

## 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 01/01/21- 06/30/21

Number of proposals voted	12,595
Voted with management	12,175
Voted against management	420

### Management Proposals – Votes against management

<b>Election of Directors</b>	
Board Quality	137
Board Diversity	75
Combination of Board Quality and Board Diversity	24
Business Ethics, Transparency & Accountability	3
Board Structure & Operations	71
<b>Compensation</b>	
Equity Compensation Plan Related	23
Retirement Allowances for Director/Statutory Auditor/Audit Committee Member	24
<b>Reorganization &amp; Merger</b>	18
<b>Anti-takeover Related</b>	24
<b>Capitalization</b>	1
<b>Routine Business Related</b>	2

### Shareholder Proposals - Votes against management

Proposal - Compensation Related	9
Proposal - Climate Change Reporting (includes General and ADR meetings)	5
Proposal - Amend Ordinary Business Items	4

## NWQ Investment Management Company, LLC

Period 01/01/21- 06/30/21

Number of proposals voted	617
Voted with management	593
Voted against management	24

## Management Proposals – Votes against management

<b>Election of Directors</b>	
Board Quality	14
Board Diversity	3
Business Ethics, Transparency & Accountability	2
Board Structure & Operations	3
<b>Reorganization &amp; Merger</b>	1
<b>Anti-takeover Related</b>	1

## Nuveen Asset Management, LLC

Period 01/01/21- 06/30/21

Number of proposals voted	211
Voted with management	202
Voted against management	9

## Management Proposals – Votes against management

<b>Election of Directors</b>	
Board Quality	3
Board Structure & Operations	2
<b>Reorganization &amp; Merger</b>	2
<b>Compensation</b>	
Equity Compensation Plan Related	2

## Winslow Capital Management, LLC

Period 01/01/21- 06/30/21

Number of proposals voted	251
Voted with management	247
Voted against management	4

## Management Proposals – Votes against management

<b>Election of Directors</b>	
Board Structure & Operations	4

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.