

**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 Westin, Room IV, 205 Collins Street, Melbourne on Wednesday 21 October 2015, at 11.00am.

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 Auditor for the financial year ended 30 June 2015.

**Item 2: Adoption of Remuneration Report**

To adopt the Remuneration Report for the financial year ended 30 June 2015. The vote on this resolution is advisory only and does not bind the Directors, or the Company.

**Item 3: Re-election of Directors**

- (a) "That J.A. (Tony) Killen, who retires in accordance with Article 10.3 of the Company's Constitution and, being eligible, offers himself for election, be elected as a Director."
- (b) "That Joanne Dawson, who retires in accordance with Article 10.3 of the Company's Constitution and, being eligible, offers herself for election, be elected as a Director."

By order of the Board of Directors



**Rabie Abas**

Company Secretary

16 September 2015

## EXPLANATORY NOTES - ORDINARY BUSINESS

### Agenda Item 1: Reports

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

### Agenda Item 2: Remuneration Report

The Remuneration Report is set out on pages 18 to 20 of the Company's annual report for the year ended 30 June 2015.

The report:

- Outlines the Board's policies in relation to the nature and level of remuneration paid to directors.
- Sets out remuneration details for each director.

As a result of amendments to the Corporations Act known as the "two strikes rule", the result of the vote on this resolution may affect next year's AGM. If 25% or more of the votes cast on this resolution are "against" the resolution at the 2015 AGM (a "first strike"), and 25% or more of the votes cast are against the remuneration report resolution at the 2016 AGM (a "second strike"), a further resolution on whether to hold a meeting to spill the Board (a "spill resolution"), would need to be considered at the 2016 AGM.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting. The Board unanimously recommends that shareholders vote in favour of Agenda Item 2. Subject to the voting restrictions set out below, the Chairman of the meeting intends to vote unrestricted proxies in favour of the resolution.

### Voting Exclusion Statement

The Company will disregard any votes cast (in any capacity) on Agenda Item 2 by or on behalf of:

1. Key management personnel ("KMP") of the Company; and
2. Closely related parties of the KMP.

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.

However, a vote may be cast on Agenda Item 2 by a KMP, or a KMP's closely related party as a proxy, if the vote is not cast on behalf of the KMP or the closely related party and:

- The proxy appointment is in writing and it directs the proxy how to vote on Agenda Item 2; or
- The proxy is the Chairman of the meeting, and;
  - The proxy appointment does not direct the proxy how to vote on Agenda Item 2; and
  - The proxy appointment expressly authorises the Chairman of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the Company's KMP.

If you appoint the Chairman of the meeting as your proxy, and you do not direct your proxy how to vote on Agenda Item 2 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 meeting.

The Chairman of the meeting intends to vote unrestricted proxies in favour of Agenda Item 2.

### Agenda Item 3: Re-election of Directors

Agenda Item 3(a) – Re-election of Mr J.A. (Tony) Killen

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 J.A. (Tony) Killen will retire at the Annual General Meeting on 21 October 2015.

In accordance with Article 10.3 of the Company's Constitution, Mr J.A. (Tony) Killen is eligible, and being eligible, offers himself for election at the Annual General Meeting. Further information on Mr J.A. (Tony) Killen is set out below.

Agenda Item 3(b) – Re-election of Ms Joanne Dawson

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, Ms Joanne Dawson will retire at the Annual General Meeting on 21 October 2015.

In accordance with Article 10.3 of the Company's Constitution, Ms Joanne Dawson is eligible, and being eligible, offers herself for election at the Annual General Meeting. Further information on Ms Joanne Dawson is set out below

Each of the proposed resolutions in Agenda Item 3(a) and 3(b) is an ordinary resolution.

The Board (in absence of the relevant Directors) unanimously recommends that shareholders vote in favour of Agenda Items 3(a) and 3(b).

**JAMES A. (TONY) KILLEN, OAM, BA., FAIM, FAICD – Non-Executive Chairman**

Appointed as a Director in March 2003. Appointed Chairman on 24 October 2012. Chairman of the Review Committee. Member of the Audit Committee. Chairman of Equity Trustees Limited. Former roles included Group Managing Director and Chief Executive Officer of Axa Asia Pacific Holdings Limited, Chairman of St Vincents and Mercy Private Hospital Ltd, St Vincents Hospital Melbourne Ltd, Caritas Christi Hospice Ltd and Prague House Ltd. Mr. Killen was also Chairman of Sisters of Charity Health Service Ltd and Sisters of Charity Healthcare Australia Ltd. He is Chairman of CCI Asset Management Ltd, a Director of Catholic Church Insurance Ltd and a Director of Victoria Golf Club Ltd.

**JOANNE DAWSON, B.Comm, MBA, CA, CFP, GAICD – Non-Executive Director**

Appointed as a Director on 9 May 2012. Chair of the Audit Committee and a member of the Review Committee. Director of Catholic Church Insurance Limited, CCI Asset Management Ltd, Vision Super and the Victoria Teachers Mutual Bank. Former roles include, senior management roles with National Australia Bank, Client Director in the Assurance and Advisory Division of Deloitte and Board Member and Chair of the Audit Committee of Film Victoria.

## **ADDITIONAL NOTES TO THE NOTICE OF 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 19 October 2015 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 Register by 12 October 2015.

### **Attending the meeting**

In the case of joint shareholders, all holders may attend the 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 meeting, the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission to the 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 meeting, two persons,

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

A corporate shareholder must sign a Proxy Form in accordance with that shareholders' constitution or otherwise in accordance with the Corporations Act 2001.

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 19 October 2015.

### **Default to the Chairman of the meeting**

If:

- A poll has been called on a resolution; and
- A shareholder has appointed a proxy other than the Chairman of the 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 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 meeting must vote in accordance with the written direction of that shareholder.

Proxies may be lodged:

by mail or facsimile to Templeton Global Growth Fund Ltd share registry:

c/- Computer 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.