quantitative and qualitative factors relating to the Mutual Funds through the Nationwide Group Retirement Series, which include: i) mutual fund platforms offered by Nationwide Trust Company, FSB, and ii) unregistered group variable annuity contracts issued by Nationwide Life Insurance Company. (The group annuity contracts and the mutual fund platforms are referred to collectively as "retirement products" and include Nationwide Retirement Resource, Nationwide Retirement Innovator, Nationwide Clear Advantage, Nationwide Retirement Advisor and Nationwide Retirement Manager).

The variable accounts, trust accounts, or custodial accounts (the "Accounts") that accompany the retirement products offer a variety of investment options, and purchase and sell shares of certain mutual funds in the aggregate each day so that the performance of the investment options corresponds to the performance of those mutual funds. When the Accounts aggregate these transactions, the mutual fund does not incur the expense of processing individual transactions that it would incur if it sold its shares to the public directly. This expense is instead incurred by the Nationwide companies.

The Nationwide companies also incur the distribution costs of selling the retirement products, which benefits the mutual funds by providing contract owners and participants with investment options that correspond to the underlying mutual funds.

An investment adviser or subadviser of a mutual fund or its affiliates may provide the Nationwide companies with wholesaling services that assist in the distribution of the retirement products and may pay to participate in educational and/or marketing activities. These activities may provide the adviser or subadviser (or their affiliates) with increased exposure to persons involved in the distribution of the retirement products.

### *Types of Payments the Nationwide Companies Receive*

In light of the above, certain mutual funds or their affiliates make payments to the Nationwide companies (the "payments"). The amount of these payments is typically based on an agreed-upon percentage of assets times the amount of the assets that the Accounts invest in the mutual funds, but in some cases may involve a per participant fee or a combination of asset-based fee and per participant fee. These payments may be used for any corporate purpose, which includes reducing the price of the retirement products, paying expenses that the Nationwide companies incur in promoting, marketing, and administering the retirement products, and achieving a profit.

The Nationwide companies receive the following types of payments:

- Mutual fund 12b-1 fees, which are deducted from mutual fund assets;
- Sub-transfer agent fees or fees pursuant to administrative service plans adopted by the mutual fund, which may be deducted from mutual fund assets; and

- Payments by a mutual fund's adviser or subadviser (or its affiliates). Such payments may be derived, in whole or in part, from the advisory fee that is deducted from mutual fund assets and reflected in the mutual fund charges.

Furthermore, the Nationwide companies benefit from assets invested in Nationwide's affiliated mutual funds (*i.e.*, Nationwide Mutual Funds) because their affiliates also receive compensation from the mutual funds for investment advisory, administrative, transfer agency, distribution, and/or other services. Thus, the Nationwide companies may receive more revenue with respect to affiliated mutual funds than unaffiliated mutual funds.

The Nationwide companies took these anticipated payments into consideration in determining the charges they impose under the retirement products (apart from fees and expenses imposed by the mutual funds). Without these payments, the Nationwide companies would have imposed higher charges on their retirement products. Plan Sponsors have the opportunity to be transferred or enter into a program where mutual fund payments are credited to the plan in the form of reduced asset fees in an amount equivalent to the disclosed reimbursement rate received for each mutual fund investment option.

#### *Amount of Payments the Nationwide Companies Receive*

Most mutual funds or their affiliates have agreed to make payments to the Nationwide companies, although the applicable percentages may vary from mutual fund to mutual fund and some may not make any payments at all. Because the amount of the actual payments the Nationwide companies receive generally depends on the amount of assets invested by the Accounts in the mutual funds, the Nationwide companies may receive higher payments from mutual funds with lower percentages (but greater assets) than from mutual funds that have higher percentages (but fewer assets).

#### *Identification of Mutual Funds for Our Retirement Products*

The Nationwide companies identify a menu of potential mutual funds that correspond to the investment options for their retirement products. They may consider several criteria when identifying those mutual funds, including some or all of the following: investment objectives, investment process, investment performance, risk characteristics, investment capabilities, experience and resources, investment consistency, and fund expenses. Another factor the Nationwide companies consider during this process is whether the mutual fund's adviser or subadviser is one of their affiliates or whether the mutual fund, its adviser, its subadviser(s), or an affiliate will make payments such as those described above. The identification criteria vary by line of business and retirement product. In some cases, the Nationwide companies identify mutual funds based on requests and recommendations made by retirement plan sponsors and/or their advisors.

There may be mutual funds with lower fees, as well as other retirement products that offer mutual funds with lower fees. You should consider all of the fees and charges of a retirement product in relation to the features and benefits of that product when making your decision to invest. Please note that product and mutual fund fees and charges have a direct effect on the investment performance of your retirement product. A fund prospectus contains the investment objectives, risks, charges and expenses. Please read the fund prospectus carefully before investing.