

**IMPORTANT NOTICE TO SHAREHOLDERS OF
NUVEEN MINNESOTA QUALITY MUNICIPAL INCOME FUND (NMS)
NUVEEN VIRGINIA QUALITY MUNICIPAL INCOME FUND (NPV)
AND
NUVEEN MUNICIPAL CREDIT INCOME FUND (NZF)
(EACH, A “FUND” AND TOGETHER, THE “FUNDS”)**

JUNE 30, 2026

Although we recommend that you read the complete Joint Proxy Statement/Prospectus, for your convenience, we have provided a brief overview of the proposal to be voted on.

Q. Why am I receiving the enclosed Joint Proxy Statement/Prospectus?

- A.** You are receiving the Joint Proxy Statement/Prospectus as a holder of common shares of Nuveen Minnesota Quality Municipal Income Fund (“Minnesota Municipal” or a “Target Fund”) or Nuveen Virginia Quality Municipal Income Fund (“Virginia Municipal” or a “Target Fund”) or as a holder of preferred shares of Nuveen Municipal Credit Income Fund (the “Acquiring Fund” and together with the Target Funds, the “Funds” or each individually, a “Fund”) in connection with the solicitation of proxies by each Fund’s Board of Trustees (each, a “Board” and each Trustee, a “Board Member”) for use at a special meeting of shareholders of Minnesota Municipal, Virginia Municipal and the Acquiring Fund (each, a “Special Meeting” and together, the “Special Meetings”).

At the Special Meetings, shareholders of the Funds will be asked to vote on the following proposal:

- (Common and preferred shareholders of each Target Fund) To approve an Agreement and Plan of Merger (the “Agreement”) pursuant to which the proposed combination of the Target Fund and the Acquiring Fund (each, a “Merger” and together, the “Mergers”) will be effected; and
- (Preferred shareholders of the Acquiring Fund) To approve the Agreement with respect to each Merger.

Each Fund’s Board unanimously recommends that you vote FOR the proposal that is applicable to your Fund.

Proposal Regarding the Mergers

Q. Why has each Fund's Board recommended the Merger proposal?

- A.** Nuveen Fund Advisors, LLC ("Nuveen Fund Advisors"), a subsidiary of Nuveen, LLC ("Nuveen") and the Funds' investment adviser, recommended the Merger proposal as part of an ongoing initiative to streamline Nuveen's municipal closed-end fund line-up. Each Fund's Board considered its Fund's Merger(s) and determined that the Merger(s) would be in the best interests of its Fund. Based on information provided by Nuveen Fund Advisors, each Target Fund's Board considered that its Fund's proposed Merger may benefit the common shareholders of its Fund in a number of ways, including, among other things:
- The potential for higher common share net earnings and distribution levels following the Mergers, due in part to the Acquiring Fund's ability to invest to a greater degree in lower rated securities and a geographically diverse national portfolio, as well as operating economies from the combined fund's greater scale;
 - Greater secondary market liquidity and improved secondary market trading for common shares as a result of the combined fund's greater share volume, which may lead to narrower bid-ask spreads and smaller trade-to-trade price movements;
 - Increased portfolio and leverage management flexibility due to the significantly larger asset base of the combined fund and the Acquiring Fund's national mandate with greater flexibility to invest in lower rated securities; and
 - Lower total operating expenses (excluding the costs of leverage), as certain fixed costs are spread over a larger asset base.

Each Target Fund's Board considered that a greater percentage of the Acquiring Fund's portfolio may be allocated to lower rated municipal securities relative to the amount permitted by the policies of the Target Fund, and that investments in lower rated securities are subject to higher risks than investments in higher rated securities. Each Target Fund's Board also considered that the Target Fund's shareholders would lose the benefit of the applicable state tax exemption as a result of the applicable Merger.

With respect to holders of preferred shares of each Target Fund, the Target Fund's Board considered that, upon the closing of the applicable Merger, holders of any preferred shares outstanding immediately prior to the closing will receive, on a one-for-one basis, newly issued preferred shares of the Acquiring Fund having substantially similar terms to the terms of the corresponding series of preferred shares of the Target Fund as in effect at the closing of the Merger, except that, because of the Acquiring Fund's policy of investing in a nationally diversified portfolio of municipal securities, the terms of the newly issued preferred shares will not include a provision, currently applicable to each Target Fund's preferred shares, that generally would require an additional payment to holders subject to the specified state income taxation in the event the Target Fund was required to allocate capital gains and/or ordinary income to a given month's distribution in order to make such distribution equal, on an after-tax basis, to the amount of the distribution if it was excludable from such state income taxation (in addition to federal income taxation). Only (i) a beneficial owner of preferred shares who is a natural person subject to the applicable state personal income taxation on his or her income or (ii) a beneficial owner, other than a natural person, that seeks to pay dividends (or make other distributions or allocations of income) that are exempt from the applicable state personal income tax is entitled to the benefit of the "gross-up" provision relating to state-specific income tax for the Target Funds.

Based on information provided by Nuveen Fund Advisors, the Acquiring Fund's Board considered that the Acquiring Fund may benefit from an increase in operating efficiencies and from increased investment capital, which allows the Acquiring Fund to pursue additional investment opportunities. The Acquiring Fund's Board also considered that the total operating expenses (excluding the costs of leverage) of the combined fund were expected to be substantially similar to the total operating expenses

(excluding the costs of leverage) of the Acquiring Fund prior to the Mergers. With respect to holders of preferred shares of the Acquiring Fund, the Acquiring Fund's Board considered that the outstanding preferred shares of the Acquiring Fund and any preferred shares of the Acquiring Fund to be issued in the Mergers would have equal priority with each other as to payment of dividends and distributions of assets upon dissolution, liquidation or winding up of the affairs of the Acquiring Fund.

Nuveen Fund Advisors and the Boards consider operating expenses (excluding leverage expenses) to be the relevant measure of the operating efficiencies of the Mergers. The Boards considered the amount of leverage among the Funds.

For these reasons, each Fund's Board has determined that its Fund's Merger(s) are in the best interest of its Fund and has approved such Merger(s).

Q. How will preferred shareholders be affected by the Mergers?

- A.** The Acquiring Fund has three series of MuniFund Preferred Shares ("MFP Shares") outstanding and three series of Variable Rate Demand Preferred Shares ("VRDP Shares") outstanding, and these shares are expected to remain outstanding following the Mergers. Minnesota Municipal has one series of Adjustable Rate MuniFund Term Preferred Shares ("AMTP Shares") outstanding and Virginia Municipal has one series of VRDP Shares outstanding. Upon the closing of each Merger, holders of any outstanding AMTP Shares of Minnesota Municipal and holders of any outstanding VRDP Shares of Virginia Municipal will receive, on a one-for-one basis, newly issued AMTP Shares and VRDP Shares, respectively, of the Acquiring Fund having substantially similar terms to the terms of the corresponding series of preferred shares of the applicable Target Fund as in effect at the closing, except that, because of the Acquiring Fund's policy of investing in a nationally diversified portfolio of municipal securities, the terms of the newly issued preferred shares will not include a provision, currently applicable to each Target Fund's preferred shares, that generally would require an additional payment to holders subject to the specified state income taxation in the event the Target Fund was required to allocate capital gains and/or ordinary income to a given month's distribution in order to make such distribution equal, on an after-tax basis, to the amount of the distribution if it was excludable from such state income taxation (in addition to federal income taxation). Only (i) a beneficial owner of preferred shares who is a natural person subject to the applicable state personal income taxation on his or her income or (ii) a beneficial owner, other than a natural person, that seeks to pay dividends (or make other distributions or allocations of income) that are exempt from the applicable state personal income tax is entitled to the benefit of the "gross-up" provision relating to state-specific income tax for the Target Funds. The outstanding preferred shares of the Acquiring Fund and any preferred shares to be issued by the Acquiring Fund in the Mergers will have equal priority with each other and with any other preferred shares that the Acquiring Fund may issue in the future as to the payment of dividends and the distribution of assets upon the dissolution, liquidation or winding up of the affairs of the Acquiring Fund.

Following the Mergers, to the extent the Acquiring Fund issues any new preferred shares in the Mergers, holders of preferred shares of the combined fund may hold a smaller percentage of the outstanding preferred shares of the combined fund as compared to their percentage holdings of their respective Fund prior to the Mergers. Additionally, the combined fund will have multiple series and types of preferred shares outstanding. The different types of preferred shares have different characteristics and features, which are described in more detail in the Joint Proxy Statement/Prospectus. See "Proposal—C. Information About the Mergers—Description of AMTP Shares to Be Issued by the Acquiring Fund" beginning on page 48, "Proposal—C. Information About the Mergers—Description of VRDP Shares to Be Issued by the Acquiring Fund" beginning on page 49, "Additional Information About the Acquiring Fund—Description of Outstanding Acquiring Fund MFP Shares" beginning on page 69 and "Additional Information About the Acquiring Fund—Description of Outstanding Acquiring Fund VRDP Shares" beginning on page 71.

Q. Do the Funds have similar investment objectives, policies and risks?

A. The Funds have similar investment objectives, policies and risks, but there are differences. Each Fund seeks to provide current income exempt from regular federal income tax by investing primarily in municipal securities. However, there are differences between the investment objectives, policies and risks of the Funds. The principal similarities and differences between the Funds' investment objectives, policies and risks are as follows:

- The Target Funds are state-specific municipal funds that seek to provide current income exempt from both regular federal income taxes and state income tax, while the Acquiring Fund is a national municipal fund that seeks to provide current income exempt from regular federal income tax.
- Under normal circumstances, the Target Funds invest primarily in municipal bonds of a specific state and are subject to economic, political and other risks of a single state, while the Acquiring Fund may invest in municipal obligations of any U.S. state or territory.
- Under normal circumstances, each Target Fund invests primarily in investment grade securities, while the Acquiring Fund may invest up to 55% of its managed assets in securities that, at the time of investment, are rated below the three highest grades (Baa or BBB or lower) by at least one nationally recognized statistical rating organization ("NRSRO") including so-called "junk bonds." A security is considered investment grade if it is rated within the four highest letter grades by at least one NRSRO that rates such security (even if rated lower by another), or if it is unrated but judged to be of comparable quality by the Fund's investment adviser or sub-adviser. As discussed on page 18 of the Joint Proxy Statement/Prospectus, investments in lower rated securities are subject to higher risks than investments in higher rated securities, including a higher risk that the issuer will be unable to pay interest or principal when due.
- Each Fund is a diversified, closed-end management investment company and currently employs leverage through the issuance of preferred shares and for Virginia Municipal and the Acquiring Fund, the use of inverse floating rate securities.

See "Proposal—A. Synopsis—Comparison of the Acquiring Fund and the Target Funds—Investment Objectives and Policies" and "Proposal—A. Synopsis—Comparative Risk Information" for more information.

Q. How will the scale of the Target Funds and Acquiring Fund change?

A. The Mergers would significantly increase scale for the Target Funds, while also adding incremental scale for the Acquiring Fund. The Mergers may increase economies of scale for both Target Funds and the Acquiring Fund.

	As of March 31, 2026			
	Minnesota Municipal	Virginia Municipal	Acquiring Fund	Combined Fund Pro Forma
Common Assets	\$ 74,956,339	\$ 217,164,102	\$2,409,816,398	\$2,700,666,839
Total Investment Exposure	\$ 124,756,339	\$ 363,745,951	\$4,083,016,398	\$4,571,518,688
Leverage %	39.9%	40.4%	41.0%	40.9%
% of Combined Fund	2.7%	8.0%	89.3%	

See "Proposal—C. Information About the Mergers—Capitalization" for more information.

Q. How will the Mergers impact fees and expenses for common shareholders of the Target Funds?

- A.** The contractual management fee schedule of the combined fund is higher than the contractual management fee schedule of each Target Fund at each breakpoint level because of the differences in the investment mandates of the Funds. The effective management fee of the combined fund is expected to be lower than the effective management fee of Minnesota Municipal by 2 basis points (0.02%) due to the greater scale of the combined fund. The effective management fee of the combined fund is expected to be higher than the effective management fee of Virginia Municipal by 1 basis point (0.01%). In addition, other expenses and leverage expenses are expected to decrease relative to those expenses for each Target Fund as a result of the greater scale of the combined fund.

As of March 31, 2026	Minnesota Municipal	Virginia Municipal	Acquiring Fund	Combined Fund Pro Forma
Management Fees	1.03%	1.00%	1.01%	1.01%
Leverage Costs	2.50%	2.47%	2.42%	2.39%
Other Expenses	0.26%	0.16%	0.07%	0.07%
Total Annual Expenses	3.79%	3.63%	3.50%	3.47%

See the Comparative Fee Tables beginning on page 15 of the Joint Proxy Statement/Prospectus for more detailed information regarding fees and expenses. The Comparative Fee Tables provide examples of how the Mergers may affect fees and expenses. The Comparative Fee Tables are illustrative, and actual fees and expenses may vary. See also “Additional Information About the Acquiring Fund” beginning on page 66.

Q. How will Target Fund shareholders be impacted by the loss of their respective state tax exemption?

- A.** Isolating the taxable equivalent yield impact from the loss of the state tax exemption for the Target Funds results in higher common earnings on a before- and after-tax basis for those common shareholders remaining in the combined fund post-merger. The state tax adjusted equivalent rate uses each state’s maximum tax rate.

	As of March 31, 2026		
	Minnesota Municipal	Virginia Municipal	Combined Fund Pro Forma
Common Earnings Yield	4.13%	4.32%	5.36%
Change	+1.23%	+1.04%	N/A
Max Federal and State Tax Rate	50.65%	46.55%	40.80%
Taxable Equivalent Rate	8.25%	7.96%	8.91%
Change	+0.66%	+0.95%	N/A

Q. How does the Acquiring Fund’s historical returns compare to that of the Target Funds?

- A.** Over the long-term, the Acquiring Fund generally has produced incremental net asset value (“NAV”) and market price returns for common shareholders when compared to the Target Funds. The Acquiring Fund’s national mandate and broader long-term investable universe have contributed to its outperformance for certain periods when compared to the Target Funds.

	As of March 31, 2026							
	NAV				Market Price			
	1Y	3Y	5Y	10Y	1Y	3Y	5Y	10Y
Minnesota Municipal	4.65%	2.64%	-0.30%	1.88%	9.01%	6.52%	1.39%	2.41%
Virginia Municipal	3.38%	2.40%	-0.88%	1.69%	2.00%	5.98%	-2.02%	2.26%
Acquiring Fund	3.29%	3.10%	-0.43%	2.61%	7.62%	7.54%	0.30%	3.73%

Q. Will the Mergers impact distributions to common shareholders of the Target Funds?

- A.** In considering the Mergers, each Target Fund’s Board took into account potential future distribution levels as well as information from Nuveen Fund Advisors indicating that the Acquiring Fund has historically paid higher distributions per common share than each Target Fund. The most recent monthly distribution per common share was \$0.0665 for Minnesota Municipal, \$0.0650 for Virginia Municipal and \$0.0795 for the Acquiring Fund. The annualized distribution rate (expressed as a percentage of NAV as of March 31, 2026) was 6.82% for Minnesota Municipal, 6.93% for Virginia Municipal and 7.69% for the Acquiring Fund. The differences in historical distribution rates were primarily attributable to certain lower expenses per common share and the Acquiring Fund’s greater investment flexibility to invest in diverse geographic regions and to invest to a greater degree in lower rated municipal securities. However, distributions for Minnesota Municipal are exempt from federal and Minnesota income taxes and distributions for Virginia Municipal are exempt from federal and Virginia income taxes, while distributions for the Acquiring Fund are exempt from federal income tax only. There is no assurance that distribution rates of the Acquiring Fund will continue at historical levels. While distributions from the combined fund following the Mergers are generally expected to be exempt from federal income tax, such distributions may be subject to state and local income tax, including without limitation Minnesota or Virginia income tax, as applicable.

Q. What other net benefits to Target Fund common shareholders are expected to result from the Mergers?

- A.** As a result of increased scale, Target Fund shareholders are expected to experience better secondary market trading in terms of narrower bid/ask spreads and greater liquidity.

	As of March 31, 2026		
	6 Month Avg Bid/Ask Spreads (bps)	Bid/Ask Spread Improvement (bps)	Average Daily Trading Volume
Minnesota Municipal	89.33	+82.02	Increase
Virginia Municipal	46.04	+38.73	Increase

Q. Will shareholders of the Funds have to pay any fees or expenses in connection with the Mergers?

- A.** Yes. The Funds, and indirectly their common shareholders, will bear the costs of the Mergers, whether or not the Mergers are consummated. The allocation of the costs of the Mergers to each Fund is based on the expected benefits of the Mergers to common shareholders following the Mergers, including operating expense savings, improvements in the secondary trading market for common shares and the impact on common share net earnings. Preferred shareholders will not bear any costs of the Mergers.

The costs of the Mergers are estimated to be \$1,270,000, but the actual costs may be higher or lower than that amount. These costs represent the estimated nonrecurring expenses of the Funds in carrying out their obligations under the Agreement and consist of management’s estimate of professional service fees, printing costs and mailing charges related to the proposed Mergers. Based on the expected benefits of the Mergers to each Fund, each of Minnesota Municipal, Virginia Municipal and the Acquiring Fund is expected to be allocated \$370,000, \$820,000 and \$80,000, respectively, of the estimated expenses in connection with the Mergers (0.51%, 0.38% and 0.00%, respectively, of Minnesota Municipal’s, Virginia Municipal’s and the Acquiring Fund’s average net assets applicable to common shares for the twelve months ended March 31, 2026). If one or both Mergers is not consummated for any reason, including because the requisite shareholder approvals are not obtained, each of the Funds, and common shareholders of each of the Funds indirectly, will still bear the costs of the Mergers.

Q. Will the Mergers constitute a taxable event for a Target Fund's shareholders?

- A.** No. As a non-waivable condition to closing of each Merger, each Fund participating in a Merger will receive an opinion of counsel, subject to certain representations, assumptions and conditions, substantially to the effect that the Merger will qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"). It is expected that shareholders of a Target Fund who receive Acquiring Fund shares pursuant to such Target Fund's Merger will recognize no gain or loss for U.S. federal income tax purposes as a direct result of such Merger, except to the extent that a Target Fund common shareholder receives cash in lieu of a fractional Acquiring Fund common share (given no fractional Acquiring Fund common shares will be distributed to a Target Fund's common shareholders in connection with a Merger, as further described in more detail in the attached Joint Proxy Statement/Prospectus). Prior to the closing of its Merger, each Target Fund expects to declare a distribution of all of its net investment income and net capital gains, if any. **All or a portion of such distribution made by a Target Fund may be taxable to that Target Fund's shareholders for U.S. federal income tax purposes.** In addition, if the Mergers had occurred as of March 31, 2026, it is estimated that approximately 69% of Minnesota Municipal's investment portfolio and approximately 64% of Virginia Municipal's investment portfolio would have been sold by the Acquiring Fund following the Mergers. To the extent the Acquiring Fund sells securities received from a Target Fund following the Mergers, the Acquiring Fund may recognize gains or losses, which may result in taxable distributions to Acquiring Fund shareholders (including former shareholders of a Target Fund who hold shares of the Acquiring Fund following the Mergers). If such sales had been completed as of March 31, 2026, the repositioning would not have generated net capital gain, taking into account capital loss carry forwards. Following the Mergers, the Acquiring Fund's ability to use capital loss carry forwards may be limited.

Q. As a result of the Mergers, will common shareholders of a Target Fund receive new shares of the Acquiring Fund?

- A.** Yes. Upon the closing of each Merger, Target Fund common shareholders will become common shareholders of the Acquiring Fund. Holders of common shares of each Target Fund will receive newly issued common shares of the Acquiring Fund, with cash being distributed in lieu of fractional common shares. The aggregate NAV, as of the close of trading on the business day immediately prior to the closing of each Merger, of the Acquiring Fund common shares received by each Target Fund's common shareholders (including, for this purpose, fractional Acquiring Fund common shares to which common shareholders would be entitled) will be equal to the aggregate NAV of the common shares of such Target Fund held by its shareholders as of such time. Fractional Acquiring Fund common shares due to Target Fund common shareholders will be aggregated and sold on the open market, and Target Fund common shareholders will receive cash in lieu of such fractional shares.

Following the Mergers, common shareholders of each Fund will hold a smaller percentage of the outstanding common shares of the combined fund as compared to their percentage holdings of their respective Fund prior to the Mergers.

Q. What will happen if the required shareholder approvals are not obtained?

- A.** The closing of each Merger is subject to the satisfaction or waiver of certain closing conditions, which include customary closing conditions. In order for a Merger to occur, all requisite shareholder approvals must be obtained at the applicable Fund's shareholder meeting and certain other consents, confirmations and/or waivers from various third parties, including the liquidity providers and/or the initial purchasers with respect to outstanding preferred shares of the Acquiring Fund, must also be obtained. Because the closing of each Merger is contingent upon the applicable Target Fund and the Acquiring Fund obtaining such shareholder approvals and satisfying (or obtaining the waiver of) other closing conditions, it is possible that a Merger will not occur even if shareholders of a Fund entitled to vote approve the Merger and a Fund satisfies all of its closing conditions if the other Fund does not obtain its requisite

shareholder approvals or satisfy (or obtain the waiver of) its closing conditions. If a Merger is not consummated, the Board of the Target Fund involved in that Merger may take such actions as it deems in the best interests of the Fund, including conducting additional solicitations with respect to the Merger proposal or continuing to operate the Target Fund as a standalone fund. The closing of each Merger is not contingent on the closing of the other Merger.

Each series of preferred shares was issued on a private placement basis to one or a small number of institutional holders. To the extent that one or more preferred shareholders of a Fund owns, holds or controls, individually or in the aggregate, all or a significant portion of a Fund's outstanding preferred shares, the approval by a Fund's preferred shareholders required for a Merger to occur may turn on the exercise of voting or consent rights by such particular shareholder(s) and its or their determination as to the favorable view of the Merger with respect to its or their interests. The Funds exercise no influence or control over the determinations of such shareholders with respect to the Mergers; there is no guarantee that such shareholders will vote to approve a Merger proposal.

Q. What is the timetable for the Mergers?

- A.** If the shareholder approvals and other conditions to closing are satisfied (or waived) in a timely manner, the Mergers are expected to take effect on or about October 5, 2026, or such other date as the parties may agree.

Q. How does each Board recommend that shareholders vote on the Merger proposal?

- A.** After careful consideration, each Board has determined that its Merger proposal is in the best interests of its Fund and recommends that you vote FOR such proposal.

General

Q. Who do I call if I have questions?

- A.** If you need any assistance, or have any questions regarding the proposal or how to vote your shares, please call Computershare Fund Services, the proxy solicitor hired by your Fund, at (888) 550-8069 on weekdays during its business hours of 9:00 a.m. to 11:00 p.m. and Saturdays 12:00 p.m. to 6:00 p.m. Eastern Time. Please have your proxy materials available when you call.

Q. How do I vote my shares?

- A.** You may vote by attending the Special Meetings, or by mail, by telephone or over the Internet:
- *To vote in person*, if you own shares directly with a Fund, you may attend such Fund's Special Meeting and vote in person, or you may execute a proxy designating a representative to attend the Special Meeting and vote on your behalf. If you own shares in "street name" through a broker or nominee, you may attend the Special Meeting and vote in person only if you obtain a proxy from your broker or nominee in advance of the Special Meeting and bring it with you to hand in along with the ballot that will be provided. The date, time and location of each Special Meeting is set forth on the enclosed notice of meeting for the Funds.
 - *To vote by mail*, please mark, sign, date and mail the enclosed proxy card. No postage is required if mailed in the United States.
 - *To vote by telephone*, please call the toll-free number located on your proxy card and follow the recorded instructions, using your proxy card as a guide.
 - *To vote over the Internet prior to the Special Meetings*, go to the Internet address provided on your proxy card and follow the instructions, using your proxy card as a guide.

Q. Will anyone contact me?

- A.** You may receive a call from Computershare Fund Services, the proxy solicitor hired by your Fund, to verify that you received your proxy materials, to answer any questions you may have about your Fund's Merger proposal and to encourage you to vote your proxy.

We recognize the inconvenience of the proxy solicitation process and would not impose on you if we did not believe that the matter being proposed was important. Once your vote has been registered with the proxy solicitor, your name will be removed from the solicitor's follow-up contact list.

Your vote is very important. We encourage you as a shareholder to participate in your Fund's governance by returning your vote as soon as possible. If enough shareholders fail to cast their votes, a Fund may not be able to hold its Special Meeting or the vote on the applicable Merger proposal, and will be required to incur additional solicitation costs in order to obtain sufficient shareholder participation.

JUNE 30, 2026

**NUVEEN MINNESOTA QUALITY MUNICIPAL INCOME FUND (NMS)
NUVEEN VIRGINIA QUALITY MUNICIPAL INCOME FUND (NPV)
NUVEEN MUNICIPAL CREDIT INCOME FUND (NZF)
(EACH, A “FUND” AND TOGETHER, THE “FUNDS”)**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON SEPTEMBER 24, 2026**

To the Shareholders:

Notice is hereby given that a Special Meeting of Shareholders of Nuveen Minnesota Quality Municipal Income Fund (“Minnesota Municipal” or a “Target Fund”), Nuveen Virginia Quality Municipal Income Fund (“Virginia Municipal” or a “Target Fund”) and Nuveen Municipal Credit Income Fund (the “Acquiring Fund” and together with the Target Funds, the “Funds” or each individually, a “Fund”) (each, a “Special Meeting” and together, the “Special Meetings”) will be held on September 24, 2026 at 2:00 p.m., Central Time, for the following purposes:

1. Agreement and Plan of Merger. For each Merger, shareholders of the Target Fund and the Acquiring Fund voting as set forth below will vote on a proposal to approve an Agreement and Plan of Merger pursuant to which the Target Fund would be merged with and into NZF Merger Sub, LLC, a Massachusetts limited liability company and wholly-owned subsidiary of the Acquiring Fund, with the issued and outstanding common and preferred shares of the Target Fund being converted into newly issued common and preferred shares of the Acquiring Fund.

(a) *For each Target Fund:*

(i) The common and preferred shareholders voting together as a single class to approve the Agreement and Plan of Merger.

(ii) The preferred shareholders voting separately as a single class to approve the Agreement and Plan of Merger.

(b) *For the Acquiring Fund (preferred shareholders only):* the preferred shareholders voting together as a single class to approve the Agreement and Plan of Merger for each Merger.

To transact such other business as may properly come before the Special Meetings.

Only shareholders of record of each Fund as of the close of business on May 28, 2026 are entitled to notice of and to vote at the Special Meetings and any and all adjournments or postponements thereof. The preferred shareholders of each Target Fund are being solicited to vote on the proposal described above by means of one or more separate proxy statements.

All Fund shareholders entitled to vote at the Special Meetings are cordially invited to attend the Special Meetings. In order to avoid delay and additional expense for the Funds and to assure that your shares are represented, please vote as promptly as possible, regardless of whether or not you plan to attend your Special Meeting. You may vote by attending your Fund’s Special Meeting or by mail, by telephone or over the Internet.

- *To vote by mail*, please mark, sign, date and mail the enclosed proxy card. No postage is required if mailed in the United States.
- *To vote by telephone*, please call the toll-free number located on your proxy card and follow the recorded instructions, using your proxy card as a guide.
- *To vote over the Internet prior to the Special Meetings*, go to the Internet address provided on your proxy card and follow the instructions, using your proxy card as a guide.

If you intend to attend a Special Meeting in person and you are a record holder of a Fund's shares, in order to gain admission, you must show photographic identification, such as your driver's license. If you intend to attend a Special Meeting in person and you hold your shares through a bank, broker or other custodian, in order to gain admission, you must show photographic identification, such as your driver's license, and satisfactory proof of ownership of shares of such Fund, such as your voting instruction form (or a copy thereof) or broker's statement indicating ownership as of a recent date, and to be able to vote you must have previously requested and obtained a "legal proxy" from your broker, bank or other nominee and present it at such Special Meeting.

Mark L. Winget
Vice President and Secretary
The Nuveen Closed-End Funds

NUVEEN FUNDS
333 WEST WACKER DRIVE CHICAGO, ILLINOIS 60606
(800) 257-8787

JOINT PROXY STATEMENT/PROSPECTUS

**NUVEEN MINNESOTA QUALITY MUNICIPAL INCOME FUND (NMS)
NUVEEN VIRGINIA QUALITY MUNICIPAL INCOME FUND (NPV)
AND
NUVEEN MUNICIPAL CREDIT INCOME FUND (NZF)
(EACH, A “FUND” AND TOGETHER, THE “FUNDS”)**

JUNE 30, 2026

This Joint Proxy Statement/Prospectus is being furnished to common shareholders of Nuveen Minnesota Quality Municipal Income Fund (“Minnesota Municipal” or a “Target Fund”) and Nuveen Virginia Quality Municipal Income Fund (“Virginia Municipal” or a “Target Fund”) and to holders of preferred shares of Nuveen Municipal Credit Income Fund (the “Acquiring Fund” and together with the Target Funds, the “Funds” or each individually, a “Fund”), each a closed-end management investment company, in connection with the solicitation of proxies by each Fund’s Board of Trustees (each a “Board” and together, the “Boards” and each trustee a “Board Member”) for use at a Special Meeting of Shareholders of each Fund to be held in the offices of Nuveen Investments, Inc. (“Nuveen” or “Nuveen Investments”), 333 West Wacker Drive, Chicago, Illinois 60606, on September 24, 2026, at 2:00 p.m., Central Time, and at any and all adjournments or postponements thereof (each, a “Special Meeting” and together, the “Special Meetings”), to consider the proposal described below and discussed in greater detail elsewhere in this Joint Proxy Statement/Prospectus. Each Fund is organized as a Massachusetts business trust. The enclosed proxy card and this Joint Proxy Statement/Prospectus are first being sent to shareholders of the Funds on or about July 7, 2026. Shareholders of record of each Fund as of the close of business on May 28, 2026 are entitled to notice of and to vote at the Special Meetings and any and all adjournments or postponements thereof. Each Fund’s Board of Trustees is referred to herein as a “Board” and each Trustee, a “Board Member.”

This Joint Proxy Statement/Prospectus explains concisely what you should know before voting on the proposal described in this Joint Proxy Statement/Prospectus or investing in the Acquiring Fund. Please read it carefully and keep it for future reference.

The securities offered by this Joint Proxy Statement/Prospectus have not been approved or disapproved by the Securities and Exchange Commission (“SEC”), nor has the SEC passed upon the accuracy or adequacy of this Joint Proxy Statement/Prospectus. Any representation to the contrary is a criminal offense.

On the matters coming before each Special Meeting as to which a choice has been specified by shareholders on the accompanying proxy card, the shares will be voted accordingly where such proxy card is properly executed, timely received and not properly revoked (pursuant to the instructions below). If a proxy is returned and no choice is specified, the shares will be voted FOR the proposal. Shareholders of a Fund who execute proxies or provide voting instructions by telephone or by Internet may revoke them at any time before a vote is taken on a proposal by filing with that Fund a written notice of revocation, by delivering a duly executed proxy bearing a later date or by attending and voting at the Special Meeting. A prior proxy can also be revoked by voting again through the toll-free number or the Internet address listed in the proxy card. However, merely attending a Special Meeting will not revoke any previously submitted proxy.

The shareholders of the Target Funds and Acquiring Fund voting as set forth below will vote on a proposal to approve an Agreement and Plan of Merger that provides for: (i) the merger of the Target Fund with and into NZF Merger Sub, LLC, a Massachusetts limited liability company and a wholly-owned subsidiary of the Acquiring Fund (the “Merger Sub”), and (ii) the conversion of the issued and outstanding common and preferred shares of beneficial interest of the Target Fund into newly issued common and preferred shares of beneficial interest, par value \$0.01 per share, of the Acquiring Fund (the “Merger”).

In addition to common shares, Minnesota Municipal has one series of Adjustable Rate MuniFund Term Preferred Shares (“AMTP Shares”) outstanding and Virginia Municipal has one series of Variable Rate Demand Preferred Shares (“VRDP Shares”) outstanding. The Acquiring Fund has three series of MuniFund Preferred Shares (“MFP Shares”) outstanding and three series of VRDP Shares outstanding.

Only the common shareholders of the Target Funds and the preferred shareholders of the Acquiring Fund are being solicited to vote on the proposal described above pursuant to this Joint Proxy Statement/Prospectus. The preferred shareholders of each Target Fund are being solicited to vote on the proposal described above by means of one or more separate proxy statements.

A quorum of shareholders is required to take action at each Special Meeting. A majority (more than 50%) of the shares entitled to vote at a Special Meeting, represented in person or by proxy, will constitute a quorum of shareholders at that Special Meeting. Votes cast in person or by proxy at each Special Meeting will be tabulated by the inspectors of election appointed for that Special Meeting. The inspectors of election will determine whether or not a quorum is present at the Special Meeting. For purposes of holding a meeting, all properly submitted proxies, including abstentions will be counted as present for purposes of determining whether a quorum is present.

To be approved, the proposal must be approved by the Funds’ shareholders present and entitled to vote at a Special Meeting as follows:

- With respect to each Target Fund, by the holders of a majority (more than 50%) of the Target Fund’s outstanding common and preferred shares voting together as a single class, and by the holders of a majority (more than 50%) of the Target Fund’s outstanding preferred shares voting separately; and
- With respect to the Acquiring Fund, by the holders of a majority (more than 50%) of the Acquiring Fund’s outstanding preferred shares, voting together as a single class.

Broker-dealer firms holding shares of a Fund in “street name” for the benefit of their customers and clients are generally required to request the instructions of such customers and clients on how to vote their shares before the Fund’s Special Meeting. The Funds understand that, under the rules of the New York Stock Exchange (the “NYSE”), such broker-dealer firms may, for certain “routine” matters, grant discretionary authority to the proxies designated by each Board to vote without instructions from their customers and clients if no instructions have been received prior to the date specified in the broker-dealer firm’s request for voting instructions. Broker non-votes typically occur when both routine and non-routine proposals are being considered at a meeting. Because the Proposal is a non-routine matter and the sole proposal at the Special Meetings, it is expected that there will be no broker non-votes at the Special Meetings.

Because the approval of the Proposal requires the approval by the holders of (i) at least 50% of each Target Fund’s outstanding common and preferred shares voting as a single class, and (ii) by the holders of at least 50% of each Fund’s outstanding preferred shares voting separately, abstentions will have the same effect as a vote against the proposal.

Pursuant to Rule 452 of the NYSE, certain preferred shares held in “street name” as to which voting instructions have not been received from the beneficial owners or persons otherwise entitled to vote as of one business day before a Fund’s Special Meeting, or, if adjourned or postponed, one business day before the day to which the Special Meeting is adjourned or postponed, may be voted by the broker on a proposal in the same proportion as the votes cast by all holders of such preferred shares who have voted on a proposal. Rule 452 permits proportionate voting of the Acquiring Fund’s Series 3 VRDP Shares (but not any other series of a Target Fund’s or the Acquiring Fund’s outstanding preferred shares) with respect to a particular item if, among other things, (1) a minimum of 30% of that series of preferred shares has been voted by the holders of such shares with respect to such item, (2) less than 10% of that series of preferred shares has been voted by the holders of such shares against such item and (3) for any proposal as to which holders of common shares and preferred shares vote as a single class, holders of common shares approve a proposal. For the purpose of meeting the 30% test, abstentions will be treated as shares “voted,” and for the purpose of meeting the 10% test, abstentions will not be treated as shares “voted” against the item.

Broker-dealers who are not members of the NYSE may be subject to other rules, which may or may not permit them to vote your shares without instruction. We urge you to provide instructions to your broker or nominee so that your votes may be counted.

Those persons who were shareholders of record of a Fund as of the close of business on May 28, 2026 and entitled to vote at the Fund’s Special Meeting will be entitled to one vote for each share held and, with respect to holders of common shares, a proportionate fractional vote for each fractional common share held.

As of May 28, 2026 for each Fund, the shares of the Funds issued and outstanding are as follows:

Fund (Ticker Symbol)	Common Shares⁽¹⁾	MFP Shares⁽¹⁾	VRDP Shares⁽¹⁾	AMTP Shares⁽¹⁾
Minnesota Municipal (NMS)	6,409,661	0	0	498
Virginia Municipal (NPV)	19,562,720	0	1,280	0
Acquiring Fund (NZF)	195,627,765	6,410	6,770	0

- (1) The common shares of each Target Fund and the Acquiring Fund are listed on the NYSE. Upon the closing of the Mergers, it is expected that the common shares of the Acquiring Fund will continue to be listed on the NYSE. None of the preferred shares are currently listed on any exchange.

The following documents have been filed with the SEC and are incorporated into this Joint Proxy Statement/Prospectus by reference:

- (1) the Statement of Additional Information relating to the proposed Mergers, dated June 30, 2026 (the “Merger SAI”);
- (2) the audited financial statements and financial highlights and related independent registered public accounting firm’s report for Minnesota Municipal contained in Minnesota Municipal’s Annual Report for the fiscal year ended May 31, 2025 (File No. 811-22967);
- (3) the unaudited financial statements and financial highlights for Minnesota Municipal contained in Minnesota Municipal’s Semi-Annual Report for the six month period ended November 30, 2025 (File No. 811-22967);
- (4) the audited financial statements and financial highlights and related independent registered public accounting firm’s report for Virginia Municipal contained in Virginia Municipal’s Annual Report for the fiscal year ended May 31, 2025 (File No. 811-07490);

- (5) the unaudited financial statements and financial highlights for Virginia Municipal contained in Virginia Municipal's Semi-Annual Report for the six month period ended November 30, 2025 (File No. 811-07490); and
- (6) the audited financial statements and financial highlights and related independent registered public accounting firm's report for the Acquiring Fund contained in the Acquiring Fund's Annual Report for the fiscal year ended October 31, 2025 (File No. 811-10345).

No other parts of the Funds' Annual or Semi-Annual Reports are incorporated by reference herein.

Copies of the foregoing may be obtained without charge by calling (800) 257-8787 or writing the Funds at 333 West Wacker Drive, Chicago, Illinois 60606. If you wish to request a copy of the Merger SAI, please ask for the "Nuveen Municipal Credit Income Merger SAI." In addition, each Fund will furnish, without charge, a copy of its most recent Annual Report or Semi-Annual Report to a shareholder upon request. Any such request should be directed to the Funds by calling (800) 257-8787 or by writing the Funds at 333 West Wacker Drive, Chicago, Illinois 60606.

The Funds are subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "1934 Act"), and the Investment Company Act of 1940, as amended (the "1940 Act"), and in accordance therewith file reports and other information with the SEC. Reports, proxy statements, registration statements and other information filed by the Funds, including the Registration Statement on Form N-14 relating to the common shares of the Acquiring Fund of which this Joint Proxy Statement/Prospectus is a part, may be obtained through the EDGAR database on the SEC's website at <http://www.sec.gov>. You may obtain copies of this information, with payment of a duplication fee, by electronic request at the following e-mail address: publicinfo@sec.gov.

Reports, proxy statements and other information concerning the Funds can be inspected at the offices of the NYSE, 11 Wall Street, New York, New York 10005.

This Joint Proxy Statement/Prospectus serves as a prospectus of the Acquiring Fund in connection with the issuance of the Acquiring Fund common shares in the Mergers. In this connection, no person has been authorized to give any information or make any representation not contained in this Joint Proxy Statement/Prospectus and, if so given or made, such information or representation must not be relied upon as having been authorized. This Joint Proxy Statement/Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction in which, or to any person to whom, it is unlawful to make such offer or solicitation.

JOINT PROXY STATEMENT/PROSPECTUS

JUNE 30, 2026

NUVEEN MINNESOTA QUALITY MUNICIPAL INCOME FUND (NMS)

NUVEEN VIRGINIA QUALITY MUNICIPAL INCOME FUND (NPV)

AND

NUVEEN MUNICIPAL CREDIT INCOME FUND (NZF)

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PROPOSAL—MERGER OF EACH TARGET FUND INTO THE ACQUIRING FUND

A. SYNOPSIS

The following is a summary of certain information contained elsewhere in this Joint Proxy Statement/Prospectus with respect to the proposed Mergers. More complete information is contained elsewhere in this Joint Proxy Statement/Prospectus and in the Merger SAI and the appendices hereto and thereto. Shareholders should read the entire Joint Proxy Statement/Prospectus carefully.

Background and Reasons for the Mergers

Nuveen Fund Advisors, LLC (“Nuveen Fund Advisors” or the “Adviser”), a subsidiary of Nuveen, LLC and the Funds’ investment adviser, recommended the Merger proposal as part of an ongoing initiative to streamline Nuveen’s municipal closed-end fund line-up. Each Fund’s Board considered its Fund’s Merger(s) and determined that the Merger(s) would be in the best interests of its Fund. Based on information provided by Nuveen Fund Advisors, each Target Fund’s Board considered that its Fund’s proposed Merger may benefit the common shareholders of its Fund in a number of ways, including, among other things:

- The potential for higher common share net earnings and distribution levels following the Mergers, due in part to the Acquiring Fund’s ability to invest to a greater degree in lower rated securities and a geographically diverse national portfolio, as well as operating economies from the combined fund’s greater scale;
- Greater secondary market liquidity and improved secondary market trading for common shares as a result of the combined fund’s greater share volume, which may lead to narrower bid-ask spreads and smaller trade-to-trade price movements;
- Increased portfolio and leverage management flexibility due to the significantly larger asset base of the combined fund and the Acquiring Fund’s national mandate with greater flexibility to invest in lower rated securities; and
- Lower total operating expenses (excluding the costs of leverage), as certain fixed costs are spread over a larger asset base.

Each Target Fund’s Board considered that a greater percentage of the Acquiring Fund’s portfolio may be allocated to lower rated municipal securities relative to the amount permitted by the policies of the Target Fund, and that investments in lower rated securities are subject to higher risks than investments in higher rated securities. Each Target Fund’s Board also considered that the Target Fund’s shareholders would lose the benefit of the applicable state tax exemption as a result of the applicable Merger.

With respect to holders of preferred shares of each Target Fund, the Target Fund’s Board considered that, upon the closing of the applicable Merger, holders of any preferred shares outstanding immediately prior to the closing will receive, on a one-for-one basis, newly issued preferred shares of the Acquiring Fund having substantially similar terms to the terms of the corresponding series of preferred shares of the Target Fund as in effect at the closing of the Merger, except that, because of the Acquiring Fund’s policy of investing in a nationally diversified portfolio of municipal securities, the terms of the newly issued preferred shares will not include a provision, currently applicable to each Target Fund’s preferred shares, that generally would require an additional payment to holders subject to the specified state income taxation in the event the Target Fund was required to allocate capital gains and/or ordinary income to a given month’s distribution in order to make such distribution equal, on an after-tax basis, to the amount of the distribution if it was excludable from such state income taxation (in addition to federal income taxation). Only (i) a beneficial owner of preferred shares who is a natural person subject to the applicable state personal income taxation on his or her income or (ii) a beneficial owner, other than a natural person, that seeks to pay dividends (or make other distributions or allocations of income) that are exempt from the applicable state personal income tax is entitled to the benefit of the “gross-up” provision relating to state-specific income tax for the Target Funds.

Based on information provided by Nuveen Fund Advisors, the Acquiring Fund's Board considered that the Acquiring Fund may benefit from an increase in operating efficiencies and from increased investment capital, which allows the Acquiring Fund to pursue additional investment opportunities. The Acquiring Fund's Board also considered that the total operating expenses (excluding the costs of leverage) of the combined fund were expected to be substantially similar to the total operating expenses (excluding the costs of leverage) of the Acquiring Fund prior to the Mergers. With respect to holders of preferred shares of the Acquiring Fund, the Acquiring Fund's Board considered that the outstanding preferred shares of the Acquiring Fund and any preferred shares of the Acquiring Fund to be issued in the Mergers would have equal priority with each other as to payment of dividends and distributions of assets upon dissolution, liquidation or winding up of the affairs of the Acquiring Fund.

Nuveen Fund Advisors and the Boards consider operating expenses (excluding leverage expenses) to be the relevant measure of the operating efficiencies of the Mergers. The Boards considered the amount of leverage among the Funds.

For these reasons, each Fund's Board has determined that its Fund's Merger(s) are in the best interest of its Fund and has approved such Merger(s).

The closing of each Merger is subject to the satisfaction or waiver of certain closing conditions, which include customary closing conditions. In order for a Merger to occur, all requisite shareholder approvals must be obtained at the Special Meetings, and certain other consents, confirmations and/or waivers from various third parties, including the liquidity providers and/or the initial purchasers with respect to outstanding preferred shares of the Acquiring Fund, must also be obtained. Because the closing of each Merger is contingent upon the applicable Target Fund and the Acquiring Fund obtaining such shareholder approvals and satisfying (or obtaining the waiver of) other closing conditions, it is possible that a Merger will not occur even if shareholders of a Fund entitled to vote approve the Merger and a Fund satisfies all of its closing conditions if the other Fund does not obtain its requisite shareholder approvals or satisfy (or obtain the waiver of) its closing conditions. If a Merger is not consummated, the Board of the Target Fund involved in that Merger may take such actions as it deems in the best interests of the Fund, including conducting additional solicitations with respect to the Merger proposal or continuing to operate the Target Fund as a standalone fund. The closing of each Merger is not contingent on the closing of the other Merger.

Each series of preferred shares was issued on a private placement basis to one or a small number of institutional holders. To the extent that one or more preferred shareholders of a Fund owns, holds or controls, individually or in the aggregate, all or a significant portion of a Fund's outstanding preferred shares, the approval by a Fund's preferred shareholders required for a Merger to occur may turn on the exercise of voting or consent rights by such particular shareholder(s) and its or their determination as to the favorable view of the Merger with respect to its or their interests. The Funds exercise no influence or control over the determinations of such shareholders with respect to the Mergers; there is no guarantee that such shareholders will vote to approve a Merger proposal. For a fuller discussion of the Boards' considerations regarding the approval of the Mergers, see "C. Information About the Mergers—Reasons for the Mergers."

Material Federal Income Tax Consequences of the Mergers

With respect to each Merger, as a non-waivable condition to closing, each Fund participating in the Merger will receive an opinion of Vedder Price P.C., subject to certain representations, assumptions and conditions, substantially to the effect that the Merger will qualify as a "reorganization" under Section 368(a) of the Code. With respect to each Merger, it is expected that none of the Funds will generally recognize gain or loss for U.S. federal income tax purposes as a direct result of the Merger. It is also expected that shareholders of a Target Fund who receive Acquiring Fund shares pursuant to a Merger will recognize no gain or loss for U.S. federal income tax purposes as a result of such exchange, except to the extent a common shareholder of a Target Fund receives cash in lieu of a fractional Acquiring Fund common share. Prior to the closing of its Merger, each Target Fund expects to declare a distribution to its shareholders of all of its net investment income and net capital gains, if any. All or a portion of such distribution made by a Target Fund may be taxable to the Target Fund's shareholders for U.S. federal income tax purposes. In addition, to the extent that portfolio securities of a Target Fund are sold prior to the closing of its Merger, such Target Fund may recognize gains or losses, which may increase or decrease the net capital gains or net investment income to be distributed by such Target Fund. If the Mergers had occurred as of March 31, 2026,

it is estimated that approximately 69% of Minnesota Municipal's investment portfolio and approximately 64% of Virginia Municipal's investment portfolio would have been sold by the Acquiring Fund following the Mergers. To the extent the Acquiring Fund sells securities received from a Target Fund following the Mergers, the Acquiring Fund may recognize gains or losses, which may result in taxable distributions to Acquiring Fund shareholders (including former shareholders of a Target Fund who hold shares of the Acquiring Fund following the Mergers). If such sales had been completed as of March 31, 2026, the repositioning would not have generated net capital gain, taking into account capital loss carry forwards. Following the Mergers, the Acquiring Fund's ability to use capital loss carry forwards may be limited. Securities held by the Funds are purchased and sold on a principal rather than agency basis, and such transactions are not subject to separate brokerage commissions.

The foregoing discussion and the tax opinion discussed above to be received by the Funds regarding certain aspects of the Mergers, including that the Mergers will qualify as reorganizations under Section 368(a) of the Code, will rely on the position that the Acquiring Fund preferred shares to be issued in the Mergers, if any, will constitute equity of the Acquiring Fund for federal income tax purposes. See "C. Information About the Mergers—Material Federal Income Tax Consequences of the Mergers."

Comparison of the Acquiring Fund and the Target Funds

General. The Acquiring Fund and the Target Funds are diversified, closed-end management investment companies organized as Massachusetts business trusts. Set forth below is certain comparative information about the organization, capitalization and operation of the Funds.

Fund	Organization			Entity Type
	Organization Date	State of Organization		
Minnesota Municipal ⁽¹⁾	April 28, 2014	Commonwealth of Massachusetts		Business Trust
Virginia Municipal	January 12, 1993	Commonwealth of Massachusetts		Business Trust
Acquiring Fund	March 21, 2001	Commonwealth of Massachusetts		Business Trust

- (1) On October 6, 2014, Minnesota Municipal Income Portfolio Inc. and First American Minnesota Municipal Income Fund II, Inc. were merged into Minnesota Municipal, a newly organized Fund. Minnesota Municipal assumed the accounting and performance history of Minnesota Municipal Income Portfolio Inc. in the merger.

Capitalization—Common Shares						
Fund	Authorized Shares	Shares Outstanding ⁽¹⁾	Par Value Per Share	Preemptive, Conversion or Exchange Rights	Rights to Cumulative Voting	Exchange on which Common Shares are Listed
Minnesota Municipal	Unlimited	6,406,416	\$0.01	None	None	NYSE
Virginia Municipal	Unlimited	19,309,568	\$0.01	None	None	NYSE
Acquiring Fund	Unlimited	194,362,569	\$0.01	None	None	NYSE

- (1) As of March 31, 2026.

As of March 31, 2026, the Funds had outstanding the following series of preferred shares, with the Acquiring Fund's MFP Shares and VRDP Shares expected to remain outstanding following the completion of the Mergers:

Minnesota Municipal—Preferred Shares				
Series	Shares Outstanding	Par Value Per Share	Liquidation Preference Per Share	Term Redemption Date
Series 2028 AMTP Shares	498	\$0.01	\$100,000	December 1, 2028
Virginia Municipal—Preferred Shares				
Series	Shares Outstanding	Par Value Per Share	Liquidation Preference Per Share	Term Redemption Date
Series 1 VRDP Shares	1,280	\$0.01	\$100,000	August 3, 2043

Acquiring Fund – Preferred Shares				
Series	Shares Outstanding	Par Value Per Share	Liquidation Preference Per Share	Term Redemption Date
Series A MFP Shares	1,500	\$0.01	\$100,000	May 1, 2047
Series B MFP Shares	1,550	\$0.01	\$100,000	February 3, 2048
Series C MFP Shares	3,360	\$0.01	\$100,000	June 1, 2048
Series 1 VRDP Shares	2,688	\$0.01	\$100,000	March 1, 2040
Series 2 VRDP Shares	2,622	\$0.01	\$100,000	March 1, 2040
Series 3 VRDP Shares	1,460	\$0.01	\$100,000	June 1, 2040

Each Fund’s preferred shares are entitled to one vote per share. The AMTP Shares and VRDP Shares of the Acquiring Fund to be issued in connection with the Mergers, if any, will have equal priority with each other and with the Acquiring Fund’s other outstanding preferred shares as to the payment of dividends and the distribution of assets upon dissolution, liquidation or winding up of the affairs of the Acquiring Fund. In addition, the preferred shares of the Acquiring Fund, including any preferred shares of the Acquiring Fund to be issued in connection with the Mergers, will be senior in priority to the Acquiring Fund’s common shares as to payment of dividends and the distribution of assets upon dissolution, liquidation or winding up of the affairs of the Acquiring Fund. Any preferred shares of the Acquiring Fund to be issued in connection with the Mergers will have rights and preferences, including liquidation preferences, that are substantially similar to those of the corresponding Target Fund preferred shares, except that, because of the Acquiring Fund’s policy of investing in a nationally diversified portfolio of municipal securities, the terms of the newly issued preferred shares will not include a provision, currently applicable to each Target Fund’s preferred shares, that generally would require an additional payment to holders subject to the specified state income taxation in the event the Target Fund was required to allocate capital gains and/or ordinary income to a given month’s distribution in order to make such distribution equal, on an after-tax basis, to the amount of the distribution if it was excludable from such state income taxation (in addition to federal income taxation). Only (i) a beneficial owner of preferred shares who is a natural person subject to the applicable state personal income taxation on his or her income or (ii) a beneficial owner, other than a natural person, that seeks to pay dividends (or make other distributions or allocations of income) that are exempt from the applicable state personal income tax is entitled to the benefit of the “gross-up” provision relating to state-specific income tax for the Target Funds. The number of preferred shares currently outstanding may change due to market or other conditions.

Investment Objectives and Policies. The Funds have similar investment objectives, policies and risks, but there are differences. Each Target Fund is a state-specific municipal fund that seeks to provide current income exempt from regular federal income tax and the income tax of a single state. In contrast, the Acquiring Fund is a national municipal fund that seeks to provide current income exempt from regular federal income tax. Because Minnesota Municipal and Virginia Municipal invest primarily in Minnesota and Virginia municipal securities, respectively, they are subject to economic, political and other risks of a single state, while the Acquiring Fund, which may invest in municipal securities of any U.S. state or territory, is not subject to similar single state risk.

Minnesota Municipal’s primary investment objective is to seek to provide current income exempt from both regular federal and Minnesota income taxes. Its secondary investment objective is to enhance portfolio value relative to the Minnesota municipal bond market by investing in Minnesota municipal securities that the Fund’s sub-adviser believes are underrated or undervalued or that represent municipal market sectors that are undervalued.

Virginia Municipal’s primary investment objective is to provide current income exempt from both regular federal and Virginia income taxes. Its secondary investment objective is to enhance portfolio value relative to the Virginia municipal bond market by investing in tax-exempt Virginia municipal securities that the Fund’s investment sub-adviser believes are underrated or undervalued or that represent municipal market sectors that are undervalued.

The Acquiring Fund’s investment objectives are to provide current income exempt from regular federal income tax and to enhance portfolio value relative to the municipal bond market by investing in tax-exempt municipal bonds that the Fund’s investment adviser believes are underrated or undervalued or that represent municipal market sectors that are undervalued.

Each Target Fund invests primarily in investment grade securities, while the Acquiring Fund is permitted to allocate a greater percentage of its portfolio to lower rated municipal securities. Investments in lower rated

securities are subject to higher risks than investments in higher rated securities, including a higher risk that the issuer will be unable to pay interest or principal when due.

Each Fund is a diversified, closed-end management investment company and currently employs leverage through the issuance of preferred shares and for Virginia Municipal and the Acquiring Fund, the use of inverse floating rate securities.

The following summary compares the current principal investment policies and strategies of the Acquiring Fund to the current principal investment policies and strategies of each Target Fund as of the date of this Joint Proxy Statement/Prospectus.

Minnesota Municipal	Virginia Municipal	Acquiring Fund	Differences
<i>Principal Investment Strategy:</i> As a fundamental policy, under normal circumstances, the Fund will invest at least 80% of its Assets⁽¹⁾ in municipal securities and other related investments the income from which is exempt from regular federal and Minnesota income taxes.	<i>Principal Investment Strategy:</i> As a fundamental policy, under normal circumstances, the Fund will invest at least 80% of its Assets⁽¹⁾ in municipal securities and other related investments the income from which is exempt from regular federal and Virginia income taxes.	<i>Principal Investment Strategy:</i> As a fundamental investment policy, under normal circumstances, the Fund will invest at least 80% of its Assets⁽¹⁾ in municipal securities and other related investments, the income from which is exempt from regular federal income taxes.	The Acquiring Fund is a national municipal bond fund, while the Target Funds are state-specific municipal bond funds.
<i>Credit Quality:</i> Under normal circumstances, the Fund will invest at least 80% of its Managed Assets⁽²⁾ in securities that at the time of investment are investment grade quality. A security is considered investment grade quality if it is rated within the four highest letter grades (Baa or BBB or better) by at least one nationally recognized statistical rating organization that rates such security (even if it is rated lower by another), or if it is unrated by any nationally recognized statistical rating organization ("NRSRO") but judged to be of comparable quality by the Fund's sub-adviser. Under normal circumstances, the Fund may invest up to 20% of its Managed Assets in municipal securities that at the time of investment are rated below investment grade or are unrated by any NRSRO but judged to be of comparable quality by the Fund's sub-adviser. Under normal circumstances, no more than 10% of the Fund's Managed Assets may be invested in municipal securities rated below B3/B- by all NRSROs that rate the security or that are unrated but judged to be of comparable quality by the Fund's sub-adviser.	<i>Credit Quality:</i> Under normal circumstances, the Fund will invest at least 80% of its Managed Assets⁽²⁾ in securities that at the time of investment are investment grade quality. A security is considered investment grade quality if it is rated within the four highest letter grades (Baa or BBB or better) by at least one nationally recognized statistical rating organization that rates such security (even if it is rated lower by another), or if it is unrated by any NRSRO but judged to be of comparable quality by the Fund's sub-adviser. Under normal circumstances, the Fund may invest up to 20% of its Managed Assets in municipal securities that at the time of investment are rated below investment grade or are unrated by any NRSRO but judged to be of comparable quality by the Fund's sub-adviser. Under normal circumstances, no more than 10% of the Fund's Managed Assets may be invested in municipal securities rated below B3/B- or that are unrated but judged to be of comparable quality by the Fund's sub-adviser.	<i>Credit Quality:</i> As a non-fundamental investment policy, under normal circumstances, the Fund may invest up to 55% of its Managed Assets⁽²⁾ in securities that, at the time of investment, are rated below the three highest grades (Baa or BBB or lower) by at least one nationally recognized statistical rating organization or are unrated but judged to be of comparable quality by the Fund's sub-adviser.	The Acquiring Fund is permitted to allocate a greater percentage of its portfolio to lower rated municipal securities than the Target Funds.

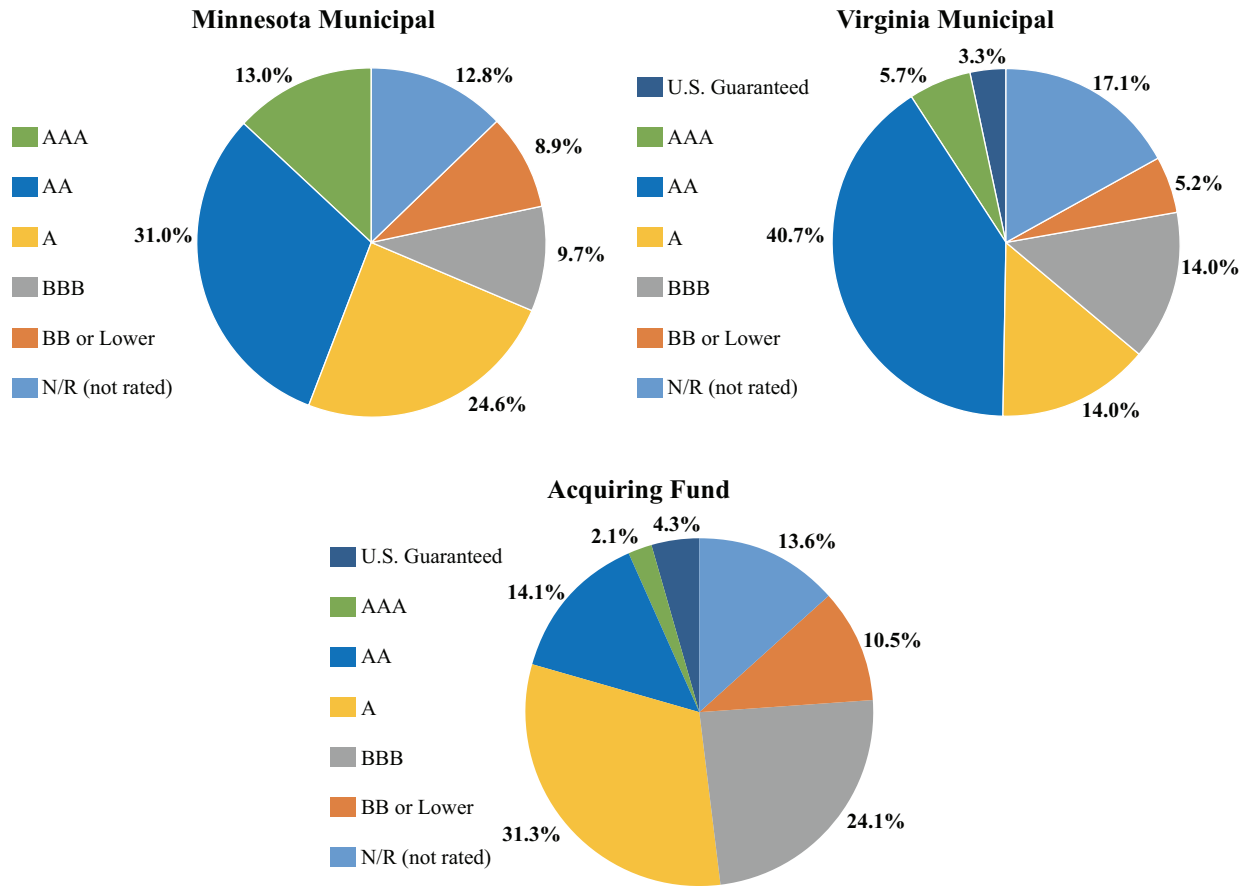
Minnesota Municipal	Virginia Municipal	Acquiring Fund	Differences
<i>Alternative Minimum Tax Policy:</i>	<i>Alternative Minimum Tax Policy:</i>	<i>Alternative Minimum Tax Policy:</i>	
The Fund may invest up to 20% of its Managed Assets in municipal securities that pay interest that is taxable under the federal alternative minimum tax.	The Fund may invest up to 20% of its Managed Assets in municipal securities that pay interest that is taxable under the federal alternative minimum tax.	The Fund may invest up to 20% of its Managed Assets in municipal securities that pay interest that is taxable under the federal alternative minimum tax.	Identical.
<i>Leverage</i>	<i>Leverage</i>	<i>Leverage</i>	
The Fund uses leverage to pursue its investment objectives. The Fund may use leverage to the extent permitted by the 1940 Act. The Fund may source leverage through the use of the issuance of “senior securities” as defined under the 1940 Act, which include (1) borrowings, including loans from financial institutions; (2) issuance of debt securities; and (3) issuance of preferred shares. Additionally, the Fund may use certain derivatives and other financing investments that have the economic effect of leverage by creating additional investment exposures, such as investments in inverse floating rate securities and reverse repurchase agreements. The amounts and sources of leverage will vary depending on market conditions. The Fund may invest up to 15% of its Managed Assets in inverse floating rate securities.	The Fund uses leverage to pursue its investment objectives. The Fund may source leverage through a number of methods. The Fund is limited by certain fundamental investment restrictions and may only issue senior securities that are preferred shares, subject to certain exceptions. Additionally, the Fund may use certain derivatives and other financing investments that have the economic effect of leverage by creating additional investment exposures, such as investments in inverse floating rate securities and reverse repurchase agreements. The amount and sources of leverage will vary depending on market conditions. The Fund may invest up to 15% of its Managed Assets in inverse floating rate securities.	The Fund uses leverage to pursue its investment objectives. The Fund may source leverage through the issuance of “senior securities” as defined under the 1940 Act, which include (1) borrowings, including loans from financial institutions; (2) the issuance of debt securities; and (3) the issuance of preferred shares. However, the Fund’s use of borrowings which may include reverse repurchase agreements) and issuance of debt securities for leverage is limited by certain fundamental investment restrictions. In addition, the Fund may also use certain derivatives and other financing instruments that have the economic effect of leverage by creating additional investment exposures, such as investments in inverse floating rate securities. The amount and sources of leverage will vary depending on market conditions. The Fund may invest up to 15% of its Managed Assets in inverse floating rate securities.	Substantially Similar.
<i>Illiquid Securities:</i>	<i>Illiquid Securities:</i>	<i>Illiquid Securities:</i>	
The Fund may invest in illiquid securities (i.e., securities that are not readily marketable), including, but not limited to, restricted securities (securities the disposition of which is restricted under the federal securities laws), securities that may be resold only pursuant to Rule 144A under the Securities Act of 1933, as amended (the “1933 Act”), and repurchase agreements with maturities in excess of seven days.	The Fund may invest in illiquid securities (i.e., securities that are not readily marketable), including, but not limited to, restricted securities (securities the disposition of which is restricted under the federal securities laws), securities that may be resold only pursuant to Rule 144A under the 1933 Act, and repurchase agreements with maturities in excess of seven days.	The Fund may invest in illiquid securities (i.e., securities that are not readily marketable), including, but not limited to, restricted securities (securities the disposition of which is restricted under the federal securities laws), securities that may be resold only pursuant to Rule 144A under the 1933 Act, and repurchase agreements with maturities in excess of seven days.	Identical.

Minnesota Municipal	Virginia Municipal	Acquiring Fund	Differences
<i>Other Investment Companies:</i>	<i>Other Investment Companies:</i>	<i>Other Investment Companies:</i>	
The Fund may invest in securities of other open- or closed-end investment companies (including ETFs) that invest primarily in municipal securities of the types in which the Fund may invest directly, to the extent permitted by the 1940 Act, the rules and regulations issued thereunder and applicable exemptive orders issued by the SEC.	The Fund may invest in securities of other open- or closed-end investment companies (including ETFs) that invest primarily in municipal securities of the types in which the Fund may invest directly, to the extent permitted by the 1940 Act, the rules and regulations issued thereunder and applicable exemptive orders issued by the SEC.	The Fund may invest in securities of other open- or closed-end investment companies (including ETFs) that invest primarily in municipal securities of the types in which the Fund may invest directly, to the extent permitted by the 1940 Act, the rules and regulations issued thereunder and applicable exemptive orders issued by the SEC. In addition, the Fund may invest a portion of its Managed Assets in pooled investment vehicles (other than investment companies) that invest primarily in municipal securities of the types in which the Fund may invest directly.	Substantially Similar. The Acquiring Fund is able to invest in additional forms of investment vehicles.
<i>Weighted Average Maturity Policy:</i>	<i>Weighted Average Maturity Policy:</i>	<i>Weighted Average Maturity Policy:</i>	
The Fund will generally maintain an investment portfolio with an overall weighted average maturity of greater than 10 years.	The Fund will generally maintain an investment portfolio with an overall weighted average maturity of greater than 10 years.	The Fund will generally maintain an investment portfolio with an overall weighted average maturity of greater than 10 years.	Identical.
<i>Use of Derivatives:</i>	<i>Use of Derivatives:</i>	<i>Use of Derivatives:</i>	
The Fund may enter into certain derivative instruments in pursuit of its investment objectives, including to seek to enhance return, to hedge certain risks of its investments in municipal securities or as a substitute for a position in the underlying asset. Such instruments include financial futures contracts, swap contracts (including interest rate swaps, credit default swaps and Municipal Market Data Rate Locks (“MMD Rate Locks”)), options on financial futures, options on swap contracts or other derivative instruments.	The Fund may enter into certain derivative instruments in pursuit of its investment objectives, including to seek to enhance return, to hedge certain risks of its investments in municipal securities or as a substitute for a position in the underlying asset. Such instruments include financial futures contracts, swap contracts (including interest rate swaps, credit default swaps and MMD Rate Locks), options on financial futures, options on swap contracts or other derivative instruments.	Under normal circumstances, the Fund may not enter into a futures contract or related options or forward contracts if more than 30% of the Fund’s Managed Assets would be represented by futures contracts or more than 5% of the Fund’s Managed Assets would be committed to initial margin deposits and premiums on futures contracts or related options. The Fund may enter into certain derivative instruments in pursuit of its investment objectives, including to seek to enhance return, to hedge certain risks of its investments in municipal securities or as a substitute for a position in the underlying asset. Such instruments include financial futures contracts, swap contracts (including interest rate swaps, credit default swaps and MMD Rate Locks), options on financial futures, options on swap contracts or other derivative instruments.	The Acquiring Fund has a more restrictive policy in relation to certain derivative strategies.

Minnesota Municipal	Virginia Municipal	Acquiring Fund	Differences
<i>Temporary Defensive Periods:</i>	<i>Temporary Defensive Periods:</i>	<i>Temporary Defensive Periods:</i>	
During temporary defensive periods (e.g., times when, in the Fund's investment adviser's and/or the Fund's sub-adviser's opinion, temporary imbalances of supply and demand or other temporary dislocations in the tax-exempt bond market adversely affect the price at which intermediate-term municipal securities are available), the Fund may invest up to 100% of its net assets in cash or cash equivalents, short-term investments or municipal bonds and deviate from its investment policies including the Fund's 80% names rule policy.	During temporary defensive periods (e.g., times when, in the Fund's investment adviser's and/or the Fund's sub-adviser's opinion, temporary imbalances of supply and demand or other temporary dislocations in the tax-exempt bond market adversely affect the price at which intermediate-term municipal securities are available), the Fund may invest up to 100% of its net assets in cash or cash equivalents, short-term investments or municipal bonds and deviate from its investment policies including the Fund's 80% names rule policy.	During temporary defensive periods (e.g., times when, in the Fund's investment adviser's and/or the Fund's sub-adviser's opinion, temporary imbalances of supply and demand or other temporary dislocations in the tax-exempt bond market adversely affect the price at which long-term or intermediate-term municipal securities are available), and in order to keep the Fund's cash fully invested, the Fund may invest any percentage of its Managed Assets in short-term investments including high quality, short-term debt securities that may be either tax-exempt or taxable.	Substantially similar.

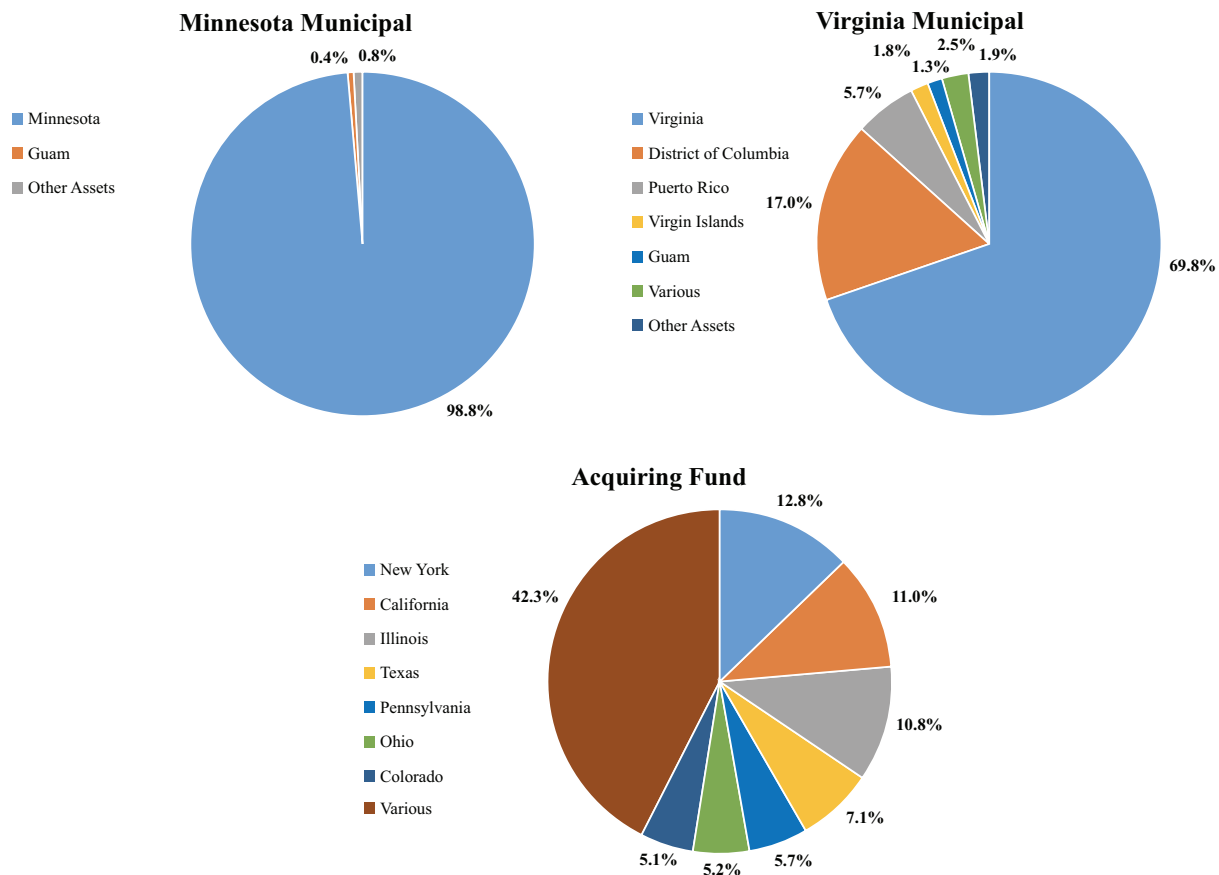
- (1) Each Fund defines "Assets" as the net assets of the Fund plus the amount of any borrowing for investment purposes.
- (2) Each Fund defines "Managed Assets" as the total assets of the Fund, minus the sum of its accrued liabilities (other than Fund liabilities incurred for the express purpose of creating leverage). Total assets for this purpose shall include assets attributable to the Fund's use of leverage (whether or not those assets are reflected in the Fund's financial statements for purposes of generally accepted accounting principles), and derivatives will be valued at their market value.

Credit Quality. A comparison of the credit quality (as a percentage of total investment exposure, which includes the leveraged effect of the Funds' investments in inverse floating rate securities of tender option bond trusts) of the portfolios of each Target Fund and the Acquiring Fund, as of March 31, 2026, is set forth below.



- (1) Rating shown are the highest rating given by one of the following nationally recognized statistical rating organizations: S&P Global Ratings, Moody's Ratings or Fitch Ratings, Inc. Credit ratings are subject to change. AAA, AA, A, and BBB are investment-grade ratings; BB or lower are below investment-grade ratings. Certain bonds backed by U.S. government or agency securities are regarded as having an implied rating equal to the rating of such securities. Holdings designated N/R are not rated by these national rating agencies.
- (2) Ratings shown are the lowest rating given by one of the following nationally recognized statistical rating organizations: S&P Global Ratings, Moody's Ratings or Fitch Ratings, Inc. Credit ratings are subject to change. AAA, AA, A, and BBB are investment-grade ratings; BB or lower are below investment-grade ratings. Certain bonds backed by U.S. government or agency securities are regarded as having an implied rating equal to the rating of such securities. Holdings designated N/R are not rated by these national rating agencies.

State Allocation. A comparison of the state allocation (as a percentage of total investment exposure, which includes the leveraged effect of the Funds' investments in inverse floating rate securities of tender option bond trusts) of the respective portfolios of each Target Fund and the Acquiring Fund, as of March 31, 2026, is set forth below.



Leverage. Each Fund may issue preferred shares and may utilize inverse floating rate securities, reverse repurchase agreements (effectively, a secured borrowing) and borrowings (subject to investment restrictions). Each Fund currently employs leverage through the issuance of preferred shares and for Virginia Municipal and the Acquiring Fund, the use of inverse floating rate securities. In addition, each Fund may use derivatives and other portfolio instruments that have the economic effect of leverage. Certain important ratios related to each Fund's use of leverage for the last three fiscal years for which published financial statements are available are set forth below:

Minnesota Municipal		2025	2024	2023
Asset Coverage Ratio ⁽¹⁾		240.24%	244.56%	246.60%
Structural Leverage Ratio ⁽²⁾		41.63%	40.89%	40.55%
Effective Leverage Ratio ⁽³⁾		41.63%	40.89%	40.55%
Virginia Municipal		2025	2024	2023
Asset Coverage Ratio ⁽¹⁾		260.36%	270.34%	271.20%
Structural Leverage Ratio ⁽²⁾		38.41%	36.99%	36.87%
Effective Leverage Ratio ⁽³⁾		41.72%	40.26%	40.37%
Acquiring Fund		2025	2024	2023
Asset Coverage Ratio ⁽¹⁾		289.00%	298.57%	275.77%
Structural Leverage Ratio ⁽²⁾		34.60%	33.49%	36.26%
Effective Leverage Ratio ⁽³⁾		40.24%	39.42%	42.40%

- (1) A Fund's asset coverage ratio is defined under the 1940 Act as the ratio that the value of the total assets of the Fund, less all liabilities and indebtedness not represented by preferred shares or senior securities representing indebtedness, bears to the aggregate amount of preferred shares and senior securities representing indebtedness issued by the Fund.

- (2) Structural leverage consists of preferred shares issued by or borrowings of a Fund. Both of these are part of a Fund's capital structure. A Fund, however, may from time to time borrow on a typically transient basis in connection with its day-to-day operations, primarily in connection with the need to settle portfolio trades. Such incidental borrowings are excluded from the calculation of a Fund's structural leverage and effective leverage ratios.
- (3) Effective leverage is a Fund's effective economic leverage, and includes both structural leverage and the leverage effects of certain derivative and other financing transactions in a Fund's portfolio that increase the Fund's investment exposure. Tender Option Bond (TOB) inverse floater holdings are included in effective leverage values, in addition to any structural leverage.

Board Members and Officers. The Acquiring Fund and the Target Funds have the same Board Members and officers. The management of each Fund, including general oversight of the duties performed by the Fund's investment adviser under an investment management agreement between the investment adviser and such Fund (each, an "Investment Management Agreement"), is the responsibility of its Board. Each Fund currently has twelve (12) Board Members, each of whom is not considered an "interested person," as defined in the 1940 Act.

Pursuant to each Fund's by-laws, the Board of the Fund is divided into three classes (Class I, Class II and Class III) with staggered multi-year terms, such that only the members of one of the three classes stand for election each year; provided, however, that holders of preferred shares are entitled as a class to elect two Board Members at all times. The staggered board structure could delay for up to two years the election of a majority of the Board of each Fund. To the extent that one or more preferred shareholders owns, holds or controls, individually or in aggregate, all or a significant portion of a series of a Fund's outstanding preferred shares, a few holders could exert influence on the selection of the Board as a result of the requirement that holders of preferred shares be entitled to elect two Board Members at all times. The Acquiring Fund's board structure will remain in place following the closing of the Mergers.

Investment Adviser. Nuveen Fund Advisors, LLC (previously defined as "Nuveen Fund Advisors" or the "Adviser") is the investment adviser to each Fund and is responsible for overseeing each Fund's overall investment strategy, including the use of leverage, and its implementation. Nuveen Fund Advisors also is responsible for the ongoing monitoring of any sub-adviser to the Funds, managing each Fund's business affairs and providing certain clerical, bookkeeping and other administrative services to the Funds. Nuveen Fund Advisors is located at 333 West Wacker Drive, Chicago, Illinois 60606.

Nuveen Fund Advisors, a registered investment adviser, is a subsidiary of Nuveen, LLC ("Nuveen"), the investment management arm of Teachers Insurance and Annuity Association of America ("TIAA"). TIAA is a life insurance company founded in 1918 by the Carnegie Foundation for the Advancement of Teaching and is the companion organization of College Retirement Equities Fund. As of March 31, 2026, Nuveen managed approximately \$1.4 trillion in assets, of which approximately \$157.2 billion was managed by Nuveen Fund Advisors.

Unless earlier terminated as described below, each Fund's Investment Management Agreement with Nuveen Fund Advisors will remain in effect until August 1, 2027. Each Investment Management Agreement continues in effect from year to year so long as such continuation is approved at least annually by: (1) the Board or the vote of a majority of the outstanding voting securities of the Fund; and (2) a majority of the Board Members who are not interested persons of any party to the Investment Management Agreement, cast in person at a meeting called for the purpose of voting on such approval. Each Investment Management Agreement may be terminated at any time, without penalty, by either the Fund or Nuveen Fund Advisors upon 60 days' written notice and is automatically terminated in the event of its assignment, as defined in the 1940 Act.

Pursuant to each Investment Management Agreement, each Fund has agreed to pay an annual management fee for the overall advisory and administrative services and general office facilities provided by Nuveen Fund Advisors. Each Fund's management fee consists of two components—a complex-level fee, based on the aggregate amount of all eligible fund assets of Nuveen-branded closed- and open-end registered investment companies organized in the United States, and a specific fund-level fee, based only on the amount of assets of such Fund. This pricing structure enables the Funds' shareholders to benefit from growth in assets within each individual Fund as well as from growth of complex-wide assets managed by Nuveen Fund Advisors.

For Minnesota Municipal's and Virginia Municipal's fiscal year ended May 31, 2025 and the Acquiring Fund's fiscal year ended October 31, 2025, the effective management fee rates, expressed as a percentage of average total daily managed assets (including assets attributable to leverage), were 0.61%, 0.60% and 0.60%, respectively.

The annual fund-level fee rate for each Fund, payable monthly, is calculated according to the following schedules:

Current Fund-Level Fee Schedules for the Funds

Target Funds	
Average Total Daily Managed Assets*	Annual Fee Rate
For the first \$125 million	0.4500%
For the next \$125 million	0.4375%
For the next \$250 million	0.4250%
For the next \$500 million	0.4125%
For the next \$1 billion	0.4000%
For the next \$3 billion	0.3750%
For managed assets over \$5 billion	0.3625%

Acquiring Fund	
Average Total Daily Managed Assets*	Annual Fee Rate
For the first \$125 million	0.5000%
For the next \$125 million	0.4875%
For the next \$250 million	0.4750%
For the next \$500 million	0.4625%
For the next \$1 billion	0.4500%
For the next \$3 billion	0.4250%
For managed assets over \$5 billion	0.4125%

* For this purpose, managed assets means the total assets of the Fund, minus the sum of its accrued liabilities (other than Fund liabilities incurred for the express purpose of creating leverage). Total assets for this purpose shall include assets attributable to the Fund's use of effective leverage (whether or not those assets are reflected in the Fund's financial statements for purposes of U.S. generally accepted accounting principles).

The management fee compensates the Adviser for overall investment advisory and administrative services and general office facilities. Each Fund pays all of its other costs and expenses of its operations, including compensation of its Board Members (other than those affiliated with the Adviser), custodian, transfer agency and dividend disbursing expenses, legal fees, expenses of independent auditors, expenses of repurchasing shares, expenses of issuing any preferred shares, expenses of preparing, printing and distributing shareholder reports, notices, proxy statements and reports to governmental agencies, listing fees and taxes, if any.

Each Fund also pays a complex-level fee to Nuveen Fund Advisors, which is payable monthly and is in addition to the fund-level fee. The complex-level fee is based on the aggregate daily amount of eligible assets for all Nuveen-branded closed- and open-end registered investment companies organized in the United States, as stated in the table below. As of May 31, 2026, the complex-level fee rate for each Fund was 0.1545%.

The annual complex-level fee for each Fund, payable monthly, is calculated by multiplying the current complex-wide fee rate, determined according to the following schedule by a Fund's daily managed assets:

Complex-Level Fee Rates

<u>Complex-Level Managed Asset Breakpoint Level*</u>	<u>Effective Rate at Breakpoint Level</u>
For the first \$124.3 billion	0.1600%
For the next \$75.7 billion	0.1350%
For the next \$200 billion	0.1325%
For eligible assets over \$400 billion	0.1300%

* The complex-level fee is calculated based upon the aggregate daily “eligible assets” of all Nuveen-branded closed-end funds and Nuveen branded open-end funds (“Nuveen Mutual Funds”). Except as described below, eligible assets include the assets of all Nuveen-branded closed-end funds and Nuveen Mutual Funds organized in the United States. Eligible assets do not include the net assets of: Nuveen fund-of-funds, Nuveen money market funds, Nuveen index funds, Nuveen Large Cap Responsible Equity Fund or Nuveen Life Large Cap Responsible Equity Fund. In addition, eligible assets include a fixed percentage of the aggregate net assets of the active equity and fixed income Nuveen Mutual Funds advised by the Adviser’s affiliate, Teachers Advisors, LLC (except those identified above). The fixed percentage will increase annually until May 1, 2033, at which time eligible assets will include all of the aggregate net assets of the active equity and fixed income Nuveen Mutual Funds advised by Teachers Advisors, LLC (except those identified above). Eligible assets include closed-end fund assets managed by the Adviser that are attributable to financial leverage. For these purposes, financial leverage includes the closed-end funds’ use of preferred stock and borrowings and certain investments in the residual interest certificates (also called inverse floating rate securities) in tender option bond (TOB) trusts, including the portion of assets held by a TOB trust that has been effectively financed by the trust’s issuance of floating rate securities, subject to an agreement by the Adviser as to certain funds to limit the amount of such assets for determining eligible assets in certain circumstances.

Sub-Adviser. Nuveen Fund Advisors has selected its wholly owned subsidiary, Nuveen Asset Management, LLC (“Nuveen Asset Management” or the “Sub-Adviser”), located at 333 West Wacker Drive, Chicago, Illinois 60606, to serve as the sub-adviser to each of the Funds pursuant to a sub-advisory agreement between Nuveen Fund Advisors and Nuveen Asset Management (the “Sub-Advisory Agreement”). Nuveen Asset Management, a registered investment adviser, oversees day-to-day operations and manages the investment of the Funds’ assets on a discretionary basis, subject to the supervision of Nuveen Fund Advisors. Pursuant to each Sub-Advisory Agreement, Nuveen Asset Management is compensated for the services it provides to the Funds with a portion of the management fee Nuveen Fund Advisors receives from each Fund. Nuveen Fund Advisors and Nuveen Asset Management retain the right to reallocate investment advisory responsibilities and fees between themselves in the future.

For the services provided pursuant to Minnesota Municipal’s, Virginia Municipal’s and the Acquiring Fund’s Sub-Advisory Agreements, Nuveen Fund Advisors pays Nuveen Asset Management a portfolio management fee, payable monthly, equal to 38.4615%, 38.4615% and 42.8572%, respectively, of the management fee (net of applicable breakpoints, waivers and reimbursements) paid by the Funds to Nuveen Fund Advisors.

A discussion of the basis for the Board’s most recent approval of the current Investment Management Agreement and Sub-Advisory Agreement for Minnesota Municipal will be included in Minnesota Municipal’s Annual Report for the fiscal year ended May 31, 2026. A discussion of the basis for the Board’s most recent approval of the current Investment Management Agreement and Sub-Advisory Agreement for Virginia Municipal will be included in Virginia Municipal’s Annual Report for the fiscal year ended May 31, 2026. A discussion of the basis for the Board’s most recent approval of the current Investment Management Agreement and Sub-Advisory Agreement for the Acquiring Fund will be included in the Acquiring Fund’s Semi-Annual Report for the semi-annual period ended April 30, 2026.

Portfolio Management. Subject to the supervision of Nuveen Fund Advisors, Nuveen Asset Management is responsible for execution of specific investment strategies and day-to-day investment operations. Nuveen Asset Management manages the portfolio of each Fund using a team of analysts and a portfolio manager that focuses on a specific group of funds. Michael S. Hamilton and Stephen J. Candido, CFA, are the portfolio managers of each Target Fund and Scott R. Romans, PhD, and Kristen M. DeJong, CFA, are the portfolio managers of the Acquiring Fund. Additional information regarding the portfolio managers’ compensation, other accounts managed and ownership of securities is contained in the Merger SAI. Mr. Hamilton and Mr. Candido assumed

portfolio management responsibility for Minnesota Municipal in October 2023. Mr. Candido assumed portfolio management responsibility for Virginia Municipal in April 2023 and Mr. Hamilton assumed portfolio management responsibility for Virginia Municipal in October 2023. Mr. Romans assumed portfolio management responsibility for the Acquiring Fund in April 2016 and Ms. DeJong assumed portfolio management responsibility for the Acquiring Fund in October 2023. Scott R. Romans, PhD, and Kristen M. DeJong, CFA, will manage the combined fund upon completion of the Mergers.

Michael S. Hamilton, Managing Director, manages tax-exempt fixed income portfolios for Nuveen. He began working in the investment industry when he joined the firm in 1989, as a fixed-income fund manager and trader. He became a portfolio manager in 1992. He received a B.A. from the College of Idaho and an M.B.A. from Western Washington University. He is a member of the CFA Institute and the Portland Society of Financial Analysts.

Stephen J. Candido, CFA, Managing Director at Nuveen Asset Management, is a portfolio manager for high yield municipal strategies at Nuveen, managing high yield funds and institutional accounts. He also has responsibility for tax-exempt open-end funds and closed-end funds that allocate to both investment grade and high yield municipals. Mr. Candido started working in the investment industry in 1996 when he joined Nuveen in the Unit Trust Division. Prior to his current role, he was a vice president and senior research analyst specializing in high yield sectors including land secured credits, project finance and housing. Mr. Candido was also an assistant vice president for Nuveen's Global Structured Products team beginning in 2005. He also served as the manager of the Fixed Income Unit Trust Product Management and Pricing Group starting in 2001 and prior to that held positions as an equity research analyst and fixed income pricing analyst. Mr. Candido graduated with a B.S. in Finance from Miami University and an M.B.A. in Finance from the University of Illinois at Chicago. He holds the Chartered Financial Analyst designation and is a member of the CFA Institute and the CFA Society of Chicago.

Scott R. Romans, PhD, Managing Director of Nuveen Asset Management, is responsible for managing several state-specific, tax-exempt portfolios, including the California Municipal Bond and the New York Municipal Bond strategies. He also serves as portfolio manager for a number of closed-end funds. Before moving to his portfolio management role in 2003, he was a senior research analyst in the firm's tax-exempt fixed income department, specializing in the education sector. He holds an undergraduate degree from the University of Pennsylvania, an M.S.F. from the Illinois Institute of Technology Stuart School of Business, and an MA and PhD from the University of Chicago.

Kristen M. DeJong, CFA, Managing Director at Nuveen Asset Management, is a portfolio manager responsible for managing taxable municipal fixed income strategies for customized institutional portfolios and closed-end funds. She began her career in the investment industry in 2005 and joined the firm in 2008. Prior to her current role, she served as senior research analyst for Nuveen's municipal fixed income team, responsible for conducting credit analysis and providing trade recommendations for separately managed accounts. Previously, she worked as a research associate at Nuveen in the wealth management services area, where she provided research and developed reports on various topics involving retirement, tax and investment planning. Before joining Nuveen, she was a financial advisor at Ameriprise Financial. She received her B.S. in Business from Miami University. Ms. DeJong holds the Chartered Financial Analyst designation and is a member of the CFA Institute and the CFA Society of Chicago.

Comparative Risk Information

Risk is inherent in all investing. Investing in the Funds involves risk, including the risk that you may receive little or no return on your investment or that you may even lose part or all of your investment. An investment in the Funds is not a deposit of a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Before you invest in a Fund, you should consider its principal risks.

Because each Fund invests primarily in municipal securities and other investments the income from which is exempt from regular federal income tax, the principal risks of an investment in each Fund are similar.

However, there are differences between the Funds' investment policies that may affect their comparative risk profiles. The Target Funds are subject to single-state risk, while the Acquiring Fund is not. Due to differences between the Target Funds' policies on credit quality and those of the Acquiring Fund, an investment in the Acquiring Fund may be subject to credit risk and below investment grade risk to a greater degree than an investment in a Target Fund.

The principal risks of investing in the Acquiring Fund are described in more detail below. See "B. Risk Factors."

Comparative Expense Information

The purpose of the Comparative Fee Tables is to assist you in understanding the various costs and expenses of investing in common shares of the Funds. The information in the tables reflects the fees and expenses of the Funds for the twelve-month period ended March 31, 2026 and the pro forma fees and expenses of the combined fund following the Mergers for the same period assuming both Mergers are completed and for each Merger separately.

The value of the assets of the Funds will vary based on market conditions and other factors and may vary significantly during volatile market conditions. The figures in the Examples are not necessarily indicative of past or future expenses, and actual expenses may be greater or less than those shown. The Funds' actual rates of return may be greater or less than the hypothetical 5% annual return shown in the Examples.

1. Comparative Fee Table—Mergers of Both Minnesota Municipal and Virginia Municipal

	Minnesota Municipal	Virginia Municipal	Acquiring Fund	Combined Fund Pro Forma ⁽¹⁾
Annual Expenses (as a percentage of net assets attributed to common shares)				
Management Fees	1.03%	1.00%	1.01%	1.01%
Fees on Preferred Shares and Interest and Related Expenses from Inverse Floaters ⁽²⁾	2.50%	2.47%	2.42%	2.39%
Other Expenses	0.26%	0.16%	0.07%	0.07% ⁽³⁾
Total Annual Expenses	<u>3.79%</u>	<u>3.63%</u>	<u>3.50%</u>	<u>3.47%</u>

(1) Assumes the redemption of preferred shares in the amounts set forth in the capitalization table and investment in inverse floating rate securities of tender option bond trusts to replace them. Such amounts may change prior to the closing date. Please see "C. Information About the Mergers—Capitalization" beginning on page 37.

(2) Fees on preferred shares assume annual dividends paid and amortization of offering costs for AMTP, MFP and VRDP Shares, where applicable, and annual liquidity and remarketing fees for Series 3 VRDP Shares for the Acquiring Fund. The MFP Shares of the Acquiring Fund, the AMTP Shares of Minnesota Municipal, and the Series 1 VRDP Shares of Virginia Municipal and the Series 1 and Series 2 VRDP Shares of the Acquiring Fund, which currently are in a Special Rate Period, currently do not incur liquidity or remarketing fees. Interest and Related Expenses from Inverse Floaters include interest expense attributable to inverse floating rate securities regardless of how such securities are treated for financial statement purposes. The actual fees on preferred shares and interest and related expenses from inverse floaters incurred in the future may be higher or lower. If short-term market interest rates rise in the future, and if the Funds continue to maintain leverage, the cost of which is tied to short-term interest rates, the Funds' interest expense can be expected to rise in tandem. The Funds' use of leverage will increase the amount of management fees paid to the Adviser and the Sub-Adviser.

(3) Other Expenses are estimated based on actual expenses from the prior fiscal reporting period.

Example: The following examples illustrate the expenses that a common shareholder would pay on a \$1,000 investment that is held for the time periods provided in the table. The examples assume that all dividends and other distributions are reinvested and that Total Annual Expenses remain the same. The examples also assume a 5% annual return. The examples should not be considered a representation of future expenses. Actual expenses may be greater or lesser than those shown.

	1 Year	3 Years	5 Years	10 Years
Minnesota Municipal	\$38	\$116	\$195	\$403
Virginia Municipal	\$37	\$111	\$188	\$389
Acquiring Municipal	\$35	\$107	\$182	\$377
Combined Fund Pro Forma	\$35	\$107	\$180	\$375

2. Comparative Fee Table—Merger of Minnesota Municipal Only

	Minnesota Municipal	Acquiring Fund	Combined Fund Pro Forma ⁽¹⁾
Annual Expenses (as a percentage of net assets attributed to common shares)			
Management Fees	1.03%	1.01%	1.01%
Fees on Preferred Shares and Interest and Related Expenses from Inverse Floaters ⁽²⁾	2.50%	2.42%	2.42%
Other Expenses	0.26%	0.07%	0.06% ⁽³⁾
Total Annual Expenses	<u>3.79%</u>	<u>3.50%</u>	<u>3.49%</u>

- (1) Assumes the redemption of preferred shares in the amounts set forth in the capitalization table and investment in inverse floating rate securities of tender option bond trusts to replace them. Such amounts may change prior to the closing date. Please see “C. Information About the Mergers—Capitalization” beginning on page 37.
- (2) Fees on preferred shares assume annual dividends paid and amortization of offering costs for AMTP, MFP and VRDP Shares, where applicable, and annual liquidity and remarketing fees for Series 3 VRDP Shares for the Acquiring Fund. The MFP Shares of the Acquiring Fund and the Series 1 and Series 2 VRDP Shares of the Acquiring Fund, which currently are in a Special Rate Period, currently do not incur liquidity or remarketing fees. Interest and Related Expenses from Inverse Floaters include interest expense attributable to inverse floating rate securities regardless of how such securities are treated for financial statement purposes. The actual fees on preferred shares and interest and related expenses from inverse floaters incurred in the future may be higher or lower. If short-term market interest rates rise in the future, and if the Funds continue to maintain leverage, the cost of which is tied to short-term interest rates, the Funds’ interest expense can be expected to rise in tandem. The Funds’ use of leverage will increase the amount of management fees paid to the Adviser and the Sub-Adviser.
- (3) Other Expenses are estimated based on actual expenses from the prior fiscal reporting period.

Example: The following examples illustrate the expenses that a common shareholder would pay on a \$1,000 investment that is held for the time periods provided in the table. The examples assume that all dividends and other distributions are reinvested and that Total Annual Expenses remain the same. The examples also assume a 5% annual return. The examples should not be considered a representation of future expenses. Actual expenses may be greater or lesser than those shown.

	1 Year	3 Years	5 Years	10 Years
Minnesota Municipal	\$38	\$116	\$195	\$403
Acquiring Municipal	\$35	\$107	\$182	\$377
Combined Fund Pro Forma	\$35	\$107	\$181	\$377

3. Comparative Fee Table—Merger of Virginia Municipal Only

	Virginia Municipal	Acquiring Fund	Combined Fund Pro Forma ⁽¹⁾
Annual Expenses (as a percentage of net assets attributable to common shares)			
Management Fees	1.00%	1.01%	1.01%
Fees on Preferred Shares and Interest and Related Expenses from Inverse Floaters ⁽²⁾	2.47%	2.42%	2.40%
Other Expenses	0.16%	0.07%	0.06% ⁽³⁾
Total Annual Expenses	<u>3.63%</u>	<u>3.50%</u>	<u>3.47%</u>

- (1) Assumes the redemption of preferred shares in the amounts set forth in the capitalization table and investment in inverse floating rate securities of tender option bond trusts to replace them. Such amounts may change prior to the closing date. Please see “C. Information About the Mergers—Capitalization” beginning on page 37.
- (2) Fees on preferred shares assume annual dividends paid and amortization of offering costs for MFP and VRDP Shares, where applicable, and annual liquidity and remarketing fees for Series 3 VRDP Shares for the Acquiring Fund. The MFP Shares of the Acquiring Fund, and the Series 1 VRDP Shares of Virginia Municipal and the Series 1 and Series 2 VRDP Shares of the Acquiring Fund, which currently are in a Special Rate Period, currently do not incur liquidity or remarketing fees. Interest and Related Expenses from Inverse Floaters include interest expense attributable to inverse floating rate securities regardless of how such securities are treated for financial statement purposes. The actual fees on preferred shares and interest and related expenses from inverse floaters incurred in the future may be higher or lower. If short-term market interest rates rise in the future, and if the Funds continue to maintain leverage, the cost of which is tied to short-term interest rates, the Funds’ interest expense can be expected to rise in tandem. The Funds’ use of leverage will increase the amount of management fees paid to the Adviser and the Sub-Adviser.
- (3) Other Expenses are estimated based on actual expenses from the prior fiscal reporting period.

Example: The following examples illustrate the expenses that a common shareholder would pay on a \$1,000 investment that is held for the time periods provided in the table. The examples assume that all dividends and other distributions are reinvested and that Total Annual Expenses remain the same. The examples also assume a 5% annual return. The examples should not be considered a representation of future expenses. Actual expenses may be greater or lesser than those shown.

	1 Year	3 Years	5 Years	10 Years
Virginia Municipal	\$37	\$111	\$188	\$389
Acquiring Municipal	\$35	\$107	\$182	\$377
Combined Fund Pro Forma	\$35	\$107	\$180	\$375

Comparative Performance Information

Comparative total return performance for the Funds for periods ended March 31, 2026:

	Average Annual Total Return on Net Asset Value			Average Annual Total Return on Market Value		
	One Year	Five Years	Ten Years	One Year	Five Years	Ten Years
Minnesota Municipal	4.65%	-0.30%	1.88%	9.01%	1.39%	2.41%
Virginia Municipal	3.38%	-0.88%	1.69%	2.00%	-2.02%	2.26%
Acquiring Fund	3.29%	-0.43%	2.61%	7.62%	0.30%	3.73%

Average Annual Total Return on Net Asset Value is the combination of changes in common share net asset value (“NAV”), reinvested dividend income at NAV and reinvested capital gains distributions at NAV, if any. The last dividend declared in the period, which is typically paid on the first business day of the following month, is assumed to be reinvested at the ending NAV. The actual reinvestment price for the last dividend declared in the period may often be based on the Fund’s market price (and not its NAV), and therefore may be

different from the price used in the calculation. Average Annual Total Return on Market Value is the combination of changes in the market price per share and the effect of reinvested dividend income and reinvested capital gains distributions, if any, at the average price paid per share at the time of reinvestment. The last dividend declared in the period, which is typically paid on the first business day of the following month, is assumed to be reinvested at the ending market price. The actual reinvestment for the last dividend declared in the period may take place over several days, and in some instances it may not be based on the market price, so the actual reinvestment price may be different from the price used in the calculation. Past performance information is not necessarily indicative of future results.

B. RISK FACTORS

An investment in the Acquiring Fund may not be appropriate for all investors. The Acquiring Fund is not intended to be a complete investment program and, due to the uncertainty inherent in all investments, there can be no assurance that the Acquiring Fund will achieve its investment objectives. Investors should consider their long-term investment goals and financial needs when making an investment decision with respect to shares of the Acquiring Fund. An investment in the Acquiring Fund is intended to be a long-term investment, and you should not view the Fund as a trading vehicle. Your shares at any point in time may be worth less than your original investment, even after taking into account the reinvestment of Fund dividends and distributions, if applicable.

The principal risks of investing in the Acquiring Fund are described below. The risks and special considerations listed below should be considered by common shareholders of a Target Fund in their evaluation of the applicable Merger. While investment in the Target Funds is also generally subject to each of these principal risks, the shareholders of a Target Fund should also consider the following differences between the Funds' investment policies that may affect the comparative risk profile: (i) the Acquiring Fund may invest in municipal obligations of any U.S. state or territory, whereas each Target Fund invests primarily in municipal bonds of a specific state and are subject to economic, political and other risks of a single state, and (ii) a greater percentage of the Acquiring Fund's portfolio may be allocated to lower rated municipal securities relative to the amount permitted by the policies of each Target Fund, and investments in lower rated securities are subject to higher risks than investments in higher rated securities, including a higher risk that the issuer will be unable to pay interest or principal when due.

General Risks of Investing in the Acquiring Fund

Portfolio Level Risks:

Alternative Minimum Tax Risk. The Fund may invest in alternative minimum tax bonds ("AMT Bonds"). Therefore, a portion of the Fund's otherwise exempt-interest dividends may be taxable to those shareholders subject to the federal alternative minimum tax.

Below Investment Grade Risk. Municipal securities of below investment grade quality are regarded as having speculative characteristics with respect to the issuer's capacity to pay dividends or interest and repay principal, and may be subject to higher price volatility and default risk than investment grade municipal securities of comparable terms and duration. Issuers of lower grade municipal securities may be highly leveraged and may not have available to them more traditional methods of financing. The prices of these lower grade municipal securities are typically more sensitive to negative developments, such as a decline in the issuer's revenues or a general economic downturn. The secondary market for lower rated investments may not be as liquid as the secondary market for more highly rated municipal securities, a factor which may have an adverse effect on the Fund's ability to dispose of a particular municipal security. If a below investment grade municipal security goes into default, or its issuer enters bankruptcy, it might be difficult to sell that security in a timely manner at a reasonable price.

Call Risk. Municipal securities are subject to call risk. Municipal securities may be redeemed at the option of the issuer, or "called," before their stated maturity or redemption date. In general, an issuer will call its instruments if they can be refinanced by issuing new instruments that bear a lower interest rate. The Fund is subject to the possibility that during periods of falling interest rates, an issuer will call its high yielding municipal

securities. The Fund would then be forced to invest the unanticipated proceeds at lower interest rates, resulting in a decline in the Fund's income.

Credit Risk. Issuers of municipal securities in which the Fund may invest may default on their obligations, including to pay principal or interest when due. This non-payment would result in a reduction of income to the Fund, a reduction in the value of a municipal security experiencing non-payment and potentially a decrease in the NAV of the Fund. To the extent that the credit rating assigned to a municipal security in the Fund's portfolio is downgraded, the market price and liquidity of such security may be adversely affected.

Credit Spread Risk. Credit spread risk is the risk that credit spreads (i.e., the difference in yield between securities that is due to differences in their credit quality) may increase when the market believes that municipal securities generally have a greater risk of default. Increasing credit spreads may reduce the market values of the Fund's securities. Credit spreads often increase more for lower rated and unrated securities than for investment grade securities. In addition, when credit spreads increase, reductions in market value will generally be greater for longer-maturity securities.

Deflation Risk. Deflation risk is the risk that prices throughout the economy decline over time. Deflation may have an adverse effect on the creditworthiness of issuers and may make issuer default more likely, which may result in a decline in the value of the Fund's portfolio.

Derivatives Risk. The use of derivatives involves additional risks and transaction costs which could leave the Fund in a worse position than if it had not used these instruments. Derivative instruments can be used to acquire or to transfer the risk and returns of a municipal security or other asset without buying or selling the municipal security or asset. These instruments may entail investment exposures that are greater than their cost would suggest. As a result, a small investment in derivatives can result in losses that greatly exceed the original investment. Derivatives can be highly volatile, illiquid and difficult to value. An over-the-counter derivative transaction between the Fund and a counterparty that is not cleared through a central counterparty also involves the risk that a loss may be sustained as a result of the failure of the counterparty to the contract to make required payments. The payment obligation for a cleared derivative transaction is guaranteed by a central counterparty, which exposes the Fund to the creditworthiness of the central counterparty. The use of certain derivatives involves leverage, which can cause the Fund's portfolio to be more volatile than if the portfolio had not been leveraged. Leverage can significantly magnify the effect of price movements of the reference asset, disproportionately increasing the Fund's losses and reducing the Fund's opportunities for gains when the reference asset changes in unexpected ways. In some instances, such leverage could result in losses that exceed the original amount invested.

It is possible that regulatory or other developments in the derivatives market, including changes in government regulation, could adversely impact the Fund's ability successfully use derivative instruments.

Direct Lending Risk. The Fund may engage in direct lending. Direct loans between the Fund and a borrower may not be administered by an underwriter or agent bank. The Fund may provide financing to commercial borrowers directly or through companies affiliated with the Fund. The terms of the direct loans are negotiated with borrowers in private transactions. Furthermore, a direct loan may be secured or unsecured. The Fund will rely primarily upon the creditworthiness of the borrower and/or any collateral for payment of interest and repayment of principal. Direct loans may subject the Fund to liquidity risk, interest rate risk, and borrower default or insolvency. Direct loans are not publicly traded and may not have a secondary market which may have an adverse impact on the ability of the Fund to dispose of a direct loan and/or value the direct loan. The Fund's performance may be impacted by the Fund's ability to lend on favorable terms as the Fund may be subject to increased competition or a reduced supply of qualifying loans which could lead to lower yields and reduce Fund performance.

As part of its lending activities, the Fund may originate loans to companies that are experiencing significant financial or business difficulties, including companies involved in bankruptcy or other reorganization and liquidation proceedings. Although the terms of such financing may result in significant financial returns to the Fund, they involve a substantial degree of risk. The level of analytical sophistication, both financial and

legal, necessary for successful financing to companies experiencing significant business and financial difficulties is unusually high. Different types of assets may be used as collateral for the Fund's loans and, accordingly, the valuation of and risks associated with such collateral will vary by loan. There is no assurance that the Fund will correctly evaluate the value of the assets collateralizing the Fund's loans or the prospects for a successful reorganization or similar action. In any reorganization or liquidation proceeding relating to a borrower that the Fund is lending money to, the Fund may lose all or part of the amounts advanced to the borrower or may be required to accept collateral with a value less than the amount of the loan advanced by the Fund to the borrower. Furthermore, in the event of a default by a borrower, the Fund may have difficulty disposing of the assets used as collateral for a loan. To the extent the Fund seeks to engage in direct lending, the Fund will be subject to enhanced risks of litigation, regulatory actions and other proceedings. As a result, the Fund may be required to pay legal fees, settlement costs, damages, penalties or other charges, any or all of which could materially adversely affect the Fund and its holdings.

Distressed or Defaulted Securities Risk. Investments in "distressed" securities, meaning those whose issuers are experiencing financial difficulties or distress at the time the security is acquired, present a substantial risk of future default. In the event distressed securities become defaulted securities or the Fund otherwise holds defaulted securities, the Fund may incur losses, including additional expenses, to the extent it is required to seek recovery upon a default in the payment of principal or interest on those securities. In any reorganization or liquidation proceeding relating to a portfolio security, the Fund may lose its entire investment or may be required to accept cash or securities with a value less than its original investment. Defaulted or distressed securities may be subject to restrictions on resale.

Duration Risk. Duration is the sensitivity, expressed in years, of the price of a fixed-income security to changes in the general level of interest rates (or yields). Securities with longer durations tend to be more sensitive to interest rate (or yield) changes, which typically corresponds to increased volatility and risk, than securities with shorter durations. For example, if a security or portfolio has a duration of three years and interest rates increase by 1%, then the security or portfolio would decline in value by approximately 3%. Duration differs from maturity in that it considers potential changes to interest rates, and a security's coupon payments, yield, price and par value and call features, in addition to the amount of time until the security matures. The duration of a security will be expected to change over time with changes in market factors and time to maturity.

Economic Sector Risk. The Fund may invest a significant amount of its total assets in municipal securities in the same economic sector. This may make the Fund more susceptible to adverse economic, political or regulatory occurrences affecting an economic sector making the Fund more vulnerable to unfavorable developments in that sector than funds that invest more broadly. As the percentage of the Fund's Managed Assets invested in a particular sector increases, so does the potential for fluctuation in the value of the Fund's assets. In addition, the Fund may invest a significant portion of its assets in certain sectors of the municipal securities market, such as health care facilities, private educational facilities, special taxing districts and start-up utility districts, and private activity bonds including industrial development bonds on behalf of transportation companies, whose credit quality and performance may be more susceptible to economic, business, political, regulatory and other developments than other sectors of municipal issuers. If the Fund invests a significant portion of its assets in one or more particular sectors, the Fund's performance may be subject to additional risk and variability.

Financial Futures and Options Transactions Risk. The Fund may use certain transactions for hedging the portfolio's exposure to credit risk and the risk of increases in interest rates, which could result in poorer overall performance for the Fund. There may be an imperfect correlation between price movements of the futures and options and price movements of the portfolio securities being hedged.

If the Fund engages in futures transactions or in the writing of options on futures, it will be required to maintain initial margin and maintenance margin and may be required to make daily variation margin payments in accordance with applicable rules of the exchanges and the Commodity Futures Trading Commission ("CFTC"). If the Fund purchases a financial futures contract or a call option or writes a put option in order to hedge the anticipated purchase of municipal securities, and if the Fund fails to complete the anticipated purchase transaction, the Fund may have a loss or a gain on the futures or options transaction that will not be offset by

price movements in the municipal securities that were the subject of the anticipatory hedge. There can be no assurance that a liquid market will exist at a time when the Fund seeks to close out a derivatives or futures or a futures option position, and the Fund would remain obligated to meet margin requirements until the position is closed.

Floating and Variable Rate Securities Risk. Floating and variable rate securities provide for adjustment in the interest rate paid on the obligations.

The terms of such obligations typically provide that interest rates are adjusted based upon an interest or market rate adjustment as provided in the respective obligations. The adjustment intervals may be regular, and range from daily up to annually, or may be event-based, such as based on a change in the prime rate. Because of the interest rate adjustment feature, floating and variable rate securities provide an investor with a certain degree of protection against rises in interest rates, although the investor will participate in any declines in interest rates as well. Generally, changes in interest rates will have a smaller effect on the market value of floating and variable rate securities than on the market value of comparable fixed-income obligations. Thus, investing in floating and variable rate securities generally allows less opportunity for capital appreciation and depreciation than investing in comparable fixed-income securities. Floating and variable rate securities may be subject to greater liquidity risk than other debt securities, meaning that there may be limitations on the Fund's ability to sell the securities at any given time. Such securities also may lose value.

Hedging Risk. The Fund's use of derivatives or other transactions to reduce risk involves costs and will be subject to the investment adviser's and/or the sub-adviser's ability to predict correctly changes in the relationships of such hedge instruments to the Fund's portfolio holdings or other factors. No assurance can be given that the investment adviser's and/or the sub-adviser's judgment in this respect will be correct, and no assurance can be given that the Fund will enter into hedging or other transactions at times or under circumstances in which it may be advisable to do so. Hedging activities may reduce the Fund's opportunities for gain by offsetting the positive effects of favorable price movements and may result in net losses.

Income Risk. The Fund's level of current income could decline due to falling market interest rates. This is because, in a falling interest rate environment, the Fund generally will have to invest the proceeds from maturing portfolio securities in lower-yielding securities.

Inflation Risk. Inflation risk is the risk that the value of assets or income from investments will be worth less in the future as inflation decreases the value of money. As inflation increases, the real value of the common shares and distributions can decline. Currently, inflation rates are elevated relative to normal market conditions and could increase.

Insurance Risk. The Fund may purchase municipal securities that are secured by insurance, bank credit agreements or escrow accounts. The credit quality of the companies that provide such credit enhancements will affect the value of those securities. Certain significant providers of insurance for municipal securities have incurred significant losses as a result of exposure to sub-prime mortgages and other lower credit quality investments. As a result, such losses reduced the insurers' capital and called into question their continued ability to perform their obligations under such insurance if they are called upon to do so in the future. While an insured municipal security will typically be deemed to have the rating of its insurer, if the insurer of a municipal security suffers a downgrade in its credit rating or the market discounts the value of the insurance provided by the insurer, the value of the municipal security would more closely, if not entirely, reflect such rating. In such a case, the value of insurance associated with a municipal security may not add any value. The insurance feature of a municipal security does not guarantee the full payment of principal and interest through the life of an insured obligation, the market value of the insured obligation or the NAV of the common shares represented by such insured obligation.

Interest Rate Risk. Interest rate risk is the risk that municipal securities in the Fund's portfolio will decline in value because of changes in market interest rates. Generally, when market interest rates rise, the market value of such securities will fall, and vice versa. As interest rates decline, issuers of municipal securities may prepay principal earlier than scheduled, forcing the Fund to reinvest in lower-yielding securities and potentially

reducing the Fund's income. As interest rates increase, slower than expected principal payments may extend the average life of municipal securities, potentially locking in a below-market interest rate and reducing the Fund's value. In typical market interest rate environments, the prices of longer-term municipal securities generally fluctuate more than prices of shorter-term municipal securities as interest rates change. If the Fund invests in floating rate securities, the market value of such securities may fall in a declining interest rate environment and may also fall in a rising interest rate environment if there is a lag between the rise in interest rates and the rest. A secondary risk associated with declining interest rates is the risk that income earned by the Fund on floating rate securities may decline due to lower coupon payments on floating-rate securities.

Inverse Floating Rate Securities Risk. In general, income on inverse floating rate securities will decrease when short-term interest rates increase and increase when short-term interest rates decrease. Investments in inverse floating rate securities may subject the Fund to the risks of reduced or eliminated interest payments and losses of principal. In addition, inverse floating rate securities may increase or decrease in value at a greater rate than the underlying interest rate, which effectively leverages the Fund's investment. As a result, the market value of such securities generally will be more volatile than that of fixed rate securities.

The Fund may invest in inverse floating rate securities issued by special purpose trusts that have recourse to the Fund. In such instances, the Fund may be at risk of loss that exceeds its investment in the inverse floating rate securities.

The Fund may be required to sell its inverse floating rate securities at less than favorable prices, or liquidate other Fund portfolio holdings in certain circumstances, including, but not limited to, the following:

- If the Fund has a need for cash and the securities in a special purpose trust are not actively trading due to adverse market conditions;
- If special purpose trust sponsors (as a collective group or individually) experience financial hardship and consequently seek to terminate their respective outstanding special purpose trusts; and
- If the value of an underlying security declines significantly and if additional collateral has not been posted by the Fund.

Municipal Securities Risk. The values of municipal securities may be adversely affected by local political and economic conditions and developments. Adverse conditions in an industry significant to a local economy could have a correspondingly adverse effect on the financial condition of local issuers. Other factors that could affect municipal securities include a change in the local, state, or national economy, a downgrade of a state's credit rating or the rating of authorities or political subdivisions of the state, demographic factors, ecological or environmental concerns, inability or perceived inability of a government authority to collect sufficient tax or other revenues, statutory limitations on the issuer's ability to increase taxes, and other developments generally affecting the revenue of issuers (for example, legislation or court decisions reducing state aid to local governments or mandating additional services). This risk would be heightened to the extent that the Fund invests a substantial portion of the below-investment grade quality portion of its portfolio in the bonds of similar projects (such as those relating to the education, health care, housing, transportation, or utilities industries), in industrial development bonds, or in particular types of municipal securities (such as general obligation bonds, municipal lease obligations, private activity bonds or moral obligation bonds) that are particularly exposed to specific types of adverse economic, business or political events. The value of municipal securities may also be adversely affected by rising health care costs, increasing unfunded pension liabilities, and by the phasing out of federal programs providing financial support. In recent periods, a number of municipal issuers have defaulted on obligations, been downgraded or commenced insolvency proceedings. Financial difficulties of municipal issuers may continue or get worse. In addition, the amount of public information available about municipal bonds is generally less than for certain corporate equities or bonds, meaning that the investment performance of the Fund may be more dependent on the analytical abilities of the Fund's sub-adviser than funds that invest in stock or other corporate investments.

To the extent that a fund invests a significant portion of its assets in the securities of issuers located in a given state or U.S. territory, it will be disproportionately affected by political and economic conditions and

developments in that state or territory and may involve greater risk than funds that invest in a larger universe of securities. In addition, economic, political or regulatory changes in that state or territory could adversely affect municipal securities issuers in that state or territory and therefore the value of a fund's investment portfolio.

Municipal Securities Market Liquidity Risk. Inventories of municipal securities held by brokers and dealers have decreased in recent years, lessening their ability to make a market in these securities. This reduction in market making capacity has the potential to decrease the Fund's ability to buy or sell municipal securities at attractive prices, and increase municipal security price volatility and trading costs, particularly during periods of economic or market stress. In addition, recent federal banking regulations may cause certain dealers to reduce their inventories of municipal securities, which may further decrease the Fund's ability to buy or sell municipal securities. As a result, the Fund may be forced to accept a lower price to sell a security, to sell other securities to raise cash, or to give up an investment opportunity, any of which could have a negative effect on performance. If the Fund needed to sell large blocks of municipal securities to raise cash to meet its obligations, those sales could further reduce the municipal securities' prices and hurt performance.

Municipal Securities Market Risk. The amount of public information available about the municipal securities in the Fund's portfolio is generally less than that for corporate equities or bonds, and the investment performance of the Fund may therefore be more dependent on the analytical abilities of the sub-adviser than if the Fund were a stock fund or taxable bond fund. The secondary market for municipal securities, particularly below investment grade municipal securities, also tends to be less well-developed or liquid than many other securities markets, which may adversely affect the Fund's ability to sell its municipal securities at attractive prices.

Other Investment Companies Risk. Investing in an investment company exposes the Fund to all of the risks of that investment company's investments. The Fund, as a holder of the securities of other investment companies, will bear its pro rata portion of the other investment companies' expenses, including advisory fees. These expenses are in addition to the direct expenses of the Fund's own operations. As a result, the cost of investing in investment company shares may exceed the costs of investing directly in its underlying investments. In addition, securities of other investment companies may be leveraged. As a result, the Fund may be indirectly exposed to leverage through an investment in such securities and therefore magnify the Fund's leverage risk.

With respect to ETFs, an ETF that is based on a specific index may not be able to replicate and maintain exactly the composition and relative weighting of securities in the index. The value of an ETF based on a specific index is subject to change as the values of its respective component assets fluctuate according to market volatility. ETFs typically rely on a limited pool of authorized participants to create and redeem shares, and an active trading market for ETF shares may not develop or be maintained. The market value of shares of ETFs and closed-end funds may differ from their NAV.

Puerto Rico Municipal Securities Market Risk. To the extent that the Fund invests a significant portion of its assets in the securities issued by the Commonwealth of Puerto Rico or its political subdivisions, agencies, instrumentalities, or public corporations (collectively referred to as "Puerto Rico" or the "Commonwealth"), it will be disproportionately affected by political, social and economic conditions and developments in the Commonwealth. In addition, economic, political or regulatory changes in that territory could adversely affect the value of the Fund's investment portfolio.

Puerto Rico currently is experiencing significant fiscal and economic challenges, including substantial debt service obligations, high levels of unemployment, underfunded public retirement systems, and persistent government budget deficits. These challenges may negatively affect the value of the Fund's investments in Puerto Rican municipal securities. Several major ratings agencies have downgraded the general obligation debt of Puerto Rico to below investment grade and continue to maintain a negative outlook for this debt, which increases the likelihood that the rating will be lowered further. In both August 2015 and January 2016, Puerto Rico defaulted on its debt by failing to make full payment due on its outstanding bonds, and there can be no assurance that Puerto Rico will be able to satisfy its future debt obligations. Further downgrades or defaults may place additional strain on the Puerto Rico economy and may negatively affect the value, liquidity, and volatility of the Fund's investments in Puerto Rican municipal securities. Additionally, numerous issuers have entered Title III of the Puerto Rico Oversight, Management and Economic Stability Act ("PROMESA"), which is similar to bankruptcy

protection, through which the Commonwealth of Puerto Rico can restructure its debt. While most of Puerto Rico's debt has been restructured, proceedings under PROMESA remain ongoing, and it is unclear at this time how those proceedings will be resolved or what impact they will have on the value of the Fund's investments in Puerto Rico municipal securities. There can be no assurances that these debt restructuring efforts will be effective or that Puerto Rico will be able to service debt payments following the completion of such debt restructuring. In addition, any restructurings approved by a federal court could be appealed and overturned. The mediation process and certain litigation is ongoing with respect to certain municipal securities issued by Puerto Rico and its political subdivisions, instrumentalities and authorities. It is not presently possible to predict the results of this mediation and litigation, but such outcomes will have a significant impact on bondholders of those municipal securities. Further legislation by the U.S. Congress, or actions by the oversight board established by PROMESA, or court approval of an unfavorable debt restructuring deal could have a negative impact on the marketability, liquidity or value of certain investments held by the Fund and could reduce the Fund's performance.

These challenges and uncertainties have been exacerbated by Hurricanes Irma and Maria and the resulting natural disasters in Puerto Rico since 2017. In September 2017, Hurricanes Irma and Maria struck Puerto Rico, causing major damage across the Commonwealth, including damage to its water, power, and telecommunications infrastructure. The length of time needed to rebuild Puerto Rico's infrastructure is unclear, but could amount to years, during which the commonwealth is likely to be in an uncertain economic state. The full extent of the natural disasters' impact on Puerto Rico's economy and foreign investment in Puerto Rico is difficult to estimate.

More recently, in late December 2019 and January 2020, a series of earthquakes hit Puerto Rico, including a magnitude 6.4 earthquake, the most powerful earthquake to hit the island in more than a century, causing an estimated \$200 million in damage. In addition, in early 2020, as the population of Puerto Rico worked to recover from these natural disasters, the island was significantly impacted by Covid, resulting in the Commonwealth's authorization of a \$787 million relief package to fight the pandemic and its economic impacts. Any reduction in the Commonwealth of Puerto Rico's revenues as a result of the pandemic could have a negative ability on the Commonwealth to meet its debt service obligations, including with respect to debt held by the Fund. Puerto Rico's political and economic conditions could have a negative impact on the liquidity or value of Puerto Rican municipal securities, and consequently may affect the Fund's investments and its performance if the Fund invests a significant portion of its assets in Puerto Rican municipal securities.

Reinvestment Risk. Reinvestment risk is the risk that income from the Fund's portfolio will decline if and when the Fund invests the proceeds from matured, traded or called municipal securities at market interest rates that are below the portfolio's current earnings rate. A decline in income could affect the common shares' market price, NAV and/or a common shareholder's overall returns.

Restricted and Illiquid Investments Risk. Illiquid investments are investments that are not readily marketable. These investments may include restricted investments, including Rule 144A securities, which cannot be resold to the public without an effective registration statement under the 1933 Act, or, if they are unregistered may be sold only in a privately negotiated transaction or pursuant to an available exemption from registration. The Fund may not be able to readily dispose of such investments at prices that approximate those at which the Fund could sell such investments if they were more widely traded and, as a result of such illiquidity, the Fund may have to sell other investments or engage in borrowing transactions if necessary to raise cash to meet its obligations. Limited liquidity can also affect the market price of investments, thereby adversely affecting the Fund's NAV and ability to make dividend distributions. The financial markets in general have in recent years experienced periods of extreme secondary market supply and demand imbalance, resulting in a loss of liquidity during which market prices were suddenly and substantially below traditional measures of intrinsic value. During such periods, some investments could be sold only at arbitrary prices and with substantial losses. Periods of such market dislocation may occur again at any time.

Special Risks Related to Certain Municipal Obligations. Municipal leases and certificates of participation involve special risks not normally associated with general obligations or revenue bonds. Leases and installment purchase or conditional sale contracts (which normally provide for title to the leased asset to pass eventually to the governmental issuer) have evolved as a means for governmental issuers to acquire property and equipment without meeting the constitutional and statutory requirements for the issuance of debt. The debt issuance limitations are deemed to be inapplicable because of the inclusion in many leases or contracts of “non-appropriation” clauses that relieve the governmental issuer of any obligation to make future payments under the lease or contract unless money is appropriated for such purpose by the appropriate legislative body. In addition, such leases or contracts may be subject to the temporary abatement of payments in the event that the governmental issuer is prevented from maintaining occupancy of the leased premises or utilizing the leased equipment. Although the obligations may be secured by the leased equipment or facilities, the disposition of the property in the event of non-appropriation or foreclosure might prove difficult, time consuming and costly, and may result in a delay in recovering or the failure to fully recover the Fund’s original investment. In the event of non-appropriation, the issuer would be in default and taking ownership of the assets may be a remedy available to the Fund, although the Fund does not anticipate that such a remedy would normally be pursued.

Certificates of participation involve the same risks as the underlying municipal leases. In addition, the Fund may be dependent upon the municipal authority issuing the certificates of participation to exercise remedies with respect to the underlying securities. Certificates of participation also entail a risk of default or bankruptcy, both of the issuer of the municipal lease and also the municipal agency issuing the certificate of participation.

Swap Transactions Risk. Like most derivative instruments, the use of swaps is a highly specialized activity that involves investment techniques and risks different from those associated with ordinary portfolio securities transactions. In addition, the use of swaps requires an understanding by the investment adviser and/or the sub-adviser of not only the referenced asset, rate or index, but also of the swap itself. If the investment adviser and/or the sub-adviser is incorrect in its forecasts of default risks, market spreads or other applicable factors or events, the investment performance of the Fund would diminish compared with what it would have been if these techniques were not used.

Tax Risk. The value of the Fund’s investments and its NAV may be adversely affected by changes in tax rates, rules and policies. Because interest income from municipal securities is normally not subject to regular federal income taxation, the attractiveness of municipal securities in relation to other investment alternatives is affected by changes in U.S. federal income tax rates or changes in the tax exempt status of interest income from municipal securities. Additionally, the Fund is not a suitable investment for individual retirement accounts, for other tax exempt or tax-deferred accounts, or for investors who are not sensitive to the U.S. federal income tax consequences of their investments.

Taxability Risk. The Fund will invest in municipal securities in reliance at the time of purchase on an opinion of bond counsel to the issuer that the interest paid on those securities will be excludable from gross income for regular federal income tax purposes, and the sub-adviser will not independently verify that opinion. Subsequent to the Fund’s acquisition of such a municipal security, however, the security may be determined to pay, or to have paid, taxable income. As a result, the treatment of dividends previously paid or to be paid by the Fund as “exempt-interest dividends” could be adversely affected, subjecting the Fund’s shareholders to increased U.S. federal income tax liabilities. Certain other investments made by the Fund, including derivatives transactions, may result in the receipt of taxable income or gains by the Fund.

Tobacco Settlement Bond Risk. Tobacco settlement bonds are municipal securities that are backed solely by expected revenues to be derived from lawsuits involving tobacco related deaths and illnesses which were settled between certain states and American tobacco companies. Tobacco settlement bonds are secured by an issuing state’s proportionate share in the Master Settlement Agreement, an agreement between 46 states and nearly all of the U.S. tobacco manufacturers (the “MSA”). Under the terms of the MSA, the actual amount of future settlement payments by tobacco-manufacturers is dependent on many factors, including, among other things, reduced cigarette consumption. Payments made by tobacco manufacturers could be negatively impacted if the decrease in tobacco consumption is significantly greater than the forecasted decline.

Unrated Securities Risk. Unrated securities determined by the Fund’s investment adviser to be of comparable quality to rated investments which the Fund may purchase may pay a higher dividend or interest rate than such rated investments and be subject to a greater risk of illiquidity or price changes. Less public information is typically available about unrated investments or issuers than rated investments or issuers. Some unrated securities may not have an active trading market or may be difficult to value, which means the Fund might have difficulty selling them promptly at an acceptable price. To the extent that the Fund invests in unrated securities, the Fund’s ability to achieve its investment objectives will be more dependent on the investment adviser’s credit analysis than would be the case when the Fund invests in rated securities.

Valuation Risk. Certain securities in which the Fund invests typically are valued by a pricing service utilizing a range of market-based inputs and assumptions, including readily available market quotations obtained from broker-dealers making markets in such instruments, cash flows and transactions for comparable instruments. There is no assurance that the Fund will be able to sell a portfolio security at the price established by the pricing service, which could result in a loss to the Fund. Pricing services generally price securities assuming orderly transactions of an institutional “round lot” size, but some trades may occur in smaller, “odd lot” sizes, often at lower prices than institutional round lot trades. Different pricing services may incorporate different assumptions and inputs into their valuation methodologies, potentially resulting in different values for the same securities. As a result, if the Fund were to change pricing services, or if the Fund’s pricing service were to change its valuation methodology, there could be a material impact, either positive or negative, on the Fund’s NAV.

When-Issued and Delayed-Delivery Transactions Risk. When-issued and delayed-delivery transactions may involve an element of risk because no interest accrues on the securities prior to settlement and, because securities are subject to market fluctuations, the value of the securities at time of delivery may be less (or more) than their cost. A separate account of the Fund will be established with its custodian consisting of cash equivalents or liquid securities having a market value at all times at least equal to the amount of any delayed payment commitment.

Zero Coupon Bonds or Pay-In-Kind Securities Risk. Zero Coupon and pay-in-kind securities may be subject to greater fluctuation in value and less liquidity in the event of adverse market conditions than comparably rated securities paying cash interest at regular interest payment periods. Prices on non-cash-paying instruments may be more sensitive to changes in the issuer’s financial condition, fluctuation in interest rates and market demand/supply imbalances than cash-paying securities with similar credit ratings, and thus may be more speculative.

Fund Level and Other Risks:

Anti-Takeover Provisions. The Declaration of Trust and the Fund’s by laws include provisions that could limit the ability of other entities or persons to acquire control of the Fund or convert the Fund to open-end status. These provisions could have the effect of depriving the Common Shareholders of opportunities to sell their Common Shares at a premium over the then-current market price of the Common Shares.

Counterparty Risk. Changes in the credit quality of the companies that serve as the Fund’s counterparties with respect to derivatives or other transactions supported by another party’s credit will affect the value of those instruments. Certain entities that have served as counterparties in the markets for these transactions have incurred or may incur in the future significant financial hardships including bankruptcy and losses as a result of exposure to sub-prime mortgages and other lower-quality credit investments. As a result, such hardships have reduced these entities’ capital and called into question their continued ability to perform their obligations under such transactions. By using such derivatives or other transactions, the Fund assumes the risk that its counterparties could experience similar financial hardships. In the event of the insolvency of a counterparty, the Fund may sustain losses or be unable to liquidate a derivatives position.

Cybersecurity Risk. The Fund and its service providers are susceptible to operational and information security risk resulting from cyber incidents. Cyber incidents refer to both intentional attacks and unintentional events including: processing errors, human errors, technical errors including computer glitches and system malfunctions, inadequate or failed internal or external processes, market-wide technical-related disruptions,

unauthorized access to digital systems (through “hacking” or malicious software coding), computer viruses, and cyber-attacks which shut down, disable, slow or otherwise disrupt operations, business processes or website access or functionality (including denial of service attacks). Cyber incidents could adversely impact the Fund and cause the Fund to incur financial loss and expense, as well as face exposure to regulatory penalties, reputational damage, and additional compliance costs associated with corrective measures. In addition, substantial costs may be incurred in order to prevent any cyber incidents in the future. Furthermore, the Fund cannot control the cybersecurity plans and systems put in place by its service providers or any other third parties whose operations may affect the Fund.

Economic and Political Events Risk. The Fund may be more sensitive to adverse economic, business or political developments if it invests a substantial portion of its assets in the municipal securities of similar projects (such as those relating to the education, health care, housing, transportation, or utilities industries), industrial development bonds, or in particular types of municipal securities (such as general obligation bonds, private activity bonds or moral obligation bonds). Such developments may adversely affect a specific industry or local political and economic conditions, and thus may lead to declines in the creditworthiness and value of such municipal securities.

Fund Tax Risk. The Fund has elected and qualified to be treated, and intends to continue to qualify, for each taxable year as a regulated investment company (“RIC”) under Subchapter M of the Code. As a RIC, the Fund is not expected to be subject to U.S. federal income tax on its net investment company taxable income and net capital gains that are distributed (or deemed distributed) to its shareholders. To qualify for the special tax treatment available to a RIC, the Fund must, among other things, comply with certain annual income source, and distribution requirements, and certain quarterly asset diversification requirements. Under certain circumstances, the Fund may be forced to sell certain assets when it is not advantageous in order to meet these requirements, which may reduce the Fund’s overall return. If the Fund fails to meet any of these requirements, subject to the opportunity to cure such failures under applicable provisions of the Code, the Fund’s income would be subject to a double level of U.S. federal income tax. If, in any taxable year, the Fund does not qualify as a RIC for any reason, and it was ineligible to or did not otherwise cure such failure, all of the Fund’s taxable income, including its net capital gain, would first be subject to U.S. federal income tax at regular corporate rates without any deduction for amounts distributed to its shareholders, and, second, all distributions by the Fund to the extent of the Fund’s current or accumulated earnings and profits, including distributions of net capital gain (if any), would be taxable to its shareholders for U.S. federal income tax purposes as ordinary dividends (which may qualify for reduced tax rates).

Global Economic Risk. National and regional economies and financial markets are becoming increasingly interconnected, which increases the possibilities that conditions in one country, region or market might adversely impact issuers in a different country, region or market. Changes in legal, political, regulatory, tax and economic conditions may cause fluctuations in markets and asset prices around the world, which could negatively impact the value of the Fund’s investments. Major economic or political disruptions, particularly in large economies, may have global negative economic and market repercussions. Additionally, instability in various countries, war, natural and environmental disasters, the spread of infectious illnesses or other public health emergencies, terrorist attacks in the United States and around the world, growing social and political discord in the United States, debt crises, the response of the international community—through economic sanctions and otherwise—to international events, further downgrade of U.S. government securities, changes in the U.S. president or political shifts in Congress, trade disputes and other similar events may adversely affect the global economy and the markets and issuers in which the Fund invests. These events could reduce consumer demand or economic output, result in market closure, travel restrictions or quarantines, and generally have a significant impact on the global economy. These events could also impair the information technology and other operational systems upon which the Fund’s service providers, including the Fund’s sub-adviser, rely, and could otherwise disrupt the ability of employees of the Fund’s service providers to perform essential tasks on behalf of the Fund.

The Fund does not know and cannot predict how long the securities markets may be affected by these events, and the future impact of these and similar events on the global economy and securities markets is uncertain. The Fund may be adversely affected by abrogation of international agreements and national laws which have created the market instruments in which the Fund may invest, failure of the designated national and international authorities to enforce compliance with the same laws and agreements, failure of local, national and international organizations to carry out the duties prescribed to them under the relevant agreements, revisions of these laws and agreements which dilute their effectiveness or conflicting interpretation of provisions of the same laws and agreements.

Governmental and quasi-governmental authorities and regulators throughout the world have in the past responded to major economic disruptions with a variety of significant fiscal and monetary policy changes, including but not limited to, direct capital infusions into companies, new monetary programs and dramatically lower interest rates. An unexpected or quick reversal of these policies, or the ineffectiveness of these policies, could increase volatility in securities markets, which could adversely affect the Fund's investments.

Investment and Market Risk. An investment in common shares is subject to investment risk, including the possible loss of the entire principal amount that you invest. Common shares frequently trade at a discount to their NAV. An investment in common shares represents an indirect investment in the securities owned by the Fund. Common shares at any point in time may be worth less than your original investment, even after taking into account the reinvestment of Fund dividends and distributions.

Legislation and Regulatory Risk. At any time after the date of this report, legislation or additional regulations may be enacted that could negatively affect the assets of the Fund, securities held by the Fund or the issuers of such securities. Fund shareholders may incur increased costs resulting from such legislation or additional regulation. There can be no assurance that future legislation, regulation or deregulation will not have a material adverse effect on the Fund or will not impair the ability of the Fund to achieve its investment objectives.

Leverage Risk. The use of leverage creates special risks for common shareholders, including potential interest rate risks and the likelihood of greater volatility of NAV and market price of, and distributions on, the common shares. The use of leverage in a declining market will likely cause a greater decline in the Fund's NAV, which may result at a greater decline of the common share price, than if the Fund were not to have used leverage.

Certain types of leverage may result in the Fund being subject to certain covenants, asset coverage or other portfolio composition limits by its lenders, debt or preferred securities purchasers, rating agencies that may rate the debt or preferred securities, or reverse repurchase counterparties. Such limitations may be more stringent than those imposed by the 1940 Act and may impact whether the Fund is able to maintain its desired amount of leverage. In addition, whenever the Fund has senior securities consisting of borrowings and/or preferred shares outstanding, common shareholders will not be entitled to receive any cash distributions from the Fund unless all interest on such borrowings has been paid and all accumulated dividends on preferred shares have been paid, and unless asset coverage (as defined in the 1940 Act) with respect to any such borrowings would be at least 300% after giving effect to the distributions and asset coverage (as defined in the 1940 Act) with respect to preferred shares would be at least 200% after giving effect to the distributions.

The Fund will pay (and common shareholders will bear) any costs and expenses relating to the Fund's use of leverage, which will result in a reduction in the Fund's NAV. The investment adviser may, based on its assessment of market conditions, composition of the Fund's holdings, increase or decrease the amount of leverage. Such changes may impact the Fund's distributions and the price of the common shares in the secondary market. There is no assurance that the Fund's use of leverage will be successful.

The Fund may seek to refinance its leverage over time, in the ordinary course, as current forms of leverage mature or it is otherwise desirable to refinance; however, the form that such leverage will take cannot be predicted at this time. If the Fund is unable to replace existing leverage on comparable terms, its costs of leverage will increase. Accordingly, there is no assurance that the use of leverage may result in a higher yield or return to common shareholders.

The amount of fees paid to the investment adviser and the sub-advisor for investment advisory services will be higher if the Fund uses leverage because the fees will be calculated based on the Fund's Managed Assets - this may create an incentive for the investment adviser and the sub-advisor to leverage the Fund or increase the Fund's leverage.

Market Discount from Net Asset Value. Shares of closed-end investment companies like the Fund frequently trade at prices lower than their NAV. This characteristic is a risk separate and distinct from the risk that the Fund's NAV could decrease as a result of investment activities. Whether investors will realize gains or losses upon the sale of the common shares will depend not upon the Fund's NAV but entirely upon whether the market price of the common shares at the time of sale is above or below the investor's purchase price for the common shares. Furthermore, management may have difficulty meeting the Fund's investment objectives and managing its portfolio when the underlying securities are redeemed or sold during periods of market turmoil and as investors' perceptions regarding closed-end funds or their underlying investments change. Because the market price of the common shares will be determined by factors such as relative supply of and demand for the common shares in the market, general market and economic circumstances, and other factors beyond the control of the Fund, the Fund cannot predict whether the common shares will trade at, below or above NAV. The common shares are designed primarily for long-term investors, and you should not view the Fund as a vehicle for short-term trading purposes.

Recent Market Conditions. Periods of unusually high financial market volatility and restrictive credit conditions, at times limited to a particular sector or geographic area, have occurred in the past and may be expected to recur in the future. Some countries, including the United States, have adopted or have signaled protectionist trade measures, including the imposition of tariffs, relaxation of the financial industry regulations that followed the financial crisis, and/or reductions to corporate taxes. The scope of these policy changes is still developing, but the equity and debt markets may react strongly to expectations of change, which could increase volatility, particularly if a resulting policy runs counter to the market's expectations. The outcome of such changes cannot be foreseen at the present time. In addition, geopolitical and other risks, including environmental and public health risks, may add to instability in the world economy and markets generally. As a result of increasingly interconnected global economies and financial markets, the value and liquidity of the Fund's investments may be negatively affected by events impacting a country or region, regardless of whether the Fund invests in issuers located in or with significant exposure to such country or region.

Ukraine has experienced ongoing military conflict, most recently commencing in February 2022 when Russia invaded Ukraine; this conflict may expand and military attacks could occur elsewhere in Europe. Europe has also been struggling with mass migration from the Middle East and Africa. The ultimate effects of these events and other socio-political or geographical issues are not known but could profoundly affect global economies and markets. Additionally, in October 2023 armed conflict broke out between Israel and the militant group Hamas after Hamas infiltrated Israel's southern border from the Gaza Strip. Israel has since declared war against Hamas and this conflict has escalated into a greater regional conflict. The ultimate effects of these events and other socio-political or geographical issues are not known but could profoundly affect global economies and markets.

The ongoing trade war between China and the United States, including the imposition of tariffs by each country on the other country's products, has created a tense political environment. These actions may trigger a significant reduction in international trade, adverse effects in the supply of certain manufactured goods, substantial adverse price changes for goods and possible failure of individual companies and/or large segments of China's export industry and U.S. importers, which could have a negative impact on the Fund's performance. U.S. companies that source material and goods from China and those that make large amounts of sales in China would be vulnerable to an escalation of trade tensions. Beginning in early 2025, the United States also imposed tariffs on other countries, including Mexico and Canada. The possibility of additional tariffs being imposed or the outbreak of a trade war may adversely impact U.S. and international markets. Uncertainty regarding the outcome of the trade tensions and the potential for a trade war could cause the U.S. dollar to decline further. Events such as these and their consequences are difficult to predict and it is unclear whether further tariffs may be imposed or other escalating actions may be taken in the future. Additionally, political uncertainty regarding U.S. policy, including the U.S. government's approach to trade, may impact the markets and the Fund's performance.

The U.S. Federal Reserve (the “Fed”) has in the past sharply raised interest rates, and has signaled an intention to maintain relatively higher interest rates until current inflation levels re-align with the Fed’s long-term inflation target. Changing interest rate environments impact the various sectors of the economy in different ways. For example, in March 2023, the Federal Deposit Insurance Corporation (“FDIC”) was appointed receiver for each of Silicon Valley Bank and Signature Bank, the second- and third-largest bank failures in U.S. history, which failures may be attributable, in part, to rising interest rates. Bank failures may have a destabilizing impact on the broader banking industry or markets generally.

The impact of these developments and other changes in market conditions in the near- and long-term is unknown and could have additional adverse effects on economies, financial markets and asset valuations around the world.

Reverse Repurchase Agreement Risk. A reverse repurchase agreement, in economic essence, constitutes a securitized borrowing by the Fund from the security purchaser. The Fund may enter into reverse repurchase agreements for the purpose of creating a leveraged investment exposure and, as such, their usage involves essentially the same risks associated with a leveraging strategy generally since the proceeds from these agreements may be invested in additional portfolio securities. Reverse repurchase agreements tend to be short-term in tenor, and there can be no assurances that the purchaser (lender) will commit to extend or “roll” a given agreement upon its agreed-upon repurchase date or an alternative purchaser can be identified on similar terms. Reverse repurchase agreements also involve the risk that the purchaser fails to return the securities as agreed upon, files for bankruptcy or becomes insolvent. The Fund may be restricted from taking normal portfolio actions during such time, could be subject to loss to the extent that the proceeds of the agreement are less than the value of securities subject to the agreement and may experience adverse tax consequences.

C. INFORMATION ABOUT THE MERGERS

General

Nuveen Fund Advisors, LLC, a subsidiary of Nuveen, LLC and the Funds’ investment adviser, recommended the Merger proposal as part of an ongoing initiative to streamline Nuveen’s municipal closed-end fund line-up. Each Fund’s Board considered its Fund’s Merger(s) and determined that the Merger(s) would be in the best interests of its Fund. Based on information provided by Nuveen Fund Advisors, each Target Fund’s Board considered that its Fund’s proposed Merger may benefit the common shareholders of its Fund in a number of ways, including, among other things:

- The potential for higher common share net earnings and distribution levels following the Mergers, due in part to the Acquiring Fund’s ability to invest to a greater degree in lower rated securities and a geographically diverse national portfolio, as well as operating economies from the combined fund’s greater scale;
- Greater secondary market liquidity and improved secondary market trading for common shares as a result of the combined fund’s greater share volume, which may lead to narrower bid-ask spreads and smaller trade-to-trade price movements;
- Increased portfolio and leverage management flexibility due to the significantly larger asset base of the combined fund and the Acquiring Fund’s national mandate with greater flexibility to invest in lower rated securities; and
- Lower total operating expenses (excluding the costs of leverage), as certain fixed costs are spread over a larger asset base.

Each Target Fund’s Board considered that a greater percentage of the Acquiring Fund’s portfolio may be allocated to lower rated municipal securities relative to the amount permitted by the policies of the Target Fund and that investments in lower rated securities are subject to higher risks than investments in higher rated securities. Each Target Fund’s Board also considered that the Target Fund’s shareholders would lose the benefit of the applicable state tax exemption as a result of the applicable Merger.

With respect to holders of preferred shares of each Target Fund, the Target Fund's Board considered that, upon the closing of the applicable Merger, holders of any preferred shares outstanding immediately prior to the closing will receive, on a one-for-one basis, newly issued preferred shares of the Acquiring Fund having substantially similar terms to the terms of the corresponding series of preferred shares of the Target Fund as in effect at the closing of the Merger, except that, because of the Acquiring Fund's policy of investing in a nationally diversified portfolio of municipal securities, the terms of the newly issued preferred shares will not include a provision, currently applicable to each Target Fund's preferred shares, that generally would require an additional payment to holders subject to the specified state income taxation in the event the Target Fund was required to allocate capital gains and/or ordinary income to a given month's distribution in order to make such distribution equal, on an after-tax basis, to the amount of the distribution if it was excludable from such state income taxation (in addition to federal income taxation). Only (i) a beneficial owner of preferred shares who is a natural person subject to the applicable state personal income taxation on his or her income or (ii) a beneficial owner, other than a natural person, that seeks to pay dividends (or make other distributions or allocations of income) that are exempt from the applicable state personal income tax is entitled to the benefit of the "gross-up" provision relating to state-specific income tax for the Target Funds.

Based on information provided by Nuveen Fund Advisors, the Acquiring Fund's Board considered that the Acquiring Fund may benefit from an increase in operating efficiencies and from increased investment capital, which allows the Acquiring Fund to pursue additional investment opportunities. The Acquiring Fund's Board also considered that the total operating expenses (excluding the costs of leverage) of the combined fund were expected to be substantially similar to the total operating expenses (excluding the costs of leverage) of the Acquiring Fund prior to the Mergers. With respect to holders of preferred shares of the Acquiring Fund, the Acquiring Fund's Board considered that the outstanding preferred shares of the Acquiring Fund and any preferred shares of the Acquiring Fund to be issued in the Mergers would have equal priority with each other as to payment of dividends and distributions of assets upon dissolution, liquidation or winding up of the affairs of the Acquiring Fund.

Nuveen Fund Advisors and the Boards consider operating expenses (excluding leverage expenses) to be the relevant measure of the operating efficiencies of the Mergers. The Boards considered the amount of leverage among the Funds.

For these reasons, each Fund's Board has determined that its Fund's Merger(s) are in the best interest of its Fund and has approved such Merger(s).

The closing of each Merger is subject to the satisfaction or waiver of certain closing conditions, which include customary closing conditions. In order for a Merger to occur, all requisite shareholder approvals must be obtained at the applicable Fund's shareholder meeting, and certain other consents, confirmations and/or waivers from various third parties, including the liquidity providers and/or the initial purchasers with respect to outstanding preferred shares of the Acquiring Fund, must also be obtained. Because the closing of each Merger is contingent upon the applicable Target Fund and the Acquiring Fund obtaining such shareholder approvals and satisfying (or obtaining the waiver of) other closing conditions, it is possible that a Merger will not occur even if shareholders of a Fund entitled to vote approve the Merger and a Fund satisfies all of its closing conditions if the other Fund does not obtain its requisite shareholder approvals or satisfy (or obtain the waiver of) its closing conditions. If a Merger is not consummated, the Board of the Target Fund involved in that Merger may take such actions as it deems in the best interests of the Fund, including conducting additional solicitations with respect to the Merger proposal or continuing to operate the Target Fund as a standalone fund. The closing of each Merger is not contingent on the closing of the other Merger.

Terms of the Mergers

General. The Agreement and Plan of Merger by and among the Acquiring Fund, each Target Fund and the Merger Sub (the "Agreement"), in the form attached as Appendix A to this Joint Proxy Statement/Prospectus, sets forth the terms of each Merger and, with respect to each Merger, provides for: (1) the merger of the Target Fund with and into the Merger Sub, with the Merger Sub continuing as the surviving company and the separate legal existence of the Target Fund ceasing for all purposes at the Effective Time; (2) the conversion of the issued and outstanding common shares of beneficial interest of the Target Fund into newly issued common shares of

beneficial interest of the Acquiring Fund, par value \$0.01 per share (with cash being received in lieu of any fractional Acquiring Fund common shares), and (3) the conversion of the issued and outstanding AMTP Shares or VRDP Shares of the Target Fund into newly issued AMTP Shares, with a par value of \$0.01 per share and a liquidation preference of \$100,000 per share, or newly issued VRDP Shares, with a par value of \$0.01 per share and a liquidation preference of \$100,000 per share, respectively. With respect to each Merger, at the Effective Time, without any further action, the Merger Sub as the surviving company shall (i) succeed to and possess all rights, powers and privileges of the Merger Sub and the Target Fund, and all of the assets and property of whatever kind and character of the Target Fund and the Merger Sub shall vest in the Merger Sub, and (ii) be liable for all of the liabilities and obligations of the Target Fund and the Merger Sub. As soon as practicable following the completion of the Mergers, the Merger Sub will distribute its assets to the Acquiring Fund and the Acquiring Fund will assume the liabilities of the Merger Sub in complete liquidation and dissolution of the Merger Sub under Massachusetts law. The Merger Sub has been formed for the sole purpose of consummating the Mergers and the Merger Sub will not commence operations prior to the closing of the Mergers, except as necessary to facilitate the Mergers.

As a result of the Mergers, and subsequent distribution of assets to the Acquiring Fund, the assets of the Acquiring Fund and the Target Funds would be combined, and the shareholders of the Target Funds would become shareholders of the Acquiring Fund. The Acquiring Fund will be the accounting survivor of the Mergers.

Each preferred shareholder of a Target Fund will receive the same number of Acquiring Fund AMTP Shares or Acquiring Fund VRDP Shares, as applicable, having substantially similar terms as the outstanding AMTP Shares or VRDP Shares of such Target Fund held by such preferred shareholder immediately prior to the closing of the Mergers, except that, because of the Acquiring Fund's policy of investing in a nationally diversified portfolio of municipal securities, the terms of the newly issued preferred shares will not include a provision, currently applicable to each Target Fund's preferred shares, that generally would require an additional payment to holders subject to the specified state income taxation in the event the Target Fund was required to allocate capital gains and/or ordinary income to a given month's distribution in order to make such distribution equal, on an after-tax basis, to the amount of the distribution if it was excludable from such state income taxation (in addition to federal income taxation). Only (i) a beneficial owner of preferred shares who is a natural person subject to the applicable state personal income taxation on his or her income or (ii) a beneficial owner, other than a natural person, that seeks to pay dividends (or make other distributions or allocations of income) that are exempt from the applicable state personal income tax is entitled to the benefit of the "gross-up" provision relating to state-specific income tax for the Target Funds. The aggregate liquidation preference of the Acquiring Fund AMTP Shares or VRDP Shares received in connection with the Mergers will equal the aggregate liquidation preference of a Target Fund's AMTP Shares or VRDP Shares, as applicable, held immediately prior to the closing of the Mergers. The Acquiring Fund AMTP Shares and VRDP Shares to be issued in connection with the Mergers will have equal priority with each other and with the Acquiring Fund's other outstanding preferred shares as to the payment of dividends and the distribution of assets upon dissolution, liquidation or winding up of the affairs of the Acquiring Fund. In addition, the preferred shares of the Acquiring Fund, including any AMTP Shares and VRDP Shares of the Acquiring Fund to be issued in connection with the Mergers, will be senior in priority to the Acquiring Fund's common shares as to the payment of dividends and the distribution of assets upon dissolution, liquidation or winding up of the affairs of the Acquiring Fund. However, the Acquiring Fund has multiple types and series of preferred shares outstanding.

The closing date is expected to be on or about October 5, 2026, or such other date as the parties may agree (the "Closing Date"). Following the Mergers, each Target Fund will terminate its registration as an investment company under the 1940 Act. The Acquiring Fund will continue to operate after the Mergers as a registered closed-end management investment company, with the investment objectives and policies described in this Joint Proxy Statement/Prospectus.

The aggregate NAV, as of the Valuation Time (as defined below), of the Acquiring Fund common shares received by each Target Fund's common shareholders in connection with the Mergers will equal the aggregate NAV of the Target Fund common shares held by shareholders of the Target Fund as of the Valuation Time. Prior to the Valuation Time, the NAV of each Fund will be reduced by the costs of the Mergers borne by such Fund. See "—Description of Common Shares to Be Issued by the Acquiring Fund; Comparison to Target Funds" for

a description of the rights of Acquiring Fund common shareholders. However, no fractional Acquiring Fund common shares will be distributed to a Target Fund's common shareholders in connection with a Merger. The Acquiring Fund's transfer agent will aggregate all fractional Acquiring Fund common shares that may be due to a Target Fund's shareholders as of the Closing Date and will sell the resulting whole shares for the account of holders of all such fractional interests at a value that may be higher or lower than NAV, and each such holder entitled to receive fractional Acquiring Fund Common Shares will be entitled to a *pro rata* share of the proceeds from such sale. With respect to the aggregation and sale of fractional common shares, the Acquiring Fund's transfer agent will act directly on behalf of the shareholders entitled to receive fractional shares and will accumulate fractional shares, sell the shares and distribute the cash proceeds net of brokerage commissions, if any, directly to the Target Fund shareholders entitled to receive the fractional shares (without interest and subject to withholding taxes). For federal income tax purposes, Target Fund shareholders will be treated as if they received fractional share interests and then sold such interests for cash. The holding period and the aggregate tax basis of the Acquiring Fund shares received by a shareholder, including fractional share interests deemed received by a shareholder, will be the same as the holding period and aggregate tax basis of the Target Fund common shares previously held by the shareholder, provided the Target Fund shares were held as capital assets at the effective time of a Merger. As a result of the Mergers, common shareholders of the Funds will hold a smaller percentage of the outstanding common shares of the combined fund as compared to their percentage holdings of their respective Fund prior to the Mergers and thus, common shareholders will hold reduced percentages of ownership in the larger combined entity than they held in the Acquiring Fund or a Target Fund individually.

Following the Mergers, each preferred shareholder of the Target Funds would own the same number of Acquiring Fund AMTP Shares or VRDP Shares, as applicable, with the same aggregate liquidation preference as the AMTP Shares or VRDP Shares of the Target Fund held by such shareholder immediately prior to the closing of the Mergers, with substantially similar terms as the outstanding AMTP Shares or VRDP Shares of the Target Fund held by such preferred shareholder immediately prior to the closing of a Merger. As a result of the Mergers, preferred shareholders of the Funds may hold reduced voting percentages of preferred shares in the combined fund than they held in the Acquiring Fund or a Target Fund individually.

Valuation of Common Shares. Pursuant to the Agreement, the NAV per share of each Target Fund and the Acquiring Fund shall be computed as of the close of regular trading on the NYSE on the business day immediately prior to the Closing Date (such time and date referred to herein as the "Valuation Time") using the valuation procedures of the Nuveen closed-end funds or such other valuation procedures as will be mutually agreed upon by the parties.

Acquiring Fund Common Shares to be Issued. At the effective time of the closing (the "Effective Time"), each Target Fund common share outstanding immediately prior to the Effective Time shall be converted into a number of Acquiring Fund common shares equal to one multiplied by the quotient of the NAV per share of the Target Fund divided by the NAV per share of the Acquiring Fund.

Distributions. Undistributed net investment income represents net earnings from a Fund's investment portfolio that over time have not been distributed to shareholders. Under the terms of the Agreement, if a Target Fund has undistributed net investment income or undistributed net capital gains, such Target Fund is required to declare a distribution prior to the Valuation Time, which, together with all previous dividends, has the effect of distributing to its shareholders all undistributed net investment income and undistributed realized net capital gains (after reduction by any available capital loss carryforwards and excluding any net capital gain on which the Target Fund paid federal income tax) for all taxable periods ending on or before the Closing Date. The Acquiring Fund is not subject to a similar distribution requirement; however, it is anticipated that the Acquiring Fund will declare a distribution prior to the Closing Date which will result in the distribution of a portion of its undistributed net investment income to its shareholders. Consequently, Target Fund shareholders effectively will purchase a *pro rata* portion of the Acquiring Fund's remaining undistributed net investment income and undistributed realized net capital gains, if any, which may be more or less than a Target Fund's undistributed net investment income and undistributed realized net capital gains immediately preceding the distributions described above, if any. As a result, the Acquiring Fund's existing shareholders will experience a corresponding reduction in their respective portion of undistributed net investment income and undistributed realized net capital gains per share, if any, such that the Acquiring Fund's undistributed net investment income and undistributed realized

net capital gains per share immediately following the Mergers is expected to be less than the Acquiring Fund's undistributed net investment income and undistributed realized net capital gains per share immediately preceding the Mergers.

Amendments. Under the terms of the Agreement, the Agreement may be amended, modified or supplemented in such manner as may be mutually agreed upon in writing by each Fund as specifically authorized by each Fund's Board; provided, however, that following the receipt of shareholder approval of the Agreement, no such amendment, modification or supplement may have the effect of changing the provisions for determining the number of Acquiring Fund shares to be issued to a Target Fund's shareholders under the Agreement to the detriment of such shareholders without their further approval.

Conditions. Under the terms of the Agreement, the closing of each Merger is subject to the satisfaction or waiver (if permissible) of the following closing conditions: (1) the requisite approval by the common and preferred shareholders of the Target Fund and the preferred shareholders of the Acquiring Fund of the proposal with respect to the Target Fund's Merger described in this Joint Proxy Statement/Prospectus, (2) each Fund's receipt of an opinion of counsel substantially to the effect that the merger of the Target Fund with and into the Merger Sub will qualify as a reorganization under the Code (see "—Material Federal Income Tax Consequences of the Mergers"), (3) the absence of legal proceedings challenging the Mergers, and (4) the Funds' receipt of certain customary certificates and legal opinions. Additionally, in order for the Mergers to occur, certain other consents, confirmations and/or waivers from various third parties, including the liquidity providers and/or the initial purchasers with respect to outstanding preferred shares of the Acquiring Fund, must also be obtained.

Termination. With respect to each Merger, the Agreement may be terminated by the mutual agreement of the parties, and such termination may be effected by the Chief Administrative Officer, President or any Vice President of each Fund without further action by a Target Fund's Board or the Acquiring Fund's Board. In addition, a Fund may at its option terminate the Agreement with respect to its Merger at or before the closing due to: (1) a breach by the non-terminating party of any representation or warranty, or agreement to be performed at or before the closing, if not cured within 30 days of the breach and prior to the closing; (2) a condition precedent to the obligations of the terminating party that has not been met or waived and it reasonably appears that it will not or cannot be met; or (3) a determination by a Target Fund's Board or the Acquiring Fund's Board that the consummation of the transactions contemplated by the Agreement is not in the best interests of its respective Fund involved in the Merger(s).

Reasons for the Mergers

Based on the considerations described below, the Board of each Target Fund (each, a "Target Board" and collectively, the "Target Boards"), all of whom are not "interested persons," as defined in the 1940 Act, and the Board of the Acquiring Fund (the "Acquiring Board"), all of whom are not "interested persons," as defined in the 1940 Act, have each determined that its Fund's Merger(s) would be in the best interests of its Fund and that the interests of the existing shareholders of its Fund would not be diluted as a result of such Merger(s). At a meeting held on April 28-29, 2026 (the "Board Meeting"), each Board approved its Fund's Merger(s) and recommended that shareholders of its Fund, as applicable, approve such Merger(s).

At and prior to the Board Meeting, including at a previous meeting, Nuveen Fund Advisors made presentations and provided the Boards with information relating to the proposed Merger(s). Prior to approving its Fund's Merger(s), each Board reviewed the foregoing information with its independent legal counsel and with management, reviewed with independent legal counsel applicable law and its duties in considering such matters and met with independent legal counsel in private sessions without management present. Each Board considered that Nuveen Fund Advisors, each Fund's investment adviser, had recommended the Merger(s) as part of an ongoing initiative to streamline Nuveen's municipal closed-end fund line-up. Based on the foregoing, each Board considered the following factors (as applicable), among others, in approving its Fund's Merger(s) and recommending that shareholders of its Fund approve such Merger(s):

- the compatibility of the Funds' investment objectives, policies and related risks;

- the consistency of portfolio management;
- the larger asset base of the combined fund as a result of the Mergers and the effect of the Mergers on fees and expense ratios;
- the potential for improved secondary market trading with respect to common shares;
- certain historic investment performance;
- the anticipated federal income tax-free nature of the Mergers;
- the expected costs of the Mergers;
- the terms of the Mergers and whether the Mergers would dilute the interests of the existing shareholders of the applicable Funds;
- the effect of the Mergers on shareholder rights;
- alternatives to the Mergers; and
- any potential benefits of the Mergers to Nuveen Fund Advisors and its affiliates as a result of the Mergers.

Compatibility of Investment Objectives, Policies and Related Risks. Based on the information presented, the Boards considered that the Funds, as municipal funds, have similar investment objectives, policies and risks, but there are differences. Each Target Fund is a state-specific municipal fund that seeks to provide current income exempt from both regular federal income taxes and state income tax. In contrast, the Acquiring Fund is a national municipal fund that seeks to provide current income exempt from regular federal income tax. Accordingly, the Target Funds are subject to the economic, political and other risks of a single state, whereas the Acquiring Fund, which may invest in the municipal securities of any U.S. state or territory, is not subject to similar single-state risk.

In its review, each Board considered the impact of the Mergers on its Fund's portfolio, including any anticipated shifts in credit quality and yield. In this regard, each Target Board considered that a greater percentage of the Acquiring Fund's portfolio may be allocated to lower rated municipal securities relative to the amount permitted by the policies of the respective Target Fund and that investments in lower rated securities are subject to higher risks than investments in higher rated securities. Each Target Board further considered the significantly larger asset size of the Acquiring Fund compared to that of its Target Fund. In addition, each Target Board considered that its respective Target Fund would lose the benefit of the state tax exemption as a result of the applicable Merger, but also considered the potential for higher common share net earnings and distribution levels of the combined fund as a result of, among other things, the Acquiring Fund's ability to invest to a greater degree in lower rated securities and a geographically diverse national portfolio, as well as certain operating economies from the combined fund's greater scale following the Mergers. Further, in comparison to the respective Target Fund, each Target Board considered the increased portfolio and leverage management flexibility afforded by the significantly larger asset base of the combined fund and the Acquiring Fund's national mandate with greater flexibility to invest in lower rated securities.

The Boards considered that each Fund may use leverage through a number of methods and considered the amount of leverage among the Funds. In this regard, the Boards considered, among other things, that Minnesota Municipal has one series of AMTP Shares outstanding and Virginia Municipal has one series of VRDP Shares outstanding. The Acquiring Fund has three series of MFP Shares outstanding and three series of VRDP Shares outstanding. The preferred shares of the Acquiring Fund are expected to remain outstanding following the Merger(s). With respect to holders of preferred shares of the Target Funds, each Target Board considered that upon the closing of the applicable Merger, the holders of any preferred shares of the respective Target Fund outstanding immediately prior to the closing will receive, on a one-for-one basis, newly issued preferred shares of the Acquiring Fund having substantially similar terms to the terms of the corresponding series of preferred shares

of the Target Fund as in effect at the closing of the Merger (subject to an exception for terms applicable to the Target Funds' preferred shares that required an additional payment to holders subject to the specified state income taxation under certain circumstances).

With respect to the Acquiring Fund, the Acquiring Board considered that based on information provided by Nuveen Fund Advisors, the Acquiring Fund may benefit from an increase in operating efficiencies and from increased investment capital, which allows the Acquiring Fund to pursue additional investment opportunities. The Acquiring Board also considered that the outstanding preferred shares of the Acquiring Fund and any preferred shares of the Acquiring Fund to be issued in the Merger(s) would have equal priority with each other as to the payment of dividends and distributions of assets upon dissolution, liquidation or winding up of the affairs of the Acquiring Fund.

With respect to principal investment risks, while principal risks of an investment in each Fund would be similar in certain respects because each Fund invests in municipal securities and other investments the income from which is exempt from regular federal income taxes, the differences relating to the Funds' investment objectives and policies may affect the comparative risk profiles. For example, as noted above, each Target Fund is subject to single-state risk, while the Acquiring Fund is not. Each Target Fund also invests primarily in investment grade securities, while the Acquiring Fund is permitted to allocate a greater percentage of its portfolio to lower rated municipal securities than each Target Fund. Investments in lower rated securities are subject to higher risks than investments in higher rated securities. The Acquiring Fund therefore would be subject to increased risks from investments in lower rated securities, including a higher risk that the issuer will be unable to pay interest or principal when due.

Consistency of Portfolio Management. The Boards considered that each Fund has the same investment adviser and sub-adviser; however, the portfolio managers of the Acquiring Fund differ from the portfolio managers of each Target Fund. The portfolio managers of the Acquiring Fund will continue to manage the portfolio of the Acquiring Fund following the Merger(s).

Larger Asset Base of the Combined Fund; Effect of the Merger(s) on Fees and Expense Ratios. The Boards considered the management fees and expense ratios of each of the Funds (including an estimated expense ratio of the combined fund following the Merger(s) assuming each Merger is completed). Each Target Board considered that the fund-level management fee schedule of the Acquiring Fund was higher (approximately by five basis points) than that of the applicable Target Fund at each breakpoint level due to differences in investment mandates of the Funds. However, each Target Board considered that, assuming each Merger is completed, it was expected that the total operating expenses (excluding the costs of leverage) of the combined fund would be lower than the total operating expenses (excluding the costs of leverage) of the applicable Target Fund following the Mergers. The Acquiring Board also considered that, assuming each Merger is completed, the total operating expenses (excluding the costs of leverage) of the combined fund were expected to be substantially similar to the total operating expenses (excluding the costs of leverage) of the Acquiring Fund prior to the Mergers.

Potential for Improved Secondary Market Trading. While it is not possible to predict trading levels following the Merger(s), each Board considered that the combined fund's greater share volume may result in greater secondary market liquidity and improved secondary market trading for common shares of the combined fund following the Merger(s), relative to secondary market liquidity and secondary market trading for common shares of each Fund separately, which may lead to narrower bid-ask spreads and smaller trade-to-trade price movements. Further, each Board considered the investment performance of the Funds on a net asset value basis for various periods ended March 31, 2026 and, based on information provided by Nuveen Fund Advisors, considered that although each Target Fund's net asset value returns outperformed those of the Acquiring Fund for the one-year period and Minnesota Municipal's net asset value returns outperformed those of the Acquiring Fund for the five-year period, the Acquiring Fund's net asset value returns outperformed those of each Target Fund for the three- and ten-year periods and outperformed those of Virginia Municipal for the five-year period.

Anticipated Tax-Free Reorganizations. Each Merger will be structured with the intention that it qualifies as a tax-free reorganization for federal income tax purposes, and each Fund participating in such Merger will obtain an opinion of counsel substantially to this effect (based on certain factual representations and certain customary assumptions and exclusions).

Expected Costs of the Mergers. The Boards considered the terms and conditions of the Merger(s), including the estimated costs associated with the Merger(s), and the allocation of such costs among the Funds. Preferred shareholders will not bear any costs of the Merger(s).

Terms of the Mergers and Impact on Shareholders. The terms of the Mergers are intended to avoid dilution of the interests of the existing shareholders of the applicable Funds. In this regard, each Target Board considered that each holder of common shares of a Target Fund will receive common shares of the Acquiring Fund (taking into account any fractional shares to which the shareholder would be entitled) equal in value as of the Valuation Time to the aggregate net asset value of that shareholder's Target Fund common shares held as of the Valuation Time. However, no fractional common shares of the Acquiring Fund will be distributed to the Target Funds' common shareholders in connection with the respective Merger. In lieu of fractional shares, each Target Fund's common shareholders will receive cash. As noted above with respect to holders of preferred shares of each Target Fund, upon the closing of the applicable Merger, holders of any preferred shares of the Target Fund outstanding immediately prior to the closing will receive, on a one-for-one basis, newly issued preferred shares of the Acquiring Fund having substantially similar terms (subject to a limited exception) to the terms of the corresponding series of preferred shares of the respective Target Fund as in effect at the closing of the Merger.

In conjunction with the issuance of additional shares of the Acquiring Fund as described above, the Acquiring Board considered that the Acquiring Fund would receive additional assets and liabilities as a result of the Merger(s). Further, as noted above, the outstanding preferred shares of the Acquiring Fund and any preferred shares of the Acquiring Fund to be issued in the Merger(s) would have equal priority with each other as to the payment of dividends and distributions of assets upon dissolution, liquidation or winding up of the affairs of the Acquiring Fund.

Effect on Shareholder Rights. The Boards considered that each Fund is organized as a Massachusetts business trust. In this regard, with respect to the Target Funds, there will be no change to shareholder rights under state statutory law.

Alternatives. Each Target Board considered various alternatives to its Target Fund's Merger, including maintaining the applicable Target Fund as a separate fund. In evaluating the applicable proposed Merger, each Target Board considered, among other things, Nuveen Fund Advisors' view that combining the Target Funds with a larger closed-end municipal fund with a national mandate was an attractive alternative in light of certain potential benefits to shareholders of the Target Funds, as outlined above.

Potential Benefits to Nuveen Fund Advisors and Affiliates. The Boards considered that the Merger(s) may result in some benefits and economies of scale for Nuveen Fund Advisors and its affiliates. These may include, for example, the reduction in the level of operational expenses incurred for administrative, compliance and portfolio management services as a result of the elimination of each Target Fund as a separate fund in the Nuveen complex.

Conclusion. Each Board approved the Merger(s) on behalf of its Fund, concluding that each such Merger is in the best interests of its Fund and that the interests of existing shareholders of its Fund will not be diluted as a result of the respective Merger(s).

Capitalization

The following tables set forth the unaudited capitalization of the Funds as of March 31, 2026, and the pro-forma combined capitalization of the Acquiring Fund as if the Merger(s) had occurred on that date assuming the completion of both Mergers and the completion of each Merger separately.

1. Capitalization Table—Mergers of Both Minnesota Municipal and Virginia Municipal

The table reflects pro forma exchange ratios of approximately 0.93903954 and 0.90367957 common shares of the Acquiring Fund issued for each common share of Minnesota Municipal and Virginia Municipal, respectively. If the Mergers are consummated, the actual exchange ratios may vary.

	Minnesota Municipal	Virginia Municipal	Acquiring Fund	Pro Forma Adjustments	Acquiring Fund Pro Forma ⁽¹⁾
Series 2028 Adjustable Rate MuniFund Term Preferred (AMTP) Shares, \$100,000 stated value per share, at liquidation value	\$ 49,800,000	\$ —	\$ —	\$ (49,800,000) ⁽²⁾	\$ —
Series A MuniFund Preferred (MFP) Shares, \$100,000 stated value per share, at liquidation value	\$ —	\$ —	\$ 150,000,000		\$ 150,000,000
Series B MuniFund Preferred (MFP) Shares, \$100,000 stated value per share, at liquidation value	\$ —	\$ —	\$ 155,000,000		\$ 155,000,000
Series C MuniFund Preferred (MFP) Shares, \$100,000 stated value per share, at liquidation value	\$ —	\$ —	\$ 336,000,000		\$ 336,000,000
Series 1 Variable Rate Demand Preferred (VRDP) Shares, \$100,000 stated value per share, at liquidation value	\$ —	\$ 128,000,000	\$ 268,800,000	\$ (128,000,000) ⁽²⁾	\$ 268,800,000
Series 2 Variable Rate Demand Preferred (VRDP) Shares, \$100,000 stated value per share, at liquidation value	\$ —	\$ —	\$ 262,200,000		\$ 262,200,000
Series 3 Variable Rate Demand Preferred (VRDP) Shares, \$100,000 stated value per share, at liquidation value	\$ —	\$ —	\$ 146,000,000		\$ 146,000,000
Common Shareholders' Equity					
Common Shares, \$0.01 par value per share	\$ 64,064	\$ 193,096	\$ 1,943,626	\$ (22,505) ⁽³⁾	\$ 2,178,281
Paid-in surplus	85,343,277	258,458,993	2,681,024,031	(1,247,495) ⁽⁴⁾	3,023,578,806
Total distributable earnings	(10,451,002)	(41,487,987)	(273,151,259)	—	(325,090,248)
Net assets applicable to common shares	<u>\$ 74,956,339</u>	<u>\$ 217,164,102</u>	<u>\$ 2,409,816,398</u>	<u>\$ (1,270,000)</u>	<u>\$ 2,700,666,839</u>
Common shares outstanding	6,406,416	19,309,568	194,362,569	(2,250,445)	217,828,108
Net asset value per common share outstanding (net assets attributable to common shares, divided by common shares outstanding)	\$ 11.70	\$ 11.25	\$ 12.40		\$ 12.40
Authorized shares:					
Common	Unlimited	Unlimited	Unlimited		Unlimited
Preferred	Unlimited	Unlimited	Unlimited		Unlimited

(1) The pro forma balances are presented as if the Mergers were effective as of March 31, 2026, are presented for informational purposes only and assumes the issuance of preferred shares in the amounts set forth above, which amounts may change prior to the Closing Date. The actual Closing Date of the Mergers is expected to be on or about October 5, 2026, or such later time agreed to by the parties at which time the results would be reflective of the actual composition of shareholders' equity as of that date. All pro forma adjustments are directly attributable to the Mergers.

(2) Reflects the assumed redemption of preferred shares.

(3) Assumes the issuance of 6,015,901 and 17,449,638 Acquiring Fund common shares to Minnesota Municipal common shareholders and Virginia Municipal common shareholders, respectively, in connection with the Mergers. These numbers are based on the net asset values of the Acquiring Fund and the Target Funds as of March 31, 2026, adjusted for estimated Merger costs.

(4) Includes the impact of estimated total Merger costs of \$1,270,000, which are currently expected to be borne by Minnesota Municipal, Virginia Municipal and the Acquiring Fund in the amounts of \$370,000, \$820,000 and \$80,000, respectively.

2. Capitalization Table—Merger of Minnesota Municipal Only

The table reflects a pro forma exchange ratio of approximately 0.93903954 common shares of the Acquiring Fund issued for each common share of Minnesota Municipal. If the Merger is consummated, the actual exchange ratio may vary.

	Minnesota Municipal	Acquiring Fund	Pro Forma Adjustments	Acquiring Fund Pro Forma ⁽¹⁾
Series 2028 Adjustable Rate MuniFund Term Preferred (AMTP) Shares, \$100,000 stated value per share, at liquidation value	\$ 49,800,000	\$ —	\$(49,800,000) ⁽²⁾	\$ —
Series A MuniFund Preferred (MFP) Shares, \$100,000 stated value per share, at liquidation value	\$ —	\$ 150,000,000		\$ 150,000,000
Series B MuniFund Preferred (MFP) Shares, \$100,000 stated value per share, at liquidation value	\$ —	\$ 155,000,000		\$ 155,000,000
Series C MuniFund Preferred (MFP) Shares, \$100,000 stated value per share, at liquidation value	\$ —	\$ 336,000,000		\$ 336,000,000
Series 1 Variable Rate Demand Preferred (VRDP) Shares, \$100,000 stated value per share, at liquidation value	\$ —	\$ 268,800,000		\$ 268,800,000
Series 2 Variable Rate Demand Preferred (VRDP) Shares, \$100,000 stated value per share, at liquidation value	\$ —	\$ 262,200,000		\$ 262,200,000
Series 3 Variable Rate Demand Preferred (VRDP) Shares, \$100,000 stated value per share, at liquidation value	\$ —	\$ 146,000,000		\$ 146,000,000
Common Shareholders' Equity				
Common Shares, \$0.01 par value per share	\$ 64,064	\$ 1,943,626	\$ (3,905) ⁽³⁾	\$ 2,003,785
Paid-in surplus	85,343,277	2,681,024,031	(446,095) ⁽⁴⁾	2,765,921,213
Total distributable earnings	(10,451,002)	(273,151,259)	—	(283,602,261)
Net assets applicable to common shares	<u>\$ 74,956,339</u>	<u>\$2,409,816,398</u>	<u>\$ (450,000)</u>	<u>\$2,484,322,737</u>
Common shares outstanding	6,406,416	194,362,569	(390,515)	200,378,470
Net asset value per common share outstanding (net assets attributable to common shares, divided by common shares outstanding)	\$ 11.70	\$ 12.40		\$ 12.40
Authorized shares:				
Common	Unlimited	Unlimited		Unlimited
Preferred	Unlimited	Unlimited		Unlimited

(1) The pro forma balances are presented as if the Merger was effective as of March 31, 2026, are presented for informational purposes only and assumes the issuance of preferred shares in the amounts set forth above, which amounts may change prior to the Closing Date. The actual Closing Date of the Merger is expected to be on or about October 5, 2026, or such later time agreed to by the parties at which time the results would be reflective of the actual composition of shareholders' equity as of that date. All pro forma adjustments are directly attributable to the Merger.

(2) Reflects the assumed redemption of preferred shares.

(3) Assumes the issuance of 6,015,901 Acquiring Fund common shares to Minnesota Municipal common shareholders in connection with the Merger. These numbers are based on the net asset values of the Acquiring Fund and Minnesota Municipal as of March 31, 2026, adjusted for estimated Merger costs.

(4) Includes the impact of estimated total Merger costs of \$450,000, which are currently expected to be borne by Minnesota Municipal and the Acquiring Fund in the amounts of \$370,000 and \$80,000, respectively.

3. Capitalization Table—Merger of Virginia Municipal Only

The table reflects a pro forma exchange ratio of approximately 0.90367957 common shares of the Acquiring Fund issued for each common share of Virginia Municipal. If the Merger is consummated, the actual exchange ratio may vary.

	Virginia Municipal	Acquiring Fund	Pro Forma Adjustments	Acquiring Fund Pro Forma ⁽¹⁾
Series A MuniFund Preferred (MFP) Shares, \$100,000 stated value per share, at liquidation value	\$ —	\$ 150,000,000		\$ 150,000,000
Series B MuniFund Preferred (MFP) Shares, \$100,000 stated value per share, at liquidation value	\$ —	\$ 155,000,000		\$ 155,000,000
Series C MuniFund Preferred (MFP) Shares, \$100,000 stated value per share, at liquidation value	\$ —	\$ 336,000,000		\$ 336,000,000
Series 1 Variable Rate Demand Preferred (VRDP) Shares, \$100,000 stated value per share, at liquidation value . .	\$ 128,000,000	\$ 268,800,000	\$(128,000,000) ⁽²⁾	\$ 268,800,000
Series 2 Variable Rate Demand Preferred (VRDP) Shares, \$100,000 stated value per share, at liquidation value . .	\$ —	\$ 262,200,000		\$ 262,200,000
Series 3 Variable Rate Demand Preferred (VRDP) Shares, \$100,000 stated value per share, at liquidation value . .	\$ —	\$ 146,000,000		\$ 146,000,000
Common Shareholders' Equity:				
Common Shares, \$0.01 par value per share	\$ 193,096	\$ 1,943,626	\$ (18,600) ⁽³⁾	\$ 2,118,122
Paid-in surplus	258,458,993	2,681,024,031	(881,400) ⁽⁴⁾	2,938,601,624
Total distributable earnings	(41,487,987)	(273,151,259)	—	(314,639,246)
Net assets applicable to common shares	<u>\$217,164,102</u>	<u>\$2,409,816,398</u>	<u>\$ (900,000)</u>	<u>\$2,626,080,500</u>
Common shares outstanding	19,309,568	194,362,569	(1,859,930)	211,812,207
Net asset value per common share outstanding (net assets attributable to common shares, divided by common shares outstanding)	\$ 11.25	\$ 12.40		\$ 12.40
Authorized shares:				
Common	Unlimited	Unlimited		Unlimited
Preferred	Unlimited	Unlimited		Unlimited

(1) The pro forma balances are presented as if the Merger was effective as of March 31, 2026, are presented for informational purposes only and assumes the issuance of preferred shares in the amounts set forth above, which amounts may change prior to the Closing Date. The actual Closing Date of the Merger is expected to be on or about October 5, 2026, or such later time agreed to by the parties at which time the results would be reflective of the actual composition of shareholders' equity as of that date. All pro forma adjustments are directly attributable to the Merger.

(2) Reflects the assumed redemption of preferred shares.

(3) Assumes the issuance of 17,449,638 Acquiring Fund common shares to Virginia Municipal common shareholders in connection with the Merger. These numbers are based on the net asset values of the Acquiring Fund and Virginia Municipal as of March 31, 2026, adjusted for estimated Merger costs.

(4) Includes the impact of estimated total Merger costs of \$900,000, which are currently expected to be borne by Virginia Municipal and the Acquiring Fund in the amounts of \$820,000 and \$80,000, respectively.

Expenses Associated with the Mergers

Preferred shareholders will not bear any costs of the Mergers. The costs of the Mergers are estimated to be \$1,270,000, but the actual costs may be higher or lower than that amount. These costs represent the estimated nonrecurring expenses of the Funds in carrying out their obligations under the Agreement and consist of management's estimate of professional service fees, printing costs and mailing charges related to the proposed Mergers. Based on the expected benefits of the Mergers to each Fund, each of Minnesota Municipal, Virginia Municipal and the Acquiring Fund is expected to be allocated \$370,000, \$820,000 and \$80,000, respectively, of

the estimated expenses in connection with the Mergers (0.51%, 0.38% and 0.00%, respectively, of Minnesota Municipal's, Virginia Municipal's and the Acquiring Fund's average net assets applicable to common shares for the twelve months ended March 31, 2026). If one or both Mergers is not consummated for any reason, including because the requisite shareholder approvals are not obtained, each of the Funds, and common shareholders of each of the Funds indirectly, will still bear the costs of the Mergers.

The Funds have engaged Computershare Fund Services to assist in the solicitation of proxies at an estimated aggregate cost of \$7,500 per Fund plus reasonable expenses, which is included in the foregoing estimate.

Dissenting Shareholders' Rights of Appraisal

Under the charter documents of the Funds, shareholders do not have dissenters' rights of appraisal with respect to their shares in connection with the Mergers.

Material Federal Income Tax Consequences of the Mergers

With respect to each Merger, as a non-waivable condition to each Fund's obligation to consummate the Merger, each Fund will receive a tax opinion from Vedder Price P.C. (which opinion will be based on certain factual representations and certain customary assumptions and exclusions) substantially to the effect that, on the basis of the existing provisions of the Code, current administrative rules and court decisions, for U.S. federal income tax purposes:

- (a) The merger of the Target Fund with and into the Merger Sub pursuant to applicable state laws will constitute a "reorganization" within the meaning of Section 368(a) of the Code and the Acquiring Fund and the Target Fund will each be a "party to a reorganization," within the meaning of Section 368(b) of the Code, with respect to the merger.
- (b) No gain or loss will be recognized by the Acquiring Fund or the Merger Sub upon the merger of the Target Fund with and into the Merger Sub pursuant to applicable state laws or upon the liquidation of the Merger Sub.
- (c) No gain or loss will be recognized by the Target Fund upon the merger of the Target Fund with and into the Merger Sub pursuant to applicable state laws.
- (d) No gain or loss will be recognized by the Target Fund shareholders upon the conversion of all their Target Fund shares solely into Acquiring Fund shares in the merger of the Target Fund with and into the Merger Sub pursuant to applicable state laws, except to the extent the Target Fund common shareholders receive cash in lieu of a fractional Acquiring Fund common share.
- (e) The aggregate basis of the Acquiring Fund shares received by each Target Fund shareholder pursuant to the merger (including any fractional Acquiring Fund common share to which a Target Fund common shareholder would be entitled) will be the same as the aggregate basis of the Target Fund shares that were converted into such Acquiring Fund shares.
- (f) The holding period of the Acquiring Fund shares received by each Target Fund shareholder in the merger (including any fractional Acquiring Fund common share to which a Target Fund common shareholder would be entitled) will include the period during which the shares of the Target Fund that were converted into such Acquiring Fund shares were held by such shareholder, provided the Target Fund shares are held as capital assets at the effective time of the merger.
- (g) The basis of the Target Fund's assets received by the Merger Sub in the merger will be the same as the basis of such assets in the hands of the Target Fund immediately before the merger.
- (h) The holding period of the assets of the Target Fund received by the Merger Sub in the merger will include the period during which those assets were held by the Target Fund (except where investment activities of the Acquiring Fund have the effect of reducing or eliminating the holding period with respect to an asset).

With respect to each Merger, the opinion addressing the U.S. federal income tax consequences of the Merger described above will rely, if applicable, on the assumption that the Acquiring Fund AMTP or VRDP Shares received in the Merger, if any, will each constitute equity of the Acquiring Fund. In that regard, if applicable, Stradley Ronon Stevens & Young, LLP, as special tax counsel to the Acquiring Fund, will deliver an opinion to the Acquiring Fund, subject to certain representations, assumptions and conditions, substantially to the effect that any Acquiring Fund VRDP Shares received in the Merger of Virginia Municipal by the holders of VRDP Shares of Virginia Municipal will qualify as equity of the Acquiring Fund for U.S. federal income tax purposes. Stradley Ronon Stevens & Young, LLP, as special tax counsel to the Acquiring Fund, will deliver an opinion to the Acquiring Fund, subject to certain representations, assumptions and conditions, substantially to the effect that any Acquiring Fund AMTP Shares received in the Merger of Minnesota Municipal by the holders of AMTP Shares of Minnesota Municipal will qualify as equity of the Acquiring Fund for U.S. federal income tax purposes. As a result, distributions with respect to the preferred shares (other than distributions in redemption of preferred shares subject to Section 302(b) of the Code) will generally constitute dividends to the extent of the Acquiring Fund's allocable current or accumulated earnings and profits, as calculated for U.S. federal income tax purposes. Because the treatment of a corporate security as debt or equity is determined on the basis of the facts and circumstances of each case, and no controlling precedent exists for the preferred shares issued in the Mergers, there can be no assurance that the Internal Revenue Service ("IRS") will not question special tax counsels' opinions and the Acquiring Fund's treatment of the preferred shares as equity. If the IRS were to succeed in such a challenge, holders of preferred shares could be characterized as receiving taxable interest income rather than exempt-interest or other dividends, possibly requiring them to file amended income tax returns and retroactively to recognize additional amounts of ordinary income and pay additional tax, interest and penalties, and the tax consequences of the Mergers could differ significantly from those described in this Joint Proxy Statement/Prospectus.

No opinion will be expressed as to (1) the effect of the Mergers on a Target Fund, the Acquiring Fund, the Merger Sub or any Target Fund shareholder with respect to any asset (including, without limitation, any stock held in a passive foreign investment company as defined in Section 1297(a) of the Code) as to which any gain or loss is required to be recognized under federal income tax principles (i) at the end of a taxable year (or on the termination thereof) or (ii) upon the transfer of such asset regardless of whether such transfer would otherwise be a non-taxable transaction under the Code, (2) the effect of the Mergers under the alternative minimum tax imposed under Section 55 of the Code on a direct or indirect shareholder of a Target Fund, and (3) any other federal tax issues (except those set forth above) and all state, local or non-U.S. tax issues of any kind.

Each opinion will be based on certain factual representations and customary assumptions. The opinion will rely on such representations and will assume the accuracy of such representations. If such representations and assumptions are incorrect, the Merger that is the subject of such opinion may not qualify as a "reorganization" within the meaning of Section 368(a) of the Code, and the Target Fund involved in such Merger and Target Fund shareholders may recognize taxable gain or loss as a result of that Merger.

Opinions of counsel are not binding upon the IRS or the courts and there can be no assurance that the IRS or a court will concur on all or any of the issues discussed above. If the Mergers occur but the IRS or the courts determine that a Merger does not qualify as a "reorganization" within the meaning of Section 368(a) of the Code, the Target Fund involved in such Merger may recognize gain or loss on the transfer of its assets to the Acquiring Fund and/or the deemed distribution of Acquiring Fund shares to its shareholders and each shareholder of that Target Fund would recognize taxable gain or loss equal to the difference between its basis in its Target Fund shares and the fair market value of the shares of the Acquiring Fund it receives.

If a Target Fund common shareholder receives cash in lieu of a fractional Acquiring Fund common share, the shareholder will be treated as having received the fractional Acquiring Fund common share pursuant to the Merger and then as having sold that fractional Acquiring Fund common share for cash. As a result, each such Target Fund common shareholder generally will recognize gain or loss equal to the difference between the amount of cash received and the basis in the fractional Acquiring Fund common share. This gain or loss generally will be a capital gain or loss and generally will be long-term capital gain or loss if, as of the effective time of the Merger, the holding period for the shares (including the holding period of Target Fund shares surrendered therefor if the Target Fund shares were held as capital assets at the time of the Merger) is more than one year. The deductibility of capital losses is subject to limitations. Any cash received in lieu of a fractional share may be subject to backup withholding.

Prior to the Valuation Time, each Target Fund will declare a distribution to its preferred and common shareholders, which together with all other distributions to shareholders made with respect to the taxable year in which its Merger occurs and all prior taxable years, will have the effect of distributing to such shareholders all its net investment income and realized net capital gains (after reduction by any available capital loss carryforwards and excluding any net capital gain on which the Target Fund paid U.S. federal income tax), if any, through the Closing Date of the applicable Merger. To the extent distributions are attributable to ordinary taxable income or capital gains, the distribution will be taxable to shareholders who are subject to federal income tax. Each Fund designates distributions to common and preferred shareholders as consisting of particular types of income (such as exempt interest, ordinary income and capital gain) based on each class's proportionate share of the total distributions paid by the Fund with respect to the year. Additional distributions may be made if necessary. For the Acquiring Fund, all dividends and distributions will be paid in cash unless a shareholder has made an election to reinvest dividends and distributions in additional shares under each Fund's dividend reinvestment plan. The tax character of dividends and distributions (as consisting of ordinary income and capital gain) will be the same for federal income tax purposes whether received in cash or additional shares.

After the Mergers, the Acquiring Fund's ability to use a Target Fund's or the Acquiring Fund's realized and unrealized pre-Merger capital losses may be limited under certain federal income tax rules applicable to reorganizations of this type. Therefore, in certain circumstances, shareholders may pay U.S. federal income tax sooner, or pay more U.S. federal income tax, than they would have had the Mergers not occurred. The effect of these potential limitations, however, will depend on a number of factors including the amount of the losses, the amount of gains to be offset, the exact timing of the Mergers and the amount of unrealized capital gains in the Funds at the time of the Mergers.

The tables below set forth, as of May 31, 2025 the tax year end for each Target Fund, Minnesota Municipal's and Virginia Municipal's unused capital loss carryforwards available for U.S. federal income tax purposes to be applied against future capital gains, if any.

	Minnesota Municipal
Not subject to expiration:	
Short-Term	\$ 2,166,772
Long-Term	4,003,536
Total	<u>6,170,308</u>

	Virginia Municipal
Not subject to expiration:	
Short-Term	\$ 11,692,021
Long-Term	17,955,701
Total	<u>29,647,722</u>

The table below sets forth, as of October 31, 2025 (the Acquiring Fund's tax year end), the Acquiring Fund's unused capital loss carryforwards available for U.S. federal income tax purposes to be applied against future capital gains, if any.

	Acquiring Fund⁽¹⁾
Not subject to expiration:	
Short-Term	\$ 176,071,370
Long-Term	74,596,467
Total	<u>250,667,837</u>

(1) A portion of the Acquiring Fund's capital loss carryforwards is subject to limitation under the Internal Revenue Code and related regulations.

In addition, the shareholders of the Target Funds will receive a proportionate share of any taxable income and gains (after the application of any available capital loss carryforwards) realized by the Acquiring Fund and not distributed to its shareholders prior to the closing of a Merger when such income and gains are eventually distributed by the Acquiring Fund. To the extent the Acquiring Fund sells portfolio investments after the Mergers, the Acquiring Fund may recognize gains or losses (including any built-in gain in the portfolio investments of a Target Fund or the Acquiring Fund that was unrealized at the time of the Mergers), which also may result in taxable distributions to shareholders holding shares of the Acquiring Fund, including former Target Fund shareholders who hold Acquiring Fund shares after the Mergers. As a result, shareholders of the Target Funds and the Acquiring Fund may receive a greater amount of taxable distributions than they would have had the Mergers not occurred.

The foregoing is intended to be only a summary of the principal U.S. federal income tax consequences of the Mergers and should not be considered to be tax advice. This description of the U.S. federal income tax consequences of the Mergers is made without regard to the particular facts and circumstances of any shareholder. There can be no assurance that the IRS or a court will concur on all or any of the issues discussed above. Shareholders are urged to consult their own tax advisers as to the specific consequences to them of the Mergers, including without limitation the U.S. federal, state, local, and non-U.S. tax consequences with respect to the foregoing matters and any other considerations that may be applicable to them.

Shareholder Approval

With respect to each Merger, the Merger is required to be approved by the affirmative vote of the holders of a majority (more than 50%) of a Target Fund's outstanding common and preferred shares entitled to vote on the matter, voting together as a single class, and by the affirmative vote of the holders of a majority (more than 50%) of a Target Fund's outstanding preferred shares entitled to vote on the matter, voting together as a single class. Each Merger also is required to be approved by the affirmative vote of the holders of a majority (more than 50%) of the Acquiring Fund's outstanding preferred shares, voting together as a single class. Holders of each Target Fund's preferred shares are being solicited separately on the foregoing proposal through a separate proxy statement and not through this Joint Proxy Statement/Prospectus.

Abstentions will have the same effect as a vote against the approval of a Merger.

Preferred shareholders of the Funds are separately being asked to approve the Agreement as a "plan of reorganization" under the 1940 Act. Section 18(a)(2)(D) of the 1940 Act provides that the terms of preferred shares issued by a registered closed-end management investment company must contain provisions requiring approval by the vote of a majority of such shares, voting as a class, of any plan of reorganization adversely affecting such shares. Because the 1940 Act makes no distinction between a plan of reorganization that has an adverse effect as opposed to a materially adverse effect, the Funds are seeking approval of the Agreement by the holders of their preferred shares.

The closing of each Merger is subject to the satisfaction or waiver of certain closing conditions, which include customary closing conditions. In order for a Merger to occur, all requisite shareholder approvals must be obtained at the applicable Fund's shareholder meeting, and certain other consents, confirmations and/or waivers from various third parties, including the liquidity providers and/or the initial purchasers with respect to outstanding preferred shares of the Acquiring Fund, must also be obtained. Because the closing of each Merger is contingent upon the applicable Target Fund and the Acquiring Fund obtaining such shareholder approvals and satisfying (or obtaining the waiver of) other closing conditions, it is possible that a Merger will not occur even if shareholders of a Fund entitled to vote approve the Merger and a Fund satisfies all of its closing conditions if the other Fund does not obtain its requisite shareholder approvals or satisfy (or obtain the waiver of) its closing conditions. If a Merger is not consummated, the Board of the Target Fund involved in that Merger may take such actions as it deems in the best interests of the Fund, including conducting additional solicitations with respect to the Merger proposal or continuing to operate the Target Fund as a standalone fund. The closing of each Merger is not contingent on the closing of the other Merger.

Each series of preferred shares was issued on a private placement basis to one or a small number of institutional holders. To the extent that one or more preferred shareholders of a Fund owns, holds or controls, individually or in the aggregate, all or a significant portion of a Fund's outstanding preferred shares, the approval by a Fund's preferred shareholders required for a Merger to occur may turn on the exercise of voting or consent rights by such particular shareholder(s) and its or their determination as to the favorable view of the Merger with respect to its or their interests. The Funds exercise no influence or control over the determinations of such shareholders with respect to a Merger; there is no guarantee that such shareholders will vote to approve a Merger proposal.

Description of Common Shares to Be Issued by the Acquiring Fund; Comparison to Target Funds

General

As a general matter, the common shares of the Acquiring Fund and the Target Funds have equal voting rights and equal rights with respect to the payment of dividends and the distribution of assets upon dissolution, liquidation or winding up of the affairs of their Fund and have no preemptive, conversion or exchange rights, except as the Trustees may authorize, or rights to cumulative voting. Holders of whole common shares of each Fund are entitled to one vote per share on any matter on which they are entitled to vote, while each fractional share entitles its holder to a proportional fractional vote. Furthermore, the provisions set forth in each Fund's declaration of trust and by-laws include, among other things, substantially identical super-majority voting provisions and other anti-takeover provisions, as described under "Additional Information About the Acquiring Fund—Certain Provisions in the Acquiring Fund's Declaration of Trust and By-Laws." The full text of each Fund's declaration of trust and by-laws are on file with the SEC and may be obtained as described on page iv.

The Acquiring Fund's declaration of trust authorizes an unlimited number of common shares, par value \$0.01 per share. If the Mergers are consummated, the Acquiring Fund will issue additional common shares on the Closing Date to each Target Fund based on the relative per share NAV of the Acquiring Fund and the aggregate net assets of each Target Fund that are transferred in connection with the Mergers, in each case as of the Valuation Time. The value of the Acquiring Fund's net assets will be calculated net of the liquidation preference (including accumulated and unpaid dividends) of all of the Acquiring Fund's outstanding preferred shares.

The terms of the Acquiring Fund common shares to be issued pursuant to the Mergers will be identical to the terms of the Acquiring Fund common shares that are then outstanding. Acquiring Fund common shares have equal rights with respect to the payment of dividends and the distribution of assets upon dissolution, liquidation or winding up of the affairs of the Acquiring Fund. The Acquiring Fund common shares, when issued, will be fully paid and non-assessable and have no preemptive, conversion or exchange rights or rights to cumulative voting. See also "—Summary Description of Massachusetts Business Trusts."

Distributions

As a general matter, each Fund has a monthly distribution policy and each Fund seeks to maintain a stable level of distributions to common shareholders. Each Fund's current policy, which may be changed by its Board, is to pay regular monthly dividends out of its net investment income to holders of its common shares at a level rate (stated in terms of a fixed cents per common share dividend rate) that reflects the past and projected performance of the Fund.

The Acquiring Fund's ability to maintain a level dividend rate will depend on a number of factors, including the rate at which dividends are payable on the preferred shares. The net income of the Acquiring Fund generally consists of all interest income accrued on portfolio assets less all expenses of the Fund. Expenses of the Acquiring Fund are accrued each day. Over time, all the net investment income of the Acquiring Fund will be distributed. At least annually, the Acquiring Fund also intends to effectively distribute net capital gains and ordinary taxable income, if any, after paying any accrued dividends or making any liquidation payments to preferred shareholders. Although it does not now intend to do so, the Board may change the Acquiring Fund's dividend policy and the amount or timing of the distributions based on a number of factors, including the amount of the Fund's undistributed net investment income and historical and projected investment income and the amount of the expenses and dividend rates on the outstanding preferred shares.

As explained more fully below, at least annually, the Acquiring Fund may elect to retain rather than distribute all or a portion of any net capital gains (the excess of net long-term capital gains over net short-term capital losses) otherwise allocable to shareholders and pay U.S. federal income tax on the retained gain. As provided under U.S. federal income tax law, shareholders of record as of the end of the Acquiring Fund's taxable year will include their share of the retained net capital gains in their income for the year as a long-term capital gain (regardless of their holding period in the shares) and will be entitled to a U.S. federal income tax credit or refund for their proportionate share of the U.S. federal income tax deemed paid on their behalf by the Acquiring Fund on such retained gain. See "Additional Information About the Acquiring Fund—Federal Income Tax Matters Associated with Investment in the Acquiring Fund" below and "Federal Income Tax Matters" in the Merger SAI.

So long as preferred shares are outstanding, the Acquiring Fund may not declare a dividend or distribution to common shareholders (other than a dividend in common shares of the Fund) or purchase outstanding common shares unless all accumulated dividends on preferred shares have been paid and unless the asset coverage, as defined in the 1940 Act, with respect to its preferred shares at the time of the declaration of such dividend or distribution or at the time of such purchase would be at least 200% after giving effect to the dividend or distribution or purchase price.

Dividend Reinvestment Plan

The terms of the dividend reinvestment plan (the "Plan") for the Acquiring Fund and the Target Funds are identical. Under the Acquiring Fund's Plan, you may elect to have all dividends, including any capital gain distributions, on your common shares automatically reinvested by Computershare Trust Company, N.A. (the "Plan Agent") in additional common shares under the Plan. You may elect to participate in the Plan by contacting Nuveen Investor Services at (800) 257-8787. If you do not participate, you will receive all distributions in cash paid by check mailed directly to you or your brokerage firm by Computershare Inc. and the Plan Agent. Taxable dividends and distributions are subject to U.S. federal income tax whether reinvested or received in cash.

If you decide to participate in the Plan of the Acquiring Fund, the number of common shares you will receive will be determined as follows:

- (1) If common shares are trading at or above NAV, at the then-current market price; or
- (2) If common shares are trading below NAV at the time of valuation, the Plan Agent will receive the dividend or distribution in cash and will purchase common shares in the open market, on the NYSE or elsewhere, for the participants' accounts. It is possible that the market price for the common shares may increase before the Plan Agent has completed its purchases. Therefore, the average purchase price per share paid by the Plan Agent may exceed the market price at the time of valuation, resulting in the purchase of fewer shares than if the dividend or distribution had been paid in common shares issued by the Acquiring Fund. The Plan Agent will use all dividends and distributions received in cash to purchase common shares in the open market within 30 days of the valuation date. Interest will not be paid on any uninvested cash payments; or
- (3) If the Plan Agent begins purchasing Acquiring Fund shares on the open market while shares are trading below NAV, but the Fund's shares subsequently trade at or above their NAV before the Plan Agent is able to complete its purchases, the Plan Agent may cease open-market purchases and may invest the uninvested portion of the distribution in newly-issued Acquiring Fund shares at a price equal to the greater of the shares' NAV or 95% of the shares' market value.

You may withdraw from the Plan at any time by giving written notice to the Plan Agent. If you withdraw or the Plan is terminated, you will receive a cash payment for any fraction of a share in your account. If you wish, the Plan Agent will sell your shares and send you the proceeds, minus brokerage commissions and a \$2.50 service fee.

The Plan Agent maintains all shareholders' accounts in the Plan and gives written confirmation of all transactions in the accounts, including information you may need for tax records. Upon a sale of your shares, the Acquiring Fund (or its administrative agent) may be required to report to the IRS and furnish to you cost basis and holding period information for the Acquiring Fund's shares purchased on or after January 1, 2012 ("covered shares").

For shares of the Acquiring Fund held in the Plan, you are permitted to elect from among several permitted cost basis methods. In the absence of an election, the Plan will use first-in first-out methodology for tracking and reporting your cost basis on covered shares as its default cost basis method. The cost basis method you use may not be changed with respect to a sale of shares after the settlement date of the sale. You should consult with your tax advisors to determine the best permitted cost basis method for your tax situation and to obtain more information about how the cost basis reporting rules apply to you.

Common shares in your account will be held by the Plan Agent in non-certificated form. Any proxy you receive will include all common shares you have received under the Plan.

There is no brokerage charge for reinvestment of your dividends or distributions in common shares. However, all participants will pay a pro rata share of brokerage commissions incurred by the Plan Agent when it makes open market purchases.

Automatically reinvesting dividends and distributions does not mean that you do not have to pay income taxes due on such dividends and distributions.

If you hold your common shares with a brokerage firm that does not participate in the Plan, you will not be able to participate in the Plan and any dividend reinvestment may be effected on different terms than those described above. Consult your financial advisor for more information.

The Acquiring Fund reserves the right to amend or terminate the Plan if in the judgment of the Board the change is warranted. There is no direct service charge to participants in the Plan; however, the Fund reserves the right to amend the Plan to include a service charge payable by the participants. Additional information about the Plan may be obtained by writing to Computershare, P.O. Box 505000, Louisville, Kentucky 40233-5000, or by calling (800) 257-8787.

Common Share Price Data

The following tables show for the periods indicated: (1) the high and low sales prices for common shares reported as of the end of the day on the NYSE, (2) the high and low NAVs of the common shares, and (3) the high and low of the premium/(discount) to NAV (expressed as a percentage) of the common shares.

Fiscal Quarter Ended	Minnesota Municipal					
	Market Price		Net Asset Value		Premium/(Discount)	
	High	Low	High	Low	High	Low
May 2026	\$12.47	\$11.87	\$11.89	\$11.85	4.88%	0.17%
February 2026	\$12.20	\$11.71	\$12.13	\$11.95	0.58%	(2.01)%
November 2025	\$12.06	\$11.32	\$12.02	\$11.46	0.33%	(1.22)%
August 2025	\$11.45	\$11.15	\$11.57	\$11.26	(1.04)%	(0.98)%
May 2025	\$12.47	\$11.38	\$12.46	\$11.53	0.08%	(1.30)%
February 2025	\$13.29	\$12.22	\$12.81	\$12.36	3.75%	(1.13)%
November 2024	\$13.62	\$12.76	\$12.93	\$12.89	5.34%	(1.01)%
August 2024	\$12.92	\$10.80	\$12.79	\$12.44	1.02%	(13.18)%

Fiscal Quarter Ended	Virginia Municipal					
	Market Price		Net Asset Value		Premium/(Discount)	
	High	Low	High	Low	High	Low
May 2026	\$11.75	\$11.18	\$11.59	\$11.19	1.38%	(0.09)%
February 2026	\$11.70	\$11.01	\$11.74	\$11.51	(0.34)%	(4.34)%
November 2025	\$11.68	\$11.14	\$11.52	\$11.58	1.39%	(3.80)%
August 2025	\$11.35	\$10.90	\$11.14	\$10.92	1.89%	(0.18)%
May 2025	\$12.61	\$10.82	\$12.21	\$11.02	3.28%	(1.81)%
February 2025	\$13.62	\$12.32	\$12.43	\$12.04	9.57%	2.33%
November 2024	\$13.37	\$11.92	\$12.34	\$12.54	8.35%	(4.94)%
August 2024	\$11.95	\$10.54	\$12.58	\$12.16	(5.01)%	(13.32)%

Fiscal Quarter Ended	Acquiring Fund					
	Closing Market Price per Common Share		NAV per Common Share on Date of Market Price		Premium/(Discount) on Date of Market Price	
	High	Low	High	Low	High	Low
April 2026	\$13.00	\$11.87	\$12.84	\$12.35	1.25%	(3.89)%
January 2026	\$12.79	\$12.19	\$12.88	\$12.66	(0.70)%	(3.71)%
October 2025	\$12.68	\$11.74	\$12.73	\$12.08	(0.39)%	(2.81)%
July 2025	\$12.03	\$11.55	\$12.58	\$12.02	(4.37)%	(3.91)%
April 2025	\$12.69	\$11.34	\$13.37	\$12.35	(5.09)%	(8.18)%
January 2025	\$13.05	\$12.12	\$13.74	\$13.32	(5.02)%	(9.01)%
October 2024	\$13.10	\$12.50	\$13.89	\$13.48	(5.69)%	(7.27)%
July 2024	\$12.63	\$11.74	\$13.81	\$13.56	(8.54)%	(13.42)%

On May 28, 2026, the closing sale prices of Minnesota Municipal, Virginia Municipal and Acquiring Fund common shares were \$12.23, \$11.41 and \$12.53, respectively. For Minnesota Municipal, this price represents a premium to NAV of 3.38%. For Virginia Municipal and the Acquiring Fund, these prices are the same as NAV.

Common shares of each Fund have historically traded at a discount to NAV. It is not possible to state whether Acquiring Fund common shares will trade at a premium or discount to NAV following the Mergers, or what the extent of any such premium or discount might be.

Affiliated Brokerage and Other Fees

None of the Target Funds or the Acquiring Fund paid brokerage commissions within the last fiscal year to (i) any broker that is an affiliated person of such Fund or an affiliated person of such person, or (ii) any broker an affiliated person of which is an affiliated person of such Fund, the Adviser, or the Sub-Adviser of such Fund.

Description of AMTP Shares to Be Issued by the Acquiring Fund

If the Minnesota Municipal Merger takes place, the Acquiring Fund will issue AMTP Shares (“New AMTP Shares”) pursuant to the Agreement if AMTP Shares of Minnesota Municipal are outstanding immediately prior to the closing.

The terms of the New AMTP Shares, if any, will be substantially similar, as of the time of the closing of the applicable Merger, to the terms of the AMTP Shares of Minnesota Municipal outstanding immediately prior to the closing of the Merger of Minnesota Municipal. However, because of the Acquiring Fund’s policy of investing in a nationally diversified portfolio of municipal securities, the terms of the New AMTP Shares will not include a provision, currently applicable to the Target Fund AMTP Shares, that generally would require an additional payment to holders subject to Minnesota income taxation in the event the Target Fund was required to allocate income subject to Minnesota income tax, including capital gains and/or ordinary income, to a given month’s distribution in order to make such distribution equal, on an after-tax basis, to the amount of the distribution if it was excludable from Minnesota income taxation (in addition to federal income taxation). Only

(i) a beneficial owner of preferred shares who is a natural person subject to the applicable state personal income taxation on his or her income or (ii) a beneficial owner, other than a natural person, that seeks to pay dividends (or make other distributions or allocations of income) that are exempt from the applicable state personal income tax is entitled to the benefit of the “gross-up” provision relating to state-specific income tax for the Target Funds. The aggregate liquidation preference of the New AMTP Shares received in the Merger of Minnesota Municipal, if any, will equal the aggregate liquidation preference of the Minnesota Municipal AMTP Shares held immediately prior to the closing of the Minnesota Municipal Merger. The economic terms of the New AMTP Shares likely will not be the same as the terms of the outstanding preferred shares of the Acquiring Fund. The number and terms of AMTP Shares of Minnesota Municipal currently outstanding may change prior to the Merger due to market or other conditions. See “Additional Information About the Acquiring Fund—Description of Outstanding Acquiring Fund MFP Shares” and “—Description of Outstanding Acquiring Fund VRDP Shares.”

Holders of the New AMTP Shares will be entitled to receive cash dividends when, as and if declared by the Acquiring Fund’s Board. The amount of dividends per New AMTP Share will equal the sum of dividends accumulated for each day but not yet paid during the relevant monthly dividend period. The Acquiring Fund expects that the amount of dividends will be calculated based on an index rate equal to the SIFMA Municipal Swap Index or another benchmark rate plus an applicable spread. The applicable spread will be subject to adjustment in certain circumstances, including a change in the credit rating assigned to the New AMTP Shares. The dividend amount accumulated for each day shall in no circumstances exceed the liquidation preference described below multiplied by 15%, divided by the actual number of days in the year.

The outstanding AMTP Shares for Minnesota Municipal have, and the New AMTP Shares will have, a term redemption date of December 1, 2028, subject to earlier redemption or repurchase. The Acquiring Fund will be obligated to redeem the New AMTP Shares on December 1, 2028, unless earlier redeemed or repurchased by the Acquiring Fund, at a redemption price per share equal to the liquidation preference per share (\$100,000) plus any accumulated but unpaid dividends. The New AMTP Shares will be subject to optional and mandatory redemption in certain circumstances. The New AMTP Shares may be redeemed in whole or in part at the option of the Acquiring Fund at a redemption price per share equal to the liquidation preference per share plus any accumulated but unpaid dividends. In the event the Acquiring Fund fails to comply with asset coverage and/or effective leverage ratio requirements and any such failure is not cured within the applicable cure period, the Acquiring Fund may become obligated to redeem such number of preferred shares as are necessary to achieve compliance with such requirements.

The New AMTP Shares, if any, are expected to have voting and consent rights substantially identical to those of the Acquiring Fund’s MFP Shares and VRDP Shares in the Special Rate Period. See “Additional Information About the Acquiring Fund—Description of Outstanding Acquiring Fund MFP Shares” and “—Description of Outstanding Acquiring Fund VRDP Shares” below.

The New AMTP Shares will be senior in priority to the Acquiring Fund’s common shares as to the payment of dividends and as to the distribution of assets upon dissolution, liquidation or winding up of the affairs of the Acquiring Fund. The New AMTP Shares will have equal priority with the other preferred shares of the Acquiring Fund, including the Acquiring Fund’s outstanding MFP Shares and VRDP Shares, any VRDP Shares to be issued by the Acquiring Fund in the Mergers and any other preferred shares that the Acquiring Fund may issue in the future, as to the payment of dividends and as to distribution of assets upon dissolution, liquidation or winding up of the affairs of the Acquiring Fund.

Description of VRDP Shares to Be Issued by the Acquiring Fund

If the Merger of Virginia Municipal takes place, the Acquiring Fund will issue VRDP Shares (the “New VRDP Shares”) pursuant to the Agreement if VRDP Shares of Virginia Municipal are outstanding immediately prior to the closing.

The VRDP Shares of Virginia Municipal are (and the New VRDP Shares, if any, are expected to be) in a “Special Rate Period,” in which the dividend is currently a variable rate determined by reference to index rates plus an applicable spread. During the current Special Rate Period, the Virginia Municipal VRDP Shares are not remarketed by a remarketing agent, and are not subject to optional or mandatory tender events or supported by a liquidity provider and are not subject to remarketing fees or liquidity fees.

The terms of the New VRDP Shares, if any, will be substantially similar, as of the time of the closing of the applicable Merger, to the terms of the VRDP Shares of Virginia Municipal outstanding immediately prior to the closing of the Merger of Virginia Municipal. However, because of the Acquiring Fund's policy of investing in a nationally diversified portfolio of municipal securities, the terms of the New VRDP Shares will not include a provision, currently applicable to the Target Fund VRDP Shares, that generally would require an additional payment to holders subject to Virginia income taxation in the event the Target Fund was required to allocate capital gains and/or ordinary income to a given month's distribution in order to make such distribution equal, on an after-tax basis, to the amount of the distribution if it was excludable from Virginia income taxation (in addition to federal income taxation). Only (i) a beneficial owner of preferred shares who is a natural person subject to the applicable state personal income taxation on his or her income or (ii) a beneficial owner, other than a natural person, that seeks to pay dividends (or make other distributions or allocations of income) that are exempt from the applicable state personal income tax is entitled to the benefit of the "gross-up" provision relating to state-specific income tax for the Target Funds. The aggregate liquidation preference of the New VRDP Shares to be received in the Merger, if any, will equal the aggregate liquidation preference of the Virginia Municipal VRDP Shares held immediately prior to the closing of the Merger. The economic terms of any New VRDP Shares likely will not be the same as the terms of the outstanding preferred shares of the Acquiring Fund. The number and terms of VRDP Shares of Virginia Municipal currently outstanding may change prior to the Merger due to market or other conditions. See "Additional Information About the Acquiring Fund—Description of Outstanding Acquiring Fund MFP Shares" and "—Description of Outstanding Acquiring Fund VRDP Shares."

Holders of the New VRDP Shares will be entitled to receive cash dividends when, as and if declared by the Acquiring Fund's Board. The amount of dividends per New VRDP Share payable on any dividend payment date will equal the sum of dividends accumulated for each day but not yet paid during the relevant monthly dividend period. The Acquiring Fund expects that the amount of dividends will be calculated based by reference to a combination of the SIFMA Municipal Swap Index and a percentage of the one-month Term Secured Overnight Financing Rate (SOFR), or another index, plus an applicable spread. The applicable spread will be subject to adjustment in certain circumstances, including a change in the credit rating assigned to the New VRDP Shares. The dividend rate shall in no circumstances exceed 15% per year for any day.

The outstanding VRDP Shares for Virginia Municipal have a final mandatory redemption date of August 3, 2043, subject to earlier redemption or repurchase. The New VRDP Shares will have the same final mandatory redemption date as the corresponding Virginia Municipal VRDP Shares.

The New VRDP Shares will be subject to optional and mandatory redemption in certain circumstances. The Acquiring Fund will be obligated to redeem the New VRDP Shares on the final mandatory redemption date, unless earlier redeemed or repurchased by the Acquiring Fund, at a redemption price per share equal to the liquidation preference per share (\$100,000) plus any accumulated but unpaid dividends (whether or not earned or declared). The New VRDP Shares will also be redeemable in whole at any time or in part from time to time at the option of the Acquiring Fund at a redemption price per share expected to be equal to the liquidation preference per share plus any accumulated but unpaid dividends (whether or not earned or declared).

During the Special Rate Period for the New VRDP Shares, in the event the Acquiring Fund fails to comply with asset coverage and/or effective leverage ratio requirements and any such failure is not cured within the applicable cure period, the Acquiring Fund may become obligated to redeem such number of preferred shares as are necessary to achieve compliance with such requirements. Also, during the Special Rate Period for the New VRDP Shares, the Acquiring Fund will be obligated to redeem all of the outstanding New VRDP Shares, in the event a Special Rate Period transition is initiated and a failed transition occurs, if such failure is not cured within the applicable cure period.

The New VRDP Shares, if any, are expected to have voting and consent rights substantially identical to those of the Acquiring Fund's MFP Shares and VRDP Shares in the Special Rate Period. See "Additional Information About the Acquiring Fund—Description of Outstanding Acquiring Fund MFP Shares" and "—Description of Outstanding Acquiring Fund VRDP Shares" below.

The New VRDP Shares will be senior in priority to the Acquiring Fund's common shares as to the payment of dividends and as to the distribution of assets upon dissolution, liquidation or winding up of the affairs of the Acquiring Fund. The New VRDP Shares will have equal priority with the other preferred shares of the Acquiring Fund, including the Acquiring Fund's outstanding MFP Shares and VRDP Shares, any New AMTP Shares to be issued by the Acquiring Fund in the Mergers and any other preferred shares that the Acquiring Fund may issue in the future, as to the payment of dividends and as to distribution of assets upon dissolution, liquidation or winding up of the affairs of the Acquiring Fund.

Summary Description of Massachusetts Business Trusts

The following description is based on relevant provisions of applicable Massachusetts law and each Fund's governing documents. This summary does not purport to be complete and we refer you to applicable Massachusetts law and each Fund's operative documents.

General. Each Fund is a Massachusetts business trust. A fund organized as a Massachusetts business trust is governed by the trust's declaration of trust or similar instrument, and its by-laws (its "governing documents"). Massachusetts law allows the trustees of a business trust to set the terms of a fund's governance in its governing documents. All power and authority to manage the fund and its affairs generally reside with the trustees, and shareholder voting and other rights are limited to those provided to the shareholders in the fund's governing documents.

Because Massachusetts law governing business trusts provides more flexibility compared to typical state corporate statutes, the Massachusetts business trust is a common form of organization for closed-end funds. However, some consider it less desirable than other entities because it relies on the terms of the applicable declaration of trust, by-laws and judicial interpretations rather than statutory provisions for substantive issues, such as the personal liability of shareholders and trustees, and does not provide the level of certitude that corporate laws, or newer statutory trust laws, such as those of Delaware, provide.

Shareholders of a Massachusetts business trust are not afforded the statutory limitation of personal liability generally afforded to shareholders of a corporation from the trust's liabilities. Instead, the declaration of trust of a fund organized as a Massachusetts business trust typically provides that a shareholder will not be personally liable, and further provides for indemnification to the extent that a shareholder is found personally liable, for the fund's acts or obligations. The declaration of trust of each Fund contains such provisions.

Similarly, the trustees of a Massachusetts business trust are not afforded statutory protection from personal liability for the obligations of the trust. However, courts in Massachusetts have recognized limitations of a trustee's personal liability in contract actions for the obligations of a trust contained in the trust's declaration of trust, and declarations of trust may also provide that trustees may be indemnified out of the assets of the trust to the extent held personally liable. The declaration of trust of each Fund contains such provisions.

The Funds

Each Fund is organized as a Massachusetts business trust and is governed by its declaration of trust and by-laws. Under the declaration of trust of each Fund, any determination as to what is in the interests of the Fund made by the trustees in good faith is conclusive, and in construing the provisions of the declaration of trust, there is a presumption in favor of a grant of power to the trustees. Further, each declaration of trust provides that certain determinations made in good faith by the trustees are binding upon the Fund and all shareholders, and shares are issued and sold on the condition and understanding, evidenced by the purchase of shares, that any and all such determinations will be so binding. The by-laws of each Fund provide that each shareholder of the Fund, by virtue of having become a shareholder, shall be held to have expressly assented and agreed to be bound by the terms of the Fund's governing documents. **The Funds' declarations of trust are substantially the same, and the Funds have adopted the same by-laws. The following is a summary of some of the key provisions of the Funds' governing documents.**

Shareholder Voting. The declaration of trust of each Fund limits shareholder voting to certain enumerated matters, including certain amendments to the declaration of trust, the election of trustees if required by the 1940 Act, the merger or consolidation of the Fund with any corporation or a reorganization or sales of assets in certain circumstances and matters required to be voted on by the 1940 Act, or, for the Acquiring Fund and Virginia Municipal, a recapitalization of the Fund (under certain circumstances), and for each Fund, with respect to such additional matters relating to the Fund as the trustees may consider necessary or desirable.

Regular meetings of shareholders for the election of Trustees and the transaction of such other business as may properly be considered at the meeting shall be held if such meetings are required by the NYSE. Special meetings of shareholders may be called by at least two-thirds of the trustees and must be called upon the written request of shareholders owning at least 10% of the outstanding shares entitled to vote. The holders of a majority (more than 50%) of the voting power of the shares of beneficial interest of the Fund entitled to vote at a meeting will constitute a quorum for the transaction of business. Notwithstanding the foregoing, when the holders of preferred shares are entitled to elect any of a Fund's trustees by class vote of such holders, the holders of thirty-three and one-third percent (33 1/3%) of the preferred shares entitled to vote at a meeting shall constitute a quorum for the purpose of such an election. Unless other voting provisions contained in the Fund's governing documents or the 1940 Act apply, the affirmative vote of the holders of a majority (more than 50%) of the shares present in person or by proxy and entitled to vote at a meeting of shareholders at which a quorum is present is required to approve a matter. The governing documents require a super-majority vote in certain circumstances with respect to a merger, consolidation or dissolution of or sale of substantially all of the assets by, the Fund, or its conversion to an open-end investment company, unless such transaction has been approved by two-thirds of the trustees, and that the affirmative vote of a majority (more than 50%) of the shares outstanding and entitled to vote is required to elect trustees in a "contested election" (i.e., an election in which the number of trustees nominated in accordance with the by-laws exceeds the number of trustees to be elected), but that a plurality vote applies in an uncontested election.

Shareholder Meetings. Meetings of shareholders may be called by the trustees and must be called upon the written request of shareholders entitled to cast at least 10% of all votes entitled to be cast at the meeting. Shareholder requests for special meetings are subject to various requirements under each Fund's by-laws, including as to the specific form of, and information required in, a shareholder's request to call such a meeting. A shareholder may request a special meeting only to act on a matter upon which such shareholder is entitled to vote under the terms of the Fund's governing documents, and shareholders may not request special meetings for the purpose of electing trustees.

The by-laws of each Fund authorize the trustees or the chair of a shareholder meeting to adopt rules, regulations and procedures appropriate for the proper conduct of the meeting, which may include (i) the establishment of an agenda or order of business for the meeting; (ii) the determination of when the polls shall open and close for any given matter to be voted on by the shareholders present or represented at the meeting; (iii) rules and procedures for maintaining order at the meeting and the safety of those present; (iv) limitations on attendance at and participation in the meeting by persons other than shareholders, their duly authorized and constituted proxies or such other persons as the chair of the meeting shall determine; (v) restrictions on entry to the meeting after the time fixed for the commencement thereof; (vi) limitations on the time allotted to questions or comments by shareholders; and (vii) the extent to which, if any, other participants are permitted to speak.

The by-laws of each Fund establish qualification criteria applicable to prospective trustees and generally require that advance notice be given to the Fund in the event a shareholder desires to nominate a person for election to the Board or to transact any other business at a meeting of shareholders. Any notice by a shareholder must be accompanied by certain information as required by the by-laws. No shareholder proposal will be considered at any meeting of shareholders of a Fund if such proposal is submitted by a shareholder who does not satisfy all applicable requirements set forth in the by-laws, and unless the matter is one on which the shareholder is entitled to vote under the terms of the declaration of trust.

Election and Removal of Trustees. The declaration of trust of each Fund provides that the trustees determine the size of the Board, subject to a minimum and a maximum number. Subject to the provisions of the 1940 Act, the declaration of trust also provides that vacancies on the Board may be filled by the remaining

trustees. A trustee may be removed only for cause and only by action of at least two-thirds of the remaining trustees or by action of at least two-thirds of the outstanding shares of the class or classes that elected such trustee. The by-laws of each Fund establish qualification requirements applicable to any person who is recommended, nominated, elected, appointed, qualified or seated as a trustee.

Pursuant to the Fund's by-laws, the Fund's Board is divided into three classes (Class I, Class II and Class III) with staggered multi-year terms, and typically only the members of one of the three classes stand for election each year. The staggered board structure could delay for up to two years the election of a majority of the Board of each Fund. In addition, upon or prior to the issuance of any preferred shares, the trustees must designate by resolution two trustees to be appointed to serve as trustees elected solely by the holders of the outstanding preferred shares. The board structure of the Acquiring Fund will remain in place following the closing of the Mergers.

Issuance of Shares. Under the declaration of trust of each Fund, the trustees are permitted to authorize the issuance of an unlimited number of shares for such consideration and on such terms as the trustees may determine. Shareholders are not entitled to any preemptive rights or other rights to subscribe to additional shares, except as the trustees may determine. Shares are subject to such other preferences, conversion, exchange or similar rights, as the trustees may determine.

Classes. The declaration of trust of each Fund gives broad authority to the trustees to establish classes or series in addition to those currently established and to determine the rights and preferences, conversion rights, voting powers, restrictions, limitations, qualifications or terms or conditions of redemptions of the shares of the classes or series. The trustees are also authorized to terminate a class or series without a vote of shareholders under certain circumstances.

Amendments to Governing Documents. Amendments to the declaration of trust generally require the consent of shareholders owning more than 50% of shares entitled to vote, voting in the aggregate. Certain amendments may be made by the trustees without a shareholder vote, and any amendment to the voting requirements and certain provisions relating to the trustees contained in the declaration of trust requires the approval of two-thirds of the outstanding common shares and preferred shares, if any, entitled to vote, voting in the aggregate and not by class except to the extent that applicable law or the declaration of trust may require voting by class. Each Fund's by-laws may be amended or repealed, or new by-laws may be adopted, by a vote of a majority of the trustees. The by-laws of each Fund may not be amended by shareholders.

Shareholder, Trustee and Officer Liability. The declaration of trust of each Fund provides that shareholders have no personal liability for the acts or obligations of the Fund and requires the Fund to indemnify a shareholder from any loss or expense arising solely by reason of his or her being or having been a shareholder and not because of his or her acts or omissions or for some other reason. In addition, each declaration of trust provides that the Fund will assume the defense of any claim against a shareholder for personal liability at the request of the shareholder. Similarly, each declaration of trust provides that any person who is a trustee, officer or employee of the Fund is not personally liable to any person in connection with the affairs of the Fund, other than to the Fund and its shareholders arising from such trustee's, officer's or employee's bad faith, willful misfeasance, gross negligence or reckless disregard for his or her duty. Each declaration of trust further provides for indemnification of such persons and advancement of the expenses of defending any such actions for which indemnification might be sought. Each declaration of trust also provides that the trustees may rely in good faith on expert advice.

Forum Selection. Each Fund's by-laws provide that, unless the Fund consents in writing to the selection of an alternative forum, and except for certain claims brought under the federal securities laws, the sole and exclusive forum for any shareholder or group of shareholders to bring (i) any derivative action or proceeding brought on behalf of the Fund, (ii) any action asserting a claim for breach of any duty owed by a trustee or officer or other employee of a Fund to the Fund or to the Fund's shareholders, (iii) any action asserting a claim arising pursuant to Massachusetts business trust law or the Fund's governing documents, and (iv) any other action asserting a claim governed by the internal affairs doctrine, shall be within the United States District Court for the District of Massachusetts (Boston Division) or, to the extent such court does not have jurisdiction, the Business

Litigation Session of the Massachusetts Superior Court in Suffolk County. Each Fund's by-laws further provide that in any such covered action there is no right to a jury trial and the right to a jury trial is expressly waived to the fullest extent permitted by law.

Derivative and Direct Claims of Shareholders. Each Fund's by-laws contain provisions regarding derivative and direct claims of shareholders. Massachusetts has what is commonly referred to as a "universal demand statute," which requires that a shareholder make a written demand on the board, requesting the trustees to bring an action, before the shareholder is entitled to bring or maintain a derivative action in the right of or name of or on behalf of the trust. Under the Massachusetts statute, a shareholder whose demand has been refused by the trustees may bring the claim only if the shareholder demonstrates to a court that the trustees' decision not to pursue the requested action was not a good faith exercise of their business judgment on behalf of the Fund. The by-laws of each Fund largely incorporate the substantive elements of the Massachusetts statute and establish procedures for shareholders to bring derivative actions and for the Board to consider shareholder demands that the Fund commence a suit. In addition, the by-laws of each Fund distinguish direct actions from derivative claims and prohibit the latter from being brought directly by a shareholder.

D. ADDITIONAL INFORMATION ABOUT THE INVESTMENT POLICIES

Comparison of the Investment Objectives and Policies of the Acquiring Fund and the Target Funds

General

The Funds have similar investment objectives, but there are differences. Each Target Fund is a state-specific municipal fund that seeks to provide current income exempt from regular federal income tax and the income tax of a single state. In contrast, the Acquiring Fund is a national municipal fund that seeks to provide current income exempt from regular federal income tax.

Minnesota Municipal's primary investment objective is to seek to provide current income exempt from both regular federal and Minnesota income taxes. Its secondary investment objective is to enhance portfolio value relative to the Minnesota municipal bond market by investing in Minnesota municipal securities that the Fund's sub-adviser believes are underrated or undervalued or that represent municipal market sectors that are undervalued. As a fundamental policy, under normal circumstances, the Fund will invest at least 80% of its Assets in municipal securities and other related investments the income from which is exempt from regular federal and Minnesota income taxes.

Virginia Municipal's primary investment objective is to provide current income exempt from both regular federal and Virginia income taxes. Its secondary investment objective is to enhance portfolio value relative to the Virginia municipal bond market by investing in tax-exempt Virginia municipal securities that the Fund's investment sub-adviser believes are underrated or undervalued or that represent municipal market sectors that are undervalued. As a fundamental policy, under normal circumstances, the Fund will invest at least 80% of its in municipal securities and other related investments, the income from which is exempt from regular federal and Virginia income taxes.

The Acquiring Fund's investment objectives are to provide current income exempt from regular federal income tax and to enhance portfolio value relative to the municipal bond market by investing in tax-exempt municipal bonds that the Fund's investment adviser believes are underrated or undervalued or that represent municipal market sectors that are undervalued. Under normal circumstances, the Fund will invest at least 80% of its Assets in municipal securities and other related investments, the income from which is exempt from regular federal income taxes.

As a non-fundamental investment policy, under normal circumstances, the Acquiring Fund may invest up to 55% of its Managed Assets in securities that, at the time of investment, are rated below the three highest grades (Baa or BBB or lower) by at least one NRSRO or are unrated but judged to be of comparable quality by the Acquiring Fund's sub-adviser. As a non-fundamental investment policy, under normal circumstances, each Target Fund will invest at least 80% of its Managed Assets in investment grade quality municipal securities. A security is considered investment grade if, at the time of investment, it is rated within the four highest letter

grades (Baa or BBB or better) by at least one NRSRO that rates such security (even if rated lower by another), or if it is unrated but judged to be of comparable quality by the Target Fund's sub-adviser (such securities are commonly referred to as split-rated securities). Under normal circumstances, each Target Fund may invest up to 20% of its Managed Assets in municipal securities that, at the time of investment, are rated below investment grade (Ba or BB or lower) by any NRSROs or are unrated but judged to be of comparable quality by the Fund's sub-adviser. As a non-fundamental policy, under normal circumstances, each Fund will limit the amount of AMT Bonds to no more than 20% of Managed Assets.

Note that (1) each Fund's investment objectives; (2) Minnesota Municipal's policy to invest at least 80% of its Assets in municipal securities and other related investments the income from which is exempt from regular federal and Minnesota income taxes; (3) Virginia Municipal's policy to invest at least 80% of its Assets, in municipal securities and other related investments the income from which is exempt from regular federal and Virginia income taxes and (4) the Acquiring Fund's policy to invest, under normal circumstances, at least 80% of its Assets in municipal securities and other related investments, the income from which is exempt from regular federal income taxes, may not be changed without the approval of the holders of a majority of the outstanding common and preferred shares voting together as a single class, and the approval of the holders of a majority of the outstanding preferred shares, voting separately as a single class. When used with respect to particular shares of a Fund, a "majority of the outstanding" shares means (1) 67% or more of the shares present at a meeting, if the holders of more than 50% of the shares are present in person (including participation by means of remote or "virtual" communication) or represented by proxy, or (2) more than 50% of the shares, whichever is less.

Investment Policies of the Acquiring Fund

Under normal circumstances, the Acquiring Fund will invest at least 80% of its Assets in municipal securities and other related investments, the income from which is exempt from regular federal income taxes.

As a non-fundamental policy, under normal circumstances, the Acquiring Fund may invest up to 55% of its Managed Assets in securities that, at the time of investment, are rated below the three highest grades (Baa or BBB or lower) by at least one NRSRO or are unrated but judged to be of comparable quality by the Fund's sub-adviser.

Under normal circumstances, the Acquiring Fund generally invests in municipal securities with long-term maturities in order to maintain an overall weighted average maturity of greater than 10 years, including the effects of leverage, but the average effective maturity of obligations held by the Fund may be lengthened or shortened as a result of portfolio transactions effected by the Adviser and/or the Sub-Adviser, depending on market conditions and on an assessment by the portfolio manager of which segments of the municipal securities markets offer the most favorable relative investment values and opportunities for tax-exempt income and total return.

In addition, under normal circumstances:

- The Acquiring Fund may invest up to 20% of its Managed Assets in AMT Bonds.
- The Acquiring Fund may invest up to 15% of its Managed Assets in inverse floating rate securities.
- The Acquiring Fund may not enter into a futures contract or related options or forward contracts if more than 30% of the Fund's Managed Assets would be represented by futures contracts or more than 5% of the Fund's Managed Assets would be committed to initial margin deposits and premiums on futures contracts or related options.

Investment Policies of Minnesota Municipal

As a fundamental policy, under normal circumstances, Minnesota Municipal will invest at least 80% of its Assets in municipal securities and other related investments the income from which is exempt from regular federal and Minnesota income taxes.

Minnesota Municipal emphasizes investments in municipal securities with long- or intermediate-term maturities. The Fund buys municipal securities with different maturities and intends to maintain an overall weighted average maturity of greater than 10 years, although this may be shortened depending on market conditions. As a result, Minnesota Municipal's portfolio may include long-term and intermediate-term municipal securities.

In addition, under normal circumstances:

- Minnesota Municipal will invest at least 80% of its Managed Assets in securities that at the time of investment are investment grade quality. A security is considered investment grade quality if it is rated within the four highest letter grades (Baa or BBB or better) by at least one NRSRO that rates such security (even if it is rated lower by another), or if it is unrated by any NRSRO but judged to be of comparable quality by the Fund's sub-adviser.
- Minnesota Municipal may invest up to 20% of its Managed Assets in municipal securities that at the time of investment are rated below investment grade or are unrated by any NRSRO but judged to be of comparable quality by the Sub-Adviser.
- No more than 10% of the Fund's Managed Assets may be invested in municipal securities rated below B3/B- by all NRSROs that rate the security or that are unrated but judged to be of comparable quality by the Sub-Adviser.
- The Fund may invest up to 20% of its Managed Assets in AMT Bonds.
- The Fund may invest up to 15% of its net assets in inverse floating rate securities.

Investment Policies of Virginia Municipal

As a fundamental policy, under normal circumstances, Virginia Municipal will invest at least 80% of its Assets, in municipal securities and other related investments the income from which is exempt from regular federal and Virginia income taxes.

Virginia Municipal emphasizes investments in municipal securities with long- or intermediate-term maturities. The Fund generally invests in municipal securities with different maturities to maintain an overall weighted average maturity of greater than 10 years, although this may be shortened depending on market conditions.

In addition, under normal circumstances:

- Virginia Municipal will invest at least 80% of its Managed Assets in securities that at the time of investment are investment grade quality. A security is considered investment grade quality if it is rated within the four highest letter grades (Baa or BBB or better) by at least one NRSRO that rates such security (even if it is rated lower by another), or if it is unrated by any NRSRO but judged to be of comparable quality by the Fund's sub-adviser.
- Virginia Municipal may invest up to 20% of its Managed Assets in municipal securities that at the time of investment are rated below investment grade or are unrated by any NRSRO but judged to be of comparable quality by the Sub-Adviser.
- No more than 10% of Virginia Municipal's Managed Assets may be invested in municipal securities rated below B3/B- or that are unrated but judged to be of comparable quality by the Adviser.
- Virginia Municipal may not enter into a futures contract or related options or forward contracts if more than 30% of its Managed Assets would be represented by futures contracts or more than 5% of its Managed Assets would be committed to initial margin deposits and premiums on futures contracts or related options.
- Virginia Municipal may invest up to 20% of its Managed Assets in AMT Bonds.

- Virginia Municipal may invest up to 15% of its Managed Assets in inverse floating rate securities.

Use of Leverage

Each Fund uses leverage to pursue its investment objectives. The Funds may use leverage to the extent permitted by the 1940 Act. However, the Acquiring Fund and Virginia Municipal's use of borrowings (which may include reverse repurchase agreements) and issuance of debt securities for leverage is limited by certain fundamental investment restrictions. The Funds may source leverage through a number of methods including the issuance of preferred shares, investments in inverse floating rate securities and borrowings (which may include reverse repurchase agreements). In addition, the Funds may also use certain derivatives that have the economic effect of leverage by creating additional investment exposure. The amount and sources of leverage will vary depending on market conditions.

Temporary Defensive Periods

During temporary defensive periods (e.g., times when, in the Adviser's and/or the Sub-Adviser's opinion, temporary imbalances of supply and demand or other temporary dislocations in the tax-exempt bond market adversely affect the price at which long-term or intermediate-term municipal securities are available), and in order to keep a Fund's cash fully invested, each Fund may invest any percentage of its Managed Assets in short-term investments including high quality, short-term debt securities that may be either tax-exempt or taxable. The Funds may not achieve their investment objectives during such periods.

Portfolio Investments of the Acquiring Fund

Municipal Securities

General. The Acquiring Fund may invest in various municipal securities, including municipal bonds and notes, other securities issued to finance and refinance public projects, variable rate demand obligations and other related securities and derivative instruments creating exposure to municipal bonds, notes and securities that provide for the payment of interest income that is exempt from regular federal income tax. Municipal securities are generally debt obligations issued by state and local governmental entities and may be issued by U.S. territories and possessions to finance or refinance public projects such as roads, schools, and water supply systems. Municipal securities may also be issued on behalf of private entities or for private activities, such as housing, medical and educational facility construction, or for privately owned transportation, electric utility and pollution control projects. Municipal securities may be issued on a long-term basis to provide permanent financing. The repayment of such debt may be secured generally by a pledge of the full faith and credit taxing power of the issuer, a limited or special tax, or any other revenue source including project revenues, which may include tolls, fees and other user charges, lease payments, and mortgage payments. Municipal securities may also be issued to finance projects on a short-term interim basis, anticipating repayment with the proceeds of the later issuance of long-term debt. Municipal securities may be issued and purchased in the form of bonds, notes, leases or certificates of participation; structured as callable or non-callable; with payment forms including fixed coupon, variable rate, zero coupon, capital appreciation bonds, tender option bonds and residual interest bonds or inverse floating rate securities; or acquired through investments in pooled vehicles, partnerships or other investment companies. Inverse floating rate securities are securities that pay interest at rates that vary inversely with changes in prevailing short-term tax-exempt interest rates and represent a leveraged investment in an underlying municipal security, which may increase the effective leverage of the Acquiring Fund. The Acquiring Fund may invest in municipal securities that are additionally secured by insurance, bank credit agreements or escrow accounts. In executing the Funds' investment strategies, portfolio management teams may consider in their discretion certain environmental, social, governance, climate, sustainability and other related factors to the extent any of these factors are deemed financially relevant from an investment perspective. Whether and the degree to which any of these factors are considered largely depends on the particular portfolio management team, strategy, asset classes, securities, and other factors, which could vary.

The Acquiring Fund may invest in municipal bonds issued by U.S. territories and possessions (such as Puerto Rico or Guam) the income from which is exempt from regular federal income tax. Municipal securities are either general obligation or revenue bonds and typically are issued to finance public projects (such as roads or public buildings), to pay general operating expenses or to refinance outstanding debt. General obligation bonds are backed by the full faith and credit, or taxing authority, of the issuer and may be repaid from any revenue source; revenue bonds may be repaid only from the revenues of a specific facility or source. The Fund also may purchase municipal securities that represent lease obligations, municipal notes, pre-refunded municipal bonds, private activity bonds, floating rate securities and other related securities and may purchase derivative instruments that create exposure to municipal bonds, notes and securities. The yields on municipal securities depend on a variety of factors, including prevailing interest rates and the condition of the general money market and the municipal bond market, the size of a particular offering, the maturity of the obligation and the rating of the issue. A municipal security's market value generally will depend upon its form, maturity, call features, and interest rate, as well as the credit quality of the issuer, all such factors examined in the context of the municipal securities market and interest rate levels and trends. The market value of municipal securities will vary with changes in interest rate levels and as a result of changing evaluations of the ability of their issuers to meet interest and principal payments.

Tobacco Settlement Bonds. The Acquiring Fund may invest in tobacco settlement bonds, which are municipal securities that are backed solely by expected revenues to be derived from lawsuits involving tobacco related deaths and illnesses which were settled between certain states and U.S. tobacco companies. Tobacco settlement bonds are secured by an issuing state's proportionate share in the Master Settlement Agreement ("MSA"). The MSA is an agreement, reached out of court in November 1998 between 46 states and nearly all of the U.S. tobacco manufacturers. The MSA provides for annual payments in perpetuity by the manufacturers to the states in exchange for releasing all claims against the manufacturers and a pledge of no further litigation. Tobacco manufacturers pay into a master escrow trust based on their market share, and each state receives a fixed percentage of the payment as set forth in the MSA. A number of states have securitized the future flow of those payments by selling bonds pursuant to indentures or through distinct governmental entities created for such purpose. The principal and interest payments on the bonds are backed by the future revenue flow related to the MSA. Annual payments on the bonds, and thus risk to the Fund, are highly dependent on the receipt of future settlement payments to the state or its governmental entity.

The actual amount of future settlement payments is further dependent on many factors, including, but not limited to, annual domestic cigarette shipments, reduced cigarette consumption, increased taxes on cigarettes, inflation, financial capability of tobacco companies, continuing litigation and the possibility of tobacco manufacturer bankruptcy. The initial and annual payments made by the tobacco companies will be adjusted based on a number of factors, the most important of which is domestic cigarette consumption. If the volume of cigarettes shipped in the United States by manufacturers participating in the settlement decreases significantly, payments due from them will also decrease. Demand for cigarettes in the United States could continue to decline due to price increases needed to recoup the cost of payments by tobacco companies. Demand could also be affected by anti-smoking campaigns, tax increases, reduced advertising, and enforcement of laws prohibiting sales to minors; elimination of certain sales venues such as vending machines; and the spread of local ordinances restricting smoking in public places. As a result, payments made by tobacco manufacturers could be negatively impacted if the decrease in tobacco consumption is significantly greater than the forecasted decline. A market share loss by the MSA companies to non-MSA participating tobacco manufacturers would cause a downward adjustment in the payment amounts. A participating manufacturer filing for bankruptcy also could cause delays or reductions in bond payments. The MSA itself has been subject to legal challenges and has, to date, withstood those challenges.

Municipal Leases and Certificates of Participation. The Acquiring Fund also may purchase municipal securities that represent lease obligations and certificates of participation in such leases. These carry special risks because the issuer of the securities may not be obligated to appropriate money annually to make payments under the lease. A municipal lease is an obligation in the form of a lease or installment purchase that is issued by a state or local government to acquire equipment and facilities. Income from such obligations generally is exempt from state and local taxes in the state of issuance. Leases and installment purchase or conditional sale contracts

(which normally provide for title to the leased asset to pass eventually to the governmental issuer) have evolved as a means for governmental issuers to acquire property and equipment without meeting the constitutional and statutory requirements for the issuance of debt. The debt issuance limitations are deemed to be inapplicable because of the inclusion in many leases or contracts of “non-appropriation” clauses that relieve the governmental issuer of any obligation to make future payments under the lease or contract unless money is appropriated for such purpose by the appropriate legislative body on a yearly or other periodic basis. In addition, such leases or contracts may be subject to the temporary abatement of payments in the event the issuer is prevented from maintaining occupancy of the leased premises or utilizing the leased equipment or facilities.

Although the obligations may be secured by the leased equipment or facilities, the disposition of the property in the event of non-appropriation or foreclosure might prove difficult, time consuming and costly, and result in a delay in recovering, or the failure to recover fully, the Acquiring Fund’s original investment. To the extent that the Acquiring Fund invests in unrated municipal leases or participates in such leases, the credit quality rating and risk of cancellation of such unrated leases will be monitored on an ongoing basis. In order to reduce this risk, the Acquiring Fund will purchase municipal securities representing lease obligations only where the Adviser and/or the Sub-Adviser believes the issuer has a strong incentive to continue making appropriations until maturity.

A certificate of participation represents an undivided interest in an unmanaged pool of municipal leases, an installment purchase agreement or other instruments. The certificates typically are issued by a municipal agency, a trust or other entity that has received an assignment of the payments to be made by the state or political subdivision under such leases or installment purchase agreements. Such certificates provide the Acquiring Fund with the right to a pro rata undivided interest in the underlying municipal securities. In addition, such participations generally provide the Acquiring Fund with the right to demand payment, on not more than seven days’ notice, of all or any part of the Fund’s participation interest in the underlying municipal securities, plus accrued interest.

Municipal Notes. Municipal securities in the form of notes generally are used to provide for short-term capital needs, in anticipation of an issuer’s receipt of other revenues or financing, and typically have maturities of up to three years. Such instruments may include tax anticipation notes, revenue anticipation notes, bond anticipation notes, tax and revenue anticipation notes and construction loan notes. Tax anticipation notes are issued to finance the working capital needs of governments. Generally, they are issued in anticipation of various tax revenues, such as income, sales, property, use and business taxes, and are payable from these specific future taxes. Revenue anticipation notes are issued in expectation of receipt of other kinds of revenue, such as federal revenues available under federal revenue sharing programs. Bond anticipation notes are issued to provide interim financing until long-term bond financing can be arranged. In most cases, the long-term bonds then provide the funds needed for repayment of the bond anticipation notes. Tax and revenue anticipation notes combine the funding sources of both tax anticipation notes and revenue anticipation notes. Construction loan notes are sold to provide construction financing. Mortgage notes insured by the Federal Housing Authority secure these notes; however, the proceeds from the insurance may be less than the economic equivalent of the payment of principal and interest on the mortgage note if there has been a default. The anticipated revenues from taxes, grants or bond financing generally secure the obligations of an issuer of municipal notes. However, an investment in such instruments presents a risk that the anticipated revenues will not be received or that such revenues will be insufficient to satisfy the issuer’s payment obligations under the notes or that refinancing will be otherwise unavailable.

Pre-Refunded Municipal Securities. The principal of, and interest on, pre-refunded municipal securities are no longer paid from the original revenue source for the securities. Instead, the source of such payments is typically an escrow fund consisting of U.S. government securities. The assets in the escrow fund are derived from the proceeds of refunding bonds issued by the same issuer as the pre-refunded municipal securities. Issuers of municipal securities use this advance refunding technique to obtain more favorable terms with respect to securities that are not yet subject to call or redemption by the issuer. For example, advance refunding enables an issuer to refinance debt at lower market interest rates, restructure debt to improve cash flow or eliminate restrictive covenants in the indenture or other governing instrument for the pre-refunded municipal securities. However, except for a change in the revenue source from which principal and interest payments are made, the

pre-refunded municipal securities remain outstanding on their original terms until they mature or are redeemed by the issuer.

Private Activity Bonds. Private activity bonds are issued by or on behalf of public authorities to obtain funds to provide privately operated housing facilities, airport, mass transit or port facilities, sewage disposal, solid waste disposal or hazardous waste treatment or disposal facilities and certain local facilities for water supply, gas or electricity. Other types of private activity bonds, the proceeds of which are used for the construction, equipment, repair or improvement of privately operated industrial or commercial facilities, may constitute municipal securities, although the current federal tax laws place substantial limitations on the size of such issues.

Inverse Floating Rate Securities. The Acquiring Fund may invest in inverse floating rate securities.

Inverse floating rate securities (sometimes referred to as “inverse floaters”) are securities whose interest rates bear an inverse relationship to the interest rate on another security or the value of an index. Generally, inverse floating rate securities represent beneficial interests in a special purpose trust formed by a third party sponsor for the purpose of holding municipal bonds. The special purpose trust typically sells two classes of beneficial interests or securities: floating rate securities (sometimes referred to as short-term floaters or tender option bonds) and inverse floating rate securities (sometimes referred to as inverse floaters or residual interest securities). Both classes of beneficial interests are represented by certificates. The short-term floating rate securities have first priority on the cash flow from the municipal bonds held by the special purpose trust. Typically, a third party, such as a bank, broker-dealer or other financial institution, grants the floating rate security holders the option, at periodic intervals, to tender their securities to the institution and receive the face value thereof. As consideration for providing the option, the financial institution receives periodic fees. The holder of the short-term floater effectively holds a demand obligation that bears interest at the prevailing short-term, tax-exempt rate. However, the institution granting the tender option will not be obligated to accept tendered short-term floaters in the event of certain defaults or a significant downgrade in the credit rating assigned to the bond issuer. For its inverse floating rate investment, the Fund receives the residual cash flow from the special purpose trust. Because the holder of the short-term floater is generally assured liquidity at the face value of the security, the Fund as the holder of the inverse floater assumes the interest rate cash flow risk and the market value risk associated with the municipal security deposited into the special purpose trust. The volatility of the interest cash flow and the residual market value will vary with the degree to which the trust is leveraged. This is expressed in the ratio of the total face value of the short-term floaters in relation to the value of the residual inverse floaters that are issued by the special purpose trust. The Fund expects to make limited investments in inverse floaters, with leverage ratios that may vary at inception between one and three times. In addition, all voting rights and decisions to be made with respect to any other rights relating to the municipal bonds held in the special purpose trust are passed through to the Fund, as the holder of the residual inverse floating rate securities. Because increases in the interest rate on the short-term floaters reduce the residual interest paid on inverse floaters, and because fluctuations in the value of the municipal bond deposited in the special purpose trust affect the value of the inverse floater only, and not the value of the short-term floater issued by the trust, inverse floaters’ value is generally more volatile than that of fixed rate bonds. The market price of inverse floating rate securities is generally more volatile than the underlying securities due to the leveraging effect of this ownership structure. These securities generally will underperform the market of fixed rate bonds in a rising interest rate environment (i.e., when bond values are falling), but tend to outperform the market of fixed rate bonds when interest rates decline or remain relatively stable. Although volatile, inverse floaters typically offer the potential exceeding the yields available on fixed rate bonds with comparable credit quality, coupon, call provisions and maturity. Inverse floaters have varying degrees of liquidity based upon, among other things, the liquidity of the underlying securities deposited in a special purpose trust.

The Fund may invest in inverse floating rate securities, issued by special purpose trusts that have recourse to the Fund. In Nuveen Fund Advisors’ and Nuveen Asset Management’s discretion, the Fund may enter into a separate shortfall and forbearance agreement with the third party sponsor of a special purpose trust. The Fund may enter into such recourse agreements (i) when the liquidity provider to the special purpose trust requires such an agreement because the level of leverage in the trust exceeds the level that the liquidity provider is willing to support absent such an agreement; and/or (ii) to seek to prevent the liquidity provider from collapsing the

trust in the event that the municipal obligation held in the trust has declined in value. Such an agreement would require the Fund to reimburse the third party sponsor of such inverse floater, upon termination of the trust issuing the inverse floater, the difference between the liquidation value of the bonds held in the trust and the principal amount due to the holders of floating rate interests. Such agreements may expose the Fund to a risk of loss that exceeds its investment in the inverse floating rate securities. The Fund will segregate or earmark liquid assets with its custodian in accordance with the 1940 Act to cover its obligations with respect to its investments in special purpose trusts. Absent a shortfall and forbearance agreement, the Fund would not be required to make such a reimbursement. If the Fund chooses not to enter into such an agreement, the special purpose trust could be liquidated and the Fund could incur a loss.

The Fund may invest in both inverse floating rate securities and floating rate securities (as discussed below) issued by the same special purpose trust.

Investments in inverse floating rate securities create leverage. The use of leverage creates special risks for common shareholders. See “B. Risk Factors—Inverse Floating Rate Securities Risk.”

Floating Rate Securities. The Acquiring Fund may also invest in short-term floating rate securities, as described above, issued by special purpose trusts. Floating rate securities may take the form of short-term floating rate securities or the option period may be substantially longer. Generally, the interest rate earned will be based upon the market rates for municipal securities with maturities or remarketing provisions that are comparable in duration to the periodic interval of the tender option, which may vary from weekly, to monthly, to extended periods of one year or multiple years. Since the option feature has a shorter term than the final maturity or first call date of the underlying bond deposited in the trust, the Fund as the holder of the floating rate security relies upon the terms of the agreement with the financial institution furnishing the option as well as the credit strength of that institution. As further assurance of liquidity, the terms of the trust provide for a liquidation of the municipal security deposited in the trust and the application of the proceeds to pay off the floating rate security. The trusts that are organized to issue both short-term floating rate securities and inverse floaters generally include liquidation triggers to protect the investor in the floating rate security.

Special Taxing Districts. Special taxing districts are organized to plan and finance infrastructure developments to induce residential, commercial and industrial growth and redevelopment. The bond financing methods such as tax increment finance, tax assessment, special services district and Mello-Roos bonds, generally are payable solely from taxes or other revenues attributable to the specific projects financed by the bonds without recourse to the credit or taxing power of related or overlapping municipalities. They often are exposed to real estate development-related risks and can have more taxpayer concentration risk than general tax-supported bonds, such as general obligation bonds. Further, the fees, special taxes, or tax allocations and other revenues that are established to secure such financings generally are limited as to the rate or amount that may be levied or assessed and are not subject to increase pursuant to rate covenants or municipal or corporate guarantees. The bonds could default if development failed to progress as anticipated or if larger taxpayers failed to pay the assessments, fees and taxes as provided in the financing plans of the districts.

Illiquid Securities

The Acquiring Fund may invest in illiquid securities (i.e., securities that are not readily marketable), including, but not limited to, restricted securities (securities the disposition of which is restricted under the federal securities laws), securities that may be resold only pursuant to Rule 144A under the 1933 Act, and repurchase agreements with maturities in excess of seven days.

Restricted securities may be sold only in privately negotiated transactions or in a public offering with respect to which a registration statement is in effect under the 1933 Act. Where registration is required, the Acquiring Fund may be obligated to pay all or part of the registration expenses and a considerable period may elapse between the time of the decision to sell and the time the Fund may be permitted to sell a security under an effective registration statement. If, during such a period, adverse market conditions were to develop, the Acquiring Fund might obtain a less favorable price than that which prevailed when it decided to sell. Illiquid securities will be priced at a fair value as determined in good faith by the Board or its delegatee.

When-Issued and Delayed-Delivery Transactions

The Acquiring Fund may buy and sell municipal securities on a when-issued or delayed-delivery basis, making payment or taking delivery at a later date, normally within 15 to 45 days of the trade date. On such transactions, the payment obligation and the interest rate are fixed at the time the buyer enters into the commitment. Income generated by any such assets which provide taxable income for federal income tax purposes is includable in the taxable income of the Acquiring Fund and, to the extent distributed, will be taxable to shareholders. The Acquiring Fund may enter into contracts to purchase municipal securities on a forward basis (i.e., where settlement will occur more than 60 days from the date of the transaction) only to the extent that the Fund specifically collateralizes such obligations with a security that is expected to be called or mature within 60 days before or after the settlement date of the forward transaction. The commitment to purchase securities on a when-issued, delayed-delivery or forward basis may involve an element of risk because no interest accrues on the bonds prior to settlement and, at the time of delivery, the market value may be less than cost.

Derivatives

General. The Acquiring Fund may invest in certain derivative instruments in pursuit of its investment objectives. Such instruments include financial futures contracts, swap contracts (including interest rate swaps, credit default swaps and MMD Rate Locks), options on financial futures, options on swap contracts or other derivative instruments. Credit default swaps may require initial premium (discount) payments as well as periodic payments (receipts) related to the interest leg of the swap or to the default of a reference obligation. If the Acquiring Fund is a seller of a contract, the Fund would be required to pay the par (or other agreed upon) value of a referenced debt obligation to the counterparty in the event of a default or other credit event by the reference issuer, such as a U.S. or foreign corporate issuer, with respect to such debt obligations. In return, the Acquiring Fund would receive from the counterparty a periodic stream of payments over the term of the contract provided that no event of default has occurred. If no default occurs, the Acquiring Fund would keep the stream of payments and would have no payment obligations. As the seller, the Acquiring Fund would be subject to investment exposure on the notional amount of the swap. If the Acquiring Fund is a buyer of a contract, the Fund would have the right to deliver a referenced debt obligation and receive the par (or other agreed-upon) value of such debt obligation from the counterparty in the event of a default or other credit event (such as a credit downgrade) by the reference issuer, such as a U.S. or foreign corporation, with respect to its debt obligations. In return, the Acquiring Fund would pay the counterparty a periodic stream of payments over the term of the contract provided that no event of default has occurred. If no default occurs, the counterparty would keep the stream of payments and would have no further obligations to the Acquiring Fund. Interest rate swaps involve the exchange by the Acquiring Fund with a counterparty of their respective commitments to pay or receive interest, such as an exchange of fixed-rate payments for floating rate payments. The Acquiring Fund will usually enter into interest rate swaps on a net basis; that is, the two payment streams will be netted out in a cash settlement on the payment date or dates specified in the instrument, with the Fund receiving or paying, as the case may be, only the net amount of the two payments. An MMD Rate Lock permits the Acquiring Fund to lock in a specified municipal interest rate for a portion of its portfolio to preserve a return on a particular investment or a portion of its portfolio as a duration management technique or to protect against any increase in the price of securities to be purchased at a later date. By using an MMD Rate Lock, the Acquiring Fund can create a synthetic long or short position, allowing the Fund to select what the manager believes is an attractive part of the yield curve. The Acquiring Fund will ordinarily use these transactions as a hedge or for duration or risk management although it is permitted to enter into them to enhance income or gain or to increase the Acquiring Fund's yield, for example, during periods of steep interest rate yield curves (i.e., wide differences between short term and long term interest rates).

The Adviser and/or the Sub-Adviser may use derivative instruments to seek to enhance return, to hedge some of the risks of the Acquiring Fund's investments in municipal securities or as a substitute for a position in the underlying asset. These types of strategies may generate taxable income.

There is no assurance that these derivative strategies will be available at any time or that the Adviser and/or the Sub-Adviser will determine to use them for the Acquiring Fund or, if used, that the strategies will be successful.

Limitations on the Use of Futures, Options on Futures and Swaps. The Adviser has claimed, with respect to the Acquiring Fund, the exclusion from the definition of “commodity pool operator” under the CEA provided by CFTC Regulation 4.5 and is therefore not currently subject to registration or regulation as such under the CEA with respect to the Fund. In addition, the Sub-Adviser has claimed the exemption from registration as a commodity trading advisor provided by CFTC Regulation 4.14(a)(8) and is therefore not currently subject to registration or regulation as such under the CEA with respect to the Acquiring Fund. In February 2012, the CFTC announced substantial amendments to certain exemptions, and to the conditions for reliance on those exemptions, from registration as a commodity pool operator. Under amendments to the exemption provided under CFTC Regulation 4.5, if the Acquiring Fund uses futures, options on futures, or swaps other than for bona fide hedging purposes (as defined by the CFTC), the aggregate initial margin and premiums on these positions (after taking into account unrealized profits and unrealized losses on any such positions and excluding the amount by which options that are “in-the-money” at the time of purchase are “in-the-money”) may not exceed 5% of the Fund’s NAV, or alternatively, the aggregate net notional value of those positions may not exceed 100% of the Fund’s NAV (after taking into account unrealized profits and unrealized losses on any such positions). The CFTC amendments to Regulation 4.5 took effect on December 31, 2012, and the Acquiring Fund intends to comply with amended Regulation 4.5’s requirements such that the Adviser will not be required to register as a commodity pool operator with the CFTC with respect to the Fund. The Acquiring Fund reserves the right to employ futures, options on futures and swaps to the extent allowed by CFTC regulations in effect from time to time and in accordance with the Fund’s policies. However, the requirements for qualification as RIC under Subchapter M of the Code may limit the extent to which the Acquiring Fund may employ futures, options on futures or swaps.

Structured Notes

The Acquiring Fund may utilize structured notes and similar instruments for investment purposes and also for hedging purposes. Structured notes are privately negotiated debt obligations where the principal and/or interest is determined by reference to the performance of a benchmark asset, market or interest rate (an “embedded index”), such as selected securities, an index of securities or specified interest rates, or the differential performance of two assets or markets. The terms of such structured instruments normally provide that their principal and/or interest payments are to be adjusted upwards or downwards (but not ordinarily below zero) to reflect changes in the embedded index while the structured instruments are outstanding. As a result, the interest and/or principal payments that may be made on a structured product may vary widely, depending upon a variety of factors, including the volatility of the embedded index and the effect of changes in the embedded index on principal and/or interest payments. The rate of return on structured notes may be determined by applying a multiplier to the performance or differential performance of the referenced index or indices or other assets. Application of a multiplier involves leverage that will serve to magnify the potential for gain and the risk of loss.

Other Investment Companies

The Acquiring Fund may invest in securities of other open- or closed-end investment companies (including ETFs) that invest primarily in municipal securities of the types in which the Fund may invest directly, to the extent permitted by the 1940 Act, the rules and regulations issued thereunder and applicable exemptive orders issued by the SEC. In addition, the Acquiring Fund may invest a portion of its Managed Assets in pooled investment vehicles (other than investment companies) that invest primarily in municipal securities of the types in which the Fund may invest directly. The Acquiring Fund generally expects that it may invest in other investment companies and/or other pooled investment vehicles either during periods when it has large amounts of uninvested cash or during periods when there is a shortage of attractive, high yielding municipal securities available in the market. The Acquiring Fund may invest in investment companies that are advised by the Adviser and/or the Sub-Adviser or their affiliates to the extent permitted by applicable law and/or pursuant to rules promulgated by the SEC. As a shareholder in an investment company, the Acquiring Fund will bear its ratable share of that investment company’s expenses and would remain subject to payment of its own management fees with respect to assets so invested. Common shareholders would therefore be subject to duplicative expenses to the extent the Acquiring Fund invests in other investment companies.

The Adviser and/or the Sub-Adviser will take expenses into account when evaluating the investment merits of an investment in an investment company relative to available municipal security investments. In addition, the securities of other investment companies may also be leveraged and will therefore be subject to the same leverage risks described herein. The NAV and market value of leveraged shares will be more volatile, and the yield to common shareholders will tend to fluctuate more than the yield generated by unleveraged shares.

Inter-Fund Borrowing and Lending

The SEC has granted an exemptive order permitting the Nuveen registered open-end and closed-end funds, including the Acquiring Fund, to participate in an inter-fund lending facility whereby those funds may directly lend to and borrow money from each other for temporary purposes (e.g., to satisfy redemption requests or when a sale of securities “fails,” resulting in an unanticipated cash shortfall) (the “Inter-Fund Program”). The closed-end Nuveen funds will participate only as lenders, and not as borrowers, in the Inter-Fund Program because such closed-end funds rarely, if ever, need to borrow cash to meet redemptions. The Inter-Fund Program is subject to a number of conditions, including, among other things, the requirements that (1) no fund may borrow or lend money through the Inter-Fund Program unless it receives a more favorable interest rate than is typically available from a bank or other financial institution for a comparable transaction; (2) no fund may borrow on an unsecured basis through the Inter-Fund Program unless the fund’s outstanding borrowings from all sources immediately after the inter-fund borrowing total 10% or less of its total assets; provided that if the borrowing fund has a secured borrowing outstanding from any other lender, including but not limited to another fund, the inter-fund loan must be secured on at least an equal priority basis with at least an equivalent percentage of collateral to loan value; (3) if a fund’s total outstanding borrowings immediately after an inter-fund borrowing would be greater than 10% of its total assets, the fund may borrow through the inter-fund loan on a secured basis only; (4) no fund may lend money if the loan would cause its aggregate outstanding loans through the Inter-Fund Program to exceed 15% of its net assets at the time of the loan; (5) a fund’s inter-fund loans to any one fund shall not exceed 5% of the lending fund’s net assets; (6) the duration of inter-fund loans will be limited to the time required to receive payment for securities sold, but in no event more than seven days; and (7) each inter-fund loan may be called on one business days’ notice by a lending fund and may be repaid on any day by a borrowing fund. In addition, a Nuveen fund may participate in the Inter-Fund Program only if and to the extent that such participation is consistent with the fund’s investment objective and investment policies. The Board of Trustees of the Nuveen Funds is responsible for overseeing the Inter-Fund Program. The limitations detailed above and the other conditions of the SEC exemptive order permitting the Inter-Fund Program are designed to minimize the risks associated with Inter-Fund Program for both the lending fund and the borrowing fund. However, no borrowing or lending activity is without risk. When a fund borrows money from another fund, there is a risk that the loan could be called on one day’s notice or not renewed, in which case the fund may have to borrow from a bank at a higher rate or take other actions to payoff such loan if an inter-fund loan is not available from another fund. Any delay in repayment to a lending fund could result in a lost investment opportunity or additional borrowing costs.

Zero Coupon Bonds

A zero coupon bond is a bond that typically does not pay interest either for the entire life of the obligation or for an initial period after the issuance of the obligation. When held to its maturity, the holder receives the par value of the zero coupon bond, which generates a return equal to the difference between the purchase price and its maturity value. A zero coupon bond is normally issued and traded at a deep discount from face value. This original issue discount (“OID”) approximates the total amount of interest the security will accrue and compound prior to its maturity and reflects the payment deferral and credit risk associated with the instrument. Because zero coupon securities and other OID instruments do not pay cash interest at regular intervals, the instruments’ ongoing accruals require ongoing judgments concerning the collectability of deferred payments and the value of any associated collateral. As a result, these securities may be subject to greater value fluctuations and less liquidity in the event of adverse market conditions than comparably rated securities that pay cash on a current basis. Because zero coupon bonds, and OID instruments generally, allow an issuer to avoid or delay the need to generate cash to meet current interest payments, they may involve greater payment deferral and credit risk than coupon loans and bonds that pay interest currently or in cash. The Acquiring Fund generally will

be required to distribute dividends to shareholders representing the income of these instruments as it accrues, even though the Fund will not receive all of the income on a current basis or in cash. Thus, the Acquiring Fund may have to sell other investments, including when it may not be advisable to do so, and use the cash proceeds to make income distributions to its shareholders. For accounting purposes, these cash distributions to shareholders will not be treated as a return of capital.

Further, the Adviser collects management fees on the value of a zero coupon bond or OID instrument attributable to the ongoing noncash accrual of interest over the life of the bond or other instrument. As a result, the Adviser receives nonrefundable cash payments based on such noncash accruals while investors incur the risk that such noncash accruals ultimately may not be realized.

Hedging Strategies

The Acquiring Fund may use various investment strategies designed to limit the risk of bond price fluctuations and to preserve capital. These hedging strategies include using financial futures contracts, options on financial futures or options based on either an index of long-term municipal securities or on taxable debt securities whose prices, in the opinion of the Adviser and/or the Sub-Adviser, correlate with the prices of the Acquiring Fund's investments. These hedging strategies may generate taxable income.

ADDITIONAL INFORMATION ABOUT THE ACQUIRING FUND

Annual Expenses Excluding the Costs of Leverage

Based on information provided by the Adviser, the Boards considered that it was expected that the annual operating expense ratio of the combined fund following the Mergers, excluding leverage, would be lower than the operating expense ratio of each Target Fund and substantially similar for the Acquiring Fund. The operating expense ratios presented below reflect each of the Target Funds, the Acquiring Fund and the pro forma fees and expenses of the combined fund following the Mergers for the twelve months ended March 31, 2026 (annualized), based on the assumptions set forth in the Comparative Fee Tables beginning on page 15.

	<u>Minnesota Municipal</u>	<u>Virginia Municipal</u>	<u>Acquiring Fund</u>	<u>Combined Fund Pro Forma</u>
Operating Expenses (as a percentage of net assets attributable to common shares)				
Management Fees	1.03%	1.00%	1.01%	1.01%
Other Expenses	0.26%	0.16%	0.07%	0.07%
Total Operating Expenses	<u>1.29%</u>	<u>1.16%</u>	<u>1.08%</u>	<u>1.08%</u>

Certain Provisions in the Acquiring Fund's Declaration of Trust and By-Laws

General

The by-laws of the Acquiring Fund provide that by becoming a shareholder of the Fund, each shareholder shall be deemed to have agreed to be bound by the terms of the Declaration of Trust and by-laws. However, neither the Declaration of Trust nor the by-laws purport to require the waiver of a shareholder's rights under the federal securities laws.

Shareholder and Trustee Liability

Under Massachusetts law, shareholders could, under certain circumstances, be held personally liable for the obligations of the Acquiring Fund. However, the Acquiring Fund's declaration of trust contains an express disclaimer of shareholder liability for debts or obligations of the Acquiring Fund and requires that notice of such limited liability be given in each obligation, contract or instrument made or issued by the Acquiring Fund or the trustees. The Acquiring Fund's declaration of trust further provides for indemnification out of the assets and property of the Acquiring Fund for all loss and expense of any shareholder held personally liable for the obligations of the Acquiring Fund. Thus, the risk of a shareholder incurring financial loss on account of shareholder liability is limited to circumstances in which the Acquiring Fund would be unable to meet its obligations. The Acquiring Fund believes that the likelihood of such circumstances is remote.

The Acquiring Fund's declaration of trust provides that the obligations of the Acquiring Fund are not binding upon the Acquiring Fund's trustees individually, but only upon the assets and property of the Acquiring Fund, and that the trustees will not be liable for errors of judgment or mistakes of fact or law. However, nothing in the Acquiring Fund's declaration of trust protects a trustee against any liability to which he or she would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his or her office.

Anti-Takeover Provisions

The Acquiring Fund's declaration of trust and by-laws include provisions that could limit the ability of other entities or persons to acquire control of the Acquiring Fund or to convert the Acquiring Fund to open-end status. Specifically, the Acquiring Fund's declaration of trust requires a vote by holders of at least two-thirds of the outstanding common shares and preferred shares entitled to vote, voting as a single class, except as described below, to authorize (1) a conversion of the Acquiring Fund from a closed-end to an open-end investment company, (2) a merger or consolidation of the Acquiring Fund with any corporation, association, trust or other

organization or a reorganization or recapitalization of the Acquiring Fund or a series or class of the Acquiring Fund, (3) a sale, lease or transfer of all or substantially all of the Acquiring Fund's assets (other than in the regular course of the Acquiring Fund's investment activities), (4) in certain circumstances, a termination of the Acquiring Fund, or (5) a removal of trustees by shareholders, and then only for cause, unless, with respect to (1) through (4), such transaction has already been authorized by the affirmative vote of two-thirds of the total number of trustees fixed in accordance with the Acquiring Fund's declaration of trust or the Acquiring Fund's by-laws, in which case the affirmative vote of the holders of at least a majority of the Acquiring Fund's outstanding common shares and preferred shares entitled to vote, voting as a single class, is required; provided, however, that, where only a particular class or series is affected (or, in the case of removing a trustee, when the trustee has been elected by only one class), only the required vote by the applicable class or series will be required. For the purposes of the foregoing, the term "recapitalization" will not mean, without limitation, the issuance or redemption of preferred shares pursuant to the terms of the declaration of trust or the applicable Statement adopted with respect to such preferred shares, whether or not in conjunction with the issuance, retirement or redemption of other securities or indebtedness of the Acquiring Fund. However, approval of shareholders is not required for any transaction, whether deemed a merger, consolidation, reorganization or otherwise, whereby the Acquiring Fund issues shares in connection with the acquisition of assets (including those subject to liabilities) of any other investment company or similar entity. In the case of the conversion of the Acquiring Fund to an open-end investment company, or in the case of any of the foregoing transactions constituting a plan of reorganization (as that term is used in the 1940 Act) which adversely affects the holders of preferred shares, the action in question will also require the affirmative vote of the holders of at least two-thirds of the Acquiring Fund's preferred shares outstanding at the time, voting as a separate class, or, if such action has been authorized by the affirmative vote of two-thirds of the total number of trustees fixed in accordance with the Acquiring Fund's declaration of trust or the Acquiring Fund's by-laws, the affirmative vote of the holders of at least a majority of the Acquiring Fund's preferred shares outstanding at the time, voting as a separate class. None of the foregoing voting provisions may be amended or repealed except by the vote of at least two-thirds of the common shares and preferred shares entitled to vote, voting as a single class. The votes required to approve the conversion of the Acquiring Fund from a closed-end to an open-end investment company or to approve transactions constituting a plan of reorganization which adversely affects the holders of preferred shares are higher than those required by the 1940 Act. The Acquiring Fund's Board believes that the provisions of the Acquiring Fund's declaration of trust relating to such higher votes are in the best interests of the Acquiring Fund.

In addition, the Acquiring Fund's by-laws require the Board be divided into three classes with staggered terms. This provision of the by-laws could delay for up to two years the replacement of a majority of the Board. Holders of preferred shares, voting as a separate class, are entitled to elect two of the Acquiring Fund's trustees.

The provisions of the Acquiring Fund's declaration of trust and by-laws described above could have the effect of depriving the common shareholders of opportunities to sell their common shares at a premium over the then-current market price of the common shares by discouraging a third party from seeking to obtain control of the Acquiring Fund in a tender offer or similar transaction. The overall effect of these provisions is to render more difficult the accomplishment of a merger or the assumption of control by a third party. However, they provide the advantage of potentially requiring persons seeking control of the Acquiring Fund to negotiate with its management regarding the price to be paid and facilitating the continuity of the Acquiring Fund's investment objectives and policies. The Acquiring Fund's Board has considered the foregoing anti-takeover provisions and concluded that they are in the best interests of the Acquiring Fund.

The Acquiring Fund's declaration of trust provides that shareholders will have no right to acquire, purchase or subscribe for any shares or securities of the Acquiring Fund, other than such right, if any, as the Acquiring Fund's Board in its discretion may determine.

Procedural Requirements on Derivative Actions, Exclusive Jurisdiction and Jury Trial Waiver

The by-laws of the Acquiring Fund contain certain provisions affecting potential shareholder claims against the Fund, including procedural requirements for derivative actions, an exclusive forum provision, and the waiver of shareholder rights to a jury trial. Massachusetts is considered a "universal demand" state, meaning that under Massachusetts corporate law a shareholder must make a demand on the company before bringing

a derivative action (i.e., a lawsuit brought by a shareholder on behalf of the company). The by-laws of the Acquiring Fund provide detailed procedures for the bringing of derivative actions by shareholders (the “Demand By-Law”) which are modeled on the substantive provisions of the Massachusetts corporate law derivative demand statute. The Demand By-Law is intended to permit legitimate inquiries and claims while avoiding the time, expense, distraction, and other harm that can be caused to the Acquiring Fund or its shareholders as a result of spurious shareholder demands and derivative actions. Among other things, the Demand By-Law:

- provides that before bringing a derivative action, a shareholder must make a written demand to the Acquiring Fund;
- establishes a 90 day review period, subject to extension in certain circumstances, for the Board of Trustees to evaluate the shareholder’s demand;
- establishes a mechanism for the Board of Trustees to submit the question of whether to maintain a derivative action to a vote of shareholders;
- provides that if the Acquiring Fund does not notify the requesting shareholder of the rejection of the demand within the applicable review period, the shareholder may commence a derivative action;
- establishes bases upon which a trustee will not be considered to be not independent for purposes of evaluating a derivative demand; and
- provides that if the trustees who are independent for purposes of considering a shareholder demand determine in good faith within the applicable review period that the maintenance of a derivative action is not in the best interest of the Acquiring Fund, the shareholder shall not be permitted to maintain a derivative action unless he or she first sustains the burden of proof to the court that the decision of the trustees not to pursue the requested action was not a good faith exercise of their business judgment on behalf of the Fund.

The Demand By-Law may be more restrictive than procedures for bringing derivative suits applicable to other investment companies.

The by-laws also require that actions by shareholders against the Acquiring Fund, except for actions under the U.S. federal securities laws, be brought only in a certain federal court in Massachusetts, or if not permitted to be brought in federal court, then in the Business Litigation Session of the Massachusetts Superior Court in Suffolk County (the “Exclusive Jurisdictions”), and that the right to jury trial be waived to the fullest extent permitted by law. Other investment companies may not be subject to similar restrictions. The designation of Exclusive Jurisdictions may make it more expensive for a shareholder to bring a suit than if the shareholder were permitted to select another jurisdiction. Also, the designation of Exclusive Jurisdictions and the waiver of jury trials limit a shareholder’s ability to litigate a claim in the jurisdiction and in a manner that may be more favorable to the shareholder. It is possible that a court may choose not to enforce these provisions of the Acquiring Fund’s by-laws.

Reference should be made to the Acquiring Fund’s declaration of trust and by-laws on file with the SEC for the full text of these provisions.

Repurchase of Common Shares; Conversion to Open-End Fund

The Acquiring Fund is a closed-end management investment company, and as such its shareholders do not have the right to cause the Acquiring Fund to redeem their common shares. Instead, the common shares of the Acquiring Fund trade in the open market at a price that is a function of several factors, including dividend levels (which are in turn affected by expenses), NAV, call protection, dividend stability, portfolio credit quality, relative demand for and supply of such shares in the market, general market and economic conditions and other factors. Because common shares of closed-end management investment companies may frequently trade at prices lower than NAV, the Acquiring Fund’s Board has determined that, at least annually, it will consider action that might be taken to reduce or eliminate any material discount from NAV in respect of common shares, which may include the repurchase of such shares in the open market or in private transactions, the making of a tender offer

for such shares at NAV, or the conversion of the Acquiring Fund to an open-end investment company. There is no assurance that the Acquiring Fund's Board will decide to take any of these actions, or that share repurchases or tender offers will actually reduce market discount.

Notwithstanding the foregoing, at any time when the Acquiring Fund's preferred shares are outstanding, the Acquiring Fund may not purchase, redeem or otherwise acquire any of its common shares unless (1) all accumulated but unpaid preferred shares dividends due to be paid have been paid and (2) at the time of such purchase, redemption or acquisition, the NAV of the Acquiring Fund's portfolio (determined after deducting the acquisition price of the common shares) is at least 200% of the liquidation value (expected to equal the original purchase price per share plus any accumulated but unpaid dividends thereon) of the outstanding preferred shares.

If the Acquiring Fund converted to an open-end investment company, it would be required to redeem all its preferred shares then outstanding (requiring in turn that it liquidate a portion of its investment portfolio), and the common shares would no longer be listed on an exchange. In contrast to a closed-end management investment company, shareholders of an open-end management investment company may require the company to redeem their shares at any time (except in certain circumstances as authorized by or under the 1940 Act) at their NAV, less any redemption charge that is in effect at the time of redemption. See "—Certain Provisions in the Acquiring Fund's Declaration of Trust and By-Laws" above for a discussion of the voting requirements applicable to the conversion of the Acquiring Fund to an open-end management investment company.

Before deciding whether to take any action if the common shares trade below NAV, the Board would consider all relevant factors, including the extent and duration of the discount, the liquidity of the Acquiring Fund's portfolio, the impact of any action that might be taken on the Acquiring Fund or its shareholders and market considerations. Based on these considerations, even if the Acquiring Fund's common shares should trade at a discount, the Board may determine that, in the interest of the Acquiring Fund, no action should be taken. See the Merger SAI under "Repurchase of Common Shares; Conversion to Open-End Fund" for a further discussion of possible action to reduce or eliminate such discount to NAV.

Description of Outstanding Acquiring Fund MFP Shares

The Acquiring Fund's outstanding MFP Shares, which are expected to remain outstanding following the completion of the Mergers, are as follows:

Series	Shares Outstanding	Par Value Per Share	Liquidation Preference Per Share	Issue Date	Term Redemption Date
Series A MFP Shares	1,500	\$0.01	\$150,000,000	May 15, 2017	May 1, 2047
Series B MFP Shares	1,550	\$0.01	\$155,000,000	February 16, 2018	February 3, 2048
Series C MFP Shares	3,360	\$0.01	\$336,000,000	June 28, 2018	June 1, 2048

The Series A MFP Shares, the Series B MFP Shares and the Series C MFP Shares were issued to qualified institutional buyers through private transactions exempt from registration under the 1933 Act.

The MFP Shares of each series are in the "Variable Rate Mode" (the "VR Mode"), in which the dividend is currently a variable rate determined by reference to an index rate plus an applicable spread. The Series B and Series C MFP Shares are "Adjustable Rate," meaning that so long as the Series B and Series C MFP Shares are in the current VR Mode, the Acquiring Fund and the beneficial owner or owners of the shares of the applicable series may agree from time to time to adjust the dividend rate and other economic terms.

The term of the current VR Mode for the Series B and Series C MFP Shares ends on the Term Redemption Date set forth for such series in the table above, subject to earlier redemption, repurchase or transition to a new mode by the Acquiring Fund. The term of the current VR Mode for the Series A MFP Shares currently ends on April 28, 2027, subject to extension or transition to a new mode, or earlier redemption or repurchase. The term of the current VR Mode for the Series B MFP Shares currently ends on February 3, 2048 subject to transition to a new mode, or earlier redemption or repurchase. The term of the current VR Mode for the Series C MFP Shares currently ends on June 1, 2048 subject to transition to a new mode, or earlier redemption

or repurchase. Under the respective statements establishing and fixing the rights and preferences of the MFP Shares, as supplemented (the “MFP Statements”), the Acquiring Fund may terminate the VR Mode early or, as applicable, not extend it, and transition the applicable MFP Shares to a new mode (and, thereafter, until the term redemption date, subsequent new modes), during which many of the economic terms of the MFP Shares set forth in such MFP Statements may be modified. Modified terms for a new mode may include provisions with respect to (but not limited to) optional tender provisions, mandatory tender provisions, a liquidity facility or other credit enhancement, mandatory purchase provisions, the dividend rate setting provisions (including as to any maximum rate), and, if the dividend may be determined by reference to an index, formula or other method, the manner in which it will be determined, and redemption provisions.

Dividends

The holders of outstanding MFP Shares of each series are entitled to receive, when, as and if declared by the Board, out of funds legally available therefor in accordance with the Acquiring Fund’s declaration of trust and applicable law, cumulative cash dividends at the dividend rate or rates for the outstanding MFP Shares of such series payable on the dividend payment dates with respect to the outstanding MFP Shares of such series. Holders of outstanding MFP Shares are not entitled to any dividend, whether payable in cash, property or shares, in excess of such cumulative dividends on the outstanding MFP Shares. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments on outstanding MFP Shares which may be in arrears, and no additional sum of money will be payable in respect of such arrearage. In no circumstances may the dividend rate exceed 15% per annum for any dividend reset period.

Redemption

The outstanding MFP Shares of each series are subject to optional and mandatory redemption in certain circumstances. The Acquiring Fund is obligated to redeem the outstanding MFP Shares on the Term Redemption Date set forth for each series in the table above, unless earlier redeemed or repurchased by the Acquiring Fund, at a redemption price per share equal to the applicable liquidation preference per share (\$100,000) plus any accumulated but unpaid dividends (whether or not earned or declared). In the event the Acquiring Fund fails to comply with asset coverage and/or effective leverage ratio requirements, as applicable, and any such failure is not cured within the applicable cure period, the Acquiring Fund may become obligated to redeem such number of preferred shares as are necessary to achieve compliance with such requirements. In the case of Series A, B or C MFP Shares, the Acquiring Fund is obligated to redeem all of the outstanding MFP Shares of the applicable series, in the event a mode change is initiated and a failed transition to a new mode occurs, or, in the case of Series B and Series C MFP Shares, a rate adjustment is initiated by the majority beneficial owner and a failed rate adjustment occurs, if such failure is not cured within the applicable cure period. Outstanding MFP Shares also may be redeemed in whole at any time or in part from time to time at the option of the Acquiring Fund at a redemption price per share equal to the liquidation preference per share plus any accumulated but unpaid dividends (whether or not earned or declared).

Voting and Consent Rights

Except as otherwise provided in the Acquiring Fund’s declaration of trust, the Statements, or as otherwise required by applicable law, (i) each holder of outstanding MFP Shares is entitled to one vote for each outstanding MFP Share held on each matter submitted to a vote of shareholders of the Acquiring Fund, and (ii) the holders of outstanding MFP Shares, along with holders of other outstanding preferred shares of the Acquiring Fund, vote with holders of common shares of the Acquiring Fund as a single class; provided, however, that holders of preferred shares, including outstanding MFP Shares, are entitled as a class to elect two trustees of the Acquiring Fund at all times. The holders of outstanding common shares and preferred shares, including outstanding MFP Shares, voting as a single class, elect the balance of the trustees of the Acquiring Fund.

Holders of outstanding MFP Shares of each series, as a separate class, have voting and consent rights with respect to certain actions that would materially and adversely affect any preference, right or power of the outstanding MFP Shares or holders of outstanding MFP Shares of the applicable series. In addition, holders of

outstanding Series A MFP Shares, Series B MFP Shares and Series C MFP Shares have certain consent rights under the purchase agreement for the outstanding MFP Shares of the applicable series with respect to certain actions that would affect their investment in the Acquiring Fund. Holders of outstanding MFP Shares also are entitled to vote as a class with holders of other preferred shares of the Acquiring Fund on matters that relate to the conversion of the Acquiring Fund to an open-end investment company, certain plans of reorganization adversely affecting holders of the preferred shares or any other action requiring a vote of security holders of the Acquiring Fund under Section 13(a) of the 1940 Act. In certain circumstances, holders of preferred shares, including outstanding MFP Shares, are entitled to elect additional trustees in the event dividends are due and unpaid and sufficient cash or specified securities have not been deposited for their payment, or at any time holders of preferred shares are entitled under the 1940 Act to elect a majority of the trustees of the Acquiring Fund.

Priority of Payment

The outstanding MFP Shares are senior in priority to the Acquiring Fund's common shares as to the payment of dividends and the distribution of assets upon dissolution, liquidation or winding up of the affairs of the Acquiring Fund. The outstanding MFP Shares of each series have equal priority as to the payment of dividends and the distribution of assets upon dissolution, liquidation or winding up of the affairs of the Acquiring Fund with the other preferred shares of the Acquiring Fund, including the other series of outstanding MFP Shares, the outstanding VRDP Shares and the New AMTP Shares and the New VRDP Shares to be issued in the Mergers, if any.

Description of Outstanding Acquiring Fund VRDP Shares

The Acquiring Fund's outstanding VRDP Shares, each offered to qualified institutional buyers in private transactions exempt from registration under the 1933 Act, which are expected to remain outstanding following the completion of the Mergers, are as follows:

Series	Shares Outstanding	Par Value Per Share	Liquidation Preference Per Share	Issue Date	Term Redemption Date
Series 1 VRDP Shares	2,688	\$0.01	\$268,800,000	April 11, 2016	March 1, 2040
Series 2 VRDP Shares	2,622	\$0.01	\$262,200,000	November 9, 2017	March 1, 2040
Series 3 VRDP Shares	1,460	\$0.01	\$146,000,000	November 9, 2017	June 1, 2040

Under the statement establishing and fixing the rights and preferences of the outstanding VRDP Shares of each series (each, a "Statement"), the Acquiring Fund is permitted to establish, from time to time, special rate periods during which many of the terms of the VRDP Shares set forth in such Statement may be modified. The Series 1 VRDP Shares and the Series 2 VRDP Shares are in an "Adjustable Rate Special Rate Period," in which the dividend is currently a variable rate determined by reference to an index rate plus an applicable spread. So long as the Series 1 VRDP Shares and the Series 2 VRDP Shares are in the current respective special rate period, the Acquiring Fund and the beneficial owner or owners of the VRDP Shares of the applicable series may agree from time to time to adjust the dividend rate and other economic terms. The term of the current special rate period for the Series 1 VRDP Shares and the Series 2 VRDP Shares ends on the term redemption date (or final mandatory redemption date) set forth for the applicable series in the table above, subject to earlier redemption, repurchase or transition to a new special rate period or minimum rate periods by the Acquiring Fund.

Under the Statement for the outstanding Series 3 VRDP Shares, the Series 3 VRDP Shares currently pay an adjustable dividend rate set weekly by a remarketing agent. Holders of the outstanding Series 3 VRDP Shares have the right to give notice on any business day to tender the securities for remarketing in seven days. The outstanding Series 3 VRDP Shares are also subject to a mandatory tender for remarketing upon the occurrence of certain events, such as the non-payment of dividends by the Acquiring Fund. Should a remarketing be unsuccessful, the dividend rate will reset to a maximum rate as defined in the governing documents of the outstanding Series 3 VRDP Shares.

The outstanding Series 3 VRDP Shares currently have the benefit of an unconditional demand feature pursuant to a purchase agreement provided by a bank acting as liquidity provider to ensure full and timely repayment of the liquidation preference amount plus any accumulated and unpaid dividends to holders upon the occurrence of certain events. The agreement for the outstanding Series 3 VRDP Shares requires the liquidity provider to purchase from holders all outstanding Series 3 VRDP Shares tendered for sale that were not successfully remarketed. The liquidity provider also must purchase all outstanding Series 3 VRDP Shares prior to termination of the purchase agreement for such series, including by reason of the failure of the liquidity provider to maintain the requisite level of short-term ratings, if the Acquiring Fund has not obtained an alternate purchase agreement before the termination date.

The obligation of the liquidity provider for the outstanding Series 3 VRDP Shares to purchase the outstanding Series 3 VRDP Shares pursuant to the purchase agreement for such series runs to the benefit of the holders of the outstanding Series 3 VRDP Shares and is unconditional and irrevocable, and as such the short-term ratings assigned to the outstanding Series 3 VRDP Shares are directly linked to the short-term creditworthiness of the liquidity provider. The liquidity provider for the outstanding Series 3 VRDP Shares entered into a purchase agreement with respect to the outstanding Series 3 VRDP Shares, subject to periodic extension by agreement with the Acquiring Fund.

Dividends

The holders of outstanding VRDP Shares of each series are entitled to receive, when, as and if declared by the Board, out of funds legally available therefor in accordance with the Acquiring Fund's declaration of trust and applicable law, cumulative cash dividends at the dividend rate for the outstanding VRDP Shares of such series payable on the dividend payment dates with respect to the outstanding VRDP Shares of such series. Holders of outstanding VRDP Shares are not entitled to any dividend, whether payable in cash, property or shares, in excess of such cumulative dividends on the outstanding VRDP Shares. No interest, or sum of money in lieu of interest, shall be payable in respect of any dividend payment or payments on outstanding VRDP Shares which may be in arrears, and no additional sum of money will be payable in respect of such arrearage. In no circumstances may the dividend rate exceed 15% per annum for any dividend reset or rate period, as applicable.

Redemption

The outstanding VRDP Shares of each series are subject to optional and mandatory redemption in certain circumstances. The Acquiring Fund is obligated to redeem the outstanding VRDP Shares on the term redemption date (or final mandatory redemption date) set forth for each series in the table above, unless earlier redeemed or repurchased by the Acquiring Fund, at a redemption price per share equal to the liquidation preference per share (\$100,000) plus any accumulated but unpaid dividends (whether or not earned or declared).

Pursuant to the Statement for the outstanding Series 3 VRDP Shares and the fee agreement with the liquidity provider for such series, the Acquiring Fund will have an obligation to redeem, at a redemption price equal to \$100,000 per share plus accumulated but unpaid dividends thereon (whether or not earned or declared) until, but excluding, the date fixed by the Board for redemption, shares of such series purchased by the liquidity provider pursuant to its obligations under the purchase agreement if the liquidity provider continues to be the beneficial owner for a period of six months and such shares cannot be successfully remarketed. The Acquiring Fund also will redeem, at a redemption price equal to the liquidation preference per share plus accumulated but unpaid dividends thereon (whether or not earned or declared) until, but excluding, the date fixed by the Board for redemption, such number of preferred shares as is necessary to achieve compliance, if the Acquiring Fund fails to maintain the minimum VRDP asset coverage required under the 1940 Act and the Acquiring Fund's agreement with the liquidity provider for the outstanding Series 3 VRDP Shares, and such failure is not cured by the applicable cure date.

During the special rate period for the outstanding Series 1 and Series 2 VRDP Shares, in the event the Acquiring Fund fails to comply with asset coverage and/or effective leverage ratio requirements and any such failure is not cured within the applicable cure period, the Acquiring Fund may become obligated to redeem such number of preferred shares as are necessary to achieve compliance with such requirements. Also, during

the special rate period for the outstanding Series 1 and Series 2 VRDP Shares, the Acquiring Fund is obligated to redeem all of the outstanding VRDP Shares of the applicable series, in the event a rate period transition is initiated and a failed transition occurs, or if a rate adjustment is initiated by the majority beneficial owner and a failed rate adjustment occurs, if such failure is not cured within the applicable cure period.

Outstanding VRDP Shares also may be redeemed in whole at any time or in part from time to time at the option of the Acquiring Fund at a redemption price per share equal to the liquidation preference per share plus any accumulated but unpaid dividends (whether or not earned or declared).

Voting and Consent Rights

Except as otherwise provided in the Acquiring Fund's declaration of trust, the Statements, or as otherwise required by applicable law, (i) each holder of outstanding VRDP Shares is entitled to one vote for each outstanding VRDP Share held on each matter submitted to a vote of shareholders of the Acquiring Fund, and (ii) the holders of outstanding VRDP Shares, along with holders of other outstanding preferred shares of the Acquiring Fund, vote with holders of common shares of the Acquiring Fund as a single class; provided, however, that holders of preferred shares, including outstanding VRDP Shares, are entitled as a class to elect two trustees of the Acquiring Fund at all times. The holders of outstanding common shares and preferred shares, including outstanding VRDP Shares, voting as a single class, elect the balance of the trustees of the Acquiring Fund.

Holders of outstanding VRDP Shares of each series, as a separate class, have voting and consent rights with respect to certain actions that would materially and adversely affect any preference, right or power of the outstanding VRDP Shares or holders of outstanding VRDP Shares of the applicable series. In addition, holders of outstanding Series 1 and Series 2 VRDP Shares have certain consent rights under the purchase agreement entered into for the special rate period for the outstanding VRDP Shares of the applicable series with respect to certain actions that would affect their investment in the Acquiring Fund. Holders of outstanding VRDP Shares also are entitled to vote as a class with holders of other preferred shares of the Acquiring Fund on matters that relate to the conversion of the Acquiring Fund to an open-end investment company, certain plans of reorganization adversely affecting holders of the preferred shares or any other action requiring a vote of security holders of the Acquiring Fund under Section 13(a) of the 1940 Act. In certain circumstances, holders of preferred shares, including outstanding VRDP Shares, are entitled to elect additional trustees in the event at least two full years' dividends are due and unpaid and sufficient cash or specified securities have not been deposited for their payment, or at any time holders of preferred shares are entitled under the 1940 Act to elect a majority of the trustees of the Acquiring Fund.

Priority of Payment

The outstanding VRDP Shares are senior in priority to the Acquiring Fund's common shares as to the payment of dividends and the distribution of assets upon dissolution, liquidation or winding up of the affairs of the Acquiring Fund. The outstanding VRDP Shares have equal priority as to the payment of dividends and the distribution of assets upon dissolution, liquidation or winding up of the affairs of the Acquiring Fund with the other preferred shares of the Acquiring Fund, including the outstanding MFP Shares, the other series of outstanding VRDP Shares and the New AMTP Shares and the New VRDP Shares to be issued in the Mergers, if any.

Custodian, Transfer Agent, Dividend Disbursing Agent and Redemption and Paying Agent

The custodian of the assets of each Fund is State Street Bank and Trust Company, One Congress Street, Suite 1, Boston, Massachusetts 02114. The custodian performs custodial, fund accounting and portfolio accounting services. With respect to each Fund's common shares and Minnesota Municipal's AMTP Shares, the transfer, shareholder services and dividend disbursing agent is Computershare Inc. and Computershare Trust Company, N.A., 150 Royall Street, Canton, Massachusetts 02021 ("Computershare"). Computershare will serve in such capacity with respect to any New AMTP Shares to be issued by the Acquiring Fund in the Mergers. The Bank of New York Mellon, 240 Greenwich Street, New York, New York 10286, acts as the tender agent, transfer agent and registrar, dividend disbursing agent and paying agent, calculation agent and redemption price disbursing agent with respect to the Acquiring Fund's MFP Shares and VRDP Shares and Virginia Municipal's VRDP Shares and will serve in such capacity with respect to any New VRDP Shares to be issued by the Acquiring Fund in the Mergers.

Federal Income Tax Matters Associated with Investment in the Acquiring Fund

The following information is meant as a general summary of certain U.S. federal income tax matters solely for beneficial owners of shares of a Fund that are “United States persons” as such term is defined under the Code, other than investors that are a partnership or are subject to special tax treatment (each a “U.S. shareholder”), who hold their shares as capital assets and does not address all of the U.S. federal income tax consequences that may be relevant to particular shareholders in light of their individual circumstances. Please see the Merger SAI for additional information. Investors should rely on their own tax adviser for advice about the particular federal, foreign, state and local tax consequences to them of investing in the Acquiring Fund.

The Acquiring Fund has elected to be treated and has qualified and intends to continue to qualify each year (including the taxable year in which the Mergers occur) as a RIC under Subchapter M of the Code. In order to qualify as a RIC, the Acquiring Fund must satisfy certain requirements regarding the sources of its income, the diversification of its assets and the distribution of its income. As a RIC, the Acquiring Fund is not expected to be subject to U.S. federal income tax on the income and gains it distributes to its shareholders. The Acquiring Fund invests primarily in municipal securities issued by states, cities and local authorities and certain possessions and territories of the United States (such as Puerto Rico or Guam) or municipal securities whose income is otherwise exempt from regular federal income tax. To qualify to pay exempt-interest dividends, which are treated as items of interest excludable from gross income for federal income tax purposes, at least 50% of the value of the total assets of the Acquiring Fund must consist of obligations the interest on which is exempt from regular federal income tax under Section 103(a) of the Code as of the close of each quarter of the Acquiring Fund’s taxable year. If the proportion of taxable investments held by the Acquiring Fund exceeds 50% of the Acquiring Fund’s total assets as of the close of any quarter of any Fund taxable year, the Acquiring Fund would not for that taxable year satisfy the general eligibility test that would otherwise permit it to pay exempt-interest dividends. The Acquiring Fund expects that substantially all of the Acquiring Fund’s dividends paid to you should qualify as “exempt-interest dividends.” A U.S. shareholder treats an exempt-interest dividend as interest on state and local bonds exempt from regular federal income tax. Federal income tax law imposes an alternative minimum tax with respect to certain U.S. shareholders that are individuals, trusts and estates. Interest on certain municipal obligations, such as certain private activity bonds, is included as an item of tax preference in determining the amount of a taxpayer’s federal alternative minimum taxable income. To the extent that the Acquiring Fund receives income from such municipal obligations, a portion of the dividends paid by the Acquiring Fund, although exempt from regular federal income tax, will be taxable to U.S. shareholders to the extent that their tax liability is determined under the federal alternative minimum tax. Exempt-interest dividends may also affect the federal alternative minimum tax liability of some U.S. shareholders.

Future legislation could limit the exclusion from gross income of tax-exempt interest (which includes exempt-interest dividends received from the Acquiring Fund). Such legislation could affect the value of the municipal securities owned by the Acquiring Fund. The likelihood of such legislation being enacted cannot be predicted. Shareholders should consult their own tax advisers regarding the potential consequences of future legislation on their investment in the Acquiring Fund.

In addition to exempt-interest dividends, the Acquiring Fund may also distribute to its shareholders amounts that are treated as long-term capital gain or ordinary income (which may include short-term capital gains). These distributions may be subject to federal, state and local taxation, depending on a shareholder’s situation. If so, they are taxable whether or not such distributions are reinvested. Distributions of net capital gains (the excess of net long-term capital gains over net short-term capital losses) are generally taxable at rates applicable to long-term capital gains regardless of how long a shareholder has held its shares. Long-term capital gains are currently taxable to noncorporate U.S. shareholders at a maximum federal income tax rate of 20%. In addition, certain U.S. shareholders that are individuals, estates and trusts are subject to a 3.8% Medicare contribution tax on net investment income, including net capital gains and other taxable dividends. Corporate U.S. shareholders are taxed on capital gain at the same rates as apply to ordinary income. The Acquiring Fund does not expect that any part of its distributions to shareholders from its investments will qualify for the dividends-received deduction available to corporate U.S. shareholders or as “qualified dividend income” to noncorporate U.S. shareholders.

As a RIC, the Acquiring Fund will not be subject to federal income tax in any taxable year provided that it meets, among other things, certain distribution requirements. The Acquiring Fund may retain for investment some (or all) of its net capital gains. If the Acquiring Fund retains any net capital gains or investment company taxable income, it will be subject to tax at regular corporate rates on the amount retained. If the Acquiring Fund retains any net capital gains, it may designate the retained amount as undistributed capital gains in a notice to its shareholders who, if subject to federal income tax on long-term capital gains, (1) will be required to include in income for federal income tax purposes, as long-term capital gain, their share of such undistributed amount; (2) will be entitled to credit their proportionate shares of the U.S. federal income tax paid by the Acquiring Fund on such undistributed amount against their U.S. federal income tax liabilities, if any; and (3) may claim refunds to the extent the credit exceeds such liabilities. For U.S. federal income tax purposes, the basis of shares owned by a shareholder of the Acquiring Fund will be increased by an amount equal to the difference between the amount of undistributed capital gains included in the shareholder's gross income and the tax deemed paid by the shareholder under clause (2) of the preceding sentence.

The IRS currently requires that a RIC that has two or more classes of stock allocate to each such class proportionate amounts of each type of its income (such as exempt interest, ordinary income and capital gains). Accordingly, the Acquiring Fund reports dividends made with respect to common shares and preferred shares as consisting of particular types of income (e.g., exempt interest, net capital gains and ordinary income) in accordance with each class's proportionate share of the total dividends paid by the Acquiring Fund with respect to the taxable year.

Dividends and distributions are generally taxable for U.S. federal income tax purposes to U.S. shareholders at the time the dividend or distribution is made. Dividends and distributions declared by the Acquiring Fund in October, November or December to shareholders of record during one of those months and paid during the following January will be treated as having been paid by the Acquiring Fund and received by shareholders on December 31 of the year the dividends or distributions were declared.

Each shareholder will receive an annual statement summarizing the shareholder's dividend and capital gains distributions.

The redemption, sale or exchange of shares of the Acquiring Fund normally will result in capital gain or loss to U.S. shareholders who hold their shares as capital assets. Generally, a U.S. shareholder's gain or loss will be long-term capital gain or loss if the shares have been held for more than one year even though the increase in value in such shares is attributable to tax-exempt interest income. The gain or loss on shares held for one year or less will generally be treated as short-term capital gain or loss. Current U.S. federal income tax law taxes both long-term and short-term capital gains of U.S. corporations at the same rates applicable to ordinary income. However, for noncorporate U.S. shareholders, long-term capital gains are currently taxed at a maximum U.S. federal income tax rate of 20%, while short-term capital gains are currently taxed at ordinary income rates. An additional 3.8% Medicare contribution tax may also apply to certain U.S. shareholders that are individuals, estates or trusts on such U.S. shareholders' capital gain from the sale or other disposition of their shares. Any loss realized by a U.S. shareholder upon the sale of shares of the Acquiring Fund that have been held for six months or less will be disallowed to the extent of any distribution of exempt-interest dividends received with respect to such shares, unless the shares are of a RIC that declares exempt-interest dividends on a daily basis in an amount equal to at least 90% of its net tax-exempt interest and distributes such dividends on a monthly or more frequent basis. Any remaining loss realized by a U.S. shareholder upon the sale or disposition of shares of the Acquiring Fund held for six months or less will be treated as a long-term capital loss to the extent of any distributions of net capital gains received (and undistributed net capital gain designated by the Acquiring Fund that is deemed to be received) by the U.S. shareholder on such shares. Any loss realized on a sale or exchange of shares of the Acquiring Fund will be disallowed to the extent those shares of the Acquiring Fund are replaced by other substantially identical shares of the Acquiring Fund or other substantially identical stock or securities (including through reinvestment of dividends) within a period of 61 days beginning 30 days before and ending 30 days after the date of disposition of the original shares. In that event, the basis of the replacement shares will be adjusted to reflect the disallowed loss. The deductibility of capital losses is subject to limitations.

Any interest on indebtedness incurred or continued to purchase or carry the Acquiring Fund's shares to which exempt-interest dividends are allocated is not deductible. Under certain applicable rules, the purchase or ownership of shares of the Acquiring Fund may be considered to have been made with borrowed funds even though such funds are not directly used for the purchase or ownership of the shares. In addition, if you receive Social Security or certain railroad retirement benefits, you may be subject to federal income tax on a portion of such benefits as a result of receiving investment income, including exempt-interest dividends and other distributions paid by the Acquiring Fund.

If the Acquiring Fund invests in certain pay-in-kind securities, zero coupon securities, deferred interest securities or, in general, any other securities with original issue discount (or with market discount if the Acquiring Fund elects to include market discount in income currently), the Acquiring Fund must accrue income on such investments for each taxable year, which generally will be prior to the receipt of the corresponding cash payments. However, the Acquiring Fund must distribute to shareholders, at least annually, all or substantially all of its investment company taxable income (determined without regard to the deduction for dividends paid) and its net tax-exempt income, including such income it is required to accrue, to qualify as a RIC and (with respect to its ordinary income and capital gain) to avoid U.S. federal income and excise taxes at the Acquiring Fund level. Therefore, the Acquiring Fund may have to dispose of its portfolio securities under disadvantageous circumstances to generate cash, or may have to leverage itself by borrowing the cash, to satisfy these distribution requirements.

The Acquiring Fund may hold or acquire municipal obligations that are market discount bonds. A market discount bond is a security acquired in the secondary market at a price below its redemption value (or its adjusted issue price if it is also an original issue discount bond). If the Acquiring Fund invests in a market discount bond, it will be required to treat any gain recognized on the disposition of such market discount bond as ordinary taxable income to the extent of the accrued market discount.

The Acquiring Fund's investment in lower rated or unrated debt securities may present issues for the Acquiring Fund if the issuers of these securities default on their obligations because the federal income tax consequences to a holder of such securities are not certain.

The Acquiring Fund may be required to withhold U.S. federal income tax at a flat rate of 24% from all distributions (including exempt-interest dividends), sales proceeds, redemption proceeds, and any other payments payable to a shareholder if the shareholder fails to provide the Acquiring Fund with his, her or its correct taxpayer identification number or to make required certifications, or if the shareholder has been notified by the IRS (or the IRS notifies the Acquiring Fund) that he, she or it is subject to backup withholding. Backup withholding is not an additional tax; rather, it is a way in which the IRS ensures it will collect taxes otherwise due. Any amounts withheld may be credited against a shareholder's U.S. federal income tax liability.

The Foreign Account Tax Compliance Act ("FATCA") generally requires the Acquiring Fund to obtain information sufficient to identify the status of each of its shareholders. If a shareholder fails to provide this information or otherwise fails to comply with FATCA, the Acquiring Fund may be required to withhold under FATCA at a rate of 30% with respect to that shareholder on Acquiring Fund dividends and distributions and redemption proceeds. The Acquiring Fund may disclose the information that it receives from (or concerning) its shareholders to the IRS, non-U.S. taxing authorities or other parties as necessary to comply with FATCA, related intergovernmental agreements or other applicable law or regulation. Investors are urged to consult their own tax advisers regarding the applicability of FATCA and any other reporting requirements with respect to the investor's own situation, including investments through an intermediary.

Pursuant to proposed regulations, the Treasury Department has indicated its intent to eliminate the requirements under FATCA of withholding on gross proceeds from the sale, exchange, maturity or other disposition of relevant financial instruments (including redemption of stock). The Treasury Department has indicated that taxpayers may rely on these proposed regulations pending their finalization.

With respect to the preferred shares of the Acquiring Fund to be issued in the Mergers, if any, the Acquiring Fund will receive opinions from special tax counsel that the preferred shares will constitute equity of the Acquiring Fund, and the foregoing discussion and the tax opinion received by the Funds regarding certain aspects of the Mergers, including that the Mergers will qualify as reorganizations within the meaning of Section 368(a) of the Code, relies on the position that the preferred shares will constitute equity of the Acquiring Fund. Accordingly, distributions with respect to the preferred shares (other than distributions in redemption of preferred shares subject to Section 302(b) of the Code) will generally constitute dividends to the extent of the Acquiring Fund's current or accumulated earnings and profits, as calculated for federal income tax purposes and to the extent allocable to such distribution. Because the treatment of a corporate security as debt or equity is determined on the basis of the facts and circumstances of each case, and no controlling precedent exists for any preferred shares to be issued in the Mergers, there can be no assurance that the IRS will not challenge special tax counsels' opinions and the Acquiring Fund's treatment of the preferred shares as equity. If the IRS were to succeed in such a challenge, holders of preferred shares could be subject to U.S. federal income tax on receipt of such preferred shares and could be characterized as receiving taxable interest income rather than exempt-interest or other dividends, possibly requiring them to file amended income tax returns and retroactively to recognize additional amounts of ordinary income and pay additional tax, interest and penalties.

Net Asset Value

The Acquiring Fund's NAV per common share is determined as of the close of trading (normally 4:00 p.m. Eastern Time) on each day the NYSE is open for business. NAV is calculated by taking the market value of the Acquiring Fund's total assets, less all liabilities, and dividing by the total number of common shares outstanding. The result, rounded to the nearest cent, is the NAV per share.

The Acquiring Fund utilizes independent pricing services approved by its valuation designee to value portfolio instruments at their market value. Independent pricing services typically value non-equity portfolio instruments utilizing a range of market-based inputs and assumptions, including market quotations obtained from broker-dealers making markets in such instruments, cash flows and transactions for comparable instruments. In valuing municipal securities, the pricing services may also consider, among other factors, the yields or prices of municipal securities of comparable quality, type of issue, coupon, maturity and rating and the obligor's credit characteristics considered relevant by the pricing service or Nuveen Fund Advisors. In pricing certain securities, particularly less liquid and lower quality securities, the pricing services may consider information about a security, its issuer or market activity provided by Nuveen Fund Advisors or Nuveen Asset Management.

If a price cannot be obtained from a pricing service or other pre-approved source, or if the Acquiring Fund's valuation designee deems such price to be unreliable, or if a significant event occurs after the close of the local market but prior to the time at which the Acquiring Fund's NAV is calculated, a portfolio instrument will be valued at its fair value as determined in good faith by the Acquiring Fund's valuation designee. The Acquiring Fund's valuation designee may determine that a price is unreliable in various circumstances. For example, a price may be deemed unreliable if it has not changed for an identified period of time, or has changed from the previous day's price by more than a threshold amount, and recent transactions and/or broker dealer price quotations differ materially from the price in question.

The Board of Trustees has designated Nuveen Fund Advisors as the Acquiring Fund's valuation designee pursuant to Rule 2a-5 under the 1940 Act and delegated to Nuveen Fund Advisors the day-to-day responsibility of making fair value determinations. All fair value determinations made by Nuveen Fund Advisors are subject to review by the Board of Trustees. As a general principle, the fair value of a portfolio instrument is the amount that an owner might reasonably expect to receive upon the instrument's current sale. A range of factors and analysis may be considered when determining fair value, including relevant market data, interest rates, credit considerations and/or issuer specific news. However, fair valuation involves subjective judgments, and it is possible that the fair value determined for a portfolio instrument may be materially different from the value that could be realized upon the sale of that instrument.

Legal Opinions

Certain legal matters in connection with the issuance of common shares pursuant to the Agreement will be passed upon by Morgan, Lewis & Bockius LLP, One Federal Street, Boston, Massachusetts 02110.

Experts

The financial statements appearing in the Annual Reports of Minnesota Municipal and Virginia Municipal for the fiscal year ended May 31, 2025 and of the Acquiring Fund for the fiscal year ended October 31, 2025 are incorporated by reference herein. The financial statements appearing in the Semi-Annual Reports for Minnesota Municipal and Virginia Municipal for the period ending November 30, 2025 are incorporated by reference herein. PricewaterhouseCoopers LLP (“PwC”), an independent registered public accounting firm, provides auditing services to the Acquiring Fund and the Target Funds. The Funds’ financial statements as of and for fiscal year ending in 2025 have been audited by PwC, as set forth in their reports thereon. The principal business address of PwC is One North Wacker Drive, Chicago, Illinois 60606. Each Fund’s financial statements as of and for the 2024, 2023, 2022 and 2021 fiscal years have been audited by KPMG LLP (“KPMG”), independent registered public accounting firm, as set forth in their reports thereon. Such financial statements are incorporated by reference herein in reliance upon such reports given on the authority of such firm as experts in accounting and auditing. The principal business address of KPMG is 200 East Randolph Street, Chicago, Illinois 60601.

GENERAL INFORMATION

Outstanding Shares of the Acquiring Fund and the Target Funds

The following table sets forth the number of outstanding common shares and preferred shares and certain other share information as of May 28, 2026.

(1) Title of Class	(2) Shares Authorized	(3) Shares Held by Fund for Its Own Account	(4) Shares Outstanding Exclusive of Shares Shown under (3)
Minnesota Municipal			
Common shares	Unlimited	—	6,409,661
Preferred shares	Unlimited	—	498 (Series 2028 AMTP Shares)
Virginia Municipal			
Common shares	Unlimited	—	19,562,720
Preferred shares	Unlimited	—	1,280 (Series 1 VRDP Shares)
Acquiring Fund			
Common shares	Unlimited	—	195,627,765
Preferred shares	Unlimited	—	1,500 (Series A MFP Shares)
			1,550 (Series B MFP Shares)
			3,360 (Series C MFP Shares)
			2,688 (Series 1 VRDP Shares)
			2,622 (Series 2 VRDP Shares)
			1,460 (Series 3 VRDP Shares)

The common shares of Minnesota Municipal, Virginia Municipal and the Acquiring Fund are listed and trade on the NYSE under the ticker symbols NMS, NPV and NZF, respectively. Upon the closing of the Mergers, it is expected that the common shares of the Acquiring Fund will continue to be listed on the NYSE. None of the preferred shares of the Acquiring Fund and the Target Funds are currently listed on any exchange.

Shareholders of the Acquiring Fund and the Target Funds

As of May 28, 2026, the members of the Board and officers of each Fund as a group owned less than 1% of the total outstanding common shares and less than 1% of the total outstanding preferred shares of each Fund.

Information regarding shareholders or groups of shareholders who, to the knowledge of a Fund, beneficially own more than 5% of a class of shares of a Fund is provided below. Information in the table below regarding the number and percentage of shares owned is based on a review of Schedule 13D and 13G filings and amendments made on or before May 28, 2026. The estimated pro forma information presented is calculated assuming outstanding common and preferred shares as of May 28, 2026 for each Fund.

Fund and Class	Shareholder Name and Address	Number of Shares Owned	Percentage Owned	Estimated Pro Forma	
				Corresponding Class of Combined Fund	All Preferred Shares of Combined Fund
Minnesota Municipal—					
Common Shares	—	—	—	—	—
Series 2028 AMTP	Bank of America Corporation ^(a) 100 North Tryon Street Charlotte, North Carolina 28255 Banc of America Preferred Funding Corporation ^(a) 214 North Tryon Street Charlotte, North Carolina 28255	498	100.00%	100.00%	20.86%

Fund and Class	Shareholder Name and Address	Number of Shares Owned	Percentage Owned	Estimated Pro Forma	
				Corresponding Class of Combined Fund	All Preferred Shares of Combined Fund
Virginia Municipal—					
Common Shares	—	—	—	—	—
Series 1 VRDP	Toronto Dominion Investments, Inc. ^(b) Toronto Dominion Holdings (U.S.A.), Inc. ^(b) TD Group US Holdings LLC ^(b) The Toronto-Dominion Bank ^(b) 31 West 52nd Street, Floor 18 New York, New York 10019	1,280	100.00%	100.00%	28.95%
Acquiring Fund—					
Common Shares	—	—	—	—	—
Series A MFP	Toronto Dominion Investments, Inc. ^(b) Toronto Dominion Holdings (U.S.A.), Inc. ^(b) TD Group US Holdings LLC ^(b) The Toronto-Dominion Bank ^(b) 31 West 52nd Street, Floor 18 New York, New York 10019	1,500	100.00%	100.00%	28.95%
Series B MFP	Toronto Dominion Investments, Inc. ^(b) Toronto Dominion Holdings (U.S.A.), Inc. ^(b) TD Group US Holdings LLC ^(b) The Toronto-Dominion Bank ^(b) 31 West 52nd Street, Floor 18 New York, New York 10019	1,550	100.00%	100.00%	28.95%
Series C MFP	Wells Fargo & Company ^(c) 420 Montgomery Street San Francisco, California 94104 Wells Fargo Municipal Capital Strategies, LLC ^(c) 30 Hudson Yards New York, New York 10001	3,360	100.00%	100.00%	40.43%
Series 1 VRDP	Wells Fargo & Company ^(c) 420 Montgomery Street San Francisco, California 94104 Wells Fargo Municipal Capital Strategies, LLC ^(c) 30 Hudson Yards New York, New York 10001	2,688	100.00%	100.00%	40.43%
Series 2 VRDP	Bank of America Corporation ^(a) 100 North Tryon Street Charlotte, North Carolina 28255 Banc of America Preferred Funding Corporation ^(a) 214 North Tryon Street Charlotte, North Carolina 28255	2,622	100.00%	100.00%	20.86%

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- (a) Bank of America Corporation and Banc of America Preferred Fund Corporation filed their Schedule 13D jointly and did not differentiate holdings as between each entity.
 - (b) Toronto Dominion Investments, Inc., Toronto Dominion Holdings (U.S.A.), Inc., TD Group US Holdings LLC and The Toronto-Dominion Bank filed their Schedule 13D jointly and did not differentiate holdings as between each entity.
 - (c) Wells Fargo & Company and Wells Fargo Municipal Capital Strategies, LLC filed their Schedule 13D jointly and did not differentiate holdings as between each entity.

As of May 28, 2026, none of the Funds are aware of any shareholders holding more than 5% of its common shares or of any person who “controls” (within the meaning of the 1940 Act) the Fund. Under the 1940 Act, a person who beneficially owns, directly or indirectly, more than 25% of the voting securities of a fund is presumed to control the fund.

The Acquiring Fund Series 3 VRDP Shares currently are designed to be eligible for purchase by money market funds and other short duration investors. Information with respect to aggregate holdings of Series 3 VRDP Shares associated with fund complexes known to the Fund to hold greater than 5% of such shares as of May 28, 2026, including the number of shares associated with the fund complex and percentage of total outstanding shares, is as follows: Schwab (200 shares (13.70%)), Vanguard (1,260 shares (86.30%)).

Expenses of Proxy Solicitation

The Funds, and indirectly their common shareholders, will bear the costs of the Mergers, whether or not the Mergers are consummated. The allocation of the costs of the Mergers to the Funds is based on the expected benefits of the Mergers to Fund common shareholders following the Mergers, including operating expense savings and improvements in the secondary trading market for common shares. Preferred shareholders will not bear any costs of the Mergers. The costs of the Mergers are estimated to be \$1,270,000, but the actual costs may be higher or lower than that amount. These costs represent the estimated nonrecurring expenses of the Funds in carrying out their obligations under the Agreement and consist of management’s estimate of professional service fees, printing costs and mailing charges related to the proposed Mergers. Based on the expected benefits of the Mergers to each Fund, each of Minnesota Municipal, Virginia Municipal and the Acquiring Fund is expected to be allocated \$370,000, \$820,000 and \$80,000, respectively, of the estimated expenses in connection with the Mergers (0.51%, 0.38% and 0.00%, respectively, of Minnesota Municipal’s, Virginia Municipal’s and the Acquiring Fund’s average net assets applicable to common shares for the six months ended March 31, 2026). If one or both Mergers is not consummated for any reason, including because the requisite shareholder approvals are not obtained, each of the Funds, and common shareholders of each of the Funds indirectly, will still bear the costs of the Mergers.

The Funds have engaged Computershare Fund Services to assist in the solicitation of proxies at an estimated aggregate cost of \$7,500 per Fund plus reasonable expenses, which is included in the foregoing estimate.

Shareholder Proposals

The Acquiring Fund expects to hold its 2026 annual meeting of shareholders in August 2026. To be considered for presentation at the 2026 annual meeting of shareholders of the Acquiring Fund, shareholder proposals submitted pursuant to Rule 14a-8 under the 1934 Act must have been received at the offices of the Fund, 333 West Wacker Drive, Chicago, Illinois 60606, not later than March 5, 2026. A shareholder wishing to provide notice in the manner prescribed by Rule 14a-4(c)(1) under the 1934 Act of a proposal (including the nomination of an individual for election as a Board Member) submitted outside of the process of Rule 14a-8 for the 2026 annual meeting must, pursuant to the Acquiring Fund’s by-laws, have submitted such written notice to the Acquiring Fund no earlier than April 4, 2026 and no later than April 19, 2026. Timely submission of a proposal does not mean that such proposal will be included in a proxy statement.

If the Proposal is approved at a Target Fund's and the Acquiring Fund's Special Meeting and the Mergers are consummated, each Target Fund will cease to exist and will not hold its next annual meeting. If the Mergers are not approved or are not consummated, Minnesota Municipal and Virginia Municipal will hold their next annual meeting of shareholders, expected to be held in April 2027.

To be considered for presentation at the 2027 annual meetings of shareholders of the Target Funds, shareholder proposals submitted pursuant to Rule 14a-8 under the 1934 Act must be received at the offices of the Fund, 333 West Wacker Drive, Chicago, Illinois 60606, not later than November 6, 2026. A shareholder wishing to provide notice in the manner prescribed by Rule 14a-4(c)(1) under the 1934 Act of a proposal (including the nomination of an individual for election as a Board Member) submitted outside of the process of Rule 14a-8 for the 2027 annual meeting must, pursuant to the Fund's by-laws, submit such written notice to the Target Fund no earlier than December 6, 2026 and no later than December 21, 2026. Timely submission of a proposal does not mean that such proposal will be included in a proxy statement.

Proposals may be presented by shareholders only if advance notice is duly submitted in accordance with applicable law and the Fund's governing documents, and the subject matter of such proposal is a matter upon which the proposing shareholder is entitled to vote. Each Fund's by-laws require shareholders submitting advance notices of proposals of business or nominations for election as Board Members to provide the Fund with certain information and representations about the proponent shareholder and the nominees or business being proposed. A shareholder wishing to present a proposal of business or nomination is encouraged to carefully review the applicable Fund's by-laws.

Copies of the by-laws of each Fund are available on the EDGAR Database on the SEC's website at www.sec.gov.

Shareholder Communications

Fund shareholders who want to communicate with the Board or any individual Board Member should write to the attention of William Siffermann, Manager of Fund Board Relations, Nuveen Investments, 333 West Wacker Drive, Chicago, Illinois 60606. The letter should indicate that you are a Fund shareholder and note the Fund or Funds that you own. If the communication is intended for a specific Board Member and so indicates, it will be sent only to that Board Member. If a communication does not indicate a specific Board Member it will be sent to the Independent Chair and the outside counsel to the Independent Board Members for further distribution as deemed appropriate by such persons.

Fiscal Year

The fiscal year end for Minnesota Municipal and Virginia Municipal is May 31. The fiscal year end for the Acquiring Fund is October 31.

Shareholder Report Delivery

Shareholder reports will be made available to shareholders of record of each Fund following each Fund's fiscal year end. Each Fund will furnish, without charge, a copy of its annual report and/or semi-annual report as available upon request. Such written or oral requests should be directed to a Fund at 333 West Wacker Drive, Chicago, Illinois 60606 or by calling (800) 257-8787.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Special Meeting to Be Held on September 24, 2026

The Joint Proxy Statement/Prospectus is available at <https://www.nuveen.com/en-us/investments/proxy-information#closed-end-funds>. For more information, shareholders may also contact the applicable Fund at the address and phone number set forth above.

Please note that only one annual report or proxy statement may be delivered to two or more shareholders of a Fund who share an address, unless the Fund has received instructions to the contrary. To request a separate copy of an annual report or proxy statement, or for instructions as to how to request a separate copy of such documents or as to how to request a single copy if multiple copies of such documents are received, shareholders should contact the applicable Fund at the address and phone number set forth above.

Other Information

Management of the Funds does not intend to present and does not have reason to believe that others will present any items of business at the Special Meetings, except as described in this Joint Proxy Statement/Prospectus. However, if other matters are properly presented at the meetings for a vote, the proxies will be voted upon such matters in accordance with the judgment of the persons acting under the proxies.

Upon at least five business days advance written notice to a Fund, a shareholder of the Fund is entitled to inspect and copy at the offices where they are maintained, a list of shareholders of record and their addresses entitled to be present and to vote at that Fund's Special Meeting, provided that the written notice describes with reasonable particularity the purpose of the demand, that the demand is made in good faith and for a proper purpose, and the records requested are directly connected to that purpose, and provided further that the Trustees shall not have determined in good faith that disclosure of the records sought would adversely affect the Fund in the conduct of its business or constitute material non-public information at the time when the shareholder's notice of demand to inspect and copy is received by the Fund. The Fund may furnish the shareholder with copies of the shareholder list, including copies furnished through an electronic transmission. Shareholders interested in inspecting the list of shareholders for their respective Fund(s) should contact (800) 257-8787 for additional information. To email the Fund(s), please visit www.nuveen.com/contact-us.

In the absence of a quorum for a particular matter, business may proceed on any other matter or matters that may properly come before the Special Meetings if there is present, in person or by proxy, a quorum of shareholders in respect of such other matters. The chair of the Special Meeting may, whether or not a quorum is present, adjourn the meeting with respect to one or more matters to be considered on behalf of a Fund without further notice to permit further solicitation of proxies.

By returning the enclosed form of proxy, you are authorizing the persons named on the proxy to vote in their discretion on any matter that properly comes before the Special Meetings.

Broker-dealer firms holding shares in "street name" for the benefit of their customers and clients are generally required to request the instruction of such customers and clients on how to vote their shares on the Proposal. A broker-dealer firm that is subject to the rules of the NYSE and that has not received instructions from a customer prior to the date specified in its request for voting instructions may not vote such customer's shares on the Proposal described in this Joint Proxy Statement/Prospectus. A signed proxy card or other authorization by a beneficial owner of shares of a Fund that does not specify how the beneficial owner's shares are to be voted on the Proposal may be deemed to be an instruction to vote such shares in favor of the Proposal.

IF YOU CANNOT BE PRESENT AT THE MEETINGS, YOU ARE REQUESTED TO FILL IN, SIGN AND RETURN THE ENCLOSED PROXY PROMPTLY. NO POSTAGE IS REQUIRED IF MAILED IN THE UNITED STATES.

Mark L. Winget
Vice President and Secretary
The Nuveen Closed-End Funds

**APPENDIX A
FORM OF AGREEMENT AND PLAN OF MERGER**

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the “Agreement”) is made as of this [•] day of [•], 2026 by and among Nuveen Municipal Credit Income Fund (the “Acquiring Fund”), a Massachusetts business trust, each of Nuveen Minnesota Quality Municipal Income Fund (“Minnesota Municipal” or a “Target Fund”) and Nuveen Virginia Quality Municipal Income Fund (“Virginia Municipal” or a “Target Fund”), each a Massachusetts business trust, and NZF Merger Sub, LLC (the “Merger Sub”), a Massachusetts limited liability company and a direct, wholly-owned subsidiary of the Acquiring Fund. The Acquiring Fund and the Merger Sub may be referred to herein together as the “Acquiring Fund Parties.” The Acquiring Fund and each Target Fund may be referred to herein as a “Fund” and, collectively, as the “Funds.”

For each Merger, this Agreement is intended to be, and is adopted as, a plan of reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”), and the Treasury Regulations promulgated thereunder. The reorganization of each Target Fund into the Acquiring Fund will consist of the merger of the Target Fund with and into the Merger Sub pursuant to which shareholders of the Target Fund (collectively, “Target Fund Shareholders”) will receive (i) with respect to holders of the issued and outstanding common shares of beneficial interest of the Target Fund (“Target Fund Common Shares”), newly issued common shares of beneficial interest, par value \$0.01 per share, of the Acquiring Fund (the “Acquiring Fund Common Shares”), (ii) with respect to holders of any issued and outstanding Adjustable Rate MuniFund Term Preferred Shares (“AMTP Shares”) of Minnesota Municipal, newly issued AMTP Shares of the Acquiring Fund with a par value of \$0.01 per share and a liquidation preference of \$100,000 per share (the “Acquiring Fund AMTP Shares”), and (iii) with respect to holders of any issued and outstanding Variable Rate Demand Preferred Shares (“VRDP Shares”) of Virginia Municipal, newly issued VRDP Shares of the Acquiring Fund with a par value of \$0.01 per share and a liquidation preference of \$100,000 per share (the “Acquiring Fund VRDP Shares” and, together with the Acquiring Fund AMTP Shares, the “Acquiring Fund Preferred Shares” and, collectively with the Acquiring Fund AMTP Shares and the Acquiring Fund Common Shares, the “Acquiring Fund Shares”) as provided herein, all upon the terms and conditions set forth in this Agreement (each, a “Merger” and together, the “Mergers”).

WHEREAS, each Fund is a closed-end, management investment company registered under the Investment Company Act of 1940, as amended (the “1940 Act”), and each Target Fund owns securities that generally are assets of the character in which the Acquiring Fund is permitted to invest;

WHEREAS, the Acquiring Fund is authorized to issue the Acquiring Fund Shares; and

WHEREAS, the Board of Trustees of the Acquiring Fund (the “Acquiring Fund Board”) has determined that each Merger is in the best interests of the Acquiring Fund and that the interests of the existing shareholders of the Acquiring Fund will not be diluted as a result of the Mergers, and the Board of Trustees of each Target Fund (each, a “Target Fund Board”) has determined that its Merger is in the best interests of such Target Fund and that the interests of the existing shareholders of such Target Fund will not be diluted as a result of its Merger.

NOW, THEREFORE, in consideration of the premises and of the covenants and agreements hereinafter set forth, the parties hereto covenant and agree as follows:

ARTICLE I

MERGER

1.1 MERGER. With respect to each Merger, subject to the terms and conditions contained herein and on the basis of the representations and warranties contained herein, and in accordance with Section 2 of Chapter 182 of the Massachusetts General Laws (“M.G.L.”) and Section 59 of the M.G.L. Chapter 156C, at the Effective Time (as defined in Section 3.1), the Target Fund shall be merged with and into the Merger Sub, the separate existence of the Target Fund shall cease and the Merger Sub shall be the surviving company in the Merger (sometimes referred to herein as the “Surviving Company”) in accordance with such laws and shall continue as a wholly-owned subsidiary of the Acquiring Fund. The separate limited liability company existence of the Merger Sub shall continue unaffected and unimpaired by the Merger and, as the Surviving Company, it shall be governed by the laws of the Commonwealth of Massachusetts.

(a) With respect to each Merger, upon the terms and subject to the conditions of this Agreement, the parties shall cause the filing of a certificate of merger (a “Certificate of Merger”) with the Secretary of the Commonwealth of Massachusetts in accordance with the laws of the Commonwealth of Massachusetts.

(b) With respect to each Merger, at the Effective Time, as a result of the Merger and without any action on the part of the holder of any shares of the Target Fund:

(i) Each Target Fund Common Share issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the number of Acquiring Fund Common Shares provided for in Section 2.2 (with cash being distributed in lieu of fractional Acquiring Fund Common Shares as set forth in Section 2.2);

(ii) The Target Fund AMTP Shares or VRDP Shares, as applicable, issued and outstanding immediately prior to the Effective Time, if any, shall, by virtue of the Merger and without any action on the part of the holder(s) thereof, be converted into the same number of Acquiring Fund AMTP Shares or VRDP Shares, respectively (with such series designation(s) as is or are deemed appropriate by the officers of the Acquiring Fund), having (a) substantially similar terms to such Target Fund AMTP Shares or VRDP Shares, respectively, as of the Closing (as defined in Section 3.1), other than certain terms relating to dividends on state specific funds that are not applicable to the Acquiring Fund Preferred Shares, (b) equal priority with other outstanding preferred shares of the Acquiring Fund as to the payment of dividends and as to the distribution of assets upon liquidation of the Acquiring Fund, and (c) along with any other outstanding preferred shares of the Acquiring Fund, preference with respect to the payment of dividends and as to the distribution of assets upon liquidation of the affairs of the Acquiring Fund over the common shares of the Acquiring Fund; and

(iii) The membership interests in the Merger Sub issued and outstanding immediately prior to the Effective Time shall remain unchanged as a result of the Merger and shall remain as the only issued and outstanding membership interests of the Surviving Company.

(c) The certificate of organization of the Merger Sub as in effect immediately prior to the Effective Time (the “Certificate of Organization”) shall be the certificate of organization of the Surviving Company, unless and until amended in accordance with its terms and applicable law. The operating agreement of the Merger Sub in effect immediately prior to the Effective Time (the “LLC Agreement”), shall be the operating agreement of the Surviving Company unless and until amended in accordance with its terms and applicable law.

(d) With respect to each Merger, at the Effective Time, the separate legal existence of the Target Fund shall cease for all purposes and the Merger Sub shall continue in existence as the Surviving Company, and without any further action being required, the Surviving Company shall succeed to and possess all of the rights, privileges and powers of the Merger Sub and the Target Fund, and all of the assets and property of whatever kind and character of the Merger Sub and the Target Fund shall vest in the Merger Sub without further act or deed. With

respect to each Merger, at the Effective Time, the Surviving Company shall be liable for all of the liabilities and obligations of the Merger Sub and the Target Fund, and any claim or judgment against the Merger Sub or the Target Fund may be enforced against the Surviving Company, in accordance with applicable law.

(e) With respect to each Merger, the Acquiring Fund will issue Acquiring Fund Shares to shareholders of the Target Fund upon the conversion of Target Fund Shares by opening shareholder accounts on the share ledger records of the Acquiring Fund in the names of and in the amounts due to the shareholders of the Target Fund based on (i) with respect to holders of the issued and outstanding Target Fund Common Shares, their holdings of Target Fund Common Shares as of immediately prior to the Effective Time, and (ii) with respect to holders of any issued and outstanding AMTP Shares or VRDP Shares of a Target Fund, as applicable, the number of AMTP Shares or VRDP Shares held by such shareholder of a Target Fund immediately prior to the Effective Time. Ownership of Acquiring Fund Shares will be shown on the books of the applicable transfer agent or tender and paying agent, as applicable, for the Acquiring Fund, and the Acquiring Fund will not issue certificates representing Acquiring Fund Shares in connection with the Merger, except for any global share certificate or certificates required by a securities depository in connection with the establishment of book-entry ownership of the Acquiring Fund Common Shares or the Acquiring Fund Preferred Shares. All Acquiring Fund Shares to be issued pursuant to the Merger shall be deemed issued and outstanding as of the Effective Time.

(f) With respect to each Merger, the Target Fund agrees to dispose of certain assets prior to the Closing, but only if and to the extent necessary, so that at the Closing, when the assets of such Target Fund participating in a Merger are aggregated with the Acquiring Fund's assets and the assets of the other Target Fund participating in a Merger, the resulting portfolio will meet the Acquiring Fund's investment objective, policies and restrictions, as set forth in the Acquiring Fund's Registration Statement (as defined in Section 5.5). Notwithstanding the foregoing, nothing herein will require the Target Fund to dispose of any investments or securities if, in the reasonable judgment of the Target Fund Board or Nuveen Fund Advisors, LLC, the investment adviser to the Funds (the "Adviser"), such disposition would adversely affect the status of the Merger as a "reorganization" as such term is used in Section 368(a) of the Code or would otherwise not be in the best interests of the Target Fund.

1.2 DISSOLUTION, LIQUIDATION AND TERMINATION. If both Mergers occur at the same time, as soon as practicable after the Effective Time (or if both Mergers do not occur at the same time, as soon as practicable after the Effective Time of the last Merger to occur), the Merger Sub shall be dissolved and the Acquiring Fund will assume all of the Merger Sub's liabilities and obligations, known and unknown, contingent or otherwise, whether or not determinable, and the Merger Sub will distribute to the Acquiring Fund, which will be the sole member of the Merger Sub at such time, all of the assets of the Merger Sub in complete liquidation of its interest in the Merger Sub in accordance with a Plan of Dissolution adopted by the Merger Sub.

1.3 ACCOUNTING AND PERFORMANCE SURVIVOR. In connection with the transactions contemplated by this Agreement, notwithstanding that the Merger Sub shall be the surviving entity in the Merger, the Acquiring Fund shall be deemed the survivor solely for accounting and performance record purposes.

1.4 DECLARATION OF PREFERRED SHARE DIVIDENDS. Dividends shall accumulate on any issued and outstanding AMTP Shares or VRDP Shares of a Target Fund, as applicable, up to and including the day immediately preceding the Closing Date (as defined in Section 3.1) and then cease to accumulate, and dividends on the Acquiring Fund Preferred Shares will accumulate from and including the Closing Date. Prior to the Valuation Time (as defined in Section 2.1), each Target Fund will declare all accumulated but unpaid dividends on such AMTP Shares or VRDP Shares, as applicable, up to and including the day immediately preceding the Closing Date. With respect to any issued and outstanding AMTP Shares of Minnesota Municipal and any issued and outstanding VRDP Shares of Virginia Municipal, such dividends will be paid by the applicable Target Fund on the Closing Date to holders thereof as of the day immediately preceding the Closing Date (or, if such day is not a business day, the next preceding business day).

1.5 TRANSFER TAXES. Any transfer taxes payable upon the issuance of Acquiring Fund Shares in a name other than that of the registered holder of a Target Fund's common shares or preferred shares on the books of such Target Fund as of that time shall, as a condition of such issuance and transfer, be paid by the person to whom such Acquiring Fund Shares are to be issued and transferred.

1.6 REPORTING. Any reporting responsibility of a Target Fund, including, without limitation, the responsibility for filing of regulatory reports, tax returns or other documents with the Securities and Exchange Commission (the “Commission”) or other regulatory authority, the exchange on which such Target Fund’s shares are listed or any state securities commission and any federal, state or local tax authorities or any other relevant regulatory authority, is and shall remain the responsibility of such Target Fund or its duly appointed agent.

1.7 BOOKS AND RECORDS. All books and records of each Target Fund, including all books and records required to be maintained under the 1940 Act and the rules and regulations thereunder, will be available to the Acquiring Fund from and after the Closing and will be turned over to the Acquiring Fund as soon as practicable following the Closing.

ARTICLE II

VALUATION

2.1 VALUATION OF SHARES. With respect to each Merger, the net asset value per share of the Target Fund Common Shares and the net asset value per share of the Acquiring Fund Common Shares shall be computed as of the close of regular trading on the New York Stock Exchange on the business day immediately prior to the Closing Date (such time and date being hereinafter called the “Valuation Time”), using the valuation procedures of the Nuveen closed-end funds or such other valuation procedures as shall be mutually agreed upon by the parties (and approved by the applicable Target Fund Board and the Acquiring Fund Board).

2.2 COMMON SHARES TO BE ISSUED. In each Merger, as of the Effective Time, each Target Fund Common Share outstanding immediately prior to the Effective Time shall be converted into a number of Acquiring Fund Common Shares equal to one multiplied by the quotient of the net asset value per share of a Target Fund Common Share divided by the net asset value per share of an Acquiring Fund Common Share, each as determined as of the Valuation Time in accordance with Section 2.1. The aggregate net asset value of Acquiring Fund Common Shares received by Target Fund common shareholders (the “Target Fund Common Shareholders”) in a Merger (including any fractional share interests to which they would be entitled) will equal, as of the Valuation Time, the aggregate net asset value of such Target Fund’s Common Shares held by such Target Fund Common Shareholders as of such time. No fractional Acquiring Fund Common Shares will be distributed to Target Fund Common Shareholders and, in lieu of such fractional shares, Target Fund Common Shareholders will receive cash. With respect to each Merger, in the event any Target Fund Common Shareholders would be entitled to receive fractional Acquiring Fund Common Shares, the Acquiring Fund’s transfer agent will aggregate all such fractional common shares and sell the resulting whole shares on the exchange on which such shares are listed for the account of all such Target Fund Common Shareholders so entitled, and each such Target Fund Common Shareholder entitled to receive fractional Acquiring Fund Common Shares will be entitled to a pro rata share of the proceeds from such sale. With respect to the aggregation and sale of fractional common shares in each Merger, the transfer agent for the Acquiring Fund’s common shares will act directly on behalf of the Target Fund Common Shareholders entitled to receive fractional shares and will accumulate such fractional shares, sell the shares and distribute the cash proceeds net of brokerage commissions, if any, directly to the Target Fund Common Shareholders entitled to receive the fractional shares (without interest and subject to withholding taxes).

2.3 EFFECT OF SUSPENSION IN TRADING. In the event that at the Valuation Time an accurate appraisal of the net asset value per share of the Acquiring Fund or a Target Fund is impracticable due to either: (a) the closure of, or the imposition of a trading restriction on, the exchange on which shares of a Fund are listed or another exchange on which the portfolio securities of the Acquiring Fund or a Target Fund are purchased or sold; or (b) a disruption in trading or the reporting of trading on the exchange on which shares of a Fund are listed or elsewhere, the Closing Date shall be postponed, if practicable, until at least the first business day after the day on which trading is fully resumed and/or reporting is restored or such later time as the parties may agree pursuant to Section 3.1. Otherwise, the valuation shall be determined as set forth in Section 2.1.

2.4 COMPUTATIONS OF NET ASSET VALUE. Subject to Section 2.1 above, all computations of net asset value in this Article II shall be made by or under the direction of State Street Bank and Trust Company in accordance with its regular practice as custodian of the Funds.

ARTICLE III

CLOSING AND CLOSING DATE

3.1 CLOSING DATE. With respect to each Merger, the conditions precedent set forth in Articles VI-VIII herein must be satisfied or waived (if waivable) with respect to the Target Fund, the Acquiring Fund and the Merger Sub in order for the closing of a Merger to take place. The closing of each Merger (the “Closing”) shall occur on [•], 2026 or such other date as the parties may agree (the “Closing Date”). Unless otherwise provided, all acts taking place at the Closing shall be deemed to take place as of 7:59 a.m., Central time, on the Closing Date (the “Effective Time”). The Closing will be held as of 7:59 a.m., Central time, on the Closing Date at the offices of Vedder Price P.C. in Chicago, Illinois, or at such other time and/or place as the parties may agree.

3.2 CUSTODIAN’S CERTIFICATE. With respect to each Merger, the Target Fund shall cause the custodian for such Target Fund to deliver to the Acquiring Fund Parties at the Closing a certificate of an authorized officer identifying all of the Target Fund’s portfolio securities, investments, cash and any other assets as of the Valuation Time and stating that the Target Fund’s portfolio securities, investments, cash and any other assets have been delivered in proper form to the Acquiring Fund as of the Closing.

3.3 CERTIFICATES OF TRANSFER AGENTS.

(a) With respect to each Merger, the Target Fund shall issue and deliver, or cause its transfer agent or tender and paying agent, as applicable, to issue and deliver, to the Acquiring Fund at the Closing a certificate of an authorized officer setting forth, with respect to such Target Fund, the number of Target Fund Shares outstanding as of the Valuation Time and stating that its records contain the names and addresses of all holders of common shares and preferred shares, as applicable, of the Target Fund and the number and percentage ownership of outstanding common shares and preferred shares, as applicable, held by each such Target Fund Shareholder immediately prior to the Closing.

(b) With respect to each Merger, the Acquiring Fund shall issue and deliver, or cause the transfer agent, or tender and paying agent, as applicable, with respect to each of the Acquiring Fund Common Shares and Acquiring Fund Preferred Shares, as applicable, to issue and deliver, to the Target Fund a confirmation evidencing the Acquiring Fund Shares to be credited at the Closing to the shareholders of the Target Fund or provide evidence satisfactory to each Target Fund that such Acquiring Fund Shares have been credited to the account of the shareholders of the Target Fund on the books of the Acquiring Fund.

3.4 DELIVERY OF ADDITIONAL ITEMS. At the Closing, each party shall deliver to the other party or parties such bills of sale, checks, assignments, assumptions of liability, share certificates, opinions, receipts and other documents or instruments, if any, as such other parties or their counsel may reasonably request to effect the transactions contemplated by this Agreement. Each Target Fund shall, from time to time, as and when reasonably requested by the Acquiring Fund or the Merger Sub, execute and deliver or cause to be executed and delivered all such assignments and other instruments, and will take or cause to be taken such further action as the Acquiring Fund or the Merger Sub may reasonably deem necessary or desirable in order to vest and confirm the Merger Sub’s title to and possession of all of the assets of such Target Fund and to otherwise carry out the intent and purpose of this Agreement.

ARTICLE IV

REPRESENTATIONS AND WARRANTIES

4.1 REPRESENTATIONS OF EACH TARGET FUND. Each Target Fund represents and warrants the following to the Acquiring Fund Parties solely on its own behalf with respect to itself and its Merger, as applicable:

(a) The Target Fund is a business trust duly organized, validly existing and in good standing under the laws of the Commonwealth of Massachusetts.

(b) The Target Fund is registered as a closed-end management investment company under the 1940 Act, and such registration is in full force and effect.

(c) The Target Fund is not, and the execution, delivery and performance of this Agreement (subject to shareholder approval and compliance with the other provisions hereof) will not result, in violation of any provision of the Target Fund's Declaration of Trust, By-Laws or, if the Target Fund has any issued and outstanding AMTP Shares or VRDP Shares as of the Closing, any Target Fund Statement Establishing and Fixing the Rights and Preferences of Adjustable Rate MuniFund Term Preferred Shares, and Appendix A thereto, as supplemented and/or amended (each, a "Target Fund AMTP Statement" or a "Target Fund Statement") or Statement Establishing and Fixing the Rights and Preferences of Variable Rate Demand Preferred Shares, as supplemented and amended by the Notice of Special Rate Period, each as supplemented and/or amended (each, a "Target Fund VRDP Statement" or a "Target Fund Statement"), as applicable, or of any material agreement, indenture, instrument, contract, lease or other undertaking to which the Target Fund is a party or by which it is bound.

(d) There are no contracts outstanding to which the Target Fund is a party that have not been disclosed in writing to the Acquiring Fund Parties. Except as otherwise disclosed in writing to and accepted by the Acquiring Fund Parties, the Target Fund has no material contracts or other commitments that will be terminated with liability to it on or before the Closing.

(e) No litigation, administrative proceeding or investigation of or before any court or governmental body presently is pending or to its knowledge threatened against the Target Fund or any of its properties or assets, which, if adversely determined, would result in liability on the part of the Target Fund other than as have been disclosed to the Acquiring Fund Parties. The Target Fund knows of no facts that might form the basis for the institution of such proceedings and is not a party to or subject to the provisions of any order, decree or judgment of any court or governmental body that materially and adversely affects its business or its ability to consummate the transactions contemplated herein.

(f) The financial statements of the Target Fund as of May 31, 2025, and for the fiscal year then ended, have been prepared in accordance with generally accepted accounting principles in the United States of America and have been audited by an independent registered public accounting firm, and such statements (copies of which have been furnished to the Acquiring Fund Parties) fairly reflect the financial condition of the Target Fund as of May 31, 2025, and there are no known liabilities, contingent or otherwise, of the Target Fund as of such date that are not disclosed in such statements.

(g) The unaudited semi-annual financial statements of the Target Fund as of November 30, 2025, and for the period then ended, have been prepared in accordance with generally accepted accounting principles in the United States of America and such statements (copies of which have been furnished to the Acquiring Fund Parties) fairly reflect the financial condition of the Target Fund as of November 30, 2025, and there are no known liabilities, contingent or otherwise, of the Target Fund as of such date that are not disclosed in such statements.

(h) Since the date of the financial statements referred to in subsection (g) above, there have been no material adverse changes in the Target Fund's financial condition, assets, liabilities or business (other than changes occurring in the ordinary course of business), and there are no liabilities of a material nature, contingent or otherwise, of the Target Fund that have arisen after such date. Before the Closing Date, the Target Fund will advise the Acquiring Fund Parties of all material liabilities contingent or otherwise, incurred by it subsequent to November 30, 2025, whether or not incurred in the ordinary course of business. For the purposes of this subsection (h), a decline in the net asset value of the Target Fund shall not constitute a material adverse change.

(i) All federal, state, local and other tax returns and reports of the Target Fund required by law to be filed by it (taking into account permitted extensions for filing) have been timely filed and are complete and correct in all material respects. All federal, state, local and other taxes of the Target Fund required to be paid (whether or not shown on any such return or report) have been paid, or provision shall have been made for

the payment thereof, and any such unpaid taxes, as of the date of the financial statements referred to above, are properly reflected thereon. To the best of the Target Fund's knowledge, no tax authority is currently auditing or preparing to audit the Target Fund, and no assessment for taxes, interest, additions to tax or penalties has been asserted against the Target Fund.

(j) The authorized capital of the Target Fund consists of an unlimited number of common shares and preferred shares of beneficial interest, par value \$0.01 per share. All of the issued and outstanding shares of the Target Fund are duly and validly issued, fully paid and non-assessable by the Target Fund (recognizing that under the laws of the Commonwealth of Massachusetts, Target Fund shareholders, under certain circumstances, could be held personally liable for the obligations of the Target Fund). All of the issued and outstanding shares of the Target Fund will, at the time of the Closing, be held of record by the persons and in the amounts set forth in the records of the Target Fund's transfer agent or tender and paying agent, as applicable, as provided in Section 3.3. The Target Fund has no outstanding preferred shares except as set forth in the capitalization table in the Joint Proxy Statement/Prospectus (as defined in Section 5.5); no outstanding options, warrants or other rights to subscribe for or purchase any shares of the Target Fund; and no outstanding securities convertible into shares of the Target Fund.

(k) At the Closing, the Target Fund will have good and marketable title to the Target Fund's assets held immediately prior to the Effective Time, and full right, power and authority to sell, assign, transfer and deliver such assets hereunder free and clear of any liens or encumbrances, except those liens and encumbrances to which the Acquiring Fund Parties have received written notice and have not objected, and the Merger Sub will acquire all of the rights of the Target Fund.

(l) The execution, delivery and performance of this Agreement have been duly authorized by all necessary action on the part of the Target Fund, including the determinations of the Target Fund Board required by Rule 17a-8(a) under the 1940 Act. This Agreement constitutes a valid and binding obligation of the Target Fund, enforceable in accordance with its terms, subject as to enforcement to bankruptcy, insolvency, reorganization, moratorium, and other laws relating to or affecting creditors' rights and to general equity principles.

(m) The information to be furnished by the Target Fund for use in any "no-action" letters, applications for orders, registration statements, proxy materials and other documents that may be necessary in connection with the transactions contemplated herein shall be accurate and complete in all material respects and shall comply in all material respects with the requirements of the federal securities laws and other laws and regulations.

(n) From the effective date of the Registration Statement (as defined in Section 5.5) through the time of the meetings of Fund shareholders described in Section 5.2 and as of the Closing, any written information furnished by the Target Fund with respect to the Target Fund for use in the Proxy Materials (as defined in Section 5.5), or any other materials provided in connection with the Target Fund's Merger, does not and will not contain any untrue statement of a material fact or omit to state a material fact required to be stated or necessary to make the statements, in light of the circumstances under which such statements were made, not misleading.

(o) No consent, approval, authorization, or order of any court, governmental authority, or any stock exchange on which shares of the Target Fund are listed is required for the consummation by the Target Fund of the transactions contemplated herein, except such as have been or will be obtained.

(p) For each taxable year of its operations (including the taxable year ending on the Closing Date), the Target Fund (i) has elected to qualify, and has qualified or will qualify (in the case of the taxable year ending on the Closing Date), as a "regulated investment company" under Subchapter M of the Code (a "RIC"); (ii) has been eligible to compute and has computed its federal income tax under Section 852 of the Code, and on or prior to the Closing Date will have declared a distribution with respect to all of its investment company taxable income (determined without regard to the deduction for dividends paid), the excess of its interest income excludible from gross income under Section 103(a) of the Code over its deductions disallowed

under Sections 265 and 171(a)(2) of the Code and its net capital gain (after reduction for any available capital loss carryforward and excluding any net capital gain on which the Target Fund paid tax under Section 852(b)(3)(A) of the Code) (as such terms are defined in the Code) that has accrued or will accrue on or prior to the Closing Date, and (iii) has been, and will be (in the case of the taxable year ending on the Closing Date), treated as a separate corporation for federal income tax purposes. The Target Fund has not taken any action, caused any action to be taken or caused any action to fail to be taken which action or failure could cause the Target Fund to fail to qualify as a RIC. Prior to the Closing, the Target Fund will have had no earnings and profits accumulated in any taxable year to which the provisions of Part I of Subchapter M of the Code did not apply to it.

4.2 REPRESENTATIONS OF THE ACQUIRING FUND PARTIES. Each of the Acquiring Fund and the Merger Sub, as applicable, represents and warrants to each Target Fund as follows:

- (a) The Acquiring Fund is a business trust duly organized, validly existing and in good standing under the laws of the Commonwealth of Massachusetts.
- (b) The Merger Sub is a limited liability company, validly existing and in good standing under the laws of the Commonwealth of Massachusetts.
- (c) The Acquiring Fund is registered as a closed-end management investment company under the 1940 Act, and such registration is in full force and effect.
- (d) The Acquiring Fund is not, and the execution, delivery and performance of this Agreement (subject to approval by its preferred shareholders and compliance with the other provisions hereof) will not result, in violation of the Acquiring Fund's Declaration of Trust, By-Laws, any Statement Establishing and Fixing the Rights and Preferences of MuniFund Preferred Shares, as supplemented and/or amended (each, an "Acquiring Fund MFP Statement"), any Statement Establishing and Fixing the Rights and Preferences of Variable Rate Demand Preferred Shares, each as supplemented and/or amended (each, an "Acquiring Fund VRDP Statement" and together with any Acquiring Fund MFP Statements, an "Acquiring Fund Statement"), or any material agreement, indenture, instrument, contract, lease or other undertaking to which the Acquiring Fund is a party or by which it is bound.
- (e) The Merger Sub is not, and the execution delivery and performance of this Agreement will not result, in violation of the Merger Sub's Certificate of Organization or LLC Agreement.
- (f) No litigation, administrative proceeding or investigation of or before any court or governmental body presently is pending or to its knowledge threatened against the Acquiring Fund or the Merger Sub or any of their properties or assets, which, if adversely determined, would result in liability on the part of the Acquiring Fund or the Merger Sub, other than as have been disclosed to a Target Fund. The Acquiring Fund and the Merger Sub know of no facts that might form the basis for the institution of such proceedings and neither is a party to or subject to the provisions of any order, decree or judgment of any court or governmental body that materially and adversely affects its business or its ability to consummate the transactions contemplated herein.
- (g) The financial statements of the Acquiring Fund as of October 31, 2025, and for the fiscal year then ended, have been prepared in accordance with generally accepted accounting principles in the United States of America and have been audited by an independent registered public accounting firm, and such statements (copies of which have been furnished to each Target Fund) fairly reflect the financial condition of the Acquiring Fund as of October 31, 2025, and there are no known liabilities, contingent or otherwise, of the Acquiring Fund as of such date that are not disclosed in such statements.
- (h) Since the date of the financial statements referred to in subsection (g) above, there have been no material adverse changes in the Acquiring Fund's financial condition, assets, liabilities or business (other than changes occurring in the ordinary course of business), and there are no known liabilities of a material nature, contingent or otherwise, of the Acquiring Fund arising after such date. For the purposes of this subsection (h), a decline in the net asset value of the Acquiring Fund shall not constitute a material adverse change.

(i) All federal, state, local and other tax returns and reports of the Acquiring Fund and the Merger Sub required by law to be filed by it (taking into account permitted extensions for filing) have been timely filed and are complete and correct in all material respects. All federal, state, local and other taxes of the Acquiring Fund and the Merger Sub required to be paid (whether or not shown on any such return or report) have been paid, or provision will have been made for the payment thereof, and any such unpaid taxes, as of the date of the financial statements referred to above, are properly reflected thereon. To the best of the Acquiring Fund's and the Merger Sub's knowledge, no tax authority is currently auditing or preparing to audit the Acquiring Fund or the Merger Sub, and no assessment for taxes, interest, additions to tax or penalties has been asserted against the Acquiring Fund or the Merger Sub.

(j) The authorized capital of the Acquiring Fund consists of an unlimited number of common and preferred shares of beneficial interest, par value \$0.01 per share. All of the issued and outstanding shares of the Acquiring Fund are duly and validly issued, fully paid and non-assessable by the Acquiring Fund (recognizing that under the laws of the Commonwealth of Massachusetts, Acquiring Fund shareholders, under certain circumstances, could be held personally liable for the obligations of the Acquiring Fund). The Acquiring Fund has no outstanding preferred shares other than as set forth in the capitalization table in the Joint Proxy Statement/Prospectus (as defined in Section 5.5); no outstanding options, warrants or other rights to subscribe for or purchase any shares of the Acquiring Fund; and no outstanding securities convertible into shares of the Acquiring Fund.

(k) The execution, delivery and performance of this Agreement have been duly authorized by all necessary action on the part of the Acquiring Fund and the Merger Sub, including the determinations of the Acquiring Fund Board required pursuant to Rule 17a-8(a) under the 1940 Act. This Agreement constitutes a valid and binding obligation of the Acquiring Fund and the Merger Sub, enforceable in accordance with its terms, subject as to enforcement to bankruptcy, insolvency, reorganization, moratorium, and other laws relating to or affecting creditors' rights and to general equity principles.

(l) The Acquiring Fund Shares to be issued and delivered pursuant to the terms of this Agreement will, at the Closing, have been duly authorized. When so issued and delivered, such Acquiring Fund Shares will be duly and validly issued shares of the Acquiring Fund and will be fully paid and non-assessable by the Acquiring Fund (recognizing that under the laws of the Commonwealth of Massachusetts, Acquiring Fund shareholders, under certain circumstances, could be held personally liable for the obligations of the Acquiring Fund).

(m) The information to be furnished by the Acquiring Fund and the Merger Sub for use in any "no-action" letters, applications for orders, registration statements, proxy materials and other documents that may be necessary in connection with the transactions contemplated herein shall be accurate and complete in all material respects and shall comply in all material respects with the requirements of the federal securities laws and other laws and regulations.

(n) From the effective date of the Registration Statement (as defined in Section 5.5) through the time of the meetings of Fund shareholders described in Section 5.2 and as of the Closing, any written information furnished by the Acquiring Fund and the Merger Sub with respect to the Acquiring Fund and the Merger Sub for use in the Proxy Materials (as defined in Section 5.5), or any other materials provided in connection with the Mergers, does not and will not contain any untrue statement of a material fact or omit to state a material fact required to be stated or necessary to make the statements, in light of the circumstances under which such statements were made, not misleading.

(o) No consent, approval, authorization, or order of any court or governmental authority is required for the consummation by the Acquiring Fund or the Merger Sub of the transactions contemplated herein, except such as have been or will be obtained.

(p) For each taxable year of its operations, including the taxable year that includes the Closing Date, the Acquiring Fund: (i) has elected to qualify, has qualified or will qualify (in the case of the taxable year that includes the Closing Date) and intends to continue to qualify as a RIC under the Code; (ii) has

been eligible to and has computed its federal income tax under Section 852 of the Code, and will do so for the taxable year that includes the Closing Date; and (iii) has been, and will be (in the case of the taxable year that includes the Closing Date), treated as a separate corporation for federal income tax purposes. The Acquiring Fund has not taken any action, caused any action to be taken or caused any action to fail to be taken which action or failure could cause the Acquiring Fund to fail to qualify as a RIC. Prior to the Closing, the Acquiring Fund will have had no earnings and profits accumulated in any taxable year to which the provisions of Part I of Subchapter M of the Code did not apply to it. The Acquiring Fund has a valid business purpose for undertaking the transactions described in this Agreement. The Acquiring Fund is in the same line of business as each Target Fund. Following each Merger, the Acquiring Fund will (i) continue such line of business with no plan or intention to change such line of business (and the Acquiring Fund did not enter into such line of business as part of the plan of reorganization) and (ii) use each Target Fund's historic business assets in its business and has no plan or intention to sell any of such historic business assets other than in the ordinary course of conducting the Acquiring Fund's trade or business as a RIC for reasons that will be independent of, and unrelated to, such Mergers.

(q) All of the issued and outstanding membership interests in the Merger Sub are, and at the Effective Time and on the Closing Date will be, owned by the Acquiring Fund, as the sole member of the Merger Sub, and there are (i) no other membership interests or voting securities of the Merger Sub, (ii) no securities of the Merger Sub convertible into membership interests or voting securities of the Merger Sub and (iii) no options or other rights to acquire from the Merger Sub, and no obligations of the Merger Sub to issue, any membership interests, voting securities or securities convertible into membership interests or voting securities of the Merger Sub.

(r) Since the date of its organization through the Effective Time, the Merger Sub has been, and will be, disregarded as an entity separate from its owner within the meaning of Section 301.7701-3 of the Treasury Regulations. The Merger Sub has not elected, and will not elect, to be classified, with effect as of or prior to the liquidation of the Merger Sub, as an association taxable as a corporation pursuant to Section 301.7701-3 of the Treasury Regulations.

ARTICLE V

COVENANTS OF THE FUNDS AND MERGER SUBSIDIARY

5.1 **OPERATION IN ORDINARY COURSE.** Subject to Sections 1.1(f) and 8.5, each Fund will operate its respective business in the ordinary course from the date of this Agreement through the Closing, it being understood that such ordinary course of business will include customary dividends and distributions, and any other distributions necessary or desirable to avoid federal income or excise taxes.

5.2 **APPROVAL OF SHAREHOLDERS.** The Acquiring Fund will call a meeting of its preferred shareholders and each Target Fund will call a meeting of its common and preferred shareholders to consider and act upon the proposal or proposals required to effect the provisions of this Agreement and to take all other appropriate actions necessary to obtain approval of the transactions contemplated herein.

5.3 **ADDITIONAL INFORMATION.** Each Target Fund will assist the Acquiring Fund in obtaining such information as the Acquiring Fund reasonably requests concerning the beneficial ownership of such Target Fund's shares.

5.4 **FURTHER ACTION.** Subject to the provisions of this Agreement, each Fund and the Merger Sub will take or cause to be taken all actions, and do or cause to be done all things, reasonably necessary, proper or advisable to consummate and make effective the transactions contemplated by this Agreement, including any actions required to be taken after the Closing.

5.5 **PREPARATION OF REGISTRATION STATEMENT AND PROXY MATERIALS.** The Funds will prepare and file with the Commission a registration statement on Form N-14 relating to the Acquiring Fund Common Shares to be issued to Target Fund Common Shareholders of each Target Fund and the approval of each Merger by the common shareholders of the applicable Target Fund and the preferred shareholders of the Acquiring Fund and related matters (the "Registration Statement") and one or more proxy statements relating to

the approval of the applicable Merger by the holders of Minnesota Municipal's AMTP Shares (the "Minnesota AMTP Proxy Statement") and the approval of the applicable Merger by the holders of Virginia Municipal's VRDP Shares (the "Virginia VRDP Proxy Statement"). The Registration Statement shall include a proxy statement of the Funds and a prospectus of the Acquiring Fund relating to the transactions contemplated by this Agreement, as applicable (the "Joint Proxy Statement/Prospectus"). The Registration Statement, the Minnesota AMTP Proxy Statement and the Virginia VRDP Proxy Statement shall be in compliance with the Securities Act of 1933, as amended (the "1933 Act"), the Securities Exchange Act of 1934, as amended, and the 1940 Act, as applicable. Each party will provide the other party with the materials and information necessary to prepare the Registration Statement and the proxy statements and related materials (the "Proxy Materials"), for inclusion therein, in connection with the meetings of the Funds' shareholders to consider the approval of this Agreement and the transactions contemplated herein.

5.6 REGULATORY APPROVALS. The Acquiring Fund will use all reasonable efforts to obtain the approvals and authorizations required by the 1933 Act, the 1940 Act, the listing rules of the New York Stock Exchange or another national securities exchange and such of the state "blue sky" or securities laws as it may deem appropriate in order to consummate the transactions hereunder.

5.7 TAX STATUS OF MERGERS. The intention of the parties is that each Merger will qualify as a "reorganization" within the meaning of Section 368(a) of the Code. None of the Funds or the Merger Sub shall take any action, or cause any action to be taken (including, without limitation, the filing of any tax return), that is inconsistent with such treatment or that results in the failure of the transactions to qualify as "reorganizations" within the meaning of Section 368(a) of the Code. At or prior to the Closing, the parties to this Agreement will take such action, or cause such action to be taken, as is reasonably necessary to enable counsel to render the tax opinion contemplated in Section 8.9.

ARTICLE VI

CONDITIONS PRECEDENT TO OBLIGATIONS OF EACH TARGET FUND

With respect to the Merger of each Target Fund, the obligations of the Target Fund to consummate the transactions provided for herein will be subject to the fulfillment or waiver of the following conditions:

6.1 All representations, covenants and warranties of the Acquiring Fund Parties contained in this Agreement shall be true and correct in all material respects as of the date hereof and as of the Closing, with the same force and effect as if made at and as of the Closing. The Acquiring Fund shall have delivered to the Target Fund a certificate executed in the Acquiring Fund's name by (i) the Chief Administrative Officer or any Vice President of the Acquiring Fund and (ii) the Controller or Treasurer of the Acquiring Fund, in form and substance satisfactory to the Target Fund and dated as of the Closing Date, to such effect and as to such other matters as the Target Fund shall reasonably request.

6.2 The Acquiring Fund Parties shall have performed and complied in all material respects with all terms, conditions, covenants, obligations, agreements and restrictions required by this Agreement to be performed or complied with by it prior to or at the Closing.

ARTICLE VII

CONDITIONS PRECEDENT TO OBLIGATIONS OF THE ACQUIRING FUND PARTIES

With respect to the Merger of each Target Fund, the obligations of the Acquiring Fund Parties to consummate the transactions provided for herein shall be subject to the fulfillment or waiver of the following conditions:

7.1 All representations, covenants and warranties of such Target Fund contained in this Agreement shall be true and correct in all material respects as of the date hereof and as of the Closing, with the same force and effect as if made at and as of the Closing. Such Target Fund shall have delivered to the Acquiring Fund Parties on the Closing Date a certificate executed in such Target Fund's name by (i) the Chief Administrative

Officer or any Vice President of such Target Fund and (ii) the Controller or Treasurer of such Target Fund, in form and substance satisfactory to the Acquiring Fund Parties and dated as of the Closing Date, to such effect and as to such other matters as the Acquiring Fund Parties shall reasonably request.

7.2 Such Target Fund shall have performed and complied in all material respects with all terms, conditions, covenants, obligations, agreements and restrictions required by this Agreement to be performed or complied with by it prior to or at the Closing.

7.3 Such Target Fund shall have delivered to the Acquiring Fund Parties a statement of the Target Fund's assets and liabilities, together with a list of the Target Fund's portfolio securities showing the tax basis of such securities by lot and the holding periods of such securities, as of the Closing, certified by the Controller or Treasurer of the Target Fund.

7.4 Prior to the Valuation Time, such Target Fund will have declared the dividends and/or distributions contemplated by Sections 1.4 and 8.5.

7.5 Such Target Fund shall have delivered such records, agreements, certificates, instruments and such other documents as the Acquiring Fund Parties shall reasonably request.

7.6 Unless otherwise directed by the Adviser, all contracts of a Target Fund set forth on Schedule 7.6 will be terminated with respect to such Target Fund as of or prior to the Closing.

ARTICLE VIII

FURTHER CONDITIONS PRECEDENT

With respect to the Merger of each Target Fund, the obligations of the Target Fund and the Acquiring Fund Parties to consummate the transactions provided for herein are subject to the fulfillment or waiver of the following conditions, as applicable:

8.1 This Agreement and the transactions contemplated herein shall have been approved by the requisite votes of the holders of the outstanding common and preferred shares of the Target Fund in accordance with applicable law and the provisions of such Target Fund's Declaration of Trust, By-Laws and the applicable Target Fund Statement. In addition, this Agreement and the transactions contemplated herein shall have been approved by the requisite vote of the holders of the outstanding preferred shares of the Acquiring Fund in accordance with applicable law and the provisions of the Acquiring Fund's Declaration of Trust, By-Laws and each Acquiring Fund Statement. Notwithstanding anything herein to the contrary, the parties may not waive the condition set forth in this Section 8.1.

8.2 As of the Closing, the Commission shall not have issued an unfavorable report under Section 25(b) of the 1940 Act, or instituted any proceeding seeking to enjoin the consummation of the transactions contemplated by this Agreement under Section 25(c) of the 1940 Act. Furthermore, no action, suit or other proceeding shall be threatened or pending before any court or governmental agency in which it is sought to restrain or prohibit, or obtain damages or other relief in connection with, this Agreement or the transactions contemplated herein.

8.3 All consents, orders and permits of federal, state and local regulatory authorities (including those of the Commission and of state securities authorities, including any necessary "no-action" positions and exemptive orders from such federal and state authorities) to permit consummation of the transactions contemplated herein will have been obtained or made. All notices to, or consents or waivers from, other persons, including without limitation holders of preferred shares or liquidity providers with respect to preferred shares, if necessary, or other actions necessary to permit consummation of the transactions contemplated herein will have been obtained or made.

8.4 The Registration Statement shall have become effective under the 1933 Act, and no stop orders suspending the effectiveness thereof shall have been issued. To the best knowledge of the parties to this Agreement, no investigation or proceeding for that purpose shall have been instituted or be pending, threatened or contemplated under the 1933 Act.

8.5 The Target Fund shall have declared, prior to the Valuation Time, a dividend or dividends with respect to its common shares in an amount determined by the Target Fund's officers in accordance with the Target Fund's past practice that, together with all other dividends paid by such Target Fund with respect to all taxable periods ending on or before the Closing Date, shall have the effect of distributing to its shareholders at least all of such Target Fund's investment company taxable income for all taxable periods ending on or before the Closing Date (computed without regard to any deduction for dividends paid), if any, plus the excess of its interest income excludible from gross income under Section 103(a) of the Code, if any, over its deductions disallowed under Sections 265 and 171(a)(2) of the Code for all taxable periods ending on or before the Closing Date and all of its net capital gains realized in all taxable periods ending on or before the Closing Date (after reduction for any available capital loss carryforward and excluding any net capital gain on which such Target Fund paid tax under Section 852(b)(3)(A) of the Code). Prior to the Closing, to the extent such dividend or dividends are not paid prior to the Closing, the Target Fund shall establish an escrow account and set aside assets in the amount of such dividend or dividends in such escrow account to be held solely for the benefit of common shareholders of such Target Fund as of the record date for such dividend or dividends and such dividends shall be paid as previously authorized by the Target Fund Board. None of the Target Funds, the Acquiring Fund or the Merger Sub shall have any rights with respect to, or interest in, the assets held in such escrow account.

8.6 A Certificate of Merger, specifying the Effective Time as the date and time of the effectiveness of the Merger, shall have been filed with, and accepted by, the Secretary of the Commonwealth of Massachusetts.

8.7 The Target Fund shall have received (i) an opinion from Vedder Price P.C., special counsel to the Acquiring Fund, and (ii) an opinion from Morgan, Lewis & Bockius LLP, with respect to matters governed by the laws of the Commonwealth of Massachusetts, each dated as of the Closing Date, substantially to the effect that:

(a) The Acquiring Fund has been formed as a voluntary association with transferable shares of beneficial interest commonly referred to as a "Massachusetts business trust," and is existing under the laws of the Commonwealth of Massachusetts and, to such counsel's knowledge, has the power as a business trust under its Declaration of Trust and Massachusetts law applicable to business trusts to conduct its business as described in the definitive Joint Proxy Statement/Prospectus as filed with the Commission pursuant to Rule 424 under the 1933 Act.

(b) The Merger Sub has been formed as a limited liability company and is existing under the laws of the Commonwealth of Massachusetts.

(c) The Acquiring Fund is registered as a closed-end management investment company under the 1940 Act, and, to such counsel's knowledge, such registration under the 1940 Act is in full force and effect.

(d) Assuming that the Acquiring Fund Shares will be issued in accordance with the terms of this Agreement, the Acquiring Fund Shares to be issued and delivered to the Target Fund on behalf of the Target Fund Shareholders as provided by this Agreement are duly authorized and, upon such delivery, will be validly issued and fully paid and non-assessable by the Acquiring Fund, except that, as described in the definitive Joint Proxy Statement/Prospectus as filed with the Commission pursuant to Rule 424 under the 1933 Act, shareholders of the Acquiring Fund may under certain circumstances, be held personally liable for its obligations under the laws of the Commonwealth of Massachusetts, and to our knowledge, no shareholder of the Acquiring Fund has, as such holder, any preemptive rights to acquire, purchase or subscribe for any securities of the Acquiring Fund under the Acquiring Fund's Declaration of Trust or By-Laws or the laws of the Commonwealth of Massachusetts.

(e) The Registration Statement is effective and, to such counsel's knowledge, no stop order under the 1933 Act pertaining thereto has been issued.

(f) To the knowledge of such counsel, no consent, approval, authorization or order of any court or governmental authority of the United States or the Commonwealth of Massachusetts is required for consummation by the Acquiring Fund or the Merger Sub of the transactions contemplated hereby, except as have

been obtained, and except as may be required under any Massachusetts securities law, statute, rule or regulation, about which such counsel expresses no opinion.

(g) The execution and delivery of this Agreement by the Acquiring Fund and the Merger Sub did not, and the consummation by the Acquiring Fund and the Merger Sub of the transactions contemplated herein will not, violate the Acquiring Fund's Declaration of Trust, By-Laws or any Acquiring Fund Statement (assuming the requisite approval of the Acquiring Fund's shareholders has been obtained in accordance with the requirements of the Acquiring Fund's Declaration of Trust and By-Laws and each Acquiring Fund Statement) or the Merger Sub's Certificate of Organization or LLC Agreement, respectively.

Such opinions will be based on such customary assumptions and representations as Vedder Price P.C. and Morgan, Lewis & Bockius LLP may reasonably request of the Funds and the Merger Sub. Each Target Fund and the Acquiring Fund Parties will cooperate to make and certify the accuracy of such representations. Insofar as the opinions expressed above relate to or are dependent upon matters that are governed by the laws of the Commonwealth of Massachusetts, Vedder Price P.C. may rely on the opinions of Morgan, Lewis & Bockius LLP.

8.8 With respect to each Merger, the Acquiring Fund shall have received (i) an opinion from Vedder Price P.C., special counsel to the Target Fund, and (ii) an opinion from Morgan, Lewis & Bockius LLP, with respect to matters governed by the laws of the Commonwealth of Massachusetts, each dated as of the Closing Date, substantially to the effect that:

(a) The Target Fund has been formed as a voluntary association with transferable shares of beneficial interest commonly referred to as a "Massachusetts business trust," and is existing under the laws of the Commonwealth of Massachusetts and, to such counsel's knowledge, has the power as a business trust under its Declaration of Trust and Massachusetts law applicable to business trusts to conduct its business as described in the definitive Joint Proxy Statement/Prospectus as filed with the Commission pursuant to Rule 424 under the 1933 Act.

(b) The Target Fund is registered as a closed-end management investment company under the 1940 Act, and, to such counsel's knowledge, such registration under the 1940 Act is in full force and effect.

(c) To the knowledge of such counsel, no consent, approval, authorization or order of any court or governmental authority of the United States or the Commonwealth of Massachusetts is required for consummation by the Target Fund of the transactions contemplated hereby, except as have been obtained, and except as may be required under any Massachusetts securities law, statute, rule or regulation, about which such counsel expresses no opinion.

(d) To the knowledge of such counsel, the Target Fund has the power under its Declaration of Trust as a Massachusetts business trust to merge with and into the Merger Sub as contemplated by this Agreement.

(e) The execution and delivery of this Agreement by the Target Fund did not, and the consummation by the Target Fund of the transactions contemplated herein will not, violate the Target Fund's Declaration of Trust, By-Laws or if the Target Fund has any issued and outstanding AMTP Shares or VRDP Shares as of the Closing, the applicable Target Fund Statement (assuming the requisite approval of the Target Fund's shareholders has been obtained in accordance with the requirements of the Target Fund's Declaration of Trust, By-Laws and, if applicable, Target Fund Statement).

Such opinions will be based on such customary assumptions and representations as Vedder Price P.C. and Morgan, Lewis & Bockius LLP may reasonably request of the Funds and the Merger Sub. Each Target Fund and the Acquiring Fund Parties will cooperate to make and certify the accuracy of such representations. Insofar as the opinions expressed above relate to or are dependent upon matters that are governed by the laws of the Commonwealth of Massachusetts, Vedder Price P.C. may rely on the opinions of Morgan, Lewis & Bockius LLP.

8.9 With respect to each Merger, the Funds participating in the Merger shall have received an opinion of Vedder Price P.C., dated as of the Closing Date and addressed to the Acquiring Fund and the Target Fund, substantially to the effect that for federal income tax purposes:

(a) The merger of the Target Fund with and into the Merger Sub pursuant to applicable state laws will constitute a “reorganization” within the meaning of Section 368(a) of the Code and the Acquiring Fund and the Target Fund will each be a “party to a reorganization,” within the meaning of Section 368(b) of the Code, with respect to the merger.

(b) No gain or loss will be recognized by the Acquiring Fund or the Merger Sub upon the merger of the Target Fund with and into the Merger Sub pursuant to applicable state laws or upon the liquidation of the Merger Sub.

(c) No gain or loss will be recognized by the Target Fund upon the merger of the Target Fund with and into the Merger Sub pursuant to applicable state laws.

(d) No gain or loss will be recognized by the Target Fund Shareholders upon the conversion of all their Target Fund Shares solely into Acquiring Fund Shares in the merger of the Target Fund with and into the Merger Sub pursuant to applicable state laws, except to the extent the Target Fund Common Shareholders receive cash in lieu of a fractional Acquiring Fund Common Share.

(e) The aggregate basis of the Acquiring Fund Shares received by each Target Fund Shareholder pursuant to the merger (including any fractional Acquiring Fund Common Share to which a Target Fund Common Shareholder would be entitled) will be the same as the aggregate basis of the Target Fund Shares that were converted into such Acquiring Fund Shares.

(f) The holding period of the Acquiring Fund Shares received by each Target Fund Shareholder in the merger (including any fractional Acquiring Fund Common Share to which a Target Fund Common Shareholder would be entitled) will include the period during which the shares of the Target Fund that were converted into such Acquiring Fund Shares were held by such shareholder, provided the Target Fund Shares are held as capital assets at the time of the merger.

(g) The basis of the Target Fund’s assets received by the Merger Sub in the merger will be the same as the basis of such assets in the hands of the Target Fund immediately before the merger.

(h) The holding period of the assets of the Target Fund received by the Merger Sub in the merger will include the period during which those assets were held by the Target Fund.

No opinion will be expressed as to (1) the effect of the Mergers on the Target Funds, the Acquiring Fund, the Merger Sub or any Target Fund Shareholder with respect to any asset (including, without limitation, any stock held in a passive foreign investment company as defined in Section 1297(a) of the Code) as to which any gain or loss is required to be recognized under federal income tax principles (a) at the end of a taxable year (or on the termination thereof) or (b) upon the transfer of such asset regardless of whether such transfer would otherwise be a non-taxable transaction under the Code, (2) the effect of the Mergers under the alternative minimum tax imposed under Section 55 of the Code on any direct or indirect shareholder of a Target Fund that is a corporation, and (3) any other federal tax issues (except those set forth above) and all state, local or foreign tax issues of any kind. Such opinions will be based on customary assumptions and such representations as Vedder Price P.C. may reasonably request of the Funds and the Merger Sub. Each Target Fund and the Acquiring Fund Parties will cooperate to make and certify the accuracy of such representations. Notwithstanding anything herein to the contrary, no Fund may waive the conditions set forth in this Section 8.9 with respect to its Merger(s). Insofar as the opinions expressed above relate to or are dependent upon the classification of the Acquiring Fund AMTP Shares or Acquiring Fund VRDP Shares, as applicable, as equity for federal income tax purposes, Vedder Price P.C. may rely on the opinions delivered to the Acquiring Fund by Stradley Ronon Stevens & Young, LLP with respect to such issue.

ARTICLE IX

EXPENSES

9.1 The expenses incurred in connection with the Mergers (whether or not the Merger with respect to a Target Fund is consummated) will be allocated among and borne by all of the Funds ratably based on the projected relative benefits, as determined by the officers of each Fund, to the common shareholders of each Fund, as common shareholders of the Acquiring Fund for a period equal to shareholders' average holding period of shares for each Fund, and each Fund shall have accrued such expenses as liabilities at or before the Valuation Time. Merger-related expenses include, without limitation, (a) expenses associated with the preparation and filing of the Registration Statement and other Proxy Materials; (b) postage; (c) printing; (d) accounting fees; (e) legal fees; (f) proxy solicitation costs; and (g) other related administrative or operational costs.

9.2 Each party represents and warrants to the other parties that there is no person or entity entitled to receive any broker's fees or similar fees or commission payments in connection with structuring the transactions provided for herein.

9.3 Notwithstanding the foregoing, expenses will in any event be paid by the party directly incurring such expenses if and to the extent that the payment by another party of such expenses would result in the disqualification of a Fund as a RIC under the Code.

ARTICLE X

ENTIRE AGREEMENT

10.1 The parties agree that no party has made to any other party any representation, warranty or covenant not set forth herein and that this Agreement constitutes the entire agreement between and among the parties.

ARTICLE XI

TERMINATION

11.1 With respect to each Merger, this Agreement may be terminated by the mutual agreement of the parties to such Merger, and such termination may be effected by the Chief Administrative Officer, President or any Vice President of each Fund without further action by a Target Fund Board or the Acquiring Fund Board. In addition, with respect to each Merger, either Fund participating in such Merger may at its option terminate the Agreement at or before the Closing due to:

(a) a breach by the non-terminating party of any representation or warranty, or agreement to be performed at or before the Closing, if not cured within 30 days of the breach and prior to the Closing;

(b) a condition precedent to the obligations of the terminating party that has not been met or waived and it reasonably appears that it will not or cannot be met; or

(c) a determination by a Target Fund Board or the Acquiring Fund Board that the consummation of the transactions contemplated herein is not in the best interests of its respective Fund involved in the Merger(s).

11.2 In the event of any such termination, in the absence of willful default, there shall be no liability for damages on the part of the Acquiring Fund Parties or a Target Fund. Notwithstanding any other provision of this Agreement to the contrary, the termination of this Agreement with respect to a Fund will have no effect on the obligation of that Fund to bear the portion of Merger-related expenses allocated to it as provided in Section 9.1.

ARTICLE XII

AMENDMENTS

12.1 This Agreement may be amended, modified or supplemented in such manner as may be mutually agreed upon in writing by the officers of each party subject to the prior review of each Fund's counsel and the authorization of each Fund's Board of Trustees; provided, however, that following the meeting of the shareholders of a Fund called by such Fund pursuant to Section 5.2 of this Agreement, no such amendment, modification or supplement may have the effect of changing the provisions for determining the number of Acquiring Fund Shares to be issued to the Target Fund Shareholders of the applicable Target Fund under this Agreement to the detriment of such shareholders without their further approval.

ARTICLE XII

HEADINGS; COUNTERPARTS; GOVERNING LAW; ASSIGNMENT; LIMITATION OF LIABILITY

13.1 The article and section headings contained in this Agreement are for reference purposes only and shall not affect in any way the meaning or interpretation of this Agreement. The use of the terms "including" or "include" in this Agreement shall in all cases herein mean "including, without limitation" or "include, without limitation," respectively.

13.2 This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. The execution and delivery of this Agreement may occur by facsimile or by email in portable document format (PDF) or by other means of electronic signature and electronic transmission, including DocuSign or other similar method, and originals or copies of signatures executed and delivered by such methods shall have the full force and effect of the original signatures.

13.3 This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Massachusetts.

13.4 This Agreement shall bind and inure to the benefit of the parties hereto and their respective successors and assigns, and no assignment or transfer hereof or of any rights or obligations hereunder shall be made by any party without the written consent of the other parties. Nothing herein expressed or implied is intended or shall be construed to confer upon or give any person, firm or corporation, other than the parties hereto and their respective successors and assigns, any rights or remedies under or by reason of this Agreement.

13.5 It is expressly agreed that the obligations of each Fund hereunder shall not be binding upon any of the trustees, shareholders, nominees, officers, agents or employees of such Fund personally, but shall bind only the property of the Fund, as provided in such Fund's Declaration of Trust, which is on file with the Secretary of the Commonwealth of Massachusetts. The execution and delivery of this Agreement have been authorized by each Fund's Board of Trustees, and this Agreement has been signed by authorized officers of each Fund acting as such. Neither the authorization by such trustees nor the execution and delivery by such officers will be deemed to have been made by any of them individually or to impose any liability on any of them personally, but shall bind only the property of such Fund, as provided in the Fund's Declaration of Trust.

13.6 It is understood and agreed that the use of a single agreement among the parties is for administrative convenience only and that this Agreement constitutes a separate agreement between each Target Fund and the Acquiring Fund Parties, as if each party had executed a separate document. No party will have any liability for the obligations under this Agreement of any other party, and the liabilities of each party under this Agreement will be several and not joint.

13.7 The failure of any Target Fund or the Acquiring Fund Parties with respect to a Target Fund to consummate a Merger shall not affect the validity of the other Merger, and the provisions of this Agreement shall be construed to effect this intent.

IN WITNESS WHEREOF, the parties have duly executed this Agreement, all as of the date first written above.

**NUVEEN MUNICIPAL CREDIT
INCOME FUND**

By: _____
Name: _____
Title: _____

**NUVEEN MINNESOTA QUALITY
MUNICIPAL INCOME FUND**

By: _____
Name: _____
Title: _____

**NUVEEN VIRGINIA QUALITY
MUNICIPAL INCOME FUND**

By: _____
Name: _____
Title: _____

NMZ MERGER SUB, LLC

By: _____
Name: _____
Title: _____

Schedule 7.6

Minnesota Municipal

- Amended and Restated Master Custodian Agreement between the Target Fund and State Street Bank and Trust Company
- Investment Management Agreement by and between the Target Fund and Nuveen Fund Advisors, LLC
- Investment Sub-Advisory Agreement by and between Nuveen Fund Advisors, LLC and Nuveen Asset Management, LLC
- Transfer Agency and Service Agreement by and between the Target Fund and Computershare Inc. and Computershare Trust Company, N.A.

Virginia Municipal

- Amended and Restated Master Custodian Agreement between the Target Fund and State Street Bank and Trust Company
- Investment Management Agreement by and between the Target Fund and Nuveen Fund Advisors, LLC
- Investment Sub-Advisory Agreement by and between Nuveen Fund Advisors, LLC and Nuveen Asset Management, LLC
- Transfer Agency and Service Agreement by and between the Target Fund and Computershare Inc. and Computershare Trust Company, N.A.

APPENDIX B FINANCIAL HIGHLIGHTS

Minnesota Municipal

The following Financial Highlights table is intended to help a prospective investor understand the Fund's financial performance for the periods shown. Certain information of the Fund reflects financial results for a single common share of the Fund. The total returns in the table represent the rate an investor would have earned or lost on an investment in common shares of the Fund (assuming reinvestment of all dividends). The Fund's financial statements as of and for the fiscal year ended May 31, 2025, including the financial highlights for the fiscal year then ended, have been audited by PricewaterhouseCoopers LLP ("PwC"), an independent registered public accounting firm. PwC's report, along with the Fund's financial statements, is included in the Fund's Annual Report. PwC has not reviewed or examined any records, transactions or events after the date of such reports. Financial highlights for each fiscal year ended on or before May 31, 2024 were audited by other auditors whose report is contained in such annual report. The information with respect to the six months ended November 30, 2025 is unaudited and is included in the Fund's 2025 Semi-Annual Report . A copy of the Annual Report and the Semi-Annual Report may be obtained from www.sec.gov or by visiting www.nuveen.com. The information contained in, or that can be accessed through the website is not part of this Joint Proxy Statement/Prospectus. Past results are not indicative of future performance.

	Period Ended November 30,	Year Ended May 31									
	2025 ^(a)	2025	2024	2023	2022	2021	2020	2019	2018	2017	2016
Beginning Common Share Net Asset Value (NAV)	\$ 11.53	\$ 12.44	\$ 12.62	\$ 13.65	\$ 15.62	\$ 14.81	\$ 15.19	\$ 14.69	\$ 15.08	\$ 15.78	\$ 15.46
Investment Operations:											
Net Investment Income (Loss) ^(a) ..	0.23	0.41	0.40	0.48	0.64	0.66	0.59	0.62	0.70	0.70	0.80
Net Realized/Unrealized Gain (Loss)	0.64	(0.44)	(0.09)	(1.00)	(1.98)	0.76	(0.40)	0.50	(0.37)	(0.62)	0.33
Total	0.87	(0.03)	0.31	(0.52)	(1.34)	1.42	0.19	1.12	0.33	0.08	1.13
Less Distributions to Common Shareholders:											
From Net Investment Income ..	(0.42)	(0.43)	(0.43)	(0.51)	(0.63)	(0.61)	(0.57)	(0.62)	(0.74)	(0.79)	(0.81)
From Accumulated Net Realized Gains	—	—	—	—	—	—	—	—	—	—	—
Return of Capital	—	(0.45)	(0.06)	—	—	—	—	—	—	—	—
Total	(0.42)	(0.88)	(0.49)	(0.51)	(0.63)	(0.61)	(0.57)	(0.62)	(0.74)	(0.79)	(0.81)
Common Share:											
Premium per Share Sold through Shelf Offering	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 0.02	\$ 0.01	\$ —
Discount per Share Repurchased and Retired	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ — ^(a)	\$ —	\$ —	\$ —
Ending NAV	\$ 11.98	\$ 11.53	\$ 12.44	\$ 12.62	\$ 13.65	\$ 15.62	\$ 14.81	\$ 15.19	\$ 14.69	\$ 15.08	\$ 15.78
Ending Share Price	\$ 12.00	\$ 11.38	\$ 10.80	\$ 11.04	\$ 15.45	\$ 16.24	\$ 13.55	\$ 13.76	\$ 13.60	\$ 16.18	\$ 15.99
Common Share Total Returns:											
Based on NAV ^(b)	7.70%	(0.51)%	2.56%	(3.79)%	(8.87)%	9.74%	1.24%	7.88%	2.37%	0.68%	7.47%
Based on Share Price ^(b)	9.32%	13.22%	2.41%	(25.51)%	(0.84)%	24.89%	2.57%	6.13%	(11.55)%	6.41%	12.84%
Common Share Supplemental Data/Ratios Applicable to Common Shares:											
Ending Net Assets (000)	\$ 73,638	\$ 69,838	\$ 71,993	\$ 73,008	\$ 78,984	\$ 90,310	\$ 85,644	\$ 87,812	\$ 85,067	\$ 84,726	\$ 87,942
Ratios to Average Net Assets											
Expenses ^(c)	3.82%*	4.16%	4.30%	3.46%	1.77%	1.71%	2.46%	2.75%	2.40%	2.47%	1.69%
Net Investment Income (Loss) ^(c) ..	3.87%*	3.30%	3.25%	3.74%	4.22%	4.30%	3.85%	4.25%	4.66%	4.59%	5.14%
Portfolio Turnover Rate	2%	8%	29%	19%	19%	5%	12%	30%	13%	19%	17%
Adjustable Rate MuniFund Term Preferred ("AMTP") Shares at the End of Period:											
Aggregate Amount Outstanding (000) ^(a)	\$ 49,800	\$ 49,800	\$ 49,800	\$ 49,800	\$ 52,800	\$ 52,800	\$ 52,800	\$ 52,800	\$ —	\$ —	\$ —
Asset Coverage Per \$100,000 Share ^(d)	\$ 247,868	\$ 240,237	\$ 244,565	\$ 246,603	\$ 249,590	\$ 271,041	\$ 262,204	\$ 266,310	\$ —	\$ —	\$ —
Variable Rate MuniFund Preferred ("VMTP") Shares at the End of Period:											
Aggregate Amount Outstanding (000) ^(a)	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 52,800	\$ 52,800	\$ 44,100
Asset Coverage Per \$100,000 Share ^(d)	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 261,111	\$ 260,466	\$ 299,415

(a) Based on average shares outstanding.

(b) Total Return Based on Common Share NAV is the combination of changes in common share NAV, reinvested distributions at Common Share NAV, if any. The last distribution declared in the period, which is typically paid on the first business day of the following month, is assumed to be reinvested at the ending NAV. The actual reinvest price for the last distribution declared in the period may often be based on the Fund's market price (and not its NAV), and therefore may be different from the price used in the calculation. Total returns are not annualized.

Total Return Based on Common Share Price is the combination of changes in the market price per share and the effect of reinvested distributions, if any, at the average price paid per share at the time of reinvestment. The last distribution declared in the period, which is typically paid on the first business day of the following month, is assumed to be reinvested at the ending market price. The actual reinvestment for the last distribution declared in the period may take place over several days, and in some instances may not be based on the market price, so the actual reinvestment price may be different from the price used in the calculation. Total returns are not annualized.

- (c) • Net Investment Income (Loss) ratios reflect income earned and expenses incurred on assets attributable to borrowings, preferred shares and/or reverse repurchase agreements, where applicable.
- The expense ratios reflect, among other things, all interest expense and other costs related to borrowings, preferred shares and/or reverse repurchase agreements and/or the interest expense deemed to have been paid by the Fund on the floating rate certificates issued by the special purpose trusts for the self-deposited inverse floaters held by the Fund, where applicable, as follows:

	Ratios of Interest Expense to Average Net Assets Applicable to Common Shares
Period Ended November 30:	
2025 ^(d)	2.51%*
Year Ended May 31:	
2025	2.91
2024	3.08
2023	2.22
2022	0.65
2021	0.60
2020	1.32
2019	1.59
2018	1.06
2017	1.29
2016	0.62

- (d) Unaudited. For the six months ended November 30, 2025.
- (e) Aggregate Amount Outstanding: Aggregate amount outstanding represents the liquidation preference as of the end of the relevant fiscal year.
- (f) Asset Coverage Per \$100,000: Asset coverage per \$100,000 is calculated by subtracting the Fund's liabilities and indebtedness not represented by senior securities from the Fund's total assets, dividing the result by the aggregate of the involuntary liquidation preference of the outstanding preferred shares and multiplying the result by 100,000. For purpose of asset coverage above, senior securities consist of preferred shares or borrowings (excluding temporary borrowings) of a Fund and does not include derivative transactions and other investments that have the economic effect of leverage such as reverse repurchase agreements and tender option bonds. If the leverage effects of such investments were included, the asset coverage amounts presented would be lower.
- (g) Value rounded to zero.
- * Annualized.

Virginia Municipal

The following Financial Highlights table is intended to help a prospective investor understand the Fund's financial performance for the periods shown. Certain information of the Fund reflects financial results for a single common share of the Fund. The total returns in the table represent the rate an investor would have earned or lost on an investment in common shares of the Fund (assuming reinvestment of all dividends). The Fund's financial statements as of and for the fiscal year ended May 31, 2025, including the financial highlights for the fiscal year then ended, have been audited by PricewaterhouseCoopers LLP ("PwC"), an independent registered public accounting firm. PwC's report, along with the Fund's financial statements, is included in the Fund's Annual Report. PwC has not reviewed or examined any records, transactions or events after the date of such reports. Financial highlights for each fiscal year ended on or before May 31, 2024 were audited by other auditors whose report is contained in such annual report. The information with respect to the six months ended November 30, 2025 is unaudited and is included in the Fund's 2025 Semi-Annual Report. A copy of the Annual Report and the Semi-Annual Report may be obtained from www.sec.gov or by visiting www.nuveen.com. The information contained in, or that can be accessed through the website is not part of this Joint Proxy Statement/Prospectus. Past results are not indicative of future performance.

	Period Ended November 30,	Year Ended May 31									
	2025 ^(a)	2025	2024	2023	2022	2021	2020	2019	2018	2017	2016
Beginning Common Share Net Asset Value (NAV)	\$ 11.12	\$ 12.16	\$ 12.23	\$ 13.25	\$ 15.48	\$ 14.51	\$ 14.67	\$ 14.17	\$ 14.49	\$ 15.00	\$ 14.50
Investment Operations:											
Net Investment Income (Loss) ^(a) ..	0.23	0.42	0.37	0.45	0.59	0.61	0.54	0.53	0.56	0.58	0.66
Net Realized/Unrealized Gain (Loss)	0.66	(0.60)	0.01	(0.97)	(2.24)	0.94	(0.17)	0.49	(0.32)	(0.50)	0.53
Total	<u>0.89</u>	<u>(0.18)</u>	<u>0.38</u>	<u>(0.52)</u>	<u>(1.65)</u>	<u>1.55</u>	<u>0.37</u>	<u>1.02</u>	<u>0.24</u>	<u>0.08</u>	<u>1.19</u>
Less Distributions to Common Shareholders:											
From Net Investment Income ..	(0.41)	(0.44)	(0.40)	(0.50)	(0.58)	(0.58)	(0.53)	(0.53)	(0.56)	(0.59)	(0.69)
From Accumulated Net Realized Gains	—	—	—	—	—	—	—	—	—	—	—
Return of Capital	—	(0.42)	(0.05)	—	—	—	—	—	—	—	—
Total	<u>(0.41)</u>	<u>(0.86)</u>	<u>(0.45)</u>	<u>(0.50)</u>	<u>(0.58)</u>	<u>(0.58)</u>	<u>(0.53)</u>	<u>(0.53)</u>	<u>(0.56)</u>	<u>(0.59)</u>	<u>(0.69)</u>
Common Share:											
Discount per Share Repurchased and Retired	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 0.01	\$ —	\$ —	\$ —
Ending NAV	<u>\$ 11.60</u>	<u>\$ 11.12</u>	<u>\$ 12.16</u>	<u>\$ 12.23</u>	<u>\$ 13.25</u>	<u>\$ 15.48</u>	<u>\$ 14.51</u>	<u>\$ 14.67</u>	<u>\$ 14.17</u>	<u>\$ 14.49</u>	<u>\$ 15.00</u>
Ending Share Price	<u>\$ 11.34</u>	<u>\$ 11.14</u>	<u>\$ 10.54</u>	<u>\$ 10.86</u>	<u>\$ 12.77</u>	<u>\$ 16.13</u>	<u>\$ 13.40</u>	<u>\$ 12.92</u>	<u>\$ 12.35</u>	<u>\$ 13.25</u>	<u>\$ 14.43</u>
Common Share Total Returns:											
Based on NAV ^(b)	8.17%	(1.82)%	3.18%	(3.94)%	(10.89)%	10.80%	2.48%	7.49%	1.70%	0.63%	8.41%
Based on Share Price ^(b)	5.58%	13.60%	1.30%	(11.31)%	(17.67)%	25.01%	7.74%	9.23%	(2.62)%	(4.14)%	13.22%
Common Share Supplemental Data/ Ratios Applicable to Common Shares:											
Ending Net Assets (000)	\$ 222,155	\$ 205,263	\$ 218,034	\$ 219,131	\$ 237,483	\$ 277,004	\$ 259,338	\$ 262,202	\$ 254,175	\$ 259,831	\$ 268,960
Ratios to Average Net Assets											
Expenses ^(c)	3.70%*	3.90%	4.16%	3.28 %	1.64%	1.58%	2.20%	2.48%	2.07%	1.97%	1.64%
Net Investment Income (Loss) ^(c) ..	4.01%*	3.47%	3.07%	3.64 %	3.97%	3.99%	3.65%	3.81%	3.92%	3.98%	4.51%
Portfolio Turnover Rate	5%	11%	13%	29 %	18%	7%	18%	21%	22%	38%	18%
Variable Rate Demand Preferred ("VRDP") Shares at the End of Period:											
Aggregate Amount Outstanding (000) ^(c)	\$ 128,000	\$ 128,000	\$ 128,000	\$ 128,000	\$ 128,000	\$ 128,000	\$ 128,000	\$ 128,000	\$ 128,000	\$ 128,000	\$ 128,000
Asset Coverage Per \$100,000 Share ^(d)	\$ 273,558	\$ 260,362	\$ 270,339	\$ 271,196	\$ 285,533	\$ 316,409	\$ 302,608	\$ 304,845	\$ 298,574	\$ 302,993	\$ 310,125

(a) Based on average shares outstanding.

- (b) Total Return Based on Common Share NAV is the combination of changes in common share NAV, reinvested dividend income at Common Share NAV and reinvested capital gains distributions at NAV, if any. The last dividend declared in the period, which is typically paid on the first business day of the following month, is assumed to be reinvested at the ending NAV. The actual reinvest price for the last dividend declared in the period may often be based on the Fund's market price (and not its NAV), and therefore may be different from the price used in the calculation. Total returns are not annualized.

Total Return Based on Common Share Price is the combination of changes in the market price per share and the effect of reinvested dividend income and reinvested capital gains distributions, if any, at the average price paid per share at the time of reinvestment. The last dividend declared in the period, which is typically paid on the first business day of the following month, is assumed to be reinvested at the ending market price. The actual reinvestment for the last dividend declared in the period may take place over several days, and in some instances may not be based on the market price, so the actual reinvestment price may be different from the price used in the calculation. Total returns are not annualized.

- (c) • Net Investment Income (Loss) ratios reflect income earned and expenses incurred on assets attributable to preferred shares, where applicable.

• The expense ratios reflect, among other things, all interest expenses and other costs related to preferred shares and/or the interest expense deemed to have been paid by the Fund on the floating rate certificates issued by the special purpose trusts for the self-deposited inverse floaters held by the Fund, where applicable, as follows:

	Ratios of Interest Expense to Average Net Assets Applicable to Common Shares
Period Ended November 30:	
2025 ^(d)	2.53%*
Year Ended May 31:	
2025	2.78%
2024	3.05
2023	2.16
2022	0.63
2021	0.58
2020	1.18
2019	1.42
2018	1.02
2017	0.94
2016	0.62

- (d) Unaudited. For the six months ended November 30, 2025.
- (e) Aggregate Amount Outstanding: Aggregate amount outstanding represents the liquidation preference as of the end of the relevant fiscal year.
- (f) Asset Coverage Per \$100,000: Asset coverage per \$100,000 is calculated by subtracting the Fund's liabilities and indebtedness not represented by senior securities from the Fund's total assets, dividing the result by the aggregate amount of the Fund's senior securities representing indebtedness then outstanding (if applicable,) plus the aggregate of the involuntary liquidation preference of the outstanding preferred shares, if applicable, and multiplying the result by 100,000. For purpose of asset coverage above, senior securities consist of preferred shares or borrowings of a Fund and does not include derivative transactions and other investments that have the economic effect of leverage such as reverse repurchase agreements and tender option bonds. If the leverage effects of such investments were included, the asset coverage amounts presented would be lower.

* Annualized.

Acquiring Fund

The following Financial Highlights table is intended to help a prospective investor understand the Fund's financial performance for the periods shown. Certain information of the Fund reflects financial results for a single common share of the Fund. The total returns in the table represent the rate an investor would have earned or lost on an investment in common shares of the Fund (assuming reinvestment of all dividends). The Fund's financial statements as of and for the fiscal year October 31, 2025, including the financial highlights for the fiscal year then ended, have been audited by PricewaterhouseCoopers LLP ("PwC"), an independent registered public accounting firm. PwC's report, along with the Fund's financial statements, is included in the Fund's Annual Report. PwC has not reviewed or examined any records, transactions or events after the date of such reports. Financial highlights for each fiscal year ended on or before October 31, 2024 were audited by other auditors whose report is contained in such annual report. A copy of the Annual Report may be obtained from www.sec.gov or by visiting www.nuveen.com. The information contained in, or that can be accessed through the website is not part of this Joint Proxy Statement/Prospectus. Past results are not indicative of future performance.

	2025	2024	2023	2022	2021	2020	2019	2018	2017	2016
Beginning Common Share Net Asset Value ("NAV")	\$ 13.51	\$ 11.96	\$ 12.24	\$ 16.98	\$ 15.96	\$ 16.63	\$ 15.07	\$ 16.03	\$ 16.34	\$ 15.75
Investment Operations:										
Net Investment Income (Loss) ^(a) ..	0.62	0.55	0.55	0.71	0.78	0.80	0.75	0.81	0.87	0.72
Net Realized/Unrealized Gain (Loss)	(0.32)	1.78	(0.30)	(4.72)	1.03	(0.71)	1.60	(0.94)	(0.29)	0.74
Total	<u>0.30</u>	<u>2.33</u>	<u>0.25</u>	<u>(4.01)</u>	<u>1.81</u>	<u>0.09</u>	<u>2.35</u>	<u>(0.13)</u>	<u>0.58</u>	<u>1.46</u>
Less Distributions to Common Shareholders:										
From Net Investment Income	(0.61)	(0.62)	(0.53)	(0.73)	(0.79)	(0.76)	(0.79)	(0.83)	(0.89)	(0.87)
From Accumulated Net Realized Gains	—	—	—	—	—	—	—	—	—(i)	—
Return of Capital	(0.34)	(0.16)	—	—	—	—	—	—	—	—
Total	<u>(0.95)</u>	<u>(0.78)</u>	<u>(0.53)</u>	<u>(0.73)</u>	<u>(0.79)</u>	<u>(0.76)</u>	<u>(0.79)</u>	<u>(0.83)</u>	<u>(0.89)</u>	<u>(0.87)</u>
Common Share:										
Discount Per Share Repurchased and Retired	—	—	—(i)	—	—	—	—	—	—	—
Ending NAV	<u>\$ 12.86</u>	<u>\$ 13.51</u>	<u>\$ 11.96</u>	<u>\$ 12.24</u>	<u>\$ 16.98</u>	<u>\$ 15.96</u>	<u>\$ 16.63</u>	<u>\$ 15.07</u>	<u>\$ 16.03</u>	<u>\$ 16.34</u>
Ending Share Price	\$ 12.63	\$ 12.69	\$ 10.10	\$ 10.83	\$ 16.73	\$ 14.74	\$ 16.03	\$ 13.29	\$ 15.01	\$ 14.82
Common Share Total Returns:										
Based on NAV ^(b)	2.52%	19.50%	1.62%	(24.20)%	11.45%	0.58%	15.90%	(0.85)%	3.88%	9.36%
Based on Share Price ^(b)	7.55%	33.80%	(2.35)%	(31.77)%	19.05%	(3.34)%	27.08%	(6.21)%	7.61%	13.26%
Supplemental Data/Ratios										
Ending Net Assets (000)	\$ 2,490,996	\$ 2,617,135	\$ 2,316,713	\$ 2,025,136	\$ 2,414,104	\$ 2,267,965	\$ 2,364,022	\$ 2,141,680	\$ 2,278,904	\$ 2,321,756
Ratios to Average Net Assets Applicable to Common Shares Before Reimbursement^(c):										
Expenses	3.61%	3.88%	3.87%	2.20%	1.61%	2.04%	2.60%	2.43%	2.12%	1.86%
Net Investment Income (Loss)	4.81%	4.03%	4.14%	4.78%	4.60%	4.95%	4.68%	5.17%	5.58%	5.03%
Ratios to Average Net Assets Applicable to Common Shares After Reimbursement^(c):										
Expenses	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	2.11% ^(d)	1.81% ^(d)
Net Investment Income (Loss)	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	5.59% ^(d)	5.08% ^(d)
Portfolio Turnover Rate	15%	16%	26%	61%	15%	21%	12%	25%	21%	20%
Institutional MuniFund Term Preferred (iMTP) Shares at the End of Period:										
Aggregate Amount Outstanding (000) ^(e)	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 150,000
Asset Coverage Per \$5,000 Share ^(e) ..	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 14,570
MuniFund Preferred (MFP) Shares at the End of Period:										
Aggregate Amount Outstanding (000) ^(e)	\$ 641,000	\$ 641,000	\$ 641,000	\$ 641,000	\$ 641,000	\$ 641,000	\$ 641,000	\$ 641,000	\$ 150,000	\$ —
Asset Coverage Per \$100,000 Share ^(f)	\$ 288,998	\$ 298,569	\$ 275,775	\$ 243,831	\$ 276,470	\$ 265,787	\$ 272,809	\$ 256,556	\$ 287,873	\$ —
Variable MuniFund Term Preferred (VMTP) Shares at the End of Period:										
Aggregate Amount Outstanding (000) ^(e)	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 336,000	\$ 336,000
Asset Coverage Per \$100,000 Share ^(f)	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 287,873	\$ 291,406
Variable Rate Demand Preferred (VRDP) Shares at the End of Period:										
Aggregate Amount Outstanding (000) ^(e)	\$ 677,000	\$ 677,000	\$ 677,000	\$ 727,000	\$ 727,000	\$ 727,000	\$ 727,000	\$ 727,000	\$ 727,000	\$ 727,000
Asset Coverage Per \$100,000 Share ^(f)	\$ 288,998	\$ 298,569	\$ 275,775	\$ 243,831	\$ 276,470	\$ 265,787	\$ 272,809	\$ 256,556	\$ 287,873	\$ 291,406
Asset Coverage Per \$1 Liquidation Preference ^(h)	\$ 2.89	\$ 2.99	\$ 2.76	\$ 2.44	\$ 2.76	\$ 2.66	\$ 2.73	\$ 2.57	\$ 2.88	\$ 2.91

(a) Based on average shares outstanding.

- (b) Total Return Based on Common Share NAV is the combination of changes in common share NAV, reinvested distributions at Common Share NAV, if any. The last distribution declared in the period, which is typically paid on the first business day of the following month, is assumed to be reinvested at the ending NAV. The actual reinvest price for the last distribution declared in the period may often be based on the Fund's market price (and not its NAV), and therefore may be different from the price used in the calculation. Total returns are not annualized.

Total Return Based on Common Share Price is the combination of changes in the market price per share and the effect of reinvested distributions, if any, at the average price paid per share at the time of reinvestment. The last distribution declared in the period, which is typically paid on the first business day of the following month, is assumed to be reinvested at the ending market price. The actual reinvestment for the last distribution declared in the period may take place over several days, and in some instances may not be based on the market price, so the actual reinvestment price may be different from the price used in the calculation. Total returns are not annualized.

- (c) • Net Investment Income (Loss) ratios reflect income earned and expenses incurred on assets attributable to borrowings, preferred shares and/or reverse repurchase agreements, where applicable.
- The expense ratios reflect, among other things, all interest expense and other costs related to borrowings, preferred shares and/or reverse repurchase agreements and/or the interest expense deemed to have been paid by the Fund on the floating rate certificates issued by the special purpose trusts for the self-deposited inverse floaters held by the Fund, where applicable, as follows:

	Ratios of Interest Expense to Average Net Assets Applicable to Common Shares
Year Ended October 31:	
2025	2.55%
2024	2.82
2023	2.79
2022	1.14
2021	0.62
2020	1.01
2019	1.55
2018	1.38
2017	1.09
2016	0.84

- (d) During the fiscal years ended October 31, 2017 and October 31, 2016, the Adviser voluntarily reimbursed the Fund for certain expenses incurred in connection with its reorganization.
- (e) Aggregate Amount Outstanding: Aggregate amount outstanding represents the liquidation preference as of the end of the relevant fiscal year.
- (f) Asset Coverage Per \$100,000: Asset coverage per \$100,000 is calculated by subtracting the Fund's liabilities and indebtedness not represented by senior securities from the Fund's total assets, dividing the result by the aggregate of the involuntary liquidation preference of the outstanding preferred shares and multiplying the result by 100,000. For purpose of asset coverage above, senior securities consist of preferred shares or borrowings (excluding temporary borrowings) of a Fund and does not include derivative transactions and other investments that have the economic effect of leverage such as reverse repurchase agreements and tender option bonds. If the leverage effects of such investments were included, the asset coverage amounts presented would be lower.
- (g) Asset Coverage Per \$5,000: Asset coverage per \$5,000 is calculated by subtracting the Fund's liabilities and indebtedness not represented by senior securities from the Fund's total assets, dividing the result by the aggregate amount of the Fund's senior securities representing indebtedness then outstanding (if applicable), plus the aggregate of the involuntary liquidation preference of the outstanding preferred shares, if applicable, and multiplying the result by 5,000. For purpose of asset coverage above, senior securities consist of preferred shares or borrowings of a Fund and does not include derivative transactions and other investments that have the economic effect of leverage such as reverse repurchase agreements and tender option bonds. If the leverage effects of such investments were included, the asset coverage amounts presented would be lower.
- (h) Includes all preferred shares presented for the Fund.
- (i) Value rounded to zero.

APPENDIX C

NUMBER OF BOARD AND COMMITTEE MEETINGS HELD DURING EACH FUND'S LAST FISCAL YEAR

Fund	Regular Board Meeting	Special Board Meeting	Executive Committee Meeting	Dividend Committee Meeting	Compliance, Risk Management and Regulatory Oversight Committee Meeting	Audit Committee Meeting	Nominating and Governance Committee Meeting	Investment Committee Meeting	Closed-End Funds Committee Meeting
Minnesota Municipal . . .	5	10	4	8	4	13	6	4	4
Virginia Municipal	5	10	4	8	4	13	6	4	4
Acquiring Fund	4	9	3	8	4	13	6	4	4



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