Item 1 Cover Page



TEMPLETON ASSET MANAGEMENT LTD.

www.franklintempleton.com

INVESTMENT ADVISER REGISTRATION

FORM ADV PART 2A: FIRM BROCHURE

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*This brochure provides information about the qualifications and business practices of Templeton Asset Management Ltd. ("**TAML**") and its affiliated entities listed on the following page (each, an "**Adviser**" and collectively, the "**Advisers**"), each of which is registered with the United States Securities and Exchange Commission (the "**SEC**") as an investment adviser. The Advisers, collectively, along with Franklin Resources, Inc. ("**Franklin Resources**") and its other subsidiaries (including certain other SEC registered investment advisers that separately have their own Form ADV Part 2A), are referred to in this document as "**Franklin Templeton**." Due to space restrictions, the names as well as the business addresses and contact information for the Advisers are provided on the following page. While each Item herein discusses the qualifications and business practices of the Advisers, additional information specific to TAML is also identified in each Item, when applicable. The information herein about TAML primarily focuses on the investment advisory services it provides to clients who do not participate in third-party investment adviser, broker-dealer and other financial services firm separately managed accounts, unified managed accounts or other wrap fee programs (collectively, "**SMA Programs**"). With respect to some SMA Programs, TAML acts as a sub-adviser to an affiliated registered investment adviser, Franklin Templeton Private Portfolio Group, LLC ("FTPPG"). A combined brochure containing information about TAML's SMA Program sub-advisory services, and FTPPG's brochure (the "**SMA Program Brochure**") is available upon request.*

*If you have any questions about the contents of this brochure, please contact Global Client Service Support ("**GCSS**") via email at **GlobalClientServiceSupportAmericas@franklintempleton.com**. The information in this brochure has not been approved or verified by the SEC or by any state securities authority or regulator and being a registered investment adviser does not imply a certain level of skill or training.*

*Additional information about each of the Advisers is available on the SEC's website at: **www.adviserinfo.sec.gov.***

December 22, 2025

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Item 2 Material Changes

Material changes made on or after the date of the last annual update of TAML's brochure are summarized below.

Item 4: Advisory Business – The description of entities and TAML's assets under management has been updated.

Item 5: Fees and Compensation – The language relating to Co-Investment Vehicle Expenses, Timing and Payment of Advisory fees, and Other Fees and Expenses has been updated. Additionally, a new separate account and its associated fee have been added to the Separate Accounts and Fee Schedule table.

Item 7: Types of Clients – The language pertaining to Private Funds has been updated.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss – The Investment Strategies and Risks disclosures have been updated, including the addition of a new risk disclosure relating to Artificial Intelligence**.**

Item 12: Brokerage Practices – The broker-dealer names have been updated.

Item 16: Investment Discretion – The language regarding sweep vehicles has been updated.

Item 17: Voting Client Securities – The phone number for the Proxy group has been updated.

Clients may request a copy of the current version of our brochure at no cost by contacting GCSS via email at ***GlobalClientServiceSupportAmericas@franklintempleton.com***.

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Item 4 Advisory Business

INTRODUCTION TO FRANKLIN TEMPLETON

The Advisers are wholly-owned subsidiaries (whether directly or indirectly) of Franklin Resources, a holding company with subsidiaries that operate under the Franklin Templeton® and/or subsidiary brand names. Franklin Resources is a global investment management organization, and the various distinct brand names it offers investment services and products under include, but are not limited to, Alcentra®, Apera®, Benefit Street Partners®, Brandywine Global Investment Management®, Canvas®, Clarion Partners®, ClearBridge Investments®, Fiduciary Trust International™, Franklin®, Franklin Mutual Series®, K2®, Legg Mason®, Lexington Partners®, O'Shaughnessy®, Putnam®, Royce®,Templeton® and Western Asset Management Company®. Franklin Resources, through current and predecessor subsidiaries, has been engaged in the investment management and related services business for over 75 years.

Franklin Resources' common stock is traded on the New York Stock Exchange under the ticker symbol "BEN" and is included in the Standard & Poor's 500 Index.

INTRODUCTION TO TEMPLETON ASSET MANAGEMENT LTD.

TAML is a Singaporean corporation formed on September 28, 1992, and based in Singapore. TAML is a wholly-owned subsidiary of Franklin Templeton Capital Holdings Private Limited, which is 74% owned by Templeton International, Inc., a wholly-owned subsidiary of Templeton Worldwide, Inc., which is a wholly-owned subsidiary of Legg Mason, Inc., which is a wholly-owned subsidiary of Franklin Resources, and 26% owned by ETP Holdings (Cayman) Ltd., which is a wholly-owned subsidiary of Templeton International, Inc., which is a wholly-owned subsidiary of Templeton Worldwide, Inc., which is a wholly-owned subsidiary of Legg Mason, Inc., which is a wholly-owned subsidiary of Franklin Resources.

ADVISORY SERVICES OF THE ADVISERS

The Advisers collectively provide investment advisory and portfolio management services under investment management agreements with clients in jurisdictions worldwide, which include registered open-end and closed-end funds and unregistered funds (collectively, "**Funds**"), as well as separate accounts ("**Separate Accounts**"), which typically include Separate Accounts for institutional and high net-worth clients. In the United States, the Advisers provide advice to investment companies registered with the SEC pursuant to the Investment Company Act of 1940 (the "**1940 Act**"), including exchange-traded funds ("**ETFs**") ("**U.S. Registered Funds**"), pooled investment vehicles with U.S. resident investors that are exempt from registration under the 1940 Act ("**Private Funds**"), and Separate Accounts. In addition, certain Advisers' assets under management include assets in funds or accounts that are sold outside of the United States. Certain Advisers manage, advise or sub-advise investment products sponsored by other companies ("**Sub-Advised Accounts**"), which may be sold to investors under the brand names of those other companies or on a co-branded basis. Please see Item 7 ("Types of Clients") for greater detail. For information about the types of clients of a particular Adviser, please see that Adviser's brochure.

The Advisers provide investment management services under agreements with each of their Fund, Sub-Advised Account, Separate Account and other types of clients discussed herein (collectively, "**Accounts**"), as applicable. Investment management services include services to managed accounts with full investment discretion, and to advisory accounts with no investment discretion. Typically, Accounts are managed on a fully discretionary basis. Certain Accounts managed by the Advisers invest in funds and accounts managed by affiliated or unaffiliated investment advisers.

With respect to Accounts for which an Adviser has been appointed to provide discretionary investment management services, the Adviser will determine which securities the Accounts will purchase, hold or sell. In the context of a Fund, the Advisers will do this under the supervision and oversight of a board of directors, general partner, trustee or an equivalent body, person or entity, as applicable. In addition, the Advisers typically take various steps to implement such decisions, including arranging for the selection of broker-dealers and the execution and settlement of trades

in accordance with applicable criteria set forth in the investment management agreement for each Account, internal policies, commercial practice, and applicable law.

With respect to any Account for which an Adviser has been appointed to provide non-discretionary investment management services, the Adviser will make recommendations as to which securities the Accounts should purchase, hold or sell. In such cases, the Adviser may or may not perform trading activities for an Account depending on the authority provided by the client. When providing investment management services, each Adviser will perform or obtain research as it deems necessary or as agreed with the client.

Advisers with Separate Account clients will provide investment advice to such clients in accordance with the investment objectives, guidelines and restrictions which form part of the investment management agreement or other similar agreement negotiated with the client or as otherwise developed in consultation with the client. Such Advisers consider each prospective Separate Account client on an individual basis. Advisers will provide investment advice to Fund clients in accordance with the investment objectives, guidelines and restrictions as described in the prospectus, offering memorandum or other offering documents as well as applicable law. The investment objectives, guidelines and restrictions for Funds will not be tailored to the needs of any particular investor in such Funds. Please see Item 7 (“Types of Clients”) for more information. Please see Item 16 (“Investment Discretion”) for details of the circumstances in which clients can place limitations on the Advisers’ discretionary authority.

Potential or actual conflicts of interest will, from time to time, arise in allocating investment opportunities among the Advisers’ Accounts. Conflicts of interest in relation to such allocation determinations are further discussed in Item 6 (“Performance-Based Fees and Side-By-Side Management”), Item 11 (“Code of Ethics, Participation or Interest in Client Transactions and Personal Trading”) and Item 12 (“Brokerage Practices”).

SMA Programs

Certain Advisers act as adviser or sub-adviser with respect to certain clients and program sponsors (“**Sponsors**”) in connection with third-party investment adviser, broker-dealer and other financial services firm separately managed accounts (“**SMAs**”), unified managed accounts (“**UMAs**”) or other wrap fee programs (collectively, “**SMA Programs**”). Information about the provision of advisory and sub-advisory services to SMA Programs in the United States by these Advisers, including TAML, can be found in their SMA Program Brochure, which is available upon request.

Model Delivery Programs

One or more Advisers provide model investment portfolios to unaffiliated or affiliated investment advisers and other financial institutions for use in connection with their advisory programs to their clients, which is discussed more fully in the brochure of the Advisers providing these services.

Digital Advisory Programs

One or more Advisers provide advisory or sub-advisory services through digital investment advisory programs (the “**Digital Programs**”), which use a proprietary investment algorithm to recommend a portfolio for the client, or the client of Digital Program Sponsor (as defined below), or recommend portfolio composition at the asset class level, based on information provided by or on behalf of such investor. These programs are offered directly by an Adviser, or they can be integrated with electronic platforms of affiliated and unaffiliated investment advisers and other financial institutions (the “**Digital Program Sponsors**”), or provided via web-interface, for use in connection with Digital Program Sponsors’ sponsored advisory service programs that they provide to their clients. In certain deployments of the Digital Programs, such as arrangements where the Adviser is engaged to provide non-discretionary advisory services to a Digital Program Sponsor, the program sponsor’s clients are not clients of the Adviser. In other deployments, such as where the Adviser is engaged as a discretionary adviser or sub-adviser by a Digital Program Sponsor, the client participating in the program is a client of both the Digital Program Sponsor and the Adviser. In cases where the Advisers are recommending a portfolio developed by Franklin Templeton Investment Solutions(“**FTIS**"), the Digital Programs select for the investor or recommend to the Digital Program Sponsor, as applicable, a portfolio of collective investment trusts, and/or U.S. Registered Funds

out of several prospective portfolios after considering the investor's risk profile, investment time horizon, initial investment amount and goal target amount, desired priority for the goal and expected future investment contributions and withdrawals.

More information regarding these digital advisory programs is discussed in the brochure of the Advisers providing such services.

ADVISORY SERVICES OF TAML

TAML provides investment advisory and portfolio management services to U.S. Registered Funds and Non-U.S. Registered Funds, as well as Private Funds and Separate Accounts. TAML may, from time to time, also manage, advise or sub-advise certain Sub-Advised Accounts. While the foregoing account for most of its advisory business, TAML also acts as sub-adviser with respect to a limited number of clients and Sponsors in connection with SMA Programs. Further information about these SMA Program services is discussed in TAML's SMA Program Brochure, which is available upon request.

While TAML has experience managing a range of investment strategies, one of its significant strategies is advising private equity and public equity investments in emerging and frontier countries. TAML has experience investing in emerging countries, and members of TAML's original portfolio management team launched Franklin Templeton's first dedicated emerging markets equity fund in 1987.

SERVICES OF AFFILIATES

Franklin Templeton operates its investment management business through the Advisers, as well as through multiple affiliates of the Advisers, some of which are investment advisers registered with the SEC, some of which are registered with non-U.S. regulatory authorities, and some of which are registered with multiple regulatory authorities. An Adviser uses the services of appropriate personnel of one or more of its affiliates for investment advice, portfolio execution and trading, and/or client servicing in their local or regional markets or in their areas of special expertise, except to the extent restricted by the client under its investment management agreement, or if inconsistent with applicable law. Arrangements among affiliates take a variety of forms, including delegation arrangements, formal sub-advisory arrangements, and servicing agreements. In these circumstances, the client with whom an Adviser has executed the investment management agreement will typically require that the Adviser remains fully responsible for the Account from a legal and contractual perspective. No additional fees are charged for the affiliates' services except as disclosed in the investment management agreement. Please see Item 10 ("Other Financial Industry Activities and Affiliations") for more details.

ASSETS UNDER MANAGEMENT

The Advisers provide management services or continuous and regular supervisory services for the Accounts that they manage. As part of these overall services, the Advisers will typically provide one or more of the following: (i) management services as an adviser to an Account, (ii) management services as a sub-adviser to an affiliated or unaffiliated adviser managing or supervising an Account, (iii) continuous and regular supervisory services for an Account where management services have been delegated by an Adviser to an affiliated adviser, (iv) management services as a co-manager to an Account for which an affiliated adviser also provides management services or (v) non-discretionary management services, which for certain Advisers include a UMA or similar program (the brochures for such Advisers provide more detail about the applicable Adviser's involvement in UMA or similar programs).

TAML'S ASSETS UNDER MANAGEMENT

As of September 30, 2025, TAML managed the following amounts on a discretionary and non-discretionary basis:

	U.S. Dollar Amount
Discretionary	**$ 23,639,791,881**
Non-Discretionary*	**$ 169,389,633**
Total**	**$ 23,809,181,514**

* Non-discretionary assets under management described in this item will reflect Account assets for which TAML has neither discretionary authority nor responsibility for arranging or effecting the purchase or sale of recommendations provided to and accepted by the client or Sponsor. Any Account assets for which TAML provides solely asset allocation recommendations without continuous and regular monitoring of holdings within the client's portfolio are not included in this item.

** Differs from Regulatory Assets Under Management ("RAUM") disclosed in Item 5.F of TAML's Form ADV Part 1A due to specific calculation instructions for RAUM.

Assets under management described in this item may include assets that an affiliated adviser is also reporting on its Form ADV.

Item 5 Fees and Compensation

ADVISORY FEES

Investment management fees are generally calculated under contractual arrangements with the Advisers' clients as a percentage of the market value of assets under management. Annual rates vary by investment objective and type of services provided. Fee arrangements for Separate Accounts vary by client, and are based on a number of different factors, including investment mandate, services performed, and account/relationship size. To the extent permitted under the Investment Advisers Act of 1940 (the "**Advisers Act**") and other applicable law, the Advisers can negotiate and charge performance fees or special allocations in addition to asset-based fees in connection with Accounts. In addition, fees and allocations can be fixed, fixed plus performance, or performance only. Please refer to Item 6 ("Performance-Based Fees and Side-by-Side Management") for additional discussion of performance-based fees and allocations.

The Advisers are not generally required to provide notice to, or obtain the consent of, one client when waiving, reducing or varying fees or modifying other contractual terms with any other client. However, some Separate Account and Sub-Advised Account clients will, from time to time, seek to negotiate most favored nation ("**MFN**") clauses in their investment management agreements with an Adviser. These clauses typically require the Adviser to notify a client with an MFN clause if that Adviser subsequently enters into an agreement with a similar client as further described below, that provides a more favorable fee rate or certain other contractual terms than those in place with the client who has the MFN clause at that time. In some cases, certain MFN clauses may require the Adviser to also offer the same fee rate or similar terms to such MFN client. The applicability of an MFN clause will typically depend on the degree of similarity between clients. An Adviser will typically consider a number of factors when determining similarity between Accounts, including the type of client, the jurisdiction of the client, the scope of investment discretion, reporting and other servicing requirements, the amount of assets under management, the fee structure and the particular investment strategy Since an MFN is specific to the investment management agreement entered into with the Adviser , the Adviser will not typically agree to extend MFN rights in the investment management agreements with its clients to terms contained in investment management agreements contracted between the Adviser's affiliates and their clients. The Advisers have sole discretion over whether or not to grant any MFN clause in all circumstances. Individual investors in certain unregistered Funds will, from time to time, seek to negotiate similar MFN provisions as a condition of their investment.

At the sole discretion of the Advisers, certain directors, officers, employees or strategic business associates of the Advisers, the Advisers' affiliates or their respective clients will have their investment management fees, performance-based fees and/or special allocations waived or reduced in connection with their investment into Accounts.

SEPARATE ACCOUNTS AND FEE SCHEDULES

The Advisers' standard fees for Separate Account clients are normally calculated as a percentage of the value of assets under management, and are typically calculated monthly or quarterly, or as otherwise agreed with each client. The brochure for each Adviser lists the Adviser's standard fee schedule for its Separate Account clients, if any. In some cases, fees will be negotiated.

TAML's standard fee schedules for Separate Account clients are set out below (normally calculated as a percentage of the value of assets under management, and typically calculated monthly or quarterly, or as agreed with each client). In some cases, fees will be negotiated or will be outside of the range provided below, including performance fees.

Types of Mandates	Standard Investment Advisory Fee
ASEAN Equity	70 bps to 95 bps
Asia Pacific Emerging Markets	70 bps to 95 bps
China A Shares	60 bps to 85 bps
China Equity	55bps to 80 bps
Emerging Markets Small Cap	60 bps to 85 bps
Emerging Markets Equity	55 bps to 75 bps
Emerging Markets Equity Sustainability	55 bps to 75 bps
Frontier Markets	60 bps to 85 bps
Global Bond Plus[2]	30 bps to 45 bps
Global Leaders	40 bps to 65 bps
Indian Equity	55bps to 80 bps
Malaysia Equity	50 bps to 85 bps
Shariah Global Equity	40 bps to 65 bps
Templeton Asia ex Japan Equity	50 bps to 85 bps
Franklin Japan Equity	30 bps to 60 bps
Templeton Emerging Markets Equity (GEM) ex-China	55 bps to 80 bps
Templeton LATAM Equity	60 bps to 85 bps
Templeton Asia Small Cap Equity	60 bps to 85 bps

[2] TAML's affiliate, Franklin Advisers, Inc. currently serves as sub-adviser with respect to the Global Bond Plus mandate.

U.S. REGISTERED FUNDS

With respect to an Adviser's management of U.S. Registered Funds, investors should consult the applicable U.S. Registered Fund's offering documents and/or shareholder reports for specific fee information on those products. The compensation paid by a U.S. Registered Fund is described in its prospectus, statement of additional information, and/or shareholder reports. Under their investment management agreements, the funds typically pay their advisers a monthly fee in arrears (*i.e.*, after the services are rendered) based upon a percentage of the fund's average daily net assets. Annual fee rates under the various agreements are often reduced as net assets exceed various threshold levels. Annual rates also vary by investment objective and type of services provided. Investment management agreements generally permit Advisers to provide investment management services to more than one Fund and to other clients as long as the Advisers' ability to render services to each of the Funds is not impaired, and so long as purchases and sales of portfolio securities for various advised Funds are made on an equitable basis.

PRIVATE FUNDS

Each Private Fund's private placement memorandum ("**PPM**"), and/or other offering or governing document describes the applicable fees and expenses. Fees paid by Private Funds (and therefore indirectly by Private Fund investors ("**Private Fund Investors**") will, from time to time, differ from fees charged in respect of other Accounts even where a similar investment mandate is followed. The fees disclosed in the offering and/or governing documents of a Private Fund will, from time to time, be waived or reduced for one or more particular investors in that Private Fund.

CO-INVESTMENT VEHICLE EXPENSES

In certain cases, a co-investment vehicle, or other similar vehicle, will be formed in connection with the consummation of a portfolio investment , including to facilitate the investment by investors alongside another Private Fund. In the event a co-investment vehicle is created, the investors in that co-investment vehicle will typically bear all expenses related to its organization and formation and other expenses incurred solely for the benefit of the co-investment vehicle. The co-investment vehicle will also generally bear its portion of expenses incurred in making, holding and divesting an investment.

If a proposed investment is not consummated, a co-investment vehicle under certain circumstances will not have been formed, and the full amount of any expenses relating to the proposed but not consummated investment ("**Dead Deal Costs**") would therefore be borne by one or more of the other applicable Private Funds selected by the Adviser as proposed investors for the proposed investment. Furthermore, even if a co-investment vehicle has been formed to make a proposed investment that is ultimately not consummated (or co-investors have otherwise committed to invest in the unconsummated proposed investment), some or all of the Dead Deal Costs will, under many circumstances, be borne solely by one or more of the other applicable Private Funds selected by the Adviser as proposed investors in the proposed investment and not by the co-investment vehicle. Dead Deal Costs include, among other things, legal, accounting, advisory, consulting and other third-party expenses; any travel and travel-related and accommodation expenses; all fees, costs and expenses of lenders, investment banks and other financing sources in connection with arranging financing for a proposed investment; any break-up fees, reverse termination fees, topping, termination or other similar fees; extraordinary expenses such as litigation costs and judgments and other expenses; and any deposits or down payments of cash or other property that are forfeited in connection with a proposed investment that is not consummated. Similarly, co-investment vehicles are not typically allocated any share of any break-up fees received in connection with an unconsummated investment.

ALLOCATION OF FUND EXPENSES

From time to time an Adviser will be required to decide whether certain fees, costs and expenses should be borne by a Fund, on the one hand, or the Adviser on the other hand, and/or whether certain fees, costs and expenses should be allocated between or among Funds and/or other parties. Typically, certain expenses will be the obligation of one particular Fund and will be borne by that Fund; however, in some instances, expenses will be allocated among multiple Funds and entities. The Advisers will allocate fees and expenses incurred in the course of evaluating and

making investments in accordance with each Fund's governing documents. To the extent not addressed therein and to the extent it has the authority to do so, an Adviser will make these allocation determinations in a fair and reasonable manner using its good faith judgment, notwithstanding its interest (if any) in the allocation. In exercising its discretion to allocate investment opportunities and fees and expenses, an Adviser is faced with a variety of potential conflicts of interest. For additional information regarding these potential conflicts, please see Item 11 ("Code of Ethics, Participation or Interest in Client Transactions and Personal Trading – Potential Conflicts Relating to Advisory and Other Activities").

TIMING AND PAYMENT OF ADVISORY FEES

The timing of fee payments will be negotiated with each client or, with respect to the Advisers' Funds, as set forth in the relevant Fund's offering documents or PPM. With respect to Accounts for which an Adviser serves as an adviser or sub-adviser through an SMA or Digital Program, the timing of fee payments will be negotiated with each client or the SMA Program sponsor or Digital Program Sponsor, as applicable. See TAML's SMA Program Brochure, which is available upon request, for more information regarding fees and compensation with respect to SMA Programs. Asset-based fees are generally paid monthly or quarterly and are calculated on (i) the value of the Account's net assets under management, (ii) in the case of certain closed-end funds and certain Private Funds, managed assets, committed capital or invested capital, or (iii) in the case of UMAs managed by the program sponsor, the value of the assets in accounts utilizing the Adviser's model investment portfolio(s).

Except as separately negotiated or as otherwise disclosed, management fees are typically calculated as a percentage of assets under management and are payable monthly or quarterly in arrears (or in the case of private closed-end funds, in advance) based on the average value for the fee period or the month or quarter-end market value. Where an Adviser has agreed with a Separate Account client to calculate fees based on the value of assets at the end of a particular fee period, the Adviser will typically, unless otherwise instructed, pro-rate its fees to take into account capital contributions or withdrawals made by the client (with the exception of contributions or withdrawals below a threshold amount determined by the Adviser) during the relevant month or quarter. Although Separate Account clients typically elect to pay fees by authorizing their custodian to pay their Adviser out of their account assets pursuant to a pre-agreed fee schedule, some clients request their Adviser to bill them directly for fees incurred. Separate Accounts generally are subject to a minimum fee, determined by applying the client's fee schedule to the applicable minimum portfolio size. If an Adviser manages multiple Accounts for a client (or group of related clients), the assets of these Accounts will, under certain circumstances, be aggregated for the purpose of taking advantage of available breakpoint fee reductions.

In some situations, including certain closed-end Private Funds, clients agree to pay fees in advance including, from time to time, as an upfront, one-time fee. In the event of a termination of a relationship, the relevant Adviser will issue the client a refund of unearned fees paid in advance, if any, typically determined based on the number of days after the date of termination within the relevant payment period. To the extent fees have been earned but not yet billed, such fees will be pro-rated and owed by the client, which could include after the date of termination.

With respect to certain Private Funds and Separate Accounts, performance fees or other performance-based compensation will be generally based on exceeding specified return benchmarks or other performance hurdles and generally are payable: (i) on a quarterly or annual basis, (ii) at the time of an investor's withdrawal or redemption with respect to the amount withdrawn or redeemed, and/or (iii) as investments are realized and/or capital is distributed. Certain Private Funds and/or Separate Accounts charge performance fees based on the Account's net profits without regard to any benchmark or performance hurdle. In some cases, arrangements will be subject to a cumulative high-water mark, or other provisions intended to ensure that prior losses are recouped before giving effect to any performance fees. The amount of any performance fee or other performance-based compensation varies among Private Funds and Separate Accounts, and, from time to time, among classes of shares within a Private Fund (and in certain cases, some classes of a Private Fund will not pay a performance fee or other performance-based compensation while other classes will). The timing and amount of performance fees are described in the relevant investment management agreements, PPMs, and/or other offering documents. Please see Item 6 ("Performance-Based Fees and Side-By-Side Management") for

additional information.

For the most part, investment management agreements between an Adviser and U.S. Registered Funds must be renewed each year (after an initial two-year term), and must be specifically approved at least annually by a vote of each fund's board of directors or trustees as a whole and separately by the directors/trustees that are not interested persons of such fund under the 1940 Act, or by a vote of the holders of a majority of such fund's outstanding voting securities. The Advisers' investment management agreements with clients other than U.S. Registered Funds generally do not have termination dates. Rather, those investment management agreements often include automatic renewal provisions or a provision stating that the Adviser or client may terminate with advance notice.

OTHER FEES AND EXPENSES

In addition to the fees described above, clients of the Advisers typically bear other costs associated with their Accounts or portfolio investments. Depending on the type of investment account, vehicle or product that a client is invested in these costs and expenses may include, but are not limited to: (i) custodial charges, brokerage fees/costs, commissions, other transaction costs and related costs, certain consulting fees, auditing fees, and transfer agency fees, (ii) interest expenses, (iii) taxes, duties and other governmental charges (including regulatory, licensing and filing expenses and fees, costs and expenses for preparation therefor), (iv) transfer and registration fees or similar expenses, (v) costs associated with foreign exchange transactions, (vi) other portfolio expenses (including, without limitation, research, risk modelling and software expenses), (vii) costs, expenses and fees (including investment advisory and other fees charged by the investment advisers of funds in which the client invests) associated with products or services that may be related to such investments and (viii) extraordinary expenses or costs that a client incurs from time to time. With respect to services used in connection with making, holding and divesting investments (which, depending on the circumstances, include, but are not limited to, custodial, securities lending, brokerage, futures, banking, consulting or third-party advisory services), each client will be required to establish business and contractual relationships with relevant service providers or other counterparties based on the client's own credit standing. The Advisers will not have any obligation to allow their credit to be used in connection with the establishment of such relationships, nor is it expected that such service providers or counterparties will consider or rely on the Advisers' credit in evaluating the client's creditworthiness. When the Advisers believe it is beneficial for an Account, an affiliate of the Advisers may be engaged to oversee the activities of an unaffiliated service provider, such as in the provision of administrative services. In these circumstances, the Advisers' affiliate generally collects the fees for such services from the client, retains a portion as compensation for providing oversight activities, and remits the remainder of the fee to the unaffiliated service provider. Clients will also generally incur brokerage costs. See Item 12 ("Brokerage Practices") for discussion on brokerage, including fees/costs associated therewith. In addition to the expenses listed above, Funds generally bear their own operating and other expenses, including, but not limited to: (i) sales expenses, (ii) legal, regulatory, reporting and compliance expenses, (iii) internal and external accounting, audit, valuation and tax preparation expenses, (iv) insurance, (v) directors' fees and other costs associated with professionals retained by the Adviser or an affiliate to perform services on behalf of the Fund, (vi) fees, interest and other costs related to the use of derivative instruments or other similar transactions, (vii) expenses related to credit facilities, (viii) organizational and offering expenses, (ix) expenses related to the Adviser's research, due diligence, and monitoring of Fund investments and ,(x) fees and expenses related to any investments in other funds or vehicles (xi) all other expenses that the Adviser or its affiliates have not expressly agreed to pay. Further details of these and certain other expenses (some of which are unique to a particular type of Fund given its strategy) are described in the relevant Fund's PPM and/or other offering documents.

Advisers that manage Private Funds will use a master/feeder structure for certain Private Funds, which allows such Advisers to manage a single portfolio of investments at the master fund level and have one or more feeder funds that invest substantially all of their respective assets into the master fund. Individual and institutional investors typically invest in the feeder funds, or, under certain circumstances, in the master fund. When applicable, a management fee and performance fee or carried interest is charged either at the master fund level or the feeder fund level depending

on the specific circumstances of the master/feeder fund. Administrative and custodian fees (when all portfolio investments are held in the master fund) are often waived at the feeder fund level and charged only at the master fund level. However, the feeder funds will indirectly bear their pro rata share of all fees and expenses of the master fund in which they invest. Such fees and expenses include, but are not limited to, the master fund's administrative and custodian fees; expenses incurred in connection with the master fund's operations and trading activities, including brokerage and clearing expenses, margin interest expenses, custodial expenses and routine legal, accounting, auditing, and tax preparation fees and expenses; and extraordinary expenses. In addition, fees and expenses specific to a feeder fund are usually charged only to that feeder fund.

Under certain circumstances, an Adviser will, on behalf of certain clients, invest in or recommend pooled investment vehicles, including U.S. Registered Funds. Subject to applicable law and regulation and the terms of their agreements, clients will generally bear the costs and expenses charged by these investment vehicles to their investors, such as management and administrative fees, in addition to the Adviser's management fees (subject to any adjustment as described below). An Adviser may determine it is appropriate to invest a portion of a client's assets into other funds for which the Adviser or an affiliate of the Adviser serves as investment adviser or sub-adviser ("**Affiliated Funds**"). This might be appropriate where, for example, the Affiliated Fund provides a more efficient and cost-effective way to help further diversify an account. Such an arrangement creates a conflict of interest for the Adviser to the extent that the Adviser has an incentive to recommend investments in one of the Affiliated Funds rather than in unaffiliated funds or other securities. The Adviser or its affiliates will, under certain circumstances, receive investment advisory and other fees from the Affiliated Funds but not from unaffiliated funds or other securities (although any investments in such securities would generally be subject to the advisory fees applicable to the securities). The Advisers seek to mitigate the potential conflict by excluding any assets invested in Affiliated Funds from the management fee charged by an Adviser to the Account or rebating the portion of such fee attributable to investments in Affiliated Funds, unless otherwise agreed with a client (for example, where a client receives separate asset allocation or other advisory services at the Account level) or disclosed to a client and subject to applicable law. Those assets that are invested in Affiliated Funds are instead subject to the Affiliated Fund's fees and charges applicable to all investors in such fund, as disclosed in the Affiliated Fund's current prospectus or other relevant offering documents. As a result, the Advisers or their affiliates will indirectly receive advisory and other fees paid by those clients as investors of an Affiliated Fund. While the management fees charged to the Account with respect to such assets are excluded or rebated (unless otherwise agreed or disclosed), the client would generally still bear any operating expenses of the Affiliated Fund investment. This and other conflicts as well as similar arrangements with respect to investments in Affiliated Funds and conflicts associated therewith are further discussed in Item 11 ("Code of Ethics, Participation or Interest in Client Transactions and Personal Trading – Conflicts Related to Investment in Affiliated Funds and Affiliated Accounts").

Item 6 Performance-Based Fees and Side-By-Side Management

The Advisers manage different types of Accounts with a variety of fee arrangements and charge performance-based fees or allocations with respect to certain clients in addition to management fees. These are described in more detail in Item 5 ("Fees and Compensation") above. U.S. Registered Funds, for example, generally pay management fees based on a fixed percentage of assets under management, whereas Separate Accounts and Private Funds typically have more varied fee structures, including potentially a combination of asset- and performance-based compensation.

Side-by-side management by an Adviser of Funds, Separate Accounts and Sub-Advised Accounts creates potential conflicts of interest, including those associated with any differences in fee structures, as well as other economic interests the Adviser or its supervised persons will, in certain circumstances, have in an Account managed by the Adviser.

When an Adviser receives performance-based fees or allocations, the reward for strong investment returns can incentivize the Adviser to make investments that are riskier or more speculative than it would otherwise make. The prospect of achieving higher compensation from a Private Fund or Separate Account that pays performance-based fees or allocations than from an Account that does not pay such fees (*e.g.*, U.S. Registered Funds) provides an Adviser with an incentive to favor the Private Fund or Separate Account when, for example, placing securities transactions that the Adviser believes could more likely result in favorable performance. Similarly, a significant proprietary investment held by an Adviser or an affiliate in an Account creates an incentive for the Adviser to favor such Account relative to other Accounts. In addition, the application of tax laws affecting performance-based fees or allocations can create incentives and affect the behavior of an Adviser and its personnel with respect to holding or disposing of Account investments. Please see Item 11 ("Code of Ethics, Participation or Interest in Client Transactions and Personal Trading – Potential Conflicts Relating to Advisory and Other Activities – Allocation of Investment Opportunities") for more information regarding conflicts of interest related to allocation of investment opportunities.

The Advisers seek to conduct their business by treating all clients equally and by appropriately managing conflicts of interest that arise when conducting transactions involving multiple clients. The Advisers do this by disclosing potential conflicts to their clients and by implementing policies and procedures reasonably designed to address those conflicts. The Advisers have implemented a number of policies and procedures designed to address side-by-side management and the potential conflicts of interest that arise when a portfolio manager or different portfolio managers within a single investment adviser or investment group manage multiple funds and investment accounts for advisory clients. Advisers with U.S. Registered Funds as clients are subject to applicable law and/or policies and procedures with respect to such clients that limit or prescribe practices related to side-by-side management. For example, the U.S. Registered Funds are subject to restrictions relating to engaging in transactions with their affiliates, including restrictions relating to engaging in transactions jointly with their affiliates. These restrictions will, under certain circumstances, prohibit a U.S. Registered Fund from engaging in certain transactions alongside its affiliates. Additional examples of situations that create the potential for conflicts of interest are discussed below.

A potential conflict of interest can arise if an Adviser sells short a security in one Account while simultaneously advising another Account to hold the same security long. The Advisers may have a legitimate reason for engaging in such inconsistent transactions. For example, the investment objectives of the two Accounts may differ. Nonetheless, the Advisers could be viewed as harming the performance of the Account with the long position for the benefit of the Account with the short position if the short sale caused the market value of the security to drop. To alleviate this potential conflict of interest, the Advisers have implemented policies and procedures to deny a short sale request in certain circumstances. Moreover, Advisers with U.S. Registered Funds as clients are subject to applicable law with respect to such clients that limit or prescribe practices related to short sales. Please see Item 11 ("Code of Ethics, Participation or Interest in Client Transactions and Personal Trading") for additional information regarding conflicts arising from clients investing alongside other clients.

Cross trades are another area that can present potential conflicts of interest in that they may be viewed as favoring one client over another. For example, an Adviser making a cross trade that is expected to increase in value from an Account (*e.g.*, U.S. Registered Funds) with an asset-based fee to an Account with a performance fee could be perceived as doing so merely to increase the performance-based compensation it receives from the Account with a performance fee. The reverse is true with respect to securities expected to decrease in value. The Advisers have implemented inter-account transaction procedures to address these potential conflicts of interest by, among other things, requiring pre-clearance of all cross trades from the Compliance Department. Advisers with U.S. Registered Funds as clients are also subject to applicable law with respect to such clients that limit or prescribes practices related to cross trades. Please see Item 11 ("Code of Ethics, Participation or Interest in Client Transactions and Personal Trading") for additional information regarding conflicts of interest related to cross trades.

The Advisers will at times have different valuation processes for the Accounts they or their affiliates advise. Consequently, a U.S. Registered Fund and an Account that hold the same security may

value that security differently. Different valuations of the same security could lead to questions about whether an Adviser acted appropriately. For example, an Adviser could be perceived as placing a higher valuation on a security held in an Account merely to increase its performance-based compensation from that Account. To address this conflict, an Adviser must document an explanation for any differences in the valuation of securities held by, for example, both a U.S. Registered Fund and another Account managed by the Adviser and/or its affiliates. The explanation provided must be reviewed and approved by the valuation committee formed to provide oversight and administration of the fair valuation policies and procedures adopted by the Advisers (the "**Valuation Committee**"). Additionally, Advisers with U.S. Registered Funds as clients are subject to applicable law and/or policies and procedures with respect to such clients that limit or prescribe practices related to valuation. Please see Item 11 ("Code of Ethics, Participation or Interest in Client Transactions and Personal Trading") for further discussion on conflicts of interest related to valuation of investments.

Aggregation and allocation of transactions and investment opportunities are other areas where potential conflicts of interest will arise. The Advisers, from time to time, aggregate orders of their clients to effect a larger transaction with the aim of reducing transaction costs. The Advisers must then allocate the securities among the participating Accounts. Although aggregation of transactions is permissible, potential conflicts of interest exist in the aggregation and allocation of client transactions. For example, an Adviser could be viewed as allocating securities that it anticipates will increase in value to certain favored clients, especially those that pay a performance-based fee to that Adviser. Similarly, if a portfolio manager identifies a limited investment opportunity that is suitable for several Funds or Accounts, a single Fund or Account may not be able to take full advantage of that opportunity due to an allocation of that opportunity across all eligible Funds and other Accounts. In other limited investment opportunities, including some privately offered investments, where the investment opportunity is suitable for multiple and different types of clients, allocation will, from time to time, be based on alternative methodologies designed to comply with applicable law and ensure fair and consistent treatment of such clients. The Advisers have implemented trade aggregation and allocation procedures designed to address these potential conflicts of interest. These procedures require that an average price be used for multiple executions of a particular security through the same broker on the same terms on the same day and describe the allocation methodologies to be applied as well as permissible exceptions from standard allocation methods that must be pre-approved by a designated trading desk compliance officer. Please see Item 11 ("Code of Ethics, Participation or Interest in Client Transactions and Personal Trading – Potential Conflicts Relating to Advisory and Other Activities – Allocation of Investment Opportunities") for further discussions on conflicts of interest related to allocation of investment opportunities and Item 12 ("Brokerage Practices – Aggregation and Allocation of Trades") for further discussions on aggregation and allocation of trades.

Item 7 Types of Clients

The Advisers currently provide investment advisory and portfolio management services under investment management agreements to clients in jurisdictions worldwide, which include registered open-end and closed-end funds and unregistered funds, as well as Separate Accounts. In addition, certain Advisers' assets under management include assets in funds that are sold outside of the United States, including those that are similar to U.S. Registered Funds ("**Non-U.S. Registered Funds**") and those that are similar to U.S. Private Funds. Certain Advisers also provide sub-advisory services to Sub-Advised Accounts sponsored by other companies, which may be sold to the public under the brand names of those other companies or on a co-branded basis, and advisory or sub-advisory services to clients, other investment advisers and program sponsors in connection with SMA Programs as described in TAML's SMA Program Brochure, which is available upon request. Additionally, at least one Adviser provides model investment portfolios to certain unaffiliated investment advisers and other financial institutions for use in connection with advisory service programs they provide to their clients, as well as advisory services through digital programs using proprietary investment algorithms. For information about the types of clients of a particular Adviser, please see that Adviser's brochure, including below for TAML.

An Adviser, if applicable, will consider each prospective Separate Account or Sub-Advised Account client on an individual basis. An Adviser generally will accept management of a new Separate

Account only if a minimum amount of assets is invested unless special circumstances are present. See an Adviser's brochure for more details, including below for TAML. An Adviser generally will accept management of a new Sub-Advised Account only if a minimum of $250 million in assets is invested by the end of the Sub-Advised Account's third year under management with the Adviser, unless special circumstances are present. Special circumstances for Separate Account and Sub-Advised Account clients include the existence of a related account already managed by the Advisers or an affiliate. Minimum investment requirements for investing in U.S. Registered Funds, Private Funds and other pooled investment vehicles managed by the Advisers are generally set forth in the prospectus, PPM or other offering documents of such client. In some cases, Account minimums are negotiated or waived at the applicable Adviser's discretion.

U.S. REGISTERED FUNDS

Franklin Templeton's proprietary retail open-end and closed-end investment companies are registered under the 1940 Act and their securities are registered under the Securities Act of 1933 ("**Securities Act**") and are offered under one of the Franklin Templeton brand names. These funds consist of various open-end investment companies serving the institutional and retail market, including variable insurance funds and smart beta, passive and actively managed ETFs. Additionally, certain Advisers provide investment management and related services to a number of closed-end investment companies and/or a number of money market funds whose shares are traded on various major U.S. stock exchanges. Funds managed by separate Advisers will, from time to time, have a common board of directors/board of trustees. Some Advisers also provide sub-advisory services to products regulated under the 1940 Act that are sponsored by third parties.

INSTITUTIONAL SEPARATE ACCOUNTS

Advisers with institutional Separate Account clients generally provide investment management services to these clients in accordance with the investment objectives, strategies, guidelines and restrictions that are agreed to between the client and the Adviser in the investment management agreement or other similar agreement, which may be amended from time to time when mutually agreed to in writing.

The Advisers provide a broad array of investment management services to their institutional clients, which include, from time to time, corporations and other business entities, charitable foundations, endowment funds, insurance companies, state or municipal entities, sovereign wealth funds and foreign government and private institutions, and government and corporate defined contribution and pension plans.

PRIVATE FUNDS

As a general matter, each Private Fund is managed in accordance with its investment objective, strategy, guidelines and restrictions, as described within the Private Fund's PPM. A Private Fund is not tailored to the individualized needs of any particular Private Fund Investor, except in limited cases where the Private Fund is established for the benefit of a single Private Fund Investor. In addition, an investment in a Private Fund does not, in and of itself, create an advisory relationship between the Private Fund Investor and an Adviser. Therefore, Private Fund Investors must consider whether a Private Fund meets their investment objectives and risk tolerance prior to making an investment in that Private Fund. Information about each Private Fund can be found in its PPM or other offering documents, which are available to current and prospective Private Fund Investors only through a broker-dealer affiliated with the Advisers or another authorized intermediary. In addition, certain non-U.S. affiliates of the Advisers may act as placement agents with respect to the distribution of certain Private Funds to Private Fund Investors outside the United States. While this brochure may be provided to, and include information relevant to, Private Fund Investors, it is designed solely to provide information about the Advisers and should not be construed as an offer or solicitation for interest in any Private Fund.

U.S.-domiciled Private Funds advised by an Adviser are often organized as limited partnerships under the laws of jurisdictions within the United States (collectively, the "**U.S. Private Funds**") and typically are excluded from the definition of an "investment company" pursuant to Section 3(c)(1) or 3(c)(7) of the 1940 Act. Private Funds that are organized under the laws of jurisdictions outside

of the United States (the "**Offshore Funds**") are typically offered to persons who are not "U.S. Persons," as defined under Regulation S of the Securities Act, and/or on a private placement basis to certain U.S. Persons (typically tax-exempt institutions) pursuant to Section 3(c)(1) or 3(c)(7) of the 1940 Act. Additionally, certain Advisers provide advisory services to one or more Private Funds that are collective investment trusts exempted from the definition of an "investment company" pursuant to Section 3(c)(11) of the 1940 Act. Private Fund Investors are subject to certain eligibility requirements that are disclosed in the PPM or other offering documents for each of the U.S. Private Funds and Offshore Funds.

Certain Private Funds operate using master/feeder structures, where trading and investment operations occur at the master fund level while Private Fund Investors invest through one or more feeder funds (that, in turn, invest substantially all of their assets in the master fund) or under certain circumstances, directly in the master fund itself. Private Funds of certain Advisers include, but are not limited to, funds of funds that invest primarily in other affiliated or unaffiliated investment vehicles (each a "**Fund of Funds**").

OTHER POOLED INVESTMENT VEHICLES

In addition, certain Advisers' assets under management include assets in funds that are sold outside of the United States, and whose investment objectives vary. The Advisers provide investment management, marketing and distribution services to vehicles, including SICAV funds, UCITS funds, contract-type funds and open-ended investment companies organized in Luxembourg and the United Kingdom, which are distributed in non-U.S. marketplaces, as well as investment management and sub-advisory services to locally organized funds in various countries outside the United States.

TAML CLIENTS

TAML provides investment advisory and portfolio management services to U.S. Registered Funds and Non-U.S. Registered Funds, as well as Private Funds and Separate Accounts. TAML may, from time to time, also manage, advise or sub-advise certain Sub-Advised Accounts, and it acts as a sub-adviser with respect to a limited number of clients and Sponsors in connection with SMA Programs. Additional information about TAML's SMA Program advisory services is discussed in its SMA Program Brochure, which is available upon request.

TAML's assets under management also include assets in funds that are sold outside of the United States, and whose investment objectives vary, but are largely international, global equity and global fixed-income oriented. TAML provides investment management services to vehicles, including SICAV funds, contract-type funds and open-ended investment companies organized in Luxembourg and the United Kingdom, which are distributed in non-U.S. marketplaces, as well as to locally organized funds in various countries outside the United States.

TAML also provides investment management and related services to a number of closed-end investment companies whose shares are traded on various major U.S. stock exchanges. Separate Account clients include institutional and high net-worth clients. With respect to its institutional Separate Account clients, TAML's institutional clients include, from time to time, corporations and other business entities, insurance companies, sovereign wealth funds and foreign official institutions, and government and corporate defined contribution and pension plans.

TAML generally will not accept management of a new Separate Account client of less than $50 million unless special circumstances are present, including the existence of a related account already managed by TAML or an affiliate.

USE AND PROVISION OF CLIENT INFORMATION AND CONFIDENTIALITY CLAUSES IN INVESTMENT MANAGEMENT AGREEMENTS

An Adviser will at times include a Separate Account client's name in a representative or sample client list prepared by the Adviser with the client's consent.

The Advisers are not generally required to provide notice to, or obtain the consent of, any client for use or disclosure of Account information to third parties, provided such use does not disclose the client's name or other personal information. This may include information relating to the Advisers' investment experience with respect to an Account or an Account's performance, composite and representative Account performance presentations, marketing materials, attribution and research analyses, statistical and data compilations, or similar materials.

In various circumstances, an Adviser will disclose information to third parties that include a client's name, account number or other account information (including non-public information), including, but not limited to: (i) in connection with the performance of the Adviser's services under the respective investment management agreement (including, but not limited to, providing trading and other account information to brokers, third-party administrators, consultants, auditors and other counterparties, and the preparation and printing of client account statements and reports by third parties), (ii) if required by law or regulatory authority, including, but not limited to, any subpoena, administrative, regulatory or judicial demand or court order, or (iii) in connection with the bylaws or equivalent governing documents of any issuer in which the Account is invested. While the Advisers are not generally required to provide notice or obtain consent in these situations, certain clients may have provisions in their investment management agreements that require the Advisers to provide notice of certain types of disclosures or disclosure requests. However, any such notice will be limited to the extent permitted by applicable law, court order or regulation.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

The Accounts advised by the Advisers accommodate a variety of investment goals and risk tolerances – from capital appreciation (with more growth-oriented strategies) to capital preservation (with fixed-income strategies). In seeking to achieve an Account's specific investment objectives, each portfolio emphasizes different strategies and invests in different types of securities. The Advisers do not typically seek to recommend a particular type of security to a client. The following describes the specific methods of analysis and investment strategies of TAML other than for its SMA Program clients. For more information about the specific methods of analysis and investment strategies of another Adviser or for TAML's SMA Program clients, please see that Adviser's brochure or TAML's SMA Program Brochure, as applicable.

TAML advises both public equity and private equity strategies that are focused on emerging and/or frontier countries. Franklin Templeton, of which TAML is part, has been investing in emerging markets as part of its global equity portfolios since at least 1954, and members of TAML's original portfolio management team launched Franklin Templeton's first dedicated emerging markets equity fund in 1987. TAML also advises global public equity and global macro strategies. The strategies typically have capital appreciation as the investment goal.

In seeking to achieve an Account's specific investment objectives, each portfolio emphasizes different strategies and invests in different types of securities. TAML does not typically seek to recommend a particular type of security to individual clients. TAML employs a consistent long-term approach to investing that emphasizes fundamental, on-the-ground research as the core driver of its investment process. TAML advises a range of products which utilize various investment strategies including, but not limited to, global, regional, and country-specific public equity as well as private equity strategies that are focused on emerging and/or frontier countries.

INVESTMENT STRATEGIES

Strategies used by TAML include but are not limited to:

TEMPLETON GLOBAL EQUITY

The Templeton equity strategies managed by TAML's global equity investment team reflects its philosophy as borderless investors, conducting an unconstrained search for value across all

sectors and regions. The global equity investment team is disciplined and patient throughout market cycles, upholding a long-term approach that emphasizes fundamentals and original stock-by-stock analysis—rather than short-term market trends. This time-tested investment philosophy, established by Sir John Templeton over 70 years ago, is built upon the three tenets that TAML believes are critical to successful long-term investing: (1) Value: the investment team focuses its research efforts on identifying stocks trading at a discount to their intrinsic long-term value, and it seeks to determine the underlying value of a business and estimate what that company's assets can generate in earnings and cash flow. As long-term, valuation disciplined investors, the investment team focuses on normalized earnings to seek out compelling opportunities in all sectors and markets around the globe. (2) Patience: stock markets are often short-sighted and affected by sentiment, which creates short-term distortions in share prices. Following Sir John Templeton's long-term focus allows TAML to look beyond current market noise and identify the fundamental value of a stock. Through strong research, the investment team determines what a company is worth and patiently waits for the opportunity to purchase it at bargain levels. The depth of research also gives the investment team the conviction to wait for the market to reflect the fair value of a stock once it is added to a portfolio. And (3) Bottom-Up Stock Selection: the investment team conducts comprehensive, rigorous fundamental analysis to assess a company's long-term prospects and catalysts for value recognition. Following Sir John Templeton's commitment to original research drives the investment team's process to uncover opportunities wherever they may exist.

TEMPLETON GLOBAL MACRO

The Templeton Global Macro strategy utilizes a research-intensive, fundamentals-based, high-conviction approach to aim to capitalize on short-term inefficiencies and capture long-term potential value in global fixed income markets. The investment manager believes that an unconstrained approach to fixed income investing enhances long-term value potential. Therefore, the manager looks beyond the constituents of traditional market benchmarks for what is believed to be the most compelling investment opportunities. Using this benchmark-agnostic approach, the manager seeks alignment across multiple research lenses ─ in-depth country analysis, macroeconomic modeling, and local perspectives ─ to uncover high conviction opportunities across three sources of return: yield curves (interest rates), currencies, and credit spreads.

FRANKLIN TEMPLETON EMERGING MARKET PUBLIC EQUITY

The emerging market public equity strategy seeks to provide long-term capital growth by investing mainly in equity securities of companies located in or significantly exposed to emerging or frontier markets. Certain strategies are focused primarily on companies within specific regions, such as Asia, Latin America or Eastern Europe, within specific countries, such as India, or within specific market capitalizations, such as small caps, while others invest across the entire emerging market spectrum.

TAML's focus is on identifying companies with sustainable earnings power at a discount to their intrinsic value, which is consistent with the three tenets of Sir John Templeton: patient long-term outlook, bottom-up stock selection, and value orientation. The emerging market public equity strategy employs an investment process rooted in original fundamental research long-term focus and characterized by a search for sustainable earnings power at a discount. TAML believes that its competitive advantage lies in extensive locally based emerging markets resources, access and expertise; global perspective within the investment team; broader resources across Franklin Templeton; and an investment approach that is robust, scalable, and continuously refined.

FRANKLIN TEMPLETON EMERGING MARKET PRIVATE EQUITY

The emerging market private equity strategy conducts unleveraged structured transactions to make growth capital investments in small- to mid-sized companies operating throughout emerging markets by taking significant minority positions in its investee companies and working closely in partnerships with existing managements. The emerging market private equity strategy seeks to invest in companies in emerging markets with good management and growth prospects, which TAML believes are undervalued on a long-term view, and where there exists an opportunity to create value through capital injection and business improvement initiatives. With active hands-on involvement, the strategy seeks, where possible, to increase an investee company's growth and

enhance its financial position to a stage that permits attractive exit opportunities for the strategy. The strategy seeks to mitigate the risks to the extent possible through fundamental bottom-up analysis of potential investee companies, due diligence, deal structuring, and aggressive post-investment monitoring.

FRANKLIN TEMPLETON INVESTMENT SOLUTIONS

This business line delivers a range of capabilities to its retail and institutional client base aimed at specific objectives including:

- Multi-asset strategies which invest across debt and equity securities, either directly or via fund vehicles and/or separate accounts managed within the FT group and/or third-party investment managers; and
- Systematic strategies including factor-based equities and risk mitigation strategies

To deliver these strategies FTIS leverages fundamental and quantitative research and portfolio management capabilities from its local and global based teams with particular emphasis on Strategic Asset Allocation, Dynamic Asset Allocation and factor-based research.

FRANKLIN U.S. STRATEGIC MORTGAGE

The Franklin Templeton Securitized Team looks for strong cash flow fundamentals and valuations to uncover opportunities across the mortgage investment universe.
The portfolio employs a flexible investment approach to find sources of alpha across a broad range of securitized mortgage assets including agency mortgage-backed securities (MBS), non-agency residential MBS (RMBS) and commercial MBS (CMBS).

We seek to add value through three main sources of alpha: sector rotation, duration positioning, and security selection.

We use a combination of quantitative and fundamental analysis to identify the most compelling sectors and securities in the investment universe. We believe that the combination of a broad opportunity set coupled with multiple levels of market expertise is beneficial for long-term risk-adjusted performance.

INVESTMENT RISKS

Particular investment strategies or investments in different types of securities or other investments involve specific risks, including risk of loss, that clients should be prepared to bear. The risks involved, and their degree of significance, for different Accounts will vary based on each client's investment strategy and the type of securities or other investments held in the Account. The following is a list of certain of the material risks, listed alphabetically, related to the significant investment strategies used by TAML. Not all possible risks are described below. For purposes of this section, the terms Fund and Account shall be interchangeable.

Asset Allocation – The Advisers' ability to achieve their investment goal may depend upon their skill in determining a portfolio's asset allocation mix and/or selecting sub-advisers. There is the possibility that the Advisers' evaluations and assumptions regarding asset classes and the selected sub-advisers will not be successful in view of actual market trends.

Artificial Intelligence - We may use Artificial Intelligence ("AI") in various areas of our business, including informing economic views, assisting with security analysis, and enhancing portfolio analytics, and we expect to expand its use over time. While AI can improve efficiency, it also presents risks, including inaccurate or biased outputs, data security, privacy, intellectual property, regulatory compliance, and potential reputational harm. These tools require ongoing oversight and controls. Limitations or failures in AI systems could affect our analyses and recommendations and result in compliance or operational risks to our firm.

Concentration – To the extent the Fund concentrates in a specific industry, a group of industries, sector or type of investment, the Fund will carry much greater risks of adverse developments and

price movements in such industries, sectors or investments than a fund that invests in a wider variety of industries, sectors or investments. There is also the risk that the Fund will perform poorly during a slump in demand for securities of companies in such industries or sectors.

Convertible Securities – A convertible security is generally a debt obligation, preferred stock or other security that pays interest or dividends and may be converted by the holder within a specified period of time into common stock. The value of convertible securities may rise and fall with the market value of the underlying stock or, like a debt security, vary with changes in interest rates and the credit quality of the issuer. A convertible security tends to perform more like a stock when the underlying stock price is high relative to the conversion price (because more of the security's value resides in the option to convert) and more like a debt security when the underlying stock price is low relative to the conversion price (because the option to convert is less valuable). Because its value can be influenced by many different factors, a convertible security is not as sensitive to interest rate changes as a similar non-convertible debt security, and generally has less potential for gain or loss than the underlying stock.

Credit – The Fund could lose money on a debt security if the issuer or borrower is unable or fails to meet its obligations, including failing to make interest payments and/or to repay principal when due. Changes in an issuer's financial strength, the market's perception of the issuer's financial strength or an issuer's or security's credit rating, which reflects a third party's assessment of the credit risk presented by a particular issuer or security, may affect debt securities' values. The Funds may incur substantial losses on debt securities that are inaccurately perceived to present a different amount of credit risk by the market, the investment manager or the rating agencies than such securities actually do.

Currency Management Strategies – Currency management strategies may substantially change the Fund's exposure to currency exchange rates and could result in losses to the Fund if currencies do not perform as the investment manager expects. In addition, currency management strategies, to the extent that they reduce the Fund's exposure to currency risks, also reduce the Fund's ability to benefit from favorable changes in currency exchange rates. There is no assurance that the investment manager's use of currency management strategies will benefit the Fund or that they will be, or can be, used at appropriate times. Furthermore, there may not be a perfect correlation between the amount of exposure to a particular currency and the amount of securities in the Fund's portfolio denominated in that currency. Investing in foreign currencies for the purpose of gaining from projected changes in exchange rates, as opposed to hedging currency risks applicable to the Fund's holdings, further increases the Fund's exposure to foreign investment losses.

Cybersecurity Risks – Cybersecurity incidents, both intentional and unintentional, may allow an unauthorized party to gain access to Fund assets, Fund or customer data (including private shareholder information), or proprietary information, cause the Fund, the investment manager, the sub-advisor, and/or their service providers (including, but not limited to, Fund accountants, custodians, sub-custodians, transfer agents and financial intermediaries) to suffer data breaches, data corruption or loss of operational functionality or prevent Fund investors from purchasing redeeming or exchanging shares or receiving distributions. The investment manager and the sub-advisor have limited ability to prevent or mitigate cybersecurity incidents affecting third party service providers, and such third-party service providers may have limited indemnification obligations to the Fund, the investment manager or the sub-advisor. Cybersecurity incidents may result in financial losses to the Fund and its shareholders, and substantial costs may be incurred in an effort to prevent or mitigate future cybersecurity incidents. Issuers of securities in which the Fund invests are also subject to cybersecurity risks, and the value of these securities could decline if the issuers experience cybersecurity incidents.

Because technology is frequently changing, new ways to carry out cyber-attacks are always developing. Therefore, there is a chance that some risks have not been identified or prepared for, or that an attack may not be detected, which puts limitations on the Fund's ability to plan for or respond to a cyber-attack. Like other funds and business enterprises, the Fund, the investment manager, the sub-advisor, and their service providers are subject to the risk of cyber incidents occurring from time to time.

Debt Securities Ratings – The use of credit ratings in evaluating debt securities can involve certain risks, including the risk that the credit rating may not reflect the issuer's current financial condition or events since the security was last rated by a rating agency. Credit ratings may be influenced by conflicts of interest or based on historical data that no longer apply or that are no longer accurate.

Depositary Receipts – Depositary receipts are subject to many of the risks of the underlying security. For some depositary receipts, the custodian or similar financial institution that holds the issuer's shares in a trust account is located in the issuer's home country. The Fund could be exposed to the credit risk of the custodian or financial institution, and in cases where the issuer's home country does not have developed financial markets, greater market risk. In addition, the depository institution may not have physical custody of the underlying securities at all times and may charge fees for various services, including forwarding dividends and interest and corporate actions. The Fund would be expected to pay a share of the additional fees, which it would not pay if investing directly in foreign securities. The Fund may experience delays in receiving its dividend and interest payments or exercising rights as a shareholder. There may be an increased possibility of untimely responses to certain corporate actions of the issuer in an unsponsored depositary receipt program. Accordingly, there may be less information available regarding issuers of securities underlying unsponsored programs and there may not be a correlation between this information and the market value of the depositary receipts.

Derivative Instruments – The performance of derivative instruments depends largely on the performance of an underlying instrument, such as a currency, security, interest rate, or index, and such instruments often have risks similar to the underlying instrument, in addition to other risks.

Derivative instruments involve costs and can create economic leverage in the Fund's portfolio, which may result in significant volatility and cause the Fund to participate in losses (as well as gains) in an amount that significantly exceeds the Fund's initial investment. Other risks include illiquidity, mispricing or improper valuation of the derivative instrument, and imperfect correlation between the value of the derivative and the underlying instrument so that the Fund may not realize the intended benefits. Their successful use will usually depend on the investment manager's ability to accurately forecast movements in the market relating to the underlying instrument. Should a market or markets, or prices of particular classes of investments move in an unexpected manner, especially in unusual or extreme market conditions, the Fund may not realize the anticipated benefits of the transaction, and it may realize losses, which could be significant. If the investment manager is not successful in using such derivative instruments, the Fund's performance may be worse than if the investment manager did not use such derivative instruments at all. When a derivative is used for hedging, the change in value of the derivative instrument also may not correlate specifically with the currency, security, interest rate, index or other risk being hedged. There is also the risk, especially under extreme market conditions, that an instrument which usually would operate as a hedge provides no hedging benefits at all.

Use of these instruments could also result in a loss if the counterparty to the transaction does not perform as promised, including because of such counterparty's bankruptcy or insolvency. This risk is heightened with respect to over-the-counter (OTC) instruments, such as certain swap agreements, and may be greater during volatile market conditions. Other risks include the inability to close out a position because the trading market becomes illiquid (particularly in the OTC markets) or the availability of counterparties becomes limited for a period of time. In addition, the presence of speculators in a particular market could lead to price distortions. To the extent that the Fund is unable to close out a position because of market illiquidity, the Fund may not be able to prevent further losses of value in its derivatives holdings and the Fund's liquidity may be impaired. Some derivatives can be particularly sensitive to changes in interest rates or other market prices. Investors should bear in mind that, while the Fund intends to use derivative strategies on a regular basis, it is not obligated to actively engage in these transactions, generally or in any particular kind of derivative, if the investment manager elects not to do so due to availability, cost or other factors.

Many swaps currently are, and others eventually are expected to be, required to be cleared through a central counterparty. Central clearing is designed to reduce counterparty credit risk and increase liquidity compared to OTC swaps, but it does not eliminate those risks completely. With cleared swaps, there is also a risk of loss by the Fund of its initial and variation margin deposits in

the event of bankruptcy of the futures commission merchant (FCM) with which the Fund has an open position, or the central counterparty in a swap contract. With cleared swaps, the Fund may not be able to obtain as favorable terms as it would be able to negotiate for a bilateral, uncleared swap. In addition, an FCM may unilaterally amend the terms of its agreement with the Fund, which may include the imposition of position limits or additional margin requirements with respect to the Fund's investment in certain types of swaps. The regulation of cleared and uncleared swaps, as well as other derivatives, is a rapidly changing area of law and is subject to modification by government and judicial action. In addition, the SEC, Commodity Futures Trading Commission (CFTC) and the exchanges are authorized to take extraordinary actions in the event of a market emergency. It is not possible to predict fully the effects of current or future regulation.

Certain types of derivatives require the Fund to post margin or collateral in a manner that satisfies contractual undertakings and regulatory requirements. In order to satisfy margin or other requirements, the Fund may need to sell securities from its portfolio or exit positions at a time when it may be disadvantageous to do so.

The use of derivative strategies may also have a tax impact on the Fund. The timing and character of income, gains or losses from these strategies could impair the ability of the investment manager to use derivatives when it wishes to do so.

Developing Market Countries: The Fund's investments in securities of issuers in developing market countries are subject to all of the risks of foreign investing generally and have additional heightened risks due to a lack of established legal, political, business and social frameworks to support securities markets. Some of the additional significant risks include:

- less social, political and economic stability;
- a higher possibility of the devaluation of a country's currency, a downgrade in the credit ratings of issuers in such country, or a decline in the value and liquidity of securities of issuers in that country if the United States, other nations or other governmental entities (including supranational entities) impose sanctions on issuers that limit or restrict foreign investment, the movement of assets or other economic activity in the country due to political, military or regional conflicts or due to terrorism or war;
- smaller securities markets with low or non-existent trading volume and greater illiquidity and price volatility;
- more restrictive national policies on foreign investment, including restrictions on investment in issuers or industries deemed sensitive to national interests;
- less transparent and established taxation policies;
- less developed regulatory or legal structures governing private and foreign investment or allowing for judicial redress for injury to private property, such as bankruptcy;
- less familiarity with a capital market structure or market-oriented economy and more widespread corruption and fraud;
- less financial sophistication, creditworthiness and/or resources possessed by, and less government regulation of, the financial institutions and issuers with which the Fund transacts;
- less government supervision and regulation of business and industry practices, stock exchanges, brokers and listed companies than in the U.S.;
- greater concentration in a few industries resulting in greater vulnerability to regional and global trade conditions;
- higher rates of inflation and more rapid and extreme fluctuations in inflation rates;
- greater sensitivity to interest rate changes (for example, a higher interest rate environment can make it more difficult for developing market governments to service their existing debt);
- increased volatility in currency exchange rates and potential for currency devaluations and/or currency controls;
- greater debt burdens relative to the size of the economy;
- more delays in settling portfolio transactions and heightened risk of loss from share registration and custody practices; and

- less assurance that when favorable economic developments occur, they will not be slowed or reversed by unanticipated economic, political or social events in such countries.

Because of the above factors, the Fund's investments in developing market countries may be subject to greater price volatility and illiquidity than investments in developed markets.

The definition of emerging market countries or companies as used in this prospectus may differ from the definition of the same terms as used in other Franklin Templeton fund prospectuses.

Emerging Market Countries: The Fund's investments in securities of issuers in emerging market countries are subject to all of the risks of foreign investing generally, and have additional heightened risks due to a lack of established legal, political, business and social frameworks to support securities markets. Some of the additional significant risks include:

- less social, political and economic stability;
- a higher possibility of the devaluation of a country's currency, a downgrade in the credit ratings of issuers in such country, or a decline in the value and liquidity of securities of issuers in that country if the United States, other nations or other governmental entities (including supranational entities) impose sanctions on issuers that limit or restrict foreign investment, the movement of assets or other economic activity in the country due to political, military or regional conflicts or due to terrorism or war;
- smaller securities markets with low or non-existent trading volume and greater illiquidity and price volatility;
- more restrictive national policies on foreign investment, including restrictions on investment in issuers or industries deemed sensitive to national interests;
- less transparent and established taxation policies;
- less developed regulatory or legal structures governing private and foreign investment or allowing for judicial redress for injury to private property, such as bankruptcy;
- less familiarity with a capital market structure or market-oriented economy and more widespread corruption and fraud;
- less financial sophistication, creditworthiness and/or resources possessed by, and less government regulation of, the financial institutions and issuers with which the Fund transacts;
- less government supervision and regulation of business and industry practices, stock exchanges, brokers and listed companies than in the U.S.;
- greater concentration in a few industries resulting in greater vulnerability to regional and global trade conditions;
- higher rates of inflation and more rapid and extreme fluctuations in inflation rates;
- greater sensitivity to interest rate changes (for example, a higher interest rate environment can make it more difficult for emerging market governments to service their existing debt);
- increased volatility in currency exchange rates and potential for currency devaluations and/or currency controls;
- greater debt burdens relative to the size of the economy;
- more delays in settling portfolio transactions and heightened risk of loss from share registration and custody practices; and
- less assurance that when favorable economic developments occur, they will not be slowed or reversed by unanticipated economic, political or social events in such countries.

Because of the above factors, the Fund's investments in emerging market countries may be subject to greater price volatility and illiquidity than investments in developed markets.

The definition of emerging market countries or companies as used in this prospectus may differ from the definition of the same terms as used in other Franklin Templeton fund prospectuses.

Equity Securities – Equity securities represent a proportionate share of the ownership of a company. Their value is based on the success of the company's business and the value of its assets, as well as general market conditions, including changes in economic conditions, growth rates, profits, interest rates, and the market's perception of the company's securities. The purchaser of an equity security typically receives an ownership interest in the company as well as certain voting rights. The owner of an equity security may participate in a company's success through the receipt of dividends, which are distributions of earnings by the company to its owners. Equity security owners may also participate in a company's success or lack of success through increases or decreases in the value of the company's shares.

ESG Considerations: ESG considerations are one of a number of factors that the investment manager examines when considering investments for the Fund's portfolio. In light of this, the issuers in which the Fund invests may not be considered ESG-focused issuers and may have lower or adverse ESG assessments. Consideration of ESG factors may affect the Fund's exposure to certain issuers or industries and may not work as intended. In addition, ESG considerations assessed as part of the Fund's investment process may vary across types of eligible investments and issuers. In certain circumstances, there may be times when not every investment is assessed for ESG factors and, when they are, not every ESG factor may be identified or evaluated. The investment manager's assessment of an issuer's ESG factors is subjective and will likely differ from that of investors, third party service providers (e.g., ratings providers) and other funds. As a result, securities selected by the investment manager may not reflect the beliefs and values of any particular investor. The investment manager also may be dependent on the availability of timely, complete and accurate ESG data reported by issuers and/or third-party research providers, the timeliness, completeness and accuracy of which is out of the investment manager's control. ESG factors are often not uniformly measured or defined, which could impact the investment manager's ability to assess an issuer. While the investment manager views ESG considerations as having the potential to contribute to the Fund's long-term performance, there is no guarantee that such results will be achieved.

Forward Trading – Certain Accounts may directly or indirectly engage in forward trading. Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardized; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and "cash" trading is substantially unregulated, there is no limitation on daily price movements and position limits are not applicable. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade, and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have been unable to quote prices for certain currencies or commodities or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell.

Frontier Market Countries – Frontier market countries generally have smaller economies and even less developed capital markets than traditional developing markets, and, as a result, the risks of investing in developing market countries are magnified in frontier market countries. The magnification of risks are the result of: potential for extreme price volatility and illiquidity in frontier markets; government ownership or control of parts of the private sector and of certain companies; trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the frontier market countries or their trading partners; and the relatively new and unsettled securities laws in many frontier market countries.

Futures – Futures markets are highly volatile. Investing in the futures markets requires the ability to correctly analyze such markets, which are influenced by, among other things: changing supply and demand relationships; weather; governmental, agricultural, commercial, and trade programs and policies designed to influence commodity prices; world political and economic events; and changes in interest rates. Moreover, investments in futures involve additional risks including, without limitation, credit risk with respect to the contract counterparty and from the use of leverage. The low initial margin deposits normally required in futures contract trading permit an extremely high degree of leverage, which may lead to immediate and substantial losses to an Account from a relatively small price movement. An Account's futures positions may be illiquid because certain

commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as “daily price fluctuation limits” or “daily limits.” Under such daily limits, during a single trading day no trade may be executed at prices beyond the daily limits. Once the price of a contract for a particular future has increased or decreased by an amount equal to the daily limit, positions in the future can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This could prevent the Account from promptly liquidating unfavorable positions and subject it to substantial losses.

Growth Style Investing – Growth stock prices reflect projections of future earnings or revenues, and can, therefore, fall dramatically if the company fails to meet those projections. Growth stocks may be more expensive relative to their current earnings or assets compared to value or other stocks, and if earnings growth expectations moderate, their valuations may return to more typical norms, causing their stock prices to fall. Prices of these companies’ securities may be more volatile than other securities, particularly over the short term. In addition, investment styles can go in and out of favor, which could cause additional volatility in the prices of the Fund’s portfolio holdings.

High-Yield Debt Instruments– High-yield debt instruments (including loans) and unrated instruments of similar credit quality (high-yield debt instruments or junk bonds) involve greater risk of a complete loss of the Fund's investment, or delays of interest and principal payments, than higher- quality debt instruments or loans. Issuers of high-yield debt instruments are not as strong financially as those issuing securities of higher credit quality. High-yield debt instruments are generally considered predominantly speculative by the applicable rating agencies as these issuers are more likely to encounter financial difficulties because they may be more highly leveraged, or because of other considerations. In addition, high yield debt instruments generally are more vulnerable to changes in the relevant economy, such as a recession or a sustained period of rising interest rates, that could affect their ability to make interest and principal payments when due. If an issuer stops making interest and/or principal payments, payments on the securities may never resume. These instruments may be worthless, and the Fund could lose its entire investment.

The prices of high-yield debt instruments generally fluctuate more than higher-quality securities. Prices are especially sensitive to developments affecting the issuer's business or operations and to changes in the ratings assigned by rating agencies. In addition, the entire high-yield debt market can experience sudden and sharp price swings due to changes in economic conditions, stock market activity, large, sustained sales by major investors, a high-profile default, or other factors. Prices of corporate high-yield debt instruments often are closely linked with the company’s stock prices and typically rise and fall in response to factors that affect stock prices.

High-yield debt instruments are generally less liquid than higher-quality securities. Many of these instruments are not registered for sale under the federal securities laws and/or do not trade frequently. When they do trade, their prices may be significantly higher or lower than expected. At times, it may be difficult to sell these securities promptly at an acceptable price, which may limit the Fund's ability to sell securities in response to specific economic events or to meet redemption requests. As a result, certain high-yield debt instruments generally pose greater illiquidity and valuation risks.

Substantial declines in the prices of high-yield debt instruments can dramatically increase the yield of such instruments. The decline in market prices generally reflects an expectation that the issuer(s) may be at greater risk of defaulting on the obligation to pay interest and principal when due. Therefore, substantial increases in yield may reflect a greater risk by the Fund of losing some or part of its investment rather than reflecting any increase in income from the higher yield that the debt instrument may pay to the Fund on its investment.

Highly Volatile Markets – The prices of securities and derivative instruments, including futures and options prices, may be highly volatile. Price movements of securities, forward contracts, futures contracts, and other derivative contracts in which Accounts may directly or indirectly invest are influenced by, among other things: interest rates; changing supply and demand relationships; trade, fiscal, monetary, regulatory and exchange control programs and policies of governments; and U.S. and international political and economic events and policies. In addition, governments from time to time intervene, directly and/or by regulation, in certain markets, particularly those in currencies and interest rate related futures and options. Such intervention often is intended directly

to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. Accounts also are subject to the risk of the failure of any of the exchanges on which their positions trade or of their clearinghouses.

Inflation – The market price of debt securities generally falls as inflation increases because the purchasing power of the future income and repaid principal is expected to be worth less when received. Debt securities that pay a fixed rather than variable interest rate is especially vulnerable to inflation risk because variable-rate debt securities may be able to participate, over the long term, in rising interest rates which have historically corresponded with long-term inflationary trends.

Interest Rate – Interest rate changes can be sudden and unpredictable, and are influenced by a number of factors, including government policy, monetary policy, inflation expectations, perceptions of risk, and supply of and demand for bonds. Changes in government or central bank policy, including changes in tax policy or changes in a central bank's implementation of specific policy goals, may have a substantial impact on interest rates. There can be no guarantee that any particular government or central bank policy will be continued, discontinued or changed, nor that any such policy will have the desired effect on interest rates. Debt securities generally tend to lose market value when interest rates rise and increase in value when interest rates fall. A rise in interest rates also has the potential to cause investors to rapidly sell fixed income securities. A substantial increase in interest rates may also have an adverse impact on the liquidity of a debt security, especially those with longer maturities or durations. Securities with longer maturities or durations or lower coupons or that make little (or no) interest payments before maturity tend to be more sensitive to interest rate changes.

Investing in Funds — Certain accounts may invest in shares of funds as part of their core investment strategy or to gain exposure to certain asset classes. Funds are actively or passively managed portfolios that invest in a particular strategy, index, asset class or other objective defined by each fund for a management fee. Investing in funds generally carry the same risks as investing directly in the underlying assets but carry additional expenses in the form of management fees, distribution fees, brokerage expenses, shareholder service fees and/or other fees and expenses imposed or incurred by the funds, with a proportionate share borne by investors. Performance will be reduced by these costs and other expenses, which clients typically pay in addition to an Adviser's advisory fees. Additionally, investments in ETFs may trade at a premium or discount to the ETF's net asset value or an ETF may not replicate exactly the performance of the benchmark index it seeks to track.

Leverage – Certain Advisers will, from time to time, cause certain Accounts that they advise to leverage their capital if the Advisers believe it may enable the Accounts to achieve a higher rate of return. This is particularly true with respect to Accounts that are not U.S. Registered Funds, as they are not generally subject to the regulatory restrictions that apply to borrowing by U.S. Registered Funds. However, the use of leverage means that a decline in value of an Account's investment could result in a substantial loss that would be greater than if the Account were not leveraged. In addition, leveraging by means of borrowing may exaggerate the effect of any increase or decrease in the value of portfolio securities on an Account's net asset value, and money borrowed will be subject to interest and other costs (which may include commitment fees and/or the cost of maintaining minimum average balances), which may or may not exceed the income or gains received from the securities purchased with borrowed assets.

Liquidity – Liquidity risk exists when the markets for particular securities or types of securities are or become relatively illiquid so that it is or becomes more difficult to sell the security, partially or in full, at the price at which the security was valued. Illiquidity may result from political, economic or issuer-specific events; changes in a specific market's size or structure, including the number of participants; or overall market disruptions. Securities with reduced liquidity or that become illiquid involve greater risk than securities with more liquid markets. Market quotations for illiquid securities may be volatile and/or subject to large spreads between bid and ask prices. Reduced liquidity may have an adverse impact on market price and the ability to sell particular securities when necessary to meet liquidity needs, which may arise or increase in response to a specific economic event or because of a desire to purchase particular investments or a belief that a higher level of liquidity would be advantageous. An investment may become illiquid if the Adviser and its affiliates receive

material non-public information about the issuer or the investment. To the extent that a significant portion of an issuer's outstanding securities is held; greater liquidity risk will exist than if the issuer's securities were more widely held.

Management – The Fund is actively managed and could experience losses (realized and unrealized) if the investment manager's judgment about markets, interest rates or the attractiveness, relative values, liquidity, or potential appreciation of particular investments made for the Fund's portfolio prove to be incorrect. The Fund could also experience losses if there are imperfections, errors or limitations in the models, tools, and data used by the investment manager or if the investment manager's techniques or investment decisions do not produce the desired results. Additionally, legislative, regulatory, or tax developments may affect the investment techniques available to the investment manager in connection with managing the Fund and may also adversely affect the ability of the Fund to achieve its investment goal.

Market – The market values of securities or other investments owned by the Fund will go up or down, sometimes rapidly or unpredictably. The Fund's investments may decline in value due to factors affecting individual issuers (such as the results of supply and demand), or sectors within the securities markets. The value of a security or other investment also may go up or down due to general market conditions that are not specifically related to a particular issuer, such as real or perceived adverse economic conditions, changes in interest rates, inflation or exchange rates, or adverse investor sentiment generally. Furthermore, events involving limited liquidity, defaults, non-performance or other adverse developments that affect one industry, such as the financial services industry, or concerns or rumors about any events of these kinds, have in the past and may in the future lead to market-wide liquidity problems, may spread to other industries, and could negatively affect the value and liquidity of the Fund's investments. In addition, unexpected events and their aftermaths, such as the spread of diseases; natural, environmental or man-made disasters; financial, political or social disruptions; terrorism and war; and other tragedies or catastrophes, can cause investor fear and panic, which can adversely affect the economic prospects of many companies, sectors, nations, regions and the market in general, in ways that cannot necessarily be foreseen. During a general downturn in the securities markets, multiple asset classes may decline in value. When markets perform well, there can be no assurance that securities or other investments held by the Fund will participate in or otherwise benefit from the advance.

The long-term impact of the COVID-19 pandemic and its subsequent variants on economies, markets, industries and individual issuers is not known. The U.S. government and the Federal Reserve, as well as certain foreign governments and central banks, took extraordinary actions to support local and global economies and the financial markets in response to the COVID-19 pandemic. This and other government intervention into the economy and financial markets have resulted in a large expansion of government deficits and debt, the long-term consequences of which are not known.

The United States and various countries are currently involved in disputes over trade and other matters, which may result in tariffs, investment restrictions and other adverse impacts on affected companies and securities. Trade disputes may adversely affect the economies of the United States and its trading partners, as well as companies directly or indirectly affected by tariffs or restrictions and financial markets generally. For example, the United States has imposed tariffs and other trade barriers on Chinese exports, has restricted sales of certain categories of goods to China, and has established barriers to investments in China. The United States government has prohibited U.S. persons from investing in Chinese companies designated as related to the Chinese military. These and possible future restrictions could limit the Fund's opportunities for investment and require the sale of securities at a loss or make them illiquid. Moreover, the Chinese government is involved in a longstanding dispute with Taiwan that has included threats of invasion. If the political climate between the United States and China does not improve or continues to deteriorate, if China were to attempt unification of Taiwan by force, or if other geopolitical conflicts develop or get worse, economies, markets and individual securities may be severely affected both regionally and globally, and the value of the Fund's assets may go down.

Stock prices tend to go up and down more dramatically than those of debt securities. A slower-growth or recessionary economic environment could have an adverse effect on the prices of the various stocks held by the Fund.

Non-Diversification – A "non-diversified" fund generally invests a greater portion of its assets in the securities of one or more issuers and invests overall in a smaller number of issuers than a diversified fund. The Fund may be more sensitive to a single economic, business, political, regulatory or other occurrence than a more diversified fund might be, which may negatively impact the Fund's performance and result in greater fluctuation in the value of the Fund's shares and a greater risk of loss.

Non-U.S. Securities – Directly or indirectly investing in non-U.S. securities typically involves different risks than investing in U.S. securities, and includes risks associated with: (i) internal and external political and economic developments – e.g., the political, economic and social policies and structures of some foreign countries may be less stable and more volatile than those in the U.S. or some foreign countries may be subject to trading restrictions or economic sanctions; diplomatic and political developments could affect the economies, industries, and securities and currency markets of the countries in which the Fund is invested, which can include rapid and adverse political changes; social instability; regional conflicts; sanctions imposed by the United States, other nations or other governmental entities, including supranational entities; terrorism; and war; (ii) trading practices – e.g., government supervision and regulation of non-U.S. security and currency markets, trading systems and brokers may be less than in the United States, (iii) availability of information – non-U.S. issuers may not be subject to the same disclosure, accounting and financial reporting standards and practices as U.S. issuers and information may be less timely and/or reliable than information provided by U.S. issuers, (iv) limited markets – the securities of certain non-U.S. issuers may be less liquid (harder to sell) and more volatile, and (v) currency exchange rate fluctuations and policies. In addition, there is risk of unfavorable tax policies, including but not limited to, substantial, punitive or confiscatory tax increases; withholding and other non-U.S. taxes on income (including capital gains or other amounts); taxation on a retroactive basis; sudden or unanticipated changes in non-U.S. tax laws; financial transaction taxes; denial or delay of the realization of tax treaty benefits; and the payment of non-U.S. taxes not available for credit or deduction when passed through to shareholders. Although not typically subject to currency exchange rate risk, depositary receipts may be subject to the same risks as non-U.S. securities generally. The risks of investments outside the United States may be greater in developing countries or emerging market countries. Certain of the foregoing risks also may apply to securities of U.S. companies with significant non-U.S. operations.

Options – Certain Accounts directly or indirectly invest in options. Purchasing put and call options, as well as writing such options, are highly specialized activities and entail greater than ordinary investment risks. Although an option buyer's risk is limited to the amount of the original investment for the purchase of the option, an investment in an option may be subject to greater fluctuation than is an investment in the underlying securities. In theory, an uncovered call writer's loss is potentially unlimited, but in practice the loss is limited by the term of existence of the call. The risk for a writer of a put option is that the price of the underlying securities may fall below the exercise price. The ability to trade in or exercise options may be restricted if trading in the underlying securities interest becomes restricted. Unlike exchange-traded options, which are standardized with respect to the underlying instrument, expiration date, contract size, and strike price, the terms of over-the-counter options (options not traded on exchanges) are generally established through negotiation with the other party to the option contract. While this type of arrangement allows greater flexibility to tailor an option to its needs, over-the-counter options generally involve greater credit risk than exchange-traded options, which are guaranteed by the clearing organization of the exchanges where they are traded.

OTC Transactions – Certain Accounts may directly or indirectly trade in derivative instruments that are not traded on organized exchanges and, as such, are not standardized. These transactions are known as over-the-counter ("**OTC**") transactions. In general, there is less governmental regulation and supervision in the OTC markets than there is with respect to transactions entered into on an organized exchange. In addition, many of the protections afforded to participants on some organized exchanges, such as the performance guarantee of an exchange clearinghouse, are not available in connection with OTC transactions. Moreover, while some OTC

markets are often highly liquid, transactions in OTC derivatives may involve greater risk than investing in exchange traded instruments because there is no exchange market on which to close out an open position. It may be impossible to liquidate an existing position, to assess the value of the position arising from an off-exchange transaction or to assess the exposure to risk. Bid and offer prices need not be quoted and, even where they are, they will be established by dealers in these instruments and consequently it may be difficult to establish what is a fair price.

Outbreaks, Pandemics and Other Public Health Issues – In general, unexpected local, regional or global events, such as the spread of infectious illnesses or other public health issues and their aftermaths, could have a significant adverse impact on the Advisers' operations (including the ability of the Advisers to find and execute suitable investments) and therefore the Accounts' potential returns. In addition, such infectious illness outbreaks, as well as any restrictive measures implemented to control such outbreaks, could adversely affect the economies of many nations or the entire global economy, the financial condition of individual issuers or companies (including those that are held by, or are counterparties or service providers to, the Accounts) and capital markets in ways that cannot necessarily be foreseen, and such impact could be significant and long term. Moreover, the impact of infectious illnesses in emerging market countries may be greater due to generally less established healthcare systems. If such events occur, an Account's exposure to a number of other risks described elsewhere in this brochure can increase.

For example, an outbreak of an infectious respiratory illness caused by a novel coronavirus known as COVID-19 was first detected in China in December 2019 and later detected globally, causing the World Health Organization to declare it a pandemic. This coronavirus has caused global distress and market volatility and uncertainty, and it resulted in travel restrictions, closed international borders, enhanced health screenings at ports of entry and elsewhere, disruption of and delays in healthcare service preparation and delivery, prolonged quarantines, cancellations of services, supply chain disruptions, volatility in consumer demand for certain products, and disruptions or suspensions of business activities across a wide range of industries (including causing the Advisers and other service providers to certain Accounts to implement business contingency plans). As of the date of this brochure, the long-term economic fallout of COVID-19 is difficult to predict, and the outbreak could adversely affect the Accounts' investments and/or the Advisers' operations.

Prepayment – Debt securities are subject to prepayment risk when the issuer can "call" the security, or repay principal, in whole or in part, prior to the security's maturity. When the Fund reinvests the prepayments of principal it receives, it may receive a rate of interest that is lower than the rate on the existing security, potentially lowering the Fund's income, yield and its distributions to shareholders. Securities subject to partial or complete prepayment(s) may offer less potential for gains during a declining interest rate environment and have greater price volatility. Prepayment risk is greater in periods of falling interest rates for fixed-rate investments, and for floating or variable rate securities, rising interest rates generally increase the risk of refinancings or prepayments.

Private Investments in Public Equities ("PIPEs") – Accounts investing in PIPE transactions invest money in public corporations in exchange for shares of the company, usually unregistered under the Securities Act. Often, warrants will be utilized to provide greater upside potential.

Risk of Loss – All investments involve the risk of the loss of capital. No guarantee or representation is made that any Account will achieve its investment objective or avoid losses. The value of a security can go up or down more than the market as a whole and can perform differently from the value of the market as a whole, often due to disappointing earnings reports by an issuer, unsuccessful products or services, loss of major customers, major litigation against the issuer, changes in government regulations affecting the issuer or the competitive environment, or investor sentiment. While each Account has its own investment objectives and strategies, there are risks associated with investing in general.

Risks Related to Russia's Invasion of Ukraine - Russia's military invasion of Ukraine in February 2022, the resulting responses by the United States and other countries, and the continued conflict has increased volatility and uncertainty in the financial markets and adversely affected regional and global economies. The United States and other countries and certain international organizations have imposed broad-ranging economic sanctions on Russia and certain Russian

individuals, banking entities and corporations as a response to Russia's invasion of Ukraine. The United States and other countries have also imposed economic sanctions on individuals and corporations in other countries in connection with the conflict and may continue to do so. These sanctions, as well as any other economic consequences related to the invasion, such as additional sanctions, boycotts or changes in consumer or purchaser preferences or cyber-attacks on governments, companies or individuals, may further decrease the value and liquidity of certain Russian securities and securities of issuers in other countries that are subject to economic sanctions related to the invasion. To the extent that the Fund has exposure to Russian investments or investments in countries affected by the invasion, the Fund's ability to price, buy, sell, receive or deliver such investments on behalf of an Account may be impaired. The Fund could determine that affected securities of an Account have zero value. In addition, any exposure that the Fund may have to counterparties in Russia or in countries affected by the invasion could negatively impact the Fund's portfolio. The extent and duration of Russia's military actions and the repercussions of such actions (including any retaliatory actions or countermeasures that may be taken by those subjects to sanctions) are impossible to predict, but could result in significant market disruptions, including in the oil and natural gas markets, and may negatively affect global supply chains, inflation and global growth. These and any related events could significantly impact the Fund's performance and the value of an investment in the Fund, even beyond any direct exposure the Fund may have to Russian issuers or issuers in other countries affected by the invasion.

Securities Lending –To generate additional income, the Adviser may lend certain of an Account's portfolio securities to qualified borrowers, including banks and broker-dealers, in exchange for cash collateral at least equal to the value of the security loaned that may then be invested while the loan is outstanding. If the borrower defaults on its obligation to return the securities loaned because of insolvency or other reasons, there could be delays and costs in recovering the securities loaned or in gaining access to the collateral. These delays and costs could be greater for non-U.S. securities. If the Adviser is not able to recover the securities loaned, it may sell the collateral and purchase a replacement investment in the market. Additional transaction costs would result, and the value of the collateral could decrease below the value of the replacement investment by the time the replacement investment is purchased. Until the replacement can be purchased, the Account will not have the desired level of exposure to the security which the borrower failed to return. Cash received as collateral through loan transactions may be invested in other eligible securities, including shares of a money market fund. Investing this cash creates additional market risk, including losses on the collateral and, should the Adviser need to look to the collateral in the event of the borrower's default, losses on the loan secured by that collateral.

Short Selling Risk – A short sale is where an Account borrows securities from a lender and sells them in the open market. The Account must repurchase the securities at a later date in order to return them to the lender. In the interim, the proceeds from the short sale are deposited with the lender and the Account pays interest to the lender on the borrowed securities. If the value of the securities declines between the time of the initial short sale and the time it repurchases and returns the securities, the Account makes a profit for the difference (less any interest paid to the lender). If the price of the borrowed securities rises, however, a loss results. There are risks associated with short selling, namely, that the borrowed securities will rise in value or not decline enough to cover the borrowing costs. Any loss on short positions may or may not be offset by investing short sale proceeds in other investments. In addition, the Account may experience difficulties in repurchasing the borrowed securities if a liquid market for the securities does not exist. The lender from whom the securities have been borrowed may also become bankrupt, causing the borrowing Account to lose the collateral it deposited with the lender.

Small and Mid-Capitalization Companies – While small and mid-capitalization companies may offer substantial opportunities for capital growth, they also may involve more risks than larger companies. Historically, securities issued by small and mid-capitalization companies have been more volatile in price than securities that are issued by larger companies, especially over the short term. Among the reasons for the greater price volatility are the less certain growth prospects of small and mid-capitalization companies, the lower degree of liquidity in the markets for such securities, and the greater sensitivity of small and mid-capitalization companies to changing economic conditions.

In addition, small and mid-capitalization companies may lack depth of management, be unable to generate funds necessary for growth or development, have limited product lines or be developing or marketing new products or services for which markets are not yet established and may never become established. Small and mid-capitalization companies may be particularly affected by interest rate increases, as they may find it more difficult to borrow money to continue or expand operations, or may have difficulty in repaying loans, particularly those with floating interest rates.

Sovereign Debt Securities – Sovereign debt securities are subject to various risks in addition to those relating to debt securities and foreign securities generally, including, but not limited to, the risk that a governmental entity may be unwilling or unable to pay interest and repay principal on its sovereign debt, or otherwise meet its obligations when due because of cash flow problems, insufficient foreign reserves, the relative size of the debt service burden to the economy as a whole, the government's policy towards principal international lenders such as the International Monetary Fund, or the political considerations to which the government may be subject. Sovereign debtors also may be dependent on expected disbursements from other foreign governments or multinational agencies and the country's access to, or balance of, trade. If a sovereign debtor default (or threatens to default) on its sovereign debt obligations, the indebtedness may be restructured. Restructuring may include obtaining additional credit to finance outstanding obligations, reduction and rescheduling of payments of interest and principal, or negotiation of new or amended credit and security agreements. Unlike most corporate debt restructurings, the fees and expenses of financial and legal advisers to the creditors in connection with a restructuring may be borne by the holders of the sovereign debt securities instead of the sovereign entity itself. Some sovereign debtors have in the past been able to restructure their debt payments without the approval of some or all debt holders or to declare moratoria on payments, and similar occurrences may happen in the future.

In the event of a default on sovereign debt, the Fund may have limited legal recourse against the defaulting government entity. As a sovereign entity, the issuing government may be immune from lawsuits in the event of its failure or refusal to pay the obligations when due, and any rights the Fund may have may be restricted pursuant to the terms of applicable treaties with such sovereign entity. If a sovereign entity defaults, it may request additional time in which to pay or for further loans. There may be no legal process for collecting principal or interest payments on sovereign debt that a government does not pay or such legal process may be relatively more expensive, nor are there bankruptcy proceedings by which the Fund may collect in whole or in part on debt issued by a sovereign entity. In certain cases, remedies must be pursued in the courts located in the country of the defaulting sovereign entity itself, which may further limit the Fund's ability to obtain recourse.

Swaps – Certain Advisers enter into swap contracts for certain Accounts, including but not limited to, total return, interest rate, basis, currency, credit default, and inflation. These Advisers may enter into swaps for speculative or hedging purposes and therefore may increase or decrease exposure to the underlying instrument, and these Advisers utilize swaps for certain Accounts where it believes such investments will further the Account's objectives. Notional amounts of swap transactions are not subject to any limitations, and swap contracts may expose an Account to unlimited risk of loss. Swaps may be used as an alternative to futures contracts. To the extent an Account directly or indirectly invests in repos, swaps, forwards, futures, options and other "synthetic" or derivative instruments, the Account would be subject to counterparty risk. In addition, certain Advisers may enter into swaps on securities, baskets of securities or securities indices and they may use such swaps to gain investment exposure to the underlying security or securities where direct ownership is either not legally possible or is economically unattractive. Certain Advisers may enter into swaps to modify an Account's exposure to particular currencies using currency swaps.

Unlisted Securities – Unlisted securities (*i.e.*, securities not listed on a stock exchange or other markets and for which no liquid secondary trading market exists) may involve a high degree of business and financial risk and may result in substantial losses. The companies underlying such securities may have relatively limited operating and profit histories. Many of these companies may also need substantial additional capital to support expansion or to achieve or maintain a competitive position and there is no assurance that capital will be available to finance such needs. In the

absence of a liquid trading market for unlisted securities, they will be difficult to value. It is also possible that such investments will be difficult to liquidate when desired, which may limit the ability to realize their full value. Although it is generally desirable that unlisted securities become listed in due course, there can be no assurance that this will be the case, or that sufficient liquidity for substantial shareholdings will be available following listing. Additionally, companies whose securities are not publicly traded generally are not subject to the same disclosure and investor protection requirements that apply to publicly-traded companies. As a consequence, the information available to security holders of such companies about their business models, quality of management, earnings growth potential, and other criteria that are normally considered when evaluating the investment prospects of such companies may be less complete and less reliable than would be the case with a publicly-traded company.

Valuation Risk – An Account may directly or indirectly invest in securities for which reliable market quotations are not available. The process of valuing such securities is based on inherent uncertainties, and the resulting values may differ from values that would have been determined had readily available market quotations been available. As a result, the values placed on such securities by the Advisers may differ from values placed on such securities by other investors or a client's custodian and from prices at which such securities may ultimately be sold. Where appropriate, third-party pricing information, which may be indicative of, or used as an input in determining, fair value may be used, but such information may at times not be available regarding certain assets or, if available, may not be considered reliable. Even if considered reliable, such third-party information might not ultimately reflect the price obtained for that security in a market transaction, which could be higher or lower than the third-party pricing information. In addition, an Account may rely on various third-party sources to calculate its market value. As a result, the Account is subject to certain operational risks associated with reliance on service providers and service providers' data sources.

Value Style Investing – Value stock prices are considered "cheap" relative to the company's perceived value and are often out of favor with other investors. The investment manager may invest in such stocks if it believes the market may have overreacted to adverse developments or failed to appreciate positive changes. However, if other investors fail to recognize the company's value (and do not become buyers, or if they become sellers or favor investing in faster growing companies), value stocks may not increase in value as anticipated by the investment manager and may even decline in value.

Item 9 Disciplinary Information

None with respect to TAML.

Item 10 Other Financial Industry Activities and Affiliations

The Advisers are wholly-owned subsidiaries (whether directly or indirectly) of Franklin Resources, a holding company with its various subsidiaries that operates under the Franklin Templeton and/or subsidiary brand names.

The Advisers have certain business arrangements with related persons/companies that are material to the Advisers' advisory business or to their clients, including those described in this Item 10 ("Other Financial Industry Activities and Affiliations").In some cases, these business arrangements will, from time to time, create a potential conflict of interest, or appearance of a conflict of interest between the Advisers and a client. Please see Item 4 ("Advisory Business") for additional information on services of affiliates.

Recognized conflicts of interest are discussed in Item 6 ("Performance-Based Fees and Side-By-Side Management") above and Item 11 ("Code of Ethics, Participation or Interest in Client Transactions and Personal Trading") and Item 12 ("Brokerage Practices") below.

The Advisers have arrangements with one or more of the following types of related persons that may be considered material to their advisory business or to their clients.

RELATED BROKER-DEALERS

The Advisers are under common control with Franklin Distributors, LLC ("**FD, LLC**"), Royce Fund Services, LLC ("**RFS**"), Clarion Partners Securities, LLC ("**CPS**"), all of which are SEC registered broker-dealers and are members of the Financial Industry Regulatory Authority ("**FINRA**"). FD, LLC is also registered with the Commodity Futures Trading Commission ("**CFTC**") as an introducing broker and is a member of the National Futures Association ("**NFA**").

FD, LLC is a limited purpose broker-dealer that serves as an underwriter and distributor for Franklin's U.S. Registered Funds and 529 college savings plans. Furthermore, FD, LLC serves as a placement agent for Franklin affiliated private funds. FD, LLC also serves as broker-dealer of records on certain accounts of Fund shareholders that are held directly with the Fund's transfer agents. FD, LLC registered staff principally engage in wholesaling and marketing activities. FD, LLC, does not make recommendations to purchase or sell fund shares to retail investors.

Underwriting and distribution fees are earned primarily by distributing Funds pursuant to distribution agreements between FD, LLC and the Funds. Under each distribution agreement, the Fund's shares are offered and sold on a continuous basis and certain costs associated with underwriting and distributing the Fund's shares may be incurred, including the costs of developing and producing sales literature, shareholder reports and prospectuses.

RFS is the distributor of The Royce Fund and Royce Capital Fund, two open-end U.S. registered management investment companies with 12 separate series between them. RFS is also a wholly-owned subsidiary of Royce & Associates LP, a majority-owned subsidiary of Franklin Resources. RFS does not execute any securities transactions for client portfolios.

CPS is wholly owned by Clarion Partners, LLC, a subsidiary of Franklin Resources ("**Clarion Partners**") and provides distribution services with respect to the private funds sponsored and advised by Clarion Partners. CPS does not hold client accounts or take in investor monies. CPS does not provide brokerage services in connection with transactions involving securities.

In addition, certain of the Advisers' employees are registered representatives of FD, LLC. Please see Item 11 ("Code of Ethics, Participation or Interest in Client Transactions and Personal Trading") for a discussion of the associated conflicts.

In addition to the above, certain non-U.S. affiliates of the Advisers act as placement agents with respect to the distribution of certain Private Funds to Private Fund Investors outside the United States.

U.S. REGISTERED FUNDS

Certain Advisers serve as investment adviser to one or more U.S. Registered Funds, as described in such Advisers' brochure.

RELATED INVESTMENT ADVISERS

The Advisers will, under certain circumstances, enter into a sub-advisory arrangement with, or refer a client to, an investment adviser affiliate, including from time to time another Adviser, capable of meeting the client's specific investment needs. One or more of these affiliated investment advisers may be serving as a commodity trading advisor ("**CTA**") and/or a commodity pool operator ("**CPO**") that is either registered or exempt from registration with the CFTC. The Advisers as well as other investment adviser affiliates are affiliated with each other through the common control of Franklin Resources, and certain of these advisory entities share certain supervised persons, portfolio management personnel and investment research with each other.

The Advisers will, from time to time, use the services of appropriate personnel of one or more of their affiliates for investment advice, portfolio execution and trading, and client servicing in their local or regional markets or their areas of special expertise, except to the extent restricted by the client or pursuant to its investment management agreement, or inconsistent with applicable law. In carrying out the requested services for an Adviser, portfolio management personnel of the Adviser's affiliates will, from time to time, recommend to, or invest on behalf of, the affiliates' clients in securities that are the subject of recommendations to, or discretionary trading on behalf of, the Adviser's clients.

Arrangements among affiliates take a variety of forms, including delegation arrangements, formal sub-advisory agreements or servicing agreements. In these circumstances, the client with whom an Adviser has executed the investment management agreement will typically require that the Adviser remains fully responsible for the Account from a legal and contractual perspective. No additional fees are charged for the affiliates' services except as disclosed in the investment management agreement or Fund offering documents. These relationships will, from time to time, present potential conflicts of interest relating to the Advisers' activities. Please see Item 6 ("Performance-Based Fees and Side-By- Side Management") and Item 11 ("Code of Ethics, Participation or Interest in Client Transactions and Personal Trading") for additional information.

PRIVATE FUNDS

For the Advisers who manage Private Funds, these funds are typically structured as U.S. and/or non-U.S. limited partnerships, limited liability companies, collective investment trusts and/or exempted companies in order to meet the legal, regulatory and tax demands of Private Fund Investors. An Adviser or an affiliate thereof typically acts as general partner, managing member, trustee, investment manager and/or otherwise exercises investment discretion with respect to these Private Funds in which investors are solicited to invest. Entities affiliated with the Advisers will also, from time to time, invest in and/or provide services other than advice (including, but not limited to, administration, organizing and managing business affairs, executing and reconciling trades, preparing financial statements and providing audit support, preparing tax related schedules or documents, legal support, sales and investor relations support, diligence and valuation services) to such Private Funds, in some cases for a fee separate and apart from the advisory fee. Franklin Templeton's personnel, including employees of the Advisers' affiliates, usually also serve on the board of directors of certain Private Funds. A Private Fund (other than those organized as a collective investment trust) will typically pay or reimburse the Advisers or their affiliates for certain organizational and initial offering expenses related to the Private Fund. Further information can be found in the PPM or other offering documents for each Private Fund.

AFFILIATED CUSTODIAN

From time to time a client's Account will use the Advisers' affiliate, Fiduciary Trust Company International ("**FTCI**"), to provide custodial services to the client in connection with the Advisers' management of such Account. When a client chooses to use FTCI as its custodian, FTCI will charge fees to the client for its custodial services; however, the Advisers do not receive any fees or compensation in connection with its recommendation or the client's use of FTCI's services.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS OF TAML

CFTC Registrations

The derivatives used by TAML will often include certain financial derivatives deemed by the CFTC to be "commodity interests," such as futures, options on futures, swaps and certain foreign exchange contracts. TAML is not registered with the CFTC as a CTA, based on its determination that it may rely on certain exemptions from registration provided by the Commodity Exchange Act ("**CEA**") and the rules thereunder. The CFTC has not passed upon the availability of these exemptions to TAML.

Certain of the U.S. Registered Funds managed by TAML are commodity pools for which TAML is the CPO. As the CPO for these U.S. Registered Funds, TAML is excluded from the need to register as a CPO with the CFTC and the related requirements, pursuant to Rule 4.5 under the CEA or other provisions under the CEA and the rules of the CFTC.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

CODE OF ETHICS SUMMARY

Franklin Resources has adopted the Franklin Resources Code of Ethics and Business Conduct (the "**Code of Ethics**"), which is applicable to all officers, directors, and employees of Franklin Resources and its U.S. and non-U.S. subsidiaries and affiliates, including the Advisers. The Advisers are also subject to the Franklin Templeton Personal Investments and Insider Trading Policy (the "**Personal Investments Policy**"), which serves as a code of ethics adopted by Franklin Templeton pursuant to Rule 204A-1 under the Advisers Act and Rule 17j-1 of the 1940 Act. A brief description of the main provisions of the Personal Investments Policy follows.

The Personal Investments Policy states that the interests of the Advisers' clients are paramount and come before any employee. All Covered Employees (as defined below) are required to conduct themselves in a lawful, honest and ethical manner in their business practices and to maintain an environment that fosters fairness, respect and integrity. "**Covered Employees**" include the Advisers' partners, officers, directors (or other persons occupying a similar status or performing similar functions), and employees, as well as any other person who provides advice on behalf of the Advisers and are subject to the supervision and control of the Advisers. The personal investment activities of Covered Employees must be conducted in a manner that avoids actual or potential conflicts of interest with the clients of the Advisers. Covered Employees are required to use their positions with the Advisers and any investment opportunities they learn of because of their positions with the Advisers in a manner consistent with their fiduciary duties to use such opportunities and information for the benefit of the Advisers' clients and with applicable laws, rules and regulations. In addition, the Personal Investments Policy states that information concerning the security holdings and financial circumstances of the Advisers' clients is confidential and Covered Employees are required to safeguard this information.

Additionally, Access Persons, a subset of Covered Employees, are required to provide certain periodic reports on their personal securities transactions and holdings. "**Access Persons**" are generally employees of the Adviser and those persons who have access to non-public information regarding the securities transactions of the Advisers' funds or clients; are involved in making securities recommendations to clients; have access to securities recommendations that are non-public; or have access to non-public information regarding the portfolio holdings of funds for which an Adviser serves as an investment adviser or a sub-adviser or any fund whose investment adviser or principal underwriter controls an Adviser, is controlled by an Adviser or is under common control with an Adviser. The Advisers' Access Persons must obtain pre-clearance from the Compliance Department before buying or selling any security (other than those not requiring pre-clearance under the Personal Investments Policy). The Personal Investments Policy also requires pre-clearance before investing in a private investment or purchasing securities in a limited offering. The Personal Investments Policy generally prohibits Access Persons from investing in initial public offerings ("**IPOs**"); however, such investments may be permissible in certain circumstances or jurisdictions with prior approval from the Compliance Department.

To avoid actual or potential conflicts of interest with the Advisers' clients, certain transactions and practices are prohibited by the Personal Investments Policy. These include: front-running, trading parallel to a client, trading against a client, using proprietary information for personal transactions, market timing, and short selling Franklin Resources stock and the securities of Franklin Templeton closed-end funds.

The Personal Investments Policy requires prompt internal reporting of suspected and actual violations of the Personal Investments Policy. In addition, violations of the Personal Investments Policy are referred to the Chief Compliance Officer as well as the relevant management personnel.

The Advisers maintain a "restricted list" of securities in which the Advisers' personnel generally may not trade. The restricted list is updated as necessary and is intended to prevent the misuse

of material, non-public information by their employees. In addition to continuous monitoring, the Compliance Department will conduct forensic testing or auditing of reported personal securities transactions to ensure compliance with the Personal Investments Policy.

No Covered Employee or Access Person may trade while in possession of material, non-public information ("**MNPI**") or communicate MNPI to others.

Information is considered material if there is a substantial likelihood that a reasonable investor would consider the information to be important in making his or her investment decision, or if it is reasonably certain to have a substantial effect on the price of the company's securities. Information is non-public until it has been effectively communicated to the marketplace. If the information has been obtained from someone who is betraying an obligation not to share the information (*e.g.*, a company insider), that information is very likely to be non-public.

The Advisers have implemented a substantial set of personal investing procedures designed to avoid violation of the Personal Investments Policy.

Copies of the Personal Investments Policy are available to any client or prospective client upon request by emailing GCSS at ***GlobalClientServiceSupportAmericas@franklintempleton.com***.

POTENTIAL CONFLICTS RELATING TO ADVISORY AND OTHER ACTIVITIES

The Advisers and their affiliates engage in a broad range of activities, including investment activities for their own account and for the accounts of others and providing transaction-related, investment advisory, management and other services. In addition, while the Advisers are typically not themselves a general partner of any limited partnership, one or more of their affiliates often serve as a manager, general partner or trustee or in a similar capacity of a partnership, trust or other collective investment vehicle in which the Advisers' clients are solicited to invest. In the ordinary course of an Adviser conducting its activities for a client, the interests of a client will, from time to time, conflict with the interests of the Adviser, other clients and/or their respective affiliates. Potential or actual conflicts of interest arise, from time to time, in (i) principal transactions, (ii) cross trades, (iii) investments by the Advisers or their employees for their personal accounts, (iv) client investment in entities affiliated with an Adviser or in which an Adviser or an affiliate has an interest, (v) allocation of investment opportunities and expenses, (vi) diverse membership among investors in a client Account, and (vii) diversity of client base, among others. In addition, while the Advisers are part of the Franklin Templeton organization, the Advisers have their own clients. Although an Adviser may focus primarily on an investment strategy different from other Advisers, clients of the Adviser and such other Advisers will, from time to time, invest in the same company or issuer, including in the same security or in different securities of such company or issuer. In such circumstances, interests of the Adviser's clients will, at times, therefore conflict with the interests of the clients of the other Advisers. In addition, the interests of and between the Advisers themselves will at times be in conflict. These and other conflicts of interest are more fully described below.

The Advisers manage assets of clients in accordance with the investment mandate selected by the clients and applicable law and will seek to give advice to, and make investment decisions for, such clients that the Advisers reasonably believe to be in the best interests of such clients. The Advisers have implemented policies and procedures that are reasonably designed to appropriately identify, disclose, limit and/or mitigate conflicts of interest. Additional limits and mitigants of conflicts are identified below. Any review of a conflict of interest will take into consideration the interests of the relevant Accounts, the circumstances giving rise to the conflict, applicable policies and procedures of the Advisers, and applicable laws.

The following discussion is not a complete list of conflicts to which the Advisers or clients are subject. In addition, other conflicts are discussed elsewhere in this brochure.

Principal Transactions

From time to time the Advisers may recommend, to the extent permitted by law, that clients buy an asset from, or sell an asset to, the Advisers or their affiliates. These transactions involving the purchase and sale of assets are commonly referred to as "principal transactions." A principal

transaction may also be deemed to occur if an Adviser and/or an affiliate owns a substantial portion of a Fund, and that Fund participates in a transaction with another client. Principal transactions present an inherent conflict of interest because an Adviser and/or one or more of its affiliates are on both sides of such transactions. To the extent that an Adviser engages in a principal transaction covered by Section 206(3) of the Advisers Act, the Adviser will comply with the requirements of Section 206(3) of the Advisers Act, including that the Adviser will notify the applicable client (or an independent representative thereof) in writing of the transaction and obtain the client's consent (or the consent of an independent representative thereof). The Advisers seek to alleviate the conflict of interest posed by principal transactions with procedures requiring pre-clearance of any principal transaction by the Compliance Department and ensuring requisite client consent has been received.

On occasion and subject to applicable law and a Private Fund's governing documents, an Adviser that advises a Private Fund or a related person (including the Adviser's affiliates, officers, directors or employees) may purchase investments on behalf of and in anticipation of opening a Private Fund that will hold such investment. Such investments are typically then transferred to the Private Fund.

Cross Trades

In certain circumstances, the Advisers will conclude that it is appropriate to sell securities held in one Account to another Account, including, from time to time, between client accounts established under SMA Programs. Consistent with its fiduciary duty to each client (including the duty to seek best execution), an Adviser will, from time to time, (but is not required to) effect purchases and sales between clients or clients of affiliates ("**cross trades**") if the Adviser believes such transactions are appropriate based on each client's investment objectives, subject to applicable law and regulation. For example, certain Private Funds are intended to generally invest on a "parallel" basis with each other (*i.e.*, proportionately in all transactions at substantially the same time and on substantially the same terms and conditions). These Private Funds will therefore, from time to time, engage in transactions at the end of the offering period that are intended to rebalance the portfolio in accordance with the final size and/or available capital of each respective entity. Advisers to Fund of Funds will from time to time also engage in such transactions when they wish to reduce the investment of one or more Fund of Funds in an underlying fund and increase the investment of other Fund of Funds in such underlying fund, in order to re-balance portfolios, provide better liquidity to the Fund of Funds involved, or, when appropriate for both Fund of Funds involved, to allocate de minimis underlying fund allocations from a large Fund of Funds to another smaller Fund of Funds.

In a cross trade, an Adviser has a conflict of interest because the Adviser and/or one or more of its affiliates represent the interests of both the selling party and the buying party in the same transaction. As a result, Accounts for whom the Advisers execute cross trades bear the risk that one or more other Accounts in the cross trade will be treated more favorably, particularly in cases where such other Accounts pay a higher management or performance-based fee or incentive allocation. The Advisers have established certain policies and procedures as they relate to cross trades, under which certain cross trades are permitted when it is in the best interest of each Account. Cross trades also pose a risk that the price of a security or other instrument bought or sold through a cross trade will not be as favorable as it might have been had the trade been executed in the open market or that an Account receives a security that is difficult to dispose of in a market transaction. The Advisers seek to ensure that the price paid or amount received by a client in a cross trade is fair and appropriate, which is sometimes based on independent dealer quotes or information obtained from recognized pricing services. For example, Accounts employing a municipal bond strategy will, from time to time, use an independent pricing provider to determine the price used in a cross trade between such Accounts. Moreover, absent certain circumstances, if the Advisers are unable to obtain sufficient price quotes or otherwise determine the security is illiquid, then the cross trade would not typically be executed. In addition, the Advisers will not receive compensation (other than their normal advisory fee for managing the Account), directly or indirectly, for effecting a cross trade between advisory clients, and accordingly will not be deemed to have acted as a broker with respect to such transactions. Any cross trades effected with respect to U.S. Registered Funds are subject to Rule 17a-7 under the 1940 Act. Please also see Item 6 ("Performance-Based Fees and Side-by-Side Management") for additional information.

Personal Trading

Management of personal accounts by a portfolio manager or other investment professionals will, from time to time, give rise to potential conflicts of interest. The Advisers have adopted the Personal Investments Policy, which they believe contains provisions reasonably designed to prevent a wide range of prohibited activities by portfolio managers and others with respect to their personal trading activities, as well as certain additional compliance procedures that are designed to address these and other types of conflicts. However, there is no guarantee that the Personal Investment Policy or such additional compliance procedures will detect and/or address all situations where an actual or potential conflict arises.

Conflicts Related to Investments in Securities of Companies in Which an Adviser, an Affiliate or Another Account Holds Interests

The Advisers will, from time to time, recommend to clients, or buy or sell for Accounts, securities in which the Advisers or their affiliates have a material financial interest. Such financial interests include, among other things, seed capital contributed by an Adviser or an affiliate to a Fund that such Adviser manages, or an actual investment by an Adviser or an affiliate in the Fund or in third-party vehicles in which the Adviser or a related person has a financial interest. The Advisers or their related persons may also purchase or sell for themselves securities or other investments that one or more advisory clients own, previously owned, or may own in the future, subject to the Personal Investments Policy, other policies and procedures of the Advisers, and applicable law.

Under certain circumstances and to the extent permitted by applicable law, certain Accounts will invest directly or indirectly in the securities of companies in which a related person of the Adviser, for itself or its clients, has an equity, debt, or other interest. For example, an Adviser's affiliate may have contributed seed capital to a Private Fund or other Account that the Adviser concludes should co-invest in the same company with another Private Fund or other Account managed by the Adviser. In addition, an affiliate or a related person of an Adviser may make a strategic investment in a company (such as a company in the financial technology industry) that an Adviser separately determines is a prudent investment for an Account to make. Accordingly, an Adviser's management of its client's assets will, in certain circumstances, benefit the interests of members of the Adviser and/or its affiliates.

With respect to a particular Account, the Advisers are not obligated to recommend, buy or sell, or to refrain from recommending, buying or selling any security that the Advisers and "access persons," as defined by applicable federal securities laws, may buy or sell for their own account or for the accounts of any other fund. Additionally, the Advisers are permitted to invest in securities held by any Accounts they manage, subject to applicable policies and procedures adopted by the Advisers and applicable law.

Conflicts Related to Investing Alongside Other Accounts

Under certain circumstances, an Account will make an investment in which one or more other Accounts are expected to participate, or already have made, or will seek to make, an investment in the same security. Such Accounts may have conflicting interests and objectives in connection with such investments, including with respect to views on the operations or activities of the issuer involved, the targeted returns from the investment and the timeframe for, and method of, exiting the investment. When making such investments, an Adviser may do so in a way that favors one Account over another Account, even if both Accounts are investing in the same security at the same time. For example, if two Accounts have different time horizons, and the Account with a shorter time horizon sells its interest first, this sale could affect the value of the investment in the company held by the Account with the longer time horizon. There will also be cases where Accounts (typically, certain Private Funds) invest on a "parallel" basis (*i.e.*, proportionately in all transactions at substantially the same time and on substantially the same terms and conditions).

The Advisers have no obligation to provide the same investment advice or to purchase or sell the same securities for each Account. Differing facts and circumstances among Accounts will, from time to time, result in an Adviser and one or more of its related persons giving advice and taking action with respect to one Account they manage, or for their own account, that differs from action taken on behalf of other Accounts they manage. However, such differing actions are subject to applicable policies and procedures adopted by the Advisers and are guided by the Advisers' fiduciary duties to act in each account's best interests. For example, in certain circumstances,

clients will seek to take an opposite investment position (*e.g.*, a long position versus a short position) in the same security held by other clients (or proprietary accounts), but policies and procedures of the Advisers' prohibit such opposite positions in certain circumstances.

Certain Advisers serve as sub-adviser to various Sub-Advised Accounts, some of which have an investment goal and strategy similar to that of other types of client Accounts for which such Advisers serve as investment adviser. Even when there is similarity in investment goal and strategy, investment performance and portfolio holdings may vary between these Accounts, potentially significantly, as a result of, among other things, differences in: (i) inception dates, (ii) cash flows, (iii) asset allocation, (iv) security selection, (v) liquidity, (vi) income distribution or income retention, (vii) fees, (viii) fair value pricing procedures, (ix) diversification methodology, (x) use of different foreign exchange rates, (xi) use of different pricing vendors, (xii) ability to access certain markets due to country registration requirements, (xiii) legal restrictions or custodial issues, (xiv) legacy holdings in the Account, (xv) availability of applicable trading agreements such as ISDAs, futures agreements or other trading documentation, (xvi) restrictions placed on the Account (including country, industry or environmental and social governance restrictions) and (xvii) other operational issues that impact the ability of an Account to trade in certain instruments or markets.

Please see Item 6 ("Performance-Based Fees and Side-By-Side Management") for additional information regarding conflicts related to side-by-side management of different Accounts.

Conflicts Related to Investing in Different Levels of the Capital Structure

Potential conflicts exist in certain uses of multiple strategies by an Adviser. For example, conflicts will arise in cases where different Accounts invest in different parts of an issuer's capital structure, including circumstances in which one or more Accounts own private securities or obligations of an issuer and one or more other Accounts own or seek to acquire securities of the same issuer. For instance, an Account may acquire a loan, loan participation or a loan assignment of a particular borrower in which one or more other Accounts have an equity investment or may invest in senior debt obligations of an issuer for one Account and junior debt obligations or equity of the same issuer for another Account. In such and other similar situations, an Adviser may take actions with respect to the assets held by one Account that are adverse to the other Accounts, for example, by foreclosing on loans, disposing of equity, or by exercising rights to purchase or sell to an issuer, causing an issuer to take actions adverse to certain classes of securities. In these situations, decisions over items such as whether to make the investment, exercise certain rights, or take or determine not to take an action, proxy voting, corporate reorganization, how to exit an investment, bankruptcy or similar matters (including, for example, whether to trigger an event of default or the terms of any workout) will result in conflicts of interest.

Conflicts Related to Use of Information

The Advisers receive and generate various kinds of portfolio company data and other information, including those related to financial, industry, market, business operations, trends, budgets, customers, suppliers, competitors and other metrics. This information may, in certain instances, include MNPI received or generated in connection with efforts on behalf of an Account's investment (or prospective investment) to better enable the Adviser to anticipate macroeconomic and other trends, and otherwise develop investment strategies. Information barriers and/or confidentiality or similar arrangements entered into by an Adviser with companies or other sources of information will limit such Adviser's ability to internally share and use such information. The Advisers rely on these barriers in some instances to mitigate potential conflicts of interest, to preserve confidential information and to prevent the inappropriate flow of MNPI and confidential information. When not limited from using this information, the Advisers are likely in certain instances to use such information in a manner that could provide a material benefit to certain other Accounts (or the Advisers and/or their affiliates) without equally benefiting the Account(s) from which such information was obtained. In addition, the Advisers have an incentive to pursue investments in companies based on the data and information expected to be received or generated by such companies. Subject to applicable law and confidentiality obligations, the Advisers have in the past and are likely in the future to utilize such information to benefit certain Accounts (or the Advisers and/or their affiliates) in a manner that may otherwise present a conflict of interest.

Conflicts Related to Investment in Affiliated Funds and Affiliated Accounts

An Adviser, where appropriate (including in compliance with any applicable investment guidelines or restrictions) and in accordance with applicable laws and regulations, will at times purchase on behalf of the Adviser's clients, or recommend to the Adviser's clients that they purchase, shares of Affiliated Funds, or invest their assets in other portfolios managed by the Advisers or their affiliates ("**Affiliated Accounts**"). Conflicts of interest arise when investing a client's assets into Affiliated Funds or Affiliated Accounts. For example, as a shareholder in a pooled investment vehicle, a client will generally pay a proportionate share of the vehicle's fees and expenses. Investment by a client in an Affiliated Fund or Affiliated Account could therefore result in the client, depending on the circumstances and subject to applicable law, directly or indirectly paying advisory (or other) fees to the Affiliated Fund or Affiliated Account in addition to any fees it pays to the Adviser for managing the client's Account. Moreover, in certain circumstances, the Adviser will receive some or all of such advisory (or other) fees from an affiliate, including on occasion via a fee sharing or referral arrangement. The client investment will also, from time to time, be subject to other fees and expenses charged to the Affiliated Fund or Affiliated Account by other parties. Similarly, an Adviser's client who invests into an Affiliated Account that is a Separate Account managed by another Adviser would be subject to any advisory fees charged by that Adviser to the Separate Account. If a client does not want its Account assets to be invested in Affiliated Funds and/or Affiliated Accounts, then the client should notify its Adviser to discuss modifying its investment guidelines. The Advisers' Separate Account clients are also permitted to invest directly in certain Affiliated Funds (including U.S. Registered Funds) or Affiliated Accounts independent of their Separate Account without paying additional Separate Account management fees to the Advisers.

In order to avoid duplication of fees, the Advisers typically exclude any assets invested in Affiliated Funds or Affiliated Accounts from the management fee charged by the Advisers to the Account, unless otherwise agreed with a client (for example, where a client requests additional allocation services at the Account level) or disclosed to a client, and subject to applicable law. In some instances, certain Private Funds will not pay management fees to the Affiliated Fund or Affiliated Account with respect to such investment, unless the client (or investors therein) has been provided disclosure regarding such compensation arrangements. Similarly, the Separate Account management fees paid by certain retirement accounts (including those subject to the Employee Retirement Income Security Act of 1974 ("**ERISA**") or Section 4975 of the Internal Revenue Code of 1986, as amended) that invest in Affiliated Funds or Affiliated Accounts will exclude Account assets invested in such Affiliated Funds or Affiliated Accounts to the extent required by law when calculating the Advisers' Separate Account management fees. Accordingly, the assets of such Accounts invested in Affiliated Funds or Affiliated Accounts will pay their pro rata share of such applicable fees of the Affiliated Fund or Affiliated Account, to the extent permitted by applicable law. Alternatively, the Advisers may elect to provide a credit representing the respective Account's pro rata share of fees paid with respect to any assets of a client invested in shares of any such Affiliated Funds or Affiliated Accounts.

Conflicts Related to Trading for Multiple Accounts

Franklin Templeton generally endeavors to aggregate same-day client trades in the same security for Accounts under the management of an Adviser's portfolio management team. However, from time to time, an Adviser will manage or implement a portfolio decision on behalf of a client ahead of, or contemporaneously with, portfolio decisions of another client. In these circumstances, market impact, liquidity constraints, or other factors could result in one of the clients receiving less favorable pricing or trading results, paying higher transaction costs, or being otherwise disadvantaged. Similarly, from time to time, an Adviser or an affiliate will buy or sell securities for clients before or at about the same time that such Adviser or affiliate buys or sells the same securities for its own account(s); however, to mitigate the conflicts associated with such trades, Franklin Templeton has adopted policies and procedures applicable to the Advisers requiring such buy or sell orders to generally be aggregated. Please see Item 12 ("Brokerage Practices – Aggregation and Allocation of Trades") for more information regarding aggregation of transactions.

Conflicts Related to Service Providers

An Adviser will, in its discretion, contract with a related person of the Adviser, including related broker-dealers, administrators and/or transfer agents, to perform services for the Adviser in connection with its provision of advisory services to its clients. In these circumstances, the related

person may perform such services itself, or it may engage an unaffiliated service provider that it oversees to provide the services. In addition, Franklin Templeton may have equity investments in Digital Program Sponsors and/or engage in other non-advisory business activities with Digital Program Sponsors which may lead our registered investment adviser clients to favor recommending our products to their retail customers over another product. Similarly, an Adviser, in its discretion, at times recommends to its clients that they contract services with a related person of the Adviser or an entity with which the Adviser or its affiliates or a member of their personnel has a relationship or from which the Adviser or its affiliates or their personnel otherwise derives financial or other benefit. An Adviser will engage a related person to provide such services when it believes such engagement is beneficial to the Account, such as providing efficiencies in information sharing and higher quality of service. However, the Adviser also has an incentive, even if it does not act on such an incentive, to recommend the related person even if another person may be more qualified to provide the applicable services and/or can provide such services at a lesser cost. Similarly, in hindsight, circumstances could be construed that the Adviser was not as incentivized to pursue remedies and enforce rights against affiliated service providers as compared to unaffiliated service providers, and the Adviser may be incentivized to agree to more favorable compensation terms with an affiliated service provider than with an unaffiliated service provider.

An Adviser and its affiliates may, to the extent permitted by applicable laws, make payments, or assign the right to receive performance fees, to financial intermediaries relating to the placement of interests/shares in Private Funds. These payments may be in addition to or in lieu of any placement fees payable by investors in those Private Funds. These payments to the financial intermediary and/or its representative create an incentive for the financial intermediary to recommend the Private Fund over other products.

In certain circumstances, conflicts of interest will also arise with respect to investments by an Adviser, its affiliates, or an Account in a service provider. For example, the Advisers will, under certain circumstances, have an incentive to pursue investments in companies where an Adviser or its affiliates are, or could become, a customer of the companies' services, or vice versa.

Where appropriate and permitted under an Account's governing documents or investment management agreement, an Adviser will, from time to time, recommend that such Account file claims or threaten action against other parties. To the extent such party is a service provider, vendor, distributor or placement agent for the Adviser or its affiliates, the Adviser will at times have an incentive not to recommend such action. The Advisers address such conflicts of interest by acting on behalf of their clients in accordance with their fiduciary obligations to each client. Accordingly, the Advisers' general practice is not to take into account the fact that an issuer is a client, service provider, vendor, distributor, or placement agent when making investment decisions or deciding to file claims or pursue legal actions.

Conflicts Related to Affiliated Broker Dealers

Broker-dealers and placement agents related to the Advisers and their employees, to the extent such broker-dealers and placement agents receive compensation in connection with the sale of interests in the Accounts, will have an economic incentive with respect to recommending products and services offered by the Advisers. However, other than with respect to certain U.S. Registered Funds, where the related broker-dealer or placement agent receives compensation through either a front end or contingent-deferred sales charge (or load) paid by certain share classes, as disclosed in the applicable U.S. Registered Fund's prospectus, the Advisers will bear the costs of any such compensation (*i.e.*, it will not be borne by the Accounts or the investors therein). In addition, related broker-dealers and placement agents will have an incentive to recommend products and services of the Advisers over other products and services as a result of being a part of the Franklin Templeton organization.

In addition, as noted above in Item 10 ("Other Financial Industry Activities and Affiliations – Related Broker-Dealers"), certain Advisers' employees are registered representatives of FD, LLC. While these employees do not receive commissions in connection with the sale of interests in the Funds, they will under certain circumstances receive performance-based compensation from the Adviser in connection with the sale of interests in the Funds. As a result, these employees will have an economic incentive to recommend products and services of the Advisers over other products and services.

Allocation of Investment Opportunities

The Advisers have discretion to allocate investment opportunities among their clients, including special purpose vehicles established for the purpose of making particular investments subject only to each Account's respective investment guidelines, the Advisers' duty to act in good faith and applicable law. The advisory contracts entered into by the Advisers with each client do not entitle clients to obtain the benefit of any particular investment opportunity that is developed by the Advisers, or their officers or employees, where the Advisers determine in good faith that such client should not invest.

In general, the Advisers have discretion to determine whether a particular security or instrument is an appropriate investment for each Account, based on the Account's investment objectives, investment restrictions and trading strategies. Accounts with investment restrictions that preclude investing in new, unseasoned or small capitalization issuers will generally not participate in IPOs or private equity transactions, including those that are expected to trade at a premium in the secondary market. Moreover, even an Account that is not explicitly precluded from making such investments may not participate if doing so would be inconsistent with its investment guidelines. In addition, Accounts with a specific mandate will at times receive first priority for securities falling within that mandate. As a result, certain Accounts managed by the Advisers or their affiliates may have greater opportunities to invest in private equity transactions or IPOs. In the event that an IPO or private equity transaction is oversubscribed, securities will be allocated among eligible Accounts according to procedures designed to comply with the requirements and restrictions of applicable law and provide equitable treatment to all such Accounts over time. Subject to the above, allocation is done for each Account on a pro rata or other objective basis. The Advisers have implemented the Equity Trade Allocation Policy and Procedures (as defined below) designed to provide that all clients for whom such investments are appropriate receive a fair opportunity over time to participate in IPOs or private equity transactions. To the extent permitted by applicable law and regulations, additional care and caution is exercised if one of the Accounts participating in a limited investment opportunity is an affiliated Account, including specific compliance approval when affiliated Accounts are participating in an IPO or a private equity transaction. Please see Item 6 ("Performance-Based Fees and Side-By-Side Management") and Item 12 ("Brokerage Practices – Aggregation and Allocation of Trades") for more information regarding aggregation and allocation of transactions.

Allocations to any Account in which the interests of the Advisers, their officers, directors, employees or affiliates collectively meet or exceed 5% of the Account's economic value shall be governed by procedures and policies adopted by Franklin Templeton reasonably designed to ensure that buy and sell opportunities are allocated fairly among clients (the "**Equity Trade Allocation Policy and Procedures**"). These Accounts will, in certain circumstances, be deemed affiliated persons of the Advisers by reason of the collective 5% or greater ownership interest of the Advisers' insiders and the Advisers' registered mutual fund clients, if any. Transactions for and allocations to these accounts are given special scrutiny because of the inherent conflict of interest involved. All exceptions to standard allocation/rotation procedures involving such affiliated accounts are monitored and recorded.

If securities traded for affiliated accounts are also the subject of trading activity (i) by an Adviser's advised mutual fund, or (ii) by other non-mutual fund client accounts, the securities traded for the affiliated accounts are generally aggregated, to the extent permitted by applicable law and regulations, for trading with the Adviser's advised mutual fund or other non-mutual fund client accounts.

The Advisers face potential conflicts when allocating the assets of a client to one or more Affiliated Funds or Affiliated Accounts. For example, in hindsight and despite good intention, circumstances could be construed that such allocation conferred a benefit upon the Affiliated Fund, Affiliated Account or an Adviser to the detriment of the Advisers' client, or vice versa.

Allocation of Private Fund Co-Investment Opportunities and Conflicts Related to Co-Investments

Certain Advisers that advise Private Funds will, from time to time, offer co-investment opportunities to invest alongside a Private Fund to Private Fund Investors and to third parties but generally are under no obligation to do so. Co-investment opportunities will be allocated as determined by the

Adviser in its sole discretion, and any such allocations as between investors will at times not correspond to their pro rata interests in the relevant Private Fund or the size of their accounts if applicable. In determining such allocations, an Adviser may take into account any facts or circumstances it deems appropriate, including but not limited to the size of the prospective co-investor's investment in the Private Fund and other Accounts if applicable; the Adviser's evaluation of the financial resources, sophistication, experience and expertise (with respect to the execution of co-investment transactions generally and with respect to the geographic location or business activities of the applicable investment) of the potential co-investor; perception of past experiences and relationships with the prospective co-investor; whether or not such person has co-invested previously and the ability of any such co-investor to respond promptly and appropriately to potential investment opportunities; perception of the legal, regulatory, reporting, public relations, competitive, confidentiality or other issues that may arise with respect to the prospective co-investor; and any strategic value or other benefit to the Adviser, the Private Fund if applicable, or their respective affiliates resulting from offering such co-investment opportunity to the prospective co-investor. Additionally, the Advisers will at times grant certain investors (or their affiliates) in a Private Fund a priority right and/or preferential fee terms to participate in co-investment opportunities. The existence of such priority co-investment rights and/or preferential fee terms may result in other investors receiving fewer or no co-investment opportunities. Because co-investors may not be identified and/or may not agree to invest until relatively late in the investment process, or for other reasons, co-investors may not bear their proportionate share of investment-related expenses (including "broken deal" expenses).

Co-investments often result in conflicts between the applicable Private Fund and other co-investors (for example, over the price and other terms of such investment, exit strategies and related matters, including the exercise of remedies of their respective investments). Furthermore, to the extent that the relevant Private Fund holds interests that are different (or more senior) from those held by such other co-investors, the applicable Adviser will be presented with decisions involving circumstances where the interests of such co-investors are in conflict with those of the Private Fund. To the extent an Adviser or its affiliate co-invests with any Private Fund or holds an interest in any co-investing entity, such conflicts will be heightened.

For example, co-investment vehicles are under certain circumstances formed to make investments alongside a Private Fund. Under certain circumstances, a Private Fund's investors and general partner will receive distributions in cash while a co-investment vehicle's investors and general partner (who is typically an affiliate of the Private Fund's Adviser) will receive distributions in kind, which creates conflicts of interest both between the Private Fund and the co-investment vehicle and between the Private Fund and the general partner of the co-investment vehicle. In cases where an investment increases in value after distribution, if a Private Fund's investors and general partner receive cash distributions and the co-investment vehicle's investors and general partner receive in-kind distributions, the Private Fund's investors will be denied the benefits of that increase had the Private Fund retained the securities and the co-investment vehicle's investors and general partner will receive more value from the securities than they would have had the co-investment vehicle's interests been paid in cash. In the event the general partner of and the investors in the co-investment vehicle receive such an in-kind distribution, the general partner (and the other co-investors) will generally act in their own interest with respect to their share of securities and may determine to sell the distributed securities or hold on to the distributed securities for such time as the general partner (and the other co-investors) shall determine. The ability of the general partner (and the other co-investors) to act in their own interest with respect to such distributed shares creates a conflict of interest between the general partner (and the other co-investors) of the co-investment vehicle and the Private Fund that does not receive a distribution in kind. These conflicts may be exacerbated due to the enhanced knowledge and information the general partner of the co-investment vehicle (or the Adviser) has relative to the investors with respect to such securities (as the general partner/Adviser can generally determine when a distribution occurs).

To address conflicts associated with co-investments, the Advisers' policies and procedures seek to provide that such decisions are made in the best interests of clients, including giving preference to existing clients over prospective clients and without consideration of the Advisers' pecuniary, investment or other interests.

Allocation of Fees and Expenses

A conflict of interest will, from time to time, arise with respect to an Adviser's determination of whether certain costs or expenses (or portions thereof) that are incurred are expenses for which a client Account is responsible, or are expenses that should be borne by one or more other Accounts or the Adviser or its affiliates. For example, an Adviser will have an incentive to allocate expenses to a client Account that does not pay incentive compensation and to classify expenses as borne by a client Account as opposed to the Adviser's. This conflict of interest is diminished by the terms of the investment management agreement between the client and the Adviser, which generally states which fees and expenses may be charged to the Account versus paid for by the Adviser or its affiliates. In addition, the Advisers seek to allocate shared expenses in a fair and reasonable manner over time among clients in accordance with applicable agreements and policies and procedures. Nonetheless, because such allocations require judgments as to methodology that the Adviser makes in good faith but in its sole discretion, the portion of an expense that the Adviser allocates to a client Account will not necessarily reflect the relative benefit derived by that Account in each instance.

Allocation of Adviser Resources

The Advisers and their affiliates manage numerous funds and accounts. The Advisers' services are not exclusive to any of their clients, and the Advisers do render similar or other services to other persons and entities.

In order for an Adviser to adhere to applicable fiduciary obligations to its clients as well as to address and/or alleviate conflicts of interest or regulatory issues, it may not be possible or appropriate for an Adviser to allocate to a particular Account all of the resources that might be relevant to make particular investment decisions for such Account. These resource limitations could result in an Adviser making investment or other decisions for a particular Account that are different from the decisions it would make if there were no limitations. Although an Adviser's personnel will devote as much time to each investment as deemed appropriate, they may have conflicts in allocating their time and services among each investment and other clients advised by the Adviser or other Advisers.

To the extent that an Adviser receives performance fees or incentive allocations from an Account or otherwise receives higher fees than it does with respect to other Accounts generally, the Adviser will have an economic incentive, even if the Adviser does not act on such incentive, to allocate additional resources or investment professionals to such Account and, to the extent such resources are limited, away from other Accounts. In practice, however, allocation of additional resources or investment professionals will generally be guided by the Advisers' fiduciary duties to act in each Account's best interests. See Item 6 ("Performance-Based Fees and Side-By-Side Management") for more details on performance-based fees or incentive allocations.

Gifts, Entertainment and Intangible and Other Benefits

The Advisers and their personnel receive certain gifts, entertainment and intangible and/or other benefits arising or resulting from their activities on behalf of Accounts. For example, to the extent permitted by Franklin Templeton's Gift & Entertainment Policy, the Advisers and their personnel and/or other affiliates will, in certain instances, receive meals, tickets to events (such as sports or the theatre), or similar benefits of reasonable value and discounts on products and services provided by broker-dealers or counterparties for the Accounts, service providers to the Accounts and/or companies in which their Accounts are invested, as applicable. In addition, airline travel or hotel stays incurred as fund or operating expenses (although these are typically Adviser expenses) sometimes result in "miles" or "points" or credit in loyalty/status programs. Such gifts, entertainment and other benefits and/or amounts will, whether or not de minimis or difficult to value, inure exclusively to the relevant Adviser and/or such personnel (and not the clients, investors and/or their investments).

Conflicts Related to Valuation of Investments

The Advisers will, from time to time, value securities or assets in Accounts or provide assistance in connection with such valuation, which at times creates an incentive to influence the valuation of certain investments. For example, an Adviser could be incentivized to employ valuation

methodologies or take other actions that: (i) improve an Account's track record, (ii) minimize losses from investments that have experienced a permanent impairment that must be returned prior to receiving performance-based or incentive fees or allocations or (iii) increase fees payable to the Adviser or its affiliates. Similarly, an Adviser will at times be incentivized to hold onto investments that have poor prospects for improvement in order to receive ongoing fees in the interim and, potentially, additional compensation (for example, performance-based fees or incentive allocations) if such asset's value appreciates in the future. To address these conflicts of interest, the Advisers' have implemented policies and procedures that are reasonably designed to determine the fair value of investments in good faith, without consideration of the Advisers' pecuniary, investment or other interests and in accordance with applicable law. Additionally, the Advisers have established the Valuation Committee to oversee and administer the application of these policies and procedures to the Advisers' Accounts.

Trading Restrictions and Other Restrictions on Investment Activity

From time to time, the Advisers will be restricted from purchasing or selling, or will otherwise restrict or limit their advice, with respect to securities or other instruments on behalf of their clients. These restrictions may be the result of regulatory or legal requirements applicable to the Advisers, their affiliates or their clients, and/or internal policies, including those related to such regulatory and legal requirements. These restrictions may adversely impact the investment performance of client Accounts.

For example, if the Advisers are provided with MNPI with respect to a potential portfolio company as described under the heading "Conflicts Related to Use of Information" above, restrictions or limitations on initiating or recommending certain types of transactions will apply. Accordingly, should an employee come into possession of MNPI with respect to an issuer, such employee, his or her employing Adviser, and any other Advisers (unless separated from the employee and the employee's Adviser by an information barrier) generally will be prohibited from communicating such information to, or using such information for the benefit of, clients. This prohibition could limit the ability of clients to buy, sell or hold certain investments, thereby limiting the investment opportunities or exit strategies available to clients. Similarly, no employee who is aware of MNPI that relates to any other company or entity in circumstances in which such person is deemed to be an insider or is otherwise subject to restrictions under federal securities laws may buy or sell securities of that company or otherwise take advantage of, or pass on to others, such MNPI in violation of applicable law. An Adviser shall have no obligation or responsibility to disclose such information to, or use such information for the benefit of, any person (including Accounts that it advises). Moreover, the Advisers have implemented procedures, including information barriers in certain cases, that are designed to control the flow of and prohibit the misuse of such information by the Advisers, their employees and on behalf of Accounts.

In other circumstances, the Advisers are limited by one or more restricted lists of securities and issuers that are subject to certain trading prohibitions due to the Advisers' business activities (*e.g.,* service on the board of the applicable company as an outside director by a Franklin Templeton or applicable Fund director, officer or employee) or other regulatory limitations (*e.g.,* trading volume, ownership limitations). An Account will, in most circumstances, be unable to buy or sell certain securities until the restriction is lifted, which could disadvantage the Account. In addition, holdings in the securities or other instruments of an issuer by the Advisers will, in certain situations, affect the ability of an Account that it advises to make certain acquisitions of or enter into certain transactions with such issuer.

Similarly, where the Advisers invest in securities issued by companies that operate in certain regulated industries or in certain emerging or international markets, or are subject to corporate or regulatory ownership restrictions, there may be limits on the aggregate amount that the Advisers can invest. For instance, the Advisers may be restricted from investing an amount that would require the grant of a license or other regulatory or corporate consent, or if doing so would violate the Advisers' internal policies. As a result, an Adviser on behalf of its clients may limit purchases, sell existing investments, or otherwise restrict or limit the exercise of rights (including voting rights) when the Adviser, in its sole discretion, deems it appropriate in light of potential regulatory or other restrictions on ownership or other consequences resulting from reaching investment thresholds or investment restrictions.

In those circumstances where ownership thresholds or limitations must be observed, the Advisers seek to equitably allocate limited investment opportunities among their Accounts over time. If the Accounts' holdings of an issuer exceed an applicable threshold, and the Advisers are unable to obtain relief to enable the continued holding of such investments, it may be necessary to sell down these positions to meet the applicable limitations, possibly during deteriorating market conditions and/or at a loss to the client. Please see further discussion of allocation of investment opportunities under Item 12 ("Brokerage Practices"). Other ownership thresholds may trigger reporting requirements to governmental and regulatory authorities, and such reports may entail the disclosure of the identity of an Adviser's client or its intended strategy with respect to such security or asset.

Conflicts Related to Voting and Exercise of Proxies

The Advisers generally manage proxy voting on behalf of their Accounts in accordance with their fiduciary obligations. Nonetheless, the Advisers will, from time to time, have conflicts with respect to the exercise of proxies, consents and similar rights. For example, the Advisers or their affiliates may receive service fees from companies whose management is soliciting proxies, or the Advisers may have business or personal relationships with participants in proxy contests, corporate directors or candidates for directorships. In addition, an Adviser will at times restrict or otherwise limit its governance or voting rights with respect to an Account's investment in order to avoid certain regulatory consequences that could result in additional costs and disclosure obligations for, or impose restrictions on, the Adviser, its affiliates and/or other Accounts. This could have a negative impact on the clients whose voting rights are limited. Please refer to Item 17 ("Voting Client Securities") for additional detail on the Advisers' proxy voting policy.

Item 12 Brokerage Practices

BEST EXECUTION

The Advisers have adopted policies and procedures that address best execution with respect to equity and fixed income investments and provide guidance on brokerage allocation. The policies and procedures are reasonably designed to ensure (i) that execution services meet the quality standards established by the Advisers' trading teams and are consistent with established policies, (ii) the broadest flexibility in selecting which broker-dealers can provide best execution, (iii) evaluation of the execution capabilities of, and the quality of execution services received from, broker-dealers effecting portfolio transactions for the Advisers' clients, and (iv) the identification and resolution of potential conflicts of interest.

The policies and procedures for equity transactions outline the criteria that the trading team at each global location uses to determine which broker-dealer(s) have provided the highest quality execution services over a particular time period. These include a periodic review of brokerage allocations, the rationale for selecting certain broker-dealers, and a review of historical broker-dealer transactions to test application of the Advisers' best execution procedures.

While the Advisers generally seek competitive commission rates for equity transactions, they do not necessarily pay the lowest commission or commission equivalent; nor will they select broker-dealers solely on the basis of purported or posted commission rates or seek competitive bidding for the most favorable commission rate in advance. In an effort to maximize value for their clients, the Advisers will seek to obtain the best combination of low commission rates relative to the quality of execution and other brokerage services received. Transactions involving specialized services or expertise on the part of the broker-dealer may result in higher commissions or their equivalents.

The policies and procedures for fixed income transactions reflect the same general fiduciary principles that are covered in the equity transaction policies and procedures, but also address the special considerations for executing transactions in fixed income securities. Since trading fixed income securities is fundamentally different from trading in equity securities in that the Advisers will generally deal directly with market makers, the Advisers consider different factors when assessing best execution. In these transactions, the Advisers typically effect trades on a net basis, and do not pay the market maker any commission, commission equivalent or markup/markdown other than the spread.

The Advisers' traders for both fixed income and equity investments are responsible for determining which qualified broker-dealers will provide best execution, taking into account the best combination of price and intermediary value given the client's strategies and objectives.

The Advisers may also engage in derivative transactions that are entered into under a negotiated agreement with a counterparty or futures commission merchant, including, but not limited to, swaps, futures, forwards and options. The agreements to trade these instruments must be in place prior to effecting a transaction. If the Advisers are unable to negotiate acceptable terms with a counterparty or are restricted from engaging certain counterparties for an Account, for example, based on an Adviser's assessment of a counterparty's creditworthiness and financial stability at any given time, the universe of counterparties that the Advisers can choose from will be limited and the standard for best execution may vary with the type of security or instrument involved in a particular transaction. The policies and procedures for equity and fixed income transactions also address the aggregation and allocation principles established by the Advisers for derivatives trading.

BROKERAGE FOR CLIENT REFERRALS

If consistent with their duty to seek best execution, the Advisers will, from time to time, use broker-dealers that refer account clients to the Advisers or an affiliate. To the extent that these referrals result in an increase in assets under management, the Advisers or their affiliates will likely benefit. Therefore, a potential conflict exists that an Adviser could have an incentive to select or recommend a broker-dealer based on its interest in receiving client referrals rather than obtaining best execution on behalf of its clients.

In order to manage this potential conflict of interest, the Advisers do not enter into agreements with, or make commitments to, any broker-dealer that would bind the Advisers to compensate that broker-dealer through increased brokerage transactions for client referrals or sales efforts; nor will the Advisers use step-out transactions or similar arrangements to compensate selling brokers for their sales efforts. In addition, the U.S. Registered Funds have adopted procedures pursuant to Rule 12b-1(h) under the 1940 Act ("Prohibition on the Use of Brokerage Commissions to Finance Distribution"), which provide that neither such funds nor the fund's Adviser may direct brokerage in recognition of the sale of fund shares. Consistent with those procedures, the Advisers do not consider the sale of mutual fund shares in selecting broker-dealers to execute portfolio transactions. However, whether or not a particular broker or dealer sells shares of the Advisers' mutual funds neither qualifies nor disqualifies such broker or dealer to execute transactions for those mutual funds.

POLICY ON USE OF CLIENT COMMISSIONS

When appropriate under their discretionary authority and consistent with their duty to seek best execution, the Advisers or their related persons will, from time to time, direct brokerage transactions for Accounts to broker-dealers that provide the Advisers with research and/or brokerage products and services. The brokerage commissions from client transactions that are used to pay for research or brokerage services in addition to basic execution services are referred to here as "**client commissions**."

In the United States, broker-dealers typically bundle research with their trade execution services. The research provided can be either proprietary (created and provided by the executing broker-dealer, including tangible research products as well as access to analysts and traders) or third-party (created by a third party but provided by the executing broker-dealer). To the extent permitted by applicable law, the Advisers will, from time to time, use client commissions to obtain both proprietary and third-party research as well as certain brokerage products and services. The receipt of research in exchange for client commissions benefits the Advisers by allowing the Advisers to supplement their own research and analysis and also gain access to specialists from a variety of securities firms with expertise on certain companies, industries, areas of the economy, and market factors without the Advisers having to pay for such services and resources. The Advisers believe that this research provides an overall benefit to their clients.

The Advisers become eligible for client commission credits by sending trades and paying trade commissions to broker-dealers ("**Commission Sharing Agreement Broker-Dealers**") who both execute the trades and provide the Advisers with research and other brokerage products and

services. These products and services come in a variety of forms including: (1) research reports generated by the broker-dealer, (2) conferences with representatives of issuers, and (3) client commission credits that can be used to obtain research reports or services from others. The portion of any trade commission on a particular trade attributable to the client commission research or other brokerage products and services cannot be identified at an individual account level.

Listed in alphabetical order below are the 12 Commission Sharing Agreement Broker-Dealers from whom the Advisers, other than K2/D&S Management Co., L.L.C., and certain of their affiliates generated the most client commission credits. Additional Commission Sharing Agreement Broker- Dealers are also used to a lesser degree, and therefore the following list is subject to change periodically. This and the above information are intended to satisfy the alternative reporting option for Form 5500, Schedule C.

- Bank of America/Merrill Lynch
- Bernstein
- Citigroup Global Markets Inc.
- Goldman Sachs
- Instinet / Nomura
- Virtu Financial, Inc.
- Jeffries & Company
- JP Morgan Securities Inc
- Liquidnet
- Morgan Stanley& Co.
- RBC Capital Markets
- UBS AG

Section 28(e) of the U.S. Securities Exchange Act of 1934 provides a safe harbor that allows an investment adviser to pay for research and brokerage services with the client commission dollars generated by account transactions. The Advisers currently acquire only the types of products or services that qualify for the safe harbor. Research and brokerage services acquired with client commissions permitted under the safe harbor include, but are not limited to:

- reports, statistical data, publications and other information on the economy, industries, sectors, individual companies or issuers, which may include research provided by proxy voting services;
- software and communications services related to the execution, clearing and settlement of securities transactions;
- software that provides analyses of securities portfolios;
- statistical trade analysis;
- reports on legal developments affecting portfolio securities;
- registration fees for conferences and seminars;
- consultation with analysts, including research conference calls and access to financial models;
- investment risk analyses, including political and credit risk;
- investment risk measurement systems and software;
- analyses of corporate responsibility issues; and
- market data services, such as those which provide price quotes, last sale prices and trading volumes.

Examples of specific products and services received within the last year include those provided by Bloomberg, Refinitiv, FactSet, MSCI/Barra and Standard and Poor. Services may also include access to information providers who are part of what may be referred to as an “expert network.” Firms providing such a service often facilitate consultations among researchers, investment professionals, and individuals with expertise in a particular field or industry, such as doctors, academics and consultants. Access to expert networks is particularly helpful in understanding sectors of the market that are highly complex or technical in nature. The Advisers have developed controls in support of existing policies and procedures governing the use of expert networks and the information they may provide to the Advisers.

If a product or service used by the Advisers provides both research and non-research benefits, the Advisers will generally consider it as a mixed-use item and will pay for the non-research portion with cash from their own resources, rather than client commissions. The Advisers will then allocate the cost of the product between client commissions and cash according to their anticipated use. Although the allocation between client commissions and cash is not a precise calculation, the Advisers make a good faith effort to reasonably allocate such services, and maintain records detailing the mixed-use research, services and products received and the allocation between the research and non-research portions, including payments made by client commissions and cash. It is not ordinarily possible to place an exact dollar value on the special execution or on the research services the Advisers receive from dealers effecting transactions in portfolio securities.

The Advisers will typically select a broker-dealer based on their assessment of the broker-dealer's trade execution services and their belief that the research, information and other services the broker-dealer provides will benefit Accounts. As a result, broker-dealers selected by the Advisers will, from time to time, be paid a commission rate for effecting portfolio transactions for Accounts in excess of amounts other broker-dealers would have charged for effecting similar transactions if the Advisers determine that the commission is reasonable in relation to the value of the brokerage and/or research services provided, viewed either in terms of a particular transaction or the Advisers' overall duty to their discretionary Accounts.

While the Advisers may negotiate commission rates and prices with certain broker-dealers with the expectation that they will be providing brokerage or research services, the Advisers will not enter into any agreement or understanding with any broker-dealer that would obligate the Advisers to direct a specific amount of brokerage transactions or commissions in return for such services. Research services are one of the factors considered when determining the amount of commissions to be allocated to a specific broker-dealer. As a result, the Advisers will have an incentive to select or recommend a broker-dealer based on the Advisers' interest in receiving research or other products or services, rather than on a client's interest in receiving the most favorable commission rate.

Certain broker-dealers state in advance the amount of brokerage commissions they require for particular services. If the Advisers do not meet the threshold for a desired product, they may either direct accumulated research commissions as part of a commission sharing agreement with an executing broker-dealer to pay the research provider or the Advisers may pay cash.

The Advisers, to the extent consistent with best execution and applicable regulations, will, from time to time, direct trades to a broker-dealer with instructions to execute the transaction and have a third-party broker-dealer or research provider provide client commission products and/or services to the Advisers. This type of commission-sharing arrangement allows the Advisers to pay part of the commission on the trade to a broker-dealer that can provide better execution and the other part of the commission to another broker-dealer from which the Advisers receive research or other services.

Some clients permit the Advisers to use Commission Sharing Agreement Broker-Dealers but prohibit the Advisers from using the commissions generated by their Accounts to acquire third-party and proprietary research services. While these clients may not experience lower transaction costs than other clients, they are likely to benefit from the research acquired using other clients' commissions because most research services are available to all investment personnel, regardless of whether they work on Accounts that generate client commissions eligible for research acquisition. The Advisers do not seek to use research services obtained with client commissions solely for the specific Account that generated the client commissions and will, from time to time, share that research with the Advisers' affiliates. As a result, the Advisers' Accounts benefit from research services obtained with client commissions generated by client accounts of other advisers within Franklin Templeton. The Advisers do not attempt to allocate the relative costs or benefits of research among Accounts because they believe that, in the aggregate, the research they receive assists the Advisers in fulfilling their overall duty to all clients.

In the case of Accounts that are covered by the European Union's and UK equivalent Markets in Financial Instruments Directive ("**MiFID II**"), Franklin Templeton currently pays for third-party investment research out of its own resources but may be subject to change based on market

practice. To the extent these Accounts' orders are aggregated with the orders of clients whose commissions pay for research, clients participating in such aggregated orders may not pay a pro rata share of all costs (*i.e.*, research payments) associated with such orders, and these Accounts and other non-research paying clients may realize the price and execution benefits of the aggregated order while benefiting from the research acquired by Franklin Templeton, although all clients will pay the same average security price and execution costs.

AGGREGATION AND ALLOCATION OF TRADES

Generally, all same day client trades in the same security for Accounts under the management of an Adviser's portfolio management team will be aggregated in a single order (sometimes called "block trading") unless aggregation is inefficient or is restricted by client direction, type of Account or other limitation. All Accounts that participate in a block transaction will participate on a pro rata, relative order size, percentage, or other objective basis. Notwithstanding the foregoing, trades for most ETFs are not aggregated as part of a block transaction with non-ETF Accounts; however, trades for an ETF may be blocked with trades for other ETFs. Potential conflicts of interest exist with respect to the aggregation and allocation of client transactions. For example, the Advisers could be viewed as allocating securities that they anticipate will increase in value to certain favored clients, especially those that pay a performance-based fee. Please see Item 6 ("Performance-Based Fees and Side-By-Side Management") for additional information.

Certain Advisers serve as sub-adviser to various Sub-Advised Accounts, some of which have an investment goal and strategy similar to that of other types of client Accounts for which such Advisers serve as investment adviser. Even when there is similarity in investment goal and strategy, investment performance and portfolio holdings may vary between these Accounts, potentially significantly, as a result of, among other things, differences in: (i) inception dates, (ii) cash flows, (iii) asset allocation, (iv) security selection, (v) liquidity, (vi) income distribution or income retention, (vii) fees, (viii) fair value pricing procedures, (ix) diversification methodology, (x) use of different foreign exchange rates, (xi) use of different pricing vendors, (xii) ability to access certain markets due to country registration requirements, (xiii) legal restrictions or custodial issues, (xiv) legacy holdings in the Account, (xv) availability of applicable trading agreements such as ISDAs, futures agreements or other trading documentation, (xvi) restrictions placed on the Account (including country, industry or environmental and social governance restrictions) and (xvii) other operational issues that impact the ability of an Account to trade in certain instruments or markets. There are instances where purchase or sale orders, or both, are placed simultaneously on behalf of the Advisers' Accounts and by accounts advised by other Advisers or the Advisers' affiliates. In these instances, the Advisers will aggregate the purchase or sale order in a block trade for execution in accordance with established procedures. Generally, for each participating account, the block transactions are averaged as to price and allocated as to amount in accordance with daily purchase or sale orders actually placed for the account. Orders may be aggregated to facilitate best execution, as well as to aid in negotiating more favorable brokerage commissions beneficial to all accounts.

As noted above, most ETF trades are not aggregated as part of a block transaction with non-ETF Accounts, and therefore may pay different prices than Accounts in the block trade. Where the Adviser determines it to be appropriate, trades for an ETF may be blocked with trades for other ETFs, in which case the ETFs will generally share the same average price. Most ETF trades are market-on-close orders and should generally receive the same price as other ETFs also placing market-on-close orders in markets with proper mechanisms in place to process such orders. In markets where such mechanisms do not exist, the Advisers seek to have the executing broker(s) place the trades as near to the close of the trading day as reasonably practicable, but the Advisers cannot guarantee the actual trade price will equal the market close price and they could be less favorable.

The Advisers will, from time to time, also aggregate orders for clients that permit commission sharing agreements with clients that do not permit such arrangements. In these cases, the Advisers aggregate the orders to obtain best execution and do not seek a research credit for the portion of the trade that is executed for clients that do not permit such arrangements. As noted above, such circumstances may result in the non-research-paying clients (including those covered by MiFID II) realizing the price and execution benefits of the aggregated order while benefiting from the research acquired by Franklin Templeton. Generally, with the exception of those Accounts that are subject

to MiFID II, all Accounts whose trades are aggregated will pay the same commission levels.

From time to time, aggregation will not be possible because a security or other instrument is thinly traded or otherwise not able to be aggregated and allocated among all clients seeking the investment opportunity, and clients may be limited in, or precluded from, participating in an aggregated trade. Also, an issuer in which clients wish to invest may have threshold limitations on aggregate ownership interests arising from legal or regulatory requirements or company ownership restrictions (*e.g.*, poison pills or other restrictions in organizational documents), which may have the effect of limiting the potential size of the investment opportunity and thus the ability of clients to participate in the opportunity.

In making allocations of fixed income and other limited investment opportunities, the Advisers must address specific considerations. For example, the Advisers may not be able to acquire the same security at the same time for more than one Account, may not be able to acquire the amount of the security to meet the desired allocation amounts for each Account, or, alternatively, in order to meet the desired allocation amount for each Account, the Advisers may be required to pay a higher price or obtain a lower yield for the security. As a result, the Advisers will take into consideration one or more factors in making such allocations as part of their standard methodology, including, but not limited to:

- Investment objectives
- Relative cash position of Accounts
- Client tax status
- Regulatory restrictions
- "Round Lot" limitations when placing orders
- Emphasis or focus of particular Accounts
- Risk position of the Accounts
- Specific overriding client instructions
- Existing portfolio composition and applicable industry, sector, or capitalization weightings
- Client sensitivity to turnover
- Stage in the life cycle of the investment opportunity
- Structure of the investment opportunity

While pro rata allocation by order size is the most common form of allocation, to help ensure that the Advisers' clients have fair access to trading opportunities over time, certain trades will be placed by an alternative standard allocation or an objective methodology other than the standard methodology. Other objective methodologies are permissible provided they are employed with general consistency, operate fairly and are properly documented. In situations where orders cannot be aggregated, greater transaction costs may result, and prices may vary among Accounts. See "Client-Directed Brokerage Transactions" below. In addition, certain non-U.S. markets require trades to be executed on an account-by-account basis. As portfolio transactions in such markets cannot be block traded, prices may vary among Accounts.

CLIENT-DIRECTED BROKERAGE TRANSACTIONS

The Advisers do not routinely recommend, request or require that a client direct trading orders to any specific broker-dealer. However, the Advisers will, in certain circumstances, accommodate special requests from a client directing the Advisers to use a particular broker-dealer to execute portfolio transactions for its Account. This may include the use of expense reimbursement and commission recapture arrangements, where certain broker-dealers rebate a portion of an Account's brokerage commissions (or spreads on fixed income or principal trades) directly to the client's Account or apply the amount against an Account's expenses. Clients may also ask the Advisers to seek reduced brokerage commissions with some or all broker-dealers used to execute their trades.

Specific client instructions on the use of a particular broker-dealer limit an Adviser's discretionary authority, and the Adviser may not be in a position to freely negotiate commission rates or spreads or select broker-dealers on the basis of best price and execution. In addition, transactions for a client that directs brokerage may not be combined or blocked with orders for the same securities for other Accounts managed by the Advisers. These trades will generally be placed at the end of

block trading activity for a particular security and executed after discretionary trades. Accordingly, client-directed transactions are vulnerable to price movements, particularly in volatile markets, that may result in the client receiving a price that is less favorable than the price obtained for the block order. Under these circumstances, the client may be subject to higher commissions, greater spreads, or less favorable net prices than might be the case if the Advisers had the authority to negotiate commission rates or spreads, or to select broker-dealers based solely on best execution considerations. Therefore, where a client directs an Adviser to use a particular broker-dealer to execute trades or imposes limits on the terms under which such Adviser may engage a particular broker-dealer, such Adviser will not, in certain circumstances, be able to obtain best execution for such client-directed trades.

FOREIGN EXCHANGE TRANSACTIONS

Some clients require transactions in currencies other than their base currency to permit the purchase or sale of non-U.S. securities, to repatriate the proceeds of such trades (as well as related dividends, interest payments or tax reclaims) and to convert cash inflows back to their base currency. Typically, these foreign exchange ("**FX**") transactions will be conducted either by the client's custodian bank as part of the FX transaction services offered to its custody clients, or by the client's investment adviser through a third-party broker. In some cases, a client may require that its custodian bank execute all FX transactions for its Account, or particular markets (or certain instruments in particular markets) may be restricted such that FX transactions in those currencies can only be executed by the client's custodian bank.

Generally, FX transactions related to portfolio trades in unrestricted markets are performed by the Advisers for their clients. FX transactions related to portfolio trades in restricted markets, and for income repatriation, are generally the responsibility of the respective client's custodian bank.

For certain Accounts, the Advisers will be responsible for the repatriation of income (including, for some of these Accounts, the decision whether to repatriate the income or leave it in local currency based on investment outlook) and for arranging FX transactions in one or more restricted markets. The Advisers will typically perform the income repatriation for these Accounts in unrestricted markets and the client's custodian bank will generally carry out FX transactions and repatriation (through a sub-custodian bank domiciled in the foreign country) in restricted markets. The Advisers do not have the ability to control any FX transactions performed by the client's custodian bank and assume no responsibility for the execution or oversight of FX transactions conducted by the client's custodian bank.

Whether a market is considered to be restricted will depend on a number of factors, including, but not limited to, country-specific statutory requirements, structural risks, and operational issues. Whether a market is restricted or unrestricted can also change over time and varies depending on the type of transaction. Accordingly, the Advisers will consult from time to time with third parties, including broker-dealers and custodians, to determine, in good faith, whether a market is considered restricted.

For certain Funds, including U.S. Registered Funds, where the custodian is appointed by the Fund, the applicable Adviser reviews FX activity performed by the custodian. In its review, the Adviser may rely on information provided by a third-party industry vendor. Typically, the analysis is carried out on a post-trade basis only and seeks to focus on trends over a period of time as an indicator of FX execution quality, rather than on individual transactions in a Fund's portfolio. However, with respect to Accounts for which FX transactions are performed by the client's custodian bank, the applicable Adviser does not monitor the execution quality of the FX transactions performed by the client's custodian bank. In exceptional circumstances, an Adviser will agree with a client to monitor certain FX activity performed by the client's custodian bank for that Account. In doing so, the Adviser may rely on information provided by a third party.

Item 13 Review of Accounts

The Advisers manage investment portfolios for each of their clients. Generally, the portfolios under an Adviser's management are reviewed by one or more portfolio managers who are responsible to their respective Chief Investment Officer (or other, similar senior investment professional), either directly or indirectly. Such a review may be made with respect to an Adviser's clients' investment

objectives and policies, limitations on the types of instruments in which each of its clients may invest and concentration of investments in particular industries or types of issues. There is no general rule regarding the number of Accounts assigned to a portfolio manager. The frequency, depth, and nature of Account reviews are often determined by negotiation with individual clients pursuant to the terms of each client's investment management agreement or by the mandate selected by the client and the particular needs of each client. Written reports of portfolio breakdown, transactions and performance are typically provided to clients no less frequently than quarterly. Additional trade reports may be available upon request.

Item 14 Client Referrals and Other Compensation

The Advisers or a related person, from time to time, enter into referral fee arrangements to compensate affiliated and non-affiliated persons for referring or otherwise recommending its investment advisory services to potential clients. To the extent required, such arrangements would be governed by the policy on use of solicitors and client referrals adopted by the Advisers and entered into in accordance with Rule 206(4)-1 under the Advisers Act and other applicable law. The compensation paid may consist of a cash payment computed as a flat fee; a percentage of an Adviser's (or an affiliate's) advisory fee, performance fee or carried interest; or some other method of computation agreed upon between the parties. For some Accounts, primarily certain Private Funds, a third-party distributor will be compensated by way of a retrocession that is specified in the applicable selling or referral agreement. Retrocession is a term used to describe an on-going fee payable by the Adviser to the third-party distributor so long as such assets placed by the third-party distributor remain invested in the Account. To the extent allowed under applicable law, the Advisers' Code of Ethics and the policies and procedures (including the Anti-Corruption Policy) of the Advisers, their affiliates, and/or a particular broker-dealer, the Advisers or a related person will, from time to time, (i) pay broker-dealer sponsors for training seminars, conferences and other educational events, (ii) pay travel and lodging expenses relating to financial advisers' attendance at an Adviser's due diligence meetings, (iii) give certain business-related gifts or gratuities and/or pay reasonable expenses relating to meals and/or entertainment for financial advisers, and (iv) make a contribution in connection with a charitable event or to a charitable organization sponsored, organized or supported by a broker-dealer or its representatives, on behalf of such broker-dealer or its representatives, or to which such broker-dealer or its affiliates provides professional services.

With respect to certain Advisers that serve SMA Program clients, such Advisers receive fees, directly or indirectly, from the sponsor of the SMA Program for all services rendered by such Advisers to the SMA Program clients, including, on occasion, out of the sponsor's own resources. As such, these Advisers may be considered to receive cash compensation from a non-client in connection with giving advice to SMA Program clients. Similarly, in certain cases where an Adviser serves as a sub-adviser, the Adviser will, from time to time, receive advisory fees from the primary investment manager rather than directly from the investment advisory client. In certain arrangements, including in model delivery programs offered by Sponsors of SMA Programs, the applicable Adviser or its affiliate pays the Sponsor or its affiliate various fees in connection with the model delivery program, such as model set up, onboarding and maintenance fees tax-related analysis fees and, data analytics fees allowing for the delivery of the model portfolio on the Sponsor's platform.

For details regarding economic benefits provided to the Advisers by non-clients, including a description of related material conflicts of interest and how they are addressed, please see Item 11 ("Code of Ethics, Participation or Interest in Client Transactions and Personal Trading") above.

Item 15 Custody

For certain Separate Account clients that retain FTCI to act as custodian for the Accounts and/or authorize an Adviser to receive its advisory fees out of the assets in such clients' Accounts by sending invoices to the respective custodians of those Accounts, the Adviser will be deemed by the SEC to have custody of the assets in those Accounts. As a result, such clients, where required, will receive account statements directly from FTCI or their third-party custodians, as applicable, for the Accounts, which should be carefully reviewed. In addition to account statements delivered by these custodians, the applicable Adviser may provide such clients with separate reports or account statements containing information about the Accounts. Clients should compare these carefully to

the account statements received from the custodian and report any discrepancies to their Adviser and custodian immediately.

An Adviser, if it advises Private Funds, will also be deemed to have custody of the assets of certain Private Funds for which it or its related person serves as general partner (or in a comparable position for other types of pooled investment vehicles). Investors in these pooled investment vehicles that receive the fund's annual audited financial statements in accordance with the Advisers Act should review these statements carefully and should contact their Adviser immediately if they do not receive audited financial statements in a timely manner. To the extent that a pooled investment vehicle for which an Adviser or its related person serves as general partner (or in a comparable position) does not provide investors with its annual audited financial statements as described above, such fund's custodian will deliver to the investor a quarterly statement as required under the Advisers Act, which should be carefully reviewed by the investor, and the pooled investment vehicle will be subject to an independent examination in accordance with the Advisers Act.

Item 16 Investment Discretion

Generally, the Advisers have discretionary authority to supervise and direct the investment of the assets under their management, without obtaining prior specific client consent for each transaction. This investment discretion is granted by written authority of the client in the investment management agreement between the client and an Adviser and is subject to such limitations as a client may impose by notice in writing and as agreed to by the Adviser. To the extent an Adviser has discretionary authority over assets of a Sub-Advised Account, such authority is granted in an advisory agreement between the Adviser and the Sub-Advised Account and/or the manager of such Sub-Advised Account. Under their discretionary authority, the Advisers will generally make the following determinations in accordance with the investment management agreement, the client's investment restrictions, the Advisers' internal policies, commercial practice, and applicable law, without prior consultation or consent before a transaction is effected:

- Which securities or other instruments to buy or sell;
- The total amount of securities or other instruments to buy or sell;
- The broker-dealer or counterparty used to buy or sell securities or other instruments; and/or
- The prices and commission rates at which transactions are effected.

When an Adviser believes engagement will be beneficial, it may, in the Adviser's sole discretion unless otherwise agreed, submit a shareholder proposal to, or otherwise actively engage with, the issuer of securities held in one or more Accounts. An Adviser may also delegate its discretionary authority to a sub-adviser where the Adviser believes, in its sole discretion, that such delegation would be beneficial unless it is prohibited under the investment management agreement or under applicable law. The Advisers will consider a variety of factors including, but not limited to, costs when considering whether to engage in such activities.

The Advisers may, in an Adviser's sole discretion, accept the initial funding of an Account with one or more securities in-kind. Subject to the terms of the investment management agreement and applicable law, the Advisers will use good faith efforts to liquidate any such securities that the Advisers do not elect to keep as part of such Account and shall not be liable for any investment losses or market risk associated with such liquidation.

LIMITATIONS ON DISCRETION

Certain Advisers provide non-discretionary services to Accounts, pursuant to which the Advisers provide a client with research, model portfolios or advice with respect to purchasing, selling, or holding particular investments. Accounts for which the Advisers do not have investment discretion may or may not include the authority to trade for the Account and are subject to any additional limitations that are imposed by a client in writing. For certain Accounts where the Advisers do not have investment discretion or trading authority, a conflict of interest will exist for the Advisers to delay a recommendation to buy or sell if the Advisers believe that the execution of such recommendation could have a material impact on pending trades for Accounts for which the Advisers hold investment discretion. Conversely, trades may be executed for discretionary clients

in advance of executions for non-discretionary clients, potentially disadvantaging the non-discretionary clients where there is a timing difference related to the provision of advice to a non-discretionary client for consideration and that client's determination of whether or not to act on the advice.

The Advisers may, in an Adviser's sole discretion, accept one or more categories of investment restrictions requested in writing by clients. In the case of investment restrictions based on social, environmental or other criteria, unless otherwise agreed to with a client, the Advisers' compliance with such restrictions will be based on good faith efforts and can be satisfied by using either a third-party service to screen issuers against such restrictions, or a combination of other market data services (such as Bloomberg and FactSet) and internal research.

The investment guidelines applicable to an Account are typically based on the Account being fully funded. During funding or transition phases, or where there are unusual market conditions, an Adviser's inability to comply with restrictions related to holding limitations, sector allocations and similar restrictions shall not, unless otherwise agreed with a client, be considered a breach of the investment management agreement between such Adviser and its client. Moreover, investment restrictions are looked to at the time of investment unless otherwise agreed with the client in writing, and variances to the investment guidelines such as market movements (including exchange rates), the exercise of subscription rights, late settlement as a result of custodial action or inaction, a material increase or reduction in assets due to contributions or withdrawals by the client, or a change in the nature of an investment are generally not considered to be a breach of the investment management agreement unless specifically agreed to in writing.

SWEEP VEHICLES

Generally, uninvested cash held in an Account will be automatically moved or "swept" temporarily by the client's custodian into one or more money market mutual funds or other short-term investment vehicles offered by such custodian. Sweep arrangements are typically made between the client and the client's custodian, and the client is responsible for selecting the sweep vehicle. The Advisers' sole responsibility in this regard, unless specifically directed otherwise in the client's investment management agreement or by separate agreement, is to issue standing instructions to the custodian to automatically sweep excess cash in the Account into the sweep vehicle. In circumstances where the client has not made prior arrangements with its custodian, the Advisers upon the client's request, may consult with the client to discuss a sweep vehicle from those made available by the client's custodian; however, the client will ultimately be responsible for selecting the desired sweep vehicle. In exceptional circumstances, the Advisers will agree to select the appropriate sweep vehicle from those made available by the custodian at the client's request. However, the Advisers do not actively manage the residual cash in Accounts and will not be responsible for monitoring the sweep vehicle into which such residual cash is swept.

Whether sweep arrangements are made between the client and its custodian or in consultation with the Advisers, any client whose assets are swept into an unaffiliated money market mutual fund or other short-term investment vehicle will continue to pay the Adviser's regular advisory fee on the entire Account, plus the client will pay fees and expenses associated with that investment including typically a management fee to the manager of such fund or short-term investment vehicle on the portion of the Account's assets invested in the money market mutual fund or short-term investment vehicle.

In the event client consent is granted to allow the use of affiliated money market funds for cash management purposes, certain fees are waived either at the Account or the affiliated fund level to avoid double charging of fees on those assets.

PARTICIPATION IN LEGAL PROCEEDINGS

Funds

Unless otherwise noted in an Adviser's brochure, with respect to the Funds that the Advisers manage, advise, or sub-advise, the Advisers, through their delegates (which include, without limitation, personnel of an affiliate, a law firm, custodian or other claim filing service), use good faith efforts to file proofs of claim on behalf of the Funds in class action lawsuit settlements or judgments

and regulatory recovery funds pending in the United States and Canada (the "**Claim Service**"). These United States and Canadian class action lawsuits involve issuers of securities presently or formerly held in the Funds' portfolios, or related parties of such issuers, of which the Advisers learn and for which the Funds are eligible during the term of the investment management agreement. Infrequently, such class action lawsuits require investors affirmatively to "opt in" to the class and may subject investors to public identification and to participation in discovery ("**Opt-In Actions**"). The Advisers have complete discretion to determine, on a case-by-case basis, whether to file proofs of claim and any other required documentation for the Funds in any Opt-In Actions of which the Adviser learns, and shall not be required, or be liable for any failure, to do so.

While the Claim Service is focused on recovery opportunities in the United States and Canada (the jurisdictions in which class action lawsuits and regulatory recovery funds predominate), it is possible that, as class action laws in legal systems in jurisdictions outside of the United States and Canada continue to evolve, the Advisers may learn of recovery opportunities in those other jurisdictions that similarly require only the filing of a proof of claim or its equivalent to recover ("**Foreign Actions**"). The Advisers do not assume any obligation to identify, research, or file proofs of claim in any Foreign Actions. In the event that the Advisers do learn of any Foreign Actions, the Advisers have complete discretion to determine, on a case-by-case basis, whether to file proofs of claim for the Funds in such Foreign Actions.

In addition, from time to time, Advisers to Funds will recommend that one or more of such Funds pursue litigation against an issuer or related parties (whether, for example, by opting out of an existing class action lawsuit, participating in a representative action in a foreign jurisdiction, or otherwise). In addition, unless otherwise noted in an Adviser's brochure, the Advisers or the Funds they advise will also, from time to time, participate in bankruptcy proceedings involving issuers of securities presently or formerly held in such Funds' portfolios, or related parties of such issuers, and join official or *ad hoc* committees of creditors or other stakeholders. Similarly, the Adviser's affiliates will, from time to time, recommend that the Funds they manage participate in litigation, bankruptcy proceedings or committees of creditors or other stakeholders.

Separate Account/Sub-Advised Account Clients

With respect to Separate Accounts and Sub-Advised Accounts that an Adviser manages, unless otherwise specifically agreed, the Adviser shall not be required, or be liable for any failure to, but may, without undertaking any obligation to do so, (i) provide the Claim Service, (ii) file proofs of claim in Foreign Actions, and/or (iii) file any required documentation in any Opt-In Actions, as described above. Foreign Actions do not include any other type of collective action outside of the United States and Canada, such as representative actions, as those other actions require individual analysis as to whether participation is in an Account's best interest and often require participants to agree to funding agreements or to pay the costs of the litigation directly, to enter into agreements with representative organizations, to commit to participation in discovery, and may require participants to be identified publicly as plaintiffs in the action (such offshore collective or representative actions, "**Foreign Litigation Actions**"). The Advisers do not assume any obligation to identify or take any action with respect to such Foreign Litigation Actions for their Separate Accounts or Sub-Advised Accounts.

Neither the Adviser nor the Adviser's affiliates will provide notice of, or the opportunity to participate in, any litigation against an issuer or related parties to the Adviser's Separate Account and Sub-Advised Account clients.

Further, unless otherwise specifically agreed, an Adviser shall not be required or be liable for any failure to, but may, participate in any bankruptcy proceedings involving issuers of securities presently or formerly held by Separate Account or Sub-Advised Account clients or related parties of such issuers. Without limiting the foregoing, unless otherwise specifically agreed, an Adviser shall not be required or be liable for any failure to but may in its discretion: (i) file proofs of claim in bankruptcy proceedings, (ii) notify Separate Account or Sub-Advised Account clients of any applicable deadlines or other events relating to bankruptcy proceedings, or (iii) participate in any committees of creditors or other stakeholders on behalf of Separate Account or Sub-Advised Account clients.

In connection with the Claim Service and an Adviser's involvement in bankruptcy proceedings on behalf of Separate Account and Sub-Advised Account clients, where applicable, the Adviser will, from time to time, disclose information about a Separate Account or Sub-Advised Account client, whether by including such information in any proofs of claim or otherwise disclosing such information in any related manner. By filing a proof of claim on behalf of a Separate Account or Sub-Advised Account client, the Adviser will, from time to time, waive the Separate Account or Sub-Advised Account client's right to pursue separate litigation with respect to the subject matter of the class action lawsuit or regulatory recovery fund, or the right to a jury trial in a bankruptcy proceeding, as applicable. Where an Adviser does provide the Claim Service or agrees to participate in bankruptcy proceedings on behalf of a Separate Account or Sub-Advised Account, such Adviser may (subject to the investment management agreement) at any time terminate provision of such services by giving notice of such termination to the Separate Account or Sub-Advised Account client (by any method such Adviser chooses, including electronic mail), and such services will, if not sooner terminated, automatically terminate upon the termination of the investment management agreement.

In addition, with respect to all Accounts, Accounts that are currently or were formerly investors in, or were otherwise involved with, investments that are the subject of a legal action will, under certain circumstances, be parties to the particular legal action with the result that an Account may participate in an action in which not all Accounts with similar investments participate. In these instances, non-participating Accounts will benefit from the results of such action without becoming or otherwise being subject to the associated fees, costs, expenses and liabilities.

Item 17 Voting Client Securities

PROXY VOTING POLICIES & PROCEDURES

The Advisers have delegated their administrative duties with respect to voting proxies for client equity securities to the proxy group within Franklin Templeton Services, LLC (the "**Proxy Group**"), an affiliate and wholly-owned subsidiary of Franklin Resources.

All proxies received by the Proxy Group will be voted based upon the Advisers' instructions and/or policies. To assist it in analyzing proxies, the Advisers subscribe to one or more unaffiliated third-party corporate governance research services that provide in-depth analyses of shareholder meeting agendas, vote recommendations, recordkeeping and vote disclosure services (each a "**Proxy Service**"). Although Proxy Service analyses are thoroughly reviewed and considered in making a final voting decision, the Advisers do not consider recommendations from a Proxy Service or any other third party to be determinative of an Adviser's ultimate decision (except as otherwise discussed in an Adviser's brochure). Rather, the Advisers exercise their independent judgment in making voting decisions. The Advisers vote proxies solely in the best interests of the client, the Fund investors or, where employee benefit plan assets subject to ERISA are involved, in the best interests of plan participants and beneficiaries (collectively, "**Advisory Clients**") unless (i) the power to vote has been specifically retained by the named fiduciary in the documents in which the named fiduciary appointed an Adviser or (ii) the documents otherwise expressly prohibit an Adviser from voting proxies. As a matter of policy, the officers, directors and Access Persons of the Advisers and the Proxy Group will not be influenced by outside sources whose interests conflict with the interests of Advisory Clients.

The Advisers are affiliates of a large, diverse financial services firm with many affiliates and each Adviser makes its best efforts to mitigate conflicts of interest. However, conflicts of interest can arise in a variety of situations, including where an Adviser has a material business relationship with an issuer or a proponent, a direct or indirect pecuniary interest in an issuer or a proponent, or a significant personal or family relationship with an issuer or proponent. However, as a general matter, the Advisers take the position that relationships between certain affiliates that do not use the "Franklin Templeton" name ("Independent Affiliates") and an issuer (e.g., an investment management relationship between an issuer and an Independent Affiliate) do not present a conflict of interest for an Adviser in voting proxies with respect to such issuer because: (i) the Advisers operate as an independent business unit from the Independent Affiliate business units, and (ii) informational barriers exist between the Advisers and the Independent Affiliate business units.

Material conflicts of interest are identified by the Proxy Group based upon analyses of various sources. The Proxy Group gathers and analyzes this information on a best-efforts basis, as much of this information is provided directly by individuals and groups other than the Proxy Group, and the Proxy Group relies on the accuracy of the information it receives from such parties.

In situations where a material conflict of interest is identified, the decision on how to resolve the conflict will be made in accordance with the Proxy Group's conflict of interest procedures, and the Proxy Group will, under certain circumstances, vote consistently with the voting recommendation of a Proxy Service or send the proxy directly to the relevant Advisory Clients with the Adviser's voting recommendation.

In certain circumstances, Separate Accounts are permitted to direct their votes in a particular solicitation pursuant to the applicable investment management agreement. A client that wishes to direct its vote in a particular solicitation shall give reasonable prior written notice to the relevant Adviser indicating such intention and provide written instructions directing the Adviser or the Proxy Group to vote in regard to the particular solicitation. Where such prior written notice is received, the Proxy Group (or the Adviser if applicable) will vote proxies in accordance with such written instructions received from the client.

The Advisers will inform clients that have not delegated voting responsibility to the Advisers, but that have requested voting advice about the Adviser's views on such proxy votes.

In certain SMA Programs, typically where the Sponsor has not elected for the applicable Adviser to do so or where the applicable Adviser only provides non-discretionary management services to the SMA Program, the relevant Adviser will not be delegated the responsibility to vote proxies held by the SMA Program accounts. Instead, the SMA Program sponsor or another service provider will generally vote these proxies. Clients in SMA Programs should contact the SMA Program sponsor for a copy of the SMA Program Sponsor's proxy voting policies.

Each issue is considered on its own merits, and the Advisers will not support the position of the company's management in any situation where they deem that the ratification of management's position would adversely affect the investment merits of owning that company's shares.

Certain of the Advisers' separate accounts or funds (or a portion thereof) are included under FTIS, a separate investment group within Franklin Templeton, and employ a quantitative strategy. For such accounts, FTIS's proprietary methodologies rely on a combination of quantitative, qualitative, and behavioral analysis rather than fundamental security research and analyst coverage that an actively managed portfolio would ordinarily employ. Accordingly, absent client direction, in light of the high number of positions held by such Accounts and the considerable time and effort that would be required to review proxy statements and ISS or Glass Lewis recommendations, the Advisers may review ISS' non-US Benchmark guidelines, ISS' specialty guidelines (in particular, ISS' Sustainability guidelines), or Glass Lewis' US guidelines and determine, consistent with the best interest of their clients, to provide standing instructions to the Proxy Group to vote proxies according to the recommendations of ISS or Glass Lewis. Permitting the Advisers of these accounts to defer their judgment for voting on a proxy to the recommendations of ISS or Glass Lewis may result in a proxy related to the securities of a particular issuer held by an account being voted differently from the same proxy that is voted on by other funds managed by other Advisers.

The Proxy Group is part of Franklin Templeton Services, LLC. For each shareholder meeting, a member of the Proxy Group will consult with the research analyst(s) that follows the security and will provide the analyst(s) with the agenda, Proxy Service analyses, recommendations and any other information provided to the Proxy Group. Except in situations identified as presenting material conflicts of interest or as otherwise discussed in an Adviser's brochure (if applicable), the Advisers' research analyst(s) and relevant portfolio manager(s) are responsible for making the final voting decision based on their review of the agenda, Proxy Service analyses, proxy statements, their knowledge of the company and any other information publicly available. In the case of a material conflict of interest, the final voting decision will be made in accordance with the conflict procedures, as described above. Except in cases where the Proxy Group is voting consistently with the voting recommendations of an independent third-party service provider, the

Proxy Group must obtain voting instructions from the Advisers' research analyst(s), relevant portfolio manager(s), legal counsel and/or an Advisory Client prior to submitting the vote.

The Advisers will attempt to process every proxy they receive for all U.S. and non-U.S. securities. However, there may be situations in which the Advisers are unable to successfully vote a proxy, or choose to not vote a proxy, such as where: (i) a proxy ballot was not received from the custodian bank, (ii) a meeting notice was received too late, (iii) there are fees imposed upon the exercise of a vote and the Account's Adviser has determined that such fees outweigh the benefit of voting, (iv) there are legal encumbrances to voting, including blocking restrictions in certain markets that preclude the ability to dispose of a security if the Account's Adviser votes a proxy or where such Adviser is prohibited from voting by applicable law, economic or other sanctions or other regulatory or market requirements, including, but not limited to, effective powers of attorney, (v) additional documentation or the disclosure of beneficial owner details is required, (vi) the Account's Adviser held shares on the record date but has sold them prior to the meeting date, (vii) the Account held shares on the record date, but the client closed the Account prior to the meeting date, (viii) proxy voting service is not offered by the custodian in the market, (ix) due to either system error or human error, the Account's Adviser's intended vote is not correctly submitted, (x) the Account's Adviser believes it is not in the best interests of the Advisory Client to vote the proxy for any other reason not enumerated herein or (xi) a security is subject to a securities lending or similar program that has transferred legal title to the security to another person.

Even if the Advisers use reasonable efforts to vote a proxy on behalf of their Advisory Clients, such vote or proxy may be rejected because of (i) operational or procedural issues experienced by one or more third parties involved in voting proxies in such jurisdictions, (ii) changes in the process or agenda for the meeting by the issuer for which the Account's Adviser does not have sufficient notice, or (iii) the exercise by the issuer of its discretion to reject the vote of an Account's Adviser. In addition, despite the best efforts of the Proxy Group and its agents, there may be situations where the Advisers' votes are not received, or properly tabulated, by an issuer or the issuer's agent.

On behalf of one or more of the proprietary registered investment companies advised by the Adviser or its affiliates, where an Adviser or its affiliates (a) learn of a vote on an event that may materially affect a security on loan and (b) determine that it is in the best interests of such proprietary registered investment companies to recall the security for voting purposes, the Advisers will make efforts to recall any security on loan. The ability to timely recall shares is not entirely within the control of the Adviser. Under certain circumstances, the recall of shares in time for such shares to be voted may not be possible due to applicable proxy voting record dates or other administrative considerations.

The Proxy Group is responsible for maintaining the documentation that supports the Advisers' voting decision. Such documentation typically includes, but is not limited to, any information provided by Proxy Services and, with respect to any issuer that presents a potential conflict of interest, any board or audit committee memoranda describing the position it has taken. The Proxy Group will, from time to time, use an outside service such as a Proxy Service to support this recordkeeping function. All records will be retained in either hard copy or electronically for at least five years, the first two of which will be on-site at the offices of Franklin Templeton Services, LLC. Advisory Clients may view an Adviser's complete proxy voting policies and procedures on- line at *www.franklintempleton.com*, request copies of their proxy voting records and the Advisers' complete proxy voting policies and procedures by calling the Proxy Group at 1-954-847-2413 or send a written request to: Franklin Templeton Services, LLC, 300 S.E. 2nd Street, Fort Lauderdale, FL 33301, Attention: Proxy Group. For U.S. Registered Funds, an annual proxy voting record for the period ending June 30 of each year will be posted to *www.franklintempleton.com* no later than August 31 of each year. In addition, the Proxy Group is responsible for ensuring that the proxy voting policies, procedures and records of the U.S. Registered Funds are made available as required by law and is responsible for overseeing the filing of such U.S. Registered Fund voting records with the SEC.

Item 18 Financial Information

Not applicable.