



## Templeton Global Growth Fund Ltd

ABN 44 006 558 149

Dear Shareholder,

It is my pleasure to invite you to the 2017 Annual General Meeting of Templeton Global Growth Fund Ltd.

The Annual General Meeting will be held at the Hotel Windsor, Canberra Room, 111 Spring Street, Melbourne on Thursday 12 October 2017 at 11.00am (Melbourne time).

I enclose your Notice of Meeting together with a personalised Proxy Form.

If you will be attending the Annual General Meeting, please bring this letter with you to facilitate processing of your registration. Registration will commence at 10.30am (Melbourne time) on Thursday 12 October 2017.

If you are unable to attend the meeting, I encourage you to complete the enclosed Proxy Form and to consider how you wish your proxy to vote.

To be effective, your completed Proxy Form must be received at the Company's Share Registry or Registered Office or by facsimile to the Share Registry or to the Company or online to the Company's Share Registry no later than 11.00am (Melbourne time) on Tuesday 10 October 2017. For further details, see the notes set out on the back of the Notice of Meeting and on the back of the Proxy Form.

I look forward to welcoming you to the meeting.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'C Freeman', written in a cursive style.

**Christopher R Freeman**

Chairman

8 September 2017

**TEMPLETON GLOBAL GROWTH FUND LTD**  
ABN 44 006 558 149

Registered Office: Level 19, 101 Collins Street Melbourne, Victoria 3000, Australia  
Telephone (03) 9603 1209 Fax (03) 9603 1266

**Notice of Annual General Meeting**

Notice is given that the Annual General Meeting of shareholders of Templeton Global Growth Fund Ltd ("Company") will be held at the Hotel Windsor, Canberra Room, 111 Spring Street, Melbourne on Thursday 12 October 2017 at 11.00am (Melbourne time).

**Items of Business**

**Ordinary Business:**

**Item 1: Reports**

To receive and consider the Financial Report of the Company and the Reports of the Directors and the Company's auditor, PricewaterhouseCoopers ("Auditor") for the financial year ended 30 June 2017.

**Item 2(a): Election of Christopher R Freeman**

To consider, and if thought fit, to pass the following as an ordinary resolution:

- (a) "That Christopher R Freeman, having been appointed a Director of TGG on 11 January 2017 in accordance with the TGG Constitution, and being eligible, offers himself for election, be elected as a Director of TGG."

**Item 2(b): Election of Alok Sethi**

To consider, and if thought fit, to pass the following as an ordinary resolution:

- (b) "That Alok Sethi, having been appointed a Director of TGG on 22 February 2017 in accordance with the TGG Constitution, being eligible, offers himself for election, be elected as a Director."

**Item 2(c): Re-election of Martin F Warwick**

To consider, and if thought fit, to pass the following as an ordinary resolution:

- (c) "That Martin F Warwick, who retires in accordance with Article 10.3 of the Company Constitution and being eligible, offers himself for re-election, be elected as a Director."

**Item 2(d): Re-election of Michael J O'Brien**

To consider, and if thought fit, to pass the following as an ordinary resolution:

- (d) "That Michael J O'Brien, who retires in accordance with Article 10.3 of the Company Constitution and being eligible, offers himself for re-election, be elected as a Director."

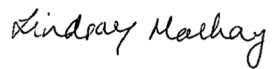
### **Item 3: Remuneration Report**

To consider, and if thought fit, to pass the following as an ordinary resolution:

- (a) "That the Remuneration Report for the Company (which forms part of the Directors' Report) for the year ended 30 June 2017 is adopted."

A voting exclusion applies to this resolution (please refer to the Explanatory Notes section of this Notice).

By order of the Board of Directors



**Lindsay Mackay**  
Company Secretary  
8 September 2017

## **EXPLANATORY NOTES - ORDINARY BUSINESS**

### **Item 1: Reports**

As required by section 317 of the Corporations Act 2001 (Cth) ("Corporations Act"), the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be laid before the Annual General Meeting. There is no formal resolution for this item.

### **Item 2(a): Election of Christopher R Freeman**

TGG continued its Board renewal program with the appointment of Mr. Christopher R Freeman to the Board as an Independent Non-Executive Director on 11 January 2017 and as Chairman with effect from 22 February 2017. Mr. Freeman succeeded Mr. James A (Tony) Killen who retired from the Board effective from 22 February 2017. Mr. Freeman brings over 40 years' experience in the financial services industry and a wealth of leadership skills to the TGG Board.

In accordance with Article 10.6 of the Company's Constitution, Mr. Christopher R Freeman is eligible, and being eligible, offers himself for election at the Annual General Meeting. Further information on Mr. Christopher R Freeman is set out below.

**CHRISTOPHER R FREEMAN**, CA, MAICD – Non-Executive Chairman (Appointed Director 11 January 2017)

Appointed Chairman on 22 February 2017. Chair of the Review Committee and member of the Audit Committee. Former roles include General Manager Adviser Distribution for the BT Financial Group, Head of Equities for Bankers Trust Australia Limited, Head of Distribution for BT Financial Group and Head of BT Wealth and Wrap Solutions.

The Board (other than Mr. Freeman who is the subject of this resolution) unanimously recommends that shareholders vote in favour of Item 2(a).

The proposed resolution in Item 2(a) is an ordinary resolution.

### **Item 2(b): Election of Mr. Alok Sethi**

As part of the Board renewal program, Mr. Alok Sethi was appointed as a Director, effective 22 February 2017, succeeding Ms. Jenny Johnson, who retired from the TGG Board on 22 February 2017 following her appointment as President of Franklin Resources, Inc. and her increased responsibilities in that role. Mr. Sethi joins Mr. Gregory McGowan as the Franklin Templeton representatives on the TGG Board.

In accordance with Article 10.6 of the Company's Constitution, Mr. Alok Sethi is eligible, and being eligible, offers himself for election at the Annual General Meeting. Further information on Mr. Alok Sethi is set out below.

**ALOK SETHI**, B.Com, ACA – Non-Executive Director (Appointed Director 22 February 2017)  
Non-Executive Director of the Company. Executive Vice President Technology & Operations for Franklin Resources, Inc. He is also responsible for the subsidiaries of Franklin Resources, Inc. in India and Poland that provide support to the back office and technology functions of Franklin Templeton worldwide. He is a member of the CEO's Executive Committee.

The Board (other than Mr. Sethi who is the subject of this resolution) unanimously recommends that shareholders vote in favour of Item 2(b).

The proposed resolution in Item 2(b) is an ordinary resolution.

### **Item 2(c): Re-election of Martin F Warwick**

Article 10.3 of the Company's Constitution and ASX Listing Rule 14.4 prohibit a Director from holding office (without re-election) past the third Annual General Meeting following the Director's appointment or three years, whichever is longer.

In accordance with these provisions, Mr. Martin F Warwick will retire at the Annual General Meeting on 12 October 2017.

In accordance with Article 10.3 of the Company's Constitution, Mr. Martin F Warwick is eligible, and being eligible, offers himself for re-election at the Annual General Meeting. Further information on Mr. Martin F Warwick is set out below.

#### **MARTIN F WARWICK, CA, MBA, ACIS, AGIA, BSc, MAICD – Non-Executive Director**

Appointed as a Director on 1 July 2014. Member of the Review and Audit Committees. Formerly General Manager and Company Secretary of the Company. Currently the Director of a Melbourne accounting practice. Member of the Board of Management of Education Program for Infants and Children Inc.

The Board (other than Mr. Warwick who is the subject of this resolution) unanimously recommends that shareholders vote in favour of Item 2(c).

The proposed resolution in Item 2(c) is an ordinary resolution.

### **Item 2(d): Re-election of Michael J O'Brien**

Article 10.3 of the Company's Constitution and ASX Listing Rule 14.4 prohibit a Director from holding office (without re-election) past the third Annual General Meeting following the Director's appointment or three years, whichever is longer.

In accordance with these provisions, Mr. Michael J O'Brien will retire at the Annual General Meeting on 12 October 2017.

In accordance with Article 10.3 of the Company's Constitution, Mr. Michael J O'Brien is eligible, and being eligible, offers himself for re-election at the Annual General Meeting. Further information on Mr. Michael J O'Brien is set out below.

#### **MICHAEL J O'BRIEN, CFA, FIAA, GAICD – Non-Executive Director**

Appointed as a Director on 27 August 2014. Member of the Review and Audit Committees. Managing Director of EQT Holdings Limited. Former roles include Chief Executive Officer and Director of Invesco Australia Limited, Chief Investment Officer of AXA Australia and NZ. Former roles include directorships at Alliance Capital Management Australia, Alliance Capital Management NZ, National Mutual Superannuation Pty Ltd, National Mutual Funds Management and National Mutual Master Trust Limited.

The Board (other than Mr. O'Brien who is the subject of this resolution) unanimously recommends that shareholders vote in favour of Item 2(d).

The proposed resolution in Item 2(d) is an ordinary resolution.

### **Item 3: Remuneration Report**

The Corporations Act requires the Company to include, in the Directors' Report for the year ended 30 June 2017, a detailed Remuneration Report setting out certain prescribed information relating to the remuneration of the Company's key management personnel (KMP) and to submit the Remuneration Report for adoption by resolution of shareholders at the Annual General Meeting.

The Remuneration Report for the year ended 30 June 2017 is set out on pages 20 to 23 of the Company's Annual Report. Due to the nature of the Company being a listed investment vehicle, the management of the investment portfolio is conducted pursuant to a formal investment management agreement with Franklin Templeton Investments Australia Ltd ("FTIAL"). There is also an Administrative Services Agreement in place with FTIAL that details the responsibility for the provision of administrative services to the Company by FTIAL, including the roles of General Manager and Company Secretary. It is on this basis that the executive staff are reimbursed and employed by FTIAL and provide services pursuant to the Administrative Services Agreement. As such, the Company has had no employees since 1 July 2014.

The Non-Executive Directors who received remuneration during the 2017 financial year were Chairman Mr. C R Freeman, Mr. J A Killen, Mr. M F Warwick, Mr. M J O'Brien and Ms. J Dawson. None of the Directors received an increase to their fees or superannuation in 2017. Directors are not eligible to receive cash bonuses, shares or options as components of their remuneration and are not eligible for loans, motor vehicles, rent, travel allowances or other benefits. The total remuneration paid for the year ended 30 June 2017 was \$286,852 and for the year ended 30 June 2016 was \$284,955, significantly less than the maximum amount of \$350,000 in aggregate remuneration payable determined by shareholders (amounts in Australian dollars).

**The Directors unanimously recommend that shareholders vote IN FAVOUR of the resolution to adopt the 2017 Remuneration Report.**

Subject to the voting restrictions set out below, the Chairman of the Annual General Meeting intends to vote unrestricted proxies in favour of the resolution proposed in Item 3.

**Voting Exclusion Statement**

Item 3 (Remuneration Report)

The Company will disregard any votes cast on the proposed resolution in Item 3:

- (a) by or on behalf of members of the Company's KMP disclosed in the Annual Report for the financial year ended 30 June 2017, or their closely related parties, regardless of their capacity in which the vote is cast; or
- (b) as a proxy by a person who is a member of the Company's KMP at the date of the Annual General Meeting or their closely related parties,

unless the vote is cast as a proxy for a person entitled to vote on the resolution in Item 3:

- (c) in accordance with a direction on the Proxy Form; or
- (d) by the Chairman of the Annual General Meeting pursuant to an express authorisation to vote undirected proxies as the Chairman sees fit.

A "closely related party" includes a spouse, dependent and certain other close family members of KMP, as well as companies controlled by a member of KMP.

If you appoint the Chairman of the Annual General Meeting as your proxy, and you do not direct your proxy how to vote on Item 3 on the Proxy Form, you will be expressly authorising the Chairman of the meeting to exercise the proxy even if the resolution is connected, directly or indirectly, with the remuneration of the KMP (which includes the Chairman of the Annual General Meeting).

The Chairman of the Annual General Meeting intends to vote unrestricted proxies in **favour** of Item 3.

## **ADDITIONAL NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING**

### **Voting entitlements**

For the purpose of voting at the Annual General Meeting, the Directors have determined in accordance with the Company's Constitution and Regulation 7.11.37 of the Corporations Regulations 2001 that all shares of the Company that are quoted on the ASX as at 7.00pm (Melbourne time) on Tuesday 10 October 2017 will be taken to be held by the persons who are registered as holding them at that time. Accordingly, those persons will be entitled to attend and vote at the Annual General Meeting.

### **Shareholder questions**

Shareholders entitled to vote at the Annual General Meeting may submit written questions for the Company or the Auditor. Please ensure that written questions are received by the Company's Share Registry by Wednesday 4 October 2017.

### **Attending the Annual General Meeting**

In the case of joint shareholders, all holders may attend the Annual General Meeting but only one holder may vote at the meeting in respect of the relevant shares (including by proxy). If more than one joint holder is present (including by proxy), and more than one of the joint holders vote in respect of the relevant shares, only the vote of the joint holder whose name stands first in the register in respect of the relevant shares is counted.

A corporate shareholder may appoint one or more persons to act as its representative(s), but only one representative may exercise the corporate shareholder's powers at any one time. If a representative of a corporate shareholder is to attend the Annual General Meeting, the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission to the Annual General Meeting.

### **Proxies**

A Proxy Form accompanies this Notice of Annual General Meeting.

A member entitled to attend and vote is entitled to appoint:

- (a) a person; or
- (b) if the member is entitled to cast two or more votes at the Annual General Meeting, two persons,

as the member's proxy or proxies to attend and vote on behalf of the member at the Annual General Meeting. A proxy need not be a member of the Company.

A proxy can be an individual or a body corporate.

A corporate shareholder must sign a Proxy Form in accordance with that shareholders' constitution or otherwise in accordance with the Corporations Act.

Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If no such proportion is specified, each proxy may exercise half of the member's votes. A separate Proxy Form should be used for each proxy. You can obtain an additional Proxy Form from the Company's Share Registry or you may copy the Proxy Form.

To be effective, a duly completed Proxy Form and any authority under which it is signed or a copy of that power of attorney certified by statutory declaration must be received at the Company's Share Registry or at the Company's Registered Office, by no later than 11.00am (Melbourne time) on Tuesday 10 October 2017 in the ways outlined below.

Under the Corporations Act, if the appointment of a proxy specifies the way the proxy is to vote on a particular resolution:

- the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote as directed (subject to any applicable voting exclusions);
- if the proxy has two or more appointments that specify different ways to vote on the resolutions, the proxy must not vote on a show of hands;
- if the proxy is not the Chairman of the Annual General Meeting, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
- if the proxy is the Chairman of the Annual General Meeting, the proxy must vote on a poll and must vote as directed.

Shareholders should consider directing their proxy as to how to vote on each resolution by crossing either the “For”, “Against”, or “Abstain” box when completing their Proxy Form to ensure that their proxy is permitted to vote on their behalf in accordance with their instructions.

### **Default to the Chairman of the Annual General Meeting**

If:

- a poll has been called on a resolution; and
- a shareholder has appointed a proxy other than the Chairman of the Annual General Meeting and the appointment of the proxy directs the proxy how to vote on the resolution; and
- the shareholder’s proxy either:
  - Does not attend the Annual General Meeting; or
  - Attends the Annual General Meeting but does not vote on the resolution.

Then the Chairman of the Annual General Meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for that shareholder for the purposes of voting on that resolution. In these circumstances, the Chairman of the Annual General Meeting must vote in accordance with the written direction of that shareholder.

Proxies may be lodged:

- online by going to [www.investorvote.com.au](http://www.investorvote.com.au) or by scanning the QR Code, found on the enclosed Proxy Form, with your mobile device;
- by mail or facsimile to Templeton Global Growth Fund Ltd Share Registry:
  - c/- Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001
  - Facsimile (within Australia) 1800 783 447, (outside Australia) +61 3 9473 2555; or
- by delivery or facsimile to the registered office of the Company, being Level 19, 101 Collins Street, Melbourne, Victoria 3000, facsimile (03) 9603 1266.

For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

For more information concerning the appointment of proxies, please refer to the enclosed Proxy Form.





# Templeton Global Growth Fund Ltd

ABN 44 006 558 149

## Lodge your vote:

**Online:**  
www.investorvote.com.au

**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) www.intermediaryonline.com

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000



## Proxy Form



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

This Document is printed on Greenhouse Friendly™ ENVI Laser Carbon Neutral Paper

**For your vote to be effective it must be received by 11.00am (Melbourne time) on Tuesday, 10 October 2017**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each Item of Business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney to be used to execute this form with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Templeton Global Growth Fund Ltd hereby appoint

the Chairman of the Meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Templeton Global Growth Fund Ltd to be held at the Hotel Windsor, Canberra Room, 111 Spring Street, Melbourne on Thursday, 12 October 2017 at 11.00am (Melbourne time) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 3 (except where I/we have indicated a different voting intention below) even though Item 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of Business.**

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on an item by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Item 2(a) Election of Christopher R Freeman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(b) Election of Alok Sethi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(c) Re-election of Martin F Warwick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(d) Re-election of Michael J O'Brien	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / / \_\_\_\_\_