

THE COMPANIES ACTS 2006

PUBLIC COMPANY LIMITED BY SHARES

**TEMPLETON EMERGING MARKETS INVESTMENT TRUST PLC (No SC118022)
(the "Company")**

At an Annual General Meeting of the above Company duly convened and held at Cannon Place, 78 Cannon Street, London, EC4N 6HL on the 9th day of July 2020 (the "**AGM**"), the following resolutions numbered one to eight were passed as ordinary resolutions and the following resolutions numbered nine to twelve were passed as special resolutions:

ORDINARY BUSINESS

Ordinary Resolutions

1. To receive and adopt the Directors' and Auditor's Reports and financial statements for the year ended 31 March 2020.
2. To approve the Directors' Remuneration Policy.
3. To approve the Directors' Remuneration Report for the year ended 31 March 2020.
4. To declare a final dividend of 14.00 pence per share for the year ended 31 March 2020.
5. To re-elect the Directors:
 - 5.1. To re-elect Paul Manduca as a Director.
 - 5.2. To re-elect Beatrice Hollond as a Director.
 - 5.3. To re-elect Charlie Ricketts as a Director.
 - 5.4. To re-elect David Graham as a Director.
 - 5.5. To re-elect Simon Jeffreys as a Director.
6. To re-appoint Ernst & Young LLP as auditor of the Company, to act until the conclusion of the next general meeting of the Company at which audited accounts are laid before the members.
7. To authorise the Directors to determine the auditor's remuneration.

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SPECIAL BUSINESS

Ordinary Resolutions

8. That, in substitution for any existing authority, the Directors be generally and unconditionally authorised to allot equity securities (as defined in Section 560 of the Companies Act 2006 (the "Act")) pursuant to Section 551 of the Act, up to an aggregate nominal amount of £3,016,000 (being an amount equal to 5% of the existing issued share capital of the Company as at 21 May 2020, being the latest practicable date before the date of publication of notice of the AGM), provided that this authority shall, unless renewed, varied or revoked by the Company, expire at the conclusion of the annual general meeting of the Company to be held in 2021 save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted and the Directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Special Resolutions

9. That, in substitution for any existing authority, subject to the passing of resolution 8, the Directors be given the general power pursuant to sections 570 and 573 of the Act to allot equity securities (as defined by Section 560 of the Act) for cash pursuant to the authority conferred by resolution 8, and/or to sell equity securities held as treasury shares for cash pursuant to Section 727 of the Act, in each case as if Section 561(1) of the Act did not apply to any such allotment or sale, provided that this power shall be limited to: (a) any such allotment and/or sale of equity securities in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the directors, to holders of ordinary shares (other than the Company) on the register on any record date fixed by the directors in proportion (as nearly as may be) to the respective number of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and (b) any such allotment and/or sale, otherwise than pursuant to sub-paragraph (a) above, of equity securities having, in the case of ordinary shares, an aggregate nominal value or, in the case of other equity securities, giving the right to subscribe for or convert into ordinary shares having an aggregate nominal value, not exceeding the sum of £3,016,000 (being an amount equal to 5% of the existing issued share capital of the Company as at 21 May 2020, being the latest practicable date before the date of this notice). The power granted by this resolution will expire on the conclusion of the annual general meeting of the Company to be held in 2021 (unless renewed, varied or revoked by the

Company prior to or on such date) save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot and/or sell equity securities held as treasury shares in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

10. That, in substitution for any existing authority, the Company be and is hereby authorised in accordance with Section 701 of the Companies Act 2006 to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006), of its ordinary of shares of 25 pence each in the capital of the Company ("shares") provided that:

(i) the maximum number of shares hereby authorised to be purchased shall not exceed 14.99 per cent of the shares in issue on 9 July 2020, or 36,168,190 shares, whichever is lower;


(ii) the minimum price which may be paid for a share shall be 25 pence;

(iii) the maximum price which may be paid (excluding expenses) for a share shall not be more than the higher of: (a) an amount equal to 105 per cent of the average of the closing mid-market price of shares (as derived from the daily Official List of the London Stock Exchange) for the five business days immediately preceding the date of purchase; and (b) the higher of the last independent trade price and the highest current independent purchase bid price on the London Stock Exchange; and

(iv) unless renewed, the authority hereby conferred shall expire on the conclusion of the annual general meeting of the Company to be held in 2021, save that the Company may, and prior to such expiry, enter into a contract to purchase shares which will or may be completed wholly or partly after such expiry.

11. That the Articles of Association produced to the Meeting and initialled by the Chairman of the Meeting for the purpose of identification be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

12. That a general meeting, other than an annual general meeting, may be called on not less than 14 clear days' notice.

DocuSigned by:

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Franklin Templeton International Services S.À R.L.

Secretary