

**THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES**



**TEMPLETON EMERGING MARKETS INVESTMENT TRUST PLC  
(No SC118022)**

At an Annual General Meeting of the above Company duly convened and held at The RAC Club, 89 Pall Mall, London SW1Y 5HS on 27 September 2005, the following Resolutions were passed as special resolutions:

1. "That:

- (a) for the purposes of Section 80 of the Companies Act 1985 (the "Act"), the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of the said Section 80 of the Act) up to an aggregate nominal amount of £6,699,770 (being an amount equal to 5% of the existing issued Ordinary Share capital of the Company as at the date of the notice of this meeting) during the period from the date of the passing of this resolution up to the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, at which time such authority will expire except that the Company may before the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired and provided that the authority hereby conferred shall be in addition to and without prejudice to any previous authority to allot relevant securities conferred upon the Directors; and
- (b) the Directors be and they are hereby empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) pursuant to the authority conferred upon them by this resolution as if Section 89(1) of the Act did not apply to any such allotment provided that the power conferred by this resolution shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £6,699,770 (being an amount equal to 5% of the existing issued Ordinary Share capital of the Company as at the date of the notice of this meeting) and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution unless renewed or extended prior to or

at such Meeting except that the Company may, before the expiry of any power contained in this resolution, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired; and provided that any allotment of securities pursuant to this resolution shall be at a price exceeding the fully diluted net asset value of the security concerned on the business day prior to the date of allotment."

2. "That the Company be and it is hereby authorised in accordance with Section 166 of the Companies Act 1985 (the "Act") to make market purchases (within the meaning of Section 163 of the Act) of shares provided that:

- (i) the maximum number of Ordinary Shares hereby authorised to be purchased is 80,397,328;
- (ii) the minimum price which may be paid for an Ordinary Share shall be 25 pence;
- (iii) the maximum price which may be paid for an Ordinary Share shall be not more than 5% above the average of the market value of the shares for the 5 business days before the purchase is made; and
- (iv) unless renewed, the authority hereby conferred shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2006 save that the Company may, prior to such expiry, enter into a contract to purchase shares which will or may be completed or executed wholly or partly after such expiry."



.....  
Authorised Signatory

For and on behalf of

Franklin Templeton Investment Management Limited  
Secretary