
**College Retirement Equities Fund (“CREF”)/TIAA Separate Account VA-1 (“VA-1”)
(collectively, the “Accounts”)**

Finance Committees Charter

Effective January 1, 2024

I. Purpose

The Finance Committees (collectively, the “Committee”) are standing committees of the Board of Trustees of CREF and the Management Committee of VA-1 (collectively, the “Board”), established to perform certain oversight and other functions for the Board, to the extent permissible under applicable laws, with respect to certain financial and other matters of the Accounts. This charter, which was approved by the Board, constitutes a statement of the Committee’s authority, structure, and responsibilities.

II. Responsibilities

The Committee’s responsibilities (which may also be conducted by the Board) include:

- A. Assist the Board in overseeing the processes and methodologies used to determine expense allocations charged to CREF and its Accounts. The Committee may also review other expense allocation processes and methodologies not specific to CREF as the Board may from time to time request.
- B. Assist the Board in its annual review of the Accounts’ expense ratios, including its review of expenses allocated to CREF under the key service agreements between CREF and Teachers Insurance and Annuity Association of America.
- C. Review quarterly and year-end CREF expense adjustments.
- D. Review CREF 12b-1 plan expenditures.
- E. Review arrangements with custodians and depositories, including global custodians and foreign custody manager, and fund accountants and administrators, if any.
- F. Review securities lending activities and the securities lending program.
- G. Prior to Board approval, review the rationale for, and terms of, any revolving credit facility, certain borrowing under any revolving credit facility, and any proposed changes to the Guidelines for Allocation of the Revolving Credit Facility.

- H. Prior to Board approval, review fidelity bond and other insurance arrangements and the related allocation of costs among the Accounts and any other jointly insured parties.
- I. Perform such other functions and have such other powers as may be necessary or appropriate in the efficient and lawful discharge of the responsibilities provided in this charter or as delegated to the Committee by the Board.

III. Membership and Organization

- A. All Trustees of the Accounts who are not “interested persons,” as that term is defined by the 1940 Act, will serve as members of the Committee, subject to individual Trustee removal or replacement, for any reason at any time, by a majority vote of the Board.
- B. The Committee may delegate any portion of its authority to a subcommittee or subcommittees consisting of its members.
- C. The Committee Chair shall be appointed by the Board after receipt of the recommendation of the Board’s Nominating and Governance Committee.
- D. The Committee shall review and reassess this charter as it deems appropriate; however, changes will only be made following recommendation of the Nominating and Governance Committee and approval of the Board.

IV. Meetings

- A. The Committee typically will meet at least four times per year.
- B. The Chair of the Committee or a majority of the Committee’s members may call a special meeting of the Committee upon due notice to the Corporate Secretary and each other member at least 48 hours prior to the meeting, or more promptly if the majority of the members of the Committee waive such advance notice.
- C. A majority of members of the Committee shall constitute a quorum.
- D. A majority of the members present in person or by telephone/videoconference (or other communications facilities that permit all persons participating in the meeting to hear or communicate with each other simultaneously) shall decide any question brought before the Committee.
- E. The Committee shall keep minutes of its meetings and regularly submit approved minutes of its meetings to the Board.

V. Advisors

The Committee shall have the authority, at the expense of the Accounts, to retain such independent accountants, lawyers, consultants or other advisors as they deem appropriate to assist and advise the Committee in connection with its responsibilities or any investigations.

The Committee shall also have the right, upon request, to meet privately, in a separate executive session, with any other person as desired by the Committee. The Committee may also request that any such person meet with any member(s) of, or consultant(s) to, the Committee.

VI. Committee's Self-Evaluation

The Committee shall perform a self-evaluation annually. Such evaluation may be conducted in connection with the Board's annual self-evaluation.

As amended: December 17, 2024