

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

Templeton Global Growth Fund Ltd

ABN/ARBN

44 006 558 149

Financial year ended:

30 June 2021

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website: <https://www.tggf.com.au/investor/our-company/governance>

The Corporate Governance Statement is accurate and up to date as at 25 August 2021 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 25 August 2021

Name of authorised officer authorising lodgement: Elizabeth McGregor, Company Secretary

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://www.tggf.com.au/investor/our-company/governance [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement OR <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation **in full** for the **whole** of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations **in full** for the **whole** of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <ul style="list-style-type: none"> (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: <ul style="list-style-type: none"> (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: https://www.tgcf.com.au/investor/our-company/governance <i>[insert location]</i> and we have disclosed the information referred to in paragraph (c) in: our Corporate Governance Statement. <i>[insert location]</i> and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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<p>1.6 A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) in: our Corporate Governance Statement. <i>[insert location]</i></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in: our Corporate Governance Statement. <i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.7 A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) in: our Corporate Governance Statement. <i>[insert location]</i></p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process in: our Corporate Governance Statement. <i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: N/A</p> <p>..... [insert location]</p> <p>and the information referred to in paragraphs (4) and (5) in: N/A</p> <p>..... [insert location]</p> <p>[If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively in: our Corporate Governance Statement.</p> <p>..... [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input checked="" type="checkbox"/> and we have disclosed our board skills matrix at: https://www.tgcf.com.au/investor/our-company/governance.</p> <p>..... [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors in: our Corporate Governance Statement.</p> <p>..... [insert location]</p> <p>and, where applicable, the information referred to in paragraph (b) in: our Corporate Governance Statement.</p> <p>..... [insert location]</p> <p>and the length of service of each director in: our Annual Report.</p> <p>..... [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: https://www.tggf.com.au/investor/our-company/governance [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://www.tggf.com.au/investor/our-company/governance [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://www.tggf.com.au/investor/our-company/governance [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://www.franklinresources.com/ftresources/help-legal/anti-corruption [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://www.tgcf.com.au/investor/our-company/governance.</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and the information referred to in paragraphs (4) and (5) in: our Annual Report.</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at:</p> <p>N/A</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://www.tggf.com.au/investor/our-company/governance [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://www.tggf.com.au/investor/ [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders in: our Corporate Governance Statement. [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement

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6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<input checked="" type="checkbox"/> <p><i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: https://www.tggf.com.au/investor/. <i>[insert location]</i> and the information referred to in paragraphs (4) and (5) in: our Annual Report. <i>[insert location]</i> <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: N/A <i>[insert location]</i></p>	<input type="checkbox"/> set out in our Corporate Governance Statement
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<input checked="" type="checkbox"/> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period in: our Corporate Governance Statement. <i>[insert location]</i></p>	<input type="checkbox"/> set out in our Corporate Governance Statement

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<p>7.3 A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input checked="" type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p>N/A</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes in:</p> <p>our Corporate Governance Statement.</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
<p>7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks in:</p> <p>our Corporate Governance Statement.</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and, if we do, how we manage or intend to manage those risks at:</p> <p>N/A</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input checked="" type="checkbox"/> [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: N/A [insert location]</p> <p>and the information referred to in paragraphs (4) and (5) at: N/A [insert location]</p> <p>[If the entity complies with paragraph (b):] and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive: in our Corporate Governance Statement. [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/> and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in: our Annual Report. [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	<p>A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed information about the processes in place at: [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
9.2	<p>A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.</p>	<p><input type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
9.3	<p>A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p><input type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable</p> <p><input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable</p>



Templeton Global Growth Fund Ltd (“Company”) Corporate Governance Statement

INTRODUCTION:

The Company and the Board of Directors (“Board”) are committed to achieving and demonstrating high standards of corporate governance. The Board continues to review the corporate governance framework and practices to ensure they meet the interests of shareholders.

The Company is in compliance with the 4th edition of the ASX Corporate Governance Council’s Corporate Governance Principles and Recommendations (“ASX Governance Principles”).

The governance framework will continue to be reviewed by the Board with the object of achieving at all times the highest standards of corporate governance and ethical corporate behaviour consistent with the nature and size of the Company’s business.

A description of the Company’s main corporate governance practices is set out below.

CORE BUSINESS AND INVESTMENT STRATEGY:

The core business and investment strategy of the Company is to provide a vehicle through which Australian investors can gain access to global equity markets on a cost-efficient basis by investing in an Australian listed company.

The Company seeks long term appreciation from a globally diversified portfolio, consisting primarily of international securities. The portfolio is managed in accordance with the investment philosophy of the Templeton Global Equities Group, which forms part of Franklin Templeton group, a large U.S. based investment management organisation.

The Investment Manager of the Company’s investment portfolio is Franklin Templeton Investments Australia Ltd (“FTIAL”) and its management of the portfolio is conducted pursuant to a formal investment management agreement with the Company which defines FTIAL’s responsibilities as the Investment Manager.

Day to day management of the portfolio is carried out by a Templeton Global Equity Group portfolio manager, who has access to, and consults on a daily basis with, the global investment analysis and research resources of the Templeton Global Equities Group.

There is also in place an Administrative Services Agreement with FTIAL, which details the responsibility for its provision of Administrative services to the Company. These include provision of personnel to undertake the roles of General Manager and Company Secretary and provide sales and marketing, fund accounting, share registry & custody, compliance and company secretariat services. The Company Secretary and General Manager are accountable to the Board through the Chair.

PRINCIPLE 1:

LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT:

The Board of Directors has overall responsibility to the shareholders for furtherance of the Company's core business and investment strategy together with its corporate governance. The Board guides and monitors the business and affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

At the appointment of each Director, the agreement entered into between the Director and the Company clearly outlines the expected roles, responsibilities and obligations of that Director and the current term of their appointment. Prior to the appointment of a Non-Executive Director to the Board, the Board will determine what pre-appointment checks are appropriate in the circumstances and ensure that these checks are undertaken.

The Board seeks to identify the expectations of the shareholders, as well as other regulatory and ethical obligations. In addition, the Board is responsible for identifying areas of significant risk and ensuring arrangements are in place to adequately manage those risks.

The responsibilities of the Board include:

- Provide strategic guidance to the Company
- Monitor and review the performance of the Investment Manager, General Manager and the Company Secretary.
- Monitor financial performance including the approval of the annual and half-year financial reports for release to shareholders and the ASX.
- Appoint and delegate authority to the General Manager, Company Secretary, Investment Manager.
- Appoint the Company's auditor.
- Declaration of dividends.
- Oversight and review of:
 - Audit and compliance functions & their performance.
 - Control and corporate governance functions & their performance.
 - The Company's risk management framework and risk appetite.
 - The Company's core business and investment strategy & performance.
 - Disclosure of material information in accordance with the ASX Listing Rules.
 - Enhancing and protecting the reputation of the Company.

Day to day management of the Company's administration is formally delegated to the General Manager by the Board.

The responsibilities of the General Manager include:

- sign the management representation letter and the CEO and CFO statement.
- manage the Company's relationships with external service providers;
- ensure that the Company website is kept up to date;
- act as the Company's public officer, and facilitate the completion and filing of all relevant taxation documentation;
- provide services and activities to facilitate the Company's compliance with its requirements under:
 - the ASX Listing Rules; and

- the Corporations Act;
- provide any assistance reasonably required by the Company in relation to its capital raising(s); and
- ensure the completion of all necessary investor relations activities on behalf of the Company.

The delegation of management is regularly reviewed by the Board.

DIVERSITY:

The Company values diversity and recognises the benefits it brings. Accordingly, the Company has developed a Diversity Policy, a copy of which is posted on the Company's website. The Company is not a "relevant employer" under the Workplace Gender Equity Act.

The nature of an investment company's operations, particularly an investment company where the investment management function and administration are outsourced, is that it can operate efficiently and effectively with a Board and a minimum number of employees. At the date of this report, the Company had five Directors and no employees. The Diversity Policy therefore currently relates primarily to the Board.

The Board consists of five Directors, of whom one is female (20%). In considering, evaluating and selecting new Board members, the Directors take into account criteria including, but not limited to, skills, qualifications, experience, gender, age, ethnicity and cultural background.

The Board has committed to an overall female workforce percentage of at least 20%.

The Review Committee is responsible for oversight of the Diversity Policy and reports to the Board annually on compliance with the Diversity Policy and appropriate levels of diversity.

The Board is comfortable that all recommendations 1.1 – 1.7 are adhered to, as detailed above.

PRINCIPLE 2:

STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE:

At the date of this report the composition of the Board is five directors of whom four, including the Chairman, are classified as independent.

The composition of the Board is reviewed on an ongoing basis to ensure that the Board has an appropriate balance of expertise and experience. When a vacancy arises or where the Board considers that it would benefit from the services and skills of a new Director, the Board considers potential candidates with appropriate expertise and experience and with full cognisance of the benefits that diversity can bring to a Board and makes what it considers to be the most appropriate appointment. All material information is provided to shareholders in relation to directors up for re-election in the Notice of Meeting for each Annual General Meeting.

Having regard to the nature of the Company's operations and the fact that responsibility for management of the Company's investment portfolio is delegated to FTIAL as Investment Manager, it is the policy of the Board that the Directors should include a representative of the Franklin Templeton group in addition to the independent non-executive Directors.

The current Directors as at the date of this statement are:

- Mr C Freeman (Chairman)
- Mr G E McGowan
- Mr M F Warwick
- Ms J Dawson
- Mr S Fahey

Details of the relevant skills and experience, and the term of office, of each of the current Directors as at the date of the Annual Financial Statements are set out in the Directors' Report of the Annual Financial Statements, and are summarised in the skills matrix that can be found in the Corporate Governance section of the Company's website at www.tggf.com.au

- Mr Freeman, Mr Warwick, Ms Dawson and Mr Fahey are independent non-executive Directors.
- Mr McGowan is a non-executive director who provides consultancy services to the Franklin Templeton group and is therefore not independent.

It is important for the Board to be of a size and composition that is conducive to efficient operation and effective decision making and the current composition of the Board is considered to be appropriate and efficient for the Company at the present time.

The Board operates in accordance with the principles set out in the corporate governance document "Guidelines covering Board membership and operation", which is available in the Corporate Governance section of the Company's website at www.tggf.com.au. This document details in more depth Board composition and responsibilities.

New Directors are taken through an induction program, including meeting with key service providers and an overview of Company policies. Directors are provided with regular updates on regulatory and governance developments as part of their professional development to perform their roles effectively.

ASSESSING THE INDEPENDENCE OF DIRECTORS:

One of the Board's key criteria for determining the independence of a Director is whether the Director is independent of management and free from any business or other relationship that could materially interfere with (or could reasonably be perceived to materially interfere with), the exercise of unfettered and independent judgment.

In determining whether this criterion is satisfied, as part of its regular assessment, the Board has regard to threshold tests to assess whether there are matters that may require consideration in relation to a Director's ability to exercise unfettered and independent judgment.

However, the threshold tests are not conclusive. The Board may determine that a Director is independent, notwithstanding that the threshold tests are not all met. Conversely, there may be circumstances in which a Director will be considered to be not independent, though the threshold tests are all met.

In considering independence, the Board distinguishes between a relationship that may occasionally give rise to a particular discrete conflict of interest that can be addressed by appropriate conflict of interest procedures, and a relationship that may more generally impair the Director's objectivity and independence of mind.

Each Director is required to keep the Board fully informed of new developments or circumstances that may be relevant to the Director's independence. The declaration of conflicts of interest register is regularly tabled at Board Meetings.

BOARD COMMITTEES:

The Board has established the following two committees to assist in carrying out the Board's responsibilities:

- Audit and Risk Committee; and
- Review Committee.

Each of these committees has a formal charter setting out the committee's role and responsibilities, composition, structure and membership requirements.

The committees operate principally in a review or advisory capacity except where powers are expressly conferred on or delegated to a committee by the Board.

Due to the relatively small size of the Company and the nature of the Company's operations, the Board has not created a remuneration committee or a permanent nomination committee.

The Board ultimately retains and exercises responsibility for appointment of new Directors.

AUDIT AND RISK COMMITTEE:

At the date of this statement the members of the Audit and Risk Committee are Ms. Dawson (Chair) and Messrs Warwick, Fahey and Freeman. The committee is comprised of independent non-executive Directors of the Board. All members of the Audit and Risk Committee are competent to read and understand financial statements. Ms Dawson, Mr Warwick and Mr Freeman are Chartered Accountants with substantial financial expertise.

The relevant qualifications and background of the Committee members are summarised in the Directors' Report of the Financial Statements.

The Audit and Risk Committee's role and responsibilities, under its charter, include:

- oversight of the reliability and integrity of the Company's accounting policies and financial reporting and disclosure practices;
- advising the Board on the Company's financial reporting, due diligence, financial systems integrity and business risks;
- establishment and maintenance of review processes relating to the performance of the Investment Manager and Custodian;
- reviewing and monitoring the results of the external audit and risk management procedures;
- reviewing the effectiveness of the Company's internal compliance and control procedures;
- reviewing the external auditor's qualifications and independence;
- reviewing the performance of the external auditor;
- assessment of whether the Company's external reporting is consistent with committee members' information and that their knowledge is adequate for shareholder needs;
- ensuring proper procedures for the selection, appointment or removal of the external auditor and rotation of the external audit engagement partner.

The Audit and Risk Committee meets as often as required to carry out its functions, and in any event at least four times per year.

For details on the number of meetings of the Audit and Risk Committee held during the year and the attendees at those meetings, refer to the Directors' Report.

The Audit and Risk Committee's charter is posted on the Company's website.

REVIEW COMMITTEE:

The Review Committee comprises the independent non-executive Directors of the Board. At the date of this statement the members of the Review Committee are Mr Freeman (Chairman), Mr Warwick, Mr Fahey and Ms Dawson.

Under its charter, the Review Committee's role and responsibilities include:

- to receive and review monthly management accounts that are prepared between Board meetings;
- to receive and review between Board meetings, reports from the Investment Manager on performance of the Company's investment portfolio;
- to consider and discuss with the portfolio manager between Board meetings, the valuation, composition and performance of the Company's investment portfolio;
- to review the performance of FTIAL as Investment Manager and as service provider under the Administrative Services Agreement providing general management, company secretariat, compliance and other administrative services to the Company;
- to discuss with management and provide guidance to management on issues arising between Board meetings;
- to review the remuneration framework for Directors;
- to consider all other issues referred to the Committee by the Board;

- to make recommendations to the Board on matters which are the subject of the Committee's deliberations.

The Review Committee meets as often as required to carry out its role and responsibilities.

For details on the number of meetings of the Review Committee held during the year and the attendees at those meetings, refer to the Directors' Report.

The Review Committee's charter is posted on the Company's website.

The Company does not have a formal nomination committee. Due to the current Board structure and the size and nature of the operations of the Company, the Board believes that a formal nomination committee is not required to enable it to discharge its obligations in relation to identify, attract and recruit adequate Board successors. The Board regularly reviews the composition of the Board, including the skills matrix and tenure of Directors to address Board succession issues and ensure that the Board has the appropriate balance of skills, knowledge, experience, independence and diversity to discharge its obligations effectively.

PERFORMANCE REVIEW:

The Board periodically reviews and evaluates its own performance, the performance of its committees and the individual performance of each Director, including the Chairman.

The general management and oversight of the evaluation process, including identification and formulation of appropriate performance assessment issues and criteria is the responsibility of the Chairman. In the normal course of business, the review is carried out through consultation by the Chairman with each of the other Directors, including through an anonymous feedback questionnaire.

Having regard to the nature of the Company's operations and the Board's composition, the Board believes this approach to performance evaluation is more appropriate and relevant than seeking to apply predetermined measurable performance indicators or engaging an external facilitator.

The performance of all third-party service providers, including the General Manager and Company Secretary, is reviewed periodically. The review is conducted by the Chairman in conjunction with the Chair of the Audit and Risk Committee. The outcomes of the review are reported to the full Board.

A performance review following this process was undertaken in the current reporting period.

MANAGEMENT:

Subject to the oversight and supervision of the Board, and within the corporate governance framework established by the Board, responsibility for management of the business and affairs of the Company is delegated to the General Manager who also functions as the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"). Management of the Company's investment portfolio is delegated to the Investment Manager.

The custodian of the Company's investments, appointed by the Board, is JP Morgan Chase ("Custodian").

The General Manager's responsibilities include:

- Oversight of the investment portfolio by the Investment Manager, and day to day interaction with the Investment Manager in relation to its functions;
- Oversight the Custodian's performance of its functions and day to day interaction with the Custodian in relation to those functions;
- Oversight of the administrative services provided by FTIAL to the Company; and
- Reporting to the Board on those matters.

The General Manager is Mr. Mat Sund, who is not a Director of the Company and is an employee of the Investment Manager.

The Board is comfortable that recommendations 2.2 - 2.6 are adhered to, as detailed above.

**PRINCIPLE 3:
INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY:**

It is an expectation of the Board that each Board member and officer of the Company reflect the highest standards of behavior, professionalism and the practices necessary to maintain confidence in the Company, taking into account legal obligations and the reasonable expectations of the Company's stakeholders. The Company's Corporate Code of Conduct is posted on the Company's website.

Directors and officers of the Company are expected to act with the utmost integrity and objectivity and in compliance with the letter of the law and company policies.

SHARE TRADING POLICY:

The Board has adopted a Share Trading Policy that sets out principles to be observed by the Company's Directors and officers in relation to buying, selling and dealing in the Company's shares.

The overriding principle is that Directors and officers cannot deal in the Company's shares at any time when they possess price sensitive information.

The Share Trading Policy also precludes Directors and officers from dealing in securities included in the Company's investment portfolio, at any time when they possess information that is price sensitive in relation to such securities or to the detriment of the Company's investment portfolio.

The Share Trading Policy is posted on the Company's website.

The Board is comfortable recommendations 3.1-3.4 are adhered to, as detailed above.

**PRINCIPLE 4:
SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS:**

The Company has put in place a structure of review and authorisation designed to ensure the truthful and factual presentation of the Company's financial position.

The structure includes:

- the role and responsibilities that the Audit and Risk Committee is charged with undertaking and performing in accordance with the Audit and Risk Committee charter;
- reservation to the full Board of approval of the Company's yearly and half yearly financial reports and other financial reporting; and
- external audit of the Company's yearly financial reports, external audit review of the Company's half yearly financial reports, and direct Board and Audit and Risk Committee access to the external auditor, whenever required (including in the absence of management).
- requesting the external auditor to attend the annual general meeting and be available to answer shareholder questions about the conduct of the audit and the preparation and content of the auditor's report.
- The external auditor audits the Custodian as to the existence and valuation of the Company's portfolio of investments.

The Audit and Risk Committee's role and responsibilities under its charter cover processes to ensure the independence and competence of the Company's external auditor including:

- evaluation of the qualifications, performance and independence of the lead audit partner and review partner;
- overseeing five yearly rotation of the lead audit partner and review partner; and
- deciding whether to retain or recommend termination of the appointment of the external auditor, including considering whether there should be rotation of the external audit firm itself.

In his capacities as Chief Executive Officer and Chief Financial Officer delegated by the Board, Mr. Sund confirms in writing to the Board:

- That the statement he has given to the Board on the integrity of the Company's financial reports for the relevant fiscal year is founded on a sound system of management and internal compliance and control which implements the policies adopted by the Board; and
- The Company's risk management and internal compliance and control system is operating efficiently and effectively in all material respects.

The Board is comfortable that all recommendations 4.1 – 4.3 are adhered to, as detailed above.

**PRINCIPLE 5:
MAKE TIMELY AND BALANCED DISCLOSURE:**

DISCLOSURE POLICY:

The Board has put in place mechanisms designed to ensure compliance with the ASX Listing Rules Disclosure Requirements and to ensure accountability at senior management level for that compliance.

A summary of the policies and processes that the Board has approved to achieve the Company's compliance with the ASX Listing Rules Disclosure Requirements is posted on the Company's website.

The Directors automatically receive copies of market announcements which have been released by ASX.

Presentations to investors or analysts are announced to ASX before being shown or published elsewhere.

The Board is comfortable recommendations 5.1-5.3 are adhered to, as detailed above.

PRINCIPLE 6:**RESPECT THE RIGHTS OF SECURITY HOLDERS:
COMMUNICATION WITH SHAREHOLDERS:**

The Board aims to ensure that shareholders are informed of all major developments affecting the Company's business and affairs and can participate actively and constructively in discussions about the progress of the Company. Opportunities to do so are afforded by quarterly written reports from the Investment Manager, investor briefings and at general meetings of the Company.

All relevant announcements made by the Company are placed on the Company's website after they are released to the ASX. The principal policies comprised in the Company's corporate governance framework are also set out or summarised on the website. The website also contains further information about the Company, including contact details, biographies of Directors and Senior Executives, and contact information for the Share Registrar.

The Company's website can be accessed at www.tggf.com.au

The Company also continues to explore how it can better communicate with Investors, and leverages the relationship and capabilities of FTIAL's communications expertise to maintain and deliver information to Investors, over a number of different forums and mediums. The Company's investor relations program is detailed in the corporate governance document "Communication with Shareholders" available on the Company's website.

The Company Registrar (Computershare) records and maintains the communication preferences of security holders, offering a variety of options, including electronic and physical delivery of information. The Company encourages participation at shareholder meetings, including through the use of online voting and information on the Company's website.

At General Meetings, all substantive resolutions are decided by way of a poll.

The Board is comfortable that all recommendations 6.1 – 6.5 are adhered to, as detailed above.

**PRINCIPLE 7:
RECOGNISE AND MANAGE RISK:**

The Board is responsible for ensuring that there are suitable processes and controls to monitor, manage and mitigate material risks that could adversely impact upon the investment portfolio or other aspects of the Company's business.

The Board has decided that its policy is not to hedge the underlying currencies of the portfolio of investments, but to continually discuss the impact of currency risk on the Investment Portfolio and security holders at its Board meetings, where required. The Investment Manager will meet with the Board on a regular basis to discuss how any risk in the portfolio, market risk and currency risk in particular, are being mitigated.

Implementation of risk management is overseen by the Board in conjunction with the Audit and Risk Committee and General Manager. The Board has established the risk appetite and risk management framework of the Company. The Audit and Risk Committee and Board review the Company's risk management framework at least annually and a review has been carried out during the most recent reporting period. The risk management framework is available on the Company's website.

The Board has engaged JPMorgan Chase, one of the world's leading financial institutions, as custodian of the Company's investments and to provide the data in relation to investments on which the Company's financial reporting is based. JPMorgan Chase is subject to external audit by the external auditor on a half yearly basis.

The external auditor provides audit assurance letters to the Company in relation to the assets of the Company under the control of the Custodian and the accuracy of the Custodian's reporting process.

The investment management process and company administration are outsourced to FTIAL, which is part of the Franklin Templeton group.

The Company is subject to a yearly audit and a half yearly review by its external auditor. In relation to each audit, the external auditor issues an audit status report to the Board covering significant issues or recommendations arising from the audit.

Due to the nature of the operations of the Company, the Company does not have any direct or material exposure, to environmental and social sustainability risks. All indirect exposure to these risks is through underlying investments of the Company and are assessed by the Investment Manager before any investment decisions are undertaken.

The Company does not have an Internal Audit function directly, but does rely on the Internal Audit function, and the internal controls framework, of the Investment Manager and the third-party service providers.

The Board is comfortable that all recommendations 7.1 – 7.4 are adhered to, as detailed above.

**PRINCIPLE 8:
REMUNERATE FAIRLY AND RESPONSIBLY:**

REMUNERATION PHILOSOPHY:

The Board of Directors of the Company is responsible for determining and reviewing compensation arrangements for the Company. The Board of Directors assesses the appropriateness of the nature and amount of emoluments of such officers on a periodic basis by reference to relevant employment market conditions with the overall objective of ensuring maximum stakeholder benefit. Due to the size and nature of the Company, this is a function of the Board, and there is not a separate remuneration committee.

NON-EXECUTIVE DIRECTORS' REMUNERATION:

In accordance with the Company's Constitution and the ASX Listing Rules, the aggregate amount of remuneration payable to the non-executive Directors in any year is determined from time to time by shareholders in General Meetings. The last determination was at the Annual General Meeting on 22 October 2007 when shareholders fixed an aggregate amount of \$350,000. Within the limit of the aggregate amount determined by the shareholders, the Board determines the remuneration for non-executive Directors.

The policy of the Board is not to pay fees or provide other remuneration to non-executive Directors who were at any time during the year consultants to or officers of Franklin Templeton group. This means that Mr G E McGowan, who is a consultant to the Franklin Templeton group, is unable to earn fees or other remuneration from the Company.

The Company provides remuneration for non-executive Directors who are not officers of Franklin Templeton group. The remuneration arrangements for these non-executive Directors are reviewed annually by the Board.

The Board assesses the appropriateness of the remuneration for non-executive Directors having regard to market practice (including available data concerning remuneration paid by other companies, in particular companies of comparable nature and size), the duties and accountability of the non-executive Directors and the objective of maintaining a balanced Board which has appropriate expertise and experience, at a reasonable cost to the Company. The remuneration of non-executive Directors remuneration is not linked to the financial performance or share price of the Company.

The Board does not pay bonuses or issue shares or options to Directors as components of their remuneration. Neither does it make loans to Directors or employees, or provide motor vehicles, rent, personal travel allowances or other benefits. The Company does pay for the travel and accommodation expenses of the Directors when such travel is required for the Company.

EXECUTIVE REMUNERATION:

No executives are currently directly employed or remunerated by the Company. The Board is comfortable that all recommendations 8.1 – 8.3 are adhered to, as detailed above.

FURTHER INFORMATION:

For further information on the Company's corporate governance refer to the Company's website www.tggf.com.au

Approved by the Templeton Global Growth Fund Limited Board on 25 August 2021.