

nuveen

A TIAA Company

Nuveen Europe – Conflicts of Interest & Inducements Policy

SUMMARY AND SCOPE

13th July 2018 v.1..2

Why do we have this policy

This policy provides the framework for the below Nuveen Europe regulated entities in Europe that must comply with and implement a conflicts of interest policy that adheres to the FCA, CSSF and other local regulatory requirements, and the following directives: MiFID II and AIFMD.

Conflicts of Interest also represent an element with regards to managing conduct risk.

Purpose

The objective of this policy is to ensure that conflicts of interest within Nuveen's MiFID and AIFM businesses are identified, managed and recorded in the proper manner and, where necessary, disclosed to ensure fair treatment of customers.

The identification, management, recording and/or disclosure of Conflicts of Interest also represent a key component with regards to the firms' ability to manage and mitigate its conduct risk.

Scope

This conflict of interest policy (the 'policy') applies to the following Nuveen European entities: Collectively defined as Nuveen Europe in this policy.

- Nuveen Real Estate Management Ltd (including the German Branch);
- Nuveen Management AIFM Ltd; (AIFM)
- Nuveen UK Ltd (including the Danish Branch);
- TIAA-CREF Asset Management UK Ltd; and
- Nuveen Management Company (Luxembourg) No.1 S.a.r.l (AIFM)

This policy applies to ALL regulated activities conducted by these businesses.

All employees are required to comply with this policy.

The Board of each entity is responsible for overseeing and reviewing the policy. They are also responsible for the managing of conflicts of interest for their own business.

Nuveen Europe must, at all times, act in the best interests of its clients.

Identifying Conflicts

Nuveen Europe must take all appropriate steps to identify and to prevent or manage conflicts of interest between

(1) Nuveen Europe, including its managers, staff or any person directly or indirectly linked to them by control, and a client of the firm; or

(2) One client of the firm and another clients.

that arise in the course of the firm providing any service including those caused by the receipt of inducements from third parties or by the firm's own remuneration and other incentive structures

Types of Conflicts

For the purpose of identifying the types of conflict of interest that arise, or may arise, in the course of providing a service and whose existence may damage the interests of client, Nuveen Europe must take account of whether the firm or staff or a person directly or indirectly linked by control to the firm:

(1) is likely to make a financial gain or avoid a loss, at the expense of the client;

(2) has an interest in the outcome of a service provided to the client or a transaction carried out on behalf of the client, which is distinct from the client's interest in that outcome;

(3) has a financial or other incentive to favour the interests of one client over another.

(4) receives/will receive from a third party an incentive/inducement in relation to a service supplied to the client.

The four provisions above also apply to Nuveen Europe staff directly.

Circumstances which should be considered as giving rise to a conflict include:

- Where there is a conflict between the interests of Nuveen Europe, a member of its staff, the parent and the duty the firm owes to their client's.
- It also includes the differing interests between clients to which the firm also owes a duty towards.

It is not enough that the firm may gain a benefit if there is not also a possible disadvantage to a client, or that one client to whom the firm owes a duty may make a gain or avoid a loss without there being a concomitant possible loss to another such client.

Records of Conflicts

A Nuveen Europe staff member who identifies a conflict, potential or otherwise, must contact Compliance.

The recording of conflicts also represents a key component with regards the firms' ability to manage and mitigate its conduct risk. Compliance will require that a staff member provide a narrative of the conflict. Line managers must be copied on all such correspondence.

The conflict must also be reported to that individual's line manager immediately. Senior management is responsible for reviewing the conflict, actual or potential, and give due consideration as to what they believe is the appropriate action that should be taken.

A central record of conflicts will be administered and maintained by Compliance ('Conflicts Register')

All records regarding conflicts must be retained for a minimum of 5 years.

Managing Conflicts

Nuveen Europe must maintain and operate effective organisational and administrative arrangements with a view to taking all reasonable steps to prevent conflicts from adversely affecting the interests of its clients.

Methods of Conflict Management

(1) Information barriers – creating information barriers to prevent the flow of information between conflicting business activities.

(2) Separate Supervision – separate reporting lines and senior management oversight.

(3) Remuneration - ensure appropriate governance, transparency and oversight to ensure an employee does not favour a particular client, product or service.

(4) Inappropriate influence – preventing pressure or inappropriate influence being exerted on one employee by another. Nuveen Europe should consider line management arrangements and possible changes to supervision.

(5) Segregation of duties – controlling the number of tasks employees are allowed to undertake.

The boards are responsible for the periodic review of all conflicts, or where delegated, to the relevant committee reporting to the Boards. Consideration must be given to whether an appropriate level of independence has been achieved between two opposing sides to a conflict.

Nuveen Europe policies and procedures should be followed where applicable. In some instances, matters should be escalated to Compliance and considered at the appropriate board/committee.

The Annex details examples of conflicts and their management – see Annex 1 (Conflicts Matrix)

Types of Conflicts

Conflicts of interest can occur across any area of the business. The Annex contains descriptions and types of Conflicts.

Conflicts of Interest Related Policies

Certain activities represent a greater risk and so specific policies and procedures have been developed. These include but are not limited to:

Code of Ethics:

- Global Business Gifts, Meals & Entertainment Policy
- Global Outside Interest Policy
- International Code of Ethics and Personal Account Dealing Policy

Investment Related

- Investment Allocation Policy
- Pricing Policy

Additional Conflicts of Interest Requirements for an AIFM, *as per Article 14 of AIFMD*.

An AIFM must take all reasonable steps to identify conflicts of interest that arise, in the course of managing AIFs, between:

- The AIFM, including its managers, employees or any person directly or indirectly linked to the AIFM by control, and an AIF managed by the AIFM or the investors in that AIF; or
- An AIF or the investors in the AIF and another AIF; or
- An AIF or the investors in the AIF, and another client of the AIFM; or
- Two clients of the AIFM

The AIFM must take all reasonable steps to avoid conflicts of interest and where they cannot be avoided, manage, monitor and where applicable disclose those conflicts of interest in order to prevent them adversely affecting the interests of the AIFs and their investors, and to ensure the AIFs it manages are fairly treated.

An AIFM must:

- Maintain and operate effective organisational and administrative arrangements, with a view to taking all reasonable steps designed to identify, prevent, manage, and monitor and where applicable disclose those conflicts of interest in order to prevent them from adversely affecting the interests of the AIFs and their investors.
- Segregate, within its own operating environment, tasks and responsibilities which may be regarded as incompatible with each other or which may generate systemic conflicts of interest; and
- Assess whether its operating conditions may involve any other material conflicts of interest and disclose them to the AIF's investors.

The AIFM must also adhere to the requirements of Article 30 and 37 of AIFMD Level II regulation.

Where the Nuveen Europe Alternative Investment Fund Management entities delegates portfolio management or risk management activities to another entity then they must adhere to the requirements of Article 80 of AIFMD Level II regulations.

Conflicts of Interest Disclosure Requirements

If arrangements made by Nuveen Europe are not sufficient to ensure, with reasonable confidence, that risks of damage to the interests of a client will be prevented, the firm must clearly disclose the following to the client before undertaking business for the client:

- The general nature or source of conflicts of interest or both; and
- The steps taken to mitigate those risks

The disclosure must:

- be made in a durable medium;
- clearly state that the organisational and administrative arrangements established by the firm to prevent or manage that conflict are not sufficient to ensure, with reasonable confidence, that the risks of damage to the interest of the client will be prevented;
- explain the risks to the client that arise as a result of the conflict of interest; and
- include specific description of the conflicts of interest that arise in the provision of the investment service or ancillary service, with sufficient detail.

Nuveen Europe should aim to identify and manage the conflicts of interest arising in relation to their various business lines and their group's activities.

Disclosures of conflicts by a firm should not exempt it from the obligation to maintain and operate the effective organisational and administrative arrangements. While the disclosure of specific conflicts of interest is required, an over-reliance on disclosure without adequate consideration as to how conflicts are appropriately managed is not permitted.

Nuveen Europe must treat disclosure of conflicts as a measure of last resort to be used only where the effective organisational and administrative arrangements of the firm are not sufficient to ensure with reasonable confidence, that risks of damage to the interests of the client will be prevented.

Inducements

Nuveen Europe must not pay or accept from any party (other than the client or a person on behalf of the client) any fee or commission in connection with the provision of an investment service or ancillary service.

Nuveen Europe must not provide to or receive from any party (other than the client or a person on behalf of the client) any non-monetary benefit in connection with the provision of an investment service or ancillary service.

Exceptions to the above include:

- a fee, commission or non-monetary benefit which:
 - o is designed to enhance the quality of the relevant service to the client; and
 - o does not impair compliance with the firm's duty to act honestly, fairly and professionally in the best interests of the client;
- a payment or benefit which enables or is necessary for the provision of an investment service by the firm, such as regulatory levies and legal fees and which, by its nature, cannot give rise to conflicts with the firm's duty to act honestly, fairly and professionally in the best interest of the client; or
- third party research received in accordance with the rules on investment research

Where Nuveen Europe pays, provides, accepts or receives a fee, commission or non-monetary benefit which is designed to enhance the quality of the relevant service to the client, then this must be clearly disclosed to the client:

- *the existence and nature of the payment or benefit; and*
- *the amount of the payment or benefit or, where the amount cannot be ascertained, the method for calculating that amount.*

That information must be disclosed:

- **prior to the provision of the relevant service; and**
- **in a manner that is comprehensive, accurate and understandable.**

Where applicable, Nuveen Europe must inform a client of the mechanisms for transferring to the client the fee, commission, monetary or non-monetary benefit received in relation to the provision of the relevant service.

NOTE: A firm which fails with the above section in bold will be regarded as not fulfilling its regulatory obligations in relation to conflicts of interest and acting honestly, fairly and professionally in accordance with the best interests of its clients.

A fee, commission or non-monetary benefit that is designed to enhance the quality of the relevant service to a client ONLY if:

- it is justified by the provision of an additional or higher level service to the client and is proportional to the level of inducements received;
- it does not directly benefit the recipient firm, shareholders or employees without a tangible benefit to the client;
- it is justified by the provision of an ongoing benefit to the client in relation to an ongoing inducement; and
- the provision of the service by Nuveen Europe to the client is not biased or distorted as a result of the fee, commission or non-monetary benefit.

Nuveen Europe must fulfill these conditions on an ongoing basis as long as the firm continues to pay or receive the fee, commission or non-monetary benefit.

Disclosure of payments or benefits paid to/received from third parties

Prior to the provision of the relevant service the firm must disclose to the client the information set out above in italics.

For these purposes, minor non-monetary benefits may be described in a generic way, but other non-monetary benefits received or paid by Nuveen Europe in connection with a service provided to the client must be priced and disclosed separately.

Where the firm cannot ascertain on an ex-ante basis the amount of any payment or benefit to be received or paid, and instead discloses to the client the method of calculating the relevant amount, the firm must also inform the client of the exact amount of the payment or benefit received or paid on an ex-post basis.

Where Nuveen Europe receives an inducement on an ongoing basis in relation to an investment service provided to a client, then it must inform the client, at least annually, the actual amount of payment or benefit received. Minor non-monetary benefits may be disclosed in a generic way.

Inducements relating to investment advice and portfolio management

Nuveen Europe must not accept and retain any fee, commission or monetary benefits or accept any non-monetary benefits other than acceptable minor non-monetary benefits or third party research, in accordance with research rules, where these are paid or provided by any third party or a person acting on behalf of a third party.

Acceptable minor non-monetary benefits

An acceptable minor non-monetary benefit is one which:

- is clearly disclosed prior to the provision of the relevant service to the client, which the firm may describe in a generic way;
- is capable of enhancing the quality of service provided to the client;
- is of a scale and nature that it could not be judged to impair the firm's compliance with its duty to act honestly, fairly and professionally in the best interests of the client;
- is reasonable, proportionate and of a scale that is unlikely to influence the firm's behaviour in any way that is detrimental to the interests of the relevant client; and

Consists of:

- information or documentation relating to a financial instrument or an investment service, that is generic in nature or personalised to reflect the circumstances of an individual client;
- written material from a third party that is commissioned and paid for by a corporate issuer or potential issuer to promote a new issuance by the company, or where the third party firm is contractually engaged and paid by the issuer to produce such material on an ongoing basis, provided that the relationship is clearly disclosed in the material and that the material is made available at the same time to any firms wishing to receive it, or to the general public;
- participation in conferences, seminars and other training events on the benefits and features of a specific financial instrument or an investment service;
- hospitality of a reasonable de minimis value, such as food and drink during a business meeting or a conference, seminar or other training events mentioned in the bullet above
- **research relating to an issue of *shares, debentures, warrants or certificates representing certain securities by an issuer* (see Compliance for this eventuality);**
- research that is received to evaluate the research providers' service provided that:
 - lasts no longer than 3 months
 - no monetary or non-monetary consideration is due to the provider
 - cannot have a trial period with 12 months from termination of previous agreements
 - need to record the dates of the trial period and how Nuveen Europe satisfied the requirements.

Non-substantive material or services consisting of short term market commentary on the latest economic statistics or company results or information on upcoming releases or events which are provided by a third party and which

- contain only a brief unsubstantiated summary of the third party's own opinion on the information; and
- do not include any substantive analysis.

can be viewed to be information in relation to a financial instrument or investment service of a scale and nature such that it constitutes an acceptable minor non-monetary benefit.

Record keeping: Inducements

Nuveen Europe must hold records of any fee, commission or non-monetary benefit paid or received by Nuveen Europe from a third party in relation to a service and record how they enhance the quality of service provided to clients.

Oversight and Assurance

As the first line of control, the business must manage all real and potential conflicts of interest that may arise within their areas. Compliance and the relevant Boards shall be responsible for oversight of such conflicts. This may include explanation by senior business management to Boards to explain how a conflict is being managed.

Compliance and other assurance functions, will undertake periodic monitoring reviews. The Conflicts Register will be reviewed by Compliance on an annual basis and the results presented to the boards.

Training

Staff will be able to access the policy on the company intranet site. Employees will be provided training tailored to conflicts of interest on a periodic basis.

Circumstances that may give rise to a conflict of interest across Nuveen Europe

Business Area	Type	Description	Key Control-1st line	2nd Line Control	Relevant Policy and Governance Body
All	Employee Remuneration	<p>Staff must always act in an honest and fair manner (act as good agents).</p> <p>Inappropriate risk taking for sole aim of generating more fees/performance fees.</p>	<p>The firm does not remunerate staff in a manner which would incentivize risk taking.</p> <p>Employees are remunerated on the basis of a variety of compensation components including base salary, cash bonuses, deferral awards and long term incentive plans. Bonuses and deferral awards are variable components of compensation that are intended to motivate and reward individuals for their contribution to the annual results</p>	<p>Appraisal process is in place set out by the HR department. Risk and Compliance are included in this MRT Conduct evaluation. Managers go through a performance management process overview to rate employees' performance.</p>	<p>The firm employs a Remuneration Policy and has a Remuneration Committee which is responsible for determining the components and levels of compensation paid to employees and for ensuring compensation is aligned to the long term interests of our clients and shareholders.</p>
All	Error Handling: Operational Incidents	<p>No operational error should result in clients bearing losses. Any loss, fee or monetary impact needs to be reimbursed so as to put the client into the position had the error never taken place.</p>	<p>Errors must be reported directly to the manager as soon as they are identified.</p> <p>The manager will raise the incident in Arc-logics which is the tool for raising incidents relating to operational errors.</p>	<p>Risk will conduct an investigation into the incident and the MIC may be convened in relation to a Major incidents.</p>	<p>Incident Management Policy. Major Incident Committee (MIC)</p>

nuveen

A TIAA Company

All	Failure to identify a known conflict of interest	Results in an incomplete conflicts register and does not allow senior management to know their conflict risks	All employees must be competent to identify a conflict of interest as and when it arises this includes managing the conflict effectively. All employees of the must report all conflicts of interest whether actual or perceived and must maintain full records and logs. Any conflicts that cannot be managed or mitigated must be reported to the client affected.	Conflicts of Interest training is provided to all staff and additional training is undertaken by investment staff. Monitoring and reviews are conducted to ensure that all COI's have been logged, managed or disclosed as necessary.	The firm has a Conflicts of Interest Policy in place which applies to all employees based in all office locations.
Investment Finance	Pricing	Risk that the firm sets asset valuations at an advantageous level - thus negating the fair price to clients	All direct asset valuations are completed by an external independent valuer this segregation of duties prevents fund finance managers from influencing the valuation of holdings within portfolios.	The firm operates a Pricing Committee which is independent of the investment finance functions, this committee has the responsibility for Fund Value pricing. This mitigates any conflict which could exist.	The firm has established a Pricing Committee "P-Com" which can be convened at any time with a 2 day notice period. The P-Com undergoes an annual self-review of its objectives and responsibilities. The firm has in place a Valuation Policy which works in conjunction with the P-Com.

All	G&BE	Giving or receiving G&BE can be part of the ordinary course of business but where its excessive in nature, it may hinder the best outcomes for clients and create an actual or perceived inducement	Employees must report or seek pre-clearance for all gifts, meals and entertainment on the centralized PTA system that is monitored by Compliance.	Compliance will monitor all recorded events and ensure that they are in line with the group and local policy thresholds. Compliance must also approve all instances of meals or entertainment which have been submitted for pre-approval. Annual review of the expensys systems will be conducted as part of monitoring and testing.	The firm has established a Group Policy which applies to all employees based in all office locations.
All	Inducements	THRE staff paying/receiving an inducement on a transaction or service provider	Employees must never accept an inducement from a counterparty on a transaction or a service provider. They must report to Senior Management or Compliance any instance where they have been offered an inducement. Similarly employees are prohibited from offering an inducement to a counterparty or a service provider.	Where there has been an offer of an inducement by a service provider this will be reported as an incident and a review of the service providers contract and relationship will be undertaken by Risk and Compliance. To manage inducements being offered to a service provider or counterparty on a truncation: Compliance will undertake periodic monitoring review of the expensys system.	The firm has established a Group Policy which applies to all employees based in all office locations.

All	Multiple Roles	Conflicts can arise whereby the same individual or individuals sit on one board overseeing another board i.e. Nuveen Europe Singapore Pte. Ltd or GP/LP and AIF Board	Individuals must raise a Conflict of Interest when their appointment on one board may have an impact in undertaking their duty on another board.	A review of Conflict of interest will take place, including the mitigants which have been implemented to ensure that there is no cross over in duty. Directors may be expected to excuse themselves from making certain decisions pertaining to the specific fund or business unit where a conflict of interest may arise.	The firm has in place an external appointment approval form. There are number of approvals required prior to being made effective.
All	Outside Business Interests - Personal/family interests in 3rd party companies	Family member/personal activities that overlap the activities performed by THRE	Employees must disclose in PTA any instance where a family or personal activity has any direct/indirect conflict with the business activities performed by TH Real Estates, its clients or business partners. The employee must report any changes to the activities when they occur.	Compliance will undertake a review of the activity and ensure that there is no conflict. An ongoing review of this will need to be undertaken to ensure that nothing changes.	Conflicts of Interest policy and procedure is in place. All instances of family or personal outside activities must be logged in PTA.
All	Outside Business Interests- Personal Account Trading	Employees spending more time trading PA than performing role; Front running	Employees must pre-clear all of their personal account trading activity on PTA prior to trading. All Trades must be confirmed if they have taken place within 10 business days.	Compliance undertake monitoring of all personal account trades. High levels or trading or patterns of trading consistent with front running or other market manipulation techniques.	A Personal Account Dealing policy and procedure is in place. The firms uses PTA to capture all personal account trading by employees.

nuveen

A TIAA Company

Investment	<p>Preferred clients</p>	<p>(a) Favouring specific client/clients over other clients - this includes Group versus Client conflicts relating to the General Account and the Real Estate Account;</p> <p>(b) cross transaction of a property between two THRE Funds needs to ensure both funds/clients are treated fairly;</p> <p>(c) All clients have access to suitable investment opportunities;</p> <p>(d) preferred/favourable terms - establishing more favourable terms for one client over another.</p>	<p>The Investment Committee provides approval for all investment opportunities where it has delegated authority.</p> <p>(a) The Firm has in place an investment allocation policy to ensure that there is a fair allocation of investment opportunities for all clients.</p> <p>(b) Transactions on cross sales must go through a series of independent approvals. And fair value of the asset must be established by a 3rd party valuations team.</p> <p>(c) The investment pipeline is reviewed in regular meetings with all investment teams on behalf of the client. Client mandates and fund investment guidelines are also taken into consideration.</p> <p>(d) Cornerstone investor terms may be included in the prospectus however this information is available to all investors.</p>	<p>Periodic monitoring of the management of the conflict raised will be conducted by Compliance to ensure oversight of 2nd line of defence until the conflict has ended.</p>	<p>Investment Allocation Policy;</p> <p>Investment Committee / Real Estate Debt Investment Committee where applicable;</p> <p>Regular Investment Pipeline meetings;</p> <p>Pricing Committee;</p> <p>Review of prospectus's and where required Investor Disclosures reporting under AIFMD Article 22.</p>
------------	---------------------------------	--	--	--	---

nuveen

A TIAA Company

<p>Investments; Sales & Distribution</p>	<p>Suitability</p>	<p>Business needs to ensure it obtains the necessary information from the client to assess the suitability of the investment advice or portfolio management service. A conflict could be perceived if the activities of THRE are not closely aligned with the clients' objectives and stated risk appetite. Fee structures should also be considered.</p>	<p>A suitability assessment must be undertaken by the business.</p>	<p>Periodic monitoring reviews will be conducted by Compliance.</p>	<p>A Suitability assessment questionnaire has been drafted.</p>
<p>Investment</p>	<p>Inducements - Investment Research</p>	<p>Receiving free research on macroeconomic and real estate markets. The inducement is that THRE may enter into arrangements with the research providers.</p>	<p>The firm must be transparent about the research it receives for free and follow the process for engaging in contracts with research providers.</p> <p>THRE should only receive research that is macro or thematic in nature, generally available and not related to MiFID Financial Instruments.</p>	<p>Compliance will periodically review the management and mitigants of the conflict raised and ensure that it is fit for purpose.</p> <p>A review of all the services that the firm or our funds receive from the research providers must be undertaken to ensure that there is no quid pro quo selection in the process for selecting the service provider.</p>	<p>Outsourcing Policy and Property Management Engagement process</p>

nuveen

A TIAA Company

All	Inside Information	Employees may, to varying degrees, have access to material, non-public information concerning listed companies which may be price sensitive and about real estate investments which may affect the market price of issuers.	The firm must complete an MNPI checklist in relation to any listed firm it receives information on and provide this to compliance.	Compliance receives the MNPI checklists and adds the securities on the restricted list in PTA if the information is deemed material.	The firm has a Market Abuse Guidance policy, as well as a MNPI notification process.
Investment	Investment in Own funds	The Firm may invest or divest money in a fund which it manages.	The Firm must ensure any investment into or divestment from any Funds which it manages, is in the best interest of the Fund. Any investment or divestment needs to be in compliance with the mandate of the fund. No Fund which the firm invests should receive preferential treatment.	Compliance periodic reviews the document investment rationale for such transactions and governance around them.	Investment Committee / Real Estate Debt Investment Committee; Pricing Committees;

Version Control:

Author:	Date:	Version:
Ramsay Nafa	3/01/2018	1.1
Ramsay Nafa	13/07/2018	1.2