

FRANKLIN UNIVERSAL TRUST

Form DEF 14A

January 31, 2019

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No. \_\_)

Filed by the Registrant  [X]

Filed by a Party other than the Registrant  [ ]

Check the appropriate box:

[ ] Preliminary Proxy Statement

[ ] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

[X] Definitive Proxy Statement

[ ] Definitive Additional Materials

[ ] Soliciting Material Pursuant to Sec. 240.14a-11(c) or Sec. 240.14a-12

Franklin Universal Trust

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required.

[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1. Title of each class of securities to which transaction applies:
2. Aggregate number of securities to which transaction applies:
3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
4. Proposed maximum aggregate value of transaction:
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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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FRANKLIN UNIVERSAL TRUST  
IMPORTANT SHAREHOLDER INFORMATION

We have enclosed important information about the Annual Shareholders' Meeting (the "Meeting") of Franklin Universal Trust (the "Fund") scheduled for Thursday, March 14, 2019, at 1:00 p.m., Pacific time. These materials discuss the proposals (the "Proposals" or each, a "Proposal") to be voted on at the Meeting, and contain the Notice of Meeting, proxy statement and proxy card. A proxy card is, in essence, a ballot. When you vote your proxy, it tells us how you wish to vote on important issues relating to the Fund. If you complete, sign and return the proxy card, we'll vote it as you indicated. If you specify a vote on one or more Proposals, but not all, your proxy will be voted as specified on such Proposal(s) and, on the Proposal(s) for which no vote is specified, your proxy will be voted FOR the Proposal(s). If you simply sign, date and return the proxy card, but do not specify a vote on any Proposal, your proxy will be voted FOR each Proposal.

We urge you to spend a few minutes reviewing the Proposals in the proxy statement. Then, please fill out and sign the proxy card and return it to us in the enclosed postage-paid envelope so that we know how you would like to vote.

When shareholders return their proxy cards promptly, the Fund may be able to save money by not having to conduct additional mailings. Returning your proxy card does not preclude you from attending the Meeting or later changing your vote prior to it being cast.

We welcome your comments. If you have any questions, please call Fund Information at (800) DIAL BEN/342-5236.

TELEPHONE AND INTERNET VOTING

For your convenience, you may be able to vote by telephone or through the Internet, 24 hours a day. If your account is eligible, separate instructions are enclosed.

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FRANKLIN UNIVERSAL TRUST  
NOTICE OF 2019 ANNUAL SHAREHOLDERS' MEETING

The Annual Shareholders' Meeting (the "Meeting") of Franklin Universal Trust (the "Fund") will be held at the Fund's offices, One Franklin Parkway, San Mateo, California 94403, on Thursday, March 14, 2019, at 1:00 p.m., Pacific time.

During the Meeting, shareholders of the Fund will vote on the following Proposals and Sub-Proposals:

1. To elect a Board of Trustees of the Fund.
  2. To adopt a fundamental investment restriction regarding investments in real estate.
  3. To approve amendments to certain fundamental investment restrictions of the Fund (includes seven (7) Sub-Proposals) as follows:
    - a. To amend the fundamental investment restriction regarding borrowing;
    - b. To amend the fundamental investment restriction regarding underwriting;
    - c. To amend the fundamental investment restriction regarding lending;
    - d. To amend the fundamental investment restriction regarding investments in commodities;
    - e. To amend the fundamental investment restriction regarding issuing senior securities;
    - f. To amend the fundamental investment restriction regarding industry concentration; and
    - g. To amend the fundamental investment restriction regarding diversification requirements.
  4. To approve the elimination of certain fundamental investment restrictions for the Fund (includes five (5) Sub-Proposals) as follows:
    - a. To eliminate the fundamental investment restriction regarding pledging, mortgaging or hypothecating assets;
    - b. To eliminate the fundamental investment restriction regarding purchasing securities on margin;
    - c. To eliminate the fundamental investment restriction regarding investments in other investment companies;
    - d. To eliminate the fundamental investment restriction regarding investments for the purpose of exercising control; and
    - e. To eliminate the fundamental investment restriction regarding investments in illiquid and restricted securities.
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In addition, shareholders will vote on any other matters as may properly come before the Meeting. The Board of Trustees has fixed January 11, 2019 as the record date for the determination of shareholders entitled to vote at the Meeting.

By Order of the Board of Trustees,

Navid J. Tofigh  
Vice President and Assistant Secretary

San Mateo, California  
Dated: February 1, 2019

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL SHAREHOLDERS' MEETING TO BE HELD ON MARCH 14, 2019.**

The Fund's Notice of 2019 Annual Shareholders' Meeting, Proxy Statement, and form of proxy are available on the Internet at <https://www.proxyonline.com/docs/FUT2019.pdf>. The form of Proxy on the internet site cannot be used to cast your vote.

Please sign and promptly return your proxy card in the self-addressed envelope regardless of the number of shares you own.

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FRANKLIN UNIVERSAL TRUST  
PROXY STATEMENT

A Meeting of Shareholders of Franklin Universal Trust (the "Fund") will be held on March 14, 2019, at 1:00 p.m., Pacific time, to vote on important Proposals that affect the Fund. Please read the enclosed materials and cast your vote on the proxy card or voting instruction form.

Voting your shares immediately will help minimize additional solicitation expenses and prevent the need to call you to solicit your vote.

The Proposals for the Fund have been carefully reviewed by the Fund's Board of Trustees (the "Board"). The Trustees of the Fund, most of whom are not affiliated with Franklin Templeton Investments, are responsible for looking after your interests as a shareholder of the Fund. The Board believes these Proposals are in the best interests of shareholders. The Board unanimously recommends that you vote FOR each Proposal.

Voting is quick and easy. Everything you need is enclosed. To cast your vote, simply complete the proxy card or voting instruction form enclosed in this package. Be sure to sign the card or the form before mailing it in the postage-paid envelope. If eligible, you may also vote your shares by touch-tone telephone or through the Internet. Simply call the toll-free number or visit the web site indicated on your proxy card or voting instruction form, and follow the instructions.

We welcome your comments. If you have any questions or would like to quickly vote your shares, please call AST Fund Solutions, LLC, our proxy solicitor, toll-free at 800-434-3719. Agents are available 9:00 a.m. – 10:00 p.m., Eastern time, Monday through Friday. Thank you for your participation in this important initiative.

The following Q&A is provided to assist you in understanding the Proposals that affect the Fund. We appreciate your trust in Franklin Templeton Investments and look forward to continuing to help you achieve your financial goals.

**INFORMATION ABOUT VOTING**

Who is asking for my vote?

This proxy statement is for the Annual Shareholders' Meeting (the "Meeting") of Franklin Universal Trust (the "Fund"), which will be held at the Fund's offices, One Franklin Parkway, San Mateo, California 94403, on Thursday, March 14, 2019, at 1:00 p.m., Pacific time. The Fund's Board of Trustees (the "Board" or the "Trustees") has requested your vote.

Who is eligible to vote?

Shareholders of record at the close of business on January 11, 2019, are entitled to be present and to vote at the Meeting or any adjournment of the Meeting. Each share of record is entitled to one vote (and a proportionate fractional vote for each fractional share) on each matter presented at

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the Meeting. The Notice of Meeting, the proxy statement, and the proxy card were first mailed to shareholders of record on or about February 4, 2019.

Who is AST Fund Solutions, LLC?

AST Fund Solutions, LLC (the "Solicitor") is a company that has been engaged by the Fund to assist in the solicitation of proxies. The Solicitor is not affiliated with the Fund or with Franklin Templeton Investments.

Why has the Fund hired the Solicitor?

In order to hold a shareholder meeting, a certain percentage of the Fund's shares (often referred to as "quorum") must be represented at the Meeting. If a quorum is not attained, the Meeting must adjourn to a future date. The Fund, through the Solicitor, may attempt to reach shareholders through multiple mailings to remind the shareholders to cast their vote. As the Meeting approaches, the Solicitor may make phone calls to shareholders who have not yet voted their shares so that the Meeting does not have to be adjourned or postponed.

On what issues am I being asked to vote?

You are being asked to vote on the following Proposals and Sub-Proposals:

1. To elect a Board of Trustees of the Fund.
2. To adopt a fundamental investment restriction regarding investments in real estate.
3. To approve amendments to certain fundamental investment restrictions of the Fund (includes seven (7) Sub-Proposals) as follows:
  - a. To amend the fundamental investment restriction regarding borrowing;
  - b. To amend the fundamental investment restriction regarding underwriting;
  - c. To amend the fundamental investment restriction regarding lending;
  - d. To amend the fundamental investment restriction regarding investments in commodities;
  - e. To amend the fundamental investment restriction regarding issuing senior securities;
  - f. To amend the fundamental investment restriction regarding industry concentration; and
  - g. To amend the fundamental investment restriction regarding diversification requirements.
4. To approve the elimination of certain fundamental investment restrictions for the Fund (includes five (5) Sub-Proposals) as follows:
  - a. To eliminate the fundamental investment restriction regarding pledging, mortgaging or hypothecating assets;
  - b. To eliminate the fundamental investment restriction regarding purchasing securities on margin;

- c. To eliminate the fundamental investment restriction regarding investments in other investment companies;
- d. To eliminate the fundamental investment restriction regarding investments for the purpose of exercising control; and
- e. To eliminate the fundamental investment restriction regarding investments in illiquid and restricted securities.

Has the Board approved the Proposals?

Yes. The Board has unanimously approved each of the Proposals and recommends that you vote to approve each Proposal for the Fund.

How do the Fund's Trustees recommend that I vote?

The Trustees unanimously recommend that you vote:

1. FOR the election of all nominees to the Board;
2. FOR the approval of the fundamental investment restriction regarding investments in real estate;
3. FOR the approval of each of the proposed amendments to certain of the Fund's fundamental investment restrictions; and
4. FOR the approval of the elimination certain of the Fund's fundamental investment restrictions.

#### INFORMATION ABOUT THE PROPOSALS

##### PROPOSAL 1. TO ELECT A BOARD OF TRUSTEES OF THE FUND.

What role does the Board play?

The Board has the responsibility for looking after the interests of the Fund's shareholders. As such, the Board has an obligation to serve the best interests of shareholders in providing oversight of the Fund, including approving policy changes. In addition, the Board, among other things, reviews the Fund's performance, oversees the Fund's activities, and reviews contractual arrangements with the Fund's service providers.

What is the affiliation of the Board and Franklin Templeton Investments?

The Board is currently, and is proposed to continue to be, composed of over 75% "independent" Trustees and two "interested" Trustees. Trustees are determined to be "interested" by virtue of, among other things, their affiliation with the Franklin Templeton funds or with Franklin Templeton Investments as fund management. Independent Trustees have no affiliation with Franklin Templeton Investments and are compensated by the Fund. Rupert H. Johnson, Jr. and Gregory E. Johnson are considered to be interested persons of the Fund; therefore, if elected, they will continue to be Interested Trustees.

PROPOSAL 2. TO ADOPT A FUNDAMENTAL INVESTMENT RESTRICTION REGARDING INVESTMENTS IN REAL ESTATE.

Under the Investment Company Act of 1940 (the "1940 Act"), a fund's restriction regarding investments in real estate must be fundamental. Under the 1940 Act, a fund is prohibited from, unless authorized by a vote of a majority of its outstanding voting securities (as such term is defined in the 1940 Act), purchasing or selling real estate, except as provided in its fundamental restriction regarding investments in real estate. The Fund currently does not have a fundamental investment restriction relating to investments in real estate. The Board is proposing to adopt a fundamental investment restriction regarding investments in real estate that is the same as the investment restriction used by other funds in the Franklin Templeton Investments fund complex.

What will be the effect of the adoption of the fundamental investment restriction regarding investments in real estate? If the proposed fundamental investment restriction is approved, it may be easier for the Fund to respond to possible future investment opportunities. To the extent that the Fund uses this flexibility in the future, the Fund may be subject to some additional costs and risks. However, the Board does not anticipate that the proposed adoption of the fundamental investment restriction will materially change the manner in which the Fund is currently managed or operated.

PROPOSAL 3. TO APPROVE AMENDMENTS TO THE FUNDAMENTAL INVESTMENT RESTRICTIONS OF THE FUND.

What are these fundamental investment restrictions?

The Fund is subject to certain investment restrictions that are considered "fundamental" because they may only be changed with shareholder approval. There are generally eight fundamental investment restrictions that every fund is required to have under the 1940 Act, including a fundamental investment restriction regarding investments in real estate, as described above. The Fund is proposing to amend its fundamental investment restrictions regarding:

- a. borrowing;
- b. underwriting;
- c. lending;
- d. investments in commodities;
- e. issuing senior securities;
- f. industry concentration; and
- g. diversification requirements.

What will be the effect of the amendments to the Fund's current fundamental investment restrictions?

The purpose of the proposed amendments is to update those restrictions that are more restrictive than is currently required and to standardize, to the extent practicable, the Fund's fundamental

investment restrictions with those of substantially all other Franklin Templeton funds. Certain proposed amendments would provide the Fund with additional flexibility to pursue various investments or strategies. To the extent that the Fund uses such flexibility in the future, the Fund may be subject to some additional costs and risks. The proposed standardized investment restrictions will not affect the Fund's investment goal.

**PROPOSAL 4. TO APPROVE THE ELIMINATION OF CERTAIN FUNDAMENTAL INVESTMENT RESTRICTIONS FOR THE FUND.**

What are these fundamental investment restrictions?

The Fund is also currently subject to fundamental investment restrictions that were once imposed by state securities laws or other regulatory authorities that are now outdated or are no longer effective.

What will be the effect of the elimination of such investment restrictions on the Fund?

If the proposed eliminations are approved, it may be easier for the Fund to adapt to industry changes in the future because these restrictions would be eliminated. To the extent that the Fund uses this flexibility in the future, the Fund may be subject to some additional costs and risks.

**MORE INFORMATION**

How many votes am I entitled to cast?

As a shareholder, you are entitled to one vote for each share (and a proportionate fractional vote for each fractional share) you own of the Fund on the record date. The record date is January 11, 2019.

How do I vote my shares?

You can vote your shares by completing and signing the enclosed proxy card or voting instruction form and mailing it in the enclosed postage-paid envelope. If eligible, you may also vote using a touch-tone telephone by calling the toll-free number printed on your proxy card or voting instruction form and following the recorded instructions, or through the Internet by visiting the web site printed on your proxy card or voting instruction form and following the on-line instructions. You can also vote your shares in person at the annual meeting of shareholders. If you need any assistance, or have any questions regarding the Proposals or how to vote your shares, please call the Solicitor toll-free at 800-434-3719.

How do I ensure that my vote is accurately recorded?

You may attend the Meeting and vote in person or you may complete and return the enclosed proxy card. If you are eligible to vote by telephone or through the Internet, separate instructions are enclosed.

Proxy cards that are properly signed, dated and received at or prior to the Meeting will be voted as specified. If you specify a vote for a Proposal, your proxy will be voted as you indicate. If you specify a vote on one or more Proposals, but not all, your proxy will be voted as specified on such Proposal(s) and, on the Proposal(s) for which no vote is specified, your proxy will be voted FOR such Proposal(s). If you simply sign, date and return the proxy card, but don't specify a vote on any Proposal, your shares will be voted FOR each Proposal.

May I revoke my proxy?

You may revoke your proxy at any time before it is voted by forwarding a written revocation or a later-dated proxy to the Fund, which must be received by the Fund at or prior to the Meeting, or by attending the Meeting and voting in person.

What if my shares are held in a brokerage account?

If your shares are held by your broker, then in order to vote in person at the Meeting, you will need to obtain a "Legal Proxy" from your broker and present it to the Inspector of Election at the Meeting. Also, in order to revoke your proxy, you may need to forward your written revocation or a later-dated proxy card to your broker rather than to the Fund.

## THE PROPOSALS

### PROPOSAL 1: ELECTION OF TRUSTEES

How are nominees selected?

The Board has a Nominating Committee comprised of Harris J. Ashton, Terrence J. Checki, Mary C. Choksi, Edith E. Holiday, J. Michael Luttig, Larry D. Thompson and John B. Wilson. None of the members of the Nominating Committee is an "interested person" of the Fund, as defined by the Investment Company Act of 1940, as amended (the "1940 Act"). Trustees who are not interested persons of the Fund are referred to as the "Independent Trustees," and Trustees who are interested persons of the Fund are referred to as the "Interested Trustees."

The Nominating Committee is responsible for selecting candidates to serve as Trustees for the Fund and recommending such candidates: (a) for selection and nomination as Independent Trustees by the incumbent Independent Trustees and the full Board; and (b) for selection and nomination as Interested Trustees by the full Board. In considering a candidate's qualifications, the Nominating Committee generally considers the potential candidate's educational background, business or professional experience, and reputation. In addition, the Nominating Committee has established as minimum qualifications for Board membership as an Independent Trustee (1) that such candidate be independent from relationships with the Fund's investment manager and other principal service providers both within the terms and the spirit of the statutory independence requirements specified under the 1940 Act and the rules thereunder; (2) that such candidate demonstrate an ability and willingness to make the considerable time commitment, including personal attendance at Board meetings, believed necessary to his or her function as an effective Board member; and (3) that such candidate have no continuing relationship as a director, officer or board member of any open-end or closed-end registered investment company other than those

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within the Franklin Templeton Investments fund complex or a closed-end business development company primarily investing in non-public entities. The Nominating Committee has not adopted any specific policy on the issue of diversity, but will take this into account, among other factors, in its consideration of new candidates for the Board. When the Board has or expects to have a vacancy, the Nominating Committee receives and reviews information on individuals qualified to be recommended to the full Board as nominees for election as Trustees, including any recommendations by "Qualifying Fund Shareholders" (as defined below). Such individuals are evaluated based upon the criteria described above. To date, the Nominating Committee has been able to identify, and expects to continue to be able to identify, from its own resources an ample number of qualified candidates. The Nominating Committee, however, will review recommendations from Qualifying Fund Shareholders to fill vacancies on the Board if these recommendations are submitted in writing and addressed to the Nominating Committee at the Fund's offices and are presented with appropriate background material concerning the candidate that demonstrates his or her ability to serve as a Trustee, including as an Independent Trustee, of the Fund. A Qualifying Fund Shareholder is a shareholder who (i) has continuously owned of record, or beneficially through a financial intermediary, shares of the Fund having a net asset value of not less than two hundred and fifty thousand dollars (\$250,000) during the twenty-four (24) month period prior to submitting the recommendation; and (ii) provides a written notice to the Nominating Committee containing the following information: (a) the name and address of the Qualifying Fund Shareholder making the recommendation; (b) the number of shares of the Fund which are owned of record and beneficially by such Qualifying Fund Shareholder and the length of time that such shares have been so owned by the Qualifying Fund Shareholder; (c) a description of all arrangements and understandings between such Qualifying Fund Shareholder and any other person or persons (naming such person or persons) pursuant to which the recommendation is being made; (d) the name, age, date of birth, business address and residence address of the person or persons being recommended; (e) such other information regarding each person recommended by such Qualifying Fund Shareholder as would be required to be included in a proxy statement filed pursuant to the proxy rules of the U.S. Securities and Exchange Commission ("SEC") had the nominee been nominated by the Board; (f) whether the Qualifying Fund Shareholder making the recommendation believes the person recommended would or would not be an "interested person" of the Fund, as defined in the 1940 Act; and (g) the written consent of each person recommended to serve as a Trustee of the Fund if so nominated and elected/appointed.

The Nominating Committee may amend these procedures from time to time, including the procedures relating to the evaluation of nominees and the process for submitting recommendations to the Nominating Committee.

The Board has adopted and approved a formal written charter for the Nominating Committee. A copy of the charter was attached as "Appendix A" to the proxy statement for the 2017 Annual Shareholders' Meeting.

What is the background of the Fund's Nominees and current members of the Board?

The Fund's nominees and the current Trustees of the Fund are Harris J. Ashton, Terrence J. Checki, Mary C. Choksi, Edith E. Holiday, Gregory E. Johnson, Rupert H. Johnson, Jr., J.

Michael Luttig, Larry D. Thompson and John B. Wilson. As described more fully below, these nominees have significant experience managing investment vehicles. Several of the Fund's nominees have been Trustees since the Fund was launched in 1988, and all are also on the Boards of other open-end and closed-end Franklin Templeton funds. They have had experience as senior officers and directors of major business corporations, and some have also held senior positions in state and federal government.

Interested Trustees of the Fund hold director and/or officer positions with Franklin Resources, Inc. ("Resources") and its affiliates. Resources is a -publicly owned holding company, a principal shareholder of which is Rupert H. Johnson, Jr., who owned approximately 104,598,083 (approximately 20.4%) of its outstanding shares as of December 31, 2018. The shares deemed to be beneficially owned by Rupert H. Johnson, Jr. include certain shares held by a private charitable foundation or by his spouse, of which he disclaims beneficial ownership. Resources, a global investment management organization operating as Franklin Templeton Investments, is primarily engaged, through its various subsidiaries, in providing investment management, share distribution, transfer agent and administrative services to a family of investment companies. Resources is a New York Stock Exchange, Inc. ("NYSE") listed holding company (NYSE: BEN). Rupert H. Johnson, Jr., Chairman, Trustee and Senior Vice President of the Fund, is the uncle of Gregory E. Johnson, a Trustee of the Fund. There are no other family relationships among the Trustees or nominees for Trustees.

Each nominee is currently available and has consented to serve as Trustee of the Fund if elected. If any of the nominees should become unavailable, the designated proxy holders will vote in their discretion for another person or persons who may be nominated as Trustees.

In addition to personal qualities, such as integrity, in considering candidates for the Board, the Nominating Committee seeks to find persons of good reputation whose experience and background evidences that such person has the ability to comprehend, discuss and critically analyze materials and issues presented in exercising judgments and reaching informed conclusions relevant to the fulfillment of a Trustee's duties and fiduciary obligations. Information on the business activities of the nominees and other Trustees during the past five years and beyond appears below and it is believed that the specific background of each Trustee evidences such ability and it is appropriate for him or her to serve on the Board. As indicated in the table below, Harris J. Ashton has served as a chief executive officer of a NYSE-listed public corporation; Terrence J. Checki has served as a senior executive of a Federal Reserve Bank and has vast experience evaluating economic forces and their impact on markets, including emerging markets; Mary C. Choksi has an extensive background in asset management, including founding an investment management firm; Larry D. Thompson and Edith E. Holiday each have legal backgrounds, including high level legal positions with departments of the U.S. government; J. Michael Luttig has fifteen years of judicial experience as a Federal Appeals Court Judge and eleven years of experience as Executive Vice President and General Counsel of a major public company; John B. Wilson has served as President of an international Fortune 150 company, chief operating officer of a NYSE-listed public corporation, Chief Financial Officer of a NASDAQ-listed public corporation and partner of a global strategy consulting firm; and Gregory E. Johnson and Rupert H. Johnson, Jr. are both high ranking executive officers of Franklin Templeton Investments.

Listed below, for each nominee, is his or her name, year of birth and address, as well as position and length of service with the Fund, a brief description of recent professional experience, the number of portfolios in the Franklin Templeton Investments fund complex that he or she oversees, and other directorships held.

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Nominees for Independent Trustee

Name, Year of Birth and Address	Length of Position Time Served	Number of Portfolios in Fund Complex Overseen by Board Member*	Other Directorships Held During at Least the Past 5 Years
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<p>Harris J. Ashton (1932) One Franklin Parkway San Mateo, CA 94403-1906</p>	<p>Trustee Since 1988</p>	<p>136</p>	<p>Bar-S Foods (meat packing company) (1981-2010).</p>
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Principal Occupation During at Least the Past 5 Years:  
 Director of various companies; and formerly, Director, RBC Holdings, Inc. (bank holding company) (until 2002); and President, Chief Executive Officer and Chairman of the Board, General Host Corporation (nursery and craft centers) (until 1998).

<p>Terrence J. Checki (1945) One Franklin Parkway San Mateo, CA 94403-1906</p>	<p>Trustee Since March 2018</p>	<p>112</p>	<p>Hess Corporation (exploration of oil and gas) (2014-present).</p>
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Principal Occupation During at Least the Past 5 Years:  
 Member of the Council on Foreign Relations (1996-present); Member of the National Committee on U.S.-China Relations (1999-present); member of the Board of Trustees of the Economic Club of New York (2013-present); member of the Board of Trustees of the Foreign Policy Association (2005-present) and member of various other boards of trustees and advisory boards; and formerly, Executive Vice President of the Federal Reserve Bank of New York and Head of its Emerging Markets and Internal Affairs Group and Member of Management Committee (1995-2014); and Visiting Fellow at the Council on Foreign Relations (2014).

<p>Mary C. Choksi (1950) One Franklin Parkway San Mateo, CA 94403-1906</p>	<p>Trustee Since 2014</p>	<p>136</p>	<p>Avis Budget Group Inc. (car rental) (2007-present), Omnicom Group Inc. (advertising and marketing communications services) (2011-present) and White Mountains Insurance Group, Ltd. (holding company) (2017-present).</p>
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Principal Occupation During at Least the Past 5 Years:  
 Director of various companies; and formerly, Founder and Senior Advisor, Strategic Investment Group (investment management group) (2015-2017); Founding Partner and Senior Managing Director, Strategic Investment Group (1987-2015); Founding Partner and Managing Director, Emerging Markets Management LLC (investment management firm) (1987-2011); and Loan Officer/Senior Loan Officer/Senior Pension Investment Officer, World Bank Group (international financial institution) (1977-1987).

Edith E. Holiday (1952)  
 One Franklin Parkway  
 San Mateo, CA 94403-1906  
 Trustee Since 2004 136  
 Hess Corporation (exploration of oil and gas) (1993-present), Canadian National Railway (railroad) (2001-present), White Mountains Insurance Group, Ltd. (holding company) (2004-present), Santander Consumer USA Holdings, Inc. (consumer finance) (2016-present), RTI International Metals, Inc. (manufacture and distribution of titanium) (1999-2015) and H.J. Heinz Company (processed foods and allied products) (1994-2013).

Principal Occupation During at Least the Past 5 Years:

Director or Trustee of various companies and trusts; and formerly, Assistant to the President of the United States and Secretary of the Cabinet (1990-1993); General Counsel to the United States Treasury Department (1989-1990); and Counselor to the Secretary and Assistant Secretary for Public Affairs and Public Liaison-United States Treasury Department (1988-1989).

J. Michael Luttig (1954)

One Franklin Parkway  
 San Mateo, CA 94403-1906  
 Trustee Since 2009 136  
 Boeing Capital Corporation (aircraft financing) (2006-2013).

Principal Occupation During at Least the Past 5 Years:

Executive Vice President, General Counsel and member of the Executive Council, The Boeing Company (aerospace company) (2006-present); and formerly, Federal Appeals Court Judge, U.S. Court of Appeals for the Fourth Circuit (1991-2006).

Larry D. Thompson (1945)

One Franklin Parkway  
 San Mateo, CA 94403-1906  
 Trustee Since 2007 136  
 The Southern Company (energy company) (2014-present; previously 2010-2012), Graham Holdings Company (education and media organization) (2011-present) and Cbeyond, Inc. (business communications provider) (2010-2012).

Principal Occupation During at Least the Past 5 Years:

Director of various companies; Counsel, Finch McCranie, LLP (law firm) (2015-present); Independent Compliance Monitor and Auditor, Volkswagen AG (manufacturer of automobiles and commercial vehicles) (2017 – present); John A. Sibley Professor of Corporate and Business Law, University of Georgia School of Law (2015-present; previously 2011-2012); and formerly, Executive Vice President - Government Affairs, General Counsel and Corporate Secretary, PepsiCo, Inc. (consumer products) (2012-2014); Senior Vice President - Government Affairs, General Counsel and Secretary, PepsiCo, Inc. (2004-2011); Senior Fellow of The Brookings Institution (2003-2004); Visiting Professor, University of Georgia School of Law (2004); and Deputy Attorney General, U.S. Department of Justice (2001-2003).

John B. Wilson (1959) One Franklin Parkway San Mateo, CA 94403-1906	Lead Independent Trustee	Trustee since 2006 and Lead Independent Trustee since 2008	112None
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Principal Occupation During at Least the Past 5 Years:

President and Founder, Hyannis Port Capital, Inc. (real estate and private equity investing)(2002-present); Senior Advisor, McKinsey & Co. (consulting) (2017-present); serves on private and non-profit boards; and formerly, President, Staples International and Head of Global Transformation (office supplies) (2012-2016); Chief Operating Officer and Executive Vice President, Gap, Inc. (retail) (1996-2000); Chief Financial Officer and Executive Vice President – Finance and Strategy, Staples, Inc. (1992-1996); Senior Vice President – Corporate Planning, Northwest Airlines, Inc. (airlines) (1990-1992); and Vice President and Partner, Bain & Company (consulting firm) (1986-1990).

Nominees for Interested Trustee

Name, Year of Birth and Address	Length of Position Time Served	Number of Portfolios in Fund Complex Overseen by Board Member*	Other Directorships Held During at Least the Past 5 Years
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**Gregory E. Johnson (1961) One Franklin Parkway San Mateo, CA 94403-1906	Trustee	Since 2013 150None	
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Principal Occupation During at Least the Past 5 Years:

Chairman of the Board, Member - Office of the Chairman, Director and Chief Executive Officer, Franklin Resources, Inc.; officer and/or director or trustee, as the case may be, of some of the other subsidiaries of Franklin Resources, Inc. and of 42 of the investment companies in Franklin Templeton Investments; and Vice Chairman, Investment Company Institute; and formerly, President, Franklin Resources, Inc. (1994-2015).

**Rupert H. Johnson, Jr. (1940) One Franklin Parkway San Mateo, CA 94403-1906	Chairman of the Board, Trustee and Senior Vice President	Chairman of the Board since 2013 and Trustee and Senior Vice President since 1988	136None
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Principal Occupation During at Least the Past 5 Years:

Vice Chairman, Member - Office of the Chairman and Director, Franklin Resources, Inc.; Director, Franklin Advisers, Inc.; Senior Vice President, Franklin Advisory Services, LLC; and officer and/or director or trustee, as the case may be, of some of the other subsidiaries of Franklin Resources, Inc. and of 40 of the investment companies in Franklin Templeton Investments.

\*We base the number of portfolios on each separate series of the U.S. registered investment companies within the Franklin Templeton Investments fund complex. These portfolios have a common investment manager or affiliated investment managers.

\*\* Rupert H. Johnson, Jr. is considered to be an interested person of the Trust under the federal securities laws due to his positions as an officer and director and major shareholder of Franklin Resources, Inc. (Resources), which is the parent company of the Trust's investment manager.

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