

## Nuveen's Vote Rationales and Records for Japanese Companies

As part of our fiduciary duty to our clients, when authorized to do so, we advocate on their behalf through proxy voting as shareholders and investors in portfolio companies. While each investment affiliate may implement a tailored approach specific to their investment strategies, we implement robust proxy voting processes that are designed to ensure votes are executed in the best interests of our clients. Additional information relating to our proxy voting practices and principles is available upon request.

### Director Related

We will generally support the election of directors unless we identify concerns under the following categories:

#### **Board Quality**

- Overall levels of board independence
- Poor attendance at board meetings
- Director over-boarding

#### **Board Diversity**

- Board lacks gender diversity

#### **Business Ethics, Transparency, and Accountability**

- CEO sits on the compensation committee
- Underperformance in capital efficiency
- Unresponsive to shareholders

#### **Board Structure & Operations**

- Board lacks key committee
- Committee independence concerns
- Board leadership concerns

### Contested meetings

- We will generally support the candidates we believe will best represent the interests of long-term shareholders, taking into account their qualifications and strategic plan for the company.

### Compensation

- We will generally support the approval of annual, retirement bonuses, or one-time awards tied to the abolition of the retirement bonus system, unless the recipients are judged to be responsible for clear mismanagement or have acted in a manner inconsistent with shareholder interests or the payment amounts are not disclosed.
- We will generally support equity grants so long as dilution is appropriate for the company type and industry. We believe equity awards should be aligned with company performance, whether through the exercise price of option awards or the performance hurdles for restricted shares.
- We will generally support increases to director and statutory auditor compensation ceilings when the rationale for the increase is clearly disclosed.

## Routine Business Related

- We will generally support the approval of income and dividends and accept financial statements and statutory report, unless it is not in the best interest of shareholders.

## Reorganization & Merger

### **Amendments to Articles**

- We believe that shareholders should have the right to approve any provisions that alter fundamental shareholder rights and powers.
- We will generally vote against Amendment to Articles if it would reduce shareholders' rights
- We will generally support changes judged by the Board to be in the best interests of the company, such as an expansion of business activities and repurchase of shares, unless there are concerns regarding company performance or balance sheet conditions.

## Anti-takeover Related

### **Renewal of Takeover Defense Plan**

- We believe that anti-takeover measures should be limited by reasonable expiration periods and a sound business reason.
- We will generally vote against poison pills, but will consider the structure of the poison pill and the justification, if any, provided by the company regarding preservation of shareholder value.

## Shareholder Proposals

- We will generally support shareholder resolutions seeking reasonable disclosure of the environmental or social impact of a company's policies, operations, or products, unless the proposal is addressing a non-material issue to the company or the

resolution is so perspective as to limit the Board's opportunity to address the issue in an appropriate manner.

- We will generally vote against proposals that limit the company's business activities or capabilities or result in significant costs being incurred with little or no benefit.

## TIAA-CREF Investment Management, LLC and Teachers Advisors, LLC

Period 01/01/22 - 06/30/22

Number of proposals voted	11930
Voted with management	11432
Voted against management	498

### Management Proposals – Votes against management

<b>Election of Directors</b>	
Board Quality	97
Board Diversity	88
Business Ethics, Transparency & Accountability	30
Board Structure & Operations	81
Combination of all the above	30
Others	2
<b>Compensation</b>	
Equity Compensation Plan Related	17
Retirement Allowances for Director/Statutory Auditor/Audit Committee Member	23
<b>Amendments to Articles</b>	73
<b>Reorganization &amp; Merger</b>	3
<b>Antitakeover Related</b>	22
<b>Capitalization</b>	4
<b>Routine Business Related</b>	3

### Shareholder Proposals - Votes against management

Proposal- Director Related	1
Proposal - Compensation Related	16
Proposal - Climate Change Reporting	5
Proposal - Amend Ordinary Business Items	3

## Nuveen Asset Management, LLC

Period 01/01/22 - 06/30/22

Number of proposals voted	1190
Voted with management	1141
Voted against management	49

### Management Proposals – Votes against management

<b>Election of Directors</b>	
Board Quality	40
Board Diversity	1
Retirement Allowances for Director/Statutory Auditor/Audit Committee Member	1
<b>Amendments to Articles</b>	4
<b>Antitakeover Related</b>	1

### Shareholder Proposals - Votes against management

Proposal - Director Related	2
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## NWQ Investment Management Company, LLC

Period 01/01/22 - 06/30/22

**Effective as of the close of business December 31, 2021, NWQ Investment Management Company, LLC (“NWQ”) reorganized into Nuveen Asset Management, LLC (“NAM”). Beginning January 1, 2022, legacy NWQ's voting statistics were consolidated under NAM.**

Number of proposals voted	0
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## Winslow Capital Management, LLC

Period 01/01/22 - 06/30/22

**Winslow did not have Japan-based holdings in H1 2022.**

Number of proposals voted	0
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Additional details regarding our approach to responsible investing can be found in the [TIAA Policy Statement on Responsible Investing](#) and the [Nuveen RI Policy](#). Additional details relating to our proxy voting practices, principles and vote rationales are available upon request.