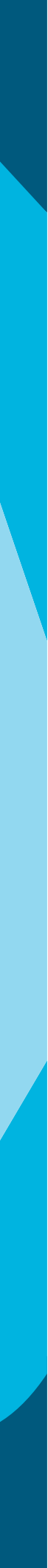


TIAA Charitable® Program Guidelines: Program Circular



TIAA Charitable Program Guidelines: Program Circular

Overview of activities

TIAA Charitable, Inc.¹ (“TIAA Charitable”) is a public charity established to encourage and promote philanthropy and charitable giving by helping individuals make the most of their acts of generosity. In furtherance of its mission, TIAA Charitable administers donor-advised funds (“Giving Funds”). Donors may make irrevocable contributions to a Giving Fund at TIAA Charitable while retaining the philanthropic rewards of charitable giving in an advisory capacity and minimizing ongoing administrative responsibilities. Contributions to a Giving Fund can qualify for an immediate tax deduction to the fullest extent permitted by law.²

This Program Circular provides an overview of the policies, procedures and benefits associated with creating and maintaining a Giving Fund with TIAA Charitable. Each Giving Fund is subject to the terms and conditions of TIAA Charitable’s certificate of incorporation, bylaws, this Program Circular and other internal guidelines and procedures, as may be in effect from time to time. The Board of Directors of TIAA Charitable reserves the right to modify these governing materials and the Giving Fund program from time to time in accordance with its policies and procedures, in its sole discretion.

Once received, contributions to TIAA Charitable are irrevocable and subject to the exclusive legal control of TIAA Charitable. To encourage ongoing charitable activities, TIAA Charitable allows donors to recommend that their irrevocable contributions be allocated among specified investment strategies until a later date, when donors may choose to recommend that the funds be distributed by TIAA Charitable to eligible grantees.

Establishing a TIAA Charitable Giving Fund

Individuals, families, trusts, estates, corporations and other entities are eligible to open a TIAA Charitable Giving Fund. To establish a Giving Fund, interested parties must complete an application and make an initial contribution to TIAA Charitable of \$5,000 or more. Applications may be obtained and completed online at tiaacharitable.org.

When completing an application, donors will be asked to provide a name for the Giving Fund. The Giving Fund may be named after the donor (e.g., the “John Doe Giving Fund”), the donor’s family (e.g., the “Doe Family Charitable Giving Fund”), a friend or family member, an area of interest, or a name with personal significance. Giving Fund names are subject to review and approval by TIAA Charitable. Unless anonymity is requested when making a grant recommendation, the Giving Fund name will be included in TIAA Charitable’s correspondence with organizations that receive grants from the Giving Fund.

Donors

Up to six donors may be associated with a Giving Fund, and all donors share equal rights and privileges. All donors may contribute to a Giving Fund, recommend investment allocations, and appoint donors and successors. Donors also serve as Grant Advisors, with full privileges to recommend grants and name charitable beneficiaries (see note).³ Giving Fund correspondence will be available online or mailed to the address(es) on record as applicable. All donors must be over the age of 18.

Donors can also authorize advisors—such as financial advisors, accountants, attorneys or other third-party individuals—to have access to their Giving Fund. To the extent duly authorized by the donor(s), advisors or other third-party individuals will be permitted to act on behalf of the donor(s) in limited capacities.

¹ TIAA Charitable, Inc. has been recognized by the Internal Revenue Service as a tax-exempt public charity under Sections 501(c)(3) and 170(b)(1)(A)(vi) of the Internal Revenue Code of 1986, as amended (the “Code”).

² The information herein is intended for general informational purposes only. The information is not intended to be used and should not be relied upon for legal or tax advice. TIAA Charitable cannot and does not provide legal or tax advice. The information herein is not intended to be used and cannot be used for the purpose of avoiding tax penalties under the Internal Revenue Code. The information provided herein relates to taxes at the federal level only.

³ Removal of any donor requires the notarized signature of the donor being removed. Please call TIAA Charitable at **800-392-4420** to request a Donor Removal Form.

Contributions

To establish a TIAA Charitable Giving Fund, the donor(s) must submit a completed application and an initial contribution of \$5,000 or more. Additional contributions may be made at any time, but no additional contributions are required. The minimum permissible additional contribution amount is \$250.

TIAA Charitable accepts contributions of cash, publicly traded securities and certain complex assets which may include real estate, C-corp stock, LLC and Limited partnership interests, life insurance policies, patents, royalties and copyrights. Cash contributions must be in U.S. dollars and delivered by check or electronic transfer. TIAA Charitable will not accept contributions of foreign currency or certain cash-like monetary instruments, including treasurer's checks, bank drafts, traveler's checks, or postal or other types of money orders. TIAA Charitable does not accept contributions by credit card.

For contributions of publicly traded securities, please complete and submit an online form or contact TIAA Charitable to obtain transfer instructions and forms. Once a contribution of publicly traded securities is accepted, TIAA Charitable expects to sell the shares. Generally, the contributed shares will be sold as soon as possible, but the timing of such sales will be determined by TIAA Charitable in accordance with its policies and procedures in its sole discretion. The net proceeds from the sale of contributed publicly traded securities will be credited to and reflected in the asset value of the Giving Fund after TIAA Charitable has received the proceeds from the sale of the contribution. The net proceeds will be allocated pursuant to the applicable investment strategy(ies). Donors may not impose restrictions or conditions on amounts contributed to their Giving Fund.

For contributions of complex assets, please contact us at **800-392-4420**.

All contributions are subject to review and approval by TIAA Charitable. If a contribution is not accepted, the donor will be notified promptly, and the contribution will

be returned as soon as possible. If accepted, contributions are irrevocable, nonrefundable and subject to the exclusive legal control of TIAA Charitable.

Third-party contributions

In addition to donors, third parties are also permitted to make charitable contributions to the Program for allocation to a Giving Fund and may be eligible to take a tax deduction for their contributions. All contributions must meet the criteria outlined in this Program Circular. Please note that third-party contributors will not have any Giving Fund authority or privileges (including the ability to recommend grants or investment allocation) with respect to such contributions. For more information on third-party contributors/contributions, please contact a TIAA Charitable representative.

Confirmation of contributions

Once a contribution is accepted and received, TIAA Charitable will provide the individual making the contribution with a confirmation letter sent by mail acknowledging the contribution, as required by law. A copy of this acknowledgment will also be available online. For contributions of cash, the letter will include the amount of cash contributed and the date the check was postmarked (if mailed) or dated (for online bill pay) or received at TIAA Charitable (for any other method). For contributions of publicly traded securities, the letter will include the security name, the number of shares contributed and the date the security was received at TIAA Charitable. Confirmation letters should be read carefully. Any errors must be reported immediately to TIAA Charitable.

Contribution confirmation letters serve as receipts for contributors. Contributors should keep these letters with their tax records for the year in which the contribution was made. Before claiming a tax deduction for any contribution to TIAA Charitable, donors should consult with their tax or legal advisors. Additionally, donors will receive notification of third-party contributions; however, such notification is for informational purposes only.

Investment strategies⁴

Contributions to TIAA Charitable will be invested pursuant to one or more of several available investment strategies. The guiding philosophy of TIAA Charitable's investment management is to promote the prudent stewardship of TIAA Charitable's assets. The investment strategies are broadly diversified across asset classes based on time horizons, risk tolerances and other criteria, and are managed through TIAA's dedicated investment arm, Nuveen, a global asset manager dedicated to helping clients achieve their investment goals.

Donors may recommend investment allocation across the available strategies, selecting among five Broad Market strategies, five Socially Responsible Investment ("SRI") strategies and nine Flex strategies. The Broad Market options offer asset allocation target-risk strategies that are each designed to align with a profile. The SRI options offer allocations comprised of a varying blend of a socially responsible equity fund and a socially responsible bond fund that are designed to align with the same profiles. The Flex strategies offer nine options that are currently comprised of allocations to an international equity fund, international equity index fund, growth and income fund, social choice low carbon equity fund, equity index fund, bond index fund, bond fund, short-term bond fund, and a money market fund.

Investment strategy descriptions are provided for each investment option to provide information and help identify the level of risk and investment characteristics that may align with various giving objectives. Donors who wish to recommend investments across these strategies may do so through a mix and match approach.

Donors may recommend investment allocation changes, which are subject to approval by TIAA Charitable. TIAA Charitable reserves the right to decline recommendations if they become excessively frequent, if they cause unnecessary expense, or for any reason.

All mutual fund options in the following tables and described in further detail below are made available in the Institutional Share Class option. The mutual funds available for investment recommendation are subject to varying fees and expenses, which may change and impact the daily net asset value (NAV) of the mutual fund. The annual expense charge may also include fees for the underlying funds. In general, lifestyle funds indirectly bear their pro rata share of the fees and expenses incurred by the underlying funds. Please refer to each fund's current prospectus for a detailed description of all fees and expenses and additional information. Prospectuses are available at tiaa charitable.org.

⁴ Consider the investment objectives, risks, charges and expenses carefully. Go to tiaa charitable.org for fund prospectuses that contain this and other information. Read carefully. Please note that equity investing involves market risk. Investments in fixed-income securities are not guaranteed and are subject to interest rate, inflation and credit risks. Investments in foreign securities are subject to special risks, including currency fluctuation, and political and economic instability. Investments in socially responsible funds are subject to social criteria risk, namely the risk that because social criteria exclude securities of certain issuers for nonfinancial reasons, investors may forgo some market opportunities available to those that don't use these criteria.

Choose a Broad Market or Socially Responsible option for a simplified approach to investing your contributions. All options are made available in the Institutional Share Class.



| | | | | | |
|-------------------------------------|---|---|---|---|--|
| Broad Market options | Lifestyle Income | Lifestyle Conservative | Lifestyle Moderate | Lifestyle Growth | Lifestyle Aggressive |
| Underlying funds | TIAA-CREF Lifestyle Income (TSITX) | TIAA-CREF Lifestyle Conservative (TCSIX) | TIAA-CREF Lifestyle Moderate (TSIMX) | TIAA-CREF Lifestyle Growth (TSGGX) | TIAA-CREF Lifestyle Aggressive Growth (TSAIX) |
| Socially Responsible options | Social Choice Income | Social Choice Conservative | Social Choice Moderate | Social Choice Growth | Social Choice Aggressive |
| Underlying funds | 20% TIAA-CREF Social Choice Equity (TISCX); 80% TIAA-CREF Social Choice Bond (TSBIX) | 40% TIAA-CREF Social Choice Equity (TISCX); 60% TIAA-CREF Social Choice Bond (TSBIX) | 60% TIAA-CREF Social Choice Equity (TISCX); 40% TIAA-CREF Social Choice Bond (TSBIX) | 80% TIAA-CREF Social Choice Equity (TISCX); 20% TIAA-CREF Social Choice Bond (TSBIX) | 95% TIAA-CREF Social Choice Equity (TISCX); 5% TIAA-CREF Social Choice Bond (TSBIX) |

Choose from a selection of investment options across the risk spectrum to create your preferred investment mix. All options are made available in the Institutional Share Class.



| | | | | | | | |
|---------------------|-------------------------------|---|-----------------------------------|------------------------------|---|-----------------------------------|--------------------------------------|
| Flex options | Actively managed funds | TIAA-CREF Money Market (TCIXX) ⁵ | TIAA-CREF Short-Term Bond (TISIX) | TIAA-CREF Bond (TIBDX) | TIAA-CREF Social Choice Low Carbon Equity (TNWCX) | TIAA-CREF Growth & Income (TIGRX) | TIAA-CREF Intl Equity (TIIEIX) |
| | Index funds | | | TIAA-CREF Bond Index (TBIIX) | TIAA-CREF Equity Index (TIEIX) | | TIAA-CREF Intl Equity Index (TCIEIX) |

Broad Market investment strategies

Broad Market investment strategies are available in the form of multi-asset lifestyle funds that target five progressively increasing risk levels ranging from conservative to aggressive. Each Broad Market strategy is intended to provide an opportunity to achieve a relatively well-diversified investment exposure through a single mutual fund investment consistent with the investment profiles described in the table below. The Broad Market investment strategies seek to target their overall risk levels primarily by maintaining relatively stable asset allocations between a variety of equity and fixed-income investments, as detailed in the individual Broad Market strategy summary descriptions on the following page.

⁵ Your Giving Fund could lose money by investing in the TIAA-CREF Money Market Fund. Although the Fund seeks to preserve the value of your investment at \$1.00 per share, it cannot guarantee it will do so. An investment in the Fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. The Fund's sponsor has no legal obligation to provide support to the Fund, and you should not expect that the sponsor will provide financial support to the Fund at any time.

Lifestyle Income strategy

The Lifestyle Income strategy emphasizes a relatively stable asset allocation that targets an income-oriented and conservative risk/return profile. The strategy seeks current income with some capital appreciation through a “fund of funds” approach, whereby it will make investments in Institutional Class shares of other TIAA-CREF funds. The strategy will generally seek to meet its objective by investing: (1) approximately 20% of its assets in underlying equity funds and (2) approximately 80% in underlying fixed-income funds. The strategy may deviate from these target allocations by up to 10% depending on current market conditions and outlook. The Lifestyle Income strategy will reflect investments across a mix of domestic and foreign equities of all capitalization sizes and a variety of domestic and foreign fixed-income instruments across maturities and credit qualities. This strategy is designed to be accomplished through allocation to the TIAA-CREF Lifestyle Income Fund (TSITX).

Lifestyle Conservative strategy

The Lifestyle Conservative strategy emphasizes a relatively stable asset allocation that targets a conservative risk/return profile. The strategy seeks long-term total return, consisting of current income and capital appreciation through a “fund of funds” approach, whereby it will make investments in Institutional Class shares of other TIAA-CREF funds. The strategy will generally seek to meet its objective by investing: (1) approximately 40% of its assets in underlying equity funds and (2) approximately 60% in underlying fixed-income funds. The strategy may deviate from these target allocations by up to 10% depending on current market conditions and outlook. The Lifestyle Conservative strategy will reflect investments across a mix of domestic and foreign equities of all capitalization sizes and a variety of domestic and foreign fixed-income instruments across maturities and credit qualities. This strategy is designed to be accomplished through allocation to the TIAA-CREF Lifestyle Conservative Fund (TCSIX).

Lifestyle Moderate strategy

The Lifestyle Moderate strategy emphasizes a relatively stable asset allocation that targets a moderate risk/return profile. The strategy seeks long-term total

return, consisting of capital appreciation and current income through a “fund of funds” approach, whereby it will make investments in Institutional Class shares of other TIAA-CREF funds. The strategy will generally seek to meet its objective by investing: (1) approximately 60% of its assets in equity funds and (2) approximately 40% of its assets in fixed-income funds. The strategy may deviate from these target allocations by up to 10% depending on current market conditions and outlook. The Lifestyle Moderate strategy will reflect investments across a mix of domestic and foreign equities of all capitalization sizes and a variety of domestic and foreign fixed-income instruments across maturities and credit qualities. This strategy is designed to be accomplished through allocation to the TIAA-CREF Lifestyle Moderate Fund (TSIMX).

Lifestyle Growth strategy

The Lifestyle Growth strategy emphasizes a relatively stable asset allocation that targets a growth-oriented risk/return profile. The strategy seeks long-term growth of capital with some current income through a “fund of funds” approach, whereby it will make investments in Institutional Class shares of other TIAA-CREF funds. The strategy will generally seek to meet its objective by investing: (1) approximately 80% of its assets in underlying equity funds and (2) approximately 20% in underlying fixed-income funds. The strategy may deviate from these target allocations by up to 10% depending on current market conditions and outlook. The Lifestyle Growth strategy will reflect investments across a mix of domestic and foreign equities of all capitalization sizes and a variety of domestic and foreign fixed-income instruments across maturities and credit qualities. This strategy is designed to be accomplished through allocation to the TIAA-CREF Lifestyle Growth Fund (TSGGX).

Lifestyle Aggressive strategy

The Lifestyle Aggressive strategy seeks long-term growth of capital through a “fund of funds” approach, whereby it will make investments in Institutional Class shares of other TIAA-CREF funds. The strategy will generally seek to meet its objective by investing approximately 100% of its assets in underlying equity funds. The strategy may deviate from this target allocation by up to 10% depending upon current market conditions

and outlook. The Lifestyle Aggressive Growth strategy will reflect investments across a mix of domestic and foreign equities of all capitalization sizes. This strategy is designed to be accomplished through allocation to the TIAA-CREF Lifestyle Aggressive Growth Fund (TSAIX).

Socially Responsible investment strategies

The five SRI strategies are aligned with the risk levels and investment objectives of the Broad Market strategies. The allocations will target a range of equity and fixed-income allocations consistent with those of the Broad Market strategies. In each case, the allocation will be implemented with a varying blend of a socially responsible equity fund and a socially responsible bond fund. Descriptions of the strategies and their underlying funds are below.

Social Choice Income strategy

The Social Choice Income strategy emphasizes a relatively stable asset allocation by targeting an income-oriented and conservative risk/return profile. The strategy seeks current income with some capital appreciation while giving special consideration to certain environmental, social and governance (ESG) criteria. This strategy is designed to be accomplished through a blend of 20% TIAA-CREF Social Choice Equity Fund (TISCX) and 80% TIAA-CREF Social Choice Bond Fund (TSBIX).

Social Choice Conservative strategy

The Social Choice Conservative strategy emphasizes a relatively stable asset allocation strategy, targeting a conservative risk/return profile. The strategy seeks total return, consisting of capital appreciation and current income through a relatively stable asset allocation strategy while giving special consideration to certain environmental, social and governance (ESG) criteria. This strategy is designed to be accomplished through a blend of 40% TIAA-CREF Social Choice Equity Fund (TISCX) and 60% TIAA-CREF Social Choice Bond Fund (TSBIX).

Social Choice Moderate strategy

The Social Choice Moderate strategy emphasizes a relatively stable asset allocation strategy, targeting a moderate risk/return profile. The strategy seeks total return consisting of capital appreciation and current income while giving special consideration to certain environmental, social and governance (ESG) criteria. This

strategy is designed to be accomplished through a blend of 60% TIAA-CREF Social Choice Equity Fund (TISCX) and 40% TIAA-CREF Social Choice Bond Fund (TSBIX).

Social Choice Growth strategy

The Social Choice Growth strategy emphasizes a relatively stable asset allocation strategy, targeting a growth-oriented risk/return profile. The strategy seeks long-term growth of capital while giving special consideration to certain environmental, social and governance (ESG) criteria. This strategy is designed to be accomplished through a blend of 80% TIAA-CREF Social Choice Equity Fund (TISCX) and 20% TIAA-CREF Social Choice Bond Fund (TSBIX).

Social Choice Aggressive strategy

The Social Choice Aggressive strategy emphasizes a relatively stable asset allocation strategy, targeting an aggressive risk/return profile. The strategy seeks long-term growth of capital while giving special consideration to certain environmental, social and governance (ESG) criteria. This strategy is designed to be accomplished through a blend of 95% TIAA-CREF Social Choice Equity Fund (TISCX) and 5% TIAA-CREF Social Choice Bond Fund (TSBIX).

The above blends comprise the following funds:

TIAA-CREF Social Choice Equity Fund (TISCX): The Social Choice Equity Fund seeks a favorable long-term total return that reflects the investment performance of the overall U.S. stock market while giving special consideration to certain social criteria. The Social Choice Equity Fund invests at least 80% of its assets in equity securities, and the Fund's investments are subject to certain environmental, social and governance "ESG" criteria.

TIAA-CREF Social Choice Bond Fund (TSBIX): The Social Choice Bond Fund seeks a favorable long-term total return through income and capital appreciation as is consistent with preserving capital while giving special consideration to certain social criteria. The fund typically invests at least 80% of its assets in a broad range of investment-grade bonds, including, but not limited to, U.S. Government securities, corporate bonds, taxable municipal securities, and mortgage-backed or other asset-backed securities. The Social Choice Bond Fund's investments in fixed-income

securities issued by corporate entities and certain foreign government entities are subject to environmental, social and governance ESG criteria.

Flex investment strategies

Flex investment strategies are available to donors who want to take a more hands-on approach. Donors may recommend any combination of the nine options below.

TIAA-CREF Money Market Fund (TCIXX)⁵

The TIAA-CREF Money Market Fund seeks high current income consistent with maintaining liquidity and preserving capital. Generally, the Money Market Fund seeks to maintain a share value of \$1.00 per share. The fund invests at least 99.5% of its total assets in cash, U.S. Government securities and/or repurchase agreements that are collateralized fully by cash or U.S. Government securities. Investments include: (1) securities issued by, or whose principal and interest are guaranteed by, the U.S. Government or one of its agencies or instrumentalities and (2) repurchase agreements involving securities issued or guaranteed by the U.S. Government or one of its agencies or instrumentalities. Short-term, U.S. Government securities generally pay interest that is among the lowest for income-paying securities. Because of this, the yield on the fund will likely be lower than the yields on funds that invest in longer-term or lower-quality securities. The fund's investments will be made in accordance with the applicable rules governing the quality, maturity and diversification of securities and other instruments held by money market funds. The fund maintains a dollar-weighted average maturity of 60 days or less and a dollar-weighted average life to maturity of 120 days or less, and invests in debt obligations with a remaining maturity of 397 days or less.

TIAA-CREF Short-Term Bond Fund (TISIX)

The TIAA-CREF Short-Term Bond Fund seeks high current income consistent with preservation of capital. It typically invests at least 80%⁶ of its assets in U.S. Treasury and agency securities and investment-grade corporate bonds with an average maturity of less than

three years. The fund may overweight or underweight individual securities or sectors, compared to their weight in the index, when the portfolio managers find undervalued or overlooked issues that they believe offer the potential for superior returns. Although the fund may invest in fixed-income securities of any maturity, the duration of the fund's portfolio typically ranges between one and three years. The fund may also invest up to 20% of its assets in fixed-income securities of foreign issuers.

TIAA-CREF Bond Fund (TIBDX)

The TIAA-CREF Bond Fund seeks a favorable long-term total return through income, primarily from investment-grade fixed-income securities. Under normal circumstances, the fund invests at least 80%⁶ of its assets in bonds. For these purposes, bonds include fixed-income securities of all types. The fund primarily invests in a broad range of investment-grade bonds and fixed-income securities, including, but not limited to, U.S. Government securities, corporate bonds, and mortgage-backed and other asset-backed securities. The fund may also invest in other fixed-income securities, including those of noninvestment-grade quality.

TIAA-CREF Bond Index Fund (TBIIX)

The TIAA-CREF Bond Index Fund seeks a favorable long-term total return, mainly from current income, by primarily investing in a portfolio of fixed-income securities that is designed to produce a return that corresponds with the total return of the U.S. investment-grade bond market based on a broad bond index. Under normal circumstances, the fund invests at least 80%⁶ of its assets in bonds within its benchmark and portfolio-tracking index, the Barclays U.S. Aggregate Bond Index (the "Index"). The fund uses a sampling technique to create a portfolio that closely matches the overall investment characteristics of the Index (for example, duration, sector diversification and credit quality) without investing in all of the securities in its index.

⁵ Your Giving Fund could lose money by investing in the TIAA-CREF Money Market Fund. Although the Fund seeks to preserve the value of your investment at \$1.00 per share, it cannot guarantee it will do so. An investment in the Fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. The Fund's sponsor has no legal obligation to provide support to the Fund, and you should not expect that the sponsor will provide financial support to the Fund at any time.

⁶ For purposes of the 80% investment policy, the term "assets" means net assets, plus the amount of any borrowings for investment purposes.

TIAA-CREF Equity Index Fund (TIEIX)

The TIAA-CREF Equity Index Fund seeks a favorable long-term total return, mainly through capital appreciation, by investing primarily in a portfolio of equity securities selected to track the overall U.S. equity markets based on a market index. Under normal circumstances, the fund invests at least 80%⁶ of its assets in equity securities of its benchmark index (the Russell 3000[®] Index, which measures the performance of the largest 3,000 U.S. companies representing approximately 98% of the investable U.S. equity market). The fund buys most, but not necessarily all, of the stocks in its benchmark index, and will attempt to closely match the index's overall investment characteristics.

Social Choice Low Carbon Equity Fund (TNWCX)

The Social Choice Low Carbon Equity option seeks a favorable total return that reflects the investment performance of the overall U.S. stock market, while giving special consideration to certain environmental, social and governance (ESG) criteria. The fund also favors companies that demonstrate leadership in managing and mitigating current carbon emissions and potential future emissions resulting from fossil fuel reserves. The fund invests at least 80%⁶ of its assets in equity securities, and the fund attempts to achieve investment results that reflect the return of the U.S. stock market as represented by its benchmark index, the Russell 3000[®]. All companies must meet or exceed minimum ESG performance standards to be eligible for inclusion in the fund.

TIAA-CREF Growth & Income Fund (TIGRX)

The TIAA-CREF Growth & Income Fund seeks a favorable long-term total return through both capital appreciation and investment income, primarily from income-producing equity securities. Under normal circumstances, the fund invests at least 80%⁶ of its assets in equity securities, and may invest up to 20% of its assets in foreign issuers. In seeking a favorable long-term total return, the fund will invest primarily in large-cap securities that are valued attractively and have the potential for above-average capital appreciation, dividend income or both. Particular focus is placed on companies that are leaders in their

respective industries, with sustainable competitive advantages led by strong management teams.

TIAA-CREF International Equity Index Fund (TCIEIX)

The TIAA-CREF International Equity Index Fund seeks a favorable long-term total return, mainly through capital appreciation, by investing primarily in a portfolio of foreign equity investments based on a market index. Under normal circumstances, the fund invests at least 80%⁶ of its assets in securities of its benchmark index (the MSCI EAFE[®] Index, which measures stock performance in certain countries outside North America). The fund buys most, but not necessarily all, of the stocks included in its benchmark index, and will attempt to closely match the index's overall investment characteristics.

TIAA-CREF International Equity Fund (TIIEX)

TIAA-CREF International Equity Fund seeks a favorable long-term total return, primarily from equity securities of foreign issuers. Under normal circumstances, the International Equity Fund invests at least 80%⁶ of its assets in equity securities of foreign issuers. Particular emphasis is placed on companies with performance-oriented management teams that focus on growth through innovation, sustainable earnings growth and shareholder returns. The fund may invest in emerging markets to varying degrees, depending on the prevalence of stock-specific opportunities.

Tax considerations⁷

Charitable deductions

In general, donors are eligible to take an itemized charitable deduction on the date the charitable contribution is made to TIAA Charitable, subject to the donor's individual tax circumstances and the general limitations described below. The value of the deduction will depend, in part, on the type of asset contributed. This Program Circular addresses only federal income taxes. Rules and regulations regarding tax deductions for charitable giving vary at the federal, state and local level and should be discussed with your tax advisor.

⁶ For purposes of the 80% investment policy, the term "assets" means net assets, plus the amount of any borrowings for investment purposes.

⁷ The tax considerations discussed herein are based on applicable law effective for taxable years beginning after December 31, 2017.

Tax deductions for contributions made by individuals to public charities, including TIAA Charitable, are limited each year depending on the form of the gift. These limitations include all contributions made to public charities during the year.

General deduction guidelines follow:

- **Cash (by check or electronic funds transfer):**
The deduction is generally for the amount of the contribution. A check is deemed contributed on the date that it is postmarked by USPS.
- **Publicly traded securities:** For publicly traded securities held for more than one year, the deduction is generally the fair market value of the securities on the date the contribution is made. For this purpose, the IRS determines fair market value to be the mean of the high and low prices reported on the date the contribution is made.

Maximum percentage of AGI that can be deducted:

- **Cash:** 60% of adjusted gross income
- **Publicly traded securities held more than one year:** 30% of adjusted gross income

Contributions exceeding these limits may be carried forward for up to five years.

Appreciation and income generated by assets in a Giving Fund are the property of TIAA Charitable and are not eligible for charitable contribution deductions. Similarly, donors are not eligible for additional deductions for grants made by TIAA Charitable from a Giving Fund.

The ability to claim a deduction may be subject to certain other limitations under applicable federal, state and local tax laws and regulations. TIAA Charitable does not offer legal or tax advice. Contributors to TIAA Charitable should consult with their legal or tax advisors to determine the deductibility of their contributions.

Tax forms

The IRS requires, among other things, that taxpayers complete and file a Form 8283 with their federal income tax return for gifts of property (including publicly traded and other securities, as well as non-publicly traded assets) valued at \$500 or more. Contributors to TIAA Charitable should consult with their legal or tax advisors

to determine the requirements applicable to their contributions, including additional requirements that may apply in the case of contributions of complex assets.

Grantmaking

The grantmaking process

Although contributions to TIAA Charitable are irrevocable and become the property of TIAA Charitable, donors may recommend grants from their Giving Fund to permissible grant recipients.

Grant recommendations can be submitted by completing and submitting a form online or by calling a TIAA Charitable representative. All grant recommendations must include the name of the recommended grant recipient and the dollar amount of the recommended grant. For each grant, the donor may recommend which investment options they would like to fund the grant, including the option to withdraw funds on a pro rata basis from each.

A donor may recommend that a grant be used by the grant recipient for a specific project or purpose, or be designated in honor of a person. TIAA Charitable will review the grant recommendation, including the grant purpose or designation and, if approved, will convey the intended grant purpose or designation to the grant recipient.

When recommending a grant, a donor may choose to have the grant identified as being recommended by: (1) donor name and Giving Fund name, (2) the name of choice (donor's or someone else's) by selecting "Recommended by" and indicating the specific name with an option to add a mailing address in the fields provided, or (3) the donor may choose to remain anonymous and not be identified, in which case, following approval, the grant will be identified as recommended by a TIAA Charitable donor who wishes to remain anonymous. The donor may also choose to recommend the grant in recognition of another person or party.

Grant recommendations are nonbinding and are subject to review and approval by TIAA Charitable. If a grant recommendation is approved, confirmation of the grant will be sent to the submitting donor only. All grant activity is viewable online at any time. If a grant

recommendation is rejected, TIAA Charitable will notify the recommending donor as soon as practicable.

TIAA Charitable requires that grant recommendations be made in the amount of \$50 or more, and permits an unlimited number of grants annually. Grant recommendations are funded as soon as possible, typically within a 3 to 10 business day period. Upon approval of a grant recommendation, TIAA Charitable will liquidate the appropriate amount from the Giving Fund and send the grant to the recommended organization in the form of a check. An enclosed letter will acknowledge the donor who recommended the grant (unless they request anonymity), and a written confirmation of the grant will be available online. If the amount of a grant recommendation exceeds the total available Giving Fund balance, the donor recommending the grant will be asked to recommend a grant in a different amount or be given the option of making an additional contribution.

Permissible grant recipients:

Qualified charitable organizations

Grants may only be made to organizations that are exempt from U.S. federal income tax under Section 501(c)(3) of the Code and that are classified as public charities under Code Section 509(a)(1), (2) or (3) (excluding Type III supporting organizations and certain other organizations), (together, “qualified charitable organizations”). Grants are not permitted to any type of supporting organization if the donor (or any related party) directly or indirectly controls any entity supported by the supporting organization. In addition, grants currently are not permitted to private foundations.

TIAA Charitable only makes grants that are exclusively for charitable purposes. Grants may not be used:

- To fulfill legally binding pledges already made to a charity
- To provide more than an incidental benefit to an individual [this includes grants for which any portion of the grant would offer a private benefit (a “bifurcated payment”), such as where a portion of a grant is not tax-deductible because it is used to purchase a table at an event]
- For lobbying purposes or to support political campaigns

Grants also cannot be made to foreign organizations. However, grants can be in support of overseas causes, provided the recipient is a qualified charitable organization supporting these efforts (e.g., UNICEF or United Way International).

TIAA Charitable will perform necessary diligence to verify that: (1) the recommended grant recipient is a qualified charitable organization; (2) the recommended grant will be made for exclusively charitable purposes and (3) the recommended grant satisfies all applicable legal requirements and is consistent with TIAA Charitable’s policies and procedures as may be in effect at the time of the grant recommendation.

Giving Fund grantmaking activity

TIAA Charitable promotes philanthropy by seeking charitable contributions that can be used to support qualified charitable organizations. TIAA Charitable expects that, taken together, Giving Funds will meet a minimum level of grant distributions that will exceed 5% of its average net assets (“Grant Target”) on a fiscal five-year rolling basis. If this level of grant activity is not attained, TIAA Charitable will identify Giving Funds from which grants over the same five-year period had little to no grantmaking activity. TIAA Charitable will then contact donors for such Giving Funds to request that they recommend grants to qualified charitable organizations in an amount equal to or in excess of the Grant Target. If no donor for the Giving Fund provides grant recommendations in an amount equal to or in excess of the Grant Target within 60 days of such a request, TIAA Charitable reserves the right to transfer an amount equal to no more than the Grant Target from the Giving Fund to one or more qualified charitable organizations selected at the discretion of the Board of Directors of TIAA Charitable, which may have philanthropic objectives that are not necessarily consistent with the philanthropic objectives of the donors.

Succession plans

Donors may recommend a succession plan for their Giving Fund. If the Giving Fund has multiple donors, a succession plan will be effectuated only after the death, incapacitation or resignation of the last surviving donor. Donors may: (1) appoint successor donors for the

Giving Fund, who will assume donor privileges after the death, incapacitation or resignation of the last surviving donor; (2) recommend qualified charitable organizations as beneficiaries to receive a final grant of the remaining balance of the Giving Fund after the death of the last surviving donor or (3) recommend a combination of successor donors and charitable beneficiaries. Minors can be named as successors, but donors are urged to consider naming at least one successor who is not a minor due to donor restrictions pertaining to minors.⁸ Donors may amend the succession plan recommendation by contacting TIAA Charitable.

If a succession plan is not recommended, then upon the death, incapacitation or resignation of the last surviving donor, any remaining Giving Fund balance will be transferred to one or more qualified charitable organizations selected at the discretion of the Board of Directors of TIAA Charitable.

Successor Donor option

Once TIAA Charitable receives written confirmation (in a form acceptable to TIAA Charitable) of the death, incapacitation or resignation of the last surviving donor, designated successors will become donors and will be granted all the associated Giving Fund rights and responsibilities.

Final grant to charitable beneficiary(ies) option

If donors choose to recommend one or more qualified charitable organizations as beneficiary of the Giving Fund, the recommendation will be reviewed by TIAA Charitable when made, then again when TIAA Charitable receives written confirmation (in a form acceptable to TIAA Charitable) of the death, incapacitation or resignation of the last surviving donor. If approved, the recommended qualified charitable organization(s) will receive the remaining balance of the Giving Fund. If more than one qualified charitable organization is recommended, the remaining Giving Fund balance will be divided and distributed equally. In the event that the recommended charitable organization(s) no longer exists

at the time of the last surviving donor's death, TIAA Charitable will instead transfer the amount that was to have been allocated to the recommended charitable organization to one or more qualified charitable organizations selected at the discretion of the Board of Directors of TIAA Charitable.

Combination option

If you recommend a combination of individual successors and qualified charitable organizations as beneficiaries, 50% of the Giving Fund balance will remain in the Fund for your successors. The remainder will be distributed to the charitable organizations in equal amounts. All policies noted in the previous paragraphs regarding successors and beneficiaries will apply.

TIAA Charitable may consider modifications to the succession plan options and final grant options referenced above upon the request of an authorized donor.

Recordkeeping and reporting

Confirmation of Giving Fund activity

TIAA Charitable will provide online confirmation of all Giving Fund transactions, generally within 3 to 10 business days of processing. All confirmations of contributions, grants and other Giving Fund transactions will be available to donors on the TIAA Charitable website, as described below. All donors have access to the TIAA Charitable website, which allows donors to:

- Recommend grants
- View real-time balances and associated investment option holdings
- View transaction histories (including information about grants, contributions, fees and investment allocations), as well as real-time status of pending transactions
- Maintain a list of primary charities of interest and/or frequently granted to charities
- Configure periodic and recurring grants

⁸ If a Giving Fund succession plan includes successor donors, and no successor donor has reached the age of 18 at the time of the death, incapacitation or resignation of the last surviving donor, TIAA Charitable will proceed as follows:

- If at least one successor is age 13 or older, TIAA Charitable will maintain the Giving Fund until the successor reaches the age of 18.
- If no successor is at least age 13, TIAA Charitable will either: 1) transfer the remaining Giving Fund balance to a charitable beneficiary (or beneficiaries) if the succession plan included a charitable beneficiary; or 2) if the succession plan did not include a charitable beneficiary, the remaining funds will be transferred to one or more qualified charitable organizations selected at the discretion of the Board of Directors of TIAA Charitable.

Financial reports

TIAA Charitable will provide other financial reports or information required by law, as well as quarterly statements, quarterly performance reports and an annual statement. Statements are available online and should be read carefully.

Fees and Expenses

Each TIAA Charitable Giving Fund will be assessed an administration fee. The fee will be assessed pro rata on a monthly basis. The fee structure and Giving Fund balance will generally be calculated using the average daily balance and will impact the amount available for grants. Fees are based on the total Giving Fund balance, as follows:

- First \$500,000 (balances up to \$500,000) = 0.60% or \$100, whichever is greater
- Next \$500,000 (balances \$500,001-\$1,000,000) = 0.30%
- Next \$1,500,000 (balances \$1,000,001 - \$2,500,000) = 0.20%
- Additional assets over \$2,500,000 (balances over \$2,500,000) = 0.15%

In addition to the fees referenced immediately above, a short-term balance fee equal to \$150 will be applied to Giving Funds that are closed within one year of opening.

Please visit tiaacharitable.org for additional expense information.

TIAA Charitable Service Providers

Service providers

TIAA Charitable has contracted with Teachers Insurance and Annuity Association of America (TIAA) to provide many day-to-day services for TIAA Charitable, including administrative, marketing, finance, legal, distribution, risk and compliance services.

TIAA Charitable has contracted with TIAA, FSB to provide certain custodial services, which include holding assets or delegating the custody of assets to other entities, including other custodian banks, broker/dealers or

clearing corporations. TIAA Charitable has also contracted with TIAA, FSB to provide limited investment advisory services, including guidance on maintaining a range of low-cost, mutual fund-based investment options, and program fund selection and oversight of such options.

TIAA Charitable has also contracted with additional third-party providers to provide certain additional services, including recordkeeping services, processing services, statement generation and mailing, Giving Fund creation, management reports, and certain technical and operational support.

Other information

For any additional information about TIAA Charitable, please contact us at **800-392-4420**. Neither TIAA Charitable nor its agents provide legal or tax advice to donors. Donors are strongly encouraged to consult with their legal or tax advisors regarding any potential contribution or strategy.

Any statement contained in this communication (including any attachments) concerning U.S. tax matters is informational only and is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties imposed on the relevant taxpayer. Donors of TIAA Charitable should obtain their own independent legal or tax advice based on their particular circumstances.

Conflict of terms

In the event of a conflict between the terms of this Program Circular and TIAA Charitable's certificate of incorporation, bylaws, or policies and procedures, as may be in effect from time to time (together, the "Governing Documents"), the Governing Documents will control.

A copy of our latest financial statement may be obtained by writing to TIAA Charitable, Inc., 730 Third Avenue, New York, NY 10017-3206 (or calling **212-916-6485**). If you are a resident of one of these states, you may obtain financial information directly from the state agency: FLORIDA – A COPY OF THE OFFICIAL REGISTRATION AND FINANCIAL INFORMATION MAY BE OBTAINED FROM THE DIVISION OF CONSUMER SERVICES BY CALLING TOLL-FREE, **800-435-7352 (800-HELP-FLA)** WITHIN THE STATE OR VISITING www.800helpfla.com. REGISTRATION DOES NOT IMPLY ENDORSEMENT, APPROVAL, OR RECOMMENDATION BY THE STATE. Florida Registration #CH45095. GEORGIA – A full and fair description of our programs and our financial statement summary is available upon request at the office and phone number indicated above. MARYLAND – For the cost of copies and postage, Office of the Secretary of State, State House, Annapolis, MD 21401. MISSISSIPPI – The official registration and financial information of TIAA Charitable, Inc., may be obtained from the Mississippi Secretary of State's office by calling **888-236-6167**. Registration by the Secretary of State does not imply endorsement. NEW JERSEY – INFORMATION FILED WITH THE ATTORNEY GENERAL CONCERNING THIS CHARITABLE SOLICITATION AND THE PERCENTAGE OF CONTRIBUTIONS RECEIVED BY THE CHARITY DURING THE LAST REPORTING PERIOD THAT WERE DEDICATED TO THE CHARITABLE PURPOSE MAY BE OBTAINED FROM THE ATTORNEY GENERAL OF THE STATE OF NEW JERSEY BY CALLING **973-504-6215** AND IS AVAILABLE ON THE INTERNET AT www.state.nj.us/lps/ca/charfrm.htm. REGISTRATION WITH THE ATTORNEY GENERAL DOES NOT IMPLY ENDORSEMENT. NEW YORK – Office of the Attorney General, Department of Law, Charities Bureau, 120 Broadway, New York, NY 10271. NORTH CAROLINA – FINANCIAL INFORMATION ABOUT THIS ORGANIZATION AND A COPY OF ITS LICENSE ARE AVAILABLE FROM THE STATE SOLICITATION LICENSING BRANCH AT **888-830-4989**. THE LICENSE IS NOT AN ENDORSEMENT BY THE STATE. PENNSYLVANIA – The official registration and financial information of TIAA Charitable, Inc., may be obtained from the Pennsylvania Department of State by calling toll-free, within Pennsylvania, **800-732-0999**. Registration does not imply endorsement. VIRGINIA – Virginia State Office of Consumer Affairs, Department of Agricultural and Consumer Services, PO Box 1163, Richmond, VA 23218. WASHINGTON – Charities Division, Office of the Secretary of State, State of Washington, Olympia, WA 98504-0422, **800-332-4483**. WEST VIRGINIA – Residents may obtain a summary of the registration and financial documents from the Secretary of State, State Capitol, Charleston, WV 25305. WISCONSIN – A financial statement of TIAA Charitable disclosing assets, liabilities, fund balances, revenue, and expenses for the preceding fiscal year will be provided upon request. Registration with any of these state agencies does not imply endorsement, approval or recommendation by any state. TIAA Charitable, Inc. was formed in Delaware.



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