

**nuveen**

A TIAA Company

# Nuveen International Holdings 2 Limited

Internal Capital Adequacy and Risk Assessment (ICARA)  
Public Disclosure  
Year: 2023

---

31 December 2023

## Contents

13.1	Introduction .....	2
13.2	Basis of Disclosure .....	2
13.3	Frequency, verification and location of disclosures .....	3
13.4	Risk Framework and Governance .....	3
13.5	Risk Principles and Strategy .....	5
13.6	Risk Capital Managements .....	5
13.7	Risk Policies .....	6
13.7.1	Operational Risk Identification and Assessment .....	6
13.7.2	Market Risk .....	6
13.7.3	Credit Risk .....	6
13.7.4	Foreign Exchange Risk .....	7
13.7.5	Liquidity Risk .....	7
13.7.6	Regulatory / Legal Risk .....	7
13.8	Capital adequacy .....	8
13.9	Assessing the Adequacy of Own Funds .....	10
13.10	ICARA .....	11
13.11	Remuneration Disclosures .....	12

## 13. Public Disclosure

### 13.1 Introduction

Under the FCA Investment Firms Prudential Regulation, there are a number of public disclosure requirements for both Small and Non-Interconnected (SNI) and Non-SNI MIFID firms that aim to improve market discipline by disclosing certain information on their risks, risk management, risk policies and capital position.

This document sets out the public disclosure for TIAA International Holdings 2 Limited (“TIH2”) together with its direct and indirect subsidiaries (collectively with TIH2, the “Group”) that are non-SNI investment firms. TIH2’s subsidiaries include both regulated and non-regulated firms [as well as SNI investment firms]. Nuveen International Investment Management Ltd is a non-SNI Investment firm within the Group.

This public disclosure is being made in accordance with the MIFIDPRU requirements as it relates to a reporting period ending on or before 31<sup>st</sup> December 2023.

### 13.2 Basis of Disclosure

The Group is subject to regulatory and prudential oversight in the various locations it operates but the FCA is the group’s primary regulator. The Group is an indirect subsidiary of Teachers Insurance and Annuity Association (“TIAA”) and TIH2 is the parent company of the following UK subsidiaries that are authorised and regulated by the FCA.

- Nuveen Investment Management International Limited (“NIMIL”)
- Nuveen Management AIFM Limited (“NMAL”)
- Glenmont Asset Management Limited (“GAML”)
- Glenmont Partners I Limited (“GP1”)
- Clean Energy Partners LLP (“GP2”)

Of these firms NIMIL is a non-SNI firm. All other firms were SNI firms as at 31 December 2023.

TIH2 has also established three regulated group entities in Luxembourg. Nuveen Asset Management Europe S.a.r.l (“NAME”), a PSF supervised by the CSSF, Nuveen Alternatives Europe S.a.r.l (“NAE”), an AIFM supervised by the CSSF and Nuveen Management Company (Luxembourg) No 1 S.a.r.l. also supervised by the CSSF.

These disclosures are presented on a consolidated basis for the Group and include all entities that make up the financial consolidation of TIH2. The method of consolidation used for prudential purposes is the same as that used for the Group’s consolidated financial statements.

Where relevant specific disclosures have been set out for NIMIL as a non-SNI Firm.

### 13.3 Frequency, verification and location of disclosures

As a minimum these disclosures are made on an annual basis, and more frequently if required. The Group has a financial year end date of 31 December and these disclosures reflect the position as at 31 December 2023. Ongoing disclosure will be made as soon as practicable after the completion of the year end statutory audit. These disclosures explain the basis of preparation of certain capital requirements and provide information about the management of certain risks. They do not constitute any form of audited financial statement and have been produced purely for the purposes of prudential disclosure. The Board of TIH2 (the “Board”), along with the Boards of Directors of each legal entity in the Group, are responsible for the system of internal control and for reviewing its effectiveness. Such a system can provide reasonable but not absolute assurance against financial misstatement or loss and is designed to mitigate, not eliminate risk.

### 13.4 Risk Framework and Governance

TIAA Holdings Number 2 Ltd and its regulated subsidiaries sit within the Nuveen Europe & APAC (“Nuveen”) business division and operates in accordance with the Nuveen Risk Management Policy, which comprises of a framework and processes in place to identify, measure, monitor, manage and report the risks that the Group is (or could be) exposed to, including the categories of risks addressed by MIFIDPRU 4 - MIFIDPRU 6.

To ensure operations remain within risk appetite, it is Nuveen’s policy that processes must be in place to:

- identify and record all material risk exposures;
- regularly monitor actual exposures versus appetite;
- take appropriate and timely management action to address identified issues;
- accurately measure risk-based capital requirements; and
- produce timely and accurate reporting for stakeholders, including regulators.

The sections below detail the Group’s Risk Management Policy which is adopted by Nuveen.

#### Risk Governance Framework

Nuveen’s risk governance approach, which is underpinned by the group’s risk appetite provides structure to enable informed risk taking and decision making. It allows the Board to draw comfort that risk exposures are appropriately identified, and managed and the risk of significant loss of reputational damage is minimised.

The Board considers risk assessment and the existence of effective controls to be fundamental to achieving the Group’s corporate objectives within an acceptable risk and reward profile. Since inception of the group on 1 April 2014, and up to the date of this report, there has been in place an ongoing process for identifying, evaluating and managing significant risks within the Group’s control which accords with the guidance set out in ‘Internal Control: Guidance to Directors’.

The key components of the risk governance framework consists of

- Risk Appetite Statements; set out the risk appetite and establish parameters for risk-based decision making;
- Risk Policies: Define the required approaches to managing specific risk types so that residual risk remains within appetite;
- Risk identification and assessment: resources in place to help managers identify and evaluate risk exposures against appetite;
- Risk Management Metrics; reports that facilitate the assessment of risk exposures;
- Risk Committees; review risk exposures and risks and develops and oversees risk management strategies; and
- Risk Oversight; Oversight and reporting via Nuveen's Risk Management teams

Ultimate responsibility for managing risks lies with the Board of Directors of each solo regulated firm, who are supported by other senior managers that have responsibility for specific risks which are managed on an ongoing basis.

### Three Lines of Defence

Nuveen operates a 'three lines of defence' approach to risk management. The first line of defence ensures that day-to-day responsibility for risk management is at the business unit level where risk is seen as part of the overall business process and a robust framework of identification, evaluation, management and monitoring exists. The second line of defence provides the tools and templates that underpin the Risk Framework and facilitates the identification and capture of key risks and controls for each functional area of the business plus oversees a control self-attestation process to reinforce business managements accountability as the first line of defence.

The third line is Internal Audit. All three lines report into the Board.

Quarterly risk reports are provided to the Boards and these include material business risks such as strategic, credit, market and operational risks. The Operational Risk function maintains an incident management process and reports regularly to the Boards of all regulated entities within the group. The Board considers the reporting framework gives it enough information upon which to assess the effectiveness of the Group's system of internal controls and to assess the actual and potential risks facing the Group and to manage the harms that can arise from those risks. The Board has overall responsibility for the Group's system of internal controls and for reviewing their effectiveness. The systems of internal controls are designed to manage, rather than eliminate, risks. They will not therefore provide absolute assurance against material loss or misstatement.

The effectiveness of the Group's system of internal controls is reviewed at least annually by the Board in order to safeguard the Group's assets as well as clients' and shareholders' interests. This review covers all material controls including financial, operational and compliance controls and risk management systems. The Board has delegated certain responsibilities to its operating committees.

Additional independent assurance is provided by the Internal Audit function.

## 13.5 Risk Principles and Strategy

The business will be guided by the following risk principles and objectives. These incorporate own fund requirements, concentration risk and liquidity risk:

- Management will only take risks that contribute to the achievement of the overall objective and the execution of its business strategy; risks not fulfilling these criteria will not be taken.
- Only those risks are taken where management has the demonstrable expertise to understand and manage them.
- All risks taken must have an associated expected reward that is commensurate with the amount of the risk taken; the Business has no appetite for unrewarded risks.
- Management will take risks that enable it to diversify revenue streams and income streams.
- Risk Appetite Statements are set to manage the business' exposure to risk within acceptable levels, and in relation to current resources and capacity. These guidelines are expected to allow the business to withstand adverse outcomes without jeopardizing the overall corporate mission.

Risks that are agreed to by Nuveen senior management must be aligned to corporate objectives and strategies. Therefore, Nuveen's risk management strategy will align with current and future goals in mind. Risks will be taken with the discussions, approvals, and appropriate resources needed.

No risk will be taken that will compromise our core values, legal or regulatory obligations. For example, Nuveen adopts a zero-tolerance approach towards both internal and external fraud, in any form, or financial crime, and Nuveen requires strict adherence to the appropriate Compliance and Human Resources policies, particularly with regard to rules over Personal Account Dealing and the acceptance of gifts and entertainment.

Actual levels of risk taken versus risk guidelines will be monitored on an ongoing basis, and business plans adapted as appropriate to stay within the guidelines.

## 13.6 Risk Capital Managements

The core measures of risk exposure for Nuveen regulated entities is risk-based capital. Approach to the calculating risk-based capital requirements are set out within the methodology as defined in the internal model that supports the capital assessment.

## 13.7 Risk Policies

Nuveen's risk policies define the overall approach to monitoring and controlling specific Risk types. Policies are in place for the material risks to which the Group is exposed to. These are set out below:

### 13.7.1 Operational Risk Identification and Assessment

Operational Risk is the risk that the Group will sustain losses as a result of inadequate or failed internal processes, people, systems or external events. In addition, the Group could also suffer loss through reputational damage arising from operational failures. The Group operates a system of controls which are designed to ensure that operational risks are mitigated and dealt with in a timely manner if they do arise.

Nuveen uses the TIAA Group Risk Taxonomies for the Operational Risk Taxonomy assessment. These risk taxonomies are aligned to harms to the firm, market and customers that can arise from the Group's activities. Risk Taxonomies also align with industry best practice and peer taxonomies for managing Operational Risk and consolidate and align the various disparate taxonomies that existed across the Group.

Business Management are responsible for identifying and assessing the risks in their business. Endline Risk teams support the risk identification and assessment and provide objective review and challenge.

Top Risks: Relate to risks that impact the delivery of the business strategy, or emerging matters that require active senior management involvement to ensure that they do not result in significant loss or reputational damage.

Operational Risk Profiles; The potential for loss from Operational risk from activities are recorded on OneSumX (the risk management systems used in Nuveen), and are reviewed regularly along with the effectiveness of the controls being attested to by the relevant individuals in respect of the controls they operate.

### 13.7.2 Market Risk

Market risk is the current or prospective risk to earnings or value from adverse movements in equity and commodity prices, interest and / or foreign exchange rates (see below). This risk includes foreign exchange risk, defined as the current or prospective risk to earnings and capital arising from adverse movements in currency exchange rates. The Group's only market risk for the purpose of assessment of capital risk is foreign exchange risk.

### 13.7.3 Credit Risk

Credit risk is defined as the risk that a counterparty will not meet its obligations under a financial instrument or customer contract leading to a financial loss in the group's operating entities. The firms within the Group are exposed to credit risk primarily on their trade

receivables and from financing activities, including deposits with banks and financial institutions. The Group uses the standardised approach to calculate credit risk.

#### 13.7.4 Foreign Exchange Risk

Foreign exchange risk is the risk that the Group will incur losses as a result of adverse movements in currency exchange rates. The Group is exposed to non-GBP income and expenses, assets and liabilities in the normal course of business.

#### 13.7.5 Liquidity Risk

Liquidity risk is the risk that the Group may be unable to meet its payment obligations as they fall due. The liquidity of the group is managed on a daily basis within the Group Finance function, which ensures that the group always has sufficient cash or highly liquid assets available to meet its liabilities. The group has stress tested its liquidity position over the next 3 years as part of a review of its working capital. The group has no contractual obligation to provide liquidity to its clients or funds.

#### 13.7.6 Regulatory / Legal Risk

The risk that a change in laws or regulations will materially affect the Group, or the markets in which it operates. The group is subject to regulations in several different jurisdictions, and currently the pace of change is significant. This may impact the Group either directly or indirectly by reducing client's appetite for products, or by increasing the capital requirement.

Regulatory developments are continuously monitored and assessed for their impact.

##### Boards and Risk Committees

The Board has overall responsibility for the Group's system of internal controls and for reviewing their effectiveness as set out in the Operational Risk Policy. The system of internal controls is designed to manage inherent risk to a residual level that is within the business' risk appetite, rather than eliminate risk altogether. Controls will not provide absolute assurance against material loss or misstatement.

The effectiveness of the Group's system of internal controls is reviewed on an ongoing basis via the Executive Risk and Compliance Committee ("ERCC") as a delegated committee of the Boards, in order to safeguard the Group's assets as well as clients' and shareholders' interests. This includes consideration of material controls including financial, strategic, operational and compliance controls and risk management systems. The responsibility for the management of risk within the Group is overseen by the Boards. MIFIDPRU 7.1.4 states that MIFIDPRU 7.3 does not apply "where the value of the firm's on-balance sheet assets and off-balance sheet items over the preceding 4-year period is a rolling average of £100 million or less." As this condition is held for NIMIL, it is not required to have its own risk committee.



The Group's system of internal controls requires line managers to attest, on a periodic basis, that controls in their areas have operated effectively to mitigate risk. These controls, and the risks that they are designed to mitigate, are maintained within the Group's Operational Risk system ("OneSumX"), which in turn reflects the risk profiles of each part of the Group's business. These risk profiles are subject to an annual review by the business in conjunction with the Operational Risk team.

The combination of Operational Risk reporting and the regular risk report, which is submitted by the Head of Compliance & Operational Risk to the Board, provide effective reporting of both historical incidents and policy violations and forward-looking assessments. The Risk report includes a detailed assessment of compliance with the risk thresholds outlined in the RAS.

## 13.8 Capital adequacy

### Own Funds – Composition of regulatory own funds

As at 31 December 2023, the capital resources and surplus of the Group was as follows:

	FY2021 Audited £m	FY2022 Audited £m	FY2023 Audited £m
Share Capital	0.0	0.0	0.0
Share Premium	202.2	202.2	202.2
Capital Contribution	55.8	55.8	80.6
Reserves	27.4	41.0	29.7
<b>CET 1 Capital</b>	<b>285.4</b>	<b>299.0</b>	<b>312.5</b>
<b>Deductions:</b>			
Goodwill and other intangibles	(225.4)	(214.8)	(207.3)
Other illiquid assets	-	-	-
Deferred tax assets	-	(7.7)	(8.2)
Dividends declared	-	-	-
<b>Own Funds</b>	<b>60.0</b>	<b>76.5</b>	<b>97.0</b>
Capital Requirement	(48.9)	(55.4)	(51.9)
<b>Surplus / (Deficit)</b>	<b>11.1</b>	<b>21.1</b>	<b>45.1</b>

The Group's total capital resources are comprised solely of tier 1 capital. The movements seen year over year in both tier 1 capital and the larger deduction for intangible assets were expected and relate to the acquisition of Glennmont Partners.

There are no current practical or legal impediments to the prompt transfer of capital resources or repayments of liabilities within the Group.

NIMIL is the primary regulated firm within the IFG and will be the solo entity on behalf of which the ICARA is submitted. NIMIL has been classified as a Class 2 (non-SNI) investment firm.

	FY2023 Audited £m	Q1 2024 Unaudited £m	Q2 2024 Unaudited £m
Share Capital	89.0	89.0	89.0
Retained Earnings	10.1	10.1	10.1
Reserves	1.1	1.1	1.1
<b>Sub Total CET1</b>	<b>100.3</b>	<b>100.3</b>	<b>100.3</b>
<b>Deductions from CET1</b>			
Current year losses	0.0	(4.5)	(5.8)
Intangible assets	(41.7)	(41.5)	(41.5)
Synthetic holdings in own CET1	0.0	0.0	0.0
Synthetic holdings in other entities	0.0	0.0	0.0
Material holdings	0.0	0.0	0.0
Deferred Tax	0.0	0.0	0.0
Defined benefit pensions	0.0	0.0	0.0
<b>Sub Total Deductions</b>	<b>(41.7)</b>	<b>(46.0)</b>	<b>(47.2)</b>
<b>CET 1 Capital Resources</b>	<b>58.6</b>	<b>54.3</b>	<b>53.0</b>

## Own Fund Requirement

Under MIFIDPRU as a non-SNI firm NIMIL Ltd must at all times hold the highest of:

- Permanent Minimum capital requirement
- K Factor Requirement
- Fixed Overhead Requirement

The PMR is set at £75k and is based on the activities and permissions of NIMIL under MIFIDPRU.

The purpose of the K-factor requirement is to align capital requirements to the level of risk posed by investment firms and the activities they undertake. The only K-Factors that impact NIMIL are K-AUM and K-COH.

The K-Factor requirement for NIMIL is broken down as follows:

Risk Category	K-Factor Mapping	OpVar £m	K-Factor Assessment £m	Additional Own Funds £m	Assessment A £m	Basis of Allocation	NIMIL £m
AML & Sanctions	K-AUM/K-COH	6.0		6.0	6.0	AUM	4.8
Business Continuity	K-AUM/K-COH	4.3		4.3	4.3	AUM	3.4
Employee Conduct Risk	K-AUM/K-COH	4.9		4.9	4.9	Expenses	2.3
Financial Reporting & Accounting Operations	K-AUM/K-COH	4.0		4.0	4.0	Expenses	1.8
Fraud	K-AUM/K-COH	1.7		1.7	1.7	Expenses	0.8
Information Security	K-AUM/K-COH	2.3		2.3	2.3	AUM	1.8
Market Integrity	K-AUM/K-COH	4.7		4.7	4.7	AUM	3.8
People & Physical Security	K-AUM/K-COH	1.0		1.0	1.0	AUM	0.8
Processing & Execution	K-AUM/K-COH	2.9		2.9	2.9	Expenses	1.3
Sales Practices	K-AUM/K-COH	5.1		5.1	5.1	AUM	4.1
Technology Stability	K-AUM/K-COH	3.3		3.3	3.3	AUM	2.7
<b>OpVar Subtotal</b>		<b>40.0</b>	<b>6.1</b>	<b>40.0</b>	<b>40.0</b>		<b>27.7</b>
Credit Risk	K-Other	9.8	0.0	9.8	9.8	AUM	7.8
Market Risk	K-Other	2.1	0.0	2.1	2.1	AUM	1.7
Transition Risk	K-Other	0.0	0.0	0.0	0.0	AUM	0.0
<b>Other Internal Assessment</b>		<b>51.9</b>	<b>6.1</b>	<b>51.9</b>	<b>51.9</b>		<b>37.2</b>

The Own fund requirement is shown below

FOR £m	PMR £m	K-Factor £m	Own Funds Requirement £m
14.6	0.1	5.0	14.6

At the level of the Own Funds Requirement, the new K-Factors calculations do not alter the driver of capital for the firm and the FOR remains dominant. The K-factors applicable to NIMIL are K-AUM and K-COH. K-AUM is the dominant factor given the Fixed income execution trading desk function only started trading in 2022. A breakdown of the K-factors can be shown below:

	£'000
K-AUM	4,835
K-COH	116
	<hr/> 4,951

### 13.9 Assessing the Adequacy of Own Funds

The K-factor requirements and FOR, as determined above, establish the regulatory minimum level of own funds which PMS is required to hold.

The overall financial adequacy rule as set out in MIFIDPRU 7.4.7 requires that NIMIL must, at all times, hold own funds and liquid assets which are adequate, both as to their amount and their quality, to ensure that it is able to remain financially viable throughout the economic cycle, with the ability to address any material potential harm that may result from its ongoing activities; and its business can be wound down in an orderly manner, minimising harm to consumers or to other market participants.

NIMIL has in place an ICARA process which seeks to identify all material harms that could result from the ongoing operation of the business, or from the winding-down of the business, and to establish the amount of capital and liquid assets required to cover those potential harms.

NIMIL's risk management and control framework enables the identification, mitigation, and monitoring of risks to the business and consideration of potential harms to clients, the firm, and the wider financial markets.

The ICARA process reflects NIMIL's risk management framework, incorporating assessment of its business model planning and forecasting, stress and scenario testing, recovery planning and wind-down planning.

The capital requirement of the Group is determined to be the Own Funds Threshold requirement. This is the higher of:

- The Assessment of capital required based on ongoing operations.
- The firms Permanent Minimum Capital Requirement ("PMR")
- Wind Down requirement

NIMIL complies with the overall financial adequacy rule by regular monitoring of its capital and liquidity positions in comparison to the calculated threshold requirements, and by regular monitoring of risk exposures and associated metrics. This allows implementation of timely management action as and when appropriate to ensure continuing compliance, including updated assessments at least annually of threshold requirements to reflect emerging exposures and material changes in the business and risk control environment.

Historically the capital requirement of the solo investment firm has been driven by the capital required from ongoing operations to include its Operational Risk requirement. In 2022, the wind down calculation was the primary driver of capital requirements. In 2023, the Own funds calculation has overtaken the wind down as the primary driver of capital requirements. This is as a result of changes in the assessment of the wind down primarily based on developments in the infrastructure supporting the firm that have reduced the costs associated with a wind down.

## 13.10 ICARA

The Group's Individual Capital Adequacy and Risk Assessment ("ICARA") process is designed to capture the key harms to which the business may be exposed. As there is a consistent approach to risk oversight and control within Nuveen, a Group ICARA process has been adopted.

The ICARA is overseen, challenged, and approved through a governance process led by the NIMIL Board and supported by the individual firm Boards. In addition, it has been reviewed at the Executive Risk and Compliance Committee and by representatives of the Operating Committee (both delegated committees of the regulated solo firms) prior to being submitted for Board approval. The ICARA process is updated at least annually.

The ICARA is presented to the Board, giving an assessment of the amounts, types and distribution of capital resources that the group considers appropriate for the nature and level of harms / risks to which it is or might be exposed. The Group's most significant risk relates to Operational Risk and the Group's approach to monitoring and mitigating this risk is set out in this document.

Detailed stress and scenario testing have been carried out on the business approved forecasts, to consider those risks and events that would cause a decrease to the group's revenue rather than an immediate loss from an operational event. The group has considered its long-term capital position, against a worst-case combination scenario of the stress events, considering the impact of these events if they were to occur concurrently.

The Group performs reverse stress testing designed to identify those scenarios where the business plan is considered to become unviable. Furthermore, the Group has performed wind-down analysis to ensure that sufficient capital is held, in order to wind down the Group in an orderly fashion.

While the risk appetite is designed and managed at a Group level, each Board participates in and oversees the production and approval of the ICARA. As a result of the levels of interconnectedness, Nuveen has chosen to operate a single group ICARA process that covers the Group which will include separate sections for the individual regulated firms.

The process involves numerous workshops to identify and assess those harms to which the firms are exposed, and to identify and agree the stress testing scenarios and wind down planning steps that may be applicable to the Group and individual firms. As part of the assessment of harms, the Operational Risk Capital process is managed via 11 Risk Taxonomy Workshops which were facilitated by the Operational Risk team and attended by the first line Risk Taxonomy business owners, Board members and subject matter experts as required. These workshops assess the harms and associated risks most likely to impact the firm and the likelihood of them occurring.

Individuals are selected based on their experience in the relevant business area, knowledge of business processes and controls and the specific risk categories being reviewed.

The outputs from these workshops are then statistically modelled to produce a 1 in 200-year capital impact estimate for the Group, being the capital required to cover direct losses to the group or clients. The model aggregates all risks and calculates an operational risk value for each risk taxonomy.

Throughout the year, the Operational Risk function will ensure that any incidents, whether they incur a loss or not, are properly captured and subject to a follow up process which identifies any improvements that are required to the internal control environment to mitigate the risk of a recurrence.

The operational risk model outputs, as well as the overall ICARA are subject to review and challenge by senior management.

## 13.11 Remuneration Disclosures

This section sets out the remuneration related disclosures for the Group that includes the following entities: NIMIL, NMAL, NAE, GAML, GP1, GP2, and NAME.

NIMIL, GAML and NAME are subject to the Markets in Financial Instruments Directive. As of the 1 January 2022, NIMIL and GAML are now subject to the FCA's MIFIDPRU Remuneration Code as set out in SYSC 19G for the period ending 31 December 2023. NIMIL is categorised as a non-SNI firm but utilises the exception as detailed in SYSC 19G.1.1.R(2). NIMIL complies with the standard remuneration requirements as detailed within the MIFIDPRU Remuneration Code and is exempt from the requirements for deferral, retention, the payment in shares/instruments and discretionary pension benefits. GAML, GP1 & GP2 are categorised as SNI firms – as such, they are exempt from these requirements and subject to those provisions detailed in SYSC 19G.1.6. NAME is subject to the Investment Firms Directive and as per the local regulatory rules of the Commission du Surveillance du Secteur Financier ("CCCF") in Luxembourg.

NMAL and NAE are required to comply with the requirements of the Alternative Investment Fund Managers Directive ("AIFMD"), and NMAL is subject to the FCA's AIFM Remuneration Code set out in SYSC 19B.

For the purposes of compliance with the above relevant remuneration codes, Nuveen is committed to establishing, implementing and maintaining remuneration policies, procedures and practices that are consistent with and promote sound and effective risk management.

### 13.11.1 TIAA Human Resource Committee and the Nuveen Europe and APAC Remuneration Committee

Nuveen is subject to broad oversight from TIAA. The TIAA Human Resources Committee (the “HRC”) has been delegated by the TIAA Board of Trustees the responsibilities for guiding and overseeing the formulation and application of compensation and other human resources policies and programs for TIAA and its affiliates.

The HRC is responsible for reviewing and approving the global remuneration policies, plans and practices, as well as recommending to the TIAA Board of Trustees for approval individual remuneration awards for certain senior executives across the global TIAA and Nuveen businesses.

As part of this responsibility, the HRC (or a delegated authority thereof) will further consider, where appropriate, the regulatory changes and/or constraints applicable to the TIAA or Nuveen Group; ensuring the harmonization of local remuneration policies throughout the TIAA or Nuveen Group; and verifying that local remuneration policies are in line with the global remuneration policies, plans and practices.

Any relevant changes to the Group’s remuneration frameworks are submitted to the Nuveen EMEA and APAC Remuneration Committee for information.

The boards of NIH2L and each of the regulated entities have delegated to the Nuveen EMEA and APAC Remuneration Committee (“Remuneration Committee”) responsibility for ensuring that the remuneration paid to Group employees that are responsible for undertaking business of the regulated entities is consistent with the relevant remuneration regulations described above. This responsibility extends to other employees of the broader enterprise that undertake business in respect of the regulated entities, in this case in conjunction with TIAA or the applicable Nuveen employer. With respect to senior executives within the Group whose compensation is also subject to oversight and approval from the TIAA Board of Trustees, the Remuneration Committee will make representations to the HRC with regards to any applicable local regulatory matters in respect of proposed compensation arrangements and the final approval of such arrangements will lie with the HRC.

The Remuneration Committee is comprised of executives of the Board of NIH2L and nominated individuals within the broader TIAA and Nuveen enterprise who have the necessary experience and skills to reach an independent judgement on the appropriateness of remuneration policies.

The Remuneration Committee meets on a regular basis to consider remuneration matters across the Group and under formal terms of reference which are reviewed on an annual basis. The Remuneration Committee is responsible for the determination, regular review of, and implementation of the overarching policy for remuneration that applies to the Group (the “Remuneration Policy”), as described below. The Remuneration Committee is also responsible for determining and annually reviewing total remuneration packages for individuals who have a material impact on the risk profile of the regulated entities. The Remuneration Committee seeks to ensure remuneration is structured in a way that attracts, motivates and retains high caliber staff, rewards individual and corporate performance and is aligned with appropriate risk and compliance standards and the long-term interests of shareholders for each entity, and other stakeholders.

The Remuneration Committee is primarily responsible for:

- Considering the overarching principles, parameters and governance framework of the Nuveen EMEA and APAC Remuneration Policy such that they meet with the relevant remuneration regulations whilst aligning with the broader TIAA and Nuveen Group.
- The provision of support and advice to NIH2L, and the boards of directors of the Regulated Boards on the design of the Remuneration Policy.
- Consideration and approval of employees who should be considered Code Staff as a result of remuneration regulations.
- The remuneration arrangements of Code Staff. (Subject to certain threshold levels, awards may further require oversight and approval from the HRC. In such cases the Remuneration Committee will make representations to the HRC with regards to local regulatory matters in respect of proposed awards, and final approval of awards will lie with the HRC).
- Ensuring the remuneration for employees in control functions is determined independently of the businesses they oversee.
- Ensuring that Remuneration Policy and practices are gender neutral in nature, and do not discriminate before or after the employment is offered on the basis of an individual's protected characteristics.
- The oversight and implementation of the Nuveen EMEA and APAC Remuneration Policy to ensure that the remuneration system properly takes into account all types of risks and is consistent with the business strategy, objectives, values and interests. In doing so, Remuneration Committee shall consider any issues tabled from the Conduct Panel and oversee the implementation of a performance adjustment policy.

The Remuneration Committee also seeks to ensure that a formal review of the Remuneration Policy and practice is carried out independently. Internal Audit and Compliance (with the co-operation of local HR), perform a series of controls on the consistency of the remuneration principles and on the comprehensiveness, effectiveness and performance of the implementation of this remuneration policy, on an annual basis.

The Remuneration Policy is adopted by NIH2L and the Regulated Boards based on a recommendation from the Remuneration Committee, which annually reviews whether the Remuneration Policy remains appropriate for the relevant financial year.

During the 2023 calendar year, the Remuneration Committee received external advice from Clifford Chance LLP and Deloitte Touche Tohmatsu.

### **13.11.2 Remuneration Policy**

TIAA operates a total reward philosophy, ensuring that compensation and benefits programs for the company's associates are designed with the goal of providing remuneration that is fair, reasonable and competitive. The programs are intended to help TIAA and its

affiliates recruit, retain, and motivate qualified associates and align their interests with those of TIAA’s participants by linking pay to long-term growth.

These programs are designed based on the following guiding principles:

PRINCIPLE	COMMENTARY
<b>Performance</b>	TIAA and its affiliates believe that the best way to align compensation with the interests of TIAA and its affiliates participants is to link pay directly to company, business area, and individual performance, with a focus on sustained long-term financial performance.
<b>Competitiveness</b>	Compensation and benefits programs are intended to be competitive with those provided by companies with whom TIAA and its affiliates’ competes for talent. In general, programs are considered competitive when they are targeted at the median of these competitor companies. Individuals may vary from this targeted positioning due to a variety of factors such as tenure, performance, criticality of role, etc.
<b>Cost</b>	Compensation and benefits programs are designed to be cost-effective and affordable, ensuring that the interests of TIAA and its affiliates’ participants are considered.
<b>Consistency</b>	These guiding principles are intended to apply consistently to all associates of TIAA and its affiliates, regardless of their level. As such, other than the availability of a company car and driver for use by the TIAA CEO, there are no special programs or perquisites available exclusively to TIAA and its affiliates senior executives. TIAA and its affiliates believe that this is an important element in creating an environment of trust and teamwork that furthers the long-term interests of the organization.

Within this framework, the guiding principles behind the setting and implementation of the Remuneration Policy are as follows:

PRINCIPLE	COMMENTARY
<b>Risk Management</b>	The Remuneration Policy is designed to be consistent with, and promote, sound and effective risk management; to not encourage risk taking which is inconsistent with the entity’s risk profile or that of the funds managed; to be consistent with Nuveen’s approach to managing sustainability risk, and to ensure consistency with the business strategy, objectives, culture, ESG risks, values, integrity and long-term interest of stake holders, including those of Nuveen’s managed AIFs and the investors therein.
<b>Avoid conflicts of interest</b>	The Remuneration Policy is designed to align with Nuveen’s and Nuveen EMEA and APAC’s business strategy, objectives, values and interests of all stakeholders, and includes measures to avoid conflicts of interest.



<b>Performance driven</b>	<p>Provision of a clear link between corporate strategy, corporate performance and reward to employees using a balance of financial and non-financial performance conditions evaluated based on quantitative and qualitative criteria.</p> <p>There is an emphasis on delivering total remuneration which is appropriately balanced, and follows the principle of providing remuneration which attracts, motivates and retains top talent.</p>
<b>Behaviours driven</b>	<p>There should be a clear link between employee behaviours and remuneration, ensuring only values driven behaviours are rewarded.</p>
<b>Gender Neutral</b>	<p>The Remuneration Policy is designed to ensure that all remuneration processes and practices are gender neutral in nature and do not discriminate on the basis of individual's protected characteristics before or after employment is offered.</p>
<b>Affordability</b>	<p>Remuneration arrangements should be affordable to Nuveen and Nuveen EMEA and APAC whilst still recognising the value of management and employees.</p>
<b>Valuable</b>	<p>Participants should perceive the structure to be valuable, whilst stakeholders should perceive the structure to meet their respective value expectations.</p>
<b>Simple and consistent approach</b>	<p>The structure should be simple and easy to understand for all stakeholders, avoiding unnecessary complexity.</p>
<b>Flexibility</b>	<p>The fixed component of an individual's remuneration should represent a sufficiently high proportion of the total remuneration to allow the operation of a fully flexible policy on variable remuneration components, including the possibility to pay no variable remuneration component.</p>
<b>Aligned with regulatory expectation</b>	<p>The Remuneration Policy is designed to comply with the applicable regulations governing remuneration, and does not facilitate the avoidance of the requirements contained within those regulations.</p>

### 13.11.3 Regulation

The Group is committed to maintenance of strong remuneration arrangements that are in accordance with the regulatory requirements and the remuneration codes.

Below are some of the ways the Group fulfils this commitment

1. Scope and Application – there is a clear Standard Operation Procedure (“SOP”) to identify employees whose professional activities could have a material impact on the risk profile or of the assets the firm manages in accordance with the remuneration codes. Such employees are designated “Code Staff” and are made aware of the identification of this status.
2. Governance – as noted above, the Group has constituted a Remuneration Committee to ensure strong remuneration governance.

3. Capital – the aggregate total of variable remuneration for FY2023 was considered in the context of the Group’s overall capital resources.
4. Guarantees – the Remuneration Policy clearly states that guarantees are used only in exceptional circumstances, only in the case of new hires and only in the first 12 months of service paying close consideration to the ongoing affordability of offering this type of award.
5. Risk-focused Remuneration Policies – the policies, procedures and practices promote sound risk management.
6. Award Adjustment – the Group will also adjust proposed variable or bonus awards of its employees if their behaviours are deemed incompatible with the organisations, values and culture as described within the Group’s Performance Adjustment Policy.
7. Conduct – conduct assessment is a key part in the assessment of non-financial performance.

#### **13.11.4 Code Staff / Material Risk Takers (“MRTs”)**

Under the relevant remuneration codes, the Remuneration Committee must report annually on the remuneration policy and practice for employees identified as Code Staff. Nuveen undertakes a comprehensive exercise to review and determine individuals who should be identified as Code Staff for the purposes of the applicable remuneration regulations as set out in the Code Staff Identification SOP.

Code Staff pursuant to the MIFIDPRU Remuneration Code comprise employees, senior management, and risk takers whose professional activities could have a material impact on a firm’s risk profile. Code Staff are defined with reference to managerial responsibility to influence the firm’s overall risk profile. At the discretion of the Remuneration Committee, other employees may be included as Code Staff if they consider that their role has a material impact on the firm’s risk profile. An annual review of the firm’s risk profile is conducted to allow the Remuneration Committee to determine the Code Staff population and a record is kept by HR.

In accordance with the MIFIDPRU Remuneration Codes, the Group has identified individuals who may have a material impact on the risk profile of the Group and are considered Code Staff under the MIFIDPRU Remuneration Codes. For 2023, the Group identified 31 individuals for NIMIL and 19 individuals for GAML as Code Staff (among which 8 were identified as Code Staff for both entities). These individuals are listed as MRTs in the quantitative disclosures below.

#### **13.11.5 Control Functions**

Employees engaged in control functions are independent of the business units they oversee. They are compensated according to the achievement of the objectives related to their functions, independent of the performance of the business areas they control. The remuneration of the senior officers in the Risk Management, Compliance, and Internal Audit functions is directly overseen by the Nuveen EMEA and APAC Remuneration Committee.

Their remuneration, both fixed and variable, is determined centrally, with no involvement from front line business units in the process and is reviewed and approved by the Remuneration Committee. Remuneration for employees in control functions consists mainly of fixed pay.

**13.11.6 Fixed Remuneration**

The fixed component of remuneration is intended to reward professional expertise and skills, competence, responsibilities and experience. Local market rates and applicable laws as well as the principle of internal consistency within Nuveen EMEA and APAC (and the Nuveen Group) are factors used to set fixed pay amounts. Where applicable, fixed remuneration also takes into account national laws and requirements on wage setting, and industry practices with regards to wage determination. Fixed remuneration is set in a way that it allows the firm to operate a fully flexible variable Remuneration Policy. Fixed remuneration shall be permanent, pre-determined, non-discretionary, non-revocable and not dependent on performance.

Any additional remuneration to employees of the regulated entities in respect of holding a directorship of a company in the Nuveen Group will be exceptional in nature and need to be approved by the Remuneration Committee.

Non-executive or independent (external) members of the management body and boards of the regulated entities are compensated through fee arrangements that follow a similar profile to fixed remuneration. Variable remuneration awards are not provided to non-executive (external) directors.

**13.11.7 Variable Remuneration**

Variable remuneration is discretionary and performance based. It is predominantly delivered by the variable compensation award that is split between an annual cash award, which is linked to performance measures, and a long-term incentive award under the TIAA Long Term Performance Plan ("LTPP"). As described below in section 13.11.8 (Deferral), the proportion of variable compensation that is awarded in the form of a LTPP award increases as an associate's total direct compensation increases. This also ensures that any regulatory deferral requirements are met and aligns the long-term goals of the business to the amount of remuneration.

Variable remuneration awards are conditional, discretionary at award and contingent upon a sustainable and risk-adjusted performance. They are paid following a financial review to ensure that any payments will not affect the firm's ability to ensure a sound capital base and/or cause liquidity risks in making annual variable pay awards. This evaluation is provided to the Remuneration Committee on a quarterly basis through a Capital Risk assessment to ensure that the continued viability for variable remuneration awards are able to be made.

Variable remuneration takes a long term view of both individual and business performance. Annual bonuses are awarded based on individual, collective (business unit)/AIF and /or organisational performance and will be paid only if sustainable according to the financial situation of Nuveen as a whole and justified on the basis of the performance of Nuveen, relevant AIF, relevant business units and individuals concerned.

Individual performance will be assessed for the purposes of variable remuneration outcomes based on financial and non-financial criteria as outlined above. Variable remuneration may be subject to in-year adjustments, malus and clawback provisions in the event performance adjustments are needed.

The performance of employees subject to AIFMD requirements is assessed over multiple years as appropriate to the life cycle of the AIFs managed by the relevant Nuveen AIFM entity to ensure that the assessment process is based on longer term performance. The payment of performance-based components of remuneration is spread over a period which takes account of the redemption policy of the AIFs it manages and their investment risks.

Variable remuneration can also comprise other incentive elements such as a share of performance fees, carried interest opportunities, fund alignment plans and business-unit Long Term Incentives. These elements form a key component of the remuneration package as the provision and pay-out of awards is linked directly to the performance, profitability, investment objectives, growth in the value of a fund or part of a business over the long-term, or life cycle of the investment to ensure this element of variable remuneration is aligned to the interest of clients and stakeholders.

Non-executive members of the management body and boards of the regulated entities are not eligible for any variable bonus towards the performance of their board duties.

TIAA’s approach to determining appropriate annual variable compensation funding is intended to better drive TIAA and its affiliates’ business strategy, accurately reflect TIAA and its affiliates’ performance, and balance the interests of TIAA and its affiliates’ participants with those of our associates. It ensures that variable compensation continues to remain affordable, while providing payouts clearly aligned with actual performance and consistent with an acceptable risk profile.

TIAA’s Corporate Quality Scorecard (“CQS”) is a key measure of the combined performance of TIAA and is one factor that impacts the annual variable compensation funding decision. Revisions are made to the CQS at the beginning of each performance year to ensure alignment with current business objectives, and it is reviewed and approved by the Board to ensure that its metrics, targets, and scaling remain aligned to TIAA’s goals and do not encourage inappropriate or excessive risk-taking.

To ensure alignment between incentive compensation and TIAA performance, the CQS results are used to directionally size the requested TIAA variable compensation pool funding for existing associates. For 2023, the CQS continued to include a broad set of metrics that are designed to reflect the enterprise’s health and performance in a given year. The performance metrics have calendar year targets set by the TIAA executive committee with input from the business areas. In 2023, the CQS was developed to align to the key tenet of TIAA as a retirement company. The metrics are divided into four categories: Customer, Financial, People, and Strategic, which were weighted as shown in the following table:

<b>Category</b>	<b>Total Weighting</b>
Customer	25%
Financial	45%
People	10%
Strategic	20%
<b>Total</b>	<b>100%</b>

Specific strategic objectives, performance measures, and targets are established at the beginning of the year, as are the performance scales that translate results into CQS scores for each category. The aggregate annual performance result is calculated based on the actual performance relative to the pre-established targets and the weightings associated with each metric and is a key factor in determining the size of the variable compensation pool.

The Group does not award, pay or provide guaranteed variable remuneration unless it is exceptional, occurs only for new staff hires, aligns to the principle of maintaining a strong capital base, and is limited to the first year of service. Awards of guaranteed variable remuneration are subject to approval by both the applicable business unit leader and the TIAA Compensation team. Guaranteed variable remuneration amounts granted to Code Staff require appropriate Remuneration Committee approval.

Nuveen follows all local statutory severance requirements. Severance payments made will not be disproportionate but will appropriately compensate the employee in cases of early termination of the contract. Severance payments do not reward failure and will not be awarded where there is a failure in risk management or conduct.

### **13.11. 8 Deferral**

Annual bonus awards are paid as a cash award following the end of the performance year, which is the calendar year. Where an employees' total remuneration (taking account of salary and gross annual bonus) exceeds a deferral threshold (currently US\$ 150,000), a portion of the bonus will, generally, be deferred for a period of 3 years with a cliff edge vesting. The portion that is deferred is generally determined by a progressive rate scale ("PRS") starting at 20% for the lowest remuneration band range up to a maximum of 50% of the bonus awarded.

Deferrals are generally made into the TIAA Long Term Performance Plan ("LTTP"). The LTTP aligns the employee's remuneration to the achievement of the broader company's long-term business goals. In certain circumstances the deferral, or part of the deferral may also be notionally invested into a Nuveen investment vehicle that further aligns an employee's remuneration to the vehicles' performance and the client's experience.

Nuveen is currently able to dis-apply certain pay-out rules pursuant to the MIFIDPRU Remuneration Code including with respect to deferrals and payment of a portion of bonus through shares or other instruments.

### **13.11.9 Performance Adjustment**

The Remuneration Committee, together with TIAA, are responsible for the administration of Performance Adjustment Policy, which provides for risk-alignment of variable remuneration through in-year bonus adjustments and application of malus and clawback rules ("Performance Adjustment").

The application of Performance Adjustment will take place in accordance with the scope, process, and governance set out in the Performance Adjustment Policy. In practice, a distinction between Performance Management (and compensation decisions including reduction in in-year bonus arising from it) and Performance Adjustment (which applies to

Compensation decisions due to “Relevant Events” and under the scope of Performance Adjustment Policy) will be observed and followed.

Performance Adjustment (which includes malus and clawback rules) applies to variable remuneration in respect of performance year 2022 onwards to an individual in respect of a period for which they are identified as Code Staff (unless the variable remuneration is exempt due to proportionality for AIFMD Code Staff, de-minimis or the nature of payment).

Any guarantee, retention, buy-out and termination/severance awards are also in scope of malus and clawback provisions where the regulatory remuneration rules applicable to the entity stipulate such a requirement.

In situations where the local laws preclude the application of malus and clawback, the Remuneration Committee will assess the options available to ensure risk-alignment and act accordingly.

The recovery period varies based on the entity for which an individual is identified as a Code Staff and the deferral structure of the award. For the Code staff under NIMIL and GAML, the recovery period is set as 3 years from the date of award. In practice, this means that malus applies during the vesting of the LTPP, and clawback applies to the cash bonus.

### 13.11.10 Quantitative Disclosures Performance Year 2023

Total amount of remuneration awarded to all staff in GBP					(£m)	
Total Fixed Remuneration						45.49
Total Variable Remuneration						39.07
<b>MRTs</b>						
Total number of MRTs						42
<b>Remuneration of all staff</b>	Senior Management		Other MRTs		Other staff	
Total remuneration awarded	16.38		15.32		52.85	
Total fixed remuneration awarded	3.49		6.64		35.35	
Total Variable remuneration awarded	12.89		8.68		17.50	
<b>Special payments</b>	Senior Management		Other MRTs			
No. of MRTs receiving guaranteed variable remuneration	-		-			
Total amount of guaranteed variable remuneration awarded	-		-			
No. of MRTs receiving severance payments	-		-			
Total amount of severance payments awarded	-		-			
The amount of highest severance payment awarded to an individual MRT	-		-			

## 13.11.12 Directorships

The number of directorships (both executive and non-executive) held by each member of PMS's management body is set out below.

This excludes directorships held in organisations that do not pursue predominantly commercial objectives and directorships within the Group. MIFIDPRU Disclosure 31 December 2023 Legal & General (Portfolio Management Services) Limited

### Nuveen International Holdings 2

<b>Name</b>	<b>Senior management function</b>	<b>Number of executive directorships</b>	<b>Number of non-executive directorships</b>
Michael Sales	N/A	15	N/A
Seun Salami	N/A	6	2
Duncan Morton	N/A	21	N/A

### Nuveen Investment Management International Ltd

<b>Name</b>	<b>Senior management function</b>	<b>Number of executive directorships</b>	<b>Number of non-executive directorships</b>
Michael Sales	SMF1 Chief Executive	15	N/a
Randy Giraldo	SMF3 Executive Director	11	N/a
Duncan Morton	SMF3 Executive Director	21	N/a
Catherine Schaeffer	SMF3 Executive Director	1	N/a
Shirley Tran	SMF3 Executive Director	3	N/a
Anders Persson	SMF3 Executive Director	1	N/a
Gabi Stein	SMF3 Executive Director	2	N/a

NIH2L and NIMIL are not a SYSC significant firms under the definition of SYSC 1.5.2R and therefore the management bodies are not limited on the number of directorships they can hold.

## 13.11.13 Diversity

At Nuveen, our core values are reflected in everything we do – from how we interact with our clients to how we interact with each other. We firmly believe that more inclusive, diverse workforces enable better innovation and problem-solving, with a tangible impact on long-term financial performance.

As part of our commitment to transparency, we list our workforce representation data on our website, which is collected as part of our internal and voluntary Self-ID campaign.

This information provides key insights into the demographic composition of our workforce, which we use to guide our diversity, equity and inclusion efforts. This information helps enhance our hiring practices, internal talent development efforts and external partnerships. For example, we have several initiatives and programs in place to attract, develop and retain a diverse leadership team and our talent acquisition procedures include best-in-class recruiting and interviewing practices to ensure we can fairly assess all qualified talent. Additionally, partnering with leading affinity organisations helps us proactively source and attract from a wider pool of highly skilled talent.

Our five business resource groups provide professional and leadership development, networking opportunities, community outreach and philanthropic efforts, business solutions and product input, and assistance in activities that promote multicultural awareness.