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REAL ESTATE

Memo

Sensitivity: none

To: The Directors of Nuvveen Group Holdings Limited
From: Group Finance
Date: 16/04/2020

Section 394C and 448C exemption for preparing and filing financial statements for a dormant subsidiary: members' agreement to exemption

A form of consent by the members of the subsidiary company to comply with the requirement under section 394C and 448C of the Companies Act 2006 that all members of the company agree to the exemption for preparing and filing financial statements for the relevant financial year in accordance with sections 394A to 394C and 448A to 448C of the Companies Act 2006 respectively.

Nuvveen Operations Limited
201 Bishopsgate
London
EC2M 3BN
09084229
Date: 16/04/2020

Dear Sirs,

Agreement of the member of Nuvveen Operations Limited (registered with company number 09084229) (Company) to the exemption for preparing and filing financial statements for a dormant subsidiary under section 394A and 448A respectively of the Companies Act 2006.

We, being the sole member of the Company unanimously agree, for the purposes of section 379A(2)(a) and 448A(2)(a) of the Companies Act 2006, to the Company adopting the exemption from preparing and filing financial statements under section 394A and 448A of the Companies Act 2006 for the financial year ending 31 December 2019. In addition, the company Nuvveen Operations Limited is entitled to exemption from audit under section 480 of the Companies Act 2006.

We further confirm that the company Nuvveen Operations 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 Colin Throssell for and on behalf of
Nuvveen Group Holdings Limited

Signed by Nigel Bartram for and on behalf of
Nuvveen Operations Limited

Date

DocuSigned by:
Colin Throssell
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Nigel Bartram
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