

**Nuveen Global Investors Fund plc**  
**(an umbrella fund with segregated liability between sub-funds)**  
**(the “Company”)**

**Shareholder Rights Directive Engagement Policy**

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**1. Introduction**

- 1.1 Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC (together with the relevant national implementing regulations in Ireland, the “SRD”) requires “asset managers” to develop and publicly disclose an engagement policy that describes how they engage as shareholders of investee companies (as defined below). As a self-managed UCITS investment company authorised in accordance with Directive 2009/65/EC, the Company is an asset manager for the purposes of the SRD and has adopted this policy in accordance with the SRD.
- 1.2 This policy seeks to describe how the Company intends to manage its engagement with investee companies on behalf of the Company’s sub-funds (the “Funds”). It applies to the Funds’ investments in companies that have their registered offices in a European Economic Area member state (a “Member State”) and the shares of which are admitted to trading in a regulated market situated or operating in a Member State (“investee companies”). This policy describes how the Company monitors investee companies in respect of the matters set out in section 2 below (the “relevant matters”). The Company has appointed Nuveen Fund Advisors, LLC as its delegate investment manager (the “Investment Manager”). Consequently, certain undertakings within this policy may refer to the implementation of the investment strategy for each Fund by the Investment Manager and/or the sub-investment managers appointed by the Investment Manager. Nothing in this policy shall modify or qualify a Fund’s investment objective and policies as set out in the prospectus and key investor information document (in each case, the Fund’s “Investment Strategy”).
- 1.3 This policy will be available free of charge on the Company’s website at [www.nuveen.com](http://www.nuveen.com).

**2. Monitoring of relevant matters affecting investee companies**

- 2.1 Material environmental, social and governance factors can have a meaningful impact on the long-term success of investee companies and countries. For all investee companies, the Company, and the Investment Manager on its behalf, may look to identify key drivers for the creation or destruction of shareholder value, and to understand the actions taken by investee company management that may influence these drivers. The Company may, to the extent relevant to the Investment Strategy and the nature and size of its exposure to the relevant investee company (as determined by the Company or the Investment Manager), monitor an investee company’s approach towards matters such as the investee company’s business strategy, financial and non-financial performance and risk, capital structure, and social, environmental impact and corporate governance. The Company may base such monitoring on a variety of sources and mechanisms including, without limitation:
  - (a) reviewing financial and non-financial information such as annual reports, financial statements and public announcements released on the relevant regulated market by the investee company; and/or

- (b) considering third party analysis of the investee company, wider market developments and competitors of the investee company.
- 2.2 For the avoidance of doubt, the Company does not assume any responsibility for the conduct of an investee company's business or compliance with its legal, regulatory, corporate governance and other obligations.

### **3. Engagement with investee companies**

- 3.1 Although it is not intended that the Company will engage directly with investee companies, the Company may, at its discretion and having regard to the Investment Strategy, engage with representatives of an investee company if the Company considers that this is appropriate in order to enhance shareholder value for the relevant Fund, having regard to its status as an institutional investor.
- 3.2 Such engagement may include, without limitation:
  - (a) attending investor calls, management presentations, or other meetings of investors of the investee company;
  - (b) submitting requests for information to the investee company, including in relation to ESG matters;
  - (c) submitting resolutions and speaking at shareholder meetings or voting against, or abstaining from voting on, resolutions at shareholder meetings;
  - (d) reducing, or disposing of its holding in, or otherwise adjusting its exposure to, the investee company; and
  - (e) such other engagement as it determines to be appropriate in the circumstances with the goal of enhancing shareholder value.
- 3.3 As required by the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011, as amended and the Central Bank (Supervision and Enforcement) Act 2013 (Section 48(1)) (Undertakings for Collective Investment in Transferable Securities) Regulations 2015 (together, the "UCITS Rules"), in no event shall the Company acquire shares carrying voting rights which would enable it to exercise significant influence over the management of an investee company.

### **4. Exercise of voting rights and other rights attached to shares**

- 4.1 The Company has adopted a policy in relation to the exercise of voting rights pursuant to the UCITS Rules and consistent with this policy and each Fund's Investment Strategy.
- 4.2 The Company may exercise any other rights attaching to shares in investee companies in a manner consistent with the Investment Strategy.

### **5. Cooperation and communication with other shareholders and stakeholders in investee companies**

- 5.1 The Company may, at its discretion and having regard to the Investment Strategy, enter into dialogue with other shareholders in investee companies; however it is not intended that the Company will agree to act in concert with any third-party shareholder for the purpose of acquiring, holding, voting or disposing of an issuer's security or make any payment to any proxy solicitor.

- 5.2 Any such collaboration must be carried out in accordance with the applicable law and regulation and the Company's policy on conflicts of interest.

**6. Management of actual and potential conflicts of interest**

- 6.1 The Company has adopted a conflicts of interest policy in accordance with the UCITS Rules which identifies, with reference to the collective portfolio management activities carried out by or on behalf of the Company, the circumstances which constitute or may give rise to a conflict of interest entailing a material risk of damage to the interests of the Company and sets out procedures to be followed and measures to be adopted to manage such conflicts.
- 6.2 In addition, the Company has adopted a connected party transaction policy as required under the UCITS Rules which requires that any transaction carried out with a "connected party" of the Company must be: (a) conducted at arms' length; and (b) in the best interests of shareholders in the Company. A "connected party" includes the Company's investment manager and depositary, the delegates and sub-delegates of the investment manager and depositary, and any associated or group company of the foregoing.

**7. Annual disclosure on implementation of this policy and review of policy**

- 7.1 The Company shall, to the extent required by applicable law and regulation, disclose on its website at [www.nuveen.com](http://www.nuveen.com) and/or by other means, on an annual basis:
- (a) how it has implemented this policy, including a general description of voting behaviour, an explanation of the most significant votes, and the use of services of proxy advisors; and
  - (b) how it cast votes in the general meetings of investee companies. Such a disclosure may exclude votes that are insignificant due to the subject matter of the vote or the size of the holdings in the investee company.
- 7.2 The board of directors of the Company and the Designated Person with responsibility for investment management will review this policy, as appropriate and on at least an annual basis.