Teachers Insurance and Annuity Association of America

Compensation disclosures

May 2017

Executive compensation

Compensation discussion and analysis

Trustee compensation

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Executive compensation—Compensation discussion and analysis

Human Resources Committee report

This Compensation Discussion and Analysis ("CD&A") and accompanying tables describe the employee compensation program of Teachers Insurance and Annuity Association of America ("TIAA" or the "Company").

The CD&A has been reviewed and approved by the Company's Human Resources Committee (the "Committee"). The Committee has been delegated by the Company's Board of Trustees (the "Board") the responsibilities for guiding and overseeing the formulation and application of compensation and other human resources policies and programs for the Company (the Committee's charter is available under "Committee Charters"). These policies and programs are designed to enable the Company to attract, retain, motivate and reward employees who possess the knowledge and experience the Company needs to conduct its business. Furthermore, the Committee also ensures that these policies and programs are designed and administered in a manner that aligns executive and employee pay with the interests of the Company's individual customers and institutional clients (collectively referred to in this document as participants).

Although the Company is not subject to the Securities and Exchange Commission ("SEC") rules governing executive compensation disclosure, the Committee voluntarily publishes this document for the benefit of the Company's participants. This disclosure, which embodies the principles of these rules, has been designed to provide participants with a comprehensive picture of both the rationale behind executive compensation decisions and the manner in which those decisions are made.

The Company has been providing individual participants the opportunity to provide an advisory vote and express their views on TIAA's compensation policies, programs and practices since 2007. The focus of the vote is on the actual compensation decisions that were made for the preceding performance year. Last year, seventy-five percent of the participant votes with respect to compensation decisions supported management's pay-for-performance approach to compensation and the Company's transparency in voluntarily disclosing this process. Only nine percent of the votes did not support our approach while sixteen percent of the votes abstained from a decision. The Company continues to take into consideration the annual advisory vote and commentary on executive compensation when making decisions regarding executive compensation.

Respectfully submitted,

TIAA Human Resources Committee

Sidney A. Ribeau, Chair
James R. Chambers
Edward M. Hundert
Dorothy K. Robinson
Kim M. Sharan
Ronald L. Thompson
Marta Tienda

Executive summary

This CD&A describes the Company's compensation program and 2016 compensation decisions for the named executive officers ("NEOs")—Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and the next three most highly compensated policy makers of the Company.

- Roger W. Ferguson, Jr., President and CEO
- Virginia M. Wilson, Senior Executive Vice President and CFO
- Ronald R. Pressman, Senior Executive Vice President and CEO, Institutional Financial Services
- Robert G. Leary, Senior Executive Vice President and CEO, Nuveen[1]
- Kathie J. Andrade, Senior Executive Vice President and CEO, Retail Financial Services

2016 company highlights

In 2016, TIAA achieved strong performance, growing the business, improving the customer experience and positioning the Company to achieve continued success in its next century and beyond. The Company made significant progress toward its long-term strategic goals. Key highlights include:

- TIAA maintained its remarkable financial strength, achieving historic highs in assets under management and administration ($981 billion) and net flows ($20.4 billion).
- In continued recognition of its stability, claims-paying ability and overall financial strength, TIAA remained one of just three U.S. insurers to hold the highest possible rating from three of the four leading insurance company rating agencies.
- For the fifth year in a row, the Company's asset management team won one of the industry's top honors—the Thomson Reuters Lipper Best Overall Large Fund Group based on risk-adjusted performance. TIAA is the first company ever to win this award five consecutive years—and Nuveen Investments' 2012 win extends the Company's winning streak to six consecutive years.[2]
- TIAA's core Institutional Financial Services business ended 2016 with significant growth, delivering revenue, results of operations and net flows results that beat their targets. The business attracted more than 261,000 new individual clients and received 34 "Best-in-Class" awards in a key industry benchmark—the 2016 Plan Sponsor DC Survey, whose results are determined by client feedback.
- TIAA's Retail Financial Services business delivered revenue, expense and results of operations that all exceeded their targets; the Individual Advisory Services business achieved a record-high level of sales.
- The Company's Nuveen[3] asset management business continued to post strong investment performance and solid financial results despite market volatility and challenging market conditions. The Company's investment products continued to perform well; 68% of Nuveen and TIAA mutual funds[4] received an overall Morningstar rating of 4 or 5 stars. Conversely, only 7% of

[1] Mr. Leary terminated employment on April 21, 2017.

[2] The Lipper Large Fund Award is given to the group with the lowest average decile ranking of three years' Consistent Return for eligible funds over the three-year period ended 11/30/12 (36 fund companies), 11/30/13 (48), 11/30/14 (48), 11/30/15 (37) and 11/30/16 (34) with at least five equity, five bond, or three mixed-asset portfolios. For the Mixed-Assets category, TIAA ranked against 39 and 36 fund families for the three-year period ended 11/30/15 and 11/30/16, respectively. Note these awards pertain to mutual funds within the TIAA-CREF group of mutual funds; other funds distributed by Nuveen Securities were not included. Past performance does not guarantee future results. Certain funds have fee waivers in effect. Without such waivers ratings could be lower. For current performance, rankings and prospectuses, please visit the Research and Performance section on **TIAA.org**. TIAA-CREF Individual & Institutional Services, LLC, Teachers Personal Investors Services, Inc., and Nuveen Securities, LLC, members FINRA and SIPC, distribute securities products. A detailed awards methodology can be found at http://excellence.thomsonreuters.com/award/lipper.

[3] The TIAA Global Asset Management name was changed to Nuveen on January 23, 2017.

[4] On an asset-weighted basis.

funds and accounts have less than a three-star rating, which speaks to the overall strength of the platform (50% 4 stars and 18% 5 stars), based on risk-adjusted returns as of December 31, 2016.

- TIAA paid $4.8 billion to retired clients in 2016, including more than 30,000 annuitants over the age of 90 and nearly 1,000 over the age of 100.
- As part of its continuing efforts to diversify and grow, the Company announced its agreement to acquire EverBank, a nationwide consumer and commercial bank, representing another step forward in its long-term strategy to ensure it remains strong and well-positioned to meet our customers' needs for generations to come.
- TIAA's brand launch in early 2016 delivered a new name, logo and customer experience, elevating the TIAA brand in the marketplace. The Company deployed an integrated, multi-channel campaign that successfully built awareness and drove new levels of engagement with customers.
- TIAA continued to focus on providing our clients with low-cost products; 99% of the Company's mutual funds and variable annuities have expense ratios below the median of their respective Morningstar categories.[1]
- For the fourth consecutive year, TIAA was named one of DiversityInc's Top 50 Companies for Diversity. It was also named one of the World's Most Ethical Companies by Ethisphere for the third year in a row.

Total reward philosophy

Compensation and benefits programs for the Company's employees are designed with the goal of providing remuneration that is fair, reasonable and competitive. The programs are intended to help the Company recruit, retain and motivate qualified employees and align their interests with those of the Company's participants by linking pay to long-term growth and profitability.

These programs are designed based on the following guiding principles:

Performance

The Company believes that the best way to align compensation with the interests of its participants is to link pay directly to individual, business area and Company performance, with a focus on sustained long-term financial performance.

Competitiveness

Compensation and benefits programs are intended to be competitive with those provided by companies with whom the Company competes for talent. In general, programs are considered competitive when they are targeted at the competitive median of these competitor companies.

Cost

Compensation and benefits programs are designed to be cost-effective and affordable, ensuring that the interests of the Company's participants are considered.

Consistency

These guiding principles are intended to apply consistently to all employees of the Company, regardless of their level. As such, other than the limited availability of a company car and driver for use by a limited number of senior executives, there are no special programs or perquisites available exclusively to the Company's senior executives. The Company believes that this is an important element in creating an environment of trust and teamwork that furthers the long-term interests of the organization.

[1] Based on Morningstar Direct (as of 12/31/16) expense comparisons by category, excluding Money Market products. Actual percentage is 99.38%. TIAA-CREF mutual funds and CREF variable annuity products are subject to various fees and expenses, including but not limited to management, administrative, and distribution fees; our variable annuity products have an additional mortality and expense risk charge.

Compensation program best practices

Our compensation program includes key features that align the interests of our employees with the interests of our participants. Moreover, the program deliberately excludes features that could hinder this critical alignment:

Best practices modeled in our program	Practices we do not engage in or allow
➢ Majority of senior executive compensation is performance-based	➢ No acceleration of long-term award vesting upon retirement or any other form of termination
➢ At least half of senior executives' performance-based pay tied to long-term goals of the Company	➢ No special or enhanced employee benefit plan arrangements for senior executives
➢ Pay-for-performance metrics directly aligned with key strategic and operational objectives	➢ No special or enhanced severance plan arrangements for senior executives
➢ Incentive plans designed to mitigate inappropriate or excessive risk-taking	➢ No change in control benefits
➢ Pay program grounded in market-based, competitive pay practices	➢ Except for limited use of a company car and driver, no executive perquisites provided
➢ Variable compensation directly tied to Company affordability metrics	
➢ Outstanding long-term incentive awards forfeited in the event of termination for cause	
➢ Participants' annual advisory vote and commentary are taken into consideration when making pay decisions	

Components of total rewards

The Company's total rewards package consists of direct compensation and Company-sponsored benefit plans. Each component is designed to achieve a specific purpose and to contribute to a total package that is appropriately performance-based, competitive, affordable to the Company and valued by the Company's employees.

Direct compensation program

The total direct compensation for Company employees (including our NEOs) is comprised of fixed (i.e., base salary) and variable compensation. Variable compensation is an incentive program designed to link pay with individual, business area and Company performance. By creating these links, the Company seeks to achieve its objective of having performance-based, cost-effective compensation programs that will attract, retain and motivate qualified employees while aligning their interests with those of the Company's participants.

Base salary

Base salary is determined with reference to competitive pay practices and is aligned with the individual's relative role and responsibilities.

Variable compensation

The Company's variable compensation is an incentive program that is designed to place a significant portion of an employee's total direct compensation at risk by linking it directly to performance. Each employee's aggregate variable compensation award is derived from the total direct compensation amount that is determined annually for each employee based on individual, business area and Company performance, and with reference to the competitive market. Variable compensation is equal to the difference between the total direct compensation amount and the employee's base salary rate. The variable compensation award is then split between an annual cash award and a Long-Term Performance Plan ("LTPP") award. The proportion of variable compensation that is awarded in the form of an LTPP award increases as an employee's total direct compensation increases. Our annual variable compensation process is designed to ensure that it does not create any risks that are reasonably likely to have a material impact on the Company. As part of this process, variable compensation awards are determined on a discretionary basis.

- **Annual cash award**

  Annual cash awards are lump-sum cash incentive payments tied to annual business goals. Payments are made at the end of February in the year following the relevant performance year. Individuals must be employed on the payment date in order to receive a payment.

- **LTPP award**

  The LTPP links employee compensation to the achievement of the Company's long-term business goals. LTPP awards align the interests of employees with those of participants and enable employees to participate in the long-term success of the enterprise. The plan also serves as a substitute for equity-based plans offered by most of the organizations with which the Company competes for talent. Awards under the LTPP are determined as dollar amounts and granted as units ("Performance Units") at the end of February in the year following the relevant performance year. Performance Units vest in full on the third anniversary of the grant date and are settled in cash upon vesting.

  The number of Performance Units granted and the value of the Performance Units at vesting are based on the Performance Unit value ("PUV") at grant and vesting (see below for a discussion of LTPP PUV determination).

  Performance Units are subject to forfeiture in the event of resignation or involuntary termination prior to the vesting date, unless the individual is at least 50 years old with 10 years of continuous service or 55 years old with 5 years of continuous service, or is eligible for severance benefits under the Company's severance plan. Performance Units under the LTPP will also be forfeited in the event of misconduct or other serious violation of Company policy by the recipient.

Employee benefit plans

The Company provides company-sponsored health, welfare and retirement plan benefits to employees. This benefits package is designed to assist employees in providing for their own financial security in a manner that recognizes individual needs and preferences. Employee benefits, in aggregate, are reviewed periodically to ensure that the plans and programs provided are generally competitive and cost-effective, and support the Company's human capital needs. Benefit levels are not directly tied to Company, business area or individual performance.

Health and welfare plans

The core health and welfare package includes medical, dental, vision, disability and basic group life insurance coverage. NEOs are eligible to participate in these benefits on the same basis as other Company employees.

Retirement and deferred compensation plans

The Company provides qualified and nonqualified retirement and deferred compensation benefits to employees.

- **Retirement Plan and Retirement Benefit Equalization Plan**

  The Retirement Plan is a tax-qualified defined contribution (money purchase) plan. The plan is intended to help provide for an employee's financial security in retirement through Company contributions of a percentage of base salary (which are based on the employee's age). NEOs participate in the Retirement Plan on the same basis as all other Company employees. Participation in the plan begins as soon as employees are hired. Contributions to the plan are directed by participating employees into select Company retirement annuities, mutual funds and other options.

The Retirement Benefit Equalization Plan is an unfunded, nonqualified plan that works together with the Retirement Plan to provide for an employee's financial security in retirement. This Plan covers those employees for whom contributions to the Retirement Plan are limited under federal tax law. The Company contributes an amount equal to the excess of what otherwise would have been provided under the Retirement Plan if those limits did not apply. Deferrals are credited to notional accounts until distribution. Participating employees may allocate credited amounts among notional investment options that generally match those under the Retirement Plan. The Company has set aside amounts that are invested in parallel to the notional investments to cover its obligations under this plan.

Benefits are payable under the Retirement Plan following termination of employment as elected by the participating employee under the plan. Benefits under the Retirement Benefit Equalization Plan are payable on the later of termination of employment or the participating employee's 60th birthday. All amounts deferred under the plans are fully vested after three years of service.

- **401(k) Plan and 401(k) Excess Plan**

  TIAA's Code Section 401(k) Plan ("401(k) Plan") provides employees the opportunity to save for retirement on a tax-favored basis. NEOs may elect to participate in the 401(k) Plan on the same basis as all other TIAA employees. The Company provides a matching contribution equal to 100% of the first 3% of the employee's base salary contributed to the 401(k) Plan. New employees are automatically enrolled in the plan with the option to opt out.

  Employees whose deferrals or matching contributions are subject to federal tax limits may defer additional amounts under the nonqualified 401(k) Excess Plan. Deferrals under this plan are credited to participating employees' notional accounts and may be allocated by employees to notional investment options that generally mirror those under the 401(k) Plan. As with the Retirement Benefit Equalization Plan, the Company has set aside amounts that are invested in parallel to the notional investments to cover its obligations under this plan.

  Benefits under the 401(k) Plan are generally payable following termination of employment as elected by the employee. Benefits under the 401(k) Excess Plan are paid at termination of employment. All employee contributions under the plans are fully vested at all times. The Company's matching contributions under the plans are fully vested after three years of service.

- **Voluntary Executive Deferred Compensation Plan**

  The Voluntary Executive Deferred Compensation Plan provides eligible employees, including our NEOs, the opportunity to defer all or a portion of their annual cash award and vested LTPP payout.

  Deferrals are credited to participating employees' notional accounts and may be allocated among notional investment options that generally match those under the Company's retirement plans. All amounts deferred under the plan are fully vested at all times. Payments under the plan may be made in a single lump sum or in annual installments. As with the other nonqualified deferred compensation plans, the Company has set aside amounts that are invested in parallel to the notional investments to cover its obligations under this plan.

Perquisites

The Company generally does not provide any perquisites to its NEOs. Currently, the CEO has limited access to the Company car and driver for business and personal use. The cost of the personal use of this benefit, if any, is shown in the Summary Compensation Table on page 20.

Independent consultant

Under the authority granted by its charter, the Committee engaged Semler Brossy Consulting Group LLC (“Semler Brossy”) as its independent compensation consultant. Consistent with best practices, Semler Brossy will not provide any services to management during its engagement with the Committee.

In carrying out its responsibilities, the Committee evaluates the information and recommendations put forth by management and its independent advisor in making its decisions regarding executive compensation. The Committee’s decisions are made with the objective of providing fair, equitable and performance-based compensation to senior executives in a manner that is affordable and cost-effective for the Company’s participants.

Establishing compensation levels

Total direct compensation levels (base salary, annual cash award, and LTPP award) are established based on several factors: Company, business area and individual performance, as well as competitive benchmarking. To ensure that pay is competitive with market practices, the Company conducts benchmarking analyses each year against a relevant competitive peer group.

In general, the Company considers our compensation to be competitive when it is targeted at the median pay levels of our peer group. When performance exceeds expectations, pay levels are likely to be above the competitive median. Conversely, when performance falls below expectations, pay levels are likely to fall below the competitive median.

Allocation of variable compensation

Based on the total funding available for variable compensation (which is discussed in detail below), the CEO, in consultation with the Senior Executive Vice President, Chief Human Resources Officer, allocates the aggregate variable compensation pool to the Company’s business and support areas based on their respective relative contributions to the Company’s overall performance, as determined in his discretion.

Determining individual compensation levels

Within the confines of the funding allocated to the respective area, individual variable compensation awards are determined discretionarily by managers on the basis of individual performance and in the context of market pay levels for a given position. Individual performance is measured through a formal annual performance evaluation process, which includes year-end performance assessments. Once the individual total direct compensation decisions have been made, the amount of variable compensation to be awarded as annual cash and LTPP awards is determined based on a formula that provides for a greater proportion of long-term incentives at higher levels of total direct compensation.

For the NEOs, the Company follows a similar decision-making process in determining appropriate pay levels. In order to ensure that there is sufficient alignment with the long-term success of the organization, the proportion of variable compensation awarded as long-term incentives is higher for the NEOs (at least fifty percent of variable compensation) than for other employees.

Chief Executive Officer (“CEO”)

Compensation for the CEO is approved by the Board following recommendation by the Committee. The Committee bases its determination on its assessment of the Company’s overall performance, the CEO’s individual contributions against the achievement of the corporate goals and other priorities agreed to by the Board and the CEO, and market competitive compensation packages for chief executive officers among firms in the asset management and insurance industries of similar size and complexity (i.e., multiple product lines and channels of distribution).

The comparator group used in the market competitive analysis consists of the following 16 companies (the "Peer Group"), which were selected based on being of similar size and complexity in the asset management and insurance industries:

Affiliated Managers Group	Invesco	Principal Financial
Ameriprise Financial	Legg Mason	Prudential Financial
Bank of NY Mellon	Lincoln National	T. Rowe Price
Charles Schwab	MassMutual Financial	Voya Financial
Franklin Resources	MetLife	
The Hartford Financial	Northern Trust	

The Peer Group was developed in 2014 based on recommendations from Semler Brossy, and no adjustments were made for the 2016 performance year.

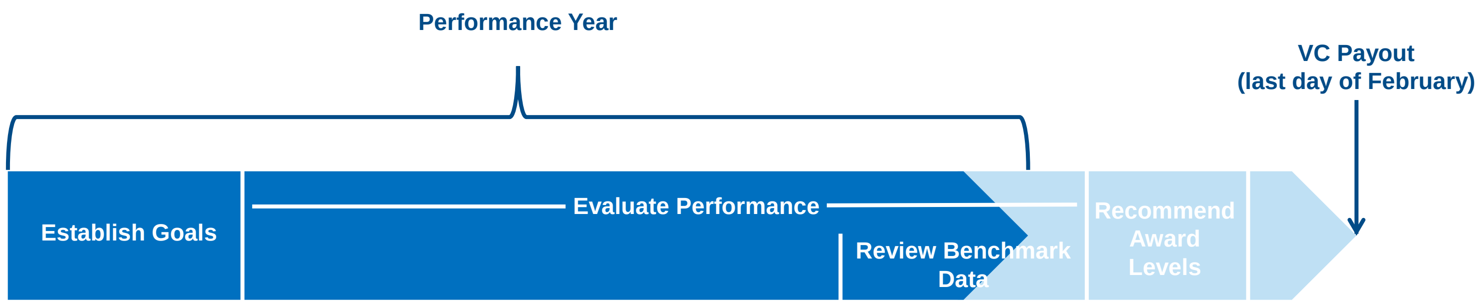
Senior Executive Vice Presidents

Compensation for Senior Executive Vice Presidents ("SEVPs"), including those that are NEOs, is approved by the Board (at the recommendation of the CEO and then the Committee).

Recommendations are based on the performance evaluations described above and with reference to competitive pay data of similarly sized asset management firms, insurance companies and/or mid-sized financial institutions, as applicable to each position. With reference to this appropriate market compensation data, the CEO develops recommendations based on the overall funding available for variable compensation and the SEVP's performance. Discretion is exercised in determining the overall total direct compensation to be awarded to the SEVP and the recommended variable compensation mix. At least one-half of the variable compensation awarded to SEVPs is delivered as LTPP awards.

The Company believes that the discretionary design of its variable compensation program supports its overall compensation objectives by allowing for significant differentiation of pay based on performance. Moreover, it provides the flexibility necessary to ensure that pay packages for the SEVPs are competitive relative to the external market, to link compensation to results that benefit the Company's participants, and to provide internal equity that appropriately reflects the contributions of each SEVP to the short and long-term success of the organization and to their efforts in reinforcing risk controls and the risk culture of the organization.

The key components of the annual decision-making process in recommending compensation levels for the SEVPs are as follows:



- **Establish goals:** Early in the performance year, identify appropriate performance measures and set targets that are used to evaluate SEVP performance when determining year-end total direct compensation.
- **Evaluate performance:** Throughout the performance year, assess SEVP performance against established goals and other relevant criteria, including managing appropriate risk aspects.

- **Review benchmark data:** Reference information gathered from compensation surveys conducted by independent, third-party compensation consulting firms.
- **Recommend award levels:** Propose total direct compensation amounts based on benchmark data and Company, business area and individual performance. The CEO's recommendations are subject to the review and approval of the Committee and the Board, who makes the final determination.

The key members of management who assist the CEO in determining compensation actions for the SEVPs are the Senior Executive Vice President, Chief Human Resources Officer (except with respect to his own compensation) and the Senior Vice President, Chief Talent and Rewards Officer.

Variable compensation funding

The Company's approach to determining appropriate annual variable compensation funding is intended to better drive the Company's business strategy, accurately reflect Company performance and balance the interests of our participants with those of our employees. It ensures that variable compensation continues to remain affordable, while providing payouts clearly aligned with actual performance and consistent with an acceptable risk profile.

The following table summarizes the process for developing the annual variable compensation pool:

Step	Action	Description
1	Preliminary variable compensation pool amount for the performance year is developed.	The preliminary pool is established each year based on the composition of the employee population for the performance year.
2	Performance adjustments are made to the preliminary pool to arrive at a recommended pool.	Adjustments are made based on an assessment of Company performance.
3	The recommended pool is tested for affordability against key financial metrics.	▪ Pre-dividend Results of Operations ▪ TIAA Assets ▪ Expense Ratio of CREF Accounts
4	The CEO provides the recommended pool to the Committee for approval.	The recommended pool is based on all of the factors described above.
5	The Committee reviews and recommends a funding level to the Board, which then reviews and provides final approval.	Assessment is made on the overall appropriateness of the recommendation to ensure a balance between the interests of employees and those of the participants.

Measuring performance

2016 Corporate Quality Scorecard

The Corporate Quality Scorecard ("CQS") is a key measure of the combined performance of TIAA and is one factor that impacts the variable compensation funding decision. Each year, the CQS is reviewed to ensure that its metrics, targets and scaling remain aligned to TIAA's goals and do not encourage inappropriate or excessive risk-taking. Revisions are made to these measures when necessary.

In order to align more closely with the Company's Vision 2020 strategic priorities and to align further with the interests of our participants, the Company redesigned the CQS in 2014 to contain fewer and more enterprise-wide oriented metrics. The 2016 CQS maintained the same metrics and relative weightings as were used in 2014 and 2015:

Metric	CQS weighting
Assets under management/Administration growth	20%
Pre-dividend results of operations vs. target	20%
Investment performance (3-year/5-year)	30%
Net promoter score	
▪ Individual	10%
▪ Institutional (plan sponsors)	10%
Rollover recapture rate	10%
Total	**100%**

Specific strategic objectives, performance measures and targets are established, and performance scales that translate results into CQS scores for each metric are set at the beginning of the year. The aggregate annual performance result is calculated based on the actual performance relative to the pre-established target and the weightings associated with each metric, and is a significant factor in determining the size of the variable compensation pool. The strategic objectives and measures are described below; however, specific targets are not disclosed for competitive reasons.

Assets Under Management/Administration ("AUM/A") Growth

This metric tracks the annual growth of all assets under management and administration by TIAA, including those funded by the Company's capital account. It captures both our absolute annual investment performance and our annual net client flow performance, before benefit payouts to participants. It provides an incentive to grow assets which leads to lower unit costs and increases participants' investment returns.

Pre-Dividend Results of Operations ("ROO") vs. Target

This metric assesses our overall results of operations (revenues minus expense) before any dividends paid to participants, relative to the annual ROO goal set at the beginning of the performance year. Dividends paid to participants have been removed from this calculation in order to insulate this metric from our annual dividend decision.

This metric reflects the organization's focus on bottom line value creation for our participants by incentivizing management to outperform the established ROO target. This is achieved by continuing to improve revenues that lead to both increased dividends to participants and superior financial strength, while thoughtfully managing expenses.

Investment Performance

This metric tracks the performance of a representative set of actively managed TIAA investment offerings relative to applicable benchmarks and comparable peers. Overall performance is measured as an equally weighted blend of three-year and five-year risk-adjusted performance. This metric is consistent with one of our participants' key objectives—generating superior investment returns while effectively managing risk.

Net Promoter Score

This component of the CQS measures how the Company is performing on behalf of its individual and institutional clients as measured by the Net Promoter Score, which indicates participant satisfaction. This metric aligns with core customer outcome measures—satisfaction, loyalty, retention, and acquisition of customers and market segments.

Rollover Recapture Rate

Rollover Recapture Rate measures the extent that participants reinvest their TIAA pension plan assets in other TIAA investment vehicles when they exercise fund transfers. This metric assesses how participants view the investment options offered by TIAA relative to those offered by our competitors.

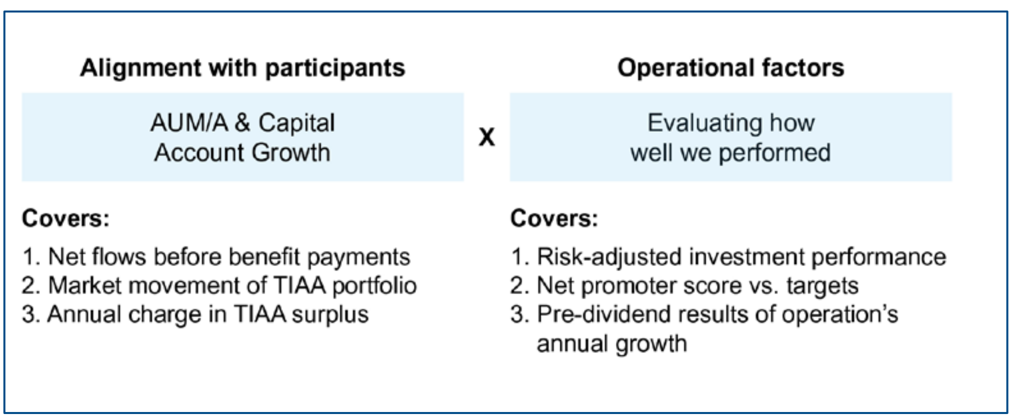
2016 LTPP Scorecard

The LTPP Scorecard is intended to align employee interests with those of our participants both in terms of our accomplishments and our performance. It also provides greater transparency for both participants and employees. The design, as illustrated below, provides a balanced solution that will enable the Company to attract and retain employees while aligning employees' interests with the long-term interests of our participants.

The LTPP Scorecard was designed specifically to balance financial results with prudent risk-taking in order to ensure that there is no incentive for employees to engage in unnecessary and excessive risk taking. The results are monitored each year to ensure that the design continues to properly manage inappropriate risk.

The results of the LTPP Scorecard determine the annual change to our PUV. The number of Performance Units granted and the value of the Performance Units at vesting are based on the PUV at grant and at vesting, respectively. Similar to 2015, the 2016 LTPP Scorecard was designed to align the value of LTPP units with TIAA's performance against the following key strategic and operational priorities:

- Grow TIAA's assets in a healthy and sustainable manner
- Maximize risk-adjusted investment performance on a relative basis
- Build and sustain high loyalty with participants
- Effectively manage cost for participants



AUM/A & TIAA Capital Account Growth

This combined metric measures the annual growth of all assets under management and administration by TIAA as well as the Company's Capital Account. The metric captures both our absolute annual investment performance and our annual net client flow performance, before benefit payouts to participants.

This metric is a key feature of our design because it provides an incentive to grow assets, which leads to more competitive pricing. This will increase participants' investment returns. The metric serves to align employee interests with our participants' investment experience by directly impacting LTPP PUV.

Evaluating company performance

This portion of the formula focuses on our operations and is based on three separate metrics:

- **Investment Performance**

  The intent is to align TIAA's investment strategy with outcomes. The calculation measures investment performance against benchmarks and applicable indices. This measure also is consistent with one of our participants' key objectives—generating superior investment returns on a risk-adjusted basis. It uses a similar calculation as used in the current CQS but is based on a five-year weighted average.
- **Net Promoter Score**

  This metric represents how our participants regard our products and services, which is an important factor regarding the long-term success of the franchise. The calculation measures the Net Promoter Score performance against targets.
- **Pre-Dividend ROO Growth**

  This metric underscores the importance of growing the Company in a healthy and sustainable manner by providing an incentive to grow net revenue while controlling operational expenses. Since capital gains and losses are reflected in TIAA's Capital Account (and included in the AUM/A Growth metric described above), they are excluded from this calculation. In addition, dividends paid to participants are excluded from this calculation in order to insulate this metric from our annual dividend decision.

Board discretion

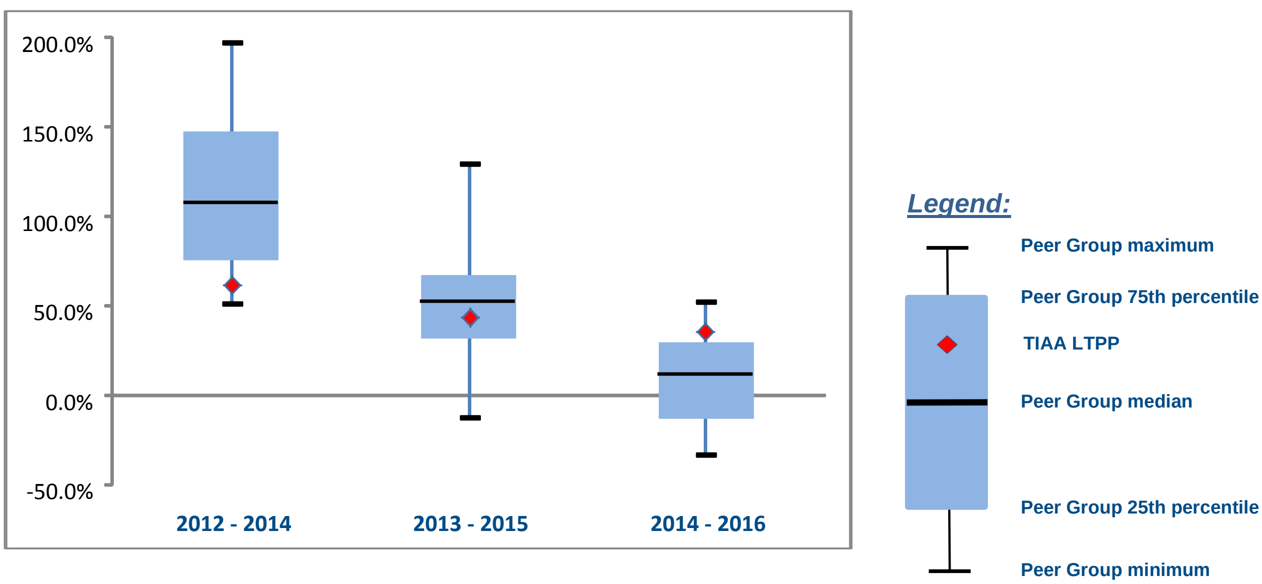
The Board retains overall discretion to adjust the annual LTPP PUV above or below the actual LTPP Scorecard results for such year, if necessary, to properly fulfill its responsibility to our participants to ensure payout levels are appropriate in light of all relevant considerations, such as organizational health, capital adequacy, cost effectiveness and any extraordinary external events or situations.

LTPP PUV

As with the CQS, specific strategic objectives, performance measures and targets are established, and performance scales that translate results into LTPP Scorecard scores for each metric are set at the beginning of the year. The aggregate annual performance result, called the LTPP Scorecard factor, is calculated based on the actual performance relative to the pre-established targets associated with each metric, and is used to determine the increase (or decrease) in LTPP PUV for the performance year.

For 2016, the LTPP Scorecard factor was 16.22%, driven by strong AUM/A growth and Investment Performance. Based on this result, the LTPP PUV as of December 31, 2016 was $2,708.61, an increase of 16.22% over the December 31, 2015 LTPP PUV of $2,330.59. The following chart shows the cumulative percentage change in LTPP PUV relative to the range of cumulative share price changes for the companies in our peer group for the three most recently completed award cycles (2012-2014, 2013-2015, and 2014-2016). As seen below, the change in PUV from award cycle to award cycle tends to be less volatile than the share price changes of our Peer Group.

Cumulative change in LTPP PUV relative to Peer Group Share Price



Performance highlights and compensation decisions for the named executive officers

The Company achieved strong performance in 2016 and made significant strides toward its long-term strategic goals, and the performance of our NEOs was critical to the Company's success. The following is a summary of the significant achievements of our NEOs that formed the basis of the 2016 compensation decisions:

Roger W. Ferguson, Jr., President and CEO

Responsibilities: Mr. Ferguson manages TIAA's business operations and its senior leadership. He is responsible for implementing and directing TIAA's strategy and serves as the primary liaison between TIAA's Boards and its management. He also plays a key role as brand ambassador for the Company.

2016 Performance Highlights:

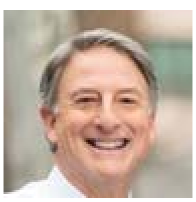
- Mr. Ferguson led TIAA in advancing toward its strategic goals, growing and diversifying its business, and expanding its ability to help clients meet their diverse financial needs.
- One of Mr. Ferguson's most important achievements was leading TIAA in maintaining its remarkable financial strength in the face of a challenging external environment. Assets under management and administration reached a record high of $981 billion, as did net flows, which were $20.4 billion. TIAA continued to receive the highest possible ratings from three of the four leading insurance company rating agencies—one of just three U.S. insurance companies to gain this recognition.
- Under his leadership, TIAA elevated its brand in the marketplace. The Company announced a new name, introduced a new website and customer experience, and deployed an integrated, multichannel campaign that successfully built awareness and drove new levels of engagement with customers.
- Mr. Ferguson played a key role in the negotiations leading up to TIAA's announcement of its intention to acquire EverBank. The acquisition marks another step forward in TIAA's long-term diversification and growth strategy to ensure it remains strong and well-positioned to meet customers' needs at all stages of their lives.
- He continued to champion the strengthening of TIAA's risk management culture with the goal of maintaining the high levels of trust TIAA has earned over nearly a century. For the third year, TIAA was named one of the World's Most Ethical Companies by Ethisphere.
- Mr. Ferguson continued to be TIAA's most visible brand ambassador in 2016. Throughout the year, he engaged in a number of personal appearances, media interviews, and podcasts, telling the story of how far TIAA has travelled on its journey to become a diversified, full-service financial services company. He also had more than 30 speaking opportunities, engaging with clients and key stakeholders on campuses, at conferences and in TIAA-hosted meetings.
- Mr. Ferguson also invested time in strengthening TIAA's relations with regulators at both the federal and state levels on a range of issues important to TIAA and its clients. He participated in a number of external activities important to TIAA's business and customers, continuing to serve as chairman of The Conference Board and on the American Academy of Arts and Sciences' Committee on the Future of Undergraduate Education.
- He continued to make diversity and inclusion a focus for TIAA, supporting the Company's efforts internally and representing them externally with clients and the public. The Company was recognized as a top company for diversity and inclusion by multiple external groups:
  - Top 50 Companies for Diversity, DiversityInc.
  - Best Companies for Diversity, Black Enterprise magazine
  - 100% Corporate Equality Index Rating for Support of LGBT Employees, The Human Rights Campaign
  - Best Companies for Latinas, Latina Style magazine
  - 100 Best Companies for Working Mothers, Working Mother magazine

Virginia M. Wilson, SEVP and CFO

Responsibilities: Ms. Wilson oversees TIAA's financial management and planning, actuarial, tax, accounting and financial reporting functions as well as corporate services and enterprise continuous improvement. She is responsible for strengthening financial processes, managing costs and maximizing the value of the Company's assets for the benefit of participants.

2016 Performance Highlights:

- Through her financial leadership and as a member of TIAA's executive leadership team, Ms. Wilson helped the Company maintain its remarkable financial strength in 2016 while further strengthening TIAA's relationship with various regulatory agencies. The Company surpassed its goals for results of operations and achieved record-high net flows.
- She successfully co-led an enterprise project that enhanced revenue by $800 million over 2015 and resulted in a productivity expense reduction of $200 million. Ms. Wilson led her team in delivering critical new technology projects supporting investment accounting and actuarial modeling systems.
- She guided new yield investment strategies within the General Account portfolio that contributed to the overall enhancement noted above, and she oversaw the optimization of tax posture that will yield positive gains over the coming years.
- Ms. Wilson played a key leadership role in TIAA's ongoing and successful mergers and acquisitions efforts, including the planned acquisition of EverBank, as well as establishing new-business operations and related corporate real estate deployments.
- Under Ms. Wilson's leadership, the firm's continuous improvement initiatives resulted in significant annualized cost savings and avoidance, and a continued expansion of the continuous improvement mindset across the enterprise through education and training of senior leaders and staff.
- Ms. Wilson is active in developing leaders within her groups and across the firm through her continuing work with TIAA's executive leadership training programs, the Alliance Employee Resource Group (focused on LGBT issues) and the Advance Employee Resource Group (focused on women's issues).



Ronald R. Pressman, SEVP and CEO, Institutional Financial Services

Responsibilities: Mr. Pressman oversees the Company's Institutional Financial Services business, which serves over 16,000 institutional clients and over 4 million individual clients, with $516 billion in assets under management. The Institutional Financial Services offer includes retirement plan management services, endowment and foundation services through Kaspick and Covariance, and retirement health solutions. Also under Mr. Pressman's leadership is the TIAA Institute, TIAA's think tank across the markets served by Institutional Financial Services, a competitive differentiator that delivers original research and a network of scholars who provide thought leadership and award programs.

2016 Performance Highlights:

- Under Mr. Pressman's leadership, the Institutional Financial Services business surpassed its financial targets related to results of operations, revenue and net flows. Additionally, as a result of disciplined expense management throughout his organization, the business held expenses flat (for the third year in a row) as volumes grew.
- Due to Mr. Pressman's strategic focus on growth and product positioning, Institutional Financial Services had a record-breaking year, winning more than 80% of business opportunities for sole and master recordkeeping services with major higher education institutions nationwide and adding over a quarter-million new participants.

- Mr. Pressman led Institutional Financial Services in leveraging the power of TIAA's new brand to more proactively promote the value of TIAA's flagship annuity products in a clear, simple and modern way. These efforts highlight the products' benefits and their long track record of success—underscoring their value as a default option on retirement plan menus.
- Mr. Pressman championed efforts to simplify operations for participants, which resulted in increases in several customer-loyalty, customer-service and satisfaction measurements, exceeding expectations and industry benchmarks.
- Mr. Pressman continues to champion diversity and inclusion within the Institutional Financial Services business and across the company. He serves as an executive sponsor of TIAA's Young Professional Employee Resource Group, and under his guidance, the business launched a new entry-level internship and associate program to continue to attract diverse Millennial talent.

Robert G. Leary, SEVP and CEO, Nuveen

Responsibilities: Mr. Leary oversaw the Company's asset management business, now known as Nuveen. With $882 billion in assets under management and administration, the organization and its affiliated firms offer strategies across the full range of traditional and alternative asset classes, investment styles and capitalization ranges for both institutional and individual investors. Mr. Leary was responsible for all aspects of the business, which includes a dozen affiliated investment boutiques.

2016 Performance Highlights:

- The Company's investment products continued to perform well in 2016; 68% of TIAA's mutual funds[1] received an overall Morningstar rating of 4 or 5 stars. Conversely, only 7% of funds and accounts have less than a three-star rating, which speaks to the overall strength of the platform (50% 4 stars and 18% 5 stars), based on risk-adjusted returns as of December 31, 2016.
- Strong investment performance, including outperformance of our fixed income and private equity portfolios, allowed TIAA to exceed the targeted General Account Gross Earned rate.
- For the fifth year in a row, the Company's asset management team won one of the industry's top honors—the Thomson Reuters Lipper Best Overall Large Fund Group based on risk-adjusted performance. TIAA is the first company ever to win this award five consecutive years—and Nuveen Investments' 2012 win extends the Company's winning streak to six consecutive years.
- Under Mr. Leary's leadership, the asset management organization surpassed financial targets related to results of operations, net flows and expenses. As a result, cash distributions to TIAA were well ahead of target. In this period, Nuveen's non-affiliated organic growth rate was among the highest in the industry.
- Mr. Leary also improved collaboration with TIAA's Institutional Financial Services and Retail Financial Services businesses to achieve enterprise objectives. This included actively meeting with key institutional clients and leading enterprise-wide efforts on reputational risk, crisis management and subsidiary governance.
- Mr. Leary continued to champion diversity and inclusion, serving as an executive sponsor of the enterprise-wide diversity & inclusion efforts and of the Our Corps Employee Resource Group (focused on active military members, veterans, and their families).

[1] On an asset-weighted basis.

Kathie J. Andrade, SEVP and CEO, Retail Financial Services

Responsibilities: In May 2016, Ms. Andrade was named CEO of TIAA's Retail Financial Services business, which helps more than 5 million individual customers manage their finances and achieve their financial goals. Her organization offers customized financial advice and a broad set of savings and investment solutions, including education savings, life insurance and banking services. It encompasses TIAA's Direct-to-Consumer channel, Individual Advisory Services, Retail Investment Products, TIAA Services Broker Dealer, TIAA Life Insurance and the TIAA Trust Company, FSB. Ms. Andrade was named Chairman of the TIAA Trust Company's Board of Directors in May 2016.

2016 Performance Highlights:

- Under Ms. Andrade's leadership and oversight, Retail Financial Services delivered revenue, expense, and results of operations results that all exceeded their targets; the Individual Advisory Services business achieved a record-high level of sales.
- She also led the analysis, negotiation and ultimately, the agreement to acquire EverBank Financial Corporation, which will significantly enhance TIAA's banking capabilities with the deal expected to close during the first half of 2017.
- Ms. Andrade also spearheaded the deployment of a number of new digital capabilities (i.e. digital managed account), new product enhancements (including the launch of TIAA's donor-advised fund, TIAA Charitable) and customer-service initiatives that streamlined costs, enabled the organization to increase the scale of its capabilities more efficiently and improved the overall experience for TIAA's retail customers.
- Ms. Andrade was named one American Banker's 25 Most Powerful Women in Finance for the second year in a row.

2016 compensation decisions

Total direct compensation decisions were made for each NEO based on individual performance, the overall performance of the Company and with reference to the compensation paid to comparable market peers. In order to align NEO pay with Company performance and the experience of our participants, the majority of our NEOs' compensation is in the form of performance-based variable compensation. Further, to ensure that compensation is linked to the achievement of our participants' long-term financial goals, at least half of the variable compensation award made to each NEO, is in the form of LTPP awards.

2016 performance year total direct compensation

For greater transparency regarding salary and variable compensation directly attributable to the current performance year, the Company has adopted a practice of showing actual compensation awarded for the current year. While the Summary Compensation Table on page 20 shows compensation for the NEOs as provided for under the SEC disclosure rules, it does not fully reflect the compensation decisions made for the 2016 performance year—The Summary Compensation Table lists prior-year LTPP awards that were paid out in 2016 rather than the value of the LTPP award granted for the 2016 performance year. The following table details the total direct compensation decisions made for our NEOs in 2016 compared to 2015.

Name and Principal Position	Year	Salary[1] ($)	Annual Cash Award[2] ($)	Annual LTPP Award[3] ($)	Total Direct Compensation ($)	One-Time Award[4] ($)	Total Direct Compensation including One-Time Award ($)
Roger W. Ferguson, Jr.	2016	1,000,000	6,152,000	9,228,000	16,380,000	-	16,380,000
President and CEO	2015	1,000,000	5,900,000	8,850,000	15,750,000	-	15,750,000
	% Change	*0.0%*	*4.3%*	*4.3%*	*4.0%*		*4.0%*
Virginia M. Wilson	2016	550,000	2,175,000	2,175,000	4,900,000	-	4,900,000
Senior Executive Vice President and CFO	2015	500,000	2,100,000	2,100,000	4,700,000	-	4,700,000
	% Change	*10.0%*	*3.6%*	*3.6%*	*4.3%*		*4.3%*
Ronald R. Pressman	2016	750,000	2,875,000	2,875,000	6,500,000	-	6,500,000
Senior Executive Vice President and CEO, Institutional Financial Services	2015	750,000	2,750,000	2,750,000	6,250,000	1,520,000	7,770,000
	% Change	*0.0%*	*4.5%*	*4.5%*	*4.0%*		*-16.3%*
Robert G. Leary	2016	600,000	2,950,000	2,950,000	6,500,000	-	6,500,000
Senior Executive Vice President and CEO, Nuveen	2015	600,000	2,825,000	2,825,000	6,250,000	-	6,250,000
	% Change	*0.0%*	*4.4%*	*4.4%*	*4.0%*		*4.0%*
Kathie J. Andrade[5] Senior Executive Vice President and CEO, Retail Financial Services	2016	550,000	1,775,000	1,775,000	4,100,000	-	4,100,000
	% Change	*N/A*	*N/A*	*N/A*	*N/A*		*N/A*

[1] The amounts shown represent the annual base salary for the respective year.

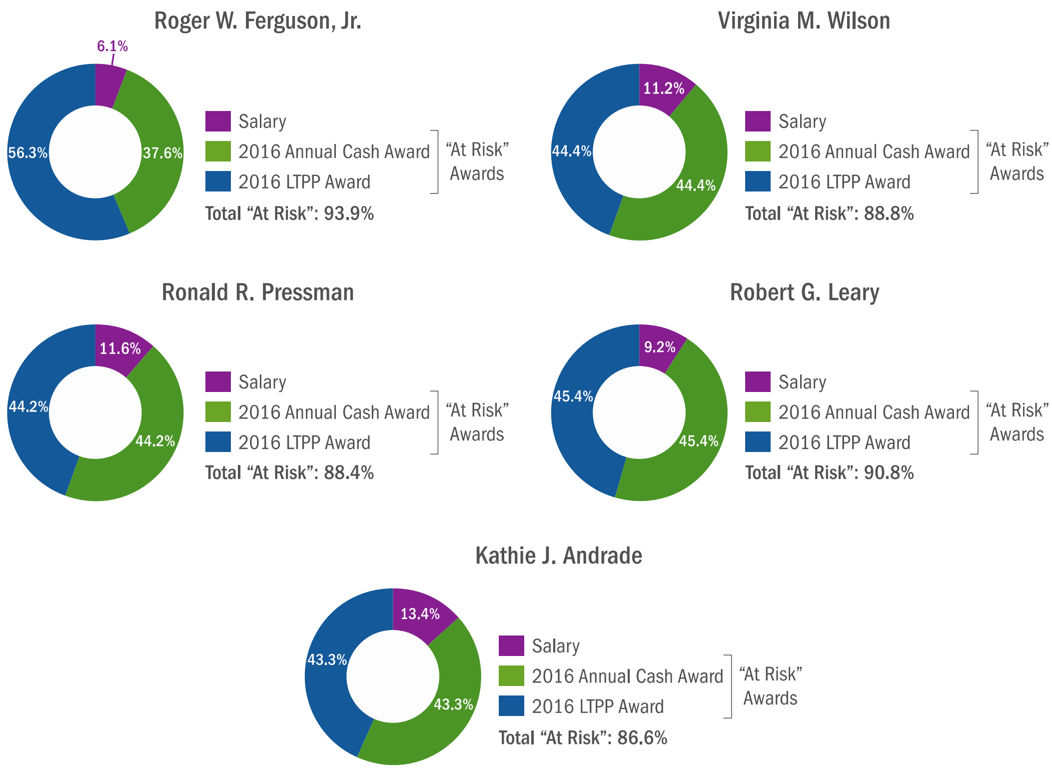
[2] The amounts shown represent the annual cash award earned for the respective performance year and paid in the following February under the Company's annual cash award program.

[3] The amounts shown represent the LTPP awards for the respective performance year and granted in the following February under the LTPP.

[4] Mr. Pressman received a one-time LTPP award for 2015 in consideration of his service as the Company's Chief Operating Officer through September 2015.

[5] Ms. Andrade was promoted to CEO, Retail Financial Services in May 2016.

The charts below, set forth for each NEO, the percentage of each component of 2016 performance year total direct compensation that is variable or “at risk,” subject to individual and Company performance:



Employment agreements

Roger W. Ferguson, Jr.

Mr. Ferguson entered into an amended and restated employment agreement with the Company on September 13, 2012. The agreement has an indefinite term. Mr. Ferguson’s base salary will not be less than $1,000,000 per year. Mr. Ferguson is eligible for an annual cash award and LTPP award in the sole discretion of the Board and in accordance with the Company's compensation philosophy, based on corporate and individual performance and competitive pay information.

The Company has not entered into employment agreements with any other NEO.

Executive compensation—Compensation tables and supplemental information

Summary compensation table

The following table provides information concerning the total compensation received by our NEOs in fiscal 2016 and in the two previous fiscal years.

Name and Principal Position	Year	Salary[1] ($)	Bonus[2] ($)	Non-Stock Incentive Plan Compensation[3] ($)	All other compensation[4] ($)	Total ($)
Roger W. Ferguson, Jr.	2016	1,000,000	6,152,000	11,149,059	155,000	18,456,059
President and CEO	2015	1,000,000	5,900,000	10,910,557	154,622	17,965,179
	2014	1,000,000	5,900,000	7,276,880	167,593	14,344,473
Virginia M. Wilson	2016	550,000	2,175,000	2,215,518	83,879	5,024,397
Senior Executive Vice President and CFO	2015	500,000	2,100,000	2,222,521	74,334	4,896,855
	2014	500,000	1,950,000	865,566	415,330	3,730,896
Ronald R. Pressman	2016	750,000	2,875,000	4,466,771	116,250	8,208,021
Senior Executive Vice President and CEO,	2015	750,000	2,750,000	--	109,409	3,609,409
Institutional Financial Services	2014	750,000	3,725,000	--	116,250	4,591,250
Robert G. Leary[5]	2016	600,000	2,950,000	--	91,269	3,641,269
Senior Executive Vice President and CEO,	2015	600,000	2,825,000	--	84,706	3,509,706
Nuveen	2014	600,000	2,700,000	--	84,000	3,384,000
Kathie J. Andrade[6]	2016	536,731	1,775,000	911,221	83,193	3,306,145
Senior Executive Vice President and CEO, Retail Financial Services						

[1] The amounts shown represent the actual base salary paid for the year.

[2] The amounts shown represent the annual cash award earned with respect to each performance year listed, payable in the following year under the Company's annual cash award program.

[3] The amounts shown represent LTPP payouts made during each performance year listed for LTPP awards that vested in that year. Payout amounts are based on the PUV as of preceding December 31.

[4] The amounts shown include Company contributions made to the Retirement Plan and 401(k) Plan on behalf of the NEOs ($34,250, $34,250, $34,250, $34,250 and $34,250 in 2016 for Mr. Ferguson, Ms. Wilson, Mr. Pressman, Mr. Leary, and Ms. Andrade, respectively), and the Retirement Benefit Equalization Plan and 401(k) Excess Plan on behalf of the NEOs ($120,750, $49,629, $82,000, $57,019 and $48,943 in 2016 for Mr. Ferguson, Ms. Wilson, Mr. Pressman, Mr. Leary, and Ms. Andrade, respectively). For Mr. Ferguson, this also includes amounts related to personal use of the Company car and driver, if any (none in 2016 or 2015). For Ms. Wilson, this also includes a $337,830 make-whole payment in 2014 for an issue related to her deferred compensation account.

[5] Mr. Leary terminated employment on April 21, 2017.

[6] Ms. Andrade was promoted to CEO, Retail Financial Services in May 2016.

2016 grants of plan-based awards[1]

2016 awards under the LTPP were granted to NEOs on February 29, 2016 for the three-year performance period beginning January 1, 2016 and ending December 31, 2018. These grants, as shown in the table below, were based on each recipient's 2015 annual performance. The number of units awarded was calculated by dividing each long-term award by the LTPP PUV as of December 31, 2015 of $2,330.5920.

Awards granted in February 2016 vest and are distributable in February 2019. NEOs may further defer vested LTPP awards under the Voluntary Executive Deferred Compensation Plan.

Name and Principal Position	Grant Date	Non-Stock Incentive Plan Awards[2] (# of units)	Grant Date Value[3] ($)
Roger W. Ferguson Jr. President and CEO	February 27, 2016	3,797.3184	8,850,000
Virginia M. Wilson Senior Executive Vice President and CFO	February 27, 2016	901.0586	2,100,000
Ronald R. Pressman Senior Executive Vice President and CEO, Institutional Financial Services	February 27, 2016	1,832.1525	4,270,000
Robert G. Leary Senior Executive Vice President and CEO, Nuveen	February 27, 2016	1,212.1384	2,825,000
Kathie J. Andrade Senior Executive Vice President and CEO, Retail Financial Services	February 27, 2016	429.0755	1,000,000

[1] Awards shown on this table were made with respect to 2015 performance, including the one-time award granted to Mr. Pressman in consideration of his service as the Company's Chief Operating Officer through September 2015. The awards will not pay out until 2019, and are not reflected in the Summary compensation table.

[2] The award units listed are Performance Units under the LTPP. The number of units awarded was determined based on Company, business area and individual performance for 2015. The total value of the Performance Units that will be realized by the NEO will depend on the Company's performance during the performance period (January 1, 2016 through December 31, 2018).

[3] There are no established threshold, target or maximum payout amounts for LTPP awards. The payout amount at vesting will be determined by LTPP Scorecard results over the vesting period.

Outstanding performance-based awards

As of fiscal year ended December 31, 2016

The table below shows the current value of unvested performance units awarded to each NEO under the Company's LTPP. As described above, in order to achieve the Company's objective of aligning pay with performance, a significant portion of NEO compensation is linked to the future success of the organization. The awards detailed on the following table reflect all unvested units awarded through December 31, 2016.

Name and Principal Position	Unvested Units as of 12/31/2015[1] (#, $)	Units Vesting During 2016[1] (#, $)	Units Awarded in 2016[1] (#, $)	Unvested Units as of 12/31/2016[2,3] (#, $)
Roger W. Ferguson Jr. President and CEO	14,131.4833 $32,934,722	4,783.7884 $11,149,059	3,797.3184 $8,850,000	13,145.0134 $35,604,767
Virginia M. Wilson Senior Executive Vice President and CFO	3,228.5771 $7,524,496	950.6246 $2,215,518	901.0586 $2,100,000	3,179.0112 $8,610,714
Ronald R. Pressman Senior Executive Vice President and CEO, Institutional Financial Services	5,244.1002 $12,221,858	1,916.5821 $4,466,771	1,832.1525 $4,270,000	5,159.6706 $13,975,556
Robert G. Leary Senior Executive Vice President and CEO, Nuveen	3,091.5574 $7,205,159	-- --	1,212.1384 $2,825,000	4,303.6958 $11,657,051
Kathie J. Andrade Senior Executive Vice President and CEO, Retail Financial Services	1,181.7371 $2,754,147	390.9826 $911,221	429.0755 $1,000,000	1,219.8300 $3,304,049

[1] The aggregate value of units that were unvested through December 31, 2015, or became vested or were awarded during 2016, are calculated based on the December 31, 2015 performance unit value of $2,330.5920.

[2] The aggregate value of unvested units as of December 31, 2016 is calculated based on the December 31, 2016 performance unit value of $2,708.6140.

[3] As described on page 5, all outstanding Performance Units are subject to forfeiture.

Nonqualified defined contribution and other deferred compensation plans

As of fiscal year ended December 31, 2016

The amounts in the table below result from the NEOs' participation in the following plans: Retirement Benefit Equalization Plan ("Equalization Plan"), 401(k) Excess Plan ("Excess Plan") and Voluntary Executive Deferred Compensation Plan ("VEDCP").

Name and Principal Position	Plan	Aggregate Beginning Balance Jan 1, 2016 ($)	Executive Contributions in Last FY[1]	Company Contributions in Last FY[2]	Aggregate Earnings in Last FY ($)	Aggregate Withdrawals / Distributions ($)	Aggregate Balance at Dec 31, 2016[3]
Roger W. Ferguson Jr.	Equalization Plan	1,053,706	-	98,700	(17,442)	-	1,134,963
President and CEO	Excess Plan	349,210	22,050	22,050	(5,811)	-	387,499
	VEDCP	35,125,658	-	-	3,383,323	-	38,508,981
Virginia M. Wilson	Equalization Plan	187,890	-	41,344	12,587	-	241,821
Senior Executive Vice President and	Excess Plan	770,059	138,077	8,285	52,610	-	969,030
CFO	VEDCP	6,938,598	3,265,518	-	764,716	-	10,968,832
Ronald R. Pressman	Equalization Plan	273,113	-	67,450	20,637	-	361,200
Senior Executive Vice President and	Excess Plan	128,976	14,550	14,550	9,914	-	167,991
CEO, Institutional Financial Services	VEDCP	-	5,000,000	-	602,949	-	5,602,949
Robert G. Leary	Equalization Plan	90,596	-	46,969	2,573	-	140,138
Senior Executive Vice President and	Excess Plan	48,365	10,050	10,050	1,347	-	69,812
CEO, Nuveen	VEDCP	-	-	-	-	-	-
Kathie J. Andrade	Equalization Plan	75,865	-	40,791	8,352	-	125,009
Senior Executive Vice President and	Excess Plan	36,749	8,152	8,152	3,039	-	56,092
CEO, Retail Financial Services	VEDCP	1,528,615	-	-	111,741	-	1,640,356

[1] NEO contributions consist of amounts deferred by the NEOs into the Excess Plan and VEDCP. The amounts included above related to the NEOs' contributions to the Excess plan, and $2,215,518 and $3,500,000 of the contributions Ms. Wilson and Mr. Pressman made to the VEDCP, respectively, are also included for the 2016 performance year in the Summary compensation table.

[2] Company contributions consist of Company-provided credit to the Equalization Plan and the Excess Plan on behalf of the NEOs. These amounts are also included for the 2016 performance year under "All Other Compensation" in the Summary compensation table.

[3] Balances include NEO and Company contributions that have previously been reported in the Summary compensation table for prior performance years:

- Mr. Ferguson: $24,971,957
- Ms. Wilson: $8,239,905
- Mr. Pressman: $1,854,529
- Mr. Leary: $124,173
- Ms. Andrade: $0

Payments and benefits triggered by termination

The amount of compensation (if any) that is payable to the NEOs upon termination of employment depends on the nature and circumstances under which employment is ended.

Severance plan eligible termination of employment

All NEOs are eligible for severance benefits under the TIAA 2004 Severance Plan ("Severance Plan") on the same terms as applicable to all Company employees. Employees who have their employment terminated involuntarily because their positions are eliminated or relocated, or their job duties change due to Company reorganization, may qualify for severance benefits under the Severance Plan. Benefits under the Severance Plan include a payment equal to a number of weeks of base salary based on salary level and years of service (up to a maximum of 52 weeks), a prorated portion of the eligible employee's prior-year annual cash award, and (for those that elect to participate) Company subsidized healthcare coverage under COBRA during the severance benefit period. Furthermore, any outstanding performance units awarded under the LTPP will continue to vest in accordance with the original vesting schedule applicable to the awards. Severance benefits are contingent on the employee signing a release agreement with such other terms as determined by the Company.

Resignation

If a NEO voluntarily resigns from the Company, no annual cash award is payable and no amounts under the LTPP will be payable unless the NEO meets the retirement requirements under that plan at the time of termination. The NEO may be entitled to receive benefits from the Retirement Plan, the Retirement Benefit Equalization Plan, the 401(k) Plan and the 401(k) Excess Plan to the extent those benefits have been earned under the provisions of the respective plan and he or she has met the vesting requirements. In addition, the NEO would be entitled to receive any amounts deferred (and the earnings thereon) under the Voluntary Executive Deferred Compensation Plan. However, if it is determined that the NEO violated Company policy after resignation of employment, all outstanding LTPP awards will be forfeited regardless of whether the NEO qualifies for retirement under that plan.

Termination by the Company not meeting severance plan eligibility

If a NEO's employment is involuntarily terminated by the Company under circumstances that do not meet the eligibility provisions of the Severance Plan, the NEO is entitled to the same payments described above in the event of a resignation.

Change in control

The Company has no post-employment compensation programs designed to provide benefits upon the change in control of the Company. In addition, none of the Company's compensation and benefit plans contain provisions for payments in connection with a change in control. As such, no separate column is shown for this category on the Payments and Benefits Triggered by Termination Table on page 26.

Discussion of potential payments triggered by termination

The values set forth on the Payments and Benefits Triggered by Termination Table on page 26, specify the additional compensation that would have been payable to each of the NEOs if employment had been terminated as of December 31, 2016 under various scenarios (generally corresponding to those described above).

The amounts specified in the table on page 26 are exclusive of any compensation that was vested as of the termination date, including any vested NEO or Company contributions to our various retirement programs. These amounts are not listed in the table.

The NEOs are generally eligible for benefits under the Severance Plan in the event of an applicable termination. With respect to payments shown for “Severance Plan Eligible” terminations:

- Amounts listed under “Severance” reflect the portion of the Severance Plan benefit that is based on salary level and years of service;
- Amounts listed under “Annual Cash Award” reflect pro rata payment of any unpaid bonus based on date of termination; and
- Amounts listed under “Vesting of Previously Granted LTPP Awards” represent the value of previously granted LTPP awards held by the NEOs as of December 31, 2016, that become vested due to the termination and which would otherwise have been forfeited upon termination of employment (other than due to death or disability).

In the event of termination due to death or disability, all previously granted LTPP awards held as of December 31, 2016, would vest in accordance with LTPP as listed in the “Vesting of Previously Granted LTPP Awards” column.

Payments and benefits triggered by termination

As of December 31, 2016 (except as otherwise noted)

Name and Reason for Termination	Vesting of previously granted LTPP Awards[1,4] ($)	Salary[2] ($)	Annual Cash Award[3] ($)	TOTAL ($)
Roger W. Ferguson, Jr.				
By Executive - Voluntary Resignation	--	--	--	--
By TIAA - Severance Plan Eligible	--	615,385	4,425,000	5,040,385
By TIAA - Not Severance Eligible	--	--	--	--
Death	--	--	--	--
Disability	--	--	--	--
Virginia M. Wilson				
By Executive - Voluntary Resignation	--	--	--	--
By TIAA - Severance Plan Eligible	--	253,846	1,575,000	1,828,846
By TIAA - Not Severance Eligible	--	--	--	--
Death	--	--	--	--
Disability	--	--	--	--
Ronald R. Pressman				
By Executive - Voluntary Resignation	--	--	--	--
By TIAA - Severance Plan Eligible	13,975,556	230,769	2,062,500	16,268,825
By TIAA - Not Severance Eligible	--	--	--	--
Death	13,975,556	--	--	13,975,556
Disability	13,975,556	--	--	13,975,556
Robert G. Leary[5]				
By Executive - Voluntary Resignation	--	--	--	--
By TIAA - Severance Plan Eligible	N/A	N/A	N/A	N/A
By TIAA - Not Severance Eligible	N/A	N/A	N/A	N/A
Death	N/A	N/A	N/A	N/A
Disability	N/A	N/A	N/A	N/A
Kathie J. Andrade				
By Executive - Voluntary Resignation	--	--	--	--
By TIAA - Severance Plan Eligible	--	338,462	750,000	1,088,462
By TIAA - Not Severance Eligible	--	--	--	--
Death	--	--	--	--
Disability	--	--	--	--

[1] "Vesting of Previously Granted LTPP Awards" reflects the value of previously granted LTPP awards held by the NEOs that are payable following a termination that is (a) Severance Plan eligible or (b) not Severance Plan eligible (not including misconduct), in each case, pursuant to the terms of the LTPP, and which otherwise would have been forfeited upon termination of employment. These values corresponding to Severance Plan eligible terminations represent the unvested portion of LTPP Awards previously granted during the period of 2014– 2016 and are not increased due to termination.

[2] "Severance—Salary" reflects the portion of the amounts payable under the Severance Plan that are based on each NEO's years of service and salary level.

[3] "Severance—Annual Cash Award" reflects the pro-rated annual cash award payable under the Severance Plan based on 75% of the prior annual cash award paid in February 2016.

[4] Under the terms of the LTPP, due to Mr. Ferguson, Ms. Wilson, and Ms. Andrade meeting certain age and years of service thresholds, they are eligible to continue vesting in their outstanding LTPP units following a voluntary termination of employment from the Company. As of December 31, 2016, Mr. Ferguson's, Ms. Wilson's, and Ms. Andrade's outstanding LTPP units had values of $35,604,767, $8,610,714 and $3,304,049, respectively.

[5] Mr. Leary voluntarily resigned from the Company on April 21, 2017. Mr. Leary did not receive any severance payments in connection with his termination of employment and all outstanding LTPP awards were forfeited.

TIAA Human Resources Committee processes and procedures

The Committee is a standing committee of the Board, established to provide oversight of the Company's compensation programs and human resources policies. The Committee's authority, structure and responsibilities are set forth in its charter (available on the Company's website at "Committee Charters").

Scope of authority

The Committee's specific responsibilities include the following:

- Recommending the annual election of the Chief Executive Officer ("CEO"), President, Chief Financial Officer and the other executive and principal officers to the Board for approval
- Reviewing the annual goals for the CEO; evaluating the performance of the CEO against those objectives; and, after considering comparative data and other relevant information, recommending the CEO's annual compensation to the Board for approval
- After considering the advice of the CEO and other relevant information as appropriate, such as comparative data and performance evaluations, recommending to the Board for approval the compensation for (1) the other executive and principal officers of the Company, (2) any salaried employee of the Company if the compensation to be paid to such employee is equal to, or greater than, the compensation received by any executive or principal officer of the Company and (3) any senior executive of the Company's operating subsidiaries as the Board may require from time to time
- Appointing officers other than executive and principal officers and recommending the compensation of other appointed officers to the Board for approval
- Reviewing the compensation (including incentive and severance), pension and benefit policies and plans that relate to employees of the Company and its operating subsidiaries
- Ensuring that management has established appropriate incentives that appropriately balance risk and reward and that integrate risk management and compliance objectives into the management goals and compensation structures across the organization
- Approving the annual TIAA report on executive compensation
- Periodically reviewing policies adopted by management to manage the risks associated with human capital
- Periodically reviewing the Company's recruitment, development, promotion and retention programs
- Periodically reviewing the composition of the Company's workforce in terms of diversity and equal opportunity
- Annually reviewing employee memberships on outside boards in accordance with the Company's Policy on Participation on Outside Boards of Directors

Role of management

Management's role in the process of determining the amount and/or form of compensation is described in detail in the CD&A. The key elements of management's role are to develop and recommend an overall compensation philosophy, propose detailed plans and programs that constitute the organization's compensation and benefits package, propose appropriate performance measures and targets to be used to establish overall and individual compensation levels, and compile competitive benchmark data to assess the Company's programs against the competitive labor market.

Trustee compensation

Program overview

Compensation for Trustees of the Company is designed to align pay with the interests of the Company's participants and to attract individuals who have the required background, experience, and functional expertise to provide strategic direction and oversight to the Company. Trustee compensation is recommended by the Company's Nominating and Governance Committee in consultation with an independent compensation consultant and approved by the Board. Compensation levels are benchmarked against comparable companies in the insurance, asset management and diversified financial services industries. The components of compensation consist of a combination of current cash compensation and long-term deferred compensation. The long-term component is designed to align the interests of Trustees with those of participants by linking the value of the long-term award to many of the same investment options provided to participants.

Trustees may elect to defer up to 100% of their fees under a voluntary nonqualified deferred compensation plan. They also receive automatic contributions from the Company into a long-term compensation plan. Amounts under both plans may be allocated by the Trustee to notional investments whose performance results parallel that of the options in the Company's qualified employee retirement plans. The actual value of these accounts may increase or decrease depending on the investment performance of the corresponding notional investments. Trustee members receive no preferential earning opportunity on their deferred compensation balances. As is the case with our employee Voluntary Executive Deferred Compensation Plan, all earnings are based on market rates.

Compensation tables and supplemental information

The following tables and supplemental information provide details regarding the compensation of the Trustees of the Company.

Components of trustee compensation

Compensation component	2016
Basic Annual Retainer	$90,000
Long-Term Compensation Plan Award	$130,000
Audit Committee Chair Annual Retainer	$20,000
Other Committee Chair Annual Retainer	$15,000
Per Meeting Fee[1]	See below
Audit Committee Annual Meeting Retainer	$26,000
Human Resources Committee Annual Meeting Retainer	$26,000
Executive Committee Annual Meeting Retainer	$5,000
Other Committee Annual Meeting Retainer	$21,000
TIAA Chairman Annual Retainer	$250,000

[1] Trustees are not ordinarily paid separate fees for attending Board and Committee meetings. However, meeting fees, in the amount of $2,000 per meeting, are paid to Trustees (excluding the Chair) under the following circumstances only: ad hoc committee meetings; requests to attend committee meetings of which they are not a member; and requests to attend meetings of other affiliated boards. Chair retainers are also paid for ad hoc committee work, the amount of which depends on the nature and extent of committee work entailed.

Trustee compensation table

For the fiscal year ending December 31, 2016

Name	Tenure[1]	Fees Paid in Cash or Deferred ($)[2]	Long-term Deferred Compensation ($)[3]	Earnings on Deferred Compensation ($)[4]	Total ($)
Jeffrey R. Brown	2009	183,000	130,000	108,630	421,630
James R. Chambers	2015	163,000	130,000	39,165	332,165
Lisa W. Hess[5,6]	2009	212,000	180,000	181,966	573,966
Edward M. Hundert	2005	167,167	130,000	100,929	398,096
Lawrence H. Linden	2011	158,000	130,000	164,153	452,153
Maureen O'Hara	2009	178,000	130,000	168,389	476,389
Donald K. Peterson[5]	2004	248,000	180,000	296,315	724,315
Sidney A. Ribeau	2004	178,000	130,000	146,725	454,725
Dorothy K. Robinson[5]	2007	207,000	180,000	251,654	638,654
Kim M. Sharan	2015	158,000	130,000	14,345	302,345
David L. Shedlarz[5]	2007	241,000	180,000	58,642	479,642
Ronald L. Thompson	1995	413,000	130,000	230,868	773,868
Marta Tienda	2005	157,000	130,000	125,790	412,790

1 Tenure reflects the year in which service as a Trustee began.

2 These amounts include fees earned during the fiscal year that were either paid in cash or voluntarily deferred at the election of the Trustee.

3 These amounts reflect awards made under the long term compensation plan in 2016.

4 These amounts represent earnings on cumulative amounts that have been voluntarily deferred by the Trustee and/or awarded under the Long-Term Compensation Plan through December 31, 2016.

5 In addition to their service on the TIAA Board of Trustees, Messrs. Peterson and Shedlarz, and Mses. Hess and Robinson, serve on the TIAA-CREF Trust Company, FSB (“FSB”) Board. Each of these individuals received an annual retainer of $50,000 and received a long-term deferred compensation award of $50,000 in 2016 for their service on the FSB Board. These amounts, along with associated earnings, are included in the table above.

6 In addition to her service on the TIAA Board and the FSB Board, Ms. Hess also serves on the Board of Covariance Capital Management, Inc. (a subsidiary of TIAA). For her services in 2016, Ms. Hess received an annual cash retainer of $25,000, which is included in the table above.

Board and Committee meetings

For the fiscal year ended December 31, 2016

Board/Committee	Committee members	Number of meetings
Board of Trustees		11
Nominating & Governance Committee	Edward M. Hundert , Chair (as of July 15, 2016) Sidney A. Ribeau Kim M. Sharan David L. Shedlarz Ronald L. Thompson	6
Audit Committee	Jeffrey R. Brown, Chair James R. Chambers Lisa W. Hess Lawrence H. Linden Maureen O'Hara Donald K. Peterson	6
Human Resources Committee	Sidney A. Ribeau, Chair James R. Chambers Edward M. Hundert Dorothy K. Robinson Kim M. Sharan Ronald L. Thompson Marta Tienda	6
Corporate Governance & Social Responsibility Committee	Marta Tienda, Chair James R. Chambers Edward M. Hundert Sidney A. Ribeau	5
Investment Committee	David L. Shedlarz, Chair Jeffrey R. Brown Lisa W. Hess Lawrence H. Linden Maureen O'Hara Donald K. Peterson	4
Executive Committee	Ronald L. Thompson, Chair Jeffrey R. Brown Roger W. Ferguson, Jr. Edward M. Hundert (as of July 15, 2016) Donald K. Peterson Sidney A. Ribeau David L. Shedlarz Marta Tienda	0

Board/Committee	Committee members	Number of meetings
Risk and Compliance Committee	Donald K. Peterson, Chair Jeffrey R. Brown Roger W. Ferguson, Jr. Lawrence H. Linden Maureen O'Hara Dorothy K. Robinson Kim M. Sharan David L. Shedlarz Ronald L. Thompson	4
Real Estate Account Special Subcommittee	David L. Shedlarz, Chair Jeffrey R. Brown Lisa W. Hess Maureen O'Hara Donald K. Peterson	2

Trustee deferred compensation balances and earnings

As of the fiscal year ended December 31, 2016

The Company believes that more contextual information is needed to fully understand the earnings amounts disclosed in the "Earnings on Deferred Compensation" column of the Trustee compensation table. As a result, an additional table has been provided below—the Trustee deferred compensation balances and earnings table. This table provides information on the underlying deferred compensation balances that generated the earnings reported in the Trustee compensation table.

Name	Tenure[1]	2016 Beginning Balance ($)[2]	All Amounts Deferred in 2016 ($)[3]	2016 Earnings on Deferred Compensation ($)[4]	Total Deferred Compensation Balance ($)[5]
Jeffrey R. Brown	2009	1,049,128	130,000	108,630	1,287,758
James R. Chambers	2015	218,645	293,000	39,165	550,810
Lisa W. Hess[6]	2009	2,248,705	367,000	181,966	2,797,671
Edward M. Hundert	2005	1,610,687	130,000	100,929	1,841,616
Lawrence H. Linden	2011	2,024,251	288,000	164,153	2,476,403
Maureen O'Hara	2009	2,270,001	308,000	168,389	2,746,390
Donald K. Peterson[6]	2004	3,530,065	428,000	296,315	4,254,380
Sidney A. Ribeau	2004	2,954,795	130,000	146,725	3,231,519
Dorothy K. Robinson[6]	2007	2,974,761	180,000	251,654	3,406,416
Kim M. Sharan	2015	10,845	130,000	14,345	155,190
David L. Shedlarz[6]	2007	1,544,200	180,000	58,642	1,782,842
Ronald L. Thompson	1995	2,096,355	130,000	230,868	2,457,222
Marta Tienda	2005	1,970,412	287,000	125,790	2,383,202

[1] Tenure reflects the year in which service as a Trustee began.

[2] The amounts shown are December 31, 2015 cumulative year-end balances.

[3] The amounts shown reflect all amounts voluntarily deferred as well as amounts deferred under the Long-Term Compensation Plan in 2016.

[4] The amounts shown reflect earnings in 2016 on amounts voluntarily deferred and/or awarded under the Long-Term Compensation Plan.

[5] The amounts shown reflect cumulative balances as of December 31, 2016.

[6] In addition to their service on the TIAA Board, Messrs. Peterson and Shedlarz, and Mses. Hess and Robinson, serve on the FSB Board. The amounts shown above include deferred amounts related to these individuals' service on the FSB Board.