

April 2011

PROSPECTUS

Société d'investissement  
à capital variable  
Incorporated in Luxembourg

THIS PROSPECTUS DATED  
APRIL 2011 IS ONLY VALID  
IF ACCOMPANIED BY THE  
ADDENDUM DATED JULY 2011.



# FRANKLIN TEMPLETON INVESTMENT FUNDS



FRANKLIN TEMPLETON  
INVESTMENTS



# FRANKLIN TEMPLETON INVESTMENT FUNDS

PROSPECTUS

SOCIÉTÉ D'INVESTISSEMENT

À CAPITAL VARIABLE

INCORPORATED IN LUXEMBOURG

April 2011

**VISA 2011/73840-866-0-PC**

L'apposition du visa ne peut en aucun cas servir  
d'argument de publicité

Luxembourg, le 18/04/2011

Commission de Surveillance du Secteur Financier

**Franklin Templeton Investment Funds**  
 Société d'investissement à capital variable  
 Registered office: 26, boulevard Royal, L-2449 Luxembourg  
 Grand Duchy of Luxembourg  
 R.C.S. Luxembourg B 35 177

**Offer**

of separate classes of shares of no par value of Franklin Templeton Investment Funds (the “Company”), each linked to one of the following sub-funds (the “Funds”) of the Company, at the published offer price for the Shares of the relevant Fund:

<b>Franklin Asian Flex Cap Fund</b>	<b>Templeton Asian Bond Fund</b>
<b>Franklin Biotechnology Discovery Fund</b>	<b>Templeton Asian Growth Fund</b>
<b>Franklin Euroland Core Fund</b>	<b>Templeton Asian Smaller Companies Fund</b>
<b>Franklin European Growth Fund</b>	<b>Templeton BRIC Fund</b>
<b>Franklin European Small-Mid Cap Growth Fund</b>	<b>Templeton China Fund</b>
<b>Franklin Global Growth Fund</b>	<b>Templeton Eastern Europe Fund</b>
<b>Franklin Global Real Estate</b> (Previously named Franklin Global Real Estate (USD) Fund)	<b>Templeton Emerging Markets Fund</b>
<b>Franklin Global Small-Mid Cap Growth Fund</b>	<b>Templeton Emerging Markets Balanced Fund</b>
<b>Franklin Gold and Precious Metals Fund</b>	<b>Templeton Emerging Markets Bond Fund</b>
<b>Franklin High Yield Fund</b>	<b>Templeton Emerging Markets Smaller Companies Fund</b>
<b>Franklin Income Fund</b>	<b>Templeton Euro Government Bond Fund</b>
<b>Franklin India Fund</b>	<b>Templeton Euro High Yield Fund</b> (Previously named Franklin High Yield (Euro) Fund)
<b>Franklin MENA Fund</b>	<b>Templeton Euro Liquid Reserve Fund</b>
<b>Franklin Natural Resources Fund</b>	<b>Templeton Euro Money Market Fund</b>
<b>Franklin Real Return Fund</b>	<b>Templeton Euroland Fund</b>
<b>Franklin Strategic Income Fund</b>	<b>Templeton European Fund</b>
<b>Franklin Technology Fund</b>	<b>Templeton European Corporate Bond Fund</b>
<b>Franklin U.S. Dollar Liquid Reserve Fund</b> (Previously named Templeton U.S. Dollar Liquid Reserve Fund)	<b>Templeton European Total Return Fund</b>
<b>Franklin U.S. Equity Fund</b>	<b>Templeton Frontier Markets Fund</b>
<b>Franklin U.S. Focus Fund</b>	<b>Templeton Global Fund</b>
<b>Franklin U.S. Government Fund</b>	<b>Templeton Global (Euro) Fund</b>
<b>Franklin U.S. Opportunities Fund</b>	<b>Templeton Global Aggregate Bond Fund</b>
<b>Franklin U.S. Ultra Short Bond Fund</b>	<b>Templeton Global Balanced Fund</b>
<b>Franklin U.S. Small-Mid Cap Growth Fund</b>	<b>Templeton Global Bond Fund</b>
<b>Franklin U.S. Total Return Fund</b>	<b>Templeton Global Bond (Euro) Fund</b>
<b>Franklin World Perspectives Fund</b>	<b>Templeton Global Equity Income Fund</b>
<b>Franklin Mutual Beacon Fund</b>	<b>Templeton Global High Yield Fund</b>
<b>Franklin Mutual Euroland Fund</b>	<b>Templeton Global Income Fund</b>
<b>Franklin Mutual European Fund</b>	<b>Templeton Global Smaller Companies Fund</b>
<b>Franklin Mutual Global Discovery Fund</b>	<b>Templeton Global Total Return Fund</b>
<b>Franklin Templeton Global Equity Strategies Fund</b>	<b>Templeton Growth (Euro) Fund</b>
<b>Franklin Templeton Global Fundamental Strategies Fund</b>	<b>Templeton Korea Fund</b>
<b>Franklin Templeton Global Growth and Value Fund</b>	<b>Templeton Latin America Fund</b>
<b>Franklin Templeton Japan Fund</b>	<b>Templeton Thailand Fund</b>
	<b>Templeton U.S. Value Fund</b>

# Franklin Templeton Investment Funds – Important Information

If you are in any doubt about the contents of this prospectus (the “**Prospectus**”), you should consult your bank, stockbroker, solicitor, accountant or other financial advisor. No one is authorised to give any information other than that contained in this Prospectus or in any of the documents referred to herein.

## The Company

The Company is incorporated in Luxembourg under the laws of the Grand Duchy of Luxembourg as a *société anonyme* and qualifies as a *société d’investissement à capital variable* (“SICAV”).

The Company is registered on the official list of undertakings for collective investment in transferable securities pursuant to Part I of the Luxembourg law of December 20, 2002 relating to undertakings for collective investment, as amended (the “Law of December 20, 2002”). The Company qualifies as an Undertaking for Collective Investment in Transferable Securities (“UCITS”) under the European Council Directive 85/611/EEC of December 20, 1985, as amended.

The Company has obtained recognition for marketing its Shares in various European countries (in addition to the Grand Duchy of Luxembourg): Austria, Belgium, the Republic of Cyprus, the Czech Republic, Denmark, Estonia, Finland, France, Germany, Gibraltar, Greece, Hungary, Ireland, Italy, Latvia, Lithuania, The Netherlands, Norway, Poland, Portugal, Slovakia, Slovenia, Spain, Sweden, Switzerland and the United Kingdom. The registration of the Shares of the Company in any jurisdiction does not require any authority to approve or disapprove the adequacy or accuracy of this Prospectus or the securities portfolios held by the Company. Any statement to the contrary is unauthorised and unlawful.

The distribution of this Prospectus and the offering of the Shares may be restricted in certain other jurisdictions. It is the responsibility of any persons wishing to make an application for Shares pursuant to this Prospectus to inform themselves of and to observe all applicable laws and regulations of any relevant jurisdictions. Attention of Investors is also drawn to the fixed amount which may be levied on transactions by Distributors, local paying agents and Correspondent Banks established in certain jurisdictions such as Italy. Prospective subscribers for Shares should make themselves aware of the legal requirements with respect to such application and of any applicable taxes in the countries of their respective citizenship, residence or domicile.

The Company is a recognised collective investment scheme under section 264 of the Financial Services Markets Act 2000 of the United Kingdom.

The Company may apply for registration of the Shares in various other legal jurisdictions worldwide.

The Company does not have any debentures, loans, borrowings or indebtedness in the nature of liabilities under acceptances or acceptance credits, mortgage hire purchase commitments, guarantees or other material contingent liabilities.

The Company is not registered in the United States of America under the Investment Company Act of 1940. The Shares of the Company have not been registered in the United States of America under the Securities Act of 1933. The Shares made available under this offer may not be directly or indirectly offered or sold in the United States of America or any of its territories or possessions or areas subject to its jurisdiction or to or for the benefit of nationals or residents thereof, unless pursuant to an exemption from registration requirements available under US law, any applicable statute, rule or interpretation. Prospective Investors may be required to declare that they are not a US Person and are not applying for Shares on behalf of any US Person.

The term “US Person” shall mean any person that is a United States person within the meaning of Regulation S under the United States Securities Act of 1933, as the definition of such term may be changed from time to time by legislation, rules, regulations or judicial or administrative agency interpretations.

Statements made in this Prospectus are based on the laws and practice currently in force in the Grand Duchy of Luxembourg, and are subject to changes in those laws and practice.

This Prospectus does not constitute an offer to anyone or solicitation by anyone in any jurisdiction in which such offer or solicitation is not lawful or in which the person making such offer or solicitation is not qualified to do so.

The price of Shares in the Company and the income from them may go down as well as up and an Investor may not get back the amount invested. Attention of Investors is more specifically drawn to the fact that investment by the Company, as defined hereafter, may trigger specific risks, as more fully described under section “Risk Consideration”.

The most recent audited annual and unaudited semi-annual reports of the Company, which are available at the registered office of the Company, form an integral part of this Prospectus.

The Company has appointed Templeton Global Advisors Limited to act as Principal Distributor to organise and oversee the marketing and distribution of Shares. The Principal Distributor may engage sub-distributors, intermediaries, brokers and/or professional investors (who may be affiliates of Franklin Templeton Investments and who may receive part of the maintenance charges, servicing charges or other similar fees). The Principal Distributor has therefore appointed Franklin Templeton International Services S.A. to act as the Company’s Distribution Controller to monitor the appointment and activities of the sub-distributors.

Moreover, the Board of Directors decided that, when required by the relevant legal, regulatory and/or tax environment applicable to some particular countries where the Shares of the Company are or will be offered, the duties of organising and overseeing the marketing and distribution of Shares, or the distribution of Shares itself, currently dedicated on a worldwide basis to the Principal Distributor of the Company, may be allocated to such other entities (who may be affiliates of Franklin Templeton Investments) directly appointed by the Company from time to time.

Subject to the provisions of the agreements in place with the Company, such other parties may in turn engage sub-distributors, intermediaries, brokers and/or professional investors (who may be affiliates of Franklin Templeton Investments). Notwithstanding the foregoing, Franklin Templeton International Services S.A. will continue to act as the Company’s Distribution Controller to monitor the appointment and activities of the sub-distributors, intermediaries, brokers and/or professional investors as mentioned above.

For the avoidance of doubt, Investors buying Shares or investing through such other parties (or through sub-distributors, intermediaries, dealers and/or professional investors appointed by such other parties) will not be charged additional fees and expenses by the Company.

Whenever applicable, all references in this Prospectus relating to the Principal Distributor should therefore also read as references to such other parties appointed by the Company.

The Directors of the Company, whose names appear in section “Administrative Information”, are responsible for the information contained in this Prospectus. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information. The Board of Directors accepts responsibility accordingly.

### **Board of Directors’ Powers**

The Board of Directors may authorise the creation of additional Funds in the future with different investment objectives, subject to the amendment of this Prospectus.

The Board of Directors is responsible for the Company’s management and administration.

The Board of Directors may decide to offer or issue in any Fund any of the existing Share Class which terms and conditions are more fully described in the section “Share Classes” and “Investment Management Fees”, including Alternative Currency Class, Hedged Share Classes as well as Share Classes with different dividends policies. Investors will be informed of the issue of such Shares upon publication of the Net Asset Value per Share of such Share Class as described in the section “Publication of Share Prices”.

If the total value of the Shares of any Fund is at any time below USD 20 million, or the equivalent thereof in the currency of the relevant Fund, the Board of Directors may decide to redeem all the Shares outstanding of such Fund, or merge the Fund into an eligible Fund. Notice of such redemption or merger will be sent to the registered Investors by mail and will, if bearer Shares are outstanding, be published in certain newspapers worldwide. The price at which Shares will be redeemed will be the net asset value per Share of such Fund determined upon realisation of all assets attributable to such Fund. Further details are provided in Appendix D.

The Board of Directors reserves the right at any time, without notice, to discontinue the issue or sale of Shares pursuant to this Prospectus.

Shares offered or in issue in the various Funds, Classes and currencies are more fully described in the section "Share Classes".

The assets of each Fund are exclusively available to satisfy the rights of Shareholders and of creditors which have arisen in connection with the creation, operation or liquidation of that Fund. For the purpose of the relations as between Shareholders, each Fund will be deemed to be a separate entity.

The determination of the prices of Shares of each Fund may be suspended during a period when trading on a relevant stock exchange is substantially restricted or when other specified circumstances exist which make it impracticable to dispose of or value any of the Company's investments (see Appendix D). No Share may be issued, redeemed or switched during a period of suspension. A notice of any suspension shall be published, if appropriate, in such newspapers as the Board of Directors may from time to time determine.

The distribution of this Prospectus in some jurisdictions may require the translation of this Prospectus into the languages specified by the regulatory authorities of those jurisdictions. In case of inconsistency between the translated and the English version of this Prospectus, the English version shall prevail.

The Prospectus shall be kept up-to-date and shall be made available on the Internet site: [www.franklintempleton.lu](http://www.franklintempleton.lu), may be found in the Internet site of Franklin Templeton Investments Distributors or can be obtained upon request at the registered office of the Company.

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## Definitions

“**Accumulation Share**” – a Share which accumulates the net income attributable to a Share so that it is reflected in the increased value of that Share

“**Alternative Currency Class**” – a Share Class in an alternative currency to the base currency of the Fund

“**Annual General Meeting**” – the annual general meeting of Shareholders of the Company

“**Articles**” – the articles of incorporation of the Company as amended from time to time

“**Board of Directors**” – the board of directors of the Company

“**Broker/Dealer**” – financial intermediary or advisor

“**Business Day**” – a day on which the banks in the relevant jurisdiction(s) are normally open for business

“**Central Administration Agent**” – Franklin Templeton International Services S.A. acting as registrar and transfer, corporate, domiciliary and administrative agent to the Company

“**Company**” – Franklin Templeton Investment Funds

“**Conducting Officers**” – the persons appointed by the Board of Directors in order to control and oversee the operation of the Company or the Funds in compliance with this Prospectus and the Law of December 20, 2002

“**Contingent Deferred Sales Charge**” or “**CDSC**” – a fee imposed when shares are sold, typically during the first few years of ownership

“**Correspondent Bank**” – a bank that, in its own country, handles the business on behalf of a bank located in another country

“**Custodian**” – J.P. Morgan Bank Luxembourg S.A a Luxembourg based bank, has been appointed by the Company as the Company’s custodian bank

“**Dealing Cut-Off Time**” – the time prior to which a transaction instruction must be received in order for the transaction to be processed at the current day’s NAV as further described in Appendix A of this Prospectus

“**Dealing Day**” – any Valuation Day which is also a Business Day. Dealing Day restrictions in any jurisdiction may be obtained upon request

“**Directors**” – the members of the Board of Directors

“**Distributor**” – an entity or person duly appointed by the Principal Distributor or the Company to distribute or arrange for the distribution of Shares

“**Distribution Share**” – a Share which normally distributes its net investment income

“**EMU**” – Economic and Monetary Union

“**EU**” – European Union

“**European Savings Directive**” – The directive 2003/48/EC on the taxation of savings income in the form of interest payments adopted by the Council of the European Union on June 3, 2003

“**Franklin Templeton Investments**” – FTI and its subsidiaries and affiliates world-wide

“**FRI**” – Franklin Resources Inc, One Franklin Parkway, San Mateo, California

“**Fund**” – a distinct pool of assets and liabilities within the Company, distinguished mainly by its specific investment policy and objective as created from time to time

**“Holding”** – Shares held in a single Share Class within the Investor’s account

**“Institutional Investor”** – as defined from time to time by the guidelines or recommendations of the competent Luxembourg financial supervisory authority within the meaning of article 174 of the Luxembourg law of 17 December 2010 on undertakings for collective investment. Please refer to section “Share Classes” for the list of qualifying Institutional Investors

**“Investment Fund(s)”** – a UCITS or other UCI in which the Funds may invest, as determined in the investment restrictions described in Appendix B

**“Investment Managers”** – a company which provides day-to-day management in respect of the investment and re-investment of the assets of the Funds

**“Investor”** – a purchaser of Shares in the Company either directly or through a Nominee structure

**“ISIN Code”** – International Securities Identification Number that uniquely identifies a Fund/Share Class

**“Law of December 20, 2002”** – Luxembourg Law of December 20, 2002 relating to undertakings for collective investment, as may be amended from time to time

**“Net Asset Value per Share”** or **“NAV”** – the value per Share of any Class of Share determined in accordance with the relevant provisions described under the heading “Determination of Net Asset Value of Shares” as set out in Appendix D.

**“Nominee”** – an institution which purchases and holds Shares in its own name and on behalf of an Investor

**“OECD”** – Organisation for Economic Cooperation and Development

**“Omnibus”** – an institution which holds assets within an account or holding for a number of underlying Investors

**“Physical Bearer Shares”** – Shares which historically were issued in non-registered form by the Company. Title to such Shares is given to the holder of the physical bearer Share certificate. The Company no longer issues Shares in physical bearer form.

**“Principal Distributor”** – Templeton Global Advisors Limited in its capacity as global distributor

**“Principal Paying Agent”** – J.P. Morgan Bank Luxembourg S.A. in its capacity as principal paying agent in charge of making and receiving payments on behalf of the Funds

**“SICAV”** – Société d’Investissement à Capital Variable

**“Share”** – a Share of any Share Class in the capital of the Company

**“Share Class”** – a class of Shares with a specific fee structure, currency of denomination or other specific feature

**“Shareholder”** – a holder of Shares in the Company

**“Third Party Payment”** – payments received from, or made by/to, a party other than the registered Investor

**“Transfer Agent”** – Franklin Templeton International Services S.A. has been appointed as the Company’s registrar and transfer agent, in charge of maintaining the Company’s shareholder register and processing purchases, sales, switches and transfers of Holdings

**“UCI”** or **“other UCI”** – Undertaking for Collective Investment within the meaning of the first and second indent of Article 1(2) of Council Directive 85/611/EEC of December 20, 1985, as amended

“UCITS” – Undertaking for Collective Investment in Transferable Securities authorised according to Council Directive 85/611/EEC of December 20, 1985, as amended

“USA” or “US” – United States of America

“Valuation Day” or “Pricing Day” – any day on which the New York Stock Exchange (“NYSE”) is open or any full day on which banks in Luxembourg are open for normal business (other than during a suspension of normal dealing)

All references herein to time are to Central European time (CET) unless otherwise indicated.  
Words importing the singular shall, where the context permits, include the plural and vice versa.

## Administration Information

### Chairman:

The Honorable Nicholas F. Brady  
Chairman and Chief Executive Officer  
CHOPTANK PARTNERS, INC.  
16, North Washington Street,  
Easton MD 21601  
USA

### Directors:

Duke of Abercorn KG  
Director  
TITANIC QUARTER  
Barons Court  
Omagh  
BT78 4EZ  
Northern Ireland  
UK

Vijay C. Advani  
Executive Vice President-Global Advisory Services  
FRANKLIN RESOURCES, INC  
One Franklin Parkway  
San Mateo  
CA 94403-1906  
USA

Richard H. Frank  
Chief Executive Officer  
DARBY OVERSEAS INVESTMENTS, LTD  
1133 Connecticut Avenue NW, Suite 400  
Washington DC 20036  
USA

Mark G. Holowesko  
President  
HOLOWESKO PARTNERS LTD  
Shipston House  
Box N-7776  
West Bay Street  
Lyford Cay  
Nassau  
Bahamas

James J.K. Hung  
President and Chief Executive Officer  
ASIA SECURITIES GLOBAL LTD  
Room 63, 21st floor, New World Tower 1  
18 Queen's Road, Central  
Hong Kong

Gregory E. Johnson  
President and Chief Executive Officer  
FRANKLIN RESOURCES, INC.  
One Franklin Parkway  
San Mateo CA 94403-1906  
USA

Geoffrey A. Langlands  
Managing Partner  
LANGLANDS CONSULTORIA Ltda  
Avenida das Américas 500  
Bloco 6, Sala 227 (Downtown)  
Rio de Janeiro - RJ  
CEP 22640-100  
Brazil

Gregory E. McGowan  
Executive Vice President and General Counsel  
TEMPLETON WORLDWIDE, INC.  
500 East Broward Boulevard, Suite 2100  
Fort Lauderdale, FL 33394  
USA

Dr. J. B. Mark Mobius  
Executive Chairman  
Templeton's Emerging Markets Group  
7 Temasek Boulevard  
#38-03 Suntec Tower One  
Singapore 038987

David E. Smart  
Director and Co-Chief Executive Officer  
FRANKLIN TEMPLETON INVESTMENT  
MANAGEMENT LIMITED  
The Adelphi Building  
1-11 John Adam Street  
London WC2N 6HT  
UK

The Honourable Trevor G. Trefgarne  
Chairman  
GARRO SECURITIES LIMITED  
30 Kimbell Gardens  
London SW6 6QQ  
UK

### Conducting Officers:

William Lockwood  
26, boulevard Royal  
L-2449 Luxembourg  
Grand Duchy of Luxembourg

Denise Voss  
26, boulevard Royal  
L-2449 Luxembourg  
Grand Duchy of Luxembourg

### Investment Managers:

- FRANKLIN ADVISERS, INC.  
One Franklin Parkway  
San Mateo, CA 94403-1906  
USA

Franklin Advisers, Inc. manages the following Funds:

Franklin Asian Flex Cap Fund;  
 Franklin Biotechnology Discovery Fund;  
 Franklin Gold and Precious Metals Fund;  
 Franklin High Yield Fund;  
 Franklin Income Fund;  
 Franklin India Fund;  
 Franklin MENA Fund;  
 Franklin Natural Resources Fund;  
 Franklin Real Return Fund;  
 Franklin Strategic Income Fund;  
 Franklin Technology Fund;  
 Franklin Templeton Global Equity Strategies Fund\*\*;  
 Franklin Templeton Global Fundamental Strategies Fund\*\*\*;  
 Franklin U.S. Dollar Liquid Reserve Fund;  
 Franklin U.S. Equity Fund;  
 Franklin U.S. Focus Fund;  
 Franklin U.S. Government Fund;  
 Franklin U.S. Opportunities Fund;  
 Franklin U.S. Ultra Short Bond Fund;  
 Franklin U.S. Small-Mid Cap Growth Fund;  
 Franklin U.S. Total Return Fund;  
 Franklin World Perspectives Fund;  
 Templeton Asian Bond Fund;  
 Templeton Emerging Markets Balanced Fund\*\*\*\*;  
 Templeton Emerging Markets Bond Fund;  
 Templeton Euro High Yield Fund\*;  
 Templeton European Corporate Bond Fund\*\*\*\*;  
 Templeton European Total Return Fund\*;  
 Templeton Global Balanced Fund\*;  
 Templeton Global Bond (Euro) Fund;  
 Templeton Global Bond Fund;  
 Templeton Global High Yield Fund;  
 Templeton Global Income Fund\*\*\*\*1; and  
 Templeton Global Total Return Fund.

\*Franklin Advisers, Inc. has been appointed as Co-Investment Manager of these Funds, together with Franklin Templeton Investment Management Limited.

\*\*Franklin Advisers, Inc. has been appointed as Co-Investment Manager of this Fund, together with (i) Franklin Mutual Advisers, LLC, (ii) Templeton Asset Management Ltd. and (iii) Templeton Global Advisors Limited.

\*\*\*Franklin Advisers, Inc. has been appointed as Co-Investment Manager of this Fund, together with (i) Franklin Mutual Advisers, LLC and (ii) Templeton Global Advisors Limited.

\*\*\*\*Franklin Advisers, Inc. has been appointed as Co-Investment Manager of this Fund, together with (i) Franklin Templeton Investment Management Limited and (ii) Franklin Templeton Institutional LLC.

\*\*\*\*\*Franklin Advisers, Inc. has been appointed as Co-Investment Manager of this Fund, together with Templeton Asset Management Limited.

- FRANKLIN MUTUAL ADVISERS, LLC  
 101 John F. Kennedy Parkway  
 Short Hills, NJ 07078-2789  
 USA

Franklin Mutual Advisers, LLC manages the following Funds:

Franklin Mutual Beacon Fund;  
 Franklin Mutual Euroland Fund;  
 Franklin Mutual European Fund;  
 Franklin Mutual Global Discovery Fund;

Franklin Templeton Global Equity Strategies Fund\*;  
 and  
 Franklin Templeton Global Fundamental Strategies Fund\*\*.

\*Franklin Mutual Advisers, LLC has been appointed as Co-Investment Manager of this Fund, together with (i) Franklin Advisers, Inc., (ii) Templeton Asset Management Ltd and (iii) Templeton Global Advisors Limited.

\*\*Franklin Mutual Advisers, LLC has been appointed as Co-Investment Manager for this Fund together with (i) Franklin Advisers, Inc. and (ii) Templeton Global Advisors Limited.

- FRANKLIN TEMPLETON INSTITUTIONAL LLC  
 600 Fifth Avenue  
 New York, NY 10020  
 USA

Franklin Templeton Institutional LLC manages the following Funds:

Franklin European Growth Fund\*;  
 Franklin European Small-Mid Cap Growth Fund;  
 Franklin Global Growth Fund;  
 Franklin Global Real Estate Fund;  
 Franklin Global Small-Mid Cap Growth Fund;  
 Franklin Templeton Global Growth and Value Fund;  
 and  
 Templeton European Corporate Bond Fund\*\*.

\*Franklin Templeton Institutional LLC has been appointed as Co-Investment Manager of this Fund, together with Franklin Templeton Investment Management Limited.

\*\*Franklin Templeton Institutional LLC has been appointed as Co-Investment Manager of this Fund, together with (i) Franklin Templeton Investment Management Limited and (ii) Franklin Advisers, Inc.

- FRANKLIN TEMPLETON INVESTMENT MANAGEMENT LIMITED  
 5 Morrison Street  
 Edinburgh EH3 8BH, Scotland  
 UK

Franklin Templeton Investment Management Limited manages the following Funds:

Franklin Euroland Core Fund;  
 Franklin European Growth Fund\*;  
 Templeton Euro Government Bond Fund;  
 Templeton Euro High Yield Fund\*\*;  
 Templeton Euro Liquid Reserve Fund;  
 Templeton Euro Money Market Fund;  
 Templeton Euroland Fund;  
 Templeton European Fund;  
 Templeton European Corporate Bond Fund\*\*\*;  
 Templeton European Total Return Fund\*\*;  
 Templeton Global Aggregate Bond Fund;  
 Templeton Global Balanced Fund\*\*;  
 Templeton Global Equity Income Fund;  
 Templeton Global Fund; and  
 Templeton U.S. Value Fund.

\*Franklin Templeton Investment Management Limited has been appointed as Co-Investment Manager of this Fund, together with Franklin Templeton Institutional LLC.

\*\*Franklin Templeton Investment Management Limited has been appointed as Co-Investment Manager of these Funds, together with Franklin Advisers, Inc.

\*\*\*Franklin Templeton Investment Management Limited has been appointed as Co-Investment Manager of this Fund, together with (i) Franklin Templeton Institutional LLC and (ii) Franklin Advisers, Inc.

1. Upon decision of the Board of Directors, Templeton Global Advisors Limited shall replace Templeton Asset Management Ltd. as Co-Investment Manager of this Fund, together with Franklin Advisers, Inc.

- FRANKLIN TEMPLETON INVESTMENTS CORP.  
1, Adelaide Street East, Suite 2101  
Toronto Ontario M5C 3B8  
Canada

Franklin Templeton Investments Corp. manages the following Funds:

Templeton Global (Euro) Fund; and  
Templeton Global Smaller Companies Fund.

- FRANKLIN TEMPLETON INVESTMENTS JAPAN LIMITED  
Kanematsu Building, 6th Floor  
14-1, Kyobashi 2-chome  
Chuo-Ku, Tokyo  
Japan

Franklin Templeton Investments Japan Limited manages the following Fund:

Franklin Templeton Japan Fund.

- TEMPLETON ASSET MANAGEMENT LTD.  
7 Temasek Boulevard  
#38-03 Suntec Tower One  
Singapore 038987

Templeton Asset Management Ltd. manages the following Funds:

Franklin Templeton Global Equity Strategies Fund\*;  
Templeton Asian Growth Fund;  
Templeton Asian Smaller Companies Fund;  
Templeton BRIC Fund;  
Templeton China Fund;  
Templeton Eastern Europe Fund;  
Templeton Emerging Markets Fund;  
Templeton Emerging Markets Balanced Fund\*\*;  
Templeton Emerging Markets Smaller Companies Fund;  
Templeton Frontier Markets Fund;  
Templeton Global Income Fund\*\*2;  
Templeton Korea Fund;  
Templeton Latin America Fund; and  
Templeton Thailand Fund.

\*Templeton Asset Management Ltd. has been appointed as Co-Investment Manager of this Fund, together with (i) Franklin Advisers, Inc., (ii) Franklin Mutual Advisers, LLC and (iii) Templeton Global Advisors Limited.

\*\*Templeton Asset Management Ltd has been appointed as Co-Investment Manager of this Fund, together with Franklin Advisers, Inc.

- TEMPLETON GLOBAL ADVISORS LIMITED  
P.O. Box N-7759  
Lyford Cay  
Nassau  
Bahamas

Templeton Global Advisors Limited manages the following Funds:

Franklin Templeton Global Equity Strategies Fund\*;  
Franklin Templeton Global Fundamental Strategies Fund\* \*; and  
Templeton Growth (Euro) Fund.

\*Templeton Global Advisors Limited has been appointed as Co-Investment Manager of this Fund, together with (i) Franklin Mutual Advisers, LLC, (ii) Templeton Asset Management Ltd. and (iii) Franklin Advisers, Inc.

\*\*Templeton Global Advisors Limited has been appointed as Co-Investment Manager of this Fund, together with (i) Franklin Mutual Advisers, LLC and (ii) Franklin Advisers, Inc.

#### Principal Distributor:

TEMPLETON GLOBAL ADVISORS LIMITED  
P.O. Box N7759  
Lyford Cay  
Nassau  
Bahamas

#### Distribution Controller:

FRANKLIN TEMPLETON INTERNATIONAL SERVICES S.A.  
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Grand Duchy of Luxembourg

#### Distributors, Representatives and Consultants:

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##### Franklin Templeton International Services S.A.

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##### Franklin Templeton Investment Management Limited

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##### Franklin Templeton Investment Services GmbH

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##### Franklin Templeton Investment Trust Management Co., Ltd.

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12 Youido-Dong, Youngdungpo-Gu  
Seoul  
Korea 150-968

##### Franklin Templeton Investments (Asia) Limited

17/F, Chater House  
8 Connaught Road Central  
Hong Kong

2. Upon decision of the Board of Directors, Templeton Global Advisors Limited shall replace Templeton Asset Management Ltd. as Co-Investment Manager of this Fund, together with Franklin Advisers, Inc.

**Franklin/Templeton Securities Investment Consulting (SinoAm) Inc. (Consultant)**

9F, #87, Sec. 4  
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Taipei  
Taiwan, R.O.C.

**Franklin Templeton Switzerland Ltd**

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CH-8022 Zurich  
Switzerland

**Templeton Asset Management Ltd**

7 Temasek Boulevard  
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038987 Singapore

**Custodian:**

J.P. MORGAN BANK LUXEMBOURG S.A.  
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6 route de Trèves  
L-2633 Senningerberg  
Grand Duchy of Luxembourg

**Registrar and Transfer, Corporate, Domiciliary and Administrative Agent:**

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Grand Duchy of Luxembourg

**Auditors:**

PRICEWATERHOUSECOOPERS Sàrl  
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L-1014 Luxembourg  
Grand Duchy of Luxembourg

**Legal Advisers:**

ELVINGER, HOSS & PRUSSEN  
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Grand Duchy of Luxembourg

**Listing Agent:**

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Grand Duchy of Luxembourg

**Principal Paying Agent:**

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Grand Duchy of Luxembourg

**Local Paying Agents:**

**in Austria:**

UniCredit Bank Austria AG  
Schottengasse 6-8  
A-1010 Vienna

**in Belgium:**

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1, boulevard du Roi Albert II  
B-1120 Brussels

**in Czech Republic:**

Citibank Europe plc  
Evropska 178  
CZ-16640 Prague 6

**in France:**

CACEIS Bank  
1-3, place Valhubert  
F-75013 Paris

**in Germany:**

J.P. Morgan AG  
Junghofstraße 14  
D-60311 Frankfurt am Main

and

Marcard, Stein & CO AG  
Ballindamm 36  
D-20095 Hamburg

**in Greece:**

Bank of Cyprus Public Company Limited  
170 Leof. Alexandra Street  
GR-115 21 Athens

Citibank International plc  
8 Othonos Street  
GR-105 57 Athens

EFG Eurobank Ergasias S.A.  
8, Othonos Street  
GR-105 57 Athens

and

Marfin Egnatia Bank S.A.  
24 Kifissias Avenue,  
GR-151 25 Maroussi, Athens

**in Hungary:**

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Akadémia u.6.  
1054 Budapest

**in Italy:**

Allfunds Bank S.p.A.  
Via Santa Margherita, 7  
I-20121 Milano

Banca Monte dei Paschi di Siena S.p.A.  
Piazza Salimbeni n.3  
I-73100 Siena

Banca Sella Holding S.p.A.  
Piazza Gaudenzio Sella, 1  
I-13900 Biella

BNP Paribas Securities Services S.A.  
Milan Branch  
Via Ansperto, 5  
I-20123 Milano

Iccrea Banca S.p.A.  
Via Lucrezia Romana,  
41/47  
I-00178, Rome

Societe Generale Securities Services S.p.A.  
Via Benigno Crespi 19/A, MAC2  
I-20159 Milano

State Street Bank GmbH  
Sede Secondaria di Milano  
Via F. Turati 16/18,  
I-20121 Milano

and

State Street Bank S.p.A  
Via Col Moschin, 16  
I-20136 Milano

**in Poland:**

Citibank Handlowy  
Bank Handlowy w Warszawie Spółka Akcyjna  
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**in Portugal:**

Banco Comercial Português SA  
Praça D.João I, 28  
4000-295 Oporto

**in Slovenia:**

Banka Koper D.D.  
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SL-6000 Koper Capodistria

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Bankinter SA  
Paseo de la Castellana 29  
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**in Switzerland:**

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**Local Financial Services Agents:**

**in Ireland:**

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International Financial Services Centre  
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**in the Netherlands:**

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P.O. Box 2838  
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**in Sweden:**

SE Banken  
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10640 Stockholm

**Registered Office:**

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**Contact Details:**

Tel: +352 46 66 67 212, Fax: +352 46 66 76  
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Website: [www.franklintempleton.lu](http://www.franklintempleton.lu)

## Objectives and Investment Policies

The Company aims to provide Investors with a choice of Funds investing in a wide range of transferable securities and other eligible assets on a worldwide basis and featuring a diverse array of investment objectives including capital growth and income. The overall objective of the Company is to seek to minimise investment risk exposure through diversification and to provide Investors with the benefit of a portfolio managed by entities of Franklin Templeton Investments according to its successful time tested investment selection methods.

As more fully disclosed in Appendix D, a Fund shall be solely liable for its own assets and liabilities.

**The profile of the typical investor for whom each Fund is designed is more fully described in Appendix E of this Prospectus.**

Each Fund may invest in “when issued” securities, lend its portfolio securities and borrow money, all within the limits of the Company’s investment restrictions (see Appendix B).

Further, subject to the limits set forth in the investment restrictions, the Company may with respect to each Fund invest in the financial derivatives instruments listed in Appendix B for the purpose of efficient portfolio management or to hedge against market or currency risks.

In addition, the Company may also seek to protect and enhance the asset value of its different Funds through hedging strategies consistent with the Funds’ investment objectives by utilising, for example, currency options, forward contracts and futures contracts.

Each Fund may, on an ancillary basis, hold liquid assets when the Investment Manager believes they offer more attractive opportunities or as a temporary defensive measure in response to adverse market, economic, political, or other conditions, or to meet liquidity, redemption, and short-term investing needs. In exceptional market circumstances and on a temporary basis only, 100% of any Fund’s net assets may be invested in liquid assets, with due regard to the principle of risk spreading. Such assets may be kept in the form of cash deposits or in money market instruments.

The investment objectives and policies described below are binding on the respective Investment Managers of the Funds.

### FRANKLIN ASIAN FLEX CAP FUND

The Fund’s investment objective is capital appreciation.

The Fund invests principally in equity securities including common stock, preferred stock and convertible securities, as well as in warrants, participatory notes, and depository receipts of (i) companies registered in the Asia Region (excluding Japan), (ii) companies which perform a predominant part of their business in the Asia Region (excluding Japan), and (iii) holding companies which hold a predominant part of their participations in companies referred to in (i) and (ii), all of them across the entire market capitalisation spectrum from small to large-cap companies. The Asia Region (excluding Japan) includes but is not limited to the following countries/locations: Hong Kong, India, Indonesia, Korea, Malaysia, People’s Republic of China, Pakistan, Philippines, Singapore, Sri Lanka, Taiwan and Thailand. In addition, the Fund may invest in all other types of transferable securities, including equity and fixed income securities of issuers worldwide.

Investment in Emerging Market countries are subject to a higher degree of risk, as described in the section “Risk Considerations”. The base currency of the Fund is US dollar.

### FRANKLIN BIOTECHNOLOGY DISCOVERY FUND

The Fund’s investment objective is capital appreciation.

The Fund invests principally in equity securities of biotechnology companies and discovery research firms located in the US and other countries and to a lesser extent in debt securities of any type of issuers worldwide.

For the Fund's investment purposes, a biotechnology company is one that has at least 50% of its earnings derived from biotechnology activities, or at least 50% of its assets devoted to such activities based on the company's most recent fiscal year. Biotechnology activities are research, development, manufacture, and distribution of various biotechnological or biomedical products, services and processes. This may include companies involved with genomics, genetic engineering, and gene therapy. It also includes companies involved in the application and development of biotechnology in areas such as health care, pharmaceuticals, and agriculture.

To the extent that the Fund invests in debt securities, it generally buys securities that are rated investment grade or unrated securities that it determines to be of comparable quality. Investment grade debt securities are rated in the top four ratings categories by independent rating organisations such as Standard & Poor's Corporation or Moody's Investors Service, Inc.

The Fund anticipates that under normal conditions, it will invest more of its assets in US securities than in those of any other single country although the Fund may have more than 50% of its total assets in non-US securities.

The Investment Manager may take temporary defensive cash position when it believes the securities trading markets or the economies of countries where the Fund invests are experiencing excessive volatility or prolonged general decline or other adverse conditions.

The base currency of the Fund is US dollar.

#### **FRANKLIN EUROLAND CORE FUND**

The Fund's investment objective is capital appreciation.

The Fund seeks to achieve its investment objective by investing principally in the equity securities of companies of any market capitalisation in Euroland countries. In selecting equity investments, the Investment Manager employs an active, bottom-up fundamental research process to search for individual securities believed to possess superior risk-return characteristics, taking into account both future growth potential and valuation considerations.

The Fund principally invest its net assets in the securities of issuers incorporated or having their principal business activities in Euroland countries (i.e. countries having adopted the Euro as their national currency, the member states of the European Monetary Union).

To ensure eligibility for the French *Plan d'Epargne en Actions* (PEA), the Fund invests at least 75% of its total assets in equity securities issued by companies which have their head office in the European Union.

Since the investment objective is more likely to be achieved through an investment policy that is flexible and adaptable, the Fund may also seek investment opportunities in other types of transferable securities, which do not fulfil the requirements set out above.

The base currency of the Fund is Euro.

#### **FRANKLIN EUROPEAN GROWTH FUND**

The Fund's investment objective is capital appreciation.

The Fund seeks to achieve its investment objective by investing principally in equity and/or equity-related securities (including warrants and convertible securities) of companies of any market capitalisation. In selecting equity investments, the Investment Manager employs an active, bottom-up fundamental research process to search for individual securities believed to possess superior risk-return characteristics.

The Fund principally invests its net assets in securities of issuers incorporated or having their principal business activities in European countries.

Since the investment objective is more likely to be achieved through an investment policy that is flexible and adaptable, the Fund may also seek investment opportunities in other types of transferable securities, which do not fulfil the requirements set out above.

The base currency of the Fund is Euro.

**FRANKLIN EUROPEAN SMALL-MID CAP GROWTH FUND**

The Fund's investment objective is capital appreciation.

The Fund seeks to achieve its investment objective by investing principally in equity and/or equity-related securities (including warrants and convertible securities) of small and mid-cap European companies. In selecting equity investments, the Investment Manager employs an active, bottom-up fundamental research process to search for individual securities believed to possess superior risk-return characteristics.

The Fund principally invests its net assets in the securities of issuers incorporated or having their principal business activities in European countries and which have a market capitalisation above Euro 100 million and below Euro 8 billion or the equivalent in local currencies at the time of purchase.

Since the investment objective is more likely to be achieved through an investment policy that is flexible and adaptable, the Fund may also seek investment opportunities in other types of transferable securities, which do not fulfil the requirements set out above.

The base currency of the Fund is Euro.

**FRANKLIN GLOBAL GROWTH FUND**

The Fund's investment objective is capital appreciation.

The Fund seeks to achieve its investment objective by investing principally in a portfolio of equity and/or equity-related securities (including warrants and convertible securities) of companies of any market capitalisation. In selecting equity investments, the Investment Manager utilises fundamental, bottom-up research focusing on companies believed to possess sustainable growth characteristics and which meet growth, quality and valuation criteria.

The Fund's net assets are invested in the securities of issuers throughout the world, in both developed and Emerging Markets. The Fund's exposure to various regions and markets varies from time to time according to the Investment Manager's opinion as to the prevailing conditions and prospects for securities in these markets.

Since the investment objective is more likely to be achieved through an investment policy that is flexible and adaptable, the Fund may also seek investment opportunities in other types of transferable securities, which do not fulfil the requirements set out above.

Investment in Emerging Market countries are subject to a higher degree of risk, as described in the section "Risk Considerations". The base currency of the Fund is US dollar.

**FRANKLIN GLOBAL REAL ESTATE FUND<sup>3</sup>**

The Fund's investment objective is to maximise total investment return consisting of income and capital appreciation.

The Investment Manager seeks to achieve its investment objective by investing in real estate investment trusts ("Real Estate Investment Trusts" or "REITs") and other companies whose principal business is financing, dealing, holding, developing and managing real estate and which are located around the world. "REITs" are companies the shares of which are listed on a stock exchange, which invest a significant portion of their assets directly in real estate and which profit from a special and favourable tax regime. These investments of the Fund shall qualify as transferable securities. The Fund seeks to invest in companies across a wide range of real estate sectors and countries.

Investments in REITs are subject to specific risks as described in the section "Risk Considerations". The base currency of the Fund is US dollar.

3. Previously named Franklin Global Real Estate (USD) Fund.

**FRANKLIN GLOBAL SMALL-MID CAP GROWTH FUND**

The Fund's investment objective is capital appreciation.

The Fund seeks to achieve its investment objective by investing principally in the equity and/or equity-related securities (including warrants and convertible securities) of small and mid-cap companies globally. In selecting equity investments, the Investment Manager employs an active, bottom-up fundamental research process to search for individual securities believed to possess superior risk-return characteristics.

The Fund principally invests its net assets in the securities of issuers incorporated or having their principal business activities in any developed country in the world and which have a market capitalisation above USD 100 million and below USD 8 billion or the equivalent in local currencies at the time of purchase. The Fund's exposure to various regions and markets varies from time to time according to the Investment Manager's opinion as to the prevailing conditions and prospects for securities in these markets.

Since the investment objective is more likely to be achieved through an investment policy that is flexible and adaptable, the Fund may also seek investment opportunities in other types of transferable securities, which do not fulfil the requirements set out above.

The base currency of the Fund is US dollar.

**FRANKLIN GOLD AND PRECIOUS METALS FUND**

The Fund's principal investment objective is capital appreciation. Its secondary objective is income.

Under normal market conditions, the Fund invests principally its net assets in securities issued by gold and precious metals operation companies. Gold and precious metals operation companies include companies that mine, process, or deal in gold or other precious metals, such as silver, platinum and palladium, including mining finance and exploration companies as well as operating companies with long-, medium-, or short-life mines.

The Fund principally invests in equity and/or equity-related securities such as common stocks, preferred stocks, warrants and convertible securities issued by gold and precious metals operation companies located anywhere in the world and across the entire market capitalization spectrum, including small-cap and medium-cap companies, as well as in American, Global and European Depositary Receipts.

The base currency of the Fund is US dollar.

**FRANKLIN HIGH YIELD FUND**

The Fund's principal investment objective is to earn a high level of current income. As a secondary objective, the Fund seeks capital appreciation, but only when consistent with its principal objective.

The Fund seeks to achieve these objectives by investing principally, either directly or through the use of financial derivative instruments, in fixed income debt securities of US or non-US issuers. The financial derivative instruments may include, inter alia, swaps such as credit default swaps or total return swaps, forwards, futures contracts, as well as options on such contracts dealt in either on regulated markets or over-the-counter. The Fund normally invests in fixed income debt securities with investment grade or lower grade ratings, if issued by US issuers, or, if issued by non-US issuers or unrated, their equivalent. The Investment Manager attempts to avoid excessive risk by performing independent credit analyses of issuers and by diversifying the Fund's investments among different issuers.

Since the investment objective is more likely to be achieved through an investment policy that is flexible and adaptable, the Fund may also, temporarily and/or on an ancillary basis, seek investment opportunities in any other types of securities such as government securities, preferred stock, common stock and other equity linked securities, warrants and securities and bonds convertible into common stock. The Fund may invest up to 10% of its assets in credit-linked securities, which the Investment Manager may use as a means to invest more rapidly and efficiently in certain segments of the high yield, bank loan and investment grade debt markets. The Fund may also invest up to 10% of its total assets in securities in default.

Investments in non-investment grade securities and in securities in default are subject to a higher degree of risk as described in the section "Risk Considerations". The base currency of the Fund is US dollar.

**FRANKLIN INCOME FUND**

The Fund's investment objective is to maximise income while maintaining prospects for capital appreciation.

The Fund invests in a diversified portfolio of transferable securities consisting of equity securities and long and short-term debt securities. Equity securities generally entitle the holder to participate in a company's general operating results. These include common stocks, preferred stocks and convertible securities. Debt securities represent an obligation of the issuer to repay a loan of money to it, and generally provide for the payment of interest. These include bonds, notes and debentures.

In its search for growth opportunities, the Fund invests in common stocks of companies from a variety of industries such as utilities, oil, gas, real estate and consumer goods. The Fund seeks income by selecting investments such as corporate, foreign and US Treasury bonds, as well as stocks with attractive dividend yields. The Fund may invest in debt securities that are rated below investment grade. Investment grade debt securities are rated in the top four ratings categories by independent rating organisations such as Standard & Poor's Corporation ("S&P") and Moody's Investors Service, Inc. ("Moody's"). The Fund generally invests in securities rated at least CAA by Moody's or CCC by S&P or unrated securities that the Investment Manager determines are of comparable quality. Generally, lower rated securities offer higher yields than more highly rated securities to compensate investors for the higher risk. Further information is contained in the section "Risk Considerations".

The Fund may invest up to 25% of its net invested assets in non-US securities. It ordinarily buys non-US securities that are traded in the US or American Depositary Receipts, which are certificates typically issued by a bank or trust company that give their holders the right to receive securities issued by a US or a non-US company.

The Investment Manager searches for undervalued or out-of-favour securities it believes offer opportunities for income today and significant growth tomorrow. It performs independent analysis of the securities being considered for the Fund's portfolio, rather than relying principally on the ratings assigned by rating agencies. In its analysis, the Investment Manager considers a variety of factors, including:

- the experience and managerial strength of the company;
- responsiveness to changes in interests and business conditions;
- debt maturity schedules and borrowing requirements;
- the company's changing financial condition and market recognition of the change; and
- a security's relative value based on such factors as anticipated cash flow, interest or dividend coverage, asset coverage, and earnings prospects.

The Investment Manager may take a temporary defensive position when it believes the markets or the economy are experiencing excessive volatility, a prolonged general decline or when other adverse conditions may exist. Under these circumstances, the Fund may be unable to pursue its investment objective.

The base currency of the Fund is US dollar.

**FRANKLIN INDIA FUND**

The Fund's investment objective is capital appreciation.

The Fund invests principally in equity securities including common stock, preferred stock and convertible securities, as well as in warrants, participatory notes, and depository receipts of (i) companies registered in India, (ii) companies which perform a predominant part of their business in India, and (iii) holding companies which hold a predominant part of their participations in companies referred to in (i) and (ii), all of them across the entire market capitalisation spectrum from small-to large-cap companies.

In addition the Fund may seek investment opportunities in fixed income securities issued by any of the above-mentioned entities as well as money market instruments.

Investment in Emerging Market countries are subject to a higher degree of risk, as described in the section “Risk Considerations”. The base currency of the Fund is US dollar.

### **FRANKLIN MENA FUND**

The Fund’s principal investment objective is to provide long-term capital appreciation.

The Fund invests primarily in transferable securities such as equity securities and fixed income securities of companies (i) incorporated in the Middle East and North Africa countries (“MENA countries”) including, but not limited to Kingdom of Saudi Arabia, United Arab Emirates, Kuwait, Qatar, Bahrain, Oman, Egypt, Jordan and Morocco, and/or (ii) which have their principal business activities in MENA countries across the market capitalisation spectrum as well as in financial derivative instruments. These financial derivative instruments may include, inter alia, forwards and financial futures contracts, or options on such contracts, equity linked notes dealt in either on regulated markets or over-the-counter.

In addition, since the investment objective is more likely to be achieved through an investment policy which is flexible and adaptable, the Fund may invest in other types of transferable securities, including equity and fixed income securities of issuers worldwide. The Fund may also invest up to 10% of its net assets in units of UCITS and other UCIs.

Investments in Emerging Market countries and financial derivative instruments and in securities in default are subject to a higher degree of risk, as described in the Section “Risk Considerations” in the Prospectus. The base currency of the Fund is US dollar.

### **FRANKLIN NATURAL RESOURCES FUND**

The Fund’s investment objective is capital appreciation and current income.

The Fund invests primarily in equity and debt securities as well as depositary receipts of (i) companies which perform a substantial part of their business in the natural resources sector, and (ii) companies which hold a substantial part of their participations in companies referred to in (i), including small and mid-size companies. For the Fund’s investment purpose, the natural resources sector includes companies that own, produce, refine, process, transport and market natural resources and companies that provide related services. This sector may include, for example, the following industries: integrated oil, oil and gas exploration and production, energy services and technology, alternative energy sources and environmental services, forest products, farming products, paper products and chemical. On an ancillary basis, the Fund may also invest in equity or debt securities of any type of US or non-US issuer. The Fund expects to invest its assets more in US securities than in securities of any other single country (including Emerging Market countries).

Investments in Emerging Market countries, in the Natural Resources Sector and in Small-Sized Companies are subject to a higher degree of risk as more fully described in the section “Risk Considerations”. The base currency of the Fund is US dollar.

### **FRANKLIN REAL RETURN FUND**

The Fund’s investment objective is to achieve, consistent with prudent investment management, total return that exceeds the rate of inflation over an economic cycle.

In order to achieve the highest level of real return (total return less the estimated cost of inflation), the Fund seeks to allocate its assets, under normal market conditions, in inflation indexed securities of all type such as US and non US inflation-indexed securities, investment grade and high-yield fixed-income securities issued by governments, corporations and municipal issuers.

Inflation-indexed securities are fixed-income securities that are structured to provide protection against inflation. The value of the security's principal or the interest income paid on the security is adjusted to track changes in an official inflation measure. The US Treasury uses the Consumer Price Index for Urban Consumers as the inflation measure. Inflation-indexed securities issued by a non-US government are generally adjusted to reflect a comparable inflation index, calculated by that government.

The Fund seeks to achieve its objective by also investing in mortgage and other asset-backed securities, short-term fixed-income securities as well as equity securities with high correlation to broad measures of inflation, including shares of real estate investment trusts (REITs) and/or companies in the natural resources sector.

The Fund may also utilise financial derivative instruments for investment purposes. These financial derivative instruments may be dealt either in regulated markets or over-the-counter, and may include, inter alia, swaps (such as credit default swaps or total return swaps), forwards and cross forwards, futures contracts (including those on government securities), as well as options.

The base currency of the Fund is US dollar.

### **FRANKLIN STRATEGIC INCOME FUND**

The Fund's primary investment objective is to earn a high level of current income. As a secondary investment objective, the Fund seeks capital appreciation over the long term.

The Fund invests principally in debt securities globally, including those in Emerging Markets. For the purpose of this Fund, debt securities shall include all varieties of fixed and floating rate income securities, including bank loans (through regulated investment funds), bonds, mortgage and other asset-backed securities and convertible securities. The Fund may invest up to 100% of its assets in low-rated and non-investment grade debt securities of issuers worldwide. In order to seek to achieve its objective, the Fund may use various financial derivative instruments for hedging and efficient portfolio management as well as to enhance its investment return, subject to the investment restrictions more fully described in Appendix B. These financial derivative instruments may be dealt either in regulated markets or over-the-counter, and may include, inter alia, swaps (such as credit default swaps or total return swaps), forwards and cross forwards (either of which may result in negative currency exposures), futures contracts (including those on government securities), as well as options. The Fund may invest up to 10% of its net assets in units of UCITS and other UCIs, up to 10% of its net assets in credit-linked securities and up to 10% of its total assets in securities in default and participate in mortgage dollar roll transactions. The Fund may also temporarily and/or on an ancillary basis, seek investment opportunities in other types of transferable securities such as preferred stock, common stock and other equity linked securities, warrants, securities and bonds convertible into common stock.

Investment in Emerging Markets countries, in financial derivatives instruments, in securities in default and in non-investment grade securities are subject to a higher degree of risk as more fully described in the section "Risk Considerations". The base currency of the Fund is US dollar.

### **FRANKLIN TECHNOLOGY FUND**

The Fund's investment objective is capital appreciation.

The Fund invests at least two thirds of its total invested assets in equity securities of US and non US companies expected to benefit from the development, advancement, and use of technology and communication services and equipment. These may include, for example, companies in the following industries:

- communication and computing related outsourcing services;
- technology services, including computer software, data services, and internet services;
- electronic technology, including computers, computer products, and electronic components;

- telecommunications, including networking, wireless, and wire-line services and equipment;
- media and information services, including the distribution of information and content providers;
- semiconductors and semiconductor equipment; and
- precision instruments.

The Fund invests in securities of US and non US large, well-established companies, as well as small to medium-sized companies, including those in Emerging Markets, that the Investment Manager believes provide good emerging growth opportunities.

The Fund may also invest in equity or debt securities of any type of foreign or US issuer as well as in American, European or Global Depositary Receipts.

The Fund uses a growth approach that employs intensive, bottom-up, fundamental research of companies. The Investment Manager also takes into consideration broad-based trends when considering the selection of investments. In general, the Investment Manager looks for companies it believes display, or will display, some of the following characteristics, among others: quality management; robust growth prospects; strong market positioning; high, or rising profit margins; and good return on capital investment.

Investment in the Telecommunication and Technology sector and in Emerging Markets are subject to a higher degree of risk as described in the section “Risk Considerations”. The base currency of the Fund is US dollar.

#### **FRANKLIN U.S. DOLLAR LIQUID RESERVE FUND<sup>4</sup>**

The Fund’s investment objective is to provide shareholders with the opportunity to invest in a portfolio of high quality securities primarily US dollar denominated, or hedged back into US dollar to avoid any currency exposure.

The Fund consists principally of transferable securities and money market instruments issued or guaranteed by the governments of any nation worldwide and eligible securities of corporate issuers of any nation. The portfolio is invested in a manner that the average remaining maturity of all securities and instruments comprised in the portfolio of the Fund does not exceed twelve months. For the purpose of calculating the residual maturity of each single security or instrument, the financial instruments attached thereto shall be taken into account. For the securities or instruments whose terms of issue provide for an adjustment of their interest rate by reference to market conditions, the residual maturity until the date on which the rate is adjusted shall be considered.

The base currency of the Fund is US dollar.

#### **FRANKLIN U.S. EQUITY FUND**

The Fund’s primary investment objective is capital appreciation.

The Fund’s investment strategy is to invest principally in US equity securities, including common and preferred stocks, or securities convertible into common stocks, as well as American Depositary Receipts and American Depositary Shares that are listed on the major US stock exchanges. The Investment Manager employs an active, bottom-up fundamental research process to search for individual securities believed to possess superior risk-return characteristics, taking into account both future growth potential and valuation considerations, as well as macroeconomic and sector level considerations. This strategy is applied in a diversified manner, enabling the Investment Manager to search in all areas of the US stock market, including any market capitalisation size, sector and industry. On an ancillary basis, the Fund may employ hedging techniques and hold cash reserves from time to time.

The base currency of the Fund is US dollar.

4. Previously named Templeton U.S. Dollar Liquid Reserve Fund.

**FRANKLIN U.S. FOCUS FUND**

The Fund's primary investment objective is capital appreciation.

The Fund's investment strategy is to primarily invest in a diversified portfolio composed of equity securities of large capitalisation companies, which are companies similar in size to those in the S&P 500 Index, including common and preferred stocks, which (i) have their registered office in the United States and/or (ii) have their principal business activities in the United States and/or (iii) are holding companies holding principally participations in companies incorporated in the United States. The Fund retains the flexibility to also invest in securities convertible into common stocks, equity securities of non-US large capitalisation companies as well as American Depositary Receipts and American Depositary Shares that are listed on the major US stock exchanges. The Fund generally seeks to maintain a portfolio consisting of securities of approximately 30–40 companies. The Investment Manager employs an active, bottom-up fundamental research process to search for individual securities believed to possess superior risk-return characteristics, taking into account both future growth potential and valuation considerations.

This strategy is applied in a diversified manner, enabling the Investment Manager to search in all areas of the US stock market, including any sector and industry. The Investment Manager applies a long-term perspective through market and business cycles. In order to hedge against market or currency risk and for efficient portfolio management, the Fund may enter into derivative transactions, such as forwards and future contracts, options on such contracts or credit default swaps.

In addition, the Fund may seek investment opportunities in other types of transferable securities, including debt and fixed income securities, and money market instruments.

The base currency of the Fund is US dollar.

**FRANKLIN U.S. GOVERNMENT FUND**

The Fund's investment objective is income and safety of principal, which it seeks to achieve primarily through a policy of investing in debt obligations issued or guaranteed by the United States of America government and its agencies.

The base currency of the Fund is US dollar.

**FRANKLIN U.S. OPPORTUNITIES FUND**

The Fund's investment objective is capital appreciation.

The Fund invests principally in equity securities of US companies demonstrating accelerating growth, increasing profitability, or above-average growth or growth potential as compared with the overall economy. Equity securities generally entitle the holder to participate in a company's general operating results. They include common stocks, convertible securities and warrants on securities.

The Fund principally invests in small, medium, and large capitalisation companies with strong growth potential across a wide range of sectors. In selecting equity investments, the Investment Manager utilises fundamental, bottom-up research focusing on companies believed to possess sustainable growth characteristics and which meet growth, quality and valuation criteria. The Investment Manager focuses on sectors that have exceptional growth potential and fast growing, innovative companies within these sectors. In addition, solid management and sound financial records are factors the Investment Manager also considers. Although the Investment Manager searches for investments across a large number of sectors, the Fund, from time to time, may have significant positions in particular sectors such as technology (including electronic technology, technology services, biotechnology and health care technology).

The base currency of the Fund is US dollar.

**FRANKLIN U.S. SMALL-MID CAP GROWTH FUND**

The Fund's investment objective is capital appreciation. The Fund principally invests its total assets in the equity securities of US small and medium capitalisation companies. In selecting equity investments, the Investment Manager utilises fundamental, bottom-up research focusing on companies believed to possess sustainable growth characteristics and which meet growth, quality and valuation criteria. For this Fund, small cap companies are companies within the market capitalisation range of companies in the Russell 2500™ Index, at the time of purchase, and mid cap companies are companies within the market capitalisation range of companies in the Russell Midcap® Index, at the time of purchase. In addition, the Fund may invest in equity securities of larger companies.

The base currency of the Fund is US dollar.

**FRANKLIN U.S. TOTAL RETURN FUND**

The Fund's principal investment objective is to provide high current income, consistent with preservation of capital. Its secondary objective is capital appreciation over the long term.

The Fund uses a wide range of investments to efficiently manage the portfolio of investments to help reduce investment costs and manage portfolio risks. These investments primarily include various transferable securities such as government, corporate and mortgage-backed as well as asset-backed debt securities, convertible securities and derivative instruments, including inter alia, forwards and future contracts, options on such contracts, including those on government securities, index based financial derivatives and swaps such as interest rate swaps, total return swaps, credit default swaps as well as single name credit default swaps, dealt in either on regulated markets or over-the-counter.

The Fund primarily invests in US issuers but may invest up to 25% of its net assets (without taking into account ancillary liquid assets) in non-US issuers and up to 20% of its net assets in non-US dollar exposure. Up to 20% of its net assets may also be invested in low-rated or non-investment grade debt securities and up to 10% of its net assets in units of UCITS and other UCIs.

Investment in non-investment grade securities and in financial derivative instruments are subject to a higher degree of risk as described in the section "Risk Considerations". The base currency of the Fund is US dollar.

**FRANKLIN U.S. ULTRA SHORT BOND FUND**

The Fund's investment objective is to provide as high a level of current income as is consistent with prudent investing, while seeking preservation of shareholders' capital.

The Fund invests primarily in US investment grade fixed income securities with a targeted average duration of less than three (3) years. For the purposes of this Fund, investment grade securities are those securities rated BBB- by S&P or Moody's Baa3 or higher.

In addition, the Fund may seek to obtain market exposure to the securities in which it primarily invests by entering into a series of purchase and sale contracts or by using other investment techniques including mortgage dollar rolls.

The base currency of the Fund is US dollar.

**FRANKLIN WORLD PERSPECTIVES FUND**

The Fund's investment objective is capital appreciation.

The Fund seeks to achieve this objective by investing in equity and equity related transferable securities across the world. The Investment Manager and the Investment Co-Managers, located in various countries around the globe, develop local portfolios of securities with the intention to outperform the relevant market of each region. The Fund's exposure to various regions and markets may vary from time to time according to the Investment Manager's opinion as to the prevailing conditions and prospects for these markets. The Fund may also invest in financial derivative instruments which may include, inter alia, swaps such as credit default swaps or total return swaps, forwards, futures contracts, as well as options on such contracts dealt in either on regulated markets or over-the-counter.

In choosing equity investments, the Investment Manager focuses on the market price of a company's securities relative to its evaluation of the company's long-term earnings, asset value and cash flow potential.

The Fund invests in equity securities in developed, Emerging and Frontier Markets across the entire market capitalisation spectrum, and in companies listed on the stock markets in regions/countries that may include but are not limited to Africa, Australia, North America: United States, Canada; Latin America: Brazil; Europe; Asia: Japan, Korea, China, India; and the Middle East, with the benefit of local knowledge and growth oriented investment style. The Frontier Markets countries are smaller, less developed and less accessible Emerging Markets countries, but with "investable" equity markets and include those defined as Frontier Markets by International Finance Corporation as well as included in Frontier Markets related indices, for example Bahrain, Bulgaria, Kazakhstan, Nigeria, Pakistan, Vietnam etc.. The Fund may also invest up to 10% of its net assets in units of UCITS and other UCIs.

Investment in Emerging Market countries and financial derivative instruments are subject to a higher degree of risk, as described in the section "Risk Considerations". The base currency of the Fund is US dollar.

### **FRANKLIN MUTUAL BEACON FUND**

The Fund's primary investment objective is capital appreciation. A secondary objective is income.

The Fund pursues its objectives principally through investments in common stock, preferred stock, and debt securities convertible or expected to be convertible into common or preferred stock. No more than 30% of the Fund's net assets are invested in securities of non-US issuers. The opinions of the Investment Manager are based upon analysis and research, taking into account, among other factors, the relationship of book value (after taking into account accounting differences among countries) to market value, cash flow, multiple of earnings of comparable securities, creditworthiness of issuers, as well as the value of collateral securing a debt obligation, with the objective of purchasing equity and debt securities at below their intrinsic value.

The Fund may also seek to invest in the securities of companies involved in mergers, consolidations, liquidations and reorganisations or as to which there exist tender or exchange offers, and may participate in such transactions. To a lesser extent, the Fund may also purchase debt securities, both secured and unsecured, of companies involved in reorganisation or financial restructuring.

The Investment Manager may take temporary defensive cash position when it believes the securities trading markets or the economies of countries where the Fund invests are experiencing excessive volatility or prolonged general decline or other adverse conditions.

The Fund may invest in financial derivative instruments, which may include, but are not limited to, futures, options, contracts for difference, forward contracts on financial instruments and options on such contracts, swaps such as credit default swaps, synthetic equity swaps or total return swaps. The Fund may, through the use of financial derivative instruments, hold covered short positions provided that the long positions held by the Fund are sufficiently liquid to cover, at any time, its obligations resulting from its short positions.

Investments in low-rated and non-investment grade securities and financial derivative instruments are subject to a higher degree of risk as described in the section "Risk Considerations". The base currency of the Fund is US dollar.

### **FRANKLIN MUTUAL EUROLAND FUND**

The Fund's principal investment objective is capital appreciation, which may occasionally be short term. Its secondary objective is income.

The Fund principally invests in transferable securities such as equity securities and debt securities convertible or expected to be convertible into common or preferred stock of companies incorporated or having their principal activities in Euroland countries (i.e. countries having adopted the Euro as their national currency, the member states of the European Monetary Union). The Fund may additionally

invest into equity (common stocks, preferred stocks and convertible securities) or debt securities of other issuers that the Investment Manager believes are available at prices less than their actual value based on certain recognised or objective criteria (intrinsic value). To ensure eligibility for the French *Plan d'Épargne en Actions* (PEA), the Fund invests at least 75% of its total assets in equity securities issued by companies which have their head office in the European Union. The Fund currently intends to invest principally in securities of issuers in Western Europe. The Fund normally invests in securities from at least five different countries, although, from time to time, it may invest all of its assets in a single country.

The Fund may also seek to invest in the securities of companies involved in mergers, consolidations, liquidations and reorganisations or as to which there exist tender or exchange offers, and may participate in such transactions. To a lesser extent, the Fund may also purchase debt securities, both secured and unsecured, of companies involved in reorganisation or financial restructuring.

The Investment Manager may take temporary defensive cash position when it believes the securities trading markets or the economies of countries where the Fund invests are experiencing excessive volatility or prolonged general decline or other adverse conditions.

The Fund may invest in financial derivative instruments, which may include, but are not limited to, futures, options, contracts for difference, forward contracts on financial instruments and options on such contracts, swaps such as credit default swaps, synthetic equity swaps or total return swaps. The Fund may, through the use of financial derivative instruments, hold covered short positions provided that the long positions held by the Fund be sufficiently liquid to cover, at any time, its obligations resulting from its short positions.

Investments in low-rated and non-investment grade securities and financial derivative instruments are subject to a higher degree of risk as described in the section “Risk Considerations”. The base currency of the Fund is Euro.

#### **FRANKLIN MUTUAL EUROPEAN FUND**

The Fund’s principal investment objective is capital appreciation, which may occasionally be short term. Its secondary objective is income.

The Fund principally invests in equity securities and debt securities convertible or expected to be convertible into common or preferred stock of companies incorporated or having their principal activities in European countries that the investment manager believes are available at prices less than their actual value based on certain recognised or objective criteria (intrinsic value). These include common stocks, preferred stocks and convertible securities. The Fund invests predominantly its total net invested assets (being the Fund’s assets less any cash or cash equivalents) in the securities of issuers organised under the laws of or whose principal business operations are located in European countries. For purposes of the Fund’s investments, European countries means all of the countries that are members of the European Union, Eastern and Western Europe and those regions of Russia and the former Soviet Union that are considered part of Europe. The Fund currently intends to invest principally in securities of issuers in Western Europe. The Fund normally invests in securities from at least five different countries, although, from time to time, it may invest all of its assets in a single country. The Fund may invest up to 10% of its total net invested assets in securities of non-European issuers.

The Fund may also seek to invest in the securities of companies involved in mergers, consolidations, liquidations and reorganisations or as to which there exist tender or exchange offers, and may participate in such transactions. To a lesser extent, the Fund may also purchase debt securities, both secured and unsecured, of companies involved in reorganisation or financial restructuring.

The Investment Manager may take temporary defensive cash position when it believes the securities trading markets or the economies of countries where the Fund invests are experiencing excessive volatility or prolonged general decline or other adverse conditions.

The Fund may invest in financial derivative instruments, which may include, but are not limited to, futures, options, contracts for difference, forward contracts on financial instruments and options on such contracts, swaps such as credit default swaps, synthetic equity swaps or total return swaps. The Fund

may, through the use of financial derivative instruments, hold covered short positions provided that the long positions held by the Fund be sufficiently liquid to cover, at any time, its obligations resulting from its short positions.

Investments in low-rated and non-investment grade securities and financial derivative instruments are subject to a higher degree of risk as described in the section “Risk Considerations”. The base currency of the Fund is Euro.

#### **FRANKLIN MUTUAL GLOBAL DISCOVERY FUND**

The Fund’s investment objective is capital appreciation.

The Fund pursues its objective principally through investments in common stock, preferred stock and debt securities convertible or expected to be convertible into common or preferred stock of companies of any nation as well as in sovereign debts and participations in foreign government debts that the Investment Manager believes are available at market prices less than their value based on certain recognised or objective criteria (intrinsic value). The Fund primarily invests in mid- and large-cap companies with a market capitalisation around or greater than 1.5 billion US dollars.

The Fund may also seek to invest in the securities of companies involved in mergers, consolidations, liquidations and reorganisations or as to which there exist tender or exchange offers, and may participate in such transactions. To a lesser extent, the Fund may also purchase debt securities, both secured and unsecured, of companies involved in reorganisation or financial restructuring.

The Investment Manager may take temporary defensive cash position when it believes the securities trading markets or the economies of countries where the Fund invests are experiencing excessive volatility, a prolonged general decline or other adverse conditions.

The Fund may invest in financial derivative instruments, which may include, but are not limited to, futures, options, contracts for difference, forward contracts on financial instruments and options on such contracts, swaps such as credit default swaps, synthetic equity swaps or total return swaps. The Fund may, through the use of financial derivative instruments, hold covered short positions provided that the long positions held by the Fund be sufficiently liquid to cover, at any time, its obligations resulting from its short positions.

Investments in low-rated and non-investment grade securities and financial derivative instruments are subject to a higher degree of risk as described in the section “Risk Considerations”. The base currency of the Fund is US dollar.

#### **FRANKLIN TEMPLETON GLOBAL EQUITY STRATEGIES FUND**

The Fund’s investment objective is to seek capital appreciation through a diversified, value-oriented approach.

The Fund generally invests in equity securities of companies of any market capitalisation located anywhere in the world, including Emerging Markets. The Fund will also seek to invest in the securities of companies involved in mergers, consolidations, liquidations and reorganisations or as to which there exist tender or exchange offers, and may participate in such transactions. It may also invest in debt securities from corporate issuers worldwide, in low-rated and non-investment grade debt securities of various issuers, in fixed or floating rate securities as well as in financial derivative instruments. These financial derivative instruments may include, inter alia, forwards and future contracts, options on such contracts, including those on government securities dealt in either on regulated markets or over-the-counter, swaps such as total return swaps or credit default swaps. The Fund may not invest more than 10% of its net assets in asset-backed securities.

The Fund makes an allocation of its assets between three different investment strategies followed independently by the Templeton Global, Templeton Emerging Markets and Mutual Series management groups, with the aim to maintain an equal exposure to two global equity strategies and one Emerging Market equity strategy, subject to appropriate monitoring and rebalancing. Such investment strategies are already followed broadly by Franklin Templeton Investments in respect of certain of its US registered funds and focus respectively on worldwide equity securities selling at prices unusually low relative to the

Investment Managers' appraisal of value as well as on equity viewed as undervalued by the Investment Manager or convertible debt securities including securities of companies involved in mergers, consolidations, liquidations or other reorganisation.

The base currency of this Fund is US dollar.

### **FRANKLIN TEMPLETON GLOBAL FUNDAMENTAL STRATEGIES FUND**

The Fund's investment objective is to seek capital appreciation through a diversified, value-oriented approach. Its secondary objective is to seek income.

The Fund generally invests in equity securities of companies of any market capitalisation located anywhere in the world, including Emerging Markets, as well as fixed and floating rate debt securities and debt obligations issued by government, government-related and/or corporate entities worldwide, as well as debt obligations issued by supranational entities organised or supported by several national governments, such as the International Bank for Reconstruction and Development or the European Investment Bank. The Fund may in addition invest in securities of companies involved in mergers, consolidations, liquidations and reorganisations or as to which there exist tender or exchange offers, and may participate in such transactions. It may also invest in low-rated, non-investment grade and defaulted debt securities of various issuers, in fixed or floating rate securities, either directly or through regulated investment funds (subject to the limits indicated below). The Fund may also utilise financial derivative instruments for investment purposes. These financial derivative instruments may be dealt either in regulated markets or over-the-counter, and may include, inter alia, swaps (such as credit default swaps or total return swaps), forwards and cross forwards, futures contracts (including those on government securities), as well as options. Use of financial derivative instruments may result in negative exposures in a specific yield curve/duration, currency or credit. The Fund may also invest in securities or structured products where the security is linked to or derives its value from another security or is linked to assets or currencies of any country. The Fund may invest up to 10% of its net assets in units of UCITS and other UCIs but not invest more than 10% of its net assets in asset-backed securities.

The Fund makes an allocation of its assets between three different investment strategies followed independently by the Franklin, Templeton and Mutual Series management groups, with the aim to maintain an equal exposure to two global equity strategies and one global fixed income strategy, subject to appropriate monitoring and rebalancing. Such investment strategies are already followed broadly by Franklin Templeton Investments in respect of certain of its US registered funds and focus respectively on fixed and floating rate debt securities of government, government-related or corporate issuers across the world, on worldwide equity securities selling at prices unusually low relative to the Investment Managers' appraisal of value as well as on equity viewed as undervalued by the Investment Manager or convertible debt securities including securities of companies involved in mergers, consolidations, liquidations or other reorganisation.

The base currency of this Fund is US dollar.

### **FRANKLIN TEMPLETON GLOBAL GROWTH AND VALUE FUND**

The Fund's investment objective is capital appreciation.

The Fund invests in equity securities and debt securities convertible or expected to be convertible into common or preferred stocks of companies of any market capitalisation located anywhere in the world, including Emerging Markets. At least half of the Fund's assets without taking into account ancillary liquid assets shall be made in equity securities or similar instruments. The Fund may also invest in American, European and Global Depositary Receipts. The Fund invests in both "value" and "growth" stocks and the allocation of assets to each is monitored and rebalanced regularly.

Investments in Emerging Market countries are subject to a higher degree of risk, as described in the section "Risk Considerations". The base currency of this Fund is US dollar.

**FRANKLIN TEMPLETON JAPAN FUND**

The Fund's investment objective is capital appreciation, which it seeks to achieve through a policy of investing primarily in equity securities of issuers incorporated or having their principal business activities in Japan.

In addition, the Fund may also seek investment opportunities in other types of securities such as preferred stocks, securities convertible into common stocks, and corporate and government debt obligations which are Japanese Yen and non-Japanese Yen denominated.

The base currency of the Fund is Japanese Yen.

**TEMPLETON ASIAN BOND FUND**

The Fund's principal investment objective is to maximise, consistent with prudent investment management, total investment return consisting of a combination of interest income, capital appreciation and currency gains.

The Fund seeks to achieve its objective by investing principally in a portfolio of fixed and floating rate debt securities and debt obligations issued by government and government-related issuers, and/or corporate entities located throughout Asia. The Fund may also purchase debt obligations issued by supranational entities organised or supported by several national governments, such as the International Bank for Reconstruction and Development or the European Investment Bank. The Fund may also utilise financial derivative instruments for investment purposes. These financial derivative instruments may be dealt either in regulated markets or over-the-counter, and may include, inter alia, swaps (such as credit default swaps or total return swaps), forwards and cross forwards, futures contracts (including those on government securities), as well as options. Use of financial derivative instruments may result in negative exposures in a specific yield curve/duration, currency or credit. The Fund may also, in accordance with the investment restrictions, invest in securities or structured products where the security is linked to or derives its value from another security or is linked to assets or currencies of any Asian country. The Fund may also purchase mortgage and asset-backed securities and convertible bonds. The Fund may invest in investment grade and non-investment grade debt securities issued by Asian issuers including securities in default. The Fund may purchase fixed income securities and debt obligations denominated in any currency and it may hold equity securities to the extent that such securities result from the conversion or exchange of a preferred stock or debt obligation. The Fund may also participate in mortgage dollar roll transactions.

The Fund may invest up to 33% of its total assets, either directly or through the use of financial derivative instruments, in fixed and floating rate debt securities and debt obligations issued by government and government-related issuers or corporate entities located outside of Asia which are impacted by economic or financial dynamics in Asia.

Investments in Emerging Market countries, financial derivative instruments, in non-investment grade securities, in securities in default and in mortgage-and asset-backed securities are subject to a higher degree of risk, as more fully described in the section "Risk Considerations".

The base currency of the Fund is US dollar.

**TEMPLETON ASIAN GROWTH FUND**

The Fund applies the traditional Templeton investment method. The stock selection approach is bottom-up, long-term value-oriented with strong emphasis on diligence and discipline. Its investment objective is long term capital appreciation, which it seeks to achieve through investing primarily in equity securities listed in Asia.

The Fund may also invest in equity securities, which are listed on recognised exchanges in capital markets of the Asia Region (excluding Australia, New Zealand and Japan). The Asia Region includes but is not limited to the following countries: Hong Kong, India, Indonesia, Korea, Malaysia, People's Republic of China, Pakistan, Philippines, Singapore, Sri Lanka, Taiwan and Thailand. Under normal market conditions, the Fund invests primarily in common stocks.

Since the investment objective is more likely to be achieved through an investment policy that is flexible and adaptable, the Fund may seek investment opportunities in other types of transferable securities, including fixed income securities.

Investments in Emerging Market countries are subject to a higher degree of risk, as described in the section “Risk Considerations”. The base currency of the Fund is US dollar.

### **TEMPLETON ASIAN SMALLER COMPANIES FUND**

The Fund’s principal investment objective is to provide long-term capital appreciation.

The Fund invests primarily in transferable equity securities as well as depository receipts of small cap companies (i) which are incorporated in the Asia region, and/or (ii) which have their principal business activities in the Asia region. The Asia Region includes but is not limited to the following countries: Bangladesh, Cambodia, Hong Kong, India, Indonesia, Korea, Malaysia, People’s Republic of China, Pakistan, Philippines, Singapore, Sri Lanka, Taiwan, Thailand and Vietnam. Furthermore, for the purpose of the Fund’s investment objective, Asian small cap companies are those having a market capitalisation at the time of the purchase of less than USD 2 billion.

In addition, since the investment objective is more likely to be achieved through an investment policy which is flexible and adaptable, the Fund may also invest in other types of transferable securities, including equity and fixed income securities of issuers worldwide.

Investments in Emerging Market countries and small size companies are subject to a higher degree of risk, as described in the Section “Risk Considerations”. The base currency of the Fund is US dollar.

### **TEMPLETON BRIC FUND**

The Fund’s investment objective is capital appreciation.

The Fund invests primarily in equity securities of companies (i) organised under the laws of or with their principal office in Brazil, Russia, India and China (including Hong-Kong and Taiwan) (“BRIC”) or (ii) which derive the principal portion of their revenues or profits from BRIC economies or have the principal portion of their assets in BRIC economies.

Since the investment objective is more likely to be achieved through an investment policy that is flexible and adaptable, the Fund may seek investment opportunities in other types of transferable securities, including debt and fixed income securities and in money market instruments.

Investment in Emerging Market countries are subject to a higher degree of risk, as described more fully in the section “Risk Considerations”. The base currency of the Fund is US dollar.

### **TEMPLETON CHINA FUND**

The Fund’s investment objective is capital appreciation, which it seeks to achieve through a policy of investing primarily in equity securities of companies (i) organised under the laws of or with their principal offices in the People’s Republic of China (“China”), Hong Kong or Taiwan or (ii) which derive the principal portion of their revenue from goods or services sold or produced, or have the principal portion of their assets in China, Hong Kong or Taiwan.

The Fund may also invest in equity securities of companies (i) for which the principal market for the trading of securities is China, Hong Kong or Taiwan or (ii) that are linked to assets or currencies in China, Hong Kong or Taiwan.

Since the investment objective is more likely to be achieved through an investment policy that is flexible and adaptable, the Fund may also seek investment opportunities in other types of securities such as preferred stock, securities convertible into common stock, and corporate and government debt obligations which are US dollar and non-US dollar denominated.

Investments in Emerging Market countries are subject to a higher degree of risk, as described in the section “Risk Considerations”. The base currency of the Fund is US dollar.

**TEMPLETON EASTERN EUROPE FUND**

The Fund's investment objective is capital appreciation, which it seeks to achieve by investing primarily in listed equity securities of issuers organised under the laws of, or with their principal activities within, the countries of Eastern Europe, as well as the New Independent States, e.g. the countries in Europe and Asia that were formerly part of or under the influence of the Soviet Union in the past (the "Region").

The Fund may also invest in securities issued by the governments of the above-mentioned countries and privatisation certificates of companies located, or with their principal activities, within the Region. Eastern Europe includes the following countries: Albania, Bosnia and Herzegovina, Bulgaria, Croatia, Cyprus, the Czech Republic, Greece, Hungary, the Former Yugoslav Republic of Macedonia, Malta, Montenegro, Poland, Romania, Russia, Serbia, the Slovak Republic, Slovenia, and Turkey. The New Independent States that were formerly part of the Soviet Union, apart from Russia itself, include: Armenia, Azerbaijan, Belarus, Estonia, Georgia, Kazakhstan, Kyrgyzstan, Latvia, Lithuania, Moldova, Tajikistan, Turkmenistan, Ukraine, and Uzbekistan. The Investment Manager anticipates that the Fund invests primarily in companies (i) of which, if listed, the principal equity securities market is in the Region; or (ii) that derive at least 50% of their revenues or profits from goods produced or sold, investments made, or services performed, in the Region; or (iii) that have at least 50% of their assets situated in the Region. The Fund primarily invests in equity securities of publicly traded companies. Preference is given to the countries with functioning stock markets where foreign investment is permitted and appropriate custodial arrangements exist.

Investments in Emerging Market countries are subject to a higher degree of risk, as described in the section "Risk Considerations". The base currency of the Fund is Euro.

**TEMPLETON EMERGING MARKETS FUND**

The Fund's investment objective is capital appreciation, which it seeks to achieve through a policy of investing primarily in equity securities, and as an ancillary matter in debt obligations, issued by corporations incorporated or having their principal business activities in, and governments of, developing or emerging nations.

The Fund may also invest in those companies, which derive a significant proportion of their revenues or profits from emerging economies or have a significant portion of their assets in emerging economies. The Fund may also invest in equity and debt securities of issuers that are linked to assets or currencies of emerging nations. The Fund invests primarily in common stocks.

Since the investment objective is more likely to be achieved through an investment policy that is flexible and adaptable, the Fund may seek investment opportunities in other types of securities, such as preferred stock, securities convertible into common stock, and corporate and government debt obligations, which are US dollar and non US dollar denominated.

Investments in Emerging Market countries are subject to a higher degree of risk, as described in the section "Risk Considerations". The base currency of the Fund is US dollar.

**TEMPLETON EMERGING MARKETS BALANCED FUND**

The Fund's investment objective is to maximise, consistent with prudent investment management, a combination of capital appreciation, income and currency gains.

The Fund seeks to achieve its objective by investing principally in a diversified portfolio of equity securities, fixed and floating rate debt securities and debt obligations issued by government, government-related issuers and corporate entities which are located, incorporated or have their principal business activities in developing or Emerging Market countries.

The Fund may also utilise financial derivative instruments for investment purposes. These financial derivative instruments may be dealt either in regulated markets or over-the-counter, and may include, inter alia, swaps (such as credit default swaps or total return swaps), forwards and cross forwards, futures contracts (including those on government securities), as well as options. Use of financial derivative instruments may result in negative exposures in a specific yield curve/duration, currency or credit.

The Fund may also, in accordance with the investment restrictions, invest in securities or structured products where the security is linked to or derives its value from another security or is linked to assets or currencies of any developing or Emerging Market country. In addition, the Fund may purchase preferred stock, common stock and other equity linked securities, warrants, and debt securities exchangeable or convertible into common stock and denominated in any currency. The Fund may purchase fixed income securities, debt obligations and equity securities denominated in any currency. The Fund may also invest up to 10% of its net assets in units of UCITS and other UCIs and up to 10% of its total net assets in securities in default.

The Fund may also invest in securities issued by government, government related issuers or corporate entities located outside of developing or Emerging Market countries but which derive a significant proportion of their revenues or profits from, have a significant portion of their assets in or are impacted by economic/financial dynamics in developing or Emerging Market countries.

The Fund will typically hold both Emerging Market equity and debt securities but the proportion of its assets allocated to each may vary over time depending on the Investment Managers' view of the relative attractiveness of each asset class.

Investments in Emerging Market countries are subject to a higher degree of risk as more fully described in the section "Risk Considerations". The base currency of the Fund is US dollar.

#### **TEMPLETON EMERGING MARKETS BOND FUND**

The Fund's investment objective is to maximise, consistent with prudent investment management, total investment return, consisting of a combination of interest income, capital appreciation and currency gains.

The Fund seeks to achieve its objective by investing principally in a portfolio of fixed and floating rate debt securities (including non-investment grade securities) and debt obligations issued by government and government-related issuers or corporate entities located in developing or Emerging Market countries. The Fund may also purchase debt obligations issued by supranational entities organised or supported by several national governments, such as the International Bank for Reconstruction and Development or the European Investment Bank. The Fund may also utilise financial derivative instruments for investment purposes. These financial derivative instruments may be dealt either in regulated markets or over-the-counter, and may include, inter alia, swaps (such as credit default swaps or total return swaps), forwards and cross forwards, futures contracts (including those on government securities), as well as options. Use of financial derivative instruments may result in negative exposures in a specific yield curve/duration, currency or credit. The Fund may also, in accordance with the investment restrictions, invest in securities or structured products where the security is linked to or derives its value from another security or is linked to assets or currencies of any developing or Emerging Market country. In addition, the Fund may purchase preferred stock, common stock and other equity linked securities, warrants, and debt securities exchangeable or convertible into common stock and denominated in any currency. The Fund may hold up to 10% of its total net assets in securities in default. The Fund may purchase fixed income securities, debt obligations and equity securities denominated in any currency.

The Fund may invest up to 33% of its total assets, either directly or through the use of financial derivative instruments, in fixed and floating rate debt securities and debt obligations issued by government and government-related issuers or corporate entities located outside of developing or Emerging Market countries which are impacted by economic or financial dynamics in developing or Emerging Market countries.

Investments in Emerging Market countries, financial derivative instruments, non-investment grade securities and securities in default are subject to a higher degree of risk, as more fully described in the section "Risk Considerations".

The base currency of the Fund is US dollar.

### TEMPLETON EMERGING MARKETS SMALLER COMPANIES FUND

The Fund's investment objective is long-term capital appreciation, which it seeks to achieve through a policy of investing primarily in equity securities as well as depository receipts of (i) small cap companies registered in the Emerging Markets, (ii) small cap companies which perform a substantial part of their business in Emerging Markets, and (iii) small cap holding companies which hold a substantial part of their participations in companies referred to in (i). For the purpose of the Fund's investment objective, Emerging Market small cap companies are normally those having a market capitalisation at the time of the purchase of less than USD 2 billion.

On an ancillary basis, the Fund may also invest in debt securities of Emerging Market countries, which may be low-rated or unrated, and in transferable securities of issuers located in the developed countries.

Investments in Emerging Market countries, in Low-Rated Securities and Small-Size Companies are subject to a higher degree of risk, as described in the section "Risk Considerations". The base currency of the Fund is US dollar.

### TEMPLETON EURO GOVERNMENT BOND FUND

The Fund's investment objective is to maximise, consistent with prudent investment management, total investment return, consisting of a combination of interest income and capital appreciation.

The Fund principally invests in investment grade obligations of government and government-related issuers as well as supranational entities located throughout the European Monetary Union ("EMU").

In addition, in accordance with the investment restrictions, the Fund may invest in debt obligations of government, supranational and government-related issuers worldwide (including non-investment grade securities) with a maximum 15% combined limit for investments in securities issued by (i) non-EMU issuers and (ii) issuers with ratings of BB+ or below and Ba1 or below.

Such debt obligations shall be denominated in or hedged to Euro.

Investments in non-investment grade securities are subject to a higher degree of risk, as described in the section "Risk Considerations". The base currency of the Fund is Euro.

### TEMPLETON EURO HIGH YIELD FUND<sup>5</sup>

The Fund's principal investment objective is to earn a high level of current income. As a secondary objective, the Fund seeks capital appreciation, but only when consistent with its principal objective.

The Fund seeks to achieve these objectives by investing principally, either directly or through the use of financial derivative instruments, in fixed income debt securities of European or non-European issuers. The financial derivative instruments may include, inter alia, swaps such as credit default swaps or total return swaps, forwards, futures contracts, as well as options on such contracts dealt in either on regulated markets or over-the-counter. The Fund principally invests in Euro-denominated or non-Euro denominated Euro-hedged, fixed income debt securities with non-investment grade ratings, or if unrated, their equivalent. The Investment Managers attempt to avoid excessive risk by performing independent credit analyses of issuers and by diversifying the Fund's investments among different issuers.

Since the investment objective is more likely to be achieved through an investment policy that is flexible and adaptable, the Fund may also, temporarily and/or on an ancillary basis, seek investment opportunities in any other types of Euro-denominated securities such as government securities, preferred stock, common stock and other equity linked securities, warrants and securities and bonds convertible into common stock. The Fund may invest up to 10% of its assets in credit-linked securities, which the Investment Managers may use as a means to invest more rapidly and efficiently in certain segments of the high yield, bank loan and investment grade debt markets. The Fund may also invest up to 10% of its total assets in securities in default.

5. Previously named Franklin High Yield (Euro) Fund.

Investments in non-investment grade securities, financial derivative instruments and in securities in default are subject to a higher degree of risk as described in the section “Risk Considerations”. The base currency of the Fund is Euro. The name of the Fund reflects the base currency of the Fund being in Euro, and does not necessarily imply that any particular proportion of the Fund’s net invested assets are made in Euro.

#### **TEMPLETON EURO LIQUID RESERVE FUND**

The Fund’s investment objective is to provide shareholders with the opportunity to invest in a portfolio of high quality securities and money market instruments primarily Euro denominated, or hedged back into Euro to avoid any currency exposure.

The Fund consists principally of transferable securities issued or guaranteed by the governments of any nation worldwide and eligible securities of corporate issuers of any nation. The portfolio is invested in a manner that the average remaining maturity of all securities and instruments comprised in the portfolio of the Fund does not exceed twelve months. For the purpose of calculating the residual maturity of each single security or instrument, the financial instruments attached thereto shall be taken into account. For the securities or instruments whose terms of issue provide for an adjustment of their interest rate by reference to market conditions, the residual maturity until the date on which the rate is adjusted shall be considered.

The base currency of the Fund is Euro.

#### **TEMPLETON EURO MONEY MARKET FUND**

The Fund’s investment objective is to maintain a high degree of capital preservation and liquidity whilst maximising returns in the Euro currency by investing in a portfolio of high quality Euro denominated debt and debt related securities, money market securities and cash denominated in Euro.

The Fund invests in high quality transferable short term fixed and floating rate debt, debt related and money market securities including (but not limited to) commercial paper, floating rate notes, certificates of deposit, repurchase agreements, debentures, bonds, cash and deposits.

These investments shall be denominated in Euro and up to 100% may be issued or guaranteed by sovereign governments and/or related entities, supranational entities, corporations and financial institutions. All investments at time of purchase shall have a minimum rating of A1/P1 or equivalent or, if unrated, be declared to be of comparable quality by the Investment Manager.

The Fund only holds securities which at the time of acquisition have an average initial or residual maturity not exceeding 397 days, taking into account any connected financial instruments and/or the terms and conditions governing those securities provide that the applicable interest rate is adjusted at least annually on the basis of market conditions. The Fund may not hold any floating rate instrument with a residual maturity of greater than two years. For this purpose, residual maturity is the earlier of an instrument’s final legal maturity or its expected average life calculation.

The Fund’s portfolio has a weighted average maturity that does not exceed 60 days.

The base currency of the Fund is Euro.

#### **TEMPLETON EUROLAND FUND**

The Fund’s investment objective is capital appreciation, which it seeks to achieve primarily through a policy of investing in equity and debt obligations of any issuer in a member country of the European Monetary Union including corporations and governments, whether denominated in Euro or relevant national currency, and in stock or debt obligations denominated in Euro of any other issuer.

To ensure eligibility for the French Plan d’Epargne en Actions (PEA), the Fund invests at least 75% of its total assets in equity securities issued by companies which have their head office in the European Union.

Since the investment objective is more likely to be achieved through an investment policy that is flexible and adaptable, the Fund may seek investment opportunities in other types of transferable securities, such as preferred stock and securities convertible into common stock of any such issuers as described above.

The base currency of the Fund is Euro.

#### **TEMPLETON EUROPEAN FUND**

The Fund's investment objective is capital appreciation, which it seeks to achieve through a policy of investing in equity and debt obligations issued by European corporations and governments. The Fund invests primarily in common stocks.

Since the investment objective is more likely to be achieved through an investment policy that is flexible and adaptable, the Fund may seek investment opportunities in other types of securities, such as preferred stock, securities convertible into common stock, and fixed income securities, including debt obligations issued by European governments.

The base currency of the Fund is Euro.

#### **TEMPLETON EUROPEAN CORPORATE BOND FUND**

The Fund's investment objective is to maximize, consistent with prudent investment management, total investment return through a combination of interest income and capital appreciation.

The Fund seeks to achieve this objective by investing principally in investment-grade fixed or floating rate debt securities of European corporate issuers and/or non-European corporate issuers with a business presence in the European region. The Fund may also utilize certain financial derivative instruments for investment purposes. These financial derivative instruments may be dealt either in regulated markets or over-the-counter, and may include, inter alia, swaps (such as credit default swaps or total return swaps), forward and cross forwards, futures contracts, as well as options. Use of these financial derivative instruments may result in negative exposures in a specific yield curve/duration or currency. The Fund may in addition, in accordance with the investment restrictions, invest in credit-linked securities or other structured products that derive their value from another European-related index, security or currency. The Fund principally invests in fixed income debt securities either denominated in Euro or, if denominated in another currency, hedged into Euro.

Since the investment objective is more likely to be achieved through an investment policy that is flexible and adaptable, the Fund may also, for defensive purposes and/or on an ancillary basis, seek investment opportunities in other types of securities including but not limited to government debt securities, supranational entities organized or supported by several national governments, non-investment grade debt securities, bonds convertible into common stock, preferred stock and warrants.

Investments in financial derivative instruments and non-investment grade debt securities are subject to a higher degree of risk, as described in the section "Risk Considerations". The base currency of the Fund is Euro.

#### **TEMPLETON EUROPEAN TOTAL RETURN FUND**

The Fund's investment objective is to maximise, consistent with prudent investment management, total investment return consisting of a combination of interest income, capital appreciation, and currency gains by investing in a portfolio of fixed and floating rate debt securities and debt obligations of governments, government-related or corporate issuers with registered office in Europe.

The Fund may also, in accordance with the investment restrictions, invest in securities or structured products where the security is linked to or derives its value from another security, linked to assets or currencies of any European country. More specifically, the Fund may purchase debt obligations issued by governments and supranational entities organised or supported by several national governments.

The Fund may also purchase mortgage- and asset-backed securities and convertible bonds as well as certain derivative instruments including index based financial derivatives, credit default swaps, forwards or futures contracts, or options on such contracts, including those on European government bonds. The assets of the Fund shall primarily (e.g. at least two thirds of the assets without taking into account ancillary liquid assets) be invested in securities or derivative instruments based on securities of European issuers.

In order to efficiently manage the portfolio, the Fund may buy and sell various derivative instruments including index based derivative instruments and credit default swaps.

The Fund may invest in investment grade and non-investment grade debt securities, including high yield corporate debt, private placements, global bonds and currencies of Emerging Market countries, of which up to 10% of the Fund's total assets may be in securities in default.

Investments in financial derivative instruments, in mortgage- and asset-backed securities, in non-investment grade securities and in securities in default are subject to a higher degree of risk, as described in the section "Risk Considerations". The base currency of the Fund is Euro.

### **TEMPLETON FRONTIER MARKETS FUND**

The Fund's principal investment objective is to provide long-term capital appreciation.

The Fund invests principally in transferable equity securities of companies (i) incorporated in the Frontier Markets countries, and/or (ii) which have their principal business activities in Frontier Markets countries across the market capitalisation spectrum. The Frontier Markets countries are smaller, less developed and less accessible Emerging Market countries, but with "investable" equity markets and include those defined as Frontier Markets by the International Finance Corporation as well as included in Frontier Markets related indices (including but not limited to: MSCI Frontier Markets Index, Merrill Lynch Frontier Index, S&P Frontier Broad Market Index), for example Bahrain, Bulgaria, Egypt, Kazakhstan, Nigeria, Pakistan, Qatar, Vietnam etc.

Since the investment objective is more likely to be achieved through an investment policy which is flexible and adaptable, the Fund may also invest in other types of transferable securities, including equity and fixed income securities of issuers worldwide as well as in financial derivative instruments for investment purpose. These financial derivative instruments may include, inter alia, forwards and financial futures contracts, or options on such contracts, equity linked notes dealt in either on regulated markets or over-the-counter.

Investments in Emerging Market countries are subject to a higher degree of risk, as described in the Section "Risk Considerations". The base currency of the Fund is US dollar.

### **TEMPLETON GLOBAL FUND**

The Fund's investment objective is capital appreciation, which it seeks to achieve through a policy of investing in equity and debt obligations of companies and governments of any nation throughout the world, including Emerging Markets. The Fund invests principally in common stocks.

Since the investment objective is more likely to be achieved through an investment policy that is flexible and adaptable, the Fund may seek investment opportunities in other types of securities, such as preferred stock, securities convertible into common stock, and fixed income securities, which are US dollar and non US dollar denominated.

Investments in Emerging Market countries are subject to a higher degree of risk as more fully described in the section "Risk Considerations". The base currency of the Fund is US dollar.

### **TEMPLETON GLOBAL (EURO) FUND**

The Fund's investment objective is capital appreciation, which it seeks to achieve through a policy of investing in equity and debt obligations of companies and governments of any nation. The Fund invests primarily in common stocks.

Since the investment objective is more likely to be achieved through an investment policy that is flexible and adaptable, the Fund may seek investment opportunities in other types of securities, such as preferred stock, securities convertible into common stock, and fixed income securities, which are Euro and non Euro denominated.

The base currency of the Fund is Euro. The name of the Fund reflects the base currency of the Fund being in Euro, and does not necessarily imply that any particular proportion of the Fund's net invested assets are made in Euro.

#### **TEMPLETON GLOBAL AGGREGATE BOND FUND**

The Fund seeks to maximise, consistent with prudent investment management, total investment return, consisting of a combination of interest income and capital appreciation.

The Fund seeks to achieve this objective by investing principally in fixed or floating rate debt securities issued by governments, government-related entities (including supranational organisations supported by several national governments) and corporations worldwide. The Fund invests mainly in investment grade securities, but may invest up to 10% in non-investment grade securities and may also invest in Emerging Market debt securities. The Fund may, in addition, in accordance with the investment restrictions, invest in credit-linked securities or other structured products that derive their value from an index, security or currency or purchase mortgage and asset backed securities.

The Fund may also utilize certain financial derivative instruments for investment purposes. These financial derivative instruments may be dealt either in regulated markets or over-the-counter, and may include, inter alia, swaps (such as credit default swaps or total return swaps), forward and cross forwards, futures contracts, as well as options. The use of financial derivatives instruments may result in negative exposures in a specific yield curve/duration, currency or credit. Use of financial derivative instruments will not exceed 40% of the Fund's Net Asset Value on a net basis.

Since the investment objective is more likely to be achieved through an investment policy that is flexible and adaptable, the Fund may also seek investment opportunities in other types of securities including, but not limited to, undertakings for collective investments, bonds convertible into common stock, preferred stock and warrants.

The base currency of the Fund is US dollar.

#### **TEMPLETON GLOBAL BALANCED FUND**

The Fund's investment objective is to seek capital appreciation and current income, consistent with prudent investment management, by investing principally in equity securities and government debt securities issued by entities throughout the world, including Emerging Markets.

The Investment Manager anticipates that the majority of the Fund's portfolio is normally invested in equity or equity-linked securities, including debt or preferred stock convertible or exchangeable into equity securities, selected principally on the basis of their capital growth potential. The Fund seeks income by investing in fixed or floating rate debt securities and debt obligations issued by government and government-related issuers or corporate entities worldwide. The Fund may also purchase debt obligations issued by supranational entities organised or supported by several national governments, such as the International Bank for Reconstruction and Development or the European Investment Bank. The Fund may purchase equities, fixed income securities and debt obligations. Notwithstanding the foregoing, at no time will the Investment Manager invest more than 40% of the Fund's total net assets into fixed income securities.

Investments in Emerging Market countries are subject to a higher degree of risk as more fully described in the section "Risk Considerations".

The base currency of the Fund is US dollar.

**TEMPLETON GLOBAL BOND FUND**

The Fund's principal investment objective is to maximise, consistent with prudent investment management, total investment return consisting of a combination of interest income, capital appreciation and currency gains.

The Fund seeks to achieve its objective by investing principally in a portfolio of fixed or floating rate debt securities (including non-investment grade securities) and debt obligations issued by government or government-related issuers worldwide. The Fund may also, in accordance with the investment restrictions, invest in debt securities (including non-investment grade securities) of corporate issuers. The Fund may also purchase debt obligations issued by supranational entities organised or supported by several national governments, such as the International Bank for Reconstruction and Development or the European Investment Bank. The Fund may also utilise financial derivative instruments for investment purposes. These financial derivative instruments may be dealt either in regulated markets or over-the-counter, and may include, inter alia, swaps (such as credit default swaps or total return swaps), forwards and cross forwards, futures contracts (including those on government securities), as well as options. Use of financial derivative instruments may result in negative exposures in a specific yield curve/duration, currency or credit. The Fund may also invest in securities or structured products where the security is linked to or derives its value from another security or is linked to assets or currencies of any country. The Fund may hold up to 10% of its total net assets in securities in default. The Fund may purchase fixed income securities and debt obligations denominated in any currency, and may hold equity securities to the extent that such securities result from the conversion or exchange of a preferred stock or debt obligation.

Investments in Emerging Market countries, in financial derivatives instruments, in non-investment grade securities and securities in default are subject to a higher degree of risk as more fully described in the section "Risk Considerations".

The base currency of the Fund is US dollar.

**TEMPLETON GLOBAL BOND (EURO) FUND**

The Fund's principal investment objective is to maximise, consistent with prudent investment management, total investment return consisting of a combination of interest income, capital appreciation and currency gains.

The Fund seeks to achieve its objective by investing principally in a portfolio of fixed or floating rate debt securities and debt obligations issued by government or government-related issuers worldwide. The Fund may also, in accordance with the investment restrictions, invest in debt securities of corporate issuers. The Fund may also purchase debt obligations issued by supranational entities organised or supported by several national governments, such as the International Bank for Reconstruction and Development or the European Investment Bank. The Fund may also utilise financial derivative instruments for investment purposes. These financial derivative instruments may be dealt either in regulated markets or over-the-counter, and may include, inter alia, swaps (such as credit default swaps or total return swaps), forwards and cross forwards, futures contracts (including those on government securities), as well as options. Use of financial derivative instruments may result in negative exposures in a specific yield curve/duration, currency or credit. The Fund may also invest in securities or structured products where the security is linked to or derives its value from another security or is linked to assets or currencies of any country. The Fund may hold up to 10% of its total net assets in securities in default. The Fund may purchase fixed income securities and debt obligations denominated in any currency and may hold equity securities to the extent that such securities result from the conversion or exchange of a preferred stock or debt obligation. The non-Euro component of the portfolio may be hedged into Euro.

Investments in Emerging Market countries, in financial derivative instruments, non-investment grade securities and securities in default are subject to a higher degree of risk as more fully described in the section "Risk Considerations".

The base currency of the Fund is Euro. The name of the Fund reflects the base currency of the Fund being in Euro, and does not necessarily imply that any particular proportion of the Fund's net invested assets are denominated in Euro.

**TEMPLETON GLOBAL EQUITY INCOME FUND**

The Fund's investment objective is to provide a combination of current income and long-term capital appreciation.

Under normal market conditions the Fund invests in a diversified portfolio of equity securities worldwide. The Fund seeks income by investing in stocks the Investment Manager believes offers attractive dividend yields. The Investment Manager seeks capital appreciation by searching for undervalued or out-of-favour securities offering current income and/or opportunities for future capital appreciation. Capital appreciation is sought by investing in equity securities of companies from a variety of industries and located anywhere in the world, including Emerging Markets.

Since the investment objective is more likely to be achieved through an investment policy that is flexible and adaptable, the Fund may also seek investment opportunities in other types of transferable securities such as debt and fixed income securities.

The Investment Manager may take temporary defensive cash position when it believes the securities trading markets or the economies of countries where the Fund invests are experiencing excessive volatility or prolonged general decline or other adverse conditions.

Investments in Emerging Market countries are subject to a higher degree of risk as more fully described in the section "Risk Considerations". The base currency of the Fund is US dollar.

**TEMPLETON GLOBAL HIGH YIELD FUND**

The Fund's principal investment objective is to earn a high level of current income. As a secondary objective, the Fund seeks capital appreciation, but only when consistent with its principal objective.

The Fund invests principally in debt securities (including non-investment grade securities) of issuers globally, including those in Emerging Markets. For the purpose of this Fund, debt securities shall include all varieties of fixed and floating rate income securities (including bank loans through regulated investment funds subject to the limits indicated below), bonds, mortgage and other asset-backed securities and convertible securities. The Fund may also utilise financial derivative instruments for investment purposes. These financial derivative instruments may be dealt either in regulated markets or over-the-counter, and may include, inter alia, swaps (such as credit default swaps or total return swaps), forwards and cross forwards, futures contracts (including those on government securities), as well as options. Use of financial derivative instruments may result in negative exposures in a specific yield curve/duration, currency or credit. In addition, the Fund may invest in equity securities, credit-linked securities and money-market instruments and may seek exposure to floating rate loans through regulated investment funds. The Fund may invest up to 10% of its net assets in units of UCITS and other UCIs and up to 10% of its total assets in securities in default.

Investments in Emerging Market countries, in financial derivative instruments, mortgage or asset-backed securities, non-investment grade securities and securities in default are subject to a higher degree of risk as more fully described in the section "Risk Considerations".

The base currency of the Fund is US dollar.

**TEMPLETON GLOBAL INCOME FUND**

The Fund's investment objective is to maximise current income while maintaining prospects for capital appreciation.

Under normal market conditions, the Fund invests in a diversified portfolio of debt and equity securities worldwide. The Fund seeks income by investing in a portfolio of fixed and floating rate debt securities and debt obligations issued by government and government-related issuers or corporate entities worldwide, including in Emerging Markets, as well as stocks the Investment Manager believes offer attractive dividend yields. The Fund may also purchase debt obligations issued by supranational entities organised or supported by several national governments, such as the International Bank for Reconstruction and Development or the European Investment Bank. The Fund may invest in investment grade and non-investment grade debt securities issued by US and non-US issuers including securities in default. The Fund

may also utilise financial derivative instruments for investment purposes. These financial derivative instruments may be dealt either in regulated markets or over-the-counter, and may include, inter alia, swaps (such as credit default swaps or total return swaps), forwards and cross forwards, futures contracts (including those on government securities), as well as options. Use of financial derivative instruments may result in negative exposures in a specific yield curve/duration, currency or credit. The Fund may invest up to 10% of its net assets in units of UCITS and other UCIs. The Fund may invest in fixed or floating rate debt securities either directly or through regulated investment funds (subject to the limits indicated above). The Investment Manager may take temporary defensive cash position when it believes the securities trading markets or the economies of countries where the Fund invests are experiencing excessive volatility or prolonged general decline or other adverse conditions.

Investments in Emerging Market countries, financial derivative instruments, non-investment grade securities and securities in default are subject to a higher degree of risk as more fully described in the section “Risk Considerations”.

The base currency of the Fund is US dollar.

### **TEMPLETON GLOBAL SMALLER COMPANIES FUND**

The Fund’s investment objective is capital appreciation, which it seeks to achieve through a policy of investing in equity and debt obligations of smaller companies throughout the world, including Emerging Markets. The Fund invests principally in common stocks of such companies.

Debt securities represent obligations of an issuer to repay loans where repayment terms of principal and interest are clearly specified, along with the lender’s rights, in the loan agreement. These securities include bonds, notes and debentures.

Since the investment objective is more likely to be achieved through an investment policy that is flexible and adaptable, the Fund may seek investment opportunities in companies with larger market capitalisations, as well as in other types of securities, such as preferred stock, securities convertible into common stock and fixed income securities, which are US dollar and non US dollar denominated.

Investments in Emerging Market countries are subject to a higher degree of risk as more fully described in the section “Risk Considerations”. The base currency of the Fund is US dollar.

### **TEMPLETON GLOBAL TOTAL RETURN FUND**

The Fund’s principal investment objective is to maximise, consistent with prudent investment management, total investment return consisting of a combination of interest income, capital appreciation, and currency gains.

The Fund seeks to achieve its objective by investing principally in a portfolio of fixed and/or floating rate debt securities and debt obligations issued by government and government-related issuers or corporate entities worldwide. The Fund may also purchase debt obligations issued by supranational entities organised or supported by several national governments, such as the International Bank for Reconstruction and Development or the European Investment Bank. The Fund may also utilise financial derivative instruments for investment purposes. These financial derivative instruments may be dealt either in regulated markets or over-the-counter, and may include, inter alia, swaps (such as credit default swaps or total return swaps), forwards and cross forwards, futures contracts (including those on government securities), as well as options. Use of financial derivative instruments may result in negative exposures in a specific yield curve/duration, currency or credit. The Fund may also, in accordance with the investment restrictions, invest in securities or structured products where the security is linked to or derives its value from another security or is linked to assets or currencies of any country. The Fund may also purchase mortgage and asset-backed securities and convertible bonds. The Fund may invest in investment grade and non-investment grade debt securities issued by US and non-US issuers including securities in default. The Fund may purchase fixed income securities and debt obligations denominated in any currency and may hold equity securities to the extent that such securities result from the conversion or exchange of a preferred stock or debt obligation. The Fund may also invest up to 10% of its net assets in units of UCITS and other UCIs. The Fund may also participate in mortgage dollar roll transactions.

In order to effectively manage cash flows in or out of the Fund, the Fund may buy and sell financial futures contracts or options on such contracts. The Fund may use futures contracts on US Treasury securities to help manage risks relating to interest rates and other market factors, to increase liquidity, and to quickly and efficiently cause new cash to be invested in the securities markets or, if cash is needed to meet shareholder redemption requests, to remove Fund assets from exposure to the market. On an ancillary basis, the Fund may gain exposure to debt market indexes by investing in index-based financial derivatives and credit default swaps.

Investments in Emerging Market countries, financial derivative instruments, non-investment grade debt securities, securities in default and mortgage- and asset-backed securities are subject to a higher degree of risk, as more fully described in the Section “Risk Considerations”.

The base currency of the Fund is US dollar.

### **TEMPLETON GROWTH (EURO) FUND**

The Fund’s investment objective is capital appreciation.

The Fund invests principally in the equity securities including common stocks and preferred stocks of companies located anywhere in the world, including Emerging Markets.

Equity securities generally entitle the holder to participate in a company’s general operating results. The Fund also invests in American, European, and Global Depository Receipts. These are certificates issued typically by a bank or a trust company that give their holders the right to receive securities issued by a foreign or domestic company. Depository Receipts do not eliminate currency and economic risks for underlying shares of a company operating in another country.

Depending upon current market conditions, the Fund may also invest up to 25% of its net assets in debt securities of companies and governments located anywhere in the world. Debt securities represent an obligation of the issuer to repay a loan of money to it and generally provide for the payment of interest. These include bonds, notes (including equity-linked notes) and debentures.

In choosing equity investments, the Investment Manager focuses on the market price of a company’s securities relative to its evaluation of the company’s long-term earnings, asset value and cash flow potential, as well as on other measures that the Investment Manager deems appropriate to determine a company’s value.

Investments in Emerging Market countries are subject to a higher degree of risk, as described in the section “Risk Considerations”. The base currency of the Fund is Euro. The name of the Fund reflects the base currency of the Fund being in Euro and does not necessarily imply that any particular proportion of the Fund’s net invested assets is made in Euro.

### **TEMPLETON KOREA FUND**

The Fund’s investment objective is capital appreciation, which it seeks to achieve through a policy of investing primarily in equity securities issued by Korean incorporated companies or companies having their principal business activities in Korea.

The Fund may also invest in equity securities of issuers having assets, earnings or profits in Korea. The Fund invests in equities and other securities, including securities issued by the Korean government and, to a lesser extent, warrants of issuers on the Korean stock market.

Investments in Emerging Market countries are subject to a higher degree of risk, as described in the section “Risk Considerations”. The base currency of the Fund is US dollar.

**TEMPLETON LATIN AMERICA FUND**

The Fund's investment objective is capital appreciation, which it seeks to achieve, under normal market conditions, through a policy of investing primarily in equity securities and as an ancillary matter in debt securities of issuers incorporated or having their principal business activities in the Latin American region. The Latin American region includes, but is not limited to, the following countries: Argentina, Belize, Bolivia, Brazil, Chile, Colombia, Costa Rica, Ecuador, El Salvador, French Guyana, Guatemala, Guyana, Honduras, Mexico, Nicaragua, Panama, Paraguay, Peru, Surinam, Trinidad/Tobago, Uruguay and Venezuela. The balance of the Fund's assets may be invested in equity securities and debt obligations of companies and government entities of countries other than those named above.

Since the investment objective is more likely to be achieved through an investment policy that is flexible and adaptable, the Fund may seek investment opportunities in other types of securities, such as preferred stock, securities convertible into common stock and fixed income securities which are denominated in currencies other than Latin American currencies such as US dollar or Euro.

Investments in Emerging Market countries are subject to a higher degree of risk, as described in the section "Risk Considerations". The base currency of the Fund is US dollar.

**TEMPLETON THAILAND FUND**

The Fund's investment objective is capital appreciation, which it seeks to achieve through a policy of investing primarily in equity securities of issuers incorporated in Thailand or issuers having their principal business activities in Thailand.

The Fund may also invest in equity securities of issuers having their assets, earnings or profits in Thailand. The Fund invests in equities and other securities, including securities issued by the Thailand government and, to a lesser extent, warrants of issuers on the Thailand stock market.

Investments in Emerging Market countries are subject to a higher degree of risk, as described in the section "Risk Considerations". The base currency of the Fund is US dollar.

**TEMPLETON U.S. VALUE FUND**

The Fund's principal investment objective is capital appreciation.

The Fund invests principally in equity securities and debt obligations of companies in the United States and may invest in securities of any size. The Fund invests principally in common stocks.

Since the investment objective is more likely to be achieved through an investment policy that is flexible and adaptable, the Fund may also seek investment opportunities in other types of transferable securities, such as preferred stock, securities convertible into common stock and fixed income securities, which are US dollar denominated.

The Fund may use various derivative instruments seeking to protect its assets, implement a cash or tax management strategy or enhance its returns as described in the section "Risk Considerations". The Fund may enter into interest rate, index, currency exchange or equity swap agreements up to 5% of its total assets.

The base currency of the Fund is US dollar.

**Risk Considerations**

The value of the Shares will increase as the value of the securities owned by any Fund of the Company increases and will decrease as the value of the Fund's investments decrease. In this way, Investors participate in any change in the value of the securities owned by the relevant Fund(s). In addition to the factors that affect the value of any particular security that a Fund owns, the value of the Fund's Shares may also change with movements in the stock and bond markets as a whole.

A Fund may own securities of different types, or from different asset classes—equities, bonds, money market instruments, derivatives – depending on the Fund's investment objective.

Different investments have different types of investment risk. The Funds also have different kinds of risk, depending on the securities they own. Below is a summary of the various types of investment risk that may be applicable to the Funds. Please refer to the Simplified Prospectus of the Company for details as to principal risks applicable to each Fund.

### **Biotechnology, Communication and Technology Sectors Risk**

Investment in the biotechnology, communication and technology sectors may present a greater risk and a higher volatility than investment in a broader range of securities covering different economic sectors. In addition, these sectors may be subject to greater government regulation than other sectors and, as a result, changes to such government regulation may have a material adverse effect on these sectors. Such investments may therefore drop sharply in value in response to market, regulatory or research setbacks in addition to possible adverse effects from the competition of new market entrants, patent considerations and product obsolescence. Particularly within technology, short product cycles and diminishing profit margins are additional factors to consider when investing.

### **Class Hedging Risk**

The Company may engage in currency hedging transactions with regards to a certain Share Class (the “Hedged Share Class”). Hedged Share Classes are designed (i) to reduce exchange rate fluctuations between the currency of the Hedged Share Class and the base currency of the Fund or (ii) to reduce exchange rate fluctuations between the currency of the Hedged Share Class and other material currencies within the Fund’s portfolio .

The hedging will be undertaken to reduce exchange rate fluctuations in case the base currency of the Fund or other material currencies within the Fund (the “reference currency(ies)”) is(are) declining or increasing in value relative to the hedged currency. The hedging strategy employed will seek to reduce as far as possible the exposure of the Hedged Share Classes and no assurance can be given that the hedging objective will be achieved. In the case of a net flow to or from a Hedged Share Class the hedging may not be adjusted and reflected in the net asset value of the Hedged Share Class until the following or a subsequent Business Day following the Valuation Day on which the instruction was accepted.

This risk for holders of any Hedged Share Class may be mitigated by using any of the efficient portfolio management techniques and instruments (including currency options and forward currency exchange contracts, currency futures, written call options and purchased put options on currencies and currency swaps), within the conditions and limits imposed by the Luxembourg financial supervisory authority.

Investors should be aware that the hedging strategy may substantially limit Investors of the relevant Hedged Share Class from benefiting from any potential increase in value of the Share Class expressed in the reference currency(ies), if the Hedged Share Class currency falls against the reference currency(ies). Additionally, Investors of the Hedged Share Class may be exposed to fluctuations in the net asset value per Share reflecting the gains/losses on and the costs of the relevant financial instruments. The gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant Hedged Share Class.

Any financial instruments used to implement such hedging strategies with respect to one or more Classes of a Fund shall be assets and/or liabilities of such Fund as a whole, but will be attributable to the relevant Class(es) and the gains/losses on and the costs of the relevant financial instruments will accrue solely to the relevant Class. However, due to the lack of segregated liabilities between Classes of the same Fund, costs which are principally attributed to a specific Class may be ultimately charged to the Fund as a whole. Any currency exposure of a Class may not be combined with or offset against that of any other Class of a Fund. The currency exposure of the assets attributable to a Class may not be allocated to other Classes. No intentional leveraging should result from currency hedging transactions of a Class although hedging may exceed 100% for short periods between redemption instructions and execution of the hedge trade. More details as to the rules governing allocation of assets and liabilities at a Class level are contained in Appendix D.

## Counterparty Risk

When over-the-counter (OTC) or other bilateral contracts are entered into (inter alia OTC derivatives, repurchase agreements, security lending,...) the Company may find itself exposed to risks arising from the solvency of its counterparties and from their ability to respect the conditions of these contracts. The Company is exposed to the risk that the counterparty will fail to respect its commitments under the term of each contract.

## Credit Risk

Credit risk, a fundamental risk relating to all fixed income securities as well as money market instruments, is the chance that an issuer will fail to make principal and interest payments when due. Issuers with higher credit risk typically offer higher yields for this added risk. Conversely, issuers with lower credit risk typically offer lower yields. Generally, government securities are considered to be the safest in terms of credit risk, while corporate debt, especially those with poorer credit ratings, have the highest credit risk. Changes in the financial condition of an issuer, changes in economic and political conditions in general, or changes in economic and political conditions specific to an issuer, are all factors that may have an adverse impact on a issuer's credit quality and security values.

## Credit-linked Securities Risk

Credit-linked securities are debt securities that represent an interest in a pool of, or are otherwise collateralised by one or more corporate debt obligations or credit default swaps incorporating debt or bank loan obligations. Such debt obligations may represent the obligations of one or more corporate issuers. The Fund has the right to receive periodic interest payments from the issuer of the credit-linked security (usually the seller of the underlying credit default swap(s)) at an agreed-upon interest rate, and a return of principal at the maturity date.

The Fund bears the risk of loss of its principal investment, and the periodic interest payments expected to be received for the duration of its investment in the credit-linked security, in the event that one or more of the debt obligations underlying the credit default swaps go into default or otherwise become non-performing. Upon the occurrence of such a credit event (including bankruptcy, failure to timely pay interest or principal, or a restructuring), the Fund affected will generally reduce the principal balance of the related credit-linked security by the Fund's pro rata interest in the par amount of the defaulted underlying debt obligation in exchange for the actual value of the defaulted underlying obligation or the defaulted underlying obligation itself, resulting in a loss of a portion of the Fund's investment. Thereafter, interest on the credit-linked security will accrue on a smaller principal balance and a smaller principal balance will be returned at maturity. To the extent a credit-linked security represents an interest in underlying obligations of a single corporate or other issuer, a credit event with respect to such issuer presents greater risk of loss to a Fund than if the credit-linked security represented an interest in underlying obligations of multiple issuers.

In addition, the Fund bears the risk that the issuer of the credit-linked security will default or become bankrupt. In such an event, the Fund may have difficulty being repaid, or fail to be repaid, the principal amount of its investment and the remaining periodic interest payments thereon.

An investment in credit-linked securities also involves reliance on the counterparty to the credit default swap entered into with the issuer of the credit-linked security to make periodic payments to the issuer under the terms of the swap. Any delay or cessation in the making of such payments may be expected in certain instances to result in delays or reductions in payments to the Fund as an investor in such credit-linked securities. Additionally, credit-linked securities are typically structured as limited recourse obligations of the issuer of such securities such that the securities issued will usually be obligations solely of the issuer and will not be obligations or responsibilities of any other person.

Most credit-linked securities are structured as US Rule 144A securities so that they may be freely traded among institutional buyers. A Fund will generally only purchase credit-linked securities, which are determined to be liquid in accordance with the Fund's liquidity guidelines. However, the market for credit-linked securities may suddenly become illiquid. The other parties to the transaction may be the only investors with sufficient understanding of the derivative to be interested in bidding for it. Changes in

liquidity may result in significant, rapid and unpredictable changes in the prices for credit-linked securities. In certain cases, a market price for a credit-linked security may not be available or may not be reliable, and the Fund could experience difficulty in selling such security at a price the Investment Manager believes is fair.

The value of a credit-linked security will typically increase or decrease with any change in value of the underlying debt obligations, if any, held by the issuer and the credit default swap. Further, in cases where the credit-linked security is structured such that the payments to the Fund are based on amounts received in respect of, or the value of performance of, any underlying debt obligations specified in the terms of the relevant credit default swap, fluctuations in the value of such obligation may affect the value of the credit-linked security.

### **Defaulted Debt Securities Risk**

Some Funds may invest in debt securities on which the issuer is not currently making interest payments (defaulted debt securities). These Funds may buy defaulted debt securities if, in the opinion of the Investment Manager, it appears likely that the issuer may resume interest payments or other advantageous developments appear likely in the near future. These securities may become illiquid.

The risk of loss due to default may also be considerably greater with lower-quality securities because they are generally unsecured and are often subordinated to other creditors of the issuer. If the issuer of a security in a Fund's portfolio defaults, the Fund may have unrealised losses on the security, which may lower the Fund's net asset value per Share. Defaulted securities tend to lose much of their value before they default. Thus, the Fund's net asset value per Share may be adversely affected before an issuer defaults. In addition, the Fund may incur additional expenses if it must try to recover principal or interest payments on a defaulted security.

Included among the issuers of debt securities or obligations in which the Company may invest are entities organised and operated solely for the purpose of restructuring the investment characteristics of various securities or obligations. These entities may be organised by investment banking firms, which receive fees in connection with establishing each entity and arranging for the placement of its securities.

### **Derivative Risk**

For the purpose of efficient portfolio management, the Company may, within the context of each Fund's overall investment policy, and within the limits set forth in the investment restrictions applicable to the Funds, engage in certain transactions involving the use of derivative instruments, including; (i) put and call options on securities, debt obligations, indices and currencies (including over-the-counter options); (ii) stock index and interest rate futures contracts and options thereon; (iii) structured products, where the security is linked to or derives its value from another security; and (iv) delayed delivery or when-and-if issued securities such as may be created as a result of a debt restructuring. The Company may engage, within the limits established by the investment restrictions, in various portfolio strategies involving the use of hedging instruments in order to hedge against market and currency risks. If a Fund intends to engage in transactions involving the use of derivative instruments as part of its investment strategy, rather than on an occasional basis, this will be described in the investment objective of such Fund.

The use of derivative instruments and hedging transactions may or may not achieve its intended objective and involves special risks.

Some Funds may also invest in financial derivative instruments as part of their portfolio as disclosed in their investment objectives.

The global exposure of a Fund to financial derivative instruments shall not exceed its total net assets value and as a result the total risk exposure of such Fund shall not exceed 200% of its net assets value on a permanent basis.

Performance and value of derivative instruments depend, at least in part, on the performance or value of the underlying asset (swaps, options, forwards, futures, warrants...). Derivative instruments involve cost, may be volatile, and may involve a small investment relative to the risk assumed (leverage effect).

Their successful use may depend on the Investment Manager's ability to predict market movements. Risks include delivery failure, default by other party or the inability to close out a position because the trading market becomes illiquid. Some derivative instruments are particularly sensitive to changes in interest rates. The risk of loss to a Fund for a swap transaction on a net basis depends on which party is obliged to pay the net amount to the other party. If the counterparty is obliged to pay the net amount to the Fund, the risk of loss to the Fund is the loss of the entire amount that the Fund is entitled to receive; if the Fund is obliged to pay the net amount, the Fund's risk of loss is limited to the net amount due. OTC derivative instruments involve a higher degree of risk as OTC markets are less liquid and regulated.

### Emerging Markets Risk

All Fund investments in the securities issued by corporations, governments, and public-law entities in different nations and denominated in different currencies involve certain risks. These risks are typically increased in developing countries and Emerging Markets. Such risks, which can have adverse effects on portfolio holdings, may include: (i) investment and repatriation restrictions; (ii) currency fluctuations; (iii) the potential for unusual market volatility as compared to more industrialised nations; (iv) government involvement in the private sector; (v) limited investor information and less stringent investor disclosure requirements; (vi) shallow and substantially smaller liquid securities markets than in more industrialised countries, which means a Fund may at times be unable to sell certain securities at desirable prices; (vii) certain local tax law considerations; (viii) limited regulation of the securities markets; (ix) international and regional political and economic developments; (x) possible imposition of exchange controls or other local governmental laws or restrictions; (xi) the increased risk of adverse effects from deflation and inflation; (xii) the possibility of limited legal recourse for the Fund; and (xiii) the custodial and/or the settlement systems may not be fully developed.

Investors in Funds investing in Emerging Markets should in particular be informed that the liquidity of securities issued by corporations and public-law entities in Emerging Markets may be substantially smaller than with comparable securities in industrialised countries.

### Equity Risk

The value of all Funds that invest in equity and equity related securities will be affected by economic, political, market, and issuer specific changes. Such changes may adversely affect securities, regardless of company specific performance. Additionally, different industries, financial markets, and securities can react differently to these changes. Such fluctuations of the Fund's value are often exacerbated in the short-term as well. The risk that one or more companies in a Fund's portfolio will fall, or fail to rise, can adversely affect the overall portfolio performance in any given period.

### Foreign Currency Risk

Since the Company values the portfolio holdings of each of its Funds in either US dollar, Japanese Yen or Euro, changes in currency exchange rates adverse to those currencies may affect the value of such holdings and each respective Fund's yield thereon.

Since the securities held by a Fund may be denominated in currencies different from its base currency, the Fund may be affected favourably or unfavourably by exchange control regulations or changes in the exchange rates between such reference currency and other currencies. Changes in currency exchange rates may influence the value of a Fund's Shares, and also may affect the value of dividends and interests earned by the Fund and gains and losses realised by said Fund. If the currency in which a security is denominated appreciates against the base currency, the price of the security could increase. Conversely, a decline in the exchange rate of the currency would adversely affect the price of the security.

To the extent that a Fund or any Share Class seeks to use any strategies or instruments to hedge or to protect against currency exchange risk, there is no guarantee that hedging or protection will be achieved. Unless otherwise stated in any Fund's investment policy, there is no requirement that any Fund seeks to hedge or to protect against currency exchange risk in connection with any transaction.

Funds which use currency management strategies, including the use of cross currency forwards and currency futures contracts, may substantially change the Fund's exposure to currency exchange rates and could result in losses to the Fund if the currencies do not perform as the Investment Manager expects.

### **Frontier Markets Risk**

Investments in Emerging Market countries involve risks as set out in the section "Emerging Markets risks" above. Investment in Frontier Markets involve risks similar to investments in Emerging Markets but to a greater extent because Frontier Markets are even smaller, less developed and less accessible than Emerging Markets.

### **Gold and Precious Metals Sector Risk**

Some Funds' investments may concentrate in gold and other precious metals (particularly platinum and palladium) operations companies. By concentrating in the industries in a single sector, such Funds carry a much greater risk of adverse developments than a fund that invests in companies from a wide variety of industries. Also, there currently are a limited number of platinum and palladium operations companies, which restricts such Funds ability to diversify their investments in those metals.

The price of gold and precious metals operations companies is strongly affected by the price of gold and other precious metals such as platinum, palladium and silver. These prices may fluctuate substantially over short periods of time, so the Share price may be more volatile than other types of investments.

The price of gold and other precious metals is affected by such factors as: (1) how much of the worldwide supply is held by large holders, such as governmental bodies and central banks; for example, if Russia or another large holder decided to sell some of its gold or other precious metals reserves, the supply would go up, and the price would generally go down; (2) unpredictable monetary policies and economic and political conditions in countries throughout the world; and (3) demand for gold bullion as an investment; including in bar form and underlying assets for exchanged-traded funds.

The price of gold and precious metals operations companies is also affected by (1) environmental, labour, and other costs in mining and production; (2) labour disruptions; (3) operational issues and failures, such as damage to mines as a result of accidents; (4) access to reliable energy supplies; and (5) changes in laws relating to mining, production, or sales. As the Franklin Gold and Precious Metals Fund may invest its assets in the securities of mining companies, Investors should note that mining operations have varying expected life spans. Securities of mining companies that have mines with a short expected life span may experience greater price volatility than those that have a long expected life span.

In times of significant inflation or great economic uncertainty, traditional investments such as bonds and stocks may not perform well. In such times, gold and other precious metals have historically maintained their value as hard assets, often outperforming traditional investments. However, in times of stable economic growth, traditional equity and debt investments could offer greater appreciation potential and the value of gold and other precious metals may be adversely affected, which could in turn affect the Fund's returns.

### **Growth Stocks Risk**

Funds investing in growth stocks can be more volatile and may react differently to economic, political, market, and issuer specific developments than the overall market. Historically, the prices of growth stocks have been more volatile than other securities, especially, over short term periods of time. Growth stocks may also be more expensive, relative to their earnings, than the market in general. As such, growth stocks can experience greater volatility in reaction to changes in earnings growth.

### **Inflation-Indexed Securities Risk**

Inflation-indexed securities have a tendency to react to changes in real interest rates. Real interest rates represent nominal (stated) interest rates lowered by the anticipated effect of inflation. In general, the price of an inflation-indexed security can decrease when real interest rates increase, and can increase when real interest rates decrease. Interest payments on inflation-indexed securities will fluctuate as the principal and/or interest is adjusted for inflation and can be unpredictable, therefore, the Fund's income

distributions may fluctuate more than the income distributions of a typical fixed income fund. There can be no assurance that the Consumer Price Index or any other measure used to adjust the principal amounts of the Fund's debt securities will accurately correspond to the rate of inflation experienced by a particular investor. Any increase in the principal amount of an inflation-protected debt security will be considered taxable ordinary income, even though investors, such as the Fund, do not receive their principal until maturity.

### **Initial Public Offerings Risk**

Some Funds may invest in initial public offerings ("IPOs"). IPO risk is the risk that the market values of IPO shares may experience high volatility from factors such as the absence of a prior public market, unseasoned trading, the limited number of shares available for trading and limited information about the issuer. Additionally, a Fund may hold IPO shares for a very short period of time, which may increase a Fund's expenses. Some investments in IPOs may have an immediate and significant impact on a Fund's performance.

### **Interest Rate Securities Risk**

All Funds that invest in debt securities or money market instruments are subject to interest rate risk. A fixed income security's value will generally increase in value when interest rates fall and decrease in value when interest rates rise. Interest rate risk is the chance that such movements in interest rates will negatively affect a security's value or, in a Fund's case, its net asset value. Fixed income securities with longer-term maturities tend to be more sensitive to interest rate changes than shorter-term securities. As a result, longer-term securities tend to offer higher yields for this added risk. While changes in interest rates may affect a Fund's interest income, such changes may positively or negatively affect the net asset value of the Fund's Shares on a daily basis.

### **Liquidity Risk**

Reduced liquidity may have an adverse impact on market price and the Company's ability to sell particular securities when necessary to meet the Company's liquidity needs or in response to a specific economic event such as the deterioration in the creditworthiness of an issuer.

### **Low-Rated or Non-Investment Grade Securities Risk**

Some Funds may invest in higher-yielding securities rated lower than investment grade. Accordingly, an investment in these Funds is accompanied by a higher degree of credit risk. Below investment grade securities such as, for example, high yield debt securities, may be considered a high risk strategy and can include securities that are unrated and/or in default. Lower-quality, higher-yielding securities may also experience greater price volatility when compared to higher-quality, lower-yielding securities. Additionally, default rates tend to rise for companies with poorer rated securities during economic recessions or in times of higher interest rates. Companies issuing high yield debt securities are not as strong financially and their low creditworthiness may increase the potential for their insolvency. The companies are more likely to encounter financial difficulties and are more vulnerable to changes in the economy, such as a recession or a sustained period of rising interest rates that could affect their ability to make interest and or principal payments.

### **Market Risk**

This is a general risk which affects all types of investment. Price trends are determined mainly by financial market trends and by the economic development of the issuers, who are themselves affected by the overall situation of the global economy and by the economic and political conditions prevailing in each country. Because the securities the Fund holds fluctuate in price, the value of your investment in the Fund will go up and down. You may not get back the amount you invested.

### **Mortgage- and Asset-Backed Securities Risk**

Some Funds may invest in mortgage- and asset-backed securities. Mortgage-backed securities differ from conventional debt securities because principal is paid back over the life of the security rather than at maturity. The Fund may receive unscheduled prepayments of principal before the security's maturity date

due to voluntary prepayments, refinancing or foreclosure on the underlying mortgage loans. To the Fund this means a loss of anticipated interest, and a portion of its principal investment represented by any premium the Fund may have paid. Mortgage prepayments generally increase when interest rates fall.

Mortgage-backed securities also are subject to extension risk. An unexpected rise in interest rates could reduce the rate of prepayments on mortgage-backed securities and extend their life. This could cause the price of the mortgage-backed securities to be more sensitive to interest rate changes. Issuers of asset-backed securities may have limited ability to enforce the security interest in the underlying assets, and credit enhancements provided to support the securities, if any, may be inadequate to protect investors in the event of default. Like mortgage-backed securities, asset-backed securities are subject to prepayment and extension risks.

### **Mortgage Dollar Roll Risk**

Some Funds, especially the Franklin Income Fund, the Franklin Strategic Income Fund, the Franklin U.S. Government Fund, the Franklin U.S. Ultra Short Bond Fund, the Franklin U.S. Total Return Fund and the Templeton Global Total Return Fund may engage in mortgage dollar roll transactions. In a mortgage dollar roll, a Fund sells mortgage-backed securities for delivery in the current month and simultaneously contracts to repurchase substantially similar (name, type, coupon, and maturity) securities on a specified future date. During the period between the sale and repurchase (the “roll period”), the Fund foregoes principal and interest paid on the mortgage-backed securities. The Fund is compensated by the difference between the current sales price and the lower forward price for the future purchase (often referred to as the “drop”), as well as by the interest earned on the cash proceeds of the initial sale. The Fund could suffer a loss if the contracting party fails to perform the future transaction and the Fund is therefore unable to buy back the mortgage-backed securities it initially sold. Mortgage dollar rolls will be entered into only with high quality government securities dealers and member banks of the US Federal Reserve System.

Mortgage dollar rolls transactions may (due to the deemed borrowing position involved), increase the Fund’s overall investment exposure and result in losses. Mortgage dollar rolls will be considered borrowings for purposes of the Fund’s borrowing limitations unless the Fund segregates *on its books* an offsetting cash position or a position of liquid securities of equivalent value.

### **Natural Resources Sector Risk**

By focusing on the natural resources sector, some Funds carry much greater risks of adverse developments than a Fund that invests in a wider variety of industries. The securities of companies in the natural resources sector may experience more price volatility than securities of companies in other industries. Some of the commodities used as raw materials or produced by these companies are subject to broad price fluctuations as a result of industry wide supply and demand factors. As a result, companies in the natural resources sector often have limited pricing power over supplies or for the products they sell which can affect their profitability.

Concentration in the securities of companies with substantial natural resource assets will expose these Funds to the price movements of natural resources to a greater extent than a more broadly diversified mutual fund. There is the risk that those Funds will perform poorly during an economic downturn or a slump in demand for natural resources.

### **Non-Regulated Markets Risk**

Some Funds may invest in securities of issuers in countries whose markets do not qualify as regulated markets due to their economic, legal or regulatory structure, and therefore these Funds may not invest more than 10% of their net assets in such securities.

### **“Pre-Payment” Risk**

Certain fixed income securities give an issuer the right to call its securities, before their maturity date. The possibility of such “pre-payment risk” may force the Fund to reinvest the proceeds of such investments in securities offering lower yields, thereby reducing the Fund’s interest income.

### Real Estate Securities Risk

Some Funds invest in real estate securities or real investment trusts (“REITs”). Real estate values rise and fall in response to a variety of factors, including local, regional and national economic conditions, interest rates and tax considerations. When economic growth is slow, demand for property decreases and prices may decline. Property values may decrease because of overbuilding, increases in property taxes and operating expenses, changes in zoning laws, environmental regulations or hazards, uninsured casualty or condemnation losses, or general decline in neighbourhood values.

Equity REITs may be affected by any changes in the value of the properties owned and other factors, and their prices tend to go up and down. A REIT’s performance depends on the types and locations of the properties it owns and on how well it manages those properties. A decline in rental income may occur because of extended vacancies, increased competition from other properties, tenants’ failure to pay a rent or poor management. A REIT’s performance also depends on the company’s ability to finance property purchases and renovations and manage its cash flows. Since REITs typically are invested in a limited number of projects or in a particular market segment, they are more susceptible to adverse developments affecting a single project or market segment than more broadly diversified investments.

### Restructuring Companies Risk

Some Funds, especially the Franklin High Yield Fund, the Franklin Strategic Income Fund, the Franklin Mutual Beacon Fund, the Franklin Mutual Euroland Fund, the Franklin Mutual European Fund, the Franklin Mutual Global Discovery Fund, the Templeton Euro High Yield Fund and the Templeton Global High Yield Fund may also invest in the securities of companies involved in mergers, consolidations, liquidations and reorganisations or as to which there exist tender or exchange offers, and may participate in such transactions; they may also purchase indebtedness and participations therein, both secured and unsecured, of debtor companies engaged in reorganisation or financial restructuring. Such investments also involve greater credit risks.

### Russian and Eastern European Markets Risk

Securities of issuers in Russia, countries of Eastern Europe as well as the New Independent States such as Ukraine and the countries under the influence of the Soviet Union in the past involve significant risks and special considerations, which are not typically associated with investing in securities of issuers in the EU Member States and the United States of America. They are additional to the normal risks inherent in any such investments and include political, economic, legal, currency, inflation and taxation risks. For example there is a risk of loss due to lack of adequate systems for transferring, pricing, accounting for and safekeeping or record keeping of securities.

In particular, the Russian market presents a variety of risks in relation to the settlement and safekeeping of securities. These risks result from the fact that physical securities do not exist; as a consequence, the ownership of securities is evidenced only on the issuer’s register of shareholders. Each issuer is responsible for the appointment of its own registrar. The result is a broad geographic distribution of several hundred registrars across Russia. Russia’s Federal Commission for Securities and Capital Markets (the “Commission”) has defined the responsibilities for registrar activities, including what constitutes evidence of ownership and transfer procedures. However, difficulties enforcing the Commission’s regulations mean that the potential for loss or error still remains and there is no guarantee that the registrars will act according to the applicable laws and regulations. Widely accepted industry practices are actually still in the process of being established. When registration occurs, the registrar produces an extract of the register of shareholders as at that particular point in time. Ownership of Shares is vested in the records of the registrar but is not evidenced by the possession of an extract of the register of shareholders. The extract is only evidence that registration has taken place. However, the extract is not negotiable and has no intrinsic value. In addition, a registrar will typically not accept an extract as evidence of ownership of Shares and is not obliged to notify the Custodian or its local agents in Russia, if or when it amends the register of shareholders. Russian securities are not on physical deposit with the Custodian or its local agents in Russia. Similar risks apply in respect of the Ukrainian market.

Therefore, neither the Custodian nor its local agents in Russia or in Ukraine can be considered as performing a physical safekeeping or custody function in the traditional sense. The registrars are neither agents of, nor responsible to, the Custodian or its local agents in Russia or in Ukraine. The Custodian's liability only extends to its own negligence and wilful default and to that caused by negligence or wilful misconduct of its local agents in Russia or in Ukraine, and does not extend to losses due to the liquidation, bankruptcy, negligence or wilful default of any registrar. In the event of such losses the Company will have to pursue its rights directly against the issuer and/or its appointed registrar.

However, securities traded on the Russian Trading Stock Exchange ("RTS") or on the Moscow Interbank Currency Exchange ("MICEX") can be treated as investment in securities dealt in on a regulated market.

### **Small and Mid-Sized Companies Risk**

The stock prices of small and mid-sized companies can perform differently than larger, more recognised, companies and have the potential to be more volatile. A lower degree of liquidity in their securities, a greater sensitivity to changes in economic conditions and interest rates, and uncertainty over future growth prospects may all contribute to such increased price volatility. Additionally, smaller companies may be unable to generate new funds for growth and development, may lack depth in management, and may be developing products in new and uncertain markets all of which are risks to consider when investing in such companies. These risks are typically increased for securities issued by smaller companies registered or performing a significant part of their activities in developing countries and Emerging Markets, especially as the liquidity of securities issued by companies in Emerging Markets may be substantially smaller than with comparable securities in industrialised countries.

### **Sovereign Debt Risk**

Sovereign debts ("Sovereign Debts") are debt obligations issued or guaranteed by governments or government-related entities.

Investment in Sovereign Debts issued or guaranteed by governments or their agencies and instrumentalities ("governmental entities") involves a high degree of risk. The governmental entity that controls the repayment of Sovereign Debt may not be able or willing to repay the principal and/or interest when due in accordance with the terms of such debt due to specific factors, including, but not limited to (i) their foreign reserves, (ii) the available amount of their foreign exchange as at the date of repayment, (iii) their failure to implement political reforms, and (iv) their policy relating to the International Monetary Fund.

Sovereign Debt holders may also be affected by additional constraints relating to sovereign issuers which may include: (i) the unilateral rescheduling of such debt by the issuer and (ii) the limited legal recourses available against the issuer (in case of failure of delay in repayment).

Funds investing in Sovereign Debts issued by governments or government related entities from countries referred as Emerging or Frontier Markets bear additional risks linked to the specificities of such countries (e.g. currency fluctuations, political and economics uncertainties, repatriation restrictions, etc).

### **Swap Agreements Risk**

The Company may enter into interest rate, index and currency exchange rate swap agreements for the purposes of attempting to obtain a particular desired return at a lower cost to the Company than if the Company had invested directly in an instrument that yielded that desired return. Swap agreements are two party contracts entered into primarily by institutional investors for periods ranging from a few days to more than one year. In a standard "swap" transaction, two parties agree to exchange the returns (or differential in rates of return) earned or realised on particular predetermined investments or instruments. The gross returns to be exchanged or "swapped" between the parties are calculated with respect to a "notional amount", ie, the return on or increase in value of a particular US dollar amount invested at a particular interest rate, in a particular foreign currency, or in a "basket" of securities representing a particular index. The "notional amount" of the swap agreement is only a fictive basis on which to calculate the obligations which the parties to a swap agreement have agreed to exchange.

The Company's obligations (or rights) under a swap agreement will generally be equal only to the net amount to be paid or received under the agreement based on the relative values of the positions held by each party to the agreement (the "net amount").

Whether the Company's use of swap agreements will be successful in furthering its investment objective will depend on the ability of the Investment Managers to correctly predict whether certain types of investments are likely to produce greater returns than other investments. Because they are two party contracts and because they may have terms of greater than seven (7) calendar days, swap agreements may be considered to be illiquid. Moreover, the Company bears the risk of loss of the amount expected to be received under a swap agreement in the event of the default or bankruptcy of a swap agreement counterparty. The Investment Managers will cause the Company to enter into swap agreements in accordance with the guidelines in Appendix B.

### Use of Techniques and Instruments Risk

Use of the techniques and instruments contemplated in Appendix B.4 of this Prospectus involves certain risks, some of which are listed in the following paragraphs, and there can be no assurance that the objective sought to be obtained from such use will be achieved.

In relation to repurchase transactions, investors must notably be aware that (A) in the event of the failure of the counterparty with which cash of a Fund has been placed there is the risk that collateral received may yield less than the cash placed out, whether because of inaccurate pricing of the collateral, adverse market movements, a deterioration in the credit rating of issuers of the collateral, or the illiquidity of the market in which the collateral is traded; that (B) (i) locking cash in transactions of excessive size or duration, (ii) delays in recovering cash placed out, or (iii) difficulty in realising collateral may restrict the ability of the Fund to meet sale requests, security purchases or, more generally, reinvestment; and that (C) repurchase transactions will, as the case may be, further expose a Fund to risks similar to those associated with optional or forward derivative financial instruments, which risks are further described in other sections of the Prospectus.

The counterparties to repurchase agreement transactions must have a minimum credit rating of A- or better, as rated by Standard & Poors, Moody's or Fitch, at the time of the transactions. A counterparty with a credit rating of BBB may also be acceptable where the credit rating of the relevant counterparty is limited by the sovereign debt rating of its domicile country. The collateral received by the Company in respect of repurchase agreements transactions may be US Treasury bills or US government agency bonds supported by the full faith and credit of the U.S. government. Any incremental income generated from repurchase agreement transactions will be accrued to the relevant Fund.

In relation to securities lending transactions, investors must notably be aware that in case of default, bankruptcy or insolvency of the borrower of securities lent by a Fund, there is a risk of delay in recovery (that may restrict the ability of a Fund to meet delivery obligations under security sales or payment obligations arising from sale requests) or even loss of rights in collateral received, which risks are mitigated by a careful creditworthiness analysis of borrowers to determine their degree of risk for said borrowers to become involved in insolvency/bankruptcy proceedings within the timeframe contemplated by the loan.

### Warrants Risk

Investments in and holding of warrants may result in increased volatility of the net asset value of certain Funds, which may make use of warrants, and accordingly is accompanied by a higher degree of risk.

**Investors should understand that all investments involve risk and there can be no guarantee against loss resulting from an investment in any Fund(s), nor can there be any assurance that the Fund(s) investment objective(s) will be attained. Neither the Investment Managers, nor any of their worldwide affiliated entities, guarantee the performance or any future return of the Company or any of its Funds.**

## Conducting Officers

The Board of Directors has appointed the Conducting Officers mentioned in the section “Administration Information” to conduct the business of the Company.

The Conducting Officers shall conduct the business of the Company and, more specifically, shall have the duty to ensure that the different service providers to which the Company has delegated certain functions (comprising the Investment Managers, the Registrar and Transfer, Corporate, Domiciliary and Administrative Agent and the Principal Distributor) perform their functions in compliance with the Law of December 20, 2002, the Articles, this Prospectus and the provisions of the contracts which have been entered into between the Company and each of them. The Conducting Officers shall also ensure compliance of the Company with the investment restrictions (Appendix B) and oversee the implementation of the Funds’ investment objectives and policies.

The Conducting Officers shall report to the Board of Directors on a quarterly basis and inform the Board of Directors of any non-compliance of the Company with the investment restrictions.

## Investment Managers

The Investment Managers mentioned in the section “Administration Information” act as investment managers to the Funds of the Company as may other affiliated investment advisory companies within Franklin Templeton Investments and provide day to day management in respect of the investment and re investment of the assets of the Funds.

The Investment Managers and their affiliates serve as advisers for a wide variety of public investment mutual funds and private clients in many nations. Franklin Templeton Investments has been investing globally over the past 62 years and provides investment management and advisory services to a worldwide client base, including approximately 17.7 million mutual fund shareholders, foundations and endowments, employee benefit plans and individuals. The Franklin Templeton Investment Managers are indirect wholly owned subsidiaries of Franklin Resources, Inc. (“FRI”). Through its subsidiaries, FRI is engaged in various aspects of the financial services industry. Details of the value of assets currently managed by Franklin Templeton Investments can be accessed on [www.franklintempleton.lu](http://www.franklintempleton.lu).

### Investment Co-Managers

The Franklin World Perspectives Fund aims to achieve its investment objectives through the careful selection of two or more investment co-managers (the “Investment Co-Managers”) by the Investment Manager. Such Investment Co-Managers may or may not be part of Franklin Templeton Investments. The Investment Manager may also from time to time take part in managing the assets of the Fund.

The Investment Manager will be responsible for the selection and appointment of two or more Investment Co-Managers in respect of the Fund to delegate all or part of the day-to-day conduct of its investment management responsibilities and investment advisory services in respect of some or all of the assets of the Fund. The Investment Manager shall allocate the assets of the Fund between the Investment Co-Managers in such proportions as it shall, at its discretion, determine suitable to achieve the Fund’s objective.

The Investment Manager will monitor the performance of the Investment Co-Managers in respect of the Fund in order to assess the need, if any, to make changes/replacements. The Investment Manager may appoint or replace Investment Co-Managers in respect of the Fund at any time in accordance with any applicable regulations or notice periods.

The Investment Manager is responsible for the selection of the Investment Co-Managers, the monitoring of the performance of the Investment Co-Managers and the monitoring of the risk management process implemented at the level of each Investment Co-Managers. The Investment Co-Managers may be replaced without prior notice to the Shareholders. The list of the Investment Co-Managers having acted

for the Fund during the period under review is disclosed in the semi-annual and annual reports of the Company. The list of Investment Co-Managers effectively managing the Fund shall be made available upon request and free of charge at the registered office of the Company.

The Investment Co-Managers may seek advice from other investment advisory companies affiliated to Franklin Templeton Investments.

## Custodian

J.P. Morgan Bank Luxembourg S.A. has been appointed Custodian of the Company's assets, including the securities and cash of the Company, which will be held either directly or through correspondents, nominees, agents or delegates of the Custodian. The Custodian was appointed by an agreement dated August 31, 1994, as amended, which may be terminated on 90 days' notice.

J.P. Morgan Bank Luxembourg S.A. performs the custodial functions in accordance with the Law of December 20, 2002.

J.P. Morgan Bank Luxembourg S.A. was incorporated as a société anonyme for an unlimited duration from May 16, 1973 and has its registered office at European Bank & Business Centre, 6 route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg.

The Custodian shall further ensure that the purchases and sales of Shares in the Company effected by the Company are carried out in accordance with the provisions of the Law of December 20, 2002 and the Articles, ensure that in transactions involving the Company's assets any consideration is remitted to the Custodian within the usual time limits, and ensure that the Company's income is applied in accordance with the provisions of the Law of December 20, 2002 and the Articles.

## Registrar and Transfer, Corporate, Domiciliary and Administrative Agent

As the Registrar and Transfer, Corporate, Domiciliary and Administrative Agent, Franklin Templeton International Services S.A. (the "Transfer Agent") is responsible for processing the issue, selling and switching of Shares, the maintenance of accounting records and all other administrative functions as required by the laws of the Grand Duchy of Luxembourg.

## Publication of Share Prices

The Net Asset Value per Share of each Fund and Share Class is made public at the registered office of the Company and is available at the offices of the Principal Distributor and the Transfer Agent. The Company will arrange for the publication of the Net Asset Value per Share of relevant Funds as required under applicable laws and in such newspapers as the Board of Directors may decide from time to time. This information is also available on the Internet site: [www.franklintempleton.lu](http://www.franklintempleton.lu). The Company cannot accept any responsibility for any error or delay in publication or for the non-publication of prices.

## Investor General Information

### Prior Considerations

The Company aims to provide investors with a choice of Funds investing in a wide range of transferable securities and other eligible assets on a worldwide basis and featuring a diverse array of investment objectives, including capital growth and income. Investors should give careful consideration to their own personal

investment objectives and any local regulatory or tax implications applicable to their circumstances. Investors are recommended to obtain advice from local financial and tax advisors. Further information regarding tax is provided in the sections “Taxation of the Company” and “Taxation of Investors”.

Investors should note that the price of Shares in the Company and the income from them may go down as well as up and an Investor may not get back the amount invested. Attention of Investors is more specifically drawn to the fact that investment by the Company may trigger specific risks, as more fully described under section “Risk Consideration”.

The distribution of this Prospectus and the offering of the Shares may be restricted in certain other jurisdictions. It is the responsibility of any persons wishing to make an application for Shares pursuant to this Prospectus to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdictions.

Investors should refer to the simplified prospectus of the Company for historical performance charts of the relevant Funds as at June 30 (or December 31 as the case may be) for the last three (3) years.

### **Issue of Shares**

Shares are made available through the Principal Distributor. The Principal Distributor will, from time to time, enter into contractual agreements with several other sub-distributors, intermediaries, Broker/Dealers and/or professional investors for the distribution of those Shares.

If circumstances so require, the Board of Directors reserves the right at any time, without notice, to discontinue the issue or sale of Shares pursuant to this Prospectus.

### **Listing of Shares**

Certain eligible Share Classes are or will be listed on the Luxembourg Stock Exchange. The Board of Directors may decide to make an application to list the Shares of any Class on any other recognised stock exchange.

### **Form and Currency of Shares**

All Shares are issued in registered form. Fractional registered shares will be rounded to three (3) decimal places. Any deal order with a stated Share amount with more than three (3) decimal places will be rounded to three (3) decimal places, using conventional rounding to the nearest thousandths place.

The Board of Directors has resolved that no additional Shares in physical bearer form will be issued. The provisions set forth in this Prospectus in relation to Physical Bearer Shares are applicable as long as Physical Bearer Shares are in issue.

The Company may offer within a Fund several Alternative Currency Share Classes as described in Section “Share Classes”.

### **Dealing Cut-Off Times**

Dealing Cut-Off Times are detailed in Appendix A. The Board of Directors may permit, if it deems it appropriate, different Dealing Cut-Off Times to be agreed with local distributors or for distribution in jurisdictions where the different time zone so justifies. In such circumstances, the applicable Dealing Cut-Off Time applied must always precede the time when the applicable Net Asset Value is calculated and published. Such different Dealing Cut-Off Times shall be disclosed in the local supplement to this Prospectus, the agreements in place with the local distributors, or other marketing material used in the jurisdictions concerned.

### **Calculation of Share Prices/Net Asset Value**

The prices at which Shares of the relevant Classes can be purchased, sold or switched in each Share Class are calculated on each Valuation Day by reference to the Net Asset Value per Share of the Class concerned and are available on the following Business Day.

Some jurisdictions do not permit Investor transactions to be accepted during local holidays. Details of these arrangements are contained in the locally approved version of this Prospectus.

Details of the calculation of the Net Asset Value are provided in Appendix D. Instructions received in writing by the Company in Luxembourg or by a duly authorised distributor, prior to the applicable Dealing Cut-Off Time on any Dealing Day, will be dealt with at the relevant Net Asset Value per Share determined for that Valuation Day.

All deal instructions shall be dealt with on an unknown Net Asset Value basis before the determination of the Net Asset Value per Share for that Valuation Day.

### **Suspension of Dealing and Share Prices/Net Asset Value**

The calculation of the Net Asset Value (and consequently purchases, sales and switches) of any Share of any Fund may be suspended by the Company pursuant to the power reserved to it by its Articles and as described in Appendix D. Instructions made or pending during such suspension may be withdrawn by notice in writing received by the Company prior to the end of such suspension. Unless withdrawn, instructions will be considered as if received on the first Valuation Day following the end of the suspension.

### **Fund Liquidations and Fund Mergers**

If the total value of the Shares of any Fund is at any time below USD 20 million, or the equivalent thereof in the currency of the relevant Fund, the Board of Directors may decide to liquidate such Fund and redeem all outstanding Shares or close down such Fund by contribution of its assets in another eligible Fund. Notice of such liquidation or merger will be sent to the registered Investors and will, if Physical Bearer Shares are outstanding, be published in certain newspapers worldwide. The price at which Shares will be redeemed will be the Net Asset Value per Share of such Fund determined upon realisation of all assets attributable to such Fund. Further details are provided in Appendix C.

### **Minimum Investment**

The minimum initial investment in the Shares of each Fund is USD 5,000 (or USD 2,500 in the case of switches), USD 5,000,000 for Class I Shares (except for the Class I Shares of the Franklin U.S. Government Fund which has a minimum initial investment of USD 1,000,000 or the equivalent in any other freely exchangeable currency), except for investment made by professional Nominees. Such minimum investment amounts may be waived in whole or in part by the Board of Directors, by the Principal Distributor or by the Distribution Controller. Existing holders of Shares in any Fund may add to their Holdings in that Fund provided the minimum increase for any purchase is USD 1,000 or the equivalent in any other freely exchangeable currency.

Any specific minimum initial investment applied in other jurisdictions will be disclosed in the local version of this Prospectus.

### **Nominee**

Local offering documentation may provide the facility for the Investors to avail of Nominee type of intermediaries, dealers and/or local paying agents. The Nominee name will appear on the register of Shareholders of the Company and the Nominee may effect purchases, switches and sales of Shares on behalf of the Investors.

The Nominee maintains its own records and provides the Investors with individualized information as to their Holdings. Unless otherwise provided by local law, any Investor investing through a Nominee type of intermediary has the right to claim, at any time, direct title to the Shares purchased on his/her/its behalf by the Nominee.

For the avoidance of doubt, Investors subscribing through such other parties (or through sub-distributors, intermediaries, dealers and/or professional investors appointed by such other parties) will not be charged additional fees and expenses by the Company.

### Third Party Payments

Investors are informed that it is the Company's policy not to make payment to or accept payment from a party other than the registered Shareholder.

### Telephone Recording

The Central Administration Agent may use telephone recording procedures to record any conversation. Investors are deemed to consent to the tape-recording of conversations with the Central Administration Agent and to the use of such tape recordings by the Central Administration Agent and/or the Company in legal proceedings or otherwise at their discretion.

### Investor Account

Investors will be given at least one personal account number. Such personal account number should be used in all correspondence with the Company or the Transfer Agent. In the event that more than one personal account number is attributed to the same Investor, all such personal account numbers should be indicated for any request concerning all the accounts held by the Investor.

### Confirmation Statements

Following the execution of a transaction, a confirmation statement will be dispatched to the Investor normally within fourteen (14) Business Days. Investors should promptly check these confirmation statements to ensure that each transaction has been accurately recorded in the relevant Investor account. In the event of identifying a discrepancy Investors should immediately report such discrepancy in writing to the Transfer Agent or their local Franklin Templeton Investments servicing office. If not so reported within fifteen (15) Business Days from the confirmation statement date, the transaction will be deemed correct and the Investor will be bound by the terms of the confirmation statement.

### Personal Theft

Any correspondence issued by the Company is private and confidential. To safeguard Investors' Holdings, in the case of loss or theft of any correspondence with the Company (or of identity documents/passport), Investors should immediately inform their local Franklin Templeton Investments servicing office.

### Data Protection

All personal data of Investors contained in the application form and all and any further personal data collected in the course of the business relationship with the Company and/or the Transfer Agent may be collected, recorded, stored, adapted, transferred or otherwise processed and used ("processed") by the Company, the Transfer Agent and other companies of Franklin Templeton Investments, including FRI and/or its subsidiaries and associates from time to time, the Custodian and the financial intermediary of Investors. Such data shall be processed for the purposes of account administration, anti-money laundering and counter-terrorist financing identification, tax identification, where appropriate, under the European Savings Directive as well as the development of business relationships including sales and marketing of Franklin Templeton Investments products and services.

To this end, data may be transferred to companies appointed by the Company or the Central Administration Agent (e.g. client communication agents or paying agents) to support the Company related activities.

### Anti-Money Laundering and Counter-Terrorist Financing Legislation

Pursuant to the Luxembourg Laws of April 5, 1993 relating to the financial sector (as amended) and November 12, 2004 relating to anti-money laundering and counter-terrorist financing (as amended), as well as to the circulars of the Luxembourg supervisory authority (notably the CSSF circular 08/387 as amended by the CSSF circular 10/476) all professionals of the financial sector are obliged to take measures to prevent the use of UCITS for money laundering and terrorist financing purposes.

Accordingly, the Company has established a procedure to identify all of its Investors. To meet requirements Investors should submit necessary identification documents together with the application form. For private individuals this will be a passport or identity card copy duly certified to be a true copy by an authorized body in their resident country. Legal entities will be required to produce documents such as proof of regulation, membership to a recognized stock exchange, or company statutes or other constitutive documents as applicable. The Company is also obliged to identify any beneficial owners of the investment. The requirements apply to both direct purchase to the Company and indirect purchase received from an intermediary.

The Company reserves the right to ask for additional information and documentation as may be required in higher risk scenarios or to comply with any applicable laws and regulations. Failure to provide documentation may result in delay in investment or the withholding of sale proceeds.

Such information provided to the Transfer Agent is collected and processed for anti-money laundering and counter-terrorist financing compliance purposes.

### Trading Policy

**Market timing/short term trading generally.** The Company discourages short-term or excessive trading, often referred to as “market timing”, and intends to seek to restrict or reject such trading or take other action, as described below, if in the judgment of the Company or Transfer Agent such trading may interfere with the efficient management of the portfolio of any Fund, may materially increase the Fund’s transaction costs, administrative costs or taxes, or may otherwise be detrimental to the interests of the Company and its Shareholders.

**Market timing consequences.** If information regarding an Investor’s activity in the Company or in any other Franklin Templeton investment fund or non-Franklin Templeton investment fund is brought to the attention of the Company or the Transfer Agent and based on that information the Company or its agents in their sole discretion conclude that such trading may be detrimental to the Company as described in this Market Timing Trading policy, the Company may temporarily or permanently bar an Investor’s future purchases into the Company or, alternatively, may limit the amount, number or frequency of any future purchases and/or the method by which a Shareholder may request future purchases and sales (including purchases and/or sales by a switch or transfer between the Company and any other Franklin Templeton investment funds).

In considering an Investor’s trading activity, the Company may consider, among other factors, the Investor’s trading history both directly and, if known, through financial intermediaries, in the Company, in other Franklin Templeton investment funds, in non-Franklin Templeton investment funds, or in accounts under common control or ownership.

**Market timing through financial intermediaries.** Investors are subject to this policy whether they are a direct Shareholder of the Fund or are investing indirectly in the Company through a financial intermediary such as a bank, an insurance company, an investment advisor, or any other Distributor that acts as Nominee for Investors subscribing the Shares in their own name but on behalf of its customers (the Shares being held in an “omnibus holding”).

While the Company will encourage financial intermediaries to apply the Company’s Market Timing Trading policy to their customers who invest indirectly in the Company, the Company is limited in its ability to monitor the trading activity or enforce its Market Timing Trading policy with respect to customers of financial intermediaries. For example, should it occur, the Company may not be able to detect market timing that may be facilitated by financial intermediaries or made difficult to identify in the omnibus accounts used by those intermediaries for aggregated purchases, switches and sales on behalf of all their customers. More specifically, unless the financial intermediaries have the ability to apply the Company’s Market Timing Trading policy to their customers through such methods as implementing short-term trading limitations or restrictions, monitoring trading activity for what might be market timing, the Company may not be able to determine whether trading by customers of financial intermediaries is contrary to the Company’s Market Timing Trading policy.

**Risks from market timers.** Depending on various factors, including the size of the Fund, the amount of assets the Investment Manager typically maintains in cash or cash equivalents and the Euro, Japanese Yen or US dollar amount and number and frequency of trades, short-term or excessive trading may interfere with the efficient management of the Fund's portfolio, increase the Fund's transaction costs, administrative costs and taxes and/or impact Fund performance.

In addition, if the nature of the Fund's portfolio holdings expose the Fund to Investors who engage in the type of market timing trading that seeks to take advantage of possible delays between the change in the value of a Fund's portfolio holdings and the reflection of the change in the Net Asset Value of the Fund's Shares, sometimes referred to as "arbitrage market timing", there is the possibility that such trading, under certain circumstances, may dilute the value of Fund Shares if selling Investors receive proceeds (and buying Investors receive Shares) based upon Net Asset Value which do not reflect appropriate fair value prices. Arbitrage market timers may seek to exploit possible delays between the change in the value of a Fund's portfolio holdings and the Net Asset Value of the Fund's Shares in Funds that hold significant investments in foreign securities because certain foreign markets close several hours ahead of the US markets, and in Funds that hold significant investments in small-cap securities, high-yield ("junk") bonds and other types of investments which may not be frequently traded.

The Company is currently using several methods to reduce the risk of market timing. These methods include:

- reviewing Investor activity for excessive trading and
- committing staff to selectively review on a continuing basis recent trading activity in order to identify trading activity that may be contrary to this Market Timing Trading policy.

Though these methods involve judgments that are inherently subjective and involve some selectivity in their application, the Company seeks to make judgments and applications that are consistent with the interests of the Company's Investors. There is no assurance that the Company or its agents will gain access to any or all information necessary to detect market timing in omnibus holdings. While the Company will seek to take actions (directly and with the assistance of financial intermediaries) that will detect market timing, the Company cannot represent that such trading activity can be completely eliminated.

**Revocation of market timing trades.** Transactions placed in violation of the Company's Market Timing Trading policy are not necessarily deemed accepted by the Company and may be cancelled or revoked by the Company or the Transfer Agent on the Valuation Days following receipt by the Transfer Agent.

### Regular Savings Plans and Regular Withdrawal Plans

Regular Savings Plans and Systematic Withdrawal Plans are available for the benefit of Investors in various countries. In the case a Regular Savings Plan is terminated before the agreed final date, the amount of initial charges payable by the relevant Investors may be greater than it would have been in the case of standard purchase, as detailed in Section "Initial Charge and Contingent Deferred Sales Charge". For further information please contact the Transfer Agent or your local Franklin Templeton Investments office.

The minimum Holding requirement (USD 2,500 or currency equivalent) is waived in respect of Regular Savings Plans and Systematic Withdrawal Plans.

### Contact details

Contact details for the Transfer Agent can be found on the application form, a confirmation statement or the Franklin Templeton Investments Internet site [www.franklintempleton.lu](http://www.franklintempleton.lu).

## Share Classes

### Share Classes Available

The following Share Classes are in issue.

Class A	Class AX	Class B	Class C	Class I	Class N	Class X	Class Z
Class A acc	Class AX acc	Class B acc	Class C acc	Class I acc	Class N acc	Class X acc	Class Z acc
Class A Mdis	Class AX Mdis	Class B Mdis	Class C Mdis	Class I Mis	Class N Mdis	Class X Mdis	Class Z Mdis
Class A Qdis	Class AX Qdis	Class B Qdis	Class C Qdis	Class I Qdis	Class N Qdis	Class X Qdis	Class Z Ydis
Class A Ydis	Class AX Ydis	Class B Ydis	Class C Ydis	Class I Ydis	Class N Ydis	Class X Ydis	

Unless otherwise stated in the Prospectus, the same terms and conditions apply to the different types of Shares i.e. accumulation (acc), monthly distribution (Mdis), quarterly distribution (Qdis) and yearly distribution (Ydis), of the same Share Class.

The difference in the various Share Classes relates to the fee structure and/or the dividend policy applicable to each of them. Shares can be either Distribution or Accumulation Shares. The Board of Directors intends to distribute all of the income attributable to the Distribution Shares. No distribution of dividends shall be made for the Accumulation Shares, however the income attributable will be reflected in the increased value of the Shares. Dividends may be paid monthly, quarterly or annually. Further details are provided in the following sections, as well as in the “Dividend Policy” section.

The purchase proceeds of the various Share Classes of a Fund are invested in one common underlying portfolio of investments but the Net Asset Value of each Share Class will be different as a result of differences in the issue price, fee structure and dividend policy.

Class I Shares are only offered to Institutional Investors as defined from time to time by the guidelines or recommendations of the competent Luxembourg financial supervisory authority (please refer below for the list of qualifying Institutional Investors), in certain limited circumstances, for distribution in certain countries and/or through certain sub-distributors and/or professional investors at the discretion of the Principal Distributor, in which case any local supplement to this Prospectus or marketing material, including that used by the relevant intermediaries, will refer to the possibility and terms to subscribe for Class I Shares.

The Company will not issue, execute switch of or transfer Class I Shares to any Investor who does not qualify as an Institutional Investor. If it is identified at any time that a holder of Class I Shares does not qualify as an Institutional Investor, the Transfer Agent or the Company will instruct the Investor to switch its Class I Shares into an eligible Share Class. If a switch is not executed, the Company will, at its discretion, redeem the Shares.

Class N Shares may be offered for distribution in certain countries and/or through certain sub-distributors, Broker/Dealers and/or professional investors at the discretion of the Principal Distributor, in which case any local supplement to this Prospectus or marketing material, including that used by the relevant intermediaries, will refer to the possibility and terms to subscribe for Class N Shares.

Class X Shares are only offered to Institutional Investors as defined from time to time by the guidelines or recommendations of the competent Luxembourg financial supervisory authority (please refer below for the list of qualifying Institutional Investors), in certain limited circumstances, at the discretion of the Company or the Investment Manager and its affiliates.

Class Z Shares may be offered in certain limited circumstances (i) for distribution in certain countries and through certain sub-distributors and/or dealers having separate fee arrangements with their clients, and/or (ii) to professional investors at the discretion of the Principal Distributor and/or the Transfer Agent. In these cases any local supplement to this Prospectus or marketing material, including that used by the relevant intermediaries, will refer to the possibility and terms to subscribe for Class Z Shares.

**A complete list of available Shares Classes may be obtained from the Franklin Templeton Investments Internet site [www.franklintempleton.lu](http://www.franklintempleton.lu) or upon request at the registered office of the Company.**

### List of Qualifying Institutional Investors

- Institutional investors *stricto sensu*, such as banks and other regulated professionals of the financial sector, insurance and reinsurance companies, social security institutions and pension funds, charitable institutions, industrial, commercial and financial group companies, all subscribing on their own behalf, and the structures which such Institutional Investors put into place for the management of their own assets.
- Credit institutions and other regulated professionals of the financial sector investing in their own name but on behalf of Institutional Investors as defined above.
- Credit institutions and other regulated professionals of the financial sector established in Luxembourg or abroad which invest in their own name but on behalf of their non institutional clients on the basis of a discretionary management mandate.
- Collective investment undertakings established in Luxembourg or abroad.
- Holding companies or similar entities, whether Luxembourg-based or not, whose shareholders are Institutional Investors as described in the foregoing paragraphs.
- Holding companies or similar entities, whether Luxembourg-based or not, whose shareholder(s)/beneficial owner(s) is/are individual person(s) which is/are extremely wealthy and may reasonably be regarded as sophisticated investor(s) and where the purpose of the holding company is to hold important financial interests/investments for an individual or a family.
- A holding company or similar entity, whether Luxembourg based or not, which as a result of its structure and activity has a true substance and holds important financial interests/investments.

### Alternative Currency Classes

Share Classes may be offered in the following currencies:

- Australian Dollar (AUD)
- Euro (EUR)
- Hong Kong Dollar (HKD)
- Hungarian Forint (HUF)
- Japanese Yen (JPY)
- Norwegian Krone (NOK)
- Polish Zloty (PLN)
- Singapore Dollar (SGD)
- South Korean Won (KRW)
- Swedish Krona (SEK)
- Swiss Francs (CHF)
- US Dollar (USD)
- UK Sterling (GBP)

or any other freely convertible currency.

The Net Asset Value of Alternative Currency Share Classes will be calculated and published in the alternative currency and purchase payments for such Classes are to be paid by the Investors, and sale proceeds are paid to selling Investors, in such alternative currency. The Company does not currently intend to hedge the currency risks to which these Classes are exposed, except for Hedged Share Classes.

In respect of Alternative Currency Share Classes offered in South Korea Won (KRW), purchase or sale payments will be made in KRW, as neither the Company nor the Registrar and Transfer, Corporate and Domiciliary Agent will arrange for the currency conversion.

The terms and conditions applicable to the Share Classes available in alternative currency are the same as those which apply for the same Share Classes offered in the base currency.

The Board of Directors may decide to offer an Alternative Currency Share Class in another currency than those mentioned above in which case the Prospectus will be updated.

### Hedged Share Classes

In respect of Hedged Share Classes, either the base currency exposure of the Hedged Share Class may be hedged into the Fund Hedged Share Class' alternative currency to reduce exchange rate fluctuations and to reduce return fluctuations (H1), or a hedging strategy may be applied in order to reduce the risk of currency movements between the currency of the Hedged Share Class and other material currencies of the securities and cash held by said Fund (H2). Hedged Share Class using the first methodology will contain the abbreviation H1 in their denomination whereas Hedged Share Class using the second methodology will contain the abbreviation H2.

The terms and conditions applicable to the Hedged Share Classes are the same as those which apply for the same Share Classes offered in the base currency, the only difference being the hedging of the Hedged Share Class into the base currency of the Fund.

### Initial Charge and Contingent Deferred Sales Charge

#### Class A Shares and Class AX Shares

- Initial Charge

The price at which Class A and Class AX Shares will be offered is the Net Asset Value per Share, plus an initial charge of up to 6.50% of the total amount invested. This maximum charge, assuming no other charges or expenses are applicable, amounts to approximately 6.95% of the aggregate Share price of the Shares being acquired. Out of this charge the Principal Distributor may make payments to sub-distributors, intermediaries, Broker/Dealers and/or professional investors, who may include affiliates of Franklin Templeton Investments. The initial charge may be waived in whole or in part by the Principal Distributor either for individual Investors or for particular groups of Investors. The balance of the amount invested after the deduction of any applicable initial charge will then be applied to the purchase of Shares in the relevant Fund.

If in any country in which the Shares are offered, local law or practice requires or permits a lower initial charge or a different maximum than the charge stated above for any individual purchase order, the Principal Distributor may sell Class A and Class AX Shares, and may authorise sub-distributors, intermediaries, Broker/Dealers and/or professional investors to sell Class A and Class AX Shares, within such country at a total price less than the applicable price set forth above, but in accordance with the amounts permitted by the law or practice of such country.

- Qualified Investments of USD 1 Million or More

In relation to qualified investments of USD 1 million or more in respect of Class A and Class AX Shares, a Contingent Deferred Sales Charge ("CDSC") of up to 1% may apply if an Investor sell Shares within 18 months after each investment in order to recover commissions paid to sub-distributors, intermediaries, Broker/Dealers and/or professional investors. The CDSC is up to 1.00% of the lesser of the value of the Shares redeemed (exclusive of reinvested dividends distributions) or the total cost of such Shares, and is retained by the Principal Distributor. The way this charge is calculated is the same for all Share Classes, with the exception of the percentage applicable, and is more fully described in the section "Calculation of CDSC".

Qualified investments are investments made either as a lump sum or through cumulative orders of the Investor, his spouse, his children and/or grandchildren if they are under the age of 18. For the purpose of the application of the qualified investments rules, shareholdings in other investment funds offered by

Franklin Templeton Investments may be combined at the Investor's request. Information on the investment funds which shares may be combined, and details of the procedure, terms and conditions applicable may be obtained from the Transfer Agent upon request.

No switch with Shares of other Classes will be allowed for Shares subject to such contingent deferred sales charge.

#### **Class B Shares**

The price at which Class B Shares will be offered is the Net Asset Value per Share. Purchases of Class B Shares are not subject to an initial charge. However, Class B Shares are subject to a CDSC of up to 4% if an Investor sells Shares within four (4) years of purchase. The way this charge is calculated is more fully described in the section "Calculation of CDSC".

Starting from January 2011, Class B Shares will be automatically converted into Class A Shares of the same Fund free of charge on the monthly scheduled conversion date fixed by the Transfer Agent upon or following the expiry of 84 months after the date of their purchase. As a result, the terms and other conditions applicable to such Shares shall become those applicable to Class A Shares.

#### **Class C Shares**

The price at which Class C Shares will be offered is the Net Asset Value per Share. Purchases of Class C Shares are not subject to an initial charge. However, Class C Shares are subject to a CDSC of 1.00% if an Investor sells Shares within one (1) year of purchase. The way this charge is calculated is more fully described in the section "Calculation of CDSC".

#### **Class I Shares**

The price at which Class I Shares will be offered is the Net Asset Value per Share. Purchases of Class I Shares are not subject to an initial charge or a CDSC.

#### **Class N Shares**

- Initial Charge

The price at which Class N Shares will be offered is the Net Asset Value per Share, plus an initial charge of up to 3.00% of the total amount invested. This maximum charge, assuming no other charges or expenses are applicable, amounts to approximately 3.09% of the aggregate Share price of the Shares being acquired and out of this charge the Principal Distributor may make payments to sub-distributors, intermediaries, Broker/Dealers and/or professional investors, who may include affiliates of Franklin Templeton Investments. The initial charge may be waived in whole or in part by the Principal Distributor either for individual Investors or for particular groups of Investors. The balance of the amount invested after the deduction of any applicable initial charge will then be applied to the purchase of Shares in the relevant Fund.

If in any country in which the Shares are offered, local law or practice requires or permits a lower initial charge or a different maximum than the charge stated above for any individual purchase order, the Principal Distributor may sell Class N Shares, and may authorise sub-distributors, intermediaries, Broker/Dealers and/or professional investors to sell Class N Shares, within such country at a total price less than the applicable price set forth above, but in accordance with the amounts permitted by the law or practice of such country.

#### **Class X Shares**

The price at which Class X Shares will be offered is the Net Asset Value per Share. No initial charge and no management fees will be payable by an Investor on the acquisition of Class X Shares (instead a fee will be paid to the Investment Manager or affiliates under an agreement).

#### **Class Z Shares**

The price at which Class Z Shares will be offered is the Net Asset Value per Share. Purchases of Class Z Shares are not subject to an initial charge, CDSC nor any maintenance, distribution or servicing charge.

## Calculation of CDSC

The CDSC for applicable Shares is based on the Net Asset Value of the Shares being sold or their Net Asset Value when purchased, whichever is less. The calculation is made based on the relevant currency of the Shares being sold. There is no CDSC on Shares acquired through reinvestment monies. To keep the CDSC as low as possible, each time an instruction to sell Shares is placed, any Shares in the Investor's Holding not subject to a CDSC will be sold first. If there are not enough of these to meet the request, additional Shares will be sold in the order they were purchased. The amount of the CDSC is calculated by multiplying the percentages indicated in the chart displayed in Appendix F by the Net Asset Value of the Shares being sold or their Net Asset Value when purchased whichever is less.

The holding period for the purposes of applying a CDSC on Shares of a particular Fund acquired through a switch of Shares from another Fund will be measured from the date that such Shares were initially acquired in the other Fund.

Amounts assessed as a CDSC are paid to the Principal Distributor, or such other party as the Company may from time to time appoint to defray distribution costs incurred by the Principal Distributor or such other party. The CDSC may be waived in whole or in part by the Principal Distributor and/or such other party at its discretion either for individual Investors or for particular groups of Investors. The Company has committed to pay to the Principal Distributor or the relevant third party the CDSC at the rates set forth in appendix F of this Prospectus net of any taxes. In case any taxes would be payable on said amounts, the amount of CDSC would be increased in a manner to ensure that the agreed amounts are paid net to the Principal Distributor or relevant third party. The Board of Directors has, at the date of this Prospectus, no reason to believe that any taxes are due or levied on the CDSC.

The Net Asset Value of the Shares being sold will be used as a basis for the calculation of the CDSC in respect of Shares sold through specific authorised Canadian distributors and shall be specified in documentation to be provided by these distributors to Investors prior to purchase.

## Specific Features of Share Classes

Specific features of the Share classes offered are provided in the table below.

Share Class Overview	Class A	Class AX	Class B	Class N	Class C	Class I	Class X	Class Z
Investor Category	Retail Institutional	Retail Institutional	Retail Institutional	Retail Institutional	Retail Institutional	Institutional	Institutional	Retail Institutional
Minimum Investment	USD 5,000	USD 5,000	USD 5,000	USD 5,000	USD 5,000	USD 5,000,000*	Details available from the Company or Transfer	USD 5,000
Subsequent Investment	USD 1,000	USD 1,000	USD 1,000	USD 1,000	USD 1,000	USD 1,000	Details available from the Company or Transfer	USD 1,000

\*Except for the Franklin U.S. Government Fund which has a minimum initial investment of USD 1,000,000 or the equivalent in any other freely exchangeable currency.

## How to Purchase Shares

### How to Apply

Prospective Investors should complete an application form and send it together with applicable identification documents (as detailed in the application form) to the Transfer Agent in order to purchase Shares for the first time. Applications may also be accepted by telephone, facsimile, or electronic request

if expressly allowed by the Transfer Agent. The Transfer Agent may request the original signed application form and identification documentation to be mailed, in which case it may delay the processing of the application form until their receipt. Applications will be accepted at the discretion of the Board of Directors.

Processing of all application forms received by a relevant Distributor will only commence once they have been forwarded to the Transfer Agent or to a Distributor duly authorised in writing.

In addition, Investors should provide the documentation required for anti-money laundering and terrorist financing purposes and as more fully described in the section “Anti-Money Laundering and Counter-Terrorist Financing Legislation”.

The Transfer Agent reserves the right to require additional information and/or confirmation from the Investor for large purchases into Class B and Class C Shares, which may result in a delay in the processing of the investment until receipt of the requested information/confirmation. Institutions acting as Nominee are permitted to purchase Class B and Class C Shares in their own name on behalf of Investors provided that they have received explicit prior approval from the Transfer Agent to do so and do apply an agreed procedure to monitor the aging of these Shares.

By applying for Class I and/or Class X Shares, Investors represent to the Company and the Transfer Agent that they qualify as one or more of the types of Institutional Investor(s) as listed in section “Share Classes” and undertake to indemnify the Company, the Transfer Agent and/or any other entity of Franklin Templeton Investments against any and all damages, losses, costs or other expenses they may incur as a result of acting in good faith of such a representation.

Each Investor will be given a personal account number which should be quoted, along with any relevant transaction references where applicable, whenever contacting the Company and/or the Transfer Agent.

### Instructions to Purchase

Initial purchase instruction for Shares should be made on the standard application form. Any subsequent instruction to purchase Shares may be made by telephone, facsimile or electronic request, if expressly allowed by the Transfer Agent. For subsequent purchase in an existing Investor account, no further application form is required. The Transfer Agent may request a written and duly signed confirmation of the subsequent purchase instructions which may result in delay in the processing of the investment until receipt of the requested written confirmation. Subsequent purchase instructions will be accepted at the discretion of the Board of Directors.

Subsequent purchase instructions should be duly signed and:

- (a) state the name of the Fund(s), the Share Class, the Share Class ISIN code (available on the Franklin Templeton Investments Internet site [www.franklintempleton.lu](http://www.franklintempleton.lu)) and number of Shares applied for in the Fund(s) (the number of Shares should be stated both in numbers and in words) or the amount (in numbers and in words) to be invested (which should include provision for any applicable initial charge) – Investors are informed that instructions for the Templeton Euro Money Market Fund can only indicate the amount to be invested (orders based on Share amounts are not acceptable); and
- (b) state how payment has been or will be made.

If there is any discrepancy between the name of the Fund(s), the Share Class, the Share Class ISIN code or the currency of the Fund(s) Share Class quoted in the instruction, the order will be executed on the basis of the ISIN code quoted.

If any purchase instruction is not accepted in whole or in part, the purchase monies will be returned to the Investor at the risk and cost of the Investor.

An Investor may not withdraw his request for purchase except in the event of a suspension of the valuation of the assets of the Company (see Appendix D) and, in such event, a withdrawal of a purchase instruction will be effective only if written notification is received by the Transfer Agent before termination of the period of suspension. Purchase monies will be returned to the Investor in such circumstances.

Investors should note that Class B Shares in the Franklin U.S. Dollar Liquid Reserve Fund will be issued only in exchange for Class B Shares in another Fund. Investors should refer to the section “How to Switch Shares” for details of any restrictions in relation to switching Shares.

Neither the Company nor the Transfer and Administrative Agent shall be responsible or liable to any applicant or Investor for any loss resulting from the non-receipt of any application form or purchase instruction by whichever method it is sent (including non-receipt of facsimile application forms).

### Purchase Price

For purchase instructions received and accepted by the Transfer Agent for any Dealing Day before the applicable Dealing Cut-Off Time (as described in Appendix A), Shares will be issued at the relevant Net Asset Value per Share determined on this Dealing Day (plus any applicable initial charges). Purchase monies may be required to be received by the Transfer Agent or the relevant Distributor in cleared funds prior to processing of the instruction. In such case, the instruction will be processed on the basis of the Net Asset Value per Share determined on the Valuation Day when such funds are received by the Transfer Agent (plus any applicable initial charge).

A complete instruction for the purchase of Shares received and accepted by the Transfer Agent or by a duly authorised Distributor on a Dealing Day after the applicable Dealing Cut-Off Time will be dealt with on the basis of the Net Asset Value per Share of the relevant Share Class determined on the next Valuation Day (plus any applicable initial charge).

The Net Asset Value per Share will be calculated as detailed in the section “Calculation of the Net Asset Value” in Appendix D.

The Company and/or the Transfer Agent will inform the registered Shareholder of the price at which the Shares have been issued on their confirmation statement (refer to “Confirmation Statement” section).

### How to Pay

The Company does not accept payments in cash, traveller’s cheques or non-bank money orders. Payments should normally be made by electronic bank transfer to the bank account set forth by the Principal Distributor (as detailed in the application form). Payments can be made in the currency of the Share Class. However, an Investor may, in certain instances as permitted by the Transfer Agent, provide for payment in any other freely exchangeable currency, in which case, the necessary foreign exchange transaction will be arranged on behalf of, and at the expense of, the Investor. Investors are advised that payments made in any other freely exchangeable currency may be delayed until the next Valuation Day to allow for currency conversion.

The Board of Directors is authorised to accept purchase of Shares in whole or in part in specie, having due regard to the requirements prescribed by the laws of the Grand Duchy of Luxembourg. In the event the Investor is unable to provide clear title on the assets the Company has the right to bring an action against the defaulting Investor.

The allotment of Shares is conditional upon receipt of purchase monies, including any applicable initial charge, which must be paid within five (5) Luxembourg Business Days of the Valuation Day unless the Board of Directors requires cleared funds on or prior to an application being accepted. Shares which remain unsettled for a period of thirty (30) days may be cancelled. In such circumstances, the Company has the right to bring an action against the defaulting Investor to obtain compensation for any loss directly or indirectly resulting from the failure by the Investor to make good settlement by the settlement date.

Where payments are made by electronic transfer or bank wire, the Transfer Agent shall not be responsible for reconciling remittances of purchase monies where problems occur in the transmission, or as a result of inadequate or incorrect details on the transfer instructions. Bank charges in connection with an electronic transfer may be deducted from the proceeds of the transfer by the remitting bank, correspondents, agents or sub-agents, and the receiving bank may also deduct bank charges from such remittance.

## How to Sell Shares

### Instructions to Sell

Shares of any Class in any Fund can be sold on any Dealing Day. Instructions to sell Shares should be submitted to the Transfer Agent in writing or, if expressly permitted, by telephone, facsimile or electronic means. In the event of joint Investor accounts all instructions must be signed by all Investors except where sole signatory authority has been granted or where a power of attorney has been communicated to the Transfer Agent. If an instruction has not been submitted in writing, the Transfer Agent may request a written and duly signed confirmation of such instruction, in which case it may delay the processing of the instruction until receipt of the written and duly signed confirmation.

Where a certificate has been issued in the name(s) of the Shareholder(s), the Board of Directors may require that such Share certificate, duly endorsed, be returned to the Transfer Agent prior to the transaction being effectuated at any applicable Net Asset Value and therefore prior to payment being made.

The instruction must contain details of the Investor personal account number, the Fund name, the Share Class(es) including ISIN code (available on the Franklin Templeton Investments Internet site [www.franklintempleton.lu](http://www.franklintempleton.lu)), the number/value of Shares to be sold, the settlement currency and the bank details. If there is any discrepancy between the name of the Fund(s), the Share Class, the Share Class ISIN code or the currency of the Share Class quoted in the instruction, the instruction will be executed on the basis of the ISIN code quoted.

Any instruction to sell Shares may not be executed until any previous transaction involving the Shares to be sold has been completed and settled.

If the instruction would result in a Holding balance being less than USD 2,500 (or currency equivalent), the Company may redeem such Holding balance and pay the proceeds to the Investor.

The Company reserves the right not to be bound to sell or switch on any Valuation Day more than 10% of the value of the Shares of any Fund. In these circumstances the sale of the Shares may be deferred for a period not exceeding ten (10) Luxembourg Business Days. These instructions to sell will be executed in priority to later instructions.

Neither the Company nor the Transfer Agent shall be responsible or liable to any Investor for any loss resulting from the non-receipt of any instruction to sell, by whichever method it is sent.

An Investor may not withdraw an instruction to sell Shares except in the event of a suspension of the valuation of the assets of the Company (see Appendix D) and, in such event, a withdrawal of the instruction to sell will be effective only if written notification is received by the Transfer Agent before termination of the period of suspension. If the instruction is not so withdrawn, the sale of the Shares will be made on the next Valuation Day following the end of the suspension.

### Sale Price

A complete instruction to sell received and accepted by the Transfer Agent or by a duly authorised Distributor on any Dealing Day before the applicable Dealing Cut-Off Time (as described in Appendix A) will be dealt with on the basis of the Net Asset Value per Share of the relevant Share Class determined on this Dealing Day (less any applicable CDSC).

A complete instruction to sell received and accepted by the Transfer Agent or by a duly authorised Distributor on a Dealing Day after the applicable Dealing Cut-Off Time (as described in Appendix A) will be dealt with on the basis of the Net Asset Value per Share of the relevant Share Class determined on the next Valuation Day (less any applicable CDSC).

The Net Asset Value per Share will be calculated on the basis detailed in the section “Calculation of the Net Asset Value” in Appendix D.

### **Payment of Sale Proceeds**

Payment for Shares sold will be made within five (5) Luxembourg Business Days after the instruction to sell has been received in good order and accepted by the Transfer Agent and will normally be made in the Share Class currency by electronic bank transfer of funds unless otherwise instructed. Payment may also be made in any freely exchangeable currency if requested within the instruction, at the cost and risk of the Investor.

If, in exceptional circumstances as described in Appendix D, the liquidity of the Fund does not permit payment of sale proceeds within five (5) Luxembourg Business Days from the relevant Valuation Day, the sale proceeds will be paid as soon as reasonably practicable but without interest.

The Board of Directors is also authorised to extend the period for payment of sale proceeds to such period, not exceeding thirty (30) Luxembourg Business Days (shorter periods may however apply in some jurisdictions), as may be required by settlement and other constraints prevailing in the financial markets of countries in which a substantial part of the assets attributable to any Fund shall be invested, and this exclusively with respect to those Funds of the Company of which the investment objectives and policies provide for investments in equity securities of issuers in developing countries (namely the Franklin Asian Flex Cap Fund, the Franklin India Fund, the Franklin MENA Fund, the Templeton Asian Growth Fund, the Templeton Asian Smaller Companies Fund, the Templeton BRIC Fund, the Templeton China Fund, the Templeton Eastern Europe Fund, the Templeton Emerging Markets Fund, the Templeton Emerging Markets Balanced Fund, the Templeton Emerging Markets Bond Fund, the Templeton Frontier Markets Fund, the Templeton Korea Fund, the Templeton Latin America Fund and the Templeton Thailand Fund).

All payments are made at the Investor’s risk with no responsibility on the part of the Principal Distributor, the Distribution Controller, the Transfer Agent, the Distributors, the Investment Managers and/or the Company.

### **Sale Fees and Charges**

Payments for Shares sold may be subject to a CDSC if the Shares are sold within a defined number of years from the issue of the Shares. Full details of CDSC are provided in the section “Share Classes” and appendix F of this Prospectus.

### **Sale in Specie**

With the prior consent of the Investor(s) concerned, and having due regard to the principle of equal treatment of Shareholders, the Board of Directors may satisfy the payment of sale proceeds in whole or in part in specie by allocating to the selling Investor(s) portfolio securities of the relevant Fund equal in value to the Net Asset Value of the Shares being sold.

### **Physical Bearer Shares**

An instruction to sell Physical Bearer Shares must be submitted with the relevant certificate(s) and unmatured coupons to the Principal Paying Agent. The Company will not issue new Physical Bearer Shares in the event of a remaining balance.

## How to Switch Shares

A switch is a transaction to convert an Investor's Holding in a Share Class into another Share Class within the same Fund or the same Share Class or another Share Class in different Funds. The transaction is executed by selling Shares in the original Share Class followed by purchasing Shares in the new Share Class provided that the Investor's Holding meets the minimum investment requirements for both the existing and the new Fund or Share Class.

Investors may, under certain circumstances, switch Shares of the Company into Shares or units of certain other investment funds of Franklin Templeton Investments having a similar sales charge structure including same percentage of CDSC over the same period of time. Information on the investment funds into which Shares may be switched, and details of the procedure, terms and conditions for switch may be obtained from the Transfer Agent upon request.

### Class A and AX Shares

Class A and Class AX Shares can be switched with Shares in any other Fund or Share Class subject to meeting Investor qualification criteria for that Share Class.

Class A Shares and Class AX Shares subject to a CDSC can only be switched with Class A or Class AX Shares subject to the same CDSC. The aging of the Shares will be carried over to the new Share Class and no CDSC is payable at the time of such switch.

### Class B Shares

Class B Shares can only be switched with Class B Shares of another Fund which continues to issue Class B Shares of the same currency and subject to the same CDSC. The aging of the Shares will be carried over to the new Share Class and no CDSC is payable at the time of such switch.

Attention of Investors is drawn to this restriction that may limit their possibility to acquire Shares of another Fund through switching because Class B Shares are not available in all Funds and the further issue of Class B Shares of the same currency of any Fund may be suspended at any time by the Board of Directors.

### Class C Shares

Class C Shares can only be switched with Class C Shares of another Fund which continues to issue Class C Shares of the same currency and subject to the same CDSC. The aging of the Shares will be carried over to the new Share Class and no CDSC is payable at the time of such switch.

Attention of Investors is drawn to this restriction that may limit their possibility to acquire Shares of another Fund through switching because Class C Shares are not available in all Funds and the further issue of Class C Shares of the same currency of any Fund may be suspended at any time by the Board of Directors.

### Class I Shares

Only Institutional Investors can switch their Shares into Class I Shares.

### Class N Shares

Class N Shares can be switched with Shares in any other Fund or Share Classes subject to meeting Investor qualification criteria for that Share Class.

### Class X Shares

Only Institutional Investors can switch their Shares into Class X Shares, subject to the conditions laid down in section "Share Classes".

### Class Z Shares

Switching into Class Z Shares is only permitted (i) to Investors instructing through certain sub-distributors and/or dealers having separate fee arrangements with their clients, and/or (ii) to professional investors at the discretion of the Principal Distributor and/or the Transfer Agent.

## Instructions to Switch

An instruction to switch Shares should be submitted to the Transfer Agent in writing or, if expressly permitted, by telephone, facsimile or electronic means. In the event of joint Investor accounts all instructions must be signed by all Investors, except where sole signatory authority has been granted or where a power of attorney has been communicated to the Transfer Agent. If an instruction is not submitted in writing, the Transfer Agent may request a written and duly signed confirmation of such instruction in which case it may delay the processing of the instruction until receipt of the written and duly signed confirmation.

The instruction must contain details of the Investor personal account number and the number/value of Shares to be switched between named Funds and Share Classes including the ISIN codes (available on the Franklin Templeton Investments Internet site [www.franklintempleton.lu](http://www.franklintempleton.lu)). If there is any discrepancy between the name of the Fund(s), the Share Class, the Share Class ISIN code or the currency of the Share Class quoted in the instruction, the instruction will be executed on the basis of the ISIN code quoted. Investors may switch Shares on any Dealing Day.

The minimum initial investment in the new Fund is USD 2,500 (or currency equivalent). Any instruction which would result in a Holding balance being less than USD 2,500 (or currency equivalent) may not be executed.

Any instruction to switch Shares may not be executed until any previous transaction involving the Shares to be sold has been completed and settled. Where the sale is settled prior to the purchase, the sale proceeds will remain in the Company's collection bank account pending settlement of the purchase. No interest will accrue to the benefit of the Investor.

Investors are advised that any instruction to switch Shares between Funds denominated in differing currencies will require one (1) additional Business Day to allow for currency conversion. However, in exceptional circumstances, the Company or the Transfer Agent may, at its own discretion, decide to process such Switch request and the necessary currency conversions in the same Valuation Day.

The Company reserves the right not to be bound to switch on any Valuation Day more than 10% of the value of the Shares of any Fund. In these circumstances the switch may be deferred for a period not exceeding ten (10) Business Days. These instructions to switch will be executed in priority to later instructions.

In certain limited circumstances as well as for distributions in certain countries and/or through certain sub-distributors and/or professional investors, the Company or the Transfer Agent may require one (1) additional Business Day in order to process switch transactions. The additional day may be required for operational reasons in cases where the Fund is in scope of the European Savings Directive and where withholding tax applies and requires to be calculated and factored into the calculation of the number of Shares that the Investor will become entitled to in the new Fund or where currency conversion is required.

## Switch Price

A complete switch instruction received and accepted by the Transfer Agent or by a duly authorised Distributor on any Dealing Day before the applicable Dealing Cut-Off Time (as described in Appendix A), will be dealt with on the basis of the Net Asset Value per Share of the relevant Share Class determined on this Dealing Day.

A complete switch instruction received and accepted by the Transfer Agent or by a duly authorised Distributor on a Dealing Day after the applicable Dealing Cut-Off Time, will be dealt with on the basis of the Net Asset Value per Share of the relevant Share Class determined on the next Valuation Day.

The number of Shares issued will be based upon the respective Net Asset Value of the Shares of the two relevant Funds or Share Classes on the relevant Valuation Day(s).

## Switch Fees and Charges

A switch charge of up to 1.00% of the value of the Shares to be switched, authorised in exceptional circumstances by the Board of Directors, may be applied. This charge may be applied for distribution in certain countries and/or through certain Distributors and/or professional investors. In the event this charge is applied details will be contained in any local supplement to this Prospectus or marketing materials. Such charge shall be automatically deducted when the number of Shares is calculated and paid by the Company.

In certain circumstances a switch from any one Fund or Share Class will necessitate a fee equivalent to the difference between the two levels of initial charges unless the Investor, as a result of prior switches, has already paid the initial charge rate differential. It is currently anticipated that any initial charge rate differential will be paid to the Principal Distributor, who may, in turn, pay a portion of each differential to Distributors, intermediaries, Broker/Dealers and/or professional investor. However, the initial charge rate differential may be waived at the discretion of the Company.

## Physical Bearer Shares

An instruction for the switch of Physical Bearer Shares must be submitted with the relevant certificate(s) and unmatured coupons to the Principal Paying Agent. Following the completion of the switch the Company will not issue new Physical Bearer Shares.

## Tax

Switches of Shares will be treated as a taxable event under the provisions of the European Savings Directive (see section “Taxation of Investors”). As a result, tax may be withheld in respect of switches of Shares out of the original Fund.

## How to Transfer Shares

A transfer is a transaction for the purpose of transferring an Investor Holding to another Investor.

The transfer of Shares shall be effected by delivery to the Transfer Agent of an instruction of transfer or a duly signed Share transfer form together with, if issued, the relevant Share certificate to be cancelled. The instruction must be dated and signed by the transferor(s), and if requested by the Company or the Transfer Agent also signed by the transferee(s), or by persons holding suitable powers of attorney to act therefore. Transfer of Physical Bearer Shares also require delivery of the relevant certificate.

Acceptance of the transfer by the Transfer Agent will be subject to the transferee(s) having an accepted application by the Company, and meeting all Fund and Share Class eligibility requirements.

Any request to transfer Shares will only be executed once any previous transaction involving the Shares to be transferred has been completed and full settlement on those Shares received.

If the transfer instruction would result in a Holding balance being less than USD 2,500 (or currency equivalent) the Company may redeem such Holding balance and pay the proceeds to the Investor.

Transfer of Shares will be effected in accordance with the Luxembourg Stock Exchange regulations.

The Shares of the Company are freely transferable. The Articles provide that the Board of Directors is entitled to impose restrictions as they may think necessary for the purposes of ensuring that no Shares are acquired or held by (a) any person in violation of or subject to the applicable laws or regulations of any country or government authority or (b) any person in circumstances which, in the opinion of the Board of Directors, might result in the Company incurring any liability of taxation or suffering any other disadvantage which the Company might not otherwise have incurred.

The Shares transferred may be subject to specific conditions, including CDSC. Investors should ensure that they are aware of all specific conditions applicable to such Shares.

## Dividend Policy

In respect of all Funds which issue Distribution Shares, it is the intention of the Board of Directors to distribute substantially all of the income attributable to the Distribution Shares. Subject to any legal or regulatory requirements, dividends may also be paid out of the capital of such Funds. Subject to any legal or regulatory requirements, the Board of Directors reserves the right to introduce new Share Classes, which may retain and re-invest their net income.

Annual dividends may be declared separately in respect of each Fund at the Annual General Meeting of Shareholders.

Interim Share dividends may be paid upon a decision of the Board of Directors in relation to any of the Funds.

It is anticipated that distributions will be made under normal circumstances as set out in the table below:

Share Type	Share Name	Payments
Accumulation Shares	A (acc), AX (acc), B (acc), C (acc), I (acc), N (acc), X (acc) and Z (acc)	No distribution of dividends shall be made but the net income attributable will be reflected in the increased value of the Shares
Distribution Shares	A (Mdis), AX (Mdis), B (Mdis), C (Mdis), I (Mdis), N (Mdis), X (Mdis) and Z (Mdis)	Under normal circumstances it is anticipated that distribution will be made monthly (following the end of each calendar month)
	A (Qdis), AX (Qdis), B (Qdis), C (Qdis), I (Qdis), N (Qdis) and X (Qdis)	Under normal circumstances it is anticipated that distribution will be made quarterly (following the end of each calendar quarter)
	A (Ydis), AX (Ydis), B (Ydis), C (Ydis), I (Ydis), N (Ydis), X (Ydis) and Z (Ydis)	Under normal circumstances it is anticipated that distribution will be made yearly (normally in July/August each year)

In order to receive dividends on Distribution Shares, Investors must be registered as holders of such Distribution Shares on the register of Shareholders on the Valuation Day determined by the Company as being the distribution accounting date.

Dividends of registered Distribution Shares will normally be reinvested in the purchase of further Distribution Shares of the Fund and Share Class to which such dividends relate, unless otherwise stated in the application form. Such further Distribution Shares will be issued on the date on which the relevant dividend is paid. The price will be calculated in the same way as for other issues of Shares of that Fund on the Valuation Day on which the price of the Distribution Shares of that Fund goes ex-dividend. Fractional Shares will be rounded to three decimal places. No initial charge will be payable. Investors not wishing to use this reinvestment facility should complete the appropriate section of the application form. In the event that cash dividends are payable they will be paid to holders of registered Distribution Shares who have elected to receive dividends in cash, payment normally being made by transfer of funds. Dividends to be paid in any other freely exchangeable currency will be converted at the Investor's expense.

Dividends on Physical Bearer Shares will be paid at the offices of the Principal Paying Agent in Luxembourg or at the offices of any local Paying Agent designated in the dividend announcement. Dividends will be announced (together with the name(s) and address(es) of the Principal Paying Agent and/or local Paying Agent(s)) in the newspapers, on the Internet site: [www.franklintempleton.lu](http://www.franklintempleton.lu) or on any Internet site which the Board of Directors may from time to time determine.

When dividends of USD 250 (or currency equivalent) or less cannot be paid to a registered Investor due to missing data or payment unable to be effected, the Company or the Transfer Agent reserves the right to automatically re-invest such dividends and any subsequent dividends to be paid in the purchase of further Distribution Shares of the Fund and Share Class to which such dividends relate until receipt of instructions in good order from the Investor.

If a dividend has been declared but not paid within a period of five (5) years, the Company will, as it is entitled to do under the laws of the Grand Duchy of Luxembourg, declare the dividend forfeited and such unpaid dividend will accrue for the benefit of the relevant Fund.

In respect of each dividend declared, the Board of Directors may determine if, and to what extent, such dividend is to be paid out of realised and unrealised capital gains regardless of capital losses, increased or decreased, as the case may be, by the portion of net investment income and capital gains attributable to Shares issued and to Shares redeemed.

**It should be remembered that dividend distributions are not guaranteed, that the Funds do not pay interest and that the price of Shares in the Funds and any income earned on the Shares may go down as well as up. It should also be remembered that any dividend distribution lowers the value of the Shares in the Funds by the amount of the distribution. Future earnings and investment performance can be affected by many factors, including changes in exchange rates, not necessarily within the control of the Company, its Board of Directors, officers or any other person. No guarantees as to future performance of, or future return from, the Company can be given by the Company itself, or by any Director or officer of the Company, by Franklin Templeton Investments, or any of its worldwide affiliates, or by any of their directors, officers or employees.**

### Equalisation of Income

The Funds use an accounting practice known as equalisation, by which a portion of the proceeds from issues and the costs of sale of Shares, equivalent on a per Share basis to the amount of undistributed net investment income on the date of the transaction, is credited or charged to undistributed income. As a result, undistributed net investment income per Share is unaffected by issues or redemptions of Shares. However, in respect of any Fund offering only Accumulation Shares, the Board of Directors reserves the right not to apply equalisation.

## Investment Management Fees

The Investment Managers receive from the Company a monthly investment management fee equivalent to a certain percentage per annum of each Fund's adjusted daily net assets during the year. Details of investment management fees are provided in Appendix F.

The Investment Managers may, from time to time, pay a part of their investment management fee to various sub-distributors, intermediaries, brokers and/or professional investors. Such payments are intended to compensate such sub-distributors, brokers or other intermediaries for providing distribution or other services to the Investors, including but not limited to the enhancement of the communication of ongoing information to Investors, the transaction processing or other shareholder and/or administrative services. Any request for additional information regarding any such payments should be addressed by the Investors to their relevant intermediaries.

Consistent with obtaining best execution, brokerage commissions on portfolio transactions for the Company may be directed by the Investment Managers to Broker/Dealers in recognition of research services furnished by them as well as for services rendered in the execution of orders by such Broker/Dealers. The receipt of investment research and information and related services permits the Investment Managers to supplement their own research and analysis and makes available to them the views and information of individuals and research staffs of other firms. Such services do not include travel, accommodation, entertainment, general administrative goods or services, general office equipment or premises, membership fees, employee salaries or direct money payment, which are paid by the Investment Managers.

The Investment Managers may enter, with Broker/Dealers that are entities and not individuals, into soft commission arrangements only where there is a direct and identifiable benefit to the clients of the Investment Managers, including the Company, and where the Investment Managers are satisfied that the transactions generating the soft commissions are made in good faith, in strict compliance with applicable regulatory requirements and in the best interest of the Company. Any such arrangement must be made by the Investment Managers on terms commensurate with best market practice. The use of soft commissions shall be disclosed in the periodic reports.

In certain Company related documents and/or electronic media, the relevant aforementioned investment management fee plus maintenance charges and/or servicing charges where applicable to a Share Class may be combined and expressed as an “annual management charge” for ease of administration/comparison.

## Other Company Charges and Expenses

Templeton Global Advisors Limited, a Bahamian corporation, acts as Principal Distributor of the Shares. The Principal Distributor may be entitled to receive any applicable initial charge, of up to 6.50% of the total amount invested. The initial charge shall in no case exceed the maximum permitted by the laws, regulations and practice of any country where the Shares are sold.

The Principal Distributor may enter into contractual arrangements with various sub-distributors, intermediaries, Broker/Dealers and/or professional investors for the distribution of Shares outside the United States of America. Payments of fees or commissions to various sub-distributors, Broker/Dealers or other intermediaries may be made out of the maintenance charges, servicing charges or other similar fees normally paid to the Principal Distributor, when such payments are expected to enhance the quality of the distribution or other services provided to the Investors, including but not limited to the improvement of the communication of ongoing information to Investors, the transaction processing or other shareholder and/or administrative services.

As remuneration for the services rendered to the Company as Custodian J.P. Morgan Bank Luxembourg S.A. will receive an annual fee depending on the nature of the investments of the different Funds in a range from 0.01% to 0.14% of the net asset values of the assets of the different Funds, with possible higher custodian annual fees for those Funds of the Company the investment objectives and policies of which provide for investments in equity securities of issuers in developing countries, as reflected in more details in the Funds relevant total expense ratio (TER) and in the Company financial reports. Such fee will be calculated and accrued daily and will be paid monthly in arrears to the Custodian by the Company.

Franklin Templeton International Services S.A. in its respective capacities as Registrar and Transfer, Corporate, Domiciliary and Administrative Agent will receive as remuneration a maximum annual fee of 0.20% of the net asset value of the Company plus an additional amount per Investor Holding at the relevant Class level over a one (1) year period. Such fees will be calculated and accrued daily and will be paid monthly in arrears to Franklin Templeton International Services S.A. by the Company.

Such fees do not include normal banking and brokerage fees and commissions on transactions relating to the assets and liabilities of the Company as well as any reasonable out-of-pocket expenses incurred in connection with the Company, and chargeable to the Company and fees for other services as agreed from time to time. The amounts effectively paid will be shown in the Company’s financial statements.

The Company bears its other operational costs including, but not limited to, the costs of buying and selling underlying securities, governmental and regulatory charges, legal and auditing fees, insurance premiums, interest charges, reporting and publication expenses, postage, telephone and facsimile expenses. All expenses are estimated and accrued daily in the calculation of the Net Asset Value of each Fund. The Company may, from time to time, pay certain fees to various sub-distributors, intermediaries, Broker/Dealers and/or professional investors relating to placing certain Funds on sales platforms designed to bring about a wider distribution of Fund Shares. Such costs would only be allocated among the Funds placed on such platforms.

All charges and expenses pursuant to the above are exclusive of value added taxes or other taxes chargeable thereon, which should be paid by the Fund as required.

## Servicing and Maintenance Charges

### Servicing Charge

A servicing charge may be applicable depending on the Share Class invested in. The charge is applied to the average Net Asset Value and is paid to the Principal Distributor and/or other party in order to compensate the Principal Distributor and/or other party for any financing costs and expenses incurred by it in connection with sales of Shares. This charge is accrued daily and is deducted and paid monthly to the Principal Distributor and/or other party.

The Company has committed to pay the Principal Distributor or the relevant third party the servicing charge at the rates as provided in Appendix F, net of any taxes. In case any taxes would be payable on said amounts, the amount of servicing charge would be increased in a manner to ensure that the agreed amounts are paid net to the Principal Distributor or relevant third party. The Board of Directors has, at the date of this Prospectus, no reason to believe that any taxes are due or levied on the servicing charge.

Full details of servicing charges are provided in Appendix F.

### Maintenance Charge

A maintenance charge of up to a certain percentage per annum of the applicable average Net Asset Value is deducted and paid to the Principal Distributor, in order to compensate the Principal Distributor for any expenses incurred by it in connection with Investors liaison and administration of the Shares and the handling of CDSC. This charge is accrued daily and is deducted and paid monthly to the Principal Distributor.

The Principal Distributor may, from time to time, pay part of the maintenance charge to various sub-distributors, intermediaries, Broker/Dealers, Investors or particular groups of investors.

Full details of maintenance charges are provided in Appendix F.

## Taxation of the Company

The Company is not liable in the Grand Duchy of Luxembourg to any tax on its profits or income.

The Company, however, is liable in the Grand Duchy of Luxembourg to a tax of 0.05% per annum of its net asset value, such tax being payable quarterly on the basis of the value of the net assets of the Company at the end of the relevant calendar quarter. This tax is not applicable for the portion of the assets of a Fund invested in other undertakings for collective investment which have been already subject to such tax. In order to qualify under the current reduced tax rate of 0.01% (instead of the tax of 0.05% referred to above), the Franklin U.S. Dollar Liquid Reserve Fund, the Templeton Euro Liquid Reserve Fund and the Templeton Euro Money Market Fund will be invested in a manner that the weighted average remaining maturity of all securities and instruments comprised in the portfolios of the respective Funds does not exceed twelve months. For the purpose of calculating the residual maturity of each single security or instrument, the financial instruments attached thereto shall be taken into account. For the securities or instruments whose terms of issue provide for an adjustment of their interest rate by reference to market conditions, the residual maturity until the date on which the rate is adjusted shall be considered.

Class I Shares and Class X Shares may also qualify for the reduced tax rate of 0.01% if all the Investors of these Share Classes are respectively Institutional Investors.

No stamp duty or other tax is payable in the Grand Duchy of Luxembourg on the issue of the Shares in the Company.

Under current laws and practice, no capital gains tax is payable in the Grand Duchy of Luxembourg on the realised or unrealised capital appreciation of the assets of the Company.

The Company is registered for Value Added Tax in the Grand-Duchy of Luxembourg and subject to account for Value Added Tax in accordance with applicable laws.

Investment income received or capital gains realised by the Company may be subject to tax in the countries of origin at varying rates. The Company may benefit in certain circumstances from double taxation treaties, which the Grand Duchy of Luxembourg has concluded with other countries.

## Taxation of Investors

### Luxembourg

Subject to the provisions of the European Savings Directive, as defined hereafter, Investors are currently not subject to any capital gains, income, withholding, gift, estate, inheritance or other taxes in the Grand Duchy of Luxembourg (except for Investors domiciled, resident or having a permanent establishment in the Grand Duchy of Luxembourg and except for certain former residents of the Grand Duchy of Luxembourg if owning more than 10% of the Share capital of the Company).

The Council of the European Union adopted Directive 2003/48/EC on the taxation of savings income in the form of interest payments on June 3, 2003 (the “European Savings Directive”). The European Savings Directive requires Member States of the European Union (“EU Member States”) to provide the tax authorities of other Member States with details of payments of interest or similar payments paid by a paying agent (as defined by the European Savings Directive) within its jurisdiction to an individual resident in that other Member State. Austria and Luxembourg have opted instead for a tax withholding system for a transitional period in relation to such payments. Switzerland, Monaco, Liechtenstein, Andorra and San Marino and the Channel Islands, the Isle of Man and the dependent or associated territories in the Caribbean, have also introduced measures equivalent to information reporting or, during the above transitional period, withholding tax.

The European Savings Directive has been implemented in Luxembourg by a law dated June 21, 2005 (the “2005 Law”).

Dividends distributed by a Fund will be subject to the European Savings Directive and the 2005 Law if more than 15% of such Fund’s assets are invested in debt claims (as defined in the 2005 Law) and proceeds realised by Investors on the redemption or sale of Shares in a Fund will be subject to the European Savings Directive and the 2005 Law if more than 40% (25% from January 1, 2011) of such Fund’s assets are invested in debt claims (such Funds, hereafter “Affected Funds”).

The applicable withholding tax will be at a rate of 20% until June 30, 2011 and 35% from July 1, 2011 onwards.

Consequently, if in relation to an Affected Fund a Luxembourg paying agent makes a payment of dividends or sale proceeds directly to a Shareholder who is an individual resident or deemed resident for tax purposes in another EU Member State or certain of the above mentioned dependent or associated territories, such payment will, subject to the next paragraph below, be subject to withholding tax at the rate indicated above.

No withholding tax will be withheld by the Principal Paying Agent if the relevant individual either (i) has expressly authorised the Principal Paying Agent to report information to the tax authorities in accordance with the provisions of the 2005 Law or (ii) has provided the Principal Paying Agent with a certificate drawn up in the format required by the 2005 Law by the competent authorities of his State of residence for tax purposes.

The Company reserves the right to reject any application for Shares if the information provided by any prospective Investor does not meet the standards required by the 2005 Law as a result of the European Savings Directive.

The list of Funds falling within the scope of the European Savings Directive and the 2005 Law is made public at the registered office of the Company and is available at the offices of the Principal Distributor and the Transfer Agent. This information may also be available on the Internet site: [www.franklintempleton.lu](http://www.franklintempleton.lu).

The foregoing is only a summary of the implications of the European Savings Directive and the 2005 Law, is based on the current interpretation thereof and does not purport to be complete in all respects. It does not constitute investment or tax advice and investors should therefore seek advice from their financial or tax adviser on the full implications for themselves of the European Savings Directive and the 2005 Law.

Investors should consult their professional advisers as to the possible tax or other consequences of purchasing, holding, transferring or selling any of the Company's Shares under the laws of their countries of citizenship, residence and domicile.

## Meetings and Reports

The Annual General Meeting of Shareholders is held at the registered office of the Company on November 30 of each year or, if such day is not a Luxembourg Business Day, on the Luxembourg Business Day immediately preceding the 30th day of November. Notices of all meetings will be published in the following newspapers: d'Wort and Mémorial, Recueil des Sociétés et Associations (the "Mémorial") and such other newspapers as the Board of Directors shall from time to time determine and will be sent to the holders of registered Shares by post at least eight (8) calendar days prior to the meeting at their addresses in the register of Shareholders. Such notices may also be made available on Internet sites as the Board of Directors shall from time to time determine. They will include the agenda and specify the time and place of the meeting, the conditions of admission and will refer to the requirements of the laws of the Grand Duchy of Luxembourg with regard to the necessary quorum and majorities required for the meeting. The requirements as to attendance, quorum and majorities at all general meetings will be those laid down in articles 67 and 67 1 of the law of August 10, 1915 (as amended) relating to commercial companies and in the Articles of the Company.

The audited annual reports and unaudited semi-annual reports will be available on the following Franklin Templeton Investments Internet site, [www.franklintempleton.lu](http://www.franklintempleton.lu), or may be obtained on request at the registered office of the Company; they are only distributed to registered Shareholders in those countries where local regulation so requires. The complete audited annual reports and unaudited semi-annual reports are available at the registered office of the Company. The accounting year of the Company ends on June 30 of each year.

## Investor Voting Rights

At any general meetings of the Shareholders of the Company, each Shareholder will be entitled to one vote for each whole Share held, whatever Class and regardless of the Net Asset Value per Share within the Share Class(es).

A Shareholder of any particular Fund or Share Class will be entitled at any separate meeting of the Shareholders of that Fund or Share Class to one vote for each whole Share of that Fund or Share Class held, whatever Class and regardless of the Net Asset Value per Share within the Share Class(es).

In the case of joint Shareholders, only the first named Shareholder may vote, whom the Company may consider to be the representative of all joint Shareholders, except where a Shareholder has been expressly nominated by all joint Shareholders or where a written authority has been given.

## Documents Available for Inspection

Copies of the Articles may be obtained at the registered office of the Company.

## Appendix A

### Standard Dealing Cut-Off Times

Unless otherwise disclosed in a local supplement to the Prospectus, any agreement or marketing material, requests for subscription, redemption or exchange of Shares (the “Transactions”) received by one of the Franklin Templeton Investments offices listed below on a Valuation Day before the appropriate dealing cut-off time will be dealt on that day on the basis of the net asset value per Share of the relevant Class calculated on that day.

#### Luxembourg Office

Main Countries Covered	Dealing Cut-Off Time for Transactions in the Currencies of the Relevant Class	Dealing Cut-Off Time for Transactions in Other Acceptable Currencies than the Currency of the Relevant Class	Dealing Cut-Off Time for Transactions in Hedged Share Classes
Any country where the Company is registered for distribution, unless mentioned below under another local Franklin Templeton Investments office.	18:00 CET	18:00 CET	18:00 CET

#### Frankfurt Office

Main Countries Covered	Dealing Cut-Off Time for Transactions in the Currencies of the Relevant Class	Dealing Cut-Off Time for Transactions in Other Acceptable Currencies than the Currency of the Relevant Class	Dealing Cut-Off Time for Transactions in Relating to the Hedged Share Classes
Austria Germany Switzerland	16:00 CET	16:00 CET	16:00 CET
The Netherlands	18:00 CET	18:00 CET	18:00 CET

#### Singapore Office

Main Countries Covered	Dealing Cut-Off Time for Transactions in the Currencies of the Relevant Class	Dealing Cut-Off Time for Transactions in Other Acceptable Currencies than of the Relevant Class	Dealing Cut-Off Time for Transactions in Hedged Share Classes
Hong Kong Macau Singapore South Korea	16:00 SGT	16:00 SGT	16:00 SGT

#### American Office

Main Countries Covered	Dealing Cut-Off Time for Transactions in the Currencies of the Relevant Class	Dealing Cut-Off Time for Transactions in Other Acceptable Currencies than the Currency of the Relevant Class	Dealing Cut-Off Time for Transactions in Hedged Share Classes
Caribbean Latin America	16:00 EST	12:00 EST	12:00 EST

#### Electronic Dealing (Swift and Direct Electronic link with Franklin Templeton Investments)

Main Countries Covered	Dealing Cut-Off Time for Transactions in the Currencies of the Relevant Class	Dealing Cut-Off Time for Transactions in Other Acceptable Currencies than the Currency of the Relevant Class	Dealing Cut-Off Time for Transactions in Hedged Share Classes
Any Country where the Shares of the Company can be distributed	22:00 CET	18:00 CET	18:00 CET

Investors domiciled in countries not listed above but where transactions in Shares of the Company are allowed under all applicable laws and regulations should contact the Client Dealer Service’s representative of the nearest Franklin Templeton Investments office. This information is available on the Internet site [www.franklintempleton.lu](http://www.franklintempleton.lu).

**Definitions:** CET: Central Europe time. EST: Eastern Standard time (USA). SGT: Singapore Standard time.

## Appendix B

### Investment Restrictions

The Board of Directors have adopted the following restrictions relating to the investment of the Company's assets and its activities. These restrictions and policies may be amended from time to time by the Board of Directors if and as they shall deem it to be in the best interests of the Company in which case this Prospectus will be updated.

The investment restrictions imposed by Luxembourg law must be complied with by each Fund. Those restrictions in paragraph 1. e) below are applicable to the Company as a whole.

#### 1. Investment in Transferable Securities and Liquid Assets

- a) The Company will invest in:
- (i) transferable securities and money market instruments admitted to official listing on a stock exchange in an Eligible State<sup>6</sup> and/or;
  - (ii) transferable securities and money market instruments dealt in or on another regulated market in an EU Member State which operates regularly and is recognised and open to the public (hereafter referred to as a “regulated market”);
  - (iii) transferable securities and money market instruments admitted to official listing on a recognised stock exchange in any other country in Europe, the American continents, Asia, India, the Pacific Basin, Australia and Africa;
  - (iv) transferable securities and money market instruments dealt in on another regulated market in the countries of the areas referred to under (iii) above, which operates regularly and is recognised and open to the public;
  - (v) recently issued transferable securities and money market instruments, provided that the terms of issue include an undertaking that application will be made for admission to official listing on a stock exchange or on another regulated market, in the countries of the areas referred to under (i), (ii) and (iii) above, which operates regularly and is recognised and open to the public, and such admission is secured within a year of the purchase;
  - (vi) units of UCITS and/or other UCIs, whether situated in an EU Member State or not, provided that:
    - such other UCIs have been authorised under the laws of any EU Member State or under laws which provide that they are subject to supervision considered by the Luxembourg supervisory authority to be equivalent to that laid down in EU law and that cooperation between authorities is sufficiently ensured,
    - the level of protection for unitholders in such other UCIs is equivalent to that provided for unitholders in a UCITS, and in particular that the rules on assets segregation, borrowing, lending, and uncovered sales of transferable securities and money market instruments are equivalent to the requirements of directive 85/661/EEC,
    - the business of such other UCIs is reported in half-yearly and annual reports to enable an assessment of the assets and liabilities, income and operations over the reporting period,
    - no more than 10% of the assets of the UCITS or of the other UCIs, whose acquisition is contemplated, can, according to their constitutional documents, in aggregate be invested in units of other UCITS or other UCIs;

6. Eligible State includes any member state of the European Union (“EU”), any member state of the OECD, and any other state which the Directors deem appropriate with regard to the investment objective of each Fund.

For the purpose of this restriction and the limits set forth in 6. below, the following definitions shall apply:

- “UCITS” shall mean an undertaking for collective investment in transferable securities authorised according to Council Directive 85/611/EEC of December 20, 1985, as may be amended or recasted from time to time;
  - “other UCI” shall mean an undertaking for collective investment or investment fund within the meaning of the first and second indents of Article 1. I (2) of Council Directive 85/611/EEC of December 20, 1985, as amended.
- (vii) deposits with credit institutions which are repayable on demand or have the right to be withdrawn, and maturing in no more than 12 months, provided that the credit institution has its registered office in an EU Member State or, if the registered office of the credit institution is situated in a non-Member State, provided that it is subject to prudential rules considered by the Luxembourg supervisory authority as equivalent to those laid down in Community law;
- (viii) financial derivative instruments, including equivalent cash-settled instruments, dealt in on a regulated market referred to in subparagraph (i) to (v) above, and/or financial derivative instruments dealt in over-the-counter (“OTC derivatives”), provided that:
- the underlying consists of instruments covered by this appendix under 1. a), financial indices, interest rates, foreign exchange rates or currencies, in which the Fund may invest according to its investment objectives,
  - the counterparties to OTC derivative transactions are institutions subject to prudential supervision, and belonging to the categories approved by the Luxembourg supervisory authority,
  - the OTC derivatives are subject to reliable and verifiable valuation on a daily basis and can be sold, liquidated or closed by an offsetting transaction at any time at their fair value at the Company’s initiative,
- and/or
- (ix) money market instruments other than those dealt in on a regulated market and which fall under 1. a), if the issue or the issuer of such instruments are themselves regulated for the purpose of protecting investors and savings, and provided that such instruments are:
- issued or guaranteed by a central, regional or local authority or by a central bank of a Member State, the European Central Bank, the European Union or the European Investment Bank, a non-Member State or, in case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more Member States belong, or
  - issued by an undertaking any securities of which are dealt in on regulated markets referred to above, or
  - issued or guaranteed by an establishment subject to prudential supervision in accordance with criteria defined by the Community law, or by an establishment which is subject to and complies with prudential rules considered by the Luxembourg supervisory authority to be at least as stringent as those laid down by Community law, or
  - issued by other bodies belonging to the categories approved by the Luxembourg supervisory authority provided that investments in such instruments are subject to investor protection equivalent to that laid down in the first, the second or the third indent and provided that the issuer is a company whose capital and reserves amount to at least 10 million euro and which presents and publishes its annual accounts in

accordance with the fourth directive 78/660/EEC, is an entity which, within a group of companies which include one or several listed companies, is dedicated to the financing of the group or is an entity which is dedicated to the financing of securitisation vehicles which benefit from a banking liquidity line.

- b) The Company may invest up to 10% of the net assets of any Fund in transferable securities and money market instruments other than those referred to in (a) above;
- c) Each Fund of the Company may hold ancillary liquid assets;
- d) (i) Each Fund of the Company may invest no more than 10% of its net assets in transferable securities and money market instruments issued by the same body. Each Fund of the Company may not invest more than 20% of its net assets in deposits made with the same body. The risk exposure to a counterparty of a Fund in an OTC derivative transaction may not exceed 10% of its assets when the counterparty is a credit institution referred to in 1. a) (vii) above or 5% of its net assets in other cases.
- (ii) The total value of the transferable securities and money market instruments held in the issuing bodies in each of which any Fund invests more than 5% of its net assets must not exceed 40% of the value of its assets. This limitation does not apply to deposits and OTC derivative transactions made with financial institutions subject to prudential supervision.

Notwithstanding the individual limits laid down in paragraph 1. d) (i), a Fund may not combine:

- investments in transferable securities or money market instruments issued by a single body,
  - deposits made with a single body, and/or
  - exposures arising from OTC derivative transactions undertaken with a single body,
- in excess of 20% of its assets.

- (iii) The limit laid down under the first sentence of paragraph 1. d) (i) above shall be of 35% where the Fund has invested in transferable securities or money market instruments issued or guaranteed by a EU Member State, by its local authorities, by a non-Member State or by public international bodies of which one or more Member States are members.
- (iv) The limit laid down under the first sentence of paragraph 1. d) (i) above shall be of 25% for bonds issued by a credit institution which has its registered office in a EU Member State and is subject by law, to special public supervision designed to protect bondholders. In particular, sums deriving from the issue of these bonds must be invested in conformity with the law in assets which, during the whole period of validity of the bonds, are capable of covering claims attaching to the bonds and which, in case of bankruptcy of the issuer, would be used on a priority basis for the repayment of principal and payment of the accrued interest.

If a Fund invests more than 5% of its net assets in the bonds above and issued by one issuer, the total value of such investments may not exceed 80% of the value of the assets of the Fund.

- (v) The transferable securities and money market instruments referred to in paragraphs 1. d) (iii) and 1. d) (iv) are not included in the calculation of the limit of 40% referred to in paragraph 1. d) (ii).

The limit set out above under 1. d) (i), (ii), (iii) and (iv) may not be combined, and thus investments in transferable securities or money market instruments issued by the same body, in deposits or derivative instruments made with this body carried out in accordance with section 1. d) (i), (ii), (iii) and (iv) may not exceed a total of 35% of the assets of the Fund.

Companies which are included in the same group for the purposes of consolidated accounts, as defined in accordance with Directive 83/349/EEC or in accordance with recognised international accounting rules, are regarded as a single body for the purpose of calculating the limits contained under 1. d). A Fund may cumulatively invest up to 20% of its net assets in transferable securities and money market instruments within the same group.

- (vi) Without prejudice to the limits laid down in paragraph e), the limits laid down in this paragraph d) shall be 20% for investments in shares and/or bonds issued by the same body when the aim of a Fund's investment policy is to replicate the composition of a certain stock or bond index which is recognised by the Luxembourg supervisory authority, provided

- the composition of the index is sufficiently diversified,
- the index represents an adequate benchmark for the market to which it refers,
- it is published in an appropriate manner.

The limit laid down in the subparagraph above is raised to 35% where it proves to be justified by exceptional market conditions in particular in regulated markets where certain transferable securities or money market instruments are highly dominant provided that investment up to 35% is only permitted for a single issuer.

- (vii) **where any Fund has invested in accordance with the principle of risk spreading in transferable securities and money market instruments issued or guaranteed by any EU Member State, its local authorities, or public international bodies of which one or more EU Member States are members or by any other State of the OECD, the Company may invest 100% of the assets of any Fund in such securities provided that such Fund must hold securities from at least six different issues and securities from one issue must not account for more than 30% of that Fund's assets.**

- e) The Company or any Fund may not invest in voting shares of companies allowing it to exercise a significant influence in the management of the issuer. Further, the Company may acquire no more than (i) 10% of the non voting shares of any single issuing body, (ii) 10% of the debt securities of any single issuing body, (iii) 25% of the units of any single collective investment undertaking, (iv) 10% of the money market instruments of any single issuing body. However, the limits laid down under (ii), (iii) and (iv) may be disregarded at the time of acquisition if, at that time, the gross amount of the bonds or of the money market instruments or the net amount of the instruments in issue cannot be calculated.

The limits under this section e) shall not apply to (i) transferable securities or money market instruments issued or guaranteed by a Member State of the EU, its local authorities, or public international bodies of which one or more Member States of the EU are members or by any other State, nor to (ii) shares held by the Company in the capital of a company incorporated in a State which is not a Member State of the EU investing its assets mainly in the securities of issuing bodies having their registered offices in that State, where under the legislation of that State such a holding represents the only way in which the Company can invest in the securities of issuing bodies of that State, provided that, however, the Company, in its investment policy, complies with the limits laid down in Articles 43 and 46 and in paragraphs (1) and (2) of Article 48 of the Law relating to collective investment undertakings.

- f) (i) Unless otherwise provided in the investment policy of a specific Fund, each Fund will not invest more than 10% of its net assets in UCITS and other UCIs.
- (ii) In the case restriction f) (i) above is not applicable to a specific Fund, as provided in its investment policy, such Fund may acquire units of UCITS and/or other UCIs referred to in paragraph 1. a) (vi), provided that no more than 20% of a Fund's net assets be invested in the units of a single UCITS or other UCI.

For the purpose of the application of this investment limit, each compartment of a UCITS and/or other UCI with multiple compartments is to be considered as a separate issuer provided that the principle of segregation of the obligations of the various compartments vis-à-vis third parties is ensured.

- (iii) Investments made in units of UCIs other than UCITS may not in aggregate exceed 30% of the net assets of a Fund.
- (iv) When a Fund invests in the units of UCITS and/or other UCIs linked to the Company by common management or control, or by a substantial direct or indirect holding, no subscription or redemption fees may be charged to the Company on account of its investment in the units of such other UCITS and/or UCIs.

In respect of a Fund's investments in UCITS and other UCIs linked to the Company as described in the preceding paragraph, the total management fee (excluding any performance fee, if any) charged to such Fund and each of the UCITS or other UCIs concerned shall not exceed 2% of the value of the relevant investments. The Company will indicate in its annual report the total management fees charged both to the relevant Fund and to the UCITS and other UCIs in which such Fund has invested during the relevant period.

- (v) The Company may acquire no more than 25% of the units of the same UCITS and/or other UCI. This limit may be disregarded at the time of acquisition if at that time the gross amount of the units in issue cannot be calculated. In case of a UCITS or other UCI with multiple compartments, this restriction is applicable by reference to all units issued by the UCITS/UCI concerned, all compartments combined.
  - (vi) The underlying investments held by the UCITS or other UCIs in which the Funds invest do not have to be considered for the purpose of the investment restrictions set forth under 1. d) above.
- g) The Company may not (i) acquire for the benefit of any Fund securities which are partly paid or not paid or involving liability (contingent or otherwise) unless according to the terms of issue such securities will or may at the option of the holder become free of such liabilities within one year of such acquisition and (ii) underwrite or subunderwrite securities of other issuers for any Fund.
  - h) The Company may not purchase or otherwise acquire any investment in which the liability of the holder is unlimited.
  - i) The Company may not purchase securities or debt instruments issued by the Investment Managers or any Connected Person (as defined in the Articles) or by the Transfer Agent of the Company.
  - j) The Company may not purchase any securities on margin (except that the Company may, within the limits set forth in clause 2. e) below, obtain such short term credit as may be necessary for the clearance of purchases or sales of securities) or make uncovered sales of transferable securities, money market instruments or other financial instruments referred to above; except that the Company may make initial and maintenance margin deposits in respect of futures and forward contracts (and options thereon).

## 2. Investment in Other Assets

- a) The Company may not purchase real estate, nor acquire any options, rights or interest in respect thereof, provided that the Company may invest for the account of any Fund in securities secured by real estate or interest therein or in securities of companies investing in real estate.
- b) The Company may not make investments in precious metals or certificates representing them.
- c) The Company may not enter into transactions involving commodities or commodity contracts, except that the Company may, in order to hedge risk, enter into financial futures on such transactions within the limits laid down in clause 3. c) below.

- d) The Company may not make loans to other persons or act as a guarantor on behalf of third parties or assume, endorse or otherwise become directly or contingently liable for, or in connection with, any obligation or indebtedness or any person in respect of borrowed monies, provided that for the purpose of this restriction:
- (i) the acquisition of bonds, debentures or other corporate or sovereign debt obligations (whether wholly or partly paid) and investment in securities issued or guaranteed by a member country of the OECD or by any supranational institution, organisation or authority, short term commercial paper, certificates of deposit and bankers' acceptances of prime issuers or other traded debt instruments shall not be deemed to be the making of a loan; and
  - (ii) the purchase of foreign currency by way of a back to back loan shall not be deemed to be the making of a loan.
- e) The Company may not borrow for the account of any Fund, other than amounts which do not in aggregate exceed 10% of the net assets of the Fund, taken at market value and then only as a temporary measure. The Company may, however, acquire foreign currency by means of a back to back loan.
- f) The Company may not mortgage, pledge, hypothecate or in any manner transfer as security for indebtedness, any of the securities or other assets of any Fund, except as may be necessary in connection with the borrowings mentioned in clause e) above. The purchase or sale of securities on a when-issued or delayed-delivery basis, and collateral arrangements with respect to the writing of options or the purchase or sale of forward or futures contracts are not deemed the pledge of the assets.

### 3. Financial Derivative Instruments

As specified in clause 1. a) (viii) above, the Company may, in respect of each Fund invest in financial derivative instruments.

The Company shall ensure that the global exposure of each Fund relating to financial derivative instruments does not exceed the total net assets of that Fund. The Fund's overall risk exposure shall consequently not exceed 200% of its total net assets. In addition, this overall risk exposure may not be increased by more than 10% by means of temporary borrowings (as referred to in clause 2. e) above) so that it may not exceed 210% of any Fund's total net assets under any circumstances.

The global exposure relating to financial derivative instruments is calculated taking into account the current value of the underlying assets, the counterparty risk, foreseeable market movements and the time available to liquidate the positions.

Each Fund may invest in financial derivative instruments within the limits laid down in clause 1. a) (viii) provided that the exposure to the underlying assets does not exceed in aggregate the investment limits laid down in clause 1. d) (i) to (v). When a Fund invests in index-based financial derivative instruments, these investments do not have to be combined in respect of the limits laid down in clause 1. d). When a transferable security or money market instrument embeds a derivative, the latter must be taken into account when complying with the requirements of this restriction.

The Funds may use financial derivative instruments for investment purposes and for hedging purposes, within the limits of the Law relating to collective investment undertakings. Under no circumstances shall the use of these instruments and techniques cause a Fund to diverge from its investment policy.

Where appropriate, the Funds apply a Value-at-Risk (VaR) approach to calculate their global exposure. The VaR provides a measure of the potential loss that could arise over a given time interval under normal market conditions, and at a given confidence level.

When the investment objective of a Fund indicates a benchmark against which the performance might be compared, the method used to calculate the global exposure may consider a different benchmark than the one mentioned for performance or volatility purposes in said Fund's investment objective.

When using the financial derivative instruments described in the preceding paragraphs within this section, those Funds using the commitment approach must comply with the limits and restrictions in items a) to g) below. Certain Funds may, to the extent described in their respective investment policies, make use of derivatives for investment purposes beyond the limits set forth below.

a) Options on Securities

The Company may deal in options on securities provided the following limitations are observed:

- (i) Purchases and sales of options on securities shall be limited so that, upon exercise thereof, none of the other limit percentages would be infringed.
- (ii) Put options on securities may be sold provided adequate liquid assets are set aside by the Fund concerned until the expiry of the said put options to cover the aggregate exercise price of the securities to be acquired by the Fund pursuant thereto.
- (iii) Call options on securities will only be sold if such sale does not result in a short position; in such event the relevant Fund will maintain in its portfolio the underlying securities or other adequate instruments to cover the position until the expiry date of the relevant call options granted on behalf of such Fund, except that the Company may dispose of the said securities or instruments in declining markets under the following circumstances:
  - the markets must be sufficiently liquid to enable the Company to cover the short position of that Fund at any time; and
  - the aggregate of the exercise prices payable under such uncovered options shall not exceed 25% of the net asset value of such Fund.
- (iv) No option on securities will be purchased or sold unless it is quoted on an exchange or dealt in on a regulated market and provided, immediately after its acquisition, the aggregate of the acquisition prices (in terms of premiums paid) of such options and of all other options acquired for purposes other than hedging held by the relevant Fund does not exceed 15% of its net asset value.

b) Stock Index Options

In order to hedge against the risk of fluctuations in the value of a securities portfolio, the Company may sell call options on stock indices or acquire put options on stock indices provided:

- the commitments deriving therefrom do not exceed the value of the relevant assets to be hedged; and
- the total amount of such transactions does not exceed the level necessary to cover the risk of the fluctuation of the value of the assets concerned.

For the purpose of efficient portfolio management, the Company may acquire call options on stock indices mainly in order to facilitate changes in the allocation of a Fund's assets between markets or in anticipation of a significant market sector advance, provided the value of the underlying securities included in the relevant stock index options is covered by cash, short-term debt securities and instruments owned by such Fund or securities to be disposed of by such Fund at predetermined prices; provided however that:

- all such options must either be listed on an exchange or dealt in on a regulated market; and
- the aggregate acquisition cost (in terms of premium paid) chargeable to a Fund in respect of options on securities and of all options acquired for purposes other than hedging shall not exceed 15% of the net asset value of such Fund.

## c) Currency Hedging

The Company may, in respect of each Fund, for the purpose of hedging currency risks, have outstanding commitments in forward currency contracts, currency futures, written call options and purchased put options on currencies and currency swaps either quoted on an exchange or dealt in on a regulated market or entered into with highly rated financial institutions.

Subject to the implementation of the currency hedging techniques below, commitments in one currency may not exceed the aggregate value of securities and other assets held by the Company denominated in such currency (or other currencies that fluctuate in a substantially similar manner to such currency).

In this context, the Company may, in respect of each Fund, engage in the following currency hedging techniques:

- hedging by proxy, i.e. a technique whereby a Fund effects a hedge of the reference currency of the Fund (or benchmark or currency exposure of the assets of the Fund) against exposure in one currency by instead selling (or purchasing) another currency closely related to it, provided however that these currencies are indeed likely to fluctuate in the same manner. Guidelines followed in determining that one currency moves in a substantially similar manner to another currency include the following: i) the correlation of one currency to another currency is proven over a significant period of time to be over 85%; ii) the two currencies are, by explicit government policy, scheduled to participate in European Monetary Union on a set future date (which would include using the Euro itself as a proxy for hedging bond positions denominated in other currencies scheduled to become part of the Euro on a set future date); and iii) the currency used as the hedging vehicle against the other currency is part of a currency basket against which the central bank for that other currency explicitly manages its currency within a band or corridor that is either stable or sloping at a predetermined rate.
- cross-hedging, i.e. a technique whereby a Fund sells a currency to which it is exposed and purchases more of another currency to which the Fund may also be exposed, the level of the base currency being left unchanged, provided however that all such currencies are currencies of the countries which are at that time within the Fund's benchmark or investment policy and the technique is used as an efficient method to gain the desired currency and asset exposures.
- anticipatory hedging, i.e. a technique whereby the decision to take a position on a given currency and the decision to have some securities held in a Fund's portfolio denominated in that currency are separate, provided however that the currency which is bought in anticipation of a later purchase of underlying portfolio securities is a currency associated with those countries which are within the Fund's benchmark or investment policy.

## d) Interest Rate Transactions

In order to hedge against interest rate fluctuations, the Company may sell interest rate futures or write call options or purchase put options on interest rates or enter into interest rate swaps provided:

- (i) The commitments deriving therefrom do not exceed the value of the relevant assets to be hedged; and
- (ii) The total amount of such transactions does not exceed the level necessary to cover the risk of the fluctuation of the value of the assets concerned.

Such contracts or options must be denominated in the currencies in which the assets of such Fund are denominated, or in currencies which are likely to fluctuate in a similar manner and must be either listed on an exchange or dealt in on a regulated market.

For the purpose of efficient portfolio management, the Company may also enter into interest rate futures purchase contracts or acquire call and put options on interest rate futures, mainly in order to facilitate changes in the allocation of the assets of a Portfolio between shorter or longer term markets, in anticipation of a significant market sector advance, or to give a longer term exposure

to short term investments, provided always that sufficient cash, short dated debt securities or instruments or securities to be disposed of at a predetermined value exist to match the underlying exposure of both such futures positions and the value of the underlying securities included in call options on interest rate futures acquired for the same purpose and for the same Fund;

provided however that:

- (i) All such futures and options on interest rate futures must be either listed on an exchange or dealt in on a regulated market, whereas interest rate swap transactions may be entered into privately by agreement with a highly rated financial institution specialised in this type of transaction; and
- (ii) The aggregate acquisition cost (in terms of premium paid) chargeable to a Fund in respect of options on securities and of all options acquired for purposes other than hedging, shall not exceed 15% of the net asset value of such Fund.

e) Dealing in Financial and Index Futures

In order to hedge against the risk of fluctuations in the value of the portfolio securities of a Fund, the Company may have outstanding commitments in respect of financial and index futures sales contracts not exceeding the value of the corresponding assets to be hedged.

For the purpose of efficient portfolio management, the Company may also enter into financial and index futures purchase contracts, mainly in order to facilitate changes in the allocation of a Fund's assets between markets or in anticipation of a significant market sector advance provided that:

- (i) Sufficient cash, short term debt securities or instruments owned by the Fund concerned or securities to be disposed of by such Fund at a predetermined value exist to match the underlying exposure of both such futures positions and the value of the underlying securities included in call stock index options acquired for the same purpose; and
- (ii) All such index futures must be listed on an exchange or dealt in on a regulated market.

f) Transactions made for a Purpose other than Hedging

The Company may, for a purpose other than hedging, purchase and sell futures contracts, options on any kind of financial instruments and equity swaps provided that:

- (i) The aggregate commitments in connection with the purchase and sale of futures contracts, options on any kind of financial instruments and equity swaps together with the amount of the commitments relating to the writing of call and put options on transferable securities do not exceed at any time the value of the net assets of the relevant Fund; and
- (ii) The total premiums paid for the acquisition of outstanding call and put options on transferable securities may not together with the total of the premiums paid for the purchase of call and put options outstanding made for a purpose other than hedging exceed 15% of the net assets of the relevant Fund.
- (iii) The Company will only enter into equity swap transactions with highly rated financial institutions specialised in this type of transactions.

For the purpose of efficient portfolio management, the Company may also enter into forward contracts including currency forwards, cross currency forwards (which may result in net short currency exposures) or financial and index futures purchase contracts, provided that the Company has sufficient cash, short-term debt securities and instruments (other than liquid assets held by the Company against put options it has written under paragraph (a) above) and securities to be disposed of to meet payments required by such contracts.

## g) Transactions in OTC Options

By derogation to the restrictions set out in paragraphs 3. a), b), c) and d) above, but always within the other limits set forth therein, the Company may purchase or sell over-the-counter (“OTC”) options if such transactions are more advantageous to a Fund or if quoted options having the required features are not available, provided such transactions are made with highly rated counterparties specialising in these types of transactions.

The global exposure arising for any Fund from the above transactions may not, at any time, exceed this Fund’s net assets.

Notwithstanding the above, if and for so long as the Company is authorised by the Securities and Futures Bureau in Taiwan and in respect of any Fund registered with it, the aggregate commitments arising from the transactions described in this section 3, and other derivative instruments may not (except with the approval of the Securities and Futures Bureau), at any time, exceed 40% of the relevant Fund’s net assets and 100% for hedging purpose.

#### 4. Use of Techniques and Instruments Relating to Transferable Securities and Money Market Instruments

To the maximum extent allowed by, and within the limits set forth in, the Law relating to collective investment undertakings as well as any present or future related Luxembourg laws or implementing regulations, circulars and the Luxembourg supervisory authority’s positions (the “Regulations”), in particular the provisions of (i) article 11 of the Grand-Ducal regulation of February 8, 2008 relating to certain definitions of the Law relating to collective investment undertakings and of (ii) CSSF Circular 08/356 relating to the rules applicable to undertakings for collective investments when they use certain techniques and instruments relating to transferable securities and money market instruments, each Fund may for the purpose of generating additional capital or income or for reducing costs or risks (A) enter, either as purchaser or seller, into optional as well as non optional repurchase transactions and (B) engage in securities lending transactions.

As the case may be, cash collateral received by each Fund in relation to any of these transactions may be reinvested in a manner consistent with the investment objectives of such Fund in (a) shares or units issued by money market undertakings for collective investment calculating a daily net asset value and being assigned a rating of AAA or its equivalent, (b) short-term bank deposits, (c) money market instruments as defined in the above referred Grand-Ducal regulation, (d) short-term bonds issued or guaranteed by an EU member state, Switzerland, Canada, Japan or the United States or by their local authorities or by supranational institutions and undertakings with EU, regional or world-wide scope, (e) bonds issued or guaranteed by first class issuers offering an adequate liquidity, and (f) reverse repurchase agreement transactions according to the provisions described under section I.C.a) of the above referred CSSF Circular. Such reinvestment will be taken into account for the calculation of each concerned Fund’s global exposure, in particular if it creates a leverage effect.

#### 5. Additional Local Restrictions

- a) If and for so long as a Fund of the Company is authorised by the Financial Services Board in South Africa, the following shall apply:
- (i) the Fund may borrow up to 10% of its net asset value, but only on a temporary basis for the purpose of meeting sale requests, subject always to the borrowing limit in clause 2. e) above;
  - (ii) for Funds investing in equity or equity-related securities, 90% of such equity or equity-related securities of such Fund shall only be invested in stock exchanges having obtained full membership of the World Federation of Exchanges or stock exchanges to which the manager has applied (and which have satisfied the requirements of), amongst other things, the due diligence guidelines as determined by the registrar;
  - (iii) for Funds investing in debt instruments or other eligible instruments, 90% of such instruments held by such Fund must have a credit rating of “investment grade” by Standard & Poors, Moody’s or Fitch Ratings Limited; however, in respect of the following Funds, no investment into non-investment grade debt securities will be made:

- Franklin Biotechnology Discovery Fund;
  - Franklin U.S. Government Fund;
  - Franklin U.S. Opportunities Fund;
  - Franklin U.S. Ultra Short Bond Fund;
  - Franklin Technology Fund;
  - Templeton Emerging Markets Fund;
  - Templeton Euroland Fund;
  - Templeton European Fund;
  - Templeton Global Fund; and
  - Templeton Global Smaller Companies Fund.
- (iv) the Fund may hold units of other UCITS or UCIs, provided that such UCITS or UCIs have a risk profile which is not significantly riskier than the risk profile of other underlying securities which may be held by the Fund;
- (v) Derivative instruments will be used within the limits stated above. No gearing, leveraging and/or margining shall be permitted. However, investment in OTC derivative instruments will only be permitted for forward currencies, interest rate or exchange rate swaps. No uncovered positions shall be permitted;
- (vi) the Fund shall not invest in a fund of funds or a feeder fund;
- (vii) Insofar the 10% limit set forth in paragraph 1. f) (i) is not applicable to a specific Fund, no more than 20% of such Fund's net assets may be invested in the units of a single UCITS or other UCI referred to in paragraph 1. a) (vi)
- (viii) no scrip borrowing shall be permitted.
- b) If and for so long as the Company is authorised by the Swiss Federal Banking Commission and in respect of Funds registered in Switzerland that invest in other UCITS or UCIs ("Target Funds") which are managed directly or indirectly by the same Investment Manager or by another company to which it is linked by joint management, control or by a direct or indirect participation exceeding 10% of the capital or voting rights or by other Interested Parties:
- (i) no additional purchase, sale or switching fee will be charged to the Funds, and
  - (ii) in respect of the investment management fees,
    - (α) no investment management fee will be charged at the level of such Target Fund, or
    - (β) the investment management fee charged at the level of the Fund shall be reduced by the percentage of the net assets invested in the Target Fund; or
    - (γ) the investment management fee shall be charged at the level of the Fund to the extent such investment management fee shall exceed the effective investment management fee of the Target Fund. The investment management fee will be levied at the rate that is no higher than the maximum fee specified for each Fund in this Prospectus.
- c) If and for so long as a Fund of the Company is authorised by the Capital Market Board in Turkey, the following shall apply:
- (i) At least 80% of the Fund's portfolio should be invested in assets other than the capital market instruments issued by the issuers resident in Turkey and in Turkish public debt instruments; and
  - (ii) The Fund's should not have more than 9% of the voting rights or of capital in any corporation.

## **Risk Management**

The Company will employ a risk-management process which enables it with the Investment Managers to monitor and measure at any time the risk of the positions and their contribution to the overall risk profile of each portfolio. The Company or the Investment Managers will employ a process for accurate and independent assessment of the value of OTC derivative instruments.

Upon request of an investor, the Company will provide supplementary information relating to the quantitative limits that apply in the risk management of each Fund, to the methods chosen to this end and to the recent evolution of the risks and yields of the main categories of instruments.

## Appendix C

### Additional Information

1. The Company is an investment company with limited liability organised as a *société anonyme* under the laws of the Grand Duchy of Luxembourg and is qualified as a *société d'investissement à capital variable*. The Company was incorporated in Luxembourg on November 6, 1990, for an undetermined period. The Articles were published in the Mémorial on January 2, 1991. Amendments to the Articles were published in the Mémorial on October 25, 1994; November 4, 1996; May 22, 2000; June 16, 2004 and March 25, 2005. The Company is registered with the *Registre de Commerce et des Sociétés de et à Luxembourg*, under number B 35 177. Copies of the Articles as amended are available for inspection at the *Registre de Commerce et des Sociétés de et à Luxembourg* and the registered office of the Company.
2. The minimum capital of the Company is 1,250,000 Euro or the equivalent in US dollars.
3. The Company may be dissolved upon decision of an extraordinary general meeting of its Shareholders. If the capital of the Company falls below two thirds of the minimum capital, the Board of Directors must submit the question of the dissolution of the Company to a general meeting for which no quorum shall be prescribed and which shall be decided by a simple majority of the holders of Shares represented at the meeting. If the capital of the Company falls below one fourth of the minimum capital, the Board of Directors must submit the question of the dissolution of the Company to a general meeting for which no quorum shall be prescribed; dissolution may be resolved by Shareholders holding one-fourth of the Shares at the meeting. If the Company should be liquidated, its liquidation will be carried out in accordance with the provisions of the laws of the Grand Duchy of Luxembourg which specify the steps to be taken to enable Shareholders to participate in the liquidation distribution(s) and in that connection provides for deposit in escrow at the Caisse de Consignation of any such amounts which have not been promptly claimed by any Shareholders. Amounts not claimed from escrow within the prescribed period would be liable to be forfeited in accordance with the provisions of the laws of the Grand Duchy of Luxembourg.
4. The Board of Directors may decide to liquidate a Fund if the net assets of such Fund fall below USD 20 million or if a change in the economic or political situation relating to the Fund concerned would justify such liquidation. The decision of the liquidation will be published by the Company prior to the effective date of the liquidation and the publication will indicate the reasons for, and the procedures of, the liquidation operations. Unless the Board of Directors otherwise decides in the interests of, or to keep equal treatment between, the Shareholders, the Shareholders of the Fund concerned may continue to request sale or switch of their Shares. Assets which could not be distributed to their beneficiaries upon the close of the liquidation period of the Fund will be deposited with the Custodian for a period of six (6) months after the closure of liquidation. After such time, the assets will be deposited with the Caisse de Consignation on behalf of their beneficiaries.

Under the same circumstances as described in the preceding paragraph, the Board of Directors may decide to close down one Fund by contributions into another Fund. In addition, such merger may be decided by the Board of Directors if required by the interests of the Shareholders of the relevant Funds. Such decision will be published in the same manner as described in the preceding paragraph and, in addition, the publication will contain information in relation to the other Fund. Such publication will be made within one (1) month before the date on which the merger becomes effective in order to enable Shareholders to request sale or switch of their Shares, free of charge, before the operation involving contributions into another Fund becomes effective.

Under the same circumstances as provided above, the Board of Directors may also decide to close down one Fund by contributions into another undertaking for collective investment governed by Part I of the Law relating to collective investment undertakings. In addition, such merger may be decided by the Board of Directors if required by the interests of the Shareholders of the relevant Fund. Such decision will be published in the same manner as described above and, in addition, the publication will contain information in relation to the other undertaking for collective investment. Such publication will be made

within one (1) month before the date on which the merger becomes effective in order to enable Shareholders to request sale or switch of their Shares, free of charge, before the operation involving contributions into another undertaking for collective investment becomes effective.

If the circumstances so require, the provisions described above apply mutatis mutandis to closure of a Share Class and to contributions of a Share Class existing within a Fund into another Fund or into another undertaking for collective investment governed by Part I of the Law relating to collective investment undertakings.

The Board of Directors may also decide upon the reorganisation of any Fund by means of a division into two or more separate Funds, if required by the interests of the Shareholders of the Fund concerned or if a change in the economic or political situation relating to the Fund concerned would justify such reorganisation. Such decision will be published in the same manner as described above and, in addition, the publication will contain information in relation to the two or more separate Funds resulting from the reorganisation. Such publication will be made within one (1) month before the date on which the reorganisation becomes effective in order to enable Shareholders to request sale or switch of their Shares, free of charge, before the reorganisation becomes effective.

5. As a matter of policy, the Company aims to exercise the voting rights that may be associated with its various investments in transferable securities.

## Appendix D

### Determination of the Net Asset Value of Shares

#### Calculation of the Net Asset Value

The Net Asset Value per Share (“NAV”) of each Share Class of each Fund shall be expressed in the currency of the relevant Fund or of the relevant Class as a per Share figure, and shall be determined in respect of any Valuation Day by dividing the net assets of the Company corresponding to each Share Class of each Fund, being the value of the assets of the Company corresponding to such Fund less liabilities attributable to such Fund, by the number of Shares then outstanding and shall be rounded up or down to two decimal places as the Board of Directors may decide.

#### Valuation

The assets of the Company shall be deemed to include:

- (a) all cash on hand or on deposit, including any interest accrued thereon;
- (b) all bills and demand notes and accounts receivable (including proceeds of securities sold but not delivered);
- (c) all bonds, time notes, shares, stock, debenture stocks, subscription rights, warrants, options and other investments and securities owned or contracted for by the Company;
- (d) all stock, stock dividends, cash dividends and cash distributions receivable by the Company (provided that the Company may make adjustments with regard to fluctuations in the market value of securities caused by trading ex dividends, ex rights, or by similar practices);
- (e) all interest accrued on any interest bearing securities owned by the Company, except to the extent that the same is included or reflected in the principal amount of such security;
- (f) the formation expenses of the Company in so far as the same have not been written off; and
- (g) all other assets of every kind and nature, including prepaid expenses.

Total liabilities include:

- (a) all loans, bills and accounts payable;
- (b) all accrued or payable administrative expenses (including investment advisory fees, custodian fees, and corporate agents’ fees);
- (c) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Company where the Valuation Day falls on the record date for determination of the person entitled thereto or is subsequent thereto;
- (d) an appropriate provision for future taxes based on capital and income to the Valuation Day, as determined from time to time by the Company, and other provisions, if any, authorised and approved by the Board of Directors covering among other liabilities liquidation expenses; and,
- (e) all other liabilities of the Company of whatsoever kind and nature except liabilities represented by Shares in the Company. In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company comprising formation expenses, fees payable to the Investment Managers, the Custodian, the Registrar and Transfer, Corporate, Domiciliary and Administrative Agent, the Principal Paying Agent and local Paying Agents and permanent representatives in places of registration, any other agent employed by the Company, fees for legal and auditing services, insurance premiums, printing, reporting and publishing expenses, including the cost of preparing and printing of the prospectuses, explanatory memoranda or registration statements, taxes or governmental charges, all other operating expenses, including the cost of buying and selling assets, interest, bank charges and

brokerage, postage, telephone and facsimile. The Company may calculate administrative and other expenses of a regular or recurring nature on an estimated figure for yearly or other periods in advance, and may accrue the same in equal proportions over any such period.

Foreign exchange hedging may be utilised for the benefit of Hedged Share Classes. As such, cost and related liabilities and/or benefits of such hedging activities shall be for the account of that class only. Accordingly, such costs and related liabilities and/or benefits will be reflected in the net asset value per Share for shares of any such Hedged Share Class. The currency exposures of the assets of the relevant Fund will not be allocated to separate classes. Foreign exchange hedging shall not be used for speculative purposes. The periodic reports of the Company will indicate how hedging transactions have been utilised.

In determining the NAV, the Company values cash and receivables at their realisable amounts and records interests as accrued and dividends on the ex-dividend date. The Company generally utilises two independent pricing services to assist in determining a current market value for each security. If market quotations are readily available for portfolio securities quoted or dealt in on a stock exchange, the Company will value those securities at their latest available price on said stock exchange (last quoted sale price or official closing price of the day, respectively), or if there is no reported sale, within the range of the most recent bid and ask prices. Securities dealt in on an organised market will be valued in a manner as near as possible to that for quoted securities.

The Company values over-the-counter portfolio securities acquired by a specific fund in accordance with the investment restrictions set forth in Appendix B above, within the range of the most recent bid and ask prices. If portfolio securities trade both in the over-the-counter market and on a stock exchange, the Fund values them according to the broadest and most representative market as determined by the Board of Directors.

Generally, trading in corporate bonds, government securities or money market instruments is substantially completed each day at various times before the close of the New York Stock Exchange. The value of these securities used in computing the NAV is determined as of such times. Occasionally, events affecting the values of these securities may occur between the times at which they are determined and the close of the New York Stock Exchange that will not be reflected in the computation of the NAV. The Company relies on third party pricing vendors to monitor for events materially affecting the value of these securities during this period. If an event occurs the third party vendors will provide revised values to the Company.

The value of securities not quoted or dealt in on a stock exchange or an organised market and of securities which are so quoted or dealt in, but in respect of which no price quotation is available or the price quoted is not representative of the securities' fair market value shall be determined by or under the direction of the Board of Directors. Short-dated debt transferable securities and money market instruments not traded on a regulated exchange are usually valued on an amortised cost basis.

Since the Company may, in accordance with the investment restrictions set forth in Appendix B above, invest in securities that are restricted, unlisted, traded infrequently, thinly traded, or relatively illiquid, there is the possibility of a differential between the last available market prices for one or more of those securities and the latest indications of market values for those securities. The Company has procedures to determine the fair value of individual securities and other assets for which market prices are not readily available (such as certain restricted or unlisted securities and private placements) or which may not be reliably priced (such as in the case of trade suspensions or halts, price movement limits set by certain foreign markets, and thinly traded or illiquid securities). Some methods for valuing these securities may include: fundamental analysis (earnings multiple, etc.), matrix pricing, discounts from market prices of similar securities, or discounts applied due to the nature and duration of restrictions on the disposition of the securities.

The application of fair value pricing procedures represents a good faith determination based upon specifically applied procedures. There can be no assurance that the Company could obtain the fair value assigned to a security if it were able to sell the security at approximately the time at which the Company determines its NAV per share.

Trading in securities on foreign securities stock exchanges and over-the-counter markets, such as those in Europe and Asia, may be normally completed well before the New York Stock Exchange closing time on each day that the New York Stock Exchange is open. Trading in European or Far Eastern securities

generally, or in a particular country or countries, may not take place on every Valuation Day. Furthermore, trading may take place in various foreign markets on days that are not Valuation Days and on which the Fund's net asset value is not calculated. Thus, the calculation of the Shares' net asset value does not take place contemporaneously with the determination of the prices of many of the portfolio securities used in the calculation and, if events materially affecting the values of these foreign securities occur, the securities will be valued at fair value as determined and approved in good faith by or under the direction of the Board of Directors.

### **Suspension of Calculation of Net Asset Value**

1. The Company may suspend the determination of the net asset value of the Shares of any particular Fund and the purchase and sale of the Shares and the switch of Shares from and to such Fund during:
  - (a) any period when any of the principal stock exchanges or markets of which any substantial portion of the investments of the Company attributable to such Share Class from time to time are quoted is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended;
  - (b) the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation of assets owned by the Company attributable to such Share Class would be impracticable;
  - (c) any breakdown in the means of communication normally employed in determining the price or value of any of the investments of any particular Share Class or the current price or values on any stock exchange or market; or
  - (d) any period when the Company is unable to repatriate funds for the purpose of making payments due on sale of such Shares or any period when the transfer of funds involved in the realisation or acquisition of investments or payments due on sale of such Shares cannot, in the opinion of the Board of Directors, be effected at normal rates of exchange;
  - (e) any period when the net asset value of Shares of any Class of the Company may not be determined accurately.
2. Any such suspension shall be publicised by the Company and shall be notified to Shareholders requesting sale or switching of their Shares by the Company at the time of the filing of the irrevocable written request for such sale or switch.

### **Allocation of Assets and Liabilities**

The Board of Directors shall establish a pool of assets for the Shares of each Fund in the following manner:

1. (a) the proceeds from the issue of Shares of each Class of each Fund shall be applied in the books of the Company to the pool of assets established for that Fund, and the assets and liabilities and income and expenditure attributable thereto shall be applied to such pool;
- (b) where any asset is derived from another asset, such derivative asset shall be applied in the books of the Company to the same pool as the assets from which it was derived and in each revaluation of an asset, the increase or diminution in value shall be applied to the relevant pool;
- (c) where the Company incurs a liability which relates to any asset of a particular pool or to any action taken in connection with an asset of a particular pool, such liability shall be allocated to the relevant pool;
- (d) in the case where any asset or liability of the Company cannot be considered as being attributable to a particular pool, such asset or liability shall be equally divided between all the pools or, as in so far as justified by the amounts, shall be allocated to the pools pro rata to the net asset value of the relevant pool;

- (e) upon the record date for determination of the person entitled to any dividend on the Shares of each Class of any Fund, the net asset value of the Shares of such Fund shall be reduced by the amount of such dividend declared.
2. If there have been created within any Fund two or several Share Classes, the allocation rules set out above apply, *mutatis mutandis*, to such Classes.
  3. For the purpose of the calculation of the net asset value, the valuation and the allocation as aforesaid, Shares of the Company to be redeemed shall be treated as existing and taken into account until immediately after the close of business on the Valuation Day, and from time to time, until paid the price therefore, shall be deemed to be a liability of the Company; all investments, cash balances and other assets of the Company expressed in currencies other than the currency of the relevant Fund shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the net asset value of Shares; and effect shall be given on any Valuation Day to any purchases or sales of securities contracted for by the Company on such Valuation Day, to the extent practicable.

## Appendix E

### Investor's Profile

Fund	This Fund is Suitable for Investors	Planning to Hold Their Investment for
<b>Franklin Asian Flex Cap Fund</b>	– seeking capital appreciation by investing in equity securities of companies located in Asia	the medium to long term
<b>Franklin Biotechnology Discovery Fund</b>	– seeking capital appreciation by investing in equity securities – seeking a growth investment in the biotechnology sector in the US and around the world	the medium to long term
<b>Franklin Euroland Core Fund</b>	– seeking capital appreciation by investing primarily in equity securities of companies located in member countries of the European Monetary Union	the medium to long term
<b>Franklin European Growth Fund</b>	– seeking capital appreciation by investing in equity securities – seeking a growth investment concentrated in companies of any European country	the medium to long term
<b>Franklin European Small-Mid Cap Growth Fund</b>	– seeking capital appreciation by investing in equity securities – seeking a growth investment concentrated in small or mid-cap companies of any European country	the medium to long term
<b>Franklin Global Growth Fund</b>	– seeking capital appreciation by investing in equity securities – seeking a growth investment in companies around the world	the medium to long term
<b>Franklin Global Real Estate Fund</b>	– seeking interest income and capital appreciation. – seeking to invest in companies across a wide range of real estate sectors and countries	the medium to long term
<b>Franklin Global Small-Mid Cap Growth Fund</b>	– seeking capital appreciation by investing in equity securities – seeking a growth investment in small or mid-cap companies around the world	the medium to long term
<b>Franklin Gold and Precious Metals Fund</b>	– seeking capital appreciation by investing primarily in securities of gold and precious metals operation companies located anywhere in the world	the medium to long term
<b>Franklin High Yield Fund</b>	– seeking to earn a high level of income, and to a lesser extent, some capital appreciation – seeking investment primarily in high-yielding fixed income securities of US and non-US issuers	the medium to long term
<b>Franklin Income Fund</b>	– seeking a high level of income and prospects of some capital appreciation – seeking to access a portfolio of both equity and fixed income securities via a single Fund	the medium to long term
<b>Franklin India Fund</b>	– seeking capital appreciation by investing in equity securities of companies located in India	the medium to long term
<b>Franklin MENA Fund</b>	– seeking capital appreciation by investing in securities of companies in the Middle East and North African region	the medium to long term
<b>Franklin Natural Resources Fund</b>	– seeking high total return in USD by investing in equity and debt securities in the natural resources sector	the medium to long term
<b>Franklin Real Return Fund</b>	– seeking total return that exceeds the rate of inflation over an economic cycle	the medium to long term
<b>Franklin Strategic Income Fund</b>	– seeking a high level of current income and prospects for capital appreciation in USD by investing in debt securities and financial derivative instruments worldwide	the medium to long term
<b>Franklin Technology Fund</b>	– seeking capital appreciation by investing in equity securities – seeking a growth investment in the technology sector in the US and around the world	the medium to long term
<b>Franklin U.S. Dollar Liquid Reserve Fund</b>	– seeking safety of principal and current income – seeking investments in high-quality securities, primarily US dollar denominated or hedged back to the US dollar	the short term

Fund	This Fund is Suitable for Investors	Planning to Hold Their Investment for
<b>Franklin U.S. Equity Fund</b>	– seeking capital appreciation through a blend style investment in a well-diversified US equity fund	the medium to long term
<b>Franklin U.S. Focus Fund</b>	– seeking capital appreciation by investing in a diversified portfolio of US equity securities of large capitalisation companies	the medium to long term
<b>Franklin U.S. Government Fund</b>	– seeking a degree of safety of initial investments as well as income – seeking investment primarily in debt securities of the US government and its agencies	the medium to long term
<b>Franklin U.S. Opportunities Fund</b>	– seeking capital appreciation by investing in equity securities – seeking a growth investment in sectors showing above average growth or growth potential as compared with the overall economy – seeking an investment concentrated in equities of US issuers	the medium to long term
<b>Franklin U.S. Ultra Short Bond Fund</b>	– seeking a high level of income consistent with capital preservation – seeking to invest in fixed income securities from US issuers with a duration of less than 3 years	the medium to long term
<b>Franklin U.S. Small-Mid Cap Growth Fund</b>	– seeking capital appreciation by investing in US small-mid cap growth companies	the medium to long term
<b>Franklin U.S. Total Return Fund</b>	– seeking a high level of income and capital preservation, and to a lesser extent, capital growth – seeking to invest in fixed income securities of the US government or corporate issuers	the medium to long term
<b>Franklin World Perspectives Fund</b>	– seeking capital appreciation by investing in securities across sectors or market capitalisation ranges capable of outperforming the markets through economic cycles in all investible markets globally	the medium to long term
<b>Franklin Mutual Beacon Fund</b>	– seeking capital appreciation and to a lesser extent income by investing in undervalued companies based primarily in the US	the medium to long term
<b>Franklin Mutual Euroland Fund</b>	– seeking capital appreciation, which may occasionally be short term and to a lesser extent income by investing in undervalued companies located in member countries of the European Monetary Union	the medium to long term
<b>Franklin Mutual European Fund</b>	– seeking capital appreciation, which may occasionally be short term and to a lesser extent, income – seeking investment in undervalued companies of any European country	the medium to long term
<b>Franklin Mutual Global Discovery Fund</b>	– seeking capital appreciation by investing in undervalued companies worldwide	the medium to long term
<b>Franklin Templeton Global Equity Strategies Fund</b>	– seeking capital appreciation by investing in equity securities worldwide and benefiting from 3 investment strategies	the medium to long term
<b>Franklin Templeton Global Fundamental Strategies Fund</b>	– seeking capital appreciation and current income by investing in a diversified portfolio of equity and debt securities worldwide and benefiting from 3 investment strategies	the medium to long term
<b>Franklin Templeton Global Growth and Value Fund</b>	– seeking capital appreciation by investing in a portfolio combining both growth and value equities from around the world	the medium to long term
<b>Franklin Templeton Japan Fund</b>	– seeking capital appreciation by investing in a growth-style investment concentrated in Japanese equity securities	the medium to long term

Fund	This Fund is Suitable for Investors	Planning to Hold Their Investment for
<b>Templeton Asian Bond Fund</b>	– seeking total investment return consisting of interest income, capital appreciation and currency gains by investing primarily in debt securities of issuers located throughout Asia	the medium to long term
<b>Templeton Asian Growth Fund</b>	– seeking capital appreciation by investing in securities of companies in Asia, including Emerging Markets	the medium to long term
<b>Templeton Asian Smaller Companies Fund</b>	– seeking capital appreciation by investing primarily in equity securities of small cap companies located in the Asia region	the medium to long term
<b>Templeton BRIC Fund</b>	– seeking capital appreciation by investing in securities of companies in Brazil, Russia, India and China, including Hong Kong and Taiwan	the medium to long term
<b>Templeton China Fund</b>	– seeking capital appreciation by investing in equity securities of China	the medium to long term
<b>Templeton Eastern Europe Fund</b>	– seeking capital appreciation by investing in the Eastern European region, including Emerging Markets	the medium to long term
<b>Templeton Emerging Markets Fund</b>	– seeking capital appreciation by investing in Emerging Markets	the medium to long term
<b>Templeton Emerging Markets Balanced Fund</b>	– seeking a combination of capital appreciation, income and currency gains by investing in Emerging Markets	the medium to long term
<b>Templeton Emerging Markets Bond Fund</b>	– seeking potentially above-average levels of income and capital appreciation by investing in Emerging Markets fixed income securities	the medium to long term
<b>Templeton Emerging Markets Smaller Companies Fund</b>	– seeking capital appreciation by investing in Emerging Markets small cap securities	the medium to long term
<b>Templeton Euro Money Market Fund</b>	– seeking current income and high degree of capital protection by investing in a portfolio of high quality Euro denominated debt and debt related securities, money market securities and cash denominated in EUR	the short term
<b>Templeton Euro Government Bond Fund</b>	– seeking to maximise total investment return consisting of interest income – seeking in current income from debt securities of any issuer from member countries of the European Monetary Union	the medium to long term
<b>Templeton Euro High Yield Fund</b>	– seeking to earn a high level of income, and to a lesser extent, some capital appreciation in a Fund with the Euro as its base currency – seeking investment primarily in Euro-denominated high-yielding fixed income securities	the medium to long term
<b>Templeton Euro Liquid Reserve Fund</b>	– seeking current income and safety of principal by investing in high-quality fixed income securities, primarily Euro-denominated or hedged back to the Euro	the short term
<b>Templeton Euroland Fund</b>	– seeking capital appreciation by investing in undervalued equity securities issued by the member countries of the European Monetary Union	the medium to long term
<b>Templeton European Fund</b>	– seeking capital appreciation by investing in undervalued securities of any European country	the medium to long term
<b>Templeton European Corporate Bond Fund</b>	– seeking to maximise total investment return through a combination of interest income and capital appreciation	the medium to long term
<b>Templeton European Total Return Fund</b>	– seeking a high level of income and capital preservation, and to a lesser extent, capital growth – seeking to invest in fixed income securities and derivative instruments from European governments or corporate issuers	the medium to long term
<b>Templeton Frontier Markets Fund</b>	– seeking capital appreciation by investing primarily in equity securities of companies located in countries defined as Frontier Markets	the medium to long term

Fund	This Fund is Suitable for Investors	Planning to Hold Their Investment for
<b>Templeton Global Fund</b>	– seeking capital appreciation by investing in undervalued securities in a well-diversified global equity fund	the medium to long term
<b>Templeton Global (Euro) Fund</b>	– seeking capital appreciation by investing in undervalued securities in a well-diversified global equity fund with the Euro as its base currency	the medium to long term
<b>Templeton Global Aggregate Bond Fund</b>	– seeking interest income and capital appreciation by investing in a diversified global fixed income product	the medium to long term
<b>Templeton Global Balanced Fund</b>	– seeking a combination of capital appreciation and a level of income – seeking to access a portfolio of both equity and fixed income securities via a single fund	the medium to long term
<b>Templeton Global Bond Fund</b>	– seeking to maximise total investment return consisting of a combination of interest income, capital appreciation and currency gains	the medium to long term
<b>Templeton Global Bond (Euro) Fund</b>	– seeking to maximise total investment return consisting of a combination of interest income, capital appreciation and currency gains	the medium to long term
<b>Templeton Global Equity Income Fund</b>	– seeking capital appreciation and current income from their equity investments	the medium to long term
<b>Templeton Global High Yield Fund</b>	– seeking a high level of income and prospects of capital appreciation – seeking to access a portfolio of high yield debt securities from issuers worldwide	the medium to long term
<b>Templeton Global Income Fund</b>	– seeking a combination of current income and capital appreciation from a portfolio of both equity and fixed income securities via a single fund	the medium to long term
<b>Templeton Global Smaller Companies Fund</b>	– seeking long-term capital appreciation by investing in undervalued equity securities of small-cap companies from around the world	the medium to long term
<b>Templeton Global Total Return Fund</b>	– seeking to maximise total investment return consisting of a combination of interest income, capital appreciation and currency gains	the medium to long term
<b>Templeton Growth (Euro) Fund</b>	– seeking capital appreciation by investing in undervalued securities in a well-diversified global equity fund with the Euro as its base currency	the medium to long term
<b>Templeton Korea Fund</b>	– seeking capital appreciation by investing in equity securities of Korea	the medium to long term
<b>Templeton Latin America Fund</b>	– seeking capital appreciation by investing in equity securities in Latin America, including Emerging Markets	the medium to long term
<b>Templeton Thailand Fund</b>	– seeking capital appreciation by investing in equity securities of Thailand	the medium to long term
<b>Templeton U.S. Value Fund</b>	– seeking capital appreciation by investing in undervalued equity securities of issuers concentrated in the US	the medium to long term

# Appendix F

## Franklin Templeton Investment Funds Charges, Fees and Expenses

### 1. Initial Charge and CDSC

#### Initial Charge

Share Class Overview	Class A	Class AX	Class B	Class N	Class C	Class I	Class X	Class Z
Investor Category	Retail Institutional	Retail Institutional	Retail Institutional	Retail Institutional	Retail Institutional	Institutional	Institutional	Retail Institutional
Initial Charge	Up to 6.5%	Up to 6.5%	See CDSC table below	Up to 3%	See CDSC table below	No	No	No

#### CDSC

The amount of the CDSC is calculated by multiplying the percentages indicated in the following chart by the Net Asset Value of the Shares being sold or their Net Asset Value when purchased whichever is less.

CDSC for Class A and Class AX Shares on qualified investments of USD 1 million or more		CDSC for Class B Shares		CDSC for Class C Shares	
Period since purchase	Percentage	Period since purchase	Percentage	Period since purchase	Percentage
Less than 18 months	Up to 1%	Less than one year	4%	Less than 12 months	1%
		Equal or more than 1 year but less than 2	3%		
Equal or more than 18 months	0%	Equal or more than 2 years but less than 3	2%	Equal or more than 12 months	0%
		Equal or more than 3 years but less than 4	1%		
		Equal or more than 4 years	0%		

### 2. Investment Management Fees (Per Annum)

As **Class X Shares** are, inter alia, designed to accommodate an alternative charging structure whereby the Investor is a client of Franklin Templeton Investments and is charged management fees directly by Franklin Templeton Investments, no management fees will be payable in respect of Class X Shares out of the net assets of the relevant Fund.

The following management fees apply in respect of the Shares as indicated below:

Name of the Funds	Classes	
	A, AX, B, C, N, Z	Class I
Franklin Asian Flex Cap Fund	1.00%	0.70%
Franklin Biotechnology Discovery Fund	1.00%	0.70%
Franklin Euroland Core Fund	1.00%	0.70%
Franklin European Growth Fund	1.00%	0.70%

Name of the Funds	Classes A, AX, B, C, N, Z	Class I
Franklin European Small-Mid Cap Growth Fund	1.00%	0.70%
Franklin Global Growth Fund	1.00%	0.70%
Franklin Global Real Estate Fund	1.00%	0.70%
Franklin Global Small-Mid Cap Growth Fund	1.00%	0.70%
Franklin Gold and Precious Metals Fund	1.00%	0.70%
Franklin High Yield Fund	0.80%	0.60%
Franklin Income Fund	0.85%	0.60%
Franklin India Fund	1.00%	0.70%
Franklin MENA Fund	1.50%	1.05%
Franklin Mutual Beacon Fund	1.00%	0.70%
Franklin Mutual Euroland Fund	1.00%	0.70%
Franklin Mutual European Fund	1.00%	0.70%
Franklin Mutual Global Discovery Fund	1.00%	0.70%
Franklin Natural Resources Fund	1.00%	0.70%
Franklin Real Return Fund	0.75%	N/A
Franklin Strategic Income Fund	0.75%	0.55%
Franklin Technology Fund	1.00%	0.70%
Franklin U.S. Dollar Liquid Reserve Fund	0.30%	0.20%
Franklin U.S. Equity Fund	1.00%	0.70%
Franklin U.S. Focus Fund	1.00%	0.70%
Franklin U.S. Government Fund	0.65%	0.40%
Franklin U.S. Opportunities Fund	1.00%	0.70%
Franklin U.S. Ultra Short Bond Fund	0.65%	0.40%
Franklin U.S. Small-Mid Cap Growth Fund	1.00%	0.70%
Franklin U.S. Total Return Fund	0.75%	0.55%
Franklin World Perspectives Fund	1.00%	0.70%
Franklin Templeton Global Equity Strategies Fund	1.25%	N/A
Franklin Templeton Global Fundamental Strategies Fund	1.00%	0.70%
Franklin Templeton Global Growth and Value Fund	1.00%	0.70%
Franklin Templeton Japan Fund	1.00%	0.70%
Templeton Asian Bond Fund	0.75%	0.55%
Templeton Asian Growth Fund	1.35%	0.90%
Templeton Asian Smaller Companies Fund	1.35%	0.90%
Templeton BRIC Fund	1.60%	1.10%
Templeton China Fund	1.60%	1.10%
Templeton Eastern Europe Fund	1.60%	1.10%
Templeton Emerging Markets Fund	1.60%	1.10%
Templeton Emerging Markets Balanced Fund	1.30%	0.90%
Templeton Emerging Markets Bond Fund	1.00%	0.70%
Templeton Emerging Markets Smaller Companies Fund	1.60%	1.10%
Templeton Euro Government Bond Fund	0.50%	0.35%

Name of the Funds	Classes A, AX, B, C, N, Z	Class I
Templeton Euro High Yield Fund	0.80%	0.60%
Templeton Euro Liquid Reserve Fund	0.30%	0.20%
Templeton Euro Money Market Fund	0.25%	0.20%
Templeton Euroland Fund	1.00%	0.70%
Templeton European Fund	1.00%	0.70%
Templeton European Corporate Bond Fund	0.65%	0.40%
Templeton European Total Return Fund	0.75%	0.55%
Templeton Frontier Markets Fund	1.60%	1.10%
Templeton Global Fund	1.00%	0.70%
Templeton Global (Euro) Fund	1.00%	0.70%
Templeton Global Aggregate Bond Fund	0.65%	0.40%
Templeton Global Balanced Fund	0.80%	0.60%
Templeton Global Bond Fund	0.75%	0.55%
Templeton Global Bond (Euro) Fund	0.75%	0.55%
Templeton Global Equity Income Fund	1.00%	0.70%
Templeton Global High Yield Fund	0.85%	0.60%
Templeton Global Income Fund	0.85%	0.60%
Templeton Global Smaller Companies Fund	1.00%	0.70%
Templeton Global Total Return Fund	0.75%	0.55%
Templeton Growth (Euro) Fund	1.00%	0.70%
Templeton Korea Fund	1.60%	1.10%
Templeton Latin America Fund	1.40%	1.00%
Templeton Thailand Fund	1.60%	1.10%
Templeton U.S. Value Fund	1.00%	0.70%

### 3. Maintenance Charges

The following maintenance charges apply in respect of the Class A Shares, Class AX Shares, Class B Shares, Class C Shares and Class N Shares:

Name of the Funds	Class A*	Class AX*	Class B*	Class C**	Class N*
Franklin Asian Flex Cap Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Franklin Biotechnology Discovery Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Franklin Euroland Core Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Franklin European Growth Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Franklin European Small-Mid Cap Growth Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Franklin Global Growth Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Franklin Global Real Estate Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Franklin Global Small-Mid Cap Growth Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Franklin Gold and Precious Metals Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Franklin High Yield Fund	up to 0.40%	up to 0.50%	up to 0.75%	1.08%	1.00%
Franklin Income Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.00%

Name of the Funds	Class A*	Class AX*	Class B*	Class C**	Class N*
Franklin India Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Franklin MENA Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.00%
Franklin Mutual Beacon Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Franklin Mutual Euroland Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Franklin Mutual European Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Franklin Mutual Global Discovery Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Franklin Natural Resources Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Franklin Real Return Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	up to 1.25%
Franklin Strategic Income Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.00%
Franklin Technology Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Franklin U.S. Dollar Liquid Reserve Fund	up to 0.10%	up to 0.50%	up to 0.75%	1.08%	1.00%
Franklin U.S. Equity Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Franklin U.S. Focus Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Franklin U.S. Government Fund	up to 0.30%	up to 0.50%	up to 0.75%	1.08%	1.00%
Franklin U.S. Opportunities Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Franklin U.S. Ultra Short Bond Fund	up to 0.30%	up to 0.50%	up to 0.75%	1.08%	1.00%
Franklin U.S. Small-Mid Cap Growth Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Franklin U.S. Total Return Fund	up to 0.30%	up to 0.50%	up to 0.75%	1.08%	1.00%
Franklin World Perspectives Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Franklin Templeton Global Equity Strategies Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	up to 1.25%
Franklin Templeton Global Fundamental Strategies Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Franklin Templeton Global Growth and Value Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Franklin Templeton Japan Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Templeton Asian Bond Fund	up to 0.30%	up to 0.50%	up to 0.75%	1.08%	1.00%
Templeton Asian Growth Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.00%
Templeton Asian Smaller Companies Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	up to 1.25%
Templeton BRIC Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.00%
Templeton China Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.00%
Templeton Eastern Europe Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.00%
Templeton Emerging Markets Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.00%
Templeton Emerging Markets Balanced Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	up to 1.25%
Templeton Emerging Markets Bond Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	up to 1.25%
Templeton Emerging Markets Smaller Companies Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.00%
Templeton Euro Government Bond Fund	up to 0.20%	up to 0.50%	up to 0.75%	1.08%	1.00%
Templeton Euro High Yield Fund	up to 0.40%	up to 0.50%	up to 0.75%	1.08%	1.00%
Templeton Euro Liquid Reserve Fund	up to 0.10%	up to 0.50%	up to 0.75%	1.08%	1.00%
Templeton Euro Money Market Fund	up to 0.10%	up to 0.50%	up to 0.75%	1.08%	up to 1.25%
Templeton Euroland Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%

Name of the Funds	Class A*	Class AX*	Class B*	Class C**	Class N*
Templeton European Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Templeton European Corporate Bond Fund	up to 0.30%	up to 0.50%	up to 0.75%	1.08%	1.00%
Templeton European Total Return Fund	up to 0.30%	up to 0.50%	up to 0.75%	1.08%	1.00%
Templeton Frontier Markets Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.00%
Templeton Global Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Templeton Global (Euro) Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Templeton Global Aggregate Bond Fund	up to 0.30%	up to 0.50%	up to 0.75%	1.08%	1.25%
Templeton Global Balanced Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.00%
Templeton Global Bond Fund	up to 0.30%	up to 0.50%	up to 0.75%	1.08%	1.00%
Templeton Global Bond (Euro) Fund	up to 0.30%	up to 0.50%	up to 0.75%	1.08%	1.00%
Templeton Global Equity Income Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Templeton Global High Yield Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.00%
Templeton Global Income Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.00%
Templeton Global Smaller Companies Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Templeton Global Total Return Fund	up to 0.30%	up to 0.50%	up to 0.75%	1.08%	1.00%
Templeton Growth (Euro) Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%
Templeton Korea Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.00%
Templeton Latin America Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.00%
Templeton Thailand Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.00%
Templeton U.S. Value Fund	up to 0.50%	up to 0.50%	up to 0.75%	1.08%	1.25%

\*Maintenance charge per annum applied to the average Net Asset Value of the Share Class.

\*\*Maintenance charge per annum applicable to the average Net Asset Value of Class C shares from the second and subsequent years of investment.

#### 4. Servicing Charges

##### Class B Shares

A servicing charge of 1.06% per annum is applicable to the average Net Asset Value of class B shares.

##### Class C Shares

A servicing charge of 1.08% per annum is applicable to the average Net Asset Value of class C shares during the first year of investment.

**Franklin Templeton Investment Funds**  
Addendum dated July 2011 to  
the full and simplified Prospectuses dated April 2011  
(the “Addendum”)

The Board of Directors of Franklin Templeton Investment Funds (the “Company”) has approved the following changes to the current full and simplified prospectuses:

## 1. Launch of new Funds of the Company

### A. FRANKLIN TEMPLETON INVESTMENT FUNDS–FRANKLIN EUROPEAN CORE FUND

#### Investment Objective and Policies

The Fund’s investment objective is capital appreciation in the long term.

The Fund seeks to achieve its investment objective by investing principally in the equity and/or equity-related securities (including warrants and convertible securities) of companies of any market capitalisation incorporated or having their principal business activities in European countries.

Since the investment objective is more likely to be achieved through an investment policy that is flexible and adaptable, the Fund may also on an ancillary basis seek investment opportunities in equity-linked securities of the abovementioned companies as well as equity, equity-linked and/or equity-related securities of companies which do not fulfil the requirements set out above.

The base currency of the Fund is Euro.

#### Investment Manager

Franklin Templeton Investment Management Limited will be appointed Investment Manager pursuant to an Investment Management Agreement to be entered into between the Company and Franklin Templeton Investment Management Limited.

#### Classes of Shares

At launch date, Shares of the Fund will be offered at EUR 10 plus an initial charge of up to 6.5% of the total amount invested for Class A Shares.

From launch date onwards, Shares of the Fund are and will be offered at the applicable net asset value per Share, plus an initial sales charge of up to 6.5% of the total amount invested for Class A Shares.

#### Management and Company Charges

The Investment Manager will receive from the Company a monthly fee of 1.00% per annum of the Fund’s adjusted daily net assets during the relevant year, except for Class I Shares.

For Class I Shares, the Investment Manager will receive from the Company a monthly fee of 0.70% per annum of the Fund’s adjusted daily net assets during the relevant year.

#### Main Risks of investing in the Fund

The main risks of investing in Franklin Templeton Investment Funds–Franklin European Core Fund are the following:

- Counterparty risk
- Equity risk
- Foreign Currency risk
- Growth Stocks risk
- Liquidity risk
- Market risk
- Warrants risk

**Investor's profile**

The Franklin Templeton Investment Funds–Franklin European Core Fund is suitable for investors

- seeking capital appreciation by investing in equity securities of companies located in any European country;
- planning to hold their investment for the medium to long term.

**Total Expense Ratio**

Not available yet.

**Past performance**

Not applicable.

**B. FRANKLIN TEMPLETON INVESTMENT FUNDS–FRANKLIN EUROPEAN DIVIDEND FUND****Investment Objective and Policies**

The Fund's investment objective is to provide a combination of current income and long-term capital appreciation.

The Fund seeks to achieve its investment objective by investing principally in the equity and/or equity-related securities (including warrants and convertible securities) of companies of any market capitalisation incorporated or having their principal business activities in European countries. In particular, the Fund seeks income by investing in stocks the Investment Manager believes offer attractive dividend yields at the time of purchase and/or the prospect for attractive dividend yields in the future.

Since the investment objective is more likely to be achieved through an investment policy that is flexible and adaptable, the Fund may also on an ancillary basis seek investment opportunities in equity-linked securities of the abovementioned companies as well as equity, equity-linked and/or equity-related securities of companies which do not fulfil the requirements set out above.

The base currency of the Fund is Euro.

**Investment Manager**

Franklin Templeton Investment Management Limited will be appointed Investment Manager pursuant to an Investment Management Agreement to be entered into between the Company and Franklin Templeton Investment Management Limited.

**Classes of Shares**

At launch date, Shares of the Fund will be offered at EUR 10 plus an initial charge of up to 6.5% of the total amount invested for Class A Shares.

From launch date onwards, Shares of the Fund are and will be offered at the applicable net asset value per Share, plus an initial sales charge of up to 6.5% of the total amount invested for Class A Shares.

**Management and Company Charges**

The Investment Manager will receive from the Company a monthly fee of 1.00% per annum of the Fund's adjusted daily net assets during the relevant year, except for Class I Shares.

For Class I Shares, the Investment Manager will receive from the Company a monthly fee of 0.70% per annum of the Fund's adjusted daily net assets during the relevant year.

**Main Risks of investing in the Fund**

The main risks of investing in Franklin Templeton Investment Funds–Franklin European Dividend Fund are the following:

- Counterparty risk
- Equity risk
- Foreign Currency risk

- Growth Stocks risk
- Liquidity risk
- Market risk
- Warrants risk

#### **Investor's profile**

The Franklin Templeton Investment Funds–Franklin European Dividend Fund is suitable for investors

- seeking income and capital appreciation by investing in equity securities of companies located in any European country;
- planning to hold their investment for the medium to long term.

#### **Total Expense Ratio**

Not available yet.

#### **Past performance**

Not applicable.

### **C. FRANKLIN TEMPLETON INVESTMENT FUNDS–FRANKLIN TEMPLETON GLOBAL ALLOCATION FUND**

#### **Investment Objective and Policies**

The Fund's investment objective is to maximise total returns consisting of capital appreciation and income.

Under normal market conditions, the Fund seeks to achieve its investment objective by investing in a diversified portfolio of equity and fixed income securities supplemented by a tactical investment strategy which may include structured products, cash and financial derivative instruments designed to allow the Fund to adjust its exposure to asset classes, geographic regions, currencies and market sectors.

The Fund is structured as a multi-manager fund. The Investment Manager is responsible for monitoring the Fund's overall investment performance and for re-balancing the Fund's portfolio allocation. The Investment Manager makes an allocation of assets to investment strategies followed independently by Investment Co-Managers of Franklin Templeton Investments selected by the Investment Manager. The allocation to asset classes and investment strategies is at the discretion of the Investment Manager and may change over time.

The Fund primarily invests in equity securities of companies of any market capitalisation located anywhere in the world, including Emerging Markets as well as debt securities issued by government, government-related and/or corporate entities worldwide as well as debt obligations issued by supranational entities organised or supported by several national governments, such as the International Bank for Reconstruction and Development or the European Investment Bank.

The Fund may invest in securities of companies involved in mergers, consolidations, liquidations and reorganisations or as to which there exist tender or exchange offers, and may participate in such transactions. It may also invest in low-rated, non-investment grade and defaulted debt securities of various issuers, in fixed or floating rate securities, either directly or through regulated investment funds (subject to the limits indicated below).

The Fund may use various financial derivative instruments for hedging purposes as well as for investment purposes to obtain exposure to various market sectors, selected interest rates, currencies or securities. These financial derivative instruments may be dealt either in on regulated markets or over-the-counter, and may include, inter alia, swaps (such as credit default swaps or total return swaps), forwards and cross forwards, futures contracts (including index futures and those on government securities), as well as options.

The Fund may also invest in securities or structured products where the security is linked to or derives its value from another security or is linked to assets or currencies of any country. The Fund may seek exposure to commodities through the use of cash-settled structured products and exchange-traded notes. The Fund may also invest up to 10% of its net assets in units of UCITS and other UCIs and not more than 10% of its net assets in asset-backed securities.

The base currency of this Fund is US dollar.

### **Investment Manager**

Franklin Advisers, Inc. will be appointed Investment Manager pursuant to an Investment Management Agreement to be entered into between the Company and Franklin Advisers, Inc.

### **Investment Co-Managers**

The Franklin World Perspectives Fund and the Franklin Templeton Global Allocation Fund aim to achieve their investment objectives through the careful selection of two or more investment co-managers (the “Investment Co-Managers”) by the Investment Manager. Such Investment Co-Managers may or may not be part of Franklin Templeton Investments. The Investment Manager may also from time to time take part in managing the assets of the Fund.

The Investment Manager will be responsible for the selection and appointment of two or more Investment Co-Managers in respect of the Fund to delegate all or part of the day-to-day conduct of its investment management responsibilities and investment advisory services in respect of some or all of the assets of the Fund. The Investment Manager shall allocate the assets of the Fund between the Investment Co-Managers in such proportions as it shall, at its discretion, determine suitable to achieve the Fund’s objective.

The Investment Manager will monitor the performance of the Investment Co-Managers in respect of the Fund in order to assess the need, if any, to make changes/replacements. The Investment Manager may appoint or replace Investment Co-Managers in respect of the Fund at any time in accordance with any applicable regulations or notice periods.

The Investment Manager is responsible for the selection of the Investment Co-Managers, the monitoring of the performance of the Investment Co-Managers and the monitoring of the risk management process implemented at the level of each Investment Co-Manager. The Investment Co-Managers may be replaced without prior notice to the Shareholders. The list of the Investment Co-Managers having acted for the Fund during the period under review is disclosed in the semi-annual and annual reports of the Company. The list of Investment Co-Managers effectively managing the Fund shall be made available upon request and free of charge at the registered office of the Company.

The Investment Co-Managers may seek advice from other investment advisory companies affiliated to Franklin Templeton Investments.

### **Classes of Shares**

At launch date, Shares of the Fund will be offered at USD 10 plus an initial charge of up to 6.5% of the total amount invested for Class A Shares.

From launch date onwards, Shares of the Fund are and will be offered at the applicable net asset value per Share, plus an initial sales charge of up to 6.5% of the total amount invested for Class A Shares.

### **Management and Company Charges**

The Investment Manager will receive from the Company a monthly fee of 1.00% per annum of the Fund’s adjusted daily net assets during the relevant year, except for Class I Shares.

For Class I Shares, the Investment Manager will receive from the Company a monthly fee of 0.70% per annum of the Fund’s adjusted daily net assets during the relevant year.

**Main Risks of investing in the Fund**

The main risks of investing in Franklin Templeton Investment Funds–Franklin Templeton Global Allocation Fund are the following:

- Class Hedging risk
- Counterparty risk
- Credit risk
- Derivative risk
- Emerging Markets risk
- Equity risk
- Foreign Currency risk
- Interest Rate Securities risk
- Liquidity risk
- Low-Rated or Non-Investment Grade Securities risk
- Market risk
- Restructuring Companies risk
- Swap Agreements risk

**Investor's profile**

The Franklin Templeton Investment Funds–Franklin Templeton Global Allocation Fund is suitable for investors

- seeking capital appreciation and income by investing in a diversified portfolio of equity and debt securities worldwide and additionally in a tactical investment strategy;
- planning to hold their investment for the medium to long term.

**Total Expense Ratio**

Not available yet.

**Past performance**

Not applicable.

## 2. Amendment of the name and investment policy of existing Funds of the Company

**A. FRANKLIN TEMPLETON INVESTMENT FUNDS–FRANKLIN U.S. ULTRA SHORT BOND FUND**

With effect from September 16, 2011, Franklin Templeton Investment Funds–Franklin U.S. Ultra Short Bond Fund is renamed Franklin Templeton Investment Funds–Franklin U.S. Low Duration Fund and its investment policy shall read as follows:

“The Fund’s investment objective is to provide as high a level of current income as is consistent with prudent investing, while seeking preservation of shareholders’ capital.

The Fund will use a wide range of investments to efficiently manage its portfolio and to help reduce investment costs and manage portfolio risks. These investments with a targeted average duration of less than three (3) years primarily include various transferable securities such as government and corporate debt securities and convertible debt securities as well as fixed and adjustable rate mortgage-backed debt securities (including commercial mortgage-backed securities and collateralized mortgage obligations) and asset-backed debt securities. The Fund can invest in financial derivative instruments, which include inter alia, forwards and future contracts, options on such contracts, including those on government securities,

index based financial derivatives and swaps such as interest rate swaps, total return swaps, credit default swaps as well as single name credit default swaps, dealt in either on regulated markets or over-the-counter.

The Fund primarily invests in US issuers but may invest up to 25% of its net assets (without taking into account ancillary liquid assets) in non-US issuers and up to 20% of its net assets in non-US Dollar exposure. The Fund may also invest up to 20% of its net assets in low-rated or non-investment grade debt securities.

The base currency of the Fund is US dollar.”

#### **B. FRANKLIN TEMPLETON INVESTMENT FUNDS–TEMPLETON EURO MONEY MARKET FUND**

The name of Franklin Templeton Investment Funds–Templeton Euro Money Market Fund is renamed Franklin Templeton Investment Funds–Templeton Euro Short-Term Money Market Fund.

With effect from August 12, 2011, the investment policy of Franklin Templeton Investment Funds–Templeton Euro Money Market Fund shall read as follows:

“The Fund’s investment objective is to maintain a high degree of capital preservation and liquidity whilst maximising returns in the Euro currency by investing in a portfolio of high quality Euro denominated debt and debt related securities, money market securities and cash denominated in Euro. The Fund qualifies as a short term money market fund in the meaning of the CESR Guidelines CESR/10-049 dated 19 May 2010 on a common definition of European money market funds (the “Guidelines”).

The Fund invests in high quality money market instruments which comply with the criteria for money market instruments as set out in the directive 2009/65/EC. These money market instruments consist primarily in transferable short term fixed and floating rate debt, debt related and money market securities including (but not limited to) commercial paper issued by first-rate companies, floating rate notes, certificates of deposit of prime banks, repurchase agreements, debentures, bonds, cash and deposits, which shall all comply with the Guidelines.

These investments shall be denominated in Euro and up to 100% may be issued or guaranteed by sovereign governments and/or related entities, supranational entities, corporations and financial institutions. All investments at the time of purchase shall have a minimum rating of A1/P1 or equivalent or, if unrated, be declared to be of comparable quality by the Investment Manager.

The Fund only holds securities which at the time of acquisition have an average initial or residual maturity not exceeding 397 days, taking into account any connected financial instruments and/or the terms and conditions governing those securities. For this purpose, residual maturity is in principle the instrument’s legal maturity.

The Fund’s portfolio has a weighted average maturity that does not exceed 60 days and a weighted average life that does not exceed 120 days.

The base currency of the Fund is Euro.”

### **3. Amendment of the investment policy of existing Funds of the Company**

#### **A. FRANKLIN TEMPLETON INVESTMENT FUNDS–FRANKLIN REAL RETURN FUND**

The fifth paragraph of the investment policy of Franklin Templeton Investment Funds–Franklin Real Return Fund shall read as follows:

“The Fund may also utilise financial derivative instruments for hedging and efficient portfolio management. These financial derivative instruments may be dealt either in regulated markets or over-the-counter, and may include, inter alia, swaps (such as credit default swaps or total return swaps), forwards and cross forwards, futures contracts (including those on government securities), as well as options.”

**B. FRANKLIN TEMPLETON INVESTMENT FUNDS–FRANKLIN U.S. TOTAL RETURN FUND**

With effect from September 16, 2011, the second paragraph of the investment policy of Franklin Templeton Investment Funds–Franklin U.S. Total Return Fund shall read as follows:

“The Fund uses a wide range of investments to efficiently manage the portfolio of investments to help reduce investment costs and manage portfolio risks. These investments primarily include various transferable securities such as government, corporate and mortgage-backed as well as asset-backed debt securities and convertible securities. The Fund may use various financial derivative instruments for investment purposes including inter alia, forwards and future contracts, options on such contracts, including those on government securities, index based financial derivatives and swaps such as interest rate swaps, total return swaps, credit default swaps as well as single name credit default swaps, dealt in either on regulated markets or over-the-counter.”

**C. FRANKLIN TEMPLETON INVESTMENT FUNDS–TEMPLETON EMERGING MARKETS BALANCED FUND**

The investment policy of Franklin Templeton Investment Funds–Templeton Emerging Markets Balanced Fund shall read as follows:

“The Fund’s investment objective is to maximise, consistent with prudent investment management, a combination of capital appreciation and income.

The Fund seeks to achieve its objective by investing principally in a diversified portfolio of equity securities, fixed and floating rate debt securities, including low-rated debt securities, and debt obligations issued by government, government-related issuers and corporate entities which are located, incorporated or have their principal business activities in developing or Emerging Market countries.

The Fund may also utilise financial derivative instruments for investment purposes. These financial derivative instruments may be dealt either in regulated markets or over-the-counter, and may include, inter alia, swaps (such as credit default swaps or total return swaps), forwards and cross forwards, futures contracts (including those on government securities), as well as options. Use of financial derivative instruments may result in negative exposures in a specific yield curve/duration, currency or credit. The Fund may also, in accordance with the investment restrictions, invest in securities or structured products where the security is linked to or derives its value from another security or is linked to assets or currencies of any developing or Emerging Market country. In addition, the Fund may purchase preferred stock, common stock and other equity linked securities, warrants, and debt securities exchangeable or convertible into common stock and denominated in any currency. The Fund may purchase fixed income securities, debt obligations and equity securities denominated in any currency. The Fund may also invest up to 10% of its net assets in units of UCITS and other UCIs and up to 10% of its total net assets in securities in default.

The Fund may also invest in securities issued by government, government related issuers or corporate entities located outside of developing or Emerging Market countries but which derive a significant proportion of their revenues or profits from, have a significant portion of their assets in or are impacted by economic/financial dynamics in developing or Emerging Market countries.

The Fund will typically invest at least 25% of its assets in Emerging Market equity securities and at least 25% of its assets in debt securities but the proportion of its assets allocated to each may vary over time depending on the Investment Managers’ view of the relative attractiveness of each asset class.

Investments in Emerging Market countries are subject to a higher degree of risk as more fully described in the section “Risk Considerations”. The base currency of the Fund is US dollar.”

Appendix E “Investor’s Profile” is amended to reflect the above change and shall read as follows:

Templeton Emerging Markets Balanced Fund	<ul style="list-style-type: none"> <li>• seeking a combination of capital appreciation and income by investing in Emerging Markets</li> </ul>	the medium to long term
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**D. FRANKLIN TEMPLETON INVESTMENT FUNDS–TEMPLETON FRONTIER MARKETS FUND**

The third paragraph of the investment policy of Franklin Templeton Investment Funds–Templeton Frontier Markets Fund shall read as follows:

“Since the investment objective is more likely to be achieved through an investment policy which is flexible and adaptable, the Fund may also invest in other types of transferable securities, including equity and fixed income securities of issuers worldwide as well as in financial derivative instruments for hedging and efficient portfolio management. These financial derivative instruments may include, inter alia, forwards and financial futures contracts, or options on such contracts, equity linked notes dealt in either on regulated markets or over-the-counter.”

**E. FRANKLIN TEMPLETON INVESTMENT FUNDS–TEMPLETON GLOBAL AGGREGATE BOND FUND**

The third paragraph of the investment policy of Franklin Templeton Investment Funds–Templeton Global Aggregate Bond Fund shall read as follows:

“The Fund may also utilise certain financial derivative instruments for hedging and efficient portfolio management. These financial derivative instruments may be dealt either in regulated markets or over-the-counter, and may include, inter alia, swaps (such as credit default swaps or total return swaps), forwards and cross forwards, futures contracts, as well as options. Use of financial derivative instruments will not exceed 40% of the Fund’s Net Asset Value on a net basis.”

## 4. Benchmark reference for Funds of the Company

The table in the section “Benchmark” of the simplified prospectus is amended in order to amend and add benchmarks as follows:

Fund Name	Benchmark
Franklin European Core Fund	MSCI Europe
Franklin European Dividend Fund	MSCI Europe
Franklin Global Real Estate Fund	FTSE EPRA/NAREIT Developed Index
Franklin Templeton Global Allocation Fund	50% MSCI All Country World Index / 35% Citigroup World Gov Bond Index / 10% Payden & Rygel 90 Day U.S. Treasury Bill / 5% Dow Jones UBS Commodity Total Return Index
Templeton Emerging Markets Balanced Fund	50% MSCI Emerging Markets Index / 50% JP Morgan EMBI Global Index

## 5. Addition of a new type of shares

The following new type of shares is intended to be offered:

A Bdis, AX Bdis, B Bdis, C Bdis, I Bdis, N Bdis, X Bdis and Z Bdis.

Under normal circumstances, it is anticipated that distribution for this type of shares will be made bi-annually (normally in June and in December each year).

## 6. Amendment of the references to the Law of December 20, 2002

With effect from July 1, 2011, all references to the “Luxembourg Law of December 20, 2002 relating to undertakings for collective investment” and to the “Law of December 20, 2002” are replaced by references to the “Luxembourg Law of December 17, 2010 relating to undertakings for collective investment” or “Law of December 17, 2010” respectively. References to the “Law relating to collective investment undertakings” are replaced by references to the “Law of December 17, 2010”.

In addition, all references to the Council Directive 85/611/EEC of December 20, 1985 are replaced by references to the Directive 2009/65/EC of the European Parliament and of the Council of July 13, 2009.

## 7. Amendment of the Section on Taxation of Investors

Further to tax law changes, the Section on Taxation of Investors is updated and shall read as follows:

### TAXATION OF INVESTORS

#### Luxembourg

Subject to the provisions of the European Savings Directive, Investors are currently not subject to any capital gains, income, withholding, gift, estate, inheritance or other taxes in the Grand Duchy of Luxembourg (except for Investors domiciled, resident or having a permanent establishment in the Grand Duchy of Luxembourg).

Investors should inform themselves of and, when appropriate, consult their professional advisors on the possible tax consequences of purchasing, buying, holding or disposing of Shares under the laws of their country of citizenship, residence, domicile or incorporation.

#### EU Savings Tax Directive Considerations

The European Savings Directive has been implemented in Luxembourg by a law dated June 21, 2005 (the “2005 Law”). The European Savings Directive requires Member States of the European Union (“EU Member States”) to provide the tax authorities of other EU Member States with details of payments of interest or similar payments paid by a paying agent (as defined by the European Savings Directive) within its jurisdiction to an individual resident in that other EU Member State. Austria and Luxembourg have elected to apply withholding tax in relation to such payments in lieu of exchange of information. Switzerland, Monaco, Liechtenstein, Andorra and San Marino and the Channel Islands, the Isle of Man and the dependent or associated territories in the Caribbean, have also introduced measures equivalent to information reporting or withholding tax.

The rate of withholding tax is 20% until June 30, 2011, rising to 35% thereafter. Withholding tax is not levied in Luxembourg under the terms of the European Savings Directive when the Investor elects for exchange of information in relation to his/her account holdings or has provided the Principal Paying Agent with a certificate drawn up in the format required by the 2005 Law by the competent authorities of his State of residence for tax purposes.

Withholding tax applied in Luxembourg under the European Savings Directive is not a final taxation and does not relieve the Investor from any responsibilities to declare income or capital gains to the relevant tax authority in his/her country of residence. Any withholding tax levied under the European Savings Directive may be creditable against the Investor’s personal tax liability, subject to the laws in his/her country of residence.

Dividends distributed by a Fund will be subject to the European Savings Directive and the 2005 Law if more than 15% of such Fund’s assets are invested in debt claims (as defined in the 2005 Law) and proceeds realised by Investors on the transfer or sale of Shares in a Fund will be subject to the European Savings Directive and the 2005 Law if more than 25% of such Fund’s assets are invested in debt claims.

The list of Funds falling within the scope of the European Savings Directive and the 2005 Law is made public at the registered office of the Company and is available at the offices of the Principal Distributor and the Transfer Agent. This information may also be available on the Internet site: <http://www.franklintempleton.lu>.

**The foregoing is only a summary of the implications of the European Savings Directive and the 2005 Law, is based on the current interpretation thereof and does not purport to be complete in all respects. It does not constitute investment or tax advice and Investors should therefore seek advice from their financial or tax adviser on the full implications for themselves of the European Savings Directive and the 2005 Law.**

Investors should consult their professional advisers as to the possible tax or other consequences of purchasing, holding, transferring or selling any of the Company’s Shares under the laws of their countries of citizenship, residence and domicile.

## 8. Amendment of Appendix B “Investment Restrictions”

A. Paragraph a)(i) to (iv) of Section 1 of Appendix B “Investment Restrictions” disclosing specific restrictions for investment in transferable securities and liquid assets is amended and shall read as follows:

- “a) The Company will invest in:
- (i) transferable securities and money market instruments admitted to or dealt in on a regulated market within the meaning of Directive 2004/39/EC of the European Parliament and of the Council of April 21, 2004 on markets in financial instruments and/or;
  - (ii) transferable securities and money market instruments dealt in on another market in an EU Member State which is regulated, operates regularly and is recognised and open to the public;
  - (iii) transferable securities and money market instruments admitted to official listing on a stock exchange in a non EU Member State or dealt in on another market in a non EU Member State, which is regulated, operates regularly and is recognised and open to the public;”

Following this amendment, the numbering and cross-references are updated accordingly throughout the full prospectus.

B. Paragraph a)(iii) of Section 5 of Appendix B “Investment Restrictions” disclosing additional local restrictions is amended and shall read as follows:

“(iii) for Funds investing in debt instruments or other eligible instruments, 90% of such instruments held by such Fund must have a credit rating of “investment grade” by Standard & Poors, Moody’s or Fitch Ratings Limited; however, in respect of the following Funds, no investment into non-investment grade debt securities will be made:

- Franklin Biotechnology Discovery Fund;
- Franklin U.S. Government Fund;
- Franklin U.S. Opportunities Fund;
- Franklin Technology Fund;
- Templeton Emerging Markets Fund;
- Templeton Euroland Fund;
- Templeton European Fund;
- Templeton Global Fund; and
- Templeton Global Smaller Companies Fund.”

## 9. Amendment of the section “Definitions”

The following definition is added in the section “Definitions”:

“primarily” or “principally” when a Fund investment policy states that investments will be made “primarily” or “principally” in a particular type of security, or in a particular country, region or industry, it generally means that at least two-thirds of this Fund’s total assets (without taking into account ancillary liquid assets) shall be invested into such security, country, region or industry.

## 10. Amendment of the section “Administration Information”

The address of the Italian local paying agent State Street Bank S.p.A. as disclosed in the section “Administration Information” is modified as follows:

State Street Bank S.p.A.  
Via Ferrante Aporti 10  
I-20125 Milano

## 11. Amendment of the Maintenance Charges for Class N Shares of Franklin Templeton Investment Funds–Templeton Euro Government Bond Fund

The maintenance charges for Class N Shares of Franklin Templeton Investment Funds–Templeton Euro Government Bond Fund, as disclosed in Section 3–Maintenance Charges of Appendix F–Franklin Templeton Investment Funds charges, fees and expenses, are reduced from 1.00% to 0.75%.

July 2011





**FRANKLIN TEMPLETON INVESTMENT FUNDS**

Société d'investissement à capital variable

Registered office: 26, boulevard Royal, L-2449 Luxembourg

Grand Duchy of Luxembourg

R.C.S. Luxembourg B 35 177