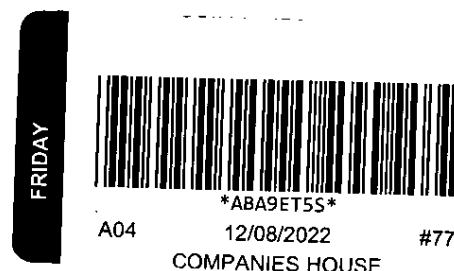


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To The Directors of Nuveen Group Holdings Limited

From Group Finance

Date 23 February 2022

## Section 479A audit exemption for qualifying subsidiary company: members' agreement to exemption

A form of consent by the members of the subsidiary company to comply with the requirement under section 479A(2)(a) of the Companies Act 2006 that all members of the company agree to the audit exemption for the relevant financial year in accordance with sections 479A to 479C of the Companies Act 2006.

UK OM (LP3) (GP) Limited  
201 Bishopsgate  
London  
EC2M 3BN  
06605608

Date: 23 February 2022

Dear Sirs,

**Agreement of the member of UK OM (LP3) (GP) Limited (registered with company number 06605608) (Company) to the audit exemption under section 479A of the Companies Act 2006.**

We, being the sole member of the Company unanimously agree, for the purposes of section 479A(2)(a) of the Companies Act 2006, to the Company adopting the exemption from audit under section 479A of the Companies Act 2006 for the financial year ending 31 March 2022.

We further confirm that the company UK OM (LP3) (GP) Limited has received guarantee from TIAA International Holdings 2 Limited as a parent company granting the guarantee to being liable for the subsidiary's outstanding liabilities.

Signed by Michael Sales for and on behalf of  
Nuveen Group Holdings Limited

DocuSigned by:  
*Michael Sales*  
2AB93D8C860F40C.....

Signed by Michael Sales for and on behalf of  
UK OM (LP3) (GP) Limited

DocuSigned by:  
*Michael Sales*  
2AB330AC860F40C.....

Date

21 March 2022