



Securities Exchange Announcement

25 August 2021

Update to Transaction – Outcome of First Court Hearing

Templeton Global Growth Fund Limited (ASX: TGG) (“**TGG**” or the “**Company**”) is pleased to provide the following update on the status of the proposed scheme of arrangement under which: (i) TGG has agreed to undertake a buy-back of fully paid ordinary shares in TGG (“**TGG Shares**”) (“**Buy-Back**”) and (ii) WAM Global has agreed to acquire all TGG Shares (other than TGG Shares held by eligible TGG shareholders who have validly accepted the Buy-Back offer) (“**Scheme**”) (together, “**Transaction**”).

A copy of the Scheme Implementation Agreement was announced to the market on 29 June 2021 with amendments to that agreement announced on 23 August 2021 (“**Scheme Implementation Agreement**”).

Scheme Meeting and General Meeting

The Supreme Court of New South Wales (“**Court**”) has ordered that TGG convene a meeting of its shareholders to consider, and if thought fit, approve the Scheme (“**Scheme Meeting**”). The Scheme Meeting will be held at **11.00am (Sydney time) on 29 September 2021**.

TGG also intends to hold a general meeting of its shareholders to consider, and if thought fit, approve an equal access buy-back offer made by TGG to TGG Shareholders (“**Buy-Back**”) (“**General Meeting**”). The General Meeting will be held at **11.30am (Sydney time) on 29 September 2021** (or as soon thereafter as the Scheme Meeting has concluded or been adjourned).

In order to minimise health risks created by the COVID-19 pandemic, the Scheme Meeting and the General Meeting will be conducted at Level 61, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000 by certain of TGG’s directors and company secretary. TGG Shareholders are able to attend the Scheme Meeting and the General Meeting virtually. If public health orders do not permit the conduct of the Scheme Meeting and the General Meeting at Level 61, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000, the Scheme Meeting and the General Meeting will be held entirely virtually. TGG will update the market if this is required.

TGG Shareholders and their proxies, attorneys or corporate representatives will not be able to attend a physical Scheme Meeting or General Meeting.

TGG Shareholders and their proxies, attorneys or corporate representatives will be able to participate in the Scheme Meeting and the General Meeting through an online platform via the website web.lumiagm.com/315943316.

Explanatory Memorandum

The Court also approved the distribution to TGG Shareholders of an explanatory statement providing information about the Scheme and the Buy-Back, and including the Independent Expert’s Report and

the notice of the Scheme Meeting and the notice of the General Meeting (together, the “**Explanatory Memorandum**”).

A further announcement attaching the Explanatory Memorandum will be released to the ASX and the Explanatory Memorandum will subsequently be made available to TGG Shareholders following registration of the Explanatory Memorandum with the Australian Securities and Investments Commission.

Recommendation

The TGG Board continues to unanimously recommend that TGG Shareholders vote in favour of the Scheme and the Buy-Back in the absence of a Superior Proposal and subject to the Independent Expert concluding and continuing to conclude that the Transaction is in the best interests of TGG Shareholders.

Each TGG director who has a Relevant Interest in TGG Shares intends to vote in favour of the Scheme and Buy-Back in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Transaction is in the best interests of TGG Shareholders.

WAM Global has advised TGG that the Wilson Asset Management Group members who hold TGG Shares are in favour of the Transaction, however will abstain from voting on the Scheme at the Scheme Meeting and the Buy-Back Resolution at the General Meeting.

Further Information

For further information, please contact the Shareholder Information Line on 1300 145 831 (within Australia) and +61 3 9415 4832 (outside Australia) which is open between Monday and Friday from 8.30am to 5.30pm (Sydney time), or visit the FAQ page at www.tggftransaction.com.au.

– ENDS –

This announcement has been authorised for release by the Board of TGG.

For further information, please contact:

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Chair

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