

Nuveen Investments, Inc.
Nominating & Governance Committee Charter

A. Name

There shall be a committee of the Board of Directors of Nuveen Investments, Inc. (hereinafter referred to as the “Company”) to be known as the Nominating & Governance Committee.

B. Purpose

The Nominating & Governance Committee shall (1) identify individuals qualified to become Board members, and recommend to the Board director nominees for election by all stockholders of the Company voting together at the next annual meeting of shareholders (but not the “Class B Directors” as defined in the Company’s Certificate of Incorporation); (2) develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company; and (3) recommend to the Board the formation of new Committees of the Board or the changes to the size or purpose of any Committee of the Board.

C. Membership

The Nominating & Governance Committee shall be composed of at least two directors. Each member of the Nominating & Governance Committee shall satisfy the independence requirements of the New York Stock Exchange. The Board shall appoint the members of the Nominating & Governance Committee, considering the views of the Chief Executive Officer, as appropriate, and shall have the power at any time to change the membership of the Nominating & Governance Committee and to fill vacancies in it, subject to such any express provisions in this Charter, the by-laws of the Company or the Corporate Governance Guidelines of the Company.

D. Meetings

The Nominating & Governance Committee shall meet as often as it determines, but no less frequently than annually. The Nominating & Governance Committee shall have the authority to retain, at the expense of the Company, separate consultants, including search firms, to advise the Committee, in its discretion.

E. Authority and Responsibilities

The Nominating & Governance Committee shall be responsible for the following:

*Nominating & Governance Committee Charter
(As approved August 200)*

Selection of Board and Committee Members

1. Developing qualification criteria for Board members, and seeking, interviewing and screening individuals qualified to become Board members for recommendation to the Board in accordance with the Corporate Governance Guidelines.
2. Developing and recommending to the Board standards to be applied in making determinations as to the independence of directors.
3. Reviewing and making recommendations to the Board relating to membership of Board committees.

Corporate Governance Matters

4. Reviewing and reassessing at least annually the adequacy of the Corporate Governance Guidelines of the Company and recommending any proposed changes to the Board for approval.
5. Recommending to the Board from time to time any changes that the Committee believes are desirable to the size of the Board or the size or purpose of any committee thereof or the desirability of creating any new committee of the Board.
6. Establishing procedures for the self-evaluation of the Board and committees thereof.
7. Addressing, on an ad hoc basis, any other corporate governance issues that arise from time to time.

Other Responsibilities

8. Periodically reviewing the director compensation arrangements and recommending appropriate changes to the Board.
9. Reporting to the Board of Directors regularly on the activities of the Nominating & Governance Committee.
10. Reviewing annually the Nominating & Governance Committee's own performance.
11. Reviewing and reassessing annually the adequacy of this Charter and recommending to the Board of Directors for approval any proposed changes deemed necessary or advisable by the Committee.