

**MINUTES OF MEETING  
OF THE COMPENSATION COMMITTEE OF THE  
BOARD OF DIRECTORS OF  
THE UNIVERSITY OF TEXAS/TEXAS A&M INVESTMENT MANAGEMENT COMPANY**

A meeting of the Compensation Committee (the "Committee") of The University of Texas/Texas A&M Investment Management Company (the "Corporation") convened in open session on **December 1, 2020**, by means of video and telephone conference enabling all persons participating in the meeting to hear each other, at the offices of the Corporation, Suite 1700, 210 West 7<sup>th</sup> Street, Austin, Texas, said meeting having been called by the Committee Chair, Ray Rothrock ("Chairman"), with notice provided to each member in accordance with the Corporation's Bylaws. The audio portion of the meeting was electronically recorded and broadcast over the internet. Participating in the meeting were the following members of the Committee:

Ray Rothrock, Chair  
Janet Handley  
Ray Nixon

thus constituting a majority and quorum of the Committee. Chairman Rothrock called the meeting to order at 1:33 p.m. Employees of the Corporation attending the meeting were Britt Harris, President, CEO and Chief Investment Officer; Rich Hall, Deputy Chief Investment Officer; Joan Moeller, Treasurer and Secretary; Carolina de Onis, General Counsel; Cecilia Gonzalez, Corporate Counsel and Chief Compliance Officer; and other UTIMCO employees. Jerry Kyle of Orrick, Herrington & Sutcliffe LLP also attended the meeting. Copies of materials supporting the Committee meeting agenda were previously furnished to each Committee member.

**Approval of Minutes**

Chairman Rothrock asked for Committee approval of the minutes from the Committee meeting held on September 3, 2020. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the minutes of the Meeting of the Compensation Committee of the Board of Directors held on September 3, 2020, be, and are hereby, approved.

**Selection of UTIMCO Compensation Consultant**

Chairman Rothrock recommended appropriate action to the Committee related to the selection of a UTIMCO compensation consultant. Upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, that the Compensation Committee empowers its chair, Ray Rothrock, to engage a consultant to inform and advise the Committee regarding compensation matters for the 2020-2021 performance period.

**Executive Session**

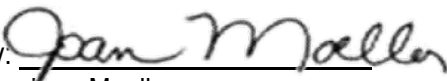
Prior to going into executive session, Chairman Rothrock announced that, "The Compensation Committee of the Board of Directors of The University of Texas/Texas A&M Investment Management Company having been duly convened in Open Session and notice of this meeting having been duly given, I hereby announce the convening of a closed meeting as an Executive Session of the Committee, for the purpose of deliberating individual personnel compensation and evaluation matters. This Executive Session meeting of the Committee is authorized by *Texas Government Code* Section 551.074 (Personnel Matters). The date is December 1, 2020, and the time is now 1:36 p.m." With the exception of Mr. Harris, Mr. Hall, Ms. Moeller, Ms. de Onis, and Mr. Kyle, all others left the meeting at this time.

**Open Session**

The Committee reconvened in open session and Chairman Rothrock announced that, "The Open Session of the Compensation Committee of the Board of Directors of The University of Texas/Texas A&M Investment Management Company is now reconvened. The date is December 1, 2020, and the time is now 2:15 p.m. During the Executive Session, the Committee deliberated individual personnel compensation and evaluation matters but no action was taken nor decisions made, and no vote was called for or had by the Committee in Executive Session."

**Adjourn**

There being no further business to come before the Committee, the meeting was adjourned at approximately 2:16 p.m.

Secretary:   
Joan Moeller

Approved:  Date: \_\_\_\_\_  
Ray Rothrock, Chair  
Compensation Committee of the Board of Directors of  
The University of Texas/Texas A&M Investment Management Company