

EXHIBIT B

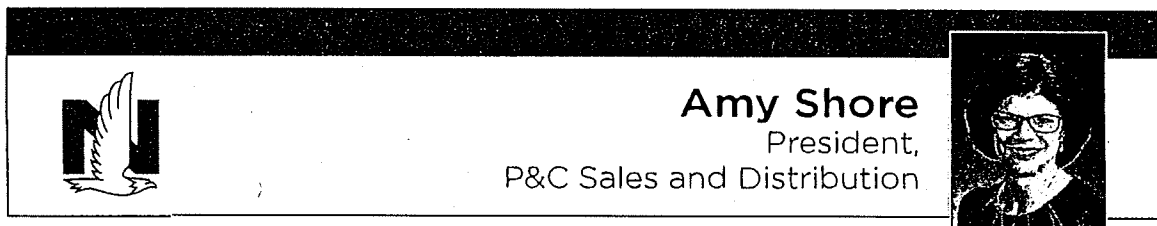
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From: The Office of Amy Shore <pcsales@email-nationwide.com>
Sent: Thursday, May 10, 2018 11:18 AM
To: DeVivo, Dennis
Subject: Information about Restrictive Covenants for ACE Options



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Exclusive Agents,

Last month, Mark Berven and I announced the ACE Program to transition exclusive agents to an independent agency distribution model. We also communicated Nationwide's separate decision to eliminate all non-DCIC deferred compensation. Both will occur by June 30, 2020. Since then, we have responded to agent questions on a variety of topics at the NWACE@nationwide.com and nonDCIC@nationwide.com email boxes. Many of these questions relate to issues we will cover in-depth at local meetings in May and June.

One of the most frequently asked questions is the request for more information on the restrictive covenants associated with each ACE option. We are providing these details below in advance of your local meeting and for information purposes. There are five restrictive covenants that will be used in the ACE program, depending on the chosen option. The grid below outlines the restrictions for each ACE option with a brief high-level description and duration of each restriction.

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Restriction	Description	ACE Option 1 - Early Purchase	ACE Option 2 - Transfer	ACE Option 3 - Transfer with Permanent Restriction
No-sale	No Asset Sale: All Nationwide policy expirations, renewal rights and customer data existing at the time of transfer and new business No Equity Sale: An equity sale interest in the agency without Nationwide's prior-written approval	3 Years: Runs from the transition date to the end of year 3	5 Years: Runs from the transition date to the end of year 5	5 Years: Runs from the transition date to the end of year 5
Last-look	Asset Sale Offer: Allows Nationwide to purchase the Nationwide policies and/or other carrier policies included in the third-party offer Equity Sales Offer: Nationwide can purchase up to 100% of the agency	2 Years: Runs from the beginning of year 4 to the end of year 5	5 Years: Runs from the beginning of year 6 to the end of year 10	5 Years: Runs from the beginning of year 6 to the end of year 10
Permanent-buy-back	Nationwide allowed to re-purchase remaining original Nationwide policies at the 1099 valuation	Not Applicable	Not Applicable	Indefinite: Starts from transition date and runs indefinitely
Continued Interaction by Nationwide with a Nationwide policyholder	Allows Nationwide to continue to market and interact directly with Nationwide customers	3 Years: Runs from the transition date to the end of year 3	2 Years: Runs from the transition date to the end of year 2	2 Years: Runs from the transition date to the end of year 2
Book rolls and transfers	Restricts agents from transferring books of Nationwide business to a third party or another carrier	3 Years: Runs from the transition date to the end of year 3	2 Years: Runs from the transition date to the end of year 2	2 Years: Runs from the transition date to the end of year 2

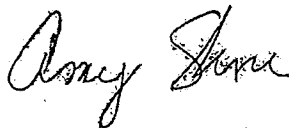
Please note that the no-sale and last-look are sequential, not concurrent. For example, for the ACE Option 2 - Transfer, the five-year no-sale restriction runs from the close date of the transition until the end of year five, and the last-look restriction runs from the beginning of year six until the end of year ten. The permanent buy back, continued interaction and book roll restrictions do run concurrently with the no-sale and last-look.

As outlined in the no-sale restriction description, an equity sale during the period is not permitted unless Nationwide provides prior approval of the sale in writing. Agents should also notify Nationwide of any bona-fide third-party offers, whether or not the agent intends to accept the offer. If Nationwide provides prior-written approval for such a sale, Nationwide will require the third-party to enter into an agreement to be bound by the restrictive covenants for a minimum duration of the remaining term of the applicable restrictions. You will receive additional details at your local meeting.

Your RVP recently communicated information about the local meetings that will be held in May and June in local markets. Please register for and attend one of these meetings. You may also review common [FAQs here](#) (password NWACE). Please continue to monitor this link, as the FAQs are periodically updated.

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Thank you again for your valued partnership as we move through this transition together.

A handwritten signature in black ink that reads "Amy Shore". The signature is written in a cursive, flowing style.

Amy Shore
President
Nationwide P&C Sales & Distribution

This email was sent to: devivod@nationwide.com

This email was sent by: Nationwide, One Nationwide Plaza, Columbus, OH, 43215, USA

At Nationwide, we work hard to ensure your online safety, security, and privacy. Please take a moment to [review our policies](#).

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Email ID: 10856188-