



FRANKLIN TEMPLETON
INVESTMENTS

Templeton Emerging Markets Investment Trust (TEMIT) Terms of Reference of the Management Engagement Committee (The “Committee”)

THE COMMITTEE IS APPOINTED BY THE BOARD IN ACCORDANCE WITH THE COMPANY’S ARTICLES OF ASSOCIATION.

MEMBERSHIP

The Committee shall comprise all the independent non-executive Directors of the Company for the time being.

The Chairman of the Committee for the time being shall be the Chairman of the Company, or such other independent non-executive Director, as the Board of Directors shall elect from their number from time to time.

In the absence of the Committee Chairman and/or an appointed deputy, the remaining Committee members present shall elect one of their numbers present to chair the meeting.

The Company Secretary of the Company or their nominee shall act as Secretary of the Committee.

MEETINGS

The Committee shall meet as and when required and no less than once a year.

A meeting of the Committee shall be called by giving at least 3 business days’ notice. A meeting may be called by shorter notice if agreed by a majority of the members of the Committee. Meetings shall be called by the Secretary or by the Chairman of the Committee.

The Chairman of the Committee shall preside at all meetings and, in his absence, the members present may appoint one of their number to be Chairman of the meeting.

No business shall be transacted at any meeting of the Committee unless a quorum is present. The quorum for meetings shall be any two members of the Committee.

The Secretary or their nominee shall minute the proceedings of all meetings and circulate the minutes to the Committee.

Minutes of Committee meetings shall be tabled at Board meetings for information purposes.

Non-committee members including representatives of the Investment Manager and non-independent Directors may be invited by the Committee to attend any of its meetings.

MANDATE AND REPORTING RESPONSIBILITIES

The Committee shall:

Review the performance of, and contractual arrangements with, the Investment Manager;

Monitor and evaluate the Investment Manager’s investment performance;

Investigate any breaches of agreed investment limits and any deviation from the agreed investment policy and strategy;

Review the standard of the administrative services and company secretarial services provided by the Secretary and Administrator;

Make recommendations to the Board on any matter within its remit;

Employ the services of such legal or professional advisers as is deemed necessary to fulfill its responsibilities;

Review its own performance, constitution and terms of reference ensuring it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval;

Make a statement in the Annual Report about its activities.

MEMBERSHIP:

Paul Manduca – Chairman
David Graham
Beatrice Hollond
Simon Jeffreys
Charlie Ricketts

ENQUIRIES

For more information, UK investors should contact: Franklin Templeton Investments, Cannon Place, 78 Cannon Street, London, EC4N 6HL. Telephone: 0800 305 306, Email: enquiries@franklintempleton.co.uk.

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