

TIAA CORPORATE GOVERNANCE AND SOCIAL RESPONSIBILITY COMMITTEE CHARTER

Amended as of September 17, 2020

1. Purpose

The TIAA Corporate Governance and Social Responsibility Committee (“Committee”) is a standing committee of the Board of Trustees (“Board”) of Teachers Insurance and Annuity Association of America (“TIAA” or “Company”), established to assist the Board in fulfilling its oversight responsibilities with respect to the TIAA enterprise responsible investing program (“Responsible Investing Program”) and related matters.

2. Responsibilities

The Committee’s responsibilities include:

- Overseeing the Responsible Investing Program, including environmental, social and governance (“ESG”) integration efforts, impact investing and key engagement activities;
- Reviewing the TIAA Policy Statement on Responsible Investing and any amendments thereto and recommending approval to the Board;
- Assessing the Company’s practices against the ESG policies and principles the Company establishes for its portfolio companies;
- Monitoring current and emerging ESG developments, issues and trends that may impact the Responsible Investing Program and strategy, and reporting to the Board as necessary;
- Reviewing voting guidelines for TIAA Investments on proxy proposals consistent with the Policy Statement and recommending approval to the Board;
- Overseeing TIAA’s communication strategy related to the Responsible Investing Program, ESG and related matters;
- Consulting with management , as deemed appropriate, on comments regarding proposals of Congress, the Securities and Exchange Commission and other organizations on ESG issues;
- Consulting with management, as deemed appropriate, on ESG issues that may affect the business, operations and/or interests of TIAA; and

- Attending to such other matters as the Board may from time to time determine.

3. Membership and Organization

- The Committee shall consist of at least four members, all of whom shall be independent as that term is defined by the Listing Standards of the New York Stock Exchange and the rules defined by the New York State Department of Financial Services.
- The Board may appoint members for a period shorter than one year to fill vacancies.
- The Committee may delegate its authority to one or more subcommittee(s) consisting of its members.
- The members of the Committee shall be appointed by the Board each year and shall serve one year terms or until their successors are elected and qualified.
- The Committee shall review periodically the adequacy of this charter and make recommendations for changes to the Nominating and Governance Committee.

4. Coordination with Certain Other Board Committees and Management

- In addition to the Committee's responsibility for assessing the Company's practices against the ESG policies and principles the Company establishes for its portfolio companies, other committees of the TIAA Board, such as the Human Resources Committee and the Nominating and Governance Committee, also exercise direct oversight over aspects of the Company's ESG activities. The Committee shall coordinate with such committees of the Board, as appropriate, and management, to help ensure that such committees have the information necessary to fulfill their respective oversight duties and responsibilities.

5. Meetings

- The Committee shall meet at least two times per year.
- The Chair of the Committee 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, which notice may be waived.
- A majority of members shall constitute a quorum.
- A majority of the members present shall decide any question brought before the Committee.

- The Committee shall inform the Board of the significant actions taken or issues discussed at its meetings.

6. Advisors

- The Committee shall have authority, at the expense of the Company, to retain such independent accountants, lawyers or other advisors as it shall deem appropriate without prior management approval.

7. Performance Review

- The Committee shall conduct a self-evaluation annually and report on its evaluation to the Nominating and Governance Committee.

The Corporate Governance and Social Responsibility Committee's responsibilities and powers as delegated by the Board are set forth in this charter. The Committee relies to a significant extent on information and advice provided by management and independent advisors. Whenever the Committee takes action, it exercises its independent judgment on an informed basis that the action is in the best interests of the Company.