FRANKLIN TEMPLETON VARIABLE INSURANCE PRODUCTS TRUST



Not FDIC Insured May Lose Value No Bank Guarantee



	Average Annua
Share Class	Ç

)UDQOLQXVQO6QUHV9,3)Q

) 🕸 * RDODQODL (🐿 VWPH 🐿 V

7K) & VHHNVFDSLWDODSSUHFLDWLR WVVHFRQDUXRDOLV
LERPH8QHURUPDOPDUNHWFRQLWLR WWW) & LEWWV
SULPDULO LETEWYHF MLWLHVRI86 DQIRUHLJERPSDEHV
WMWEHOLHMDUHDD LODE OHDWPDUNHWSULFHVOHVVW MQ
WKLUI WDPHWDOD WATHHT LWW HF MLWLHVL KEFWK
) & LEWWV DUHSULPDULO KRPPR WRFNDQJH DUDOO \
FRPSDEHVEWRDUNHWFDSLWDOLD WLR WJUHDWHUW MELOOLRO
EWMSRUWLR WUVLJOED WDPR WUVEDHUJHU
DUELWUDJHVHFMLWLHVDQWKGHEWDQHT LWRIGLVWUHVVHG
FRPSDEHVTK) & PDAMOVW WRRILWVDVVHWVLQ
IRUHLJ WHFMLWLHVKFKD LEOSCHVR MUHLJ QHEWDQ

FRANKLIN MUTUAL SHARES VIP FUND		

RIDUELWUDJHLROMVSMFNVLODWHWDUJHWFRPSDNWWRFN

The foregoing information refects our analysis, opinions and portfolio holdings as of December 31, 2022, the end of the reporting period. The way we implement our main investment strategies and the resulting portfolio holdings may change depending on factors such as market and economic conditions. These opinions may not be relied upon as investment advice or an offer for a particular security. The information is not a complete analysis of every aspect of any market, country, industry, security or the Fund. Statements of fact are from sources considered reliable, but the investment manager makes no representation or warranty as to their completeness or accuracy. Although historical performance is no guarantee of future results, these insights may help you understand our investment management philosophy.

MS P1 P2 P4 12/22

SUPPLEMENT DATED DECEMBER 1, 2022 TO THE PROSPECTUS DATED MAY 1, 2022,

OF

FRANKLIN MUTUAL SHARES VIP FUND DVHULHVRI)UDQNOLQ7HPSOHWRQ9DULDEOH,QVMDQFH3URGKWV7UXW

(#FWLYHHFHPEHUWKHSURVSHFWXLVDPHQGHGDVIROORX

Christian Correa, CFA 3UHVLGHQWRI)UDQNOLQ0WBODQGSRUWIROLRPDQDJHURIWKH)BGVLQFH

Grace Hoefig 6HQLRU9LFH3UHVLGHQWRI)UDQNOLQ0MBODQGSRUWIROLRPDQDJHURIWKH)股GVLQFH2FWREHU

Christian Correa, CFA President of Franklin Mutual

		Year Ended December 31,					
	2022	2021	2020	2019	2018		
class 1							

	Year Ended December 31,				
	2022	2021	2020	2019	2018
Class 2 Per share operating performance RUDVKDUHRWVWDQGLQJWKURXKRWWKHHDU HWDVVHWYDOMEHJLQQLQJRIHDU					

Franklin Mutual Shares VIP Fund		
	Year Ended [December 31,
	2022	

	Country	Shares	Value
Common Stocks 93.2%			
Auto Components 0.0% [†] DEF,QWHUQDWLRQDO\$ W RPRWLYH&RPSRQHQWV*UR \$ %UD] LO//&			
Automobiles 1.7% *HQHUDO0RWRUV&R			
Banks 10.9% %DQNRI\$PHULFD&RUS			
Building Products 2.6% -RKQVRQ&RQWUROV,QWHUQDWLRQDOSOF			
Capital Markets 2.4%			
%ODFN5RFN,QF			
Chemicals 1.6% \$VKODQG,QF			
Consumer Finance 1.7% %UHDG)LQDQFLDOROGLQJV,QF			

	Country	Shares	Value
Common Stocks FRQWLQMG			
Health Care Providers & Services FRQWLQMG			
Household Durables 2.6% 5RUWRQ,QF			
Insurance 3.7%			
(YHUHVW5H*UR \$ /WG			
Interactive Media & Services 1.8%			
IT Services 5.7%			
II Selvices 3.7 /0			

United States \$\tilde{A}7-Ehp0 \$\tilde{D}\tilde{Q}^\tilde{D}\tilde{B}Ehp0 \$\tilde{D}\tilde{B}

Shares Value Country

	Country	Principal Amount	Value
Senior Floating Rate Interests 1.2%			
Software 1.2% %DQ #8 UDQWRU,QF6HFRQG/LHQ,QLWLDO7HUP/RDQ PRQWK86 7 ,%25			
		-	
Total Senior Floating Rate Interests (Cost \$34,188,302)		-	24,692,522
Asset-Backed Securities 0.1%			
Airlines 0.1% \$PHULFDQ\$LUOLQHV3DVV7KUR X K7U X W			
Total Asset-Backed Securities (Cost \$1,781,290)			1,806,000
		Shares	
Companies in Liquidation 0.0%			
		_	
Total Companies in Liquidation (Cost \$-)			
Total Long Term Investments (Cost \$1,661,381,810)			1,957,121,465
Short Term Investments 1.9%			
	Country	Principal Amount*	Value
U.S. Government and Agency Securities 1.9%			74.00
Total U.S. Government and Agency Securities (Cost \$3	8,154,155)	-	38,162,771
Total Short Term Investments (Cost \$38,154,155)			38,162,771
Total Investments (Cost \$1,699,535,965) 100.2% Other Assets, less Liabilities (0.2)%			\$1,995,284,236 (3,846,347)
Net Assets 100.0%		_	\$1,991,437,889
		_	

^{*}The principal amount is stated in U.S. dollars unless otherwise indicated.

[†] Rounds to less than 0.1% of net assets.

^a Fair valued using signiÿcant unobservable inputs. See Note 14 regarding fair value measurements.

^b Non-income producing.

^c See Note 10 regarding restricted securities.

d Security was purchased pursuant to Rule 144A or Regulation S under the Securities Act of 1933. 144A securities may be sold in transactions exempt from registration only to qualifyed institutional buyers or in a public offering registered under the Securities Act of 1933. Regulation S securities cannot be sold in the United States without either an effective registration statement yled pursuant to the Securities Act of 1933, or pursuant to an exemption from registration. At December 31, 2022, the aggregate value of these securities was \$72,207,082, representing 3.6% of net assets.

^e See Note 1(f) regarding senior Āoating rate interests.

¹The coupon rate shown represents the rate inclusive of any caps or Āoors, if applicable, in effect at period end.

⁹ Contingent distributions represent the right to receive additional distributions, if any, during the reorganization of the underlying company. Shares represent total underlying principal of debt securities.

Futures Contracts

Description		Туре	Number of Contracts	Notional Amount*	Expiration Date	Value/ Unrealized Appreciation (Depreciation)
Foreign exchange control (FKDQJH(8						
As of period end.					_	
Forward Exchar	nge Contracts					
Currency	Counter- party ^a Type	Quantity	Contract Amount*	Settlement Date	Unrealized Appreciation	Unrealized Depreciation
OTC Forward Excha	nge Contracts					
				_		
				_		

^hThe security was issued on a discount basis with no stated coupon rate.

A portion or all of the security has been segregated as collateral for open forward exchange contracts. At December 31, 2022, the aggregate value of these securities pledged amounted to \$1,372,958, representing 0.1% of net assets.

	Franklin Mutual Shares VIP Fund
\$VVHWV ,QYHVWPHQWVLQVHF M LWLHV &RVW8QDOLDWHGLVV M UV	

	Franklin Mutual	Shares VIP Fund
	Year Ender December 31, 202	
,QFUHDVHGHFUHDVHLQQHWDVVHWV 2SHUDWLRQV		

Notes to Financial Statements

Franklin Mutual Shares VIP Fund

1. Organization and Significant Accounting Policies

Fran _ lin Templeton Jaria V le Insurance Products Trust (Trust) is registered under the Investment Companm Act of 1940 (1940 Act) as an open! end management investment companm ž consisting of eighteen separate funds. The Trust follows the accounting and reporting guidance in Financial Accounting Standards Board (FASB) Accounting Standard Codif cation Topic 94 * ž Financial Services! Investment Companies (ASC 94 *) and applies the specialized accounting and reporting guidance in I.S. GeneralIm Accepted Accounting Principles (I.S. GAAP) ž including ž V ut not limited to ž ASC 94 *. Fran _ lin Mutual Shares J IP Fund (Fund) is included in this report. Shares of the Fund are generalIm sold onIm to insurance companm separate accounts to fund the V enefts of varia V le life insurance policies or varia V le annuitm contracts. The Fund of ers three classes of

Franklin Mutual Shares VIP FundFRQWLQMG 1. Organization and Signif cant Accounting Policies	
a. Financial Instrument Valuation FRQWLQMG PDDOVREHDSSOLHGGMWRWMDWMHRUGMDWLRDDQ	
	c. Derivative Financial Instruments
	7KH) MGLQYHVWHGLQGHULYDWLYHQDQFLDOLQVWURHQWVRUGHUWRPDQDJHULVNRUJDLQH BRVMHWRYDULR MRWKHULQYHVWPHQWVRUPDUNHWVHULYDWLYHVDUHQDQFLDOFRGEDVHGRQDQMGHUOLQJRUQRWLRQDODPRMWUHTKUHQR
b. Foreign Currency Translation	

FRANKLIN	TEMPLETON VARIABLE INSURANCE PRODUCTS	S TRUST
NOTES TO	FINANCIAL STATEMENTS	

SRVVLEOHENWHULQLWR,WHUQWLRQO6ØSVDQ 'HULØWLMV\$VVRFLDWLR@'\$PDVWHUDJUHHPH\\V

6KKSLKGHQVDQRULWHUHVWDQDWHFMLWERUURKD IHHVDUHUHFRUGHGDVDQSHWHWRWK)XSW'HFHPEHU WK)XMGRVHFMLWLHVVROGVRUW

e. Securities Lending

WDIJDUVRUH\$HFWHGWREHWDNHODWMHWDIJDUV2SHQ WDIJDUVDUHWRVHWBWUHPDLODEMHFWWRHDPLODWLRODQ DUHEDVHGRODYWWWDWWHRIOLPLWDWLRODLODFKIMULVGLFWLROQ KENNYDEWWVW

2. Shares of Beneficial Interest

FRANKLIN TEMPLETON VARIABLE INSURANCE PRODUCTS TRUST NOTES TO FINANCIAL STATEMENTS

Franklin Mutual Shares VIP FundFRQWLQMG

	Value at Beginning of Year	Purchases	Sales	Realized Gain (Loss)	Net Change in Unrealized Appreciation (Depreciation)	Value at End of Year	Number of Shares Held at End of Year	Investment Income
Franklin Mutual Shares VIP Fund								
Non-Controlled Affliates								
								Income from
								securities loaned
							-	loaneu
							_	

6. Investment Transactions

Shares/		Acquisition				
Warrants	Issuer		Date	Cost	Value	
Franklin Mutual Sh	ares VIP Fund					

Franklin Mutual Shares VIP FundFrqwlqMG

12. Credit Facility

7KH)数GWRJHWKHUZWKRWKHU86UHJLVWHUHGDQGIRUHLJQLQYHVWPHQW**INISEVURIZIOVHTINQ**DJHCGE)UDQNOLQ
7HPSOHWRQDUHERUURZUVLQDMRLQWVQGLFDWHGVHQLRUQVHFMHGFUHGLWIDFLOLWWRWDOLQJELOOLRQ*OREDO&UH KLFKPDWMHGRQ)HEUDUYKLV*OREDO&UHGLW)DFLOLWSURYLGHVDVRMFHRIIQGVWRWKH%RUURZUVIRUWHPSRUDU\
DQGHPHUJHQFSMSRVHVLQFO&LQJWKHDELOLWWRPHHWIWMHQDQWLFLSDWHGRUQXXDOOODUJHUHGHPSWLRQUHTMVWV)
)HEUDUWKH%RUURZUVUHQHZIGWKH*OREDO&UHGLW)DFLOLWIRUDRQHHDUWHUPPDWMLQJ)HEUDUIRUDWRWDO
RIELOOLRQ

8QGHUWKHWHUPVRIWKH*OREDO&UHGLW)DFLOLWWKH)MGVKDOOLQDGGLWLRQWRLQWHUHVWFKDUJHGRQDQERUURZQ)MGDQGRWKHUFRVWVLQFMUHGEWKH)MGSDLWVVKDUHRIIHHVDQGHBHQVHVLQFMUHGLQFRQQHFWLRQZWKWKHLPSOHPIDQGPDLQWHQDQFHRIWKH*OREDO&UHGLW)DFLOLWEDVHGSRQLWVUHODWLYHVKDUHRIWKHDJJUHJDWHQHWDVVHWVRIILQFOSELQJDQDQDQDFRPPLWPHQWIHHRIEDVHGSRQWKHMXHGSRUWLRQRIWKH*OREDO&UHZXLWY)MIFLEDDWHUHMHRIEDVHGSRQWKHMXHGSRUWLRQVMLQJWKHHDUHQGHGHFHPEHUWKH)MGGGLGQRWXHWHWHFHQWRI2SHUDWLRQVMLQJWKHHDUHQGHGHFHPEHUWKH)MGGGLGQRWXHWKH*OREDO&UHGLW)DFLOLW

13. Redemption In-Kind

MLQJWKHHDUHQGHGHFHPEHUWKH)数GUHDOLHGRIQHWJDLQVUHV数WLQJIURPDUHGHPSWLRQLQNLQGLQ KLFKDVKDUHKROGHUUHGHHPHGI数GVKDUHVIRUFDVKDQGVHFMLWLHVKHOGEWKH)数G%HFDMHVKKJDLQVDUHQRWWDDEC WKH)数GDQGDUHQRWGLVWULEMHGWRUHPDLQLQJVKDUHKROGHUVWKHDUHUHFODVVLHGIURPDFFR数DWHGQHWUHDOLI

14. Fair Value Measurements

7KH) ®GIROOR ZIDIDLUYDONKLHUDUFKWKDWGLVWLQJLVKHVEHWZHQPDUNHWGDWDREWDLQHGIURPLQGHSHQGHQWVRM REVHUYDEOHLQSWVDQGWKH) ®GVRQPDUNHWDVVRSWLRQV ®REVHUYDE OXHHUQBSWVDUHXHGLQGHWHUPLQLQJWKH YDONIRIWKH) ®GVQDQFLDOLQVWURHQWVDQGDUHVRPDUL HGLQWKHIROOR ZQJIDLUYDONIKLHUDUFK\

Level 1 Level 2 Level 3 Total

Franklin Mutual Shares VIP Fund Assets:

,QYHVWPHQWVLQ6HFMLWLHV &RPPRQ6WRFNV

Franklin Mutual Shares VIP FundFRQWLQMG Level 1 Level 2 Level 3 Total Franklin Mutual Shares VIP Fund FRQWLQMG Assets: (continued)

15. New Accounting Pronouncements

,QODUFKWKH)\$6%LVVMG\$FFR®WLQJ6WDQGDUGV8SGDWH\$681R5HIHUHQFH5DWH5HIRUP7RSLF±
)DFLOLWDWLRQRIWKH(#FWVRI5HIHUHQFH5DWH5HIRUPRQ)LQDQFLDO5HSRUWLQJ,Q-DQBUDQGHFHPEH\$69%KH)
LVVMG\$681RDQG\$681RZWKIMWKHUDPHQGPHQWVWR7RSLF7KHDPHQGPHQWVLQWKH\$68VSURYLGH
RSWLRQDOWHPSRUDUDFFR®WLQJUHFRJQLWLRQDQG@DQFLDOUHSRUWLQJUHOLHIIURPWKHH#FWRIFHUWDLQW6HVRIF
GMWRWKHSODQQHGGLVFRQWLQBWLRQRIWKH/,%25DQGRWKHULQWHUEDQNR#UHGEDVHGUHIHUHQFHUDWHVDVRIWKHHIRUFHUWDLQ/,%25VHWWLQJVDQGIRUWKHUHPDXIQG\$188VDUHH#FWLYHIRUFHUWDLQUHIHUHQFHUDWHUHODWHGFRQWUDF

 $7RWM\%RDUGRI7UXWHHVRI)UDQOLQMQOLQHPSOHWRQDULDEOH,QMDEH3URGRWV7UXWDQ6QUHROGHUVRI)UDQOLQMQO6QUHV\\9,3)Q0$

Opinion on the Financial Statements

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SECURITION OF SECURITION

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Basis for Opinion

MORDEDFFERD

\$FMAFAY

Franklin Mutual Shares VIP Fund

%PLG)HEUBUWDLQIRUPDWLRQUHODWHGWRDVKDUHKROGHUVSURSRUWLRQDWHVKDUHRIGLVWULEWLRQVSDLGGMLQJVFDOHQGDUHDUZOOEHUHFHLYHGLIDSSOLFDEOH3OHDVHDOWDQMIDUWWZIPSOHWRQFRPIRUSHUVKDUHWDLQIRUPDWLRQUHODWHGWRDQGLVWULEWLRQVSDLGGMLQJWKHSUHFH6KQWFDCGCDUMDDWHDGYLVHGWRFRQVBWZWKWKHLUWDDGYLV

	Pursuant to:	Amount Reported
/RQJ7HUP&DSLWDO*DLQLYLGHQGVLVWULE W HG	†E&	
,QFRPH(OLJLEOHIRULYLGHQGV5HFHLYHGHGKWLRQ5'	†E\$	
,QWHUHVW(DUQHGIURP)HGHUDO2EOLJDWLRQV	1RWH	

Index Descriptions

MSCI All Country World Index (ACWI) ex USA Index-NR

Russell 2000 IndexLVPDUNHWFDSLWDOLPWLRQELJKWHG DQGPHDVMHVWKHSHUIRUPDQFHRIWKHDSSURLPDWHO\
VPDOOHVWFRPSDQLHVLQWKH5MVHOO

MSCI Emerging Markets (EM) Index-NRLVDIUHHRDW
DGMXWHGPDUNHWFDSLWDOLPWLRQZILJKWHGLQGHGHWLLSQHIGZYORO Value IndexLVPDUNHWFDSLWDOLPWLRQZILJKWHG
PHDVMHWKHHTKWPDUNHWSHUIRUPDQFHRIJOREDOHPHUDQQBHDVMHVWKHSHUIRUPDQFHRIWKRVH5XVHOO
PDUNHWV

MSCI Europe Index-NR LVDIUHHÄDWDGMXWHGPDUNHW
FDSLWDOLDWLRQZILJKWHGLQGHGHVLJQHGWRPHDVXHWWWstetti2500070 Index LVPDUNHWFDSLWDOLDWLRQZILJKWHG
PDUNHWSHUIRUPDQFHRIGHYHORSHGPDUNHWVLQ(XRSHDQGPHDVXHVWKHSHUIRUPDQFHRIWKHDSSURLPDWHO\
VPDOOHVWFRPSDQLHVLQWKH5XVHOO

MSCI USA High Dividend Yield Index

Russell 3000 IndexLVPDUNHWFDSLWDOLDWLRQELJKWHG DQGPHDVMHVWKHSHUIRUPDQFHRIWKHODUJHVW86 FRPSDQLHVUHSUHVHQWLQJWKHPDMRULWRIWKH86PDUNHW¶

WRWDOFDSLWDOLDWLRQ

MSCI USA Index Russell Midcap Growth Index LVPDUNHWFDSLWDOLDWLRQ

Russell Midcap Index LVPDUNHWFDSLWDOLDWLRQØLJKWHG MSCI World ex USA Index-NR LVDIUHHRDWDGMXWHG DQGPHDVXHVWKHSHUIRUPDQFHRIWKHDSSURLPDWHO\
PDUNHWFDSLWDOLDWLRQØLJKWHGLQGHGHVLJQHGWRPPDXØHVWFRPSDQLHVLQWKH5XVHOO
WKHHTKWPDUNHWSHUIRUPDQFHRIJOREDOGHYHORSHGPDUNHWV

MSCI World Value Index-NRLVDIUHHÄDWDGMXWHG Standard & Poor's 500 Index (S&P 500)LVDPDUNHW PDUNHWFDSLWDOLDWLRQØLJKWHGLQGHGHVLJQHGWRFDSLWMBIOLDWLRQØLJKWHGLQGHRIVWRFNVGHVLJQHGWRWKHSHUIRUPDQFHRIVWRFNVHKLELWLQJRYHUDOOYDOWRWDDMHWRWDO86HTKWPDUNHWSHUIRUPDQFHFKDUDFWHULVWLFVLQJOREDOGHYHORSHGPDUNHWV

Russell 1000 Growth IndexLVPDUNHWFDSLWDOLPWLRQ

Russell 1000 IndexLVPDUNHWFDSLWDOLPWLRQØLJKWHG DQGPHDVMHVWKHSHUIRUPDQFHRIWKHDSSURLPDWHO\
ODUJHVWFRPSDQLHVLQWKH5MVHOO

Russell 1000 Value IndexLVPDUNHWFDSLWDOLDWLRQELJKWHG DQGPHDVMHVWKHSHUIRUPDQFHRIWKRVH5XVHOO

Board Members and Offcers

7HDPHNDURIELUWIGDGGUHVVRIWHRFHUVDGERDUGPHPEHUVDVIIOODVWHLUDOLDWLRIZSRVLWLRIZHOGIZWWH 7UXWSULELSDORFFXDWLRIZGIILIDWOHDVWWHSDVWHNDUVDGIZEHURI86UHJLVWHUHGSRUWIROLRVRMUVHHDIZYH)UDDQOLIZHPSOHWRIZHJJODVRIZGERPSOHDUHVRIZHORZHDUDOONDFKRDUGPHPEHUVHUMVIIILOWIWSHUVRIQUV VKFHVVRULVHOHFWHGDQTIIOLIHG

,QHSHQHWWRDUG0HPEHUV

			Number of Portfolios in	
Name, Year of Birth		Length of	Fund Complex Overseen	Other Directorships Held
and Address	Position	Time Served	by Board Member*	During at Least the Past 5 Years

Harris J. Ashayout BDC BT0 0 0 1t (0 0 032. Ashayout BDC BT0 0 0 1t (0 0 032. Ashayout BDC BT0 0 0 1t (0 0 032. Ashayoutrastromatical and the statement of t

,QGHSHQGHQW%RDUG0HPEHLbVG

Name, Year of Birth and Address

Position

Length of Time Served Number of Portfolios in Fund Complex Overseen

by Board Member*

Other Directorships Held During at Least the Past 5 Years

Valerie M. Williams (1956) 2QH)UDQNOLQ3DUNØ\ 6DQ0DWHR&\$

> formerly :3(QHUJ)QFHBORUDWLRQDQG SURG#WLRQRIRLODQGJDV

Principal Occupation During at Least the Past 5 Years:
LUHFWRURIYDULRXFRPSDQLHXDQ@rly5HJLRQDO\$VVMDQFH0DQDJLQJ3DUWQHU(UQVWRQJ//3SKOLFDFFRQWLQJ
YDULRXUROHVRILQFUHDVLQJUHVSRQVLELOLWDW(UQVWRQJ)

,QWHUHVWHG%RDUG0HPEHUVDQG2FHUV

Name, Year of Birth and Address

Position

Length of Time Served

Number of Portfolios in Fund Complex Overseen by Board Member*

Other Directorships Held During at Least the Past 5 Years

**Gregory E. Johnson (1961)

Principal Occupation During at Least the Past 5 Years:

(HFWLYH&KDLUPDQ&KDLUPDQRIWKH%RDUGDQGLUHFWRU)UDQNOLQ5HVRMFHV,QFRFHUDQGRUGLUHFWRURUWUMWHHDVWKHFDVI RIVRPHRIWKHRWKHUVKVLGLDULHVRI)UDQNOLQ5HVRMFHV,QFDQGRIFHUWDLQIQGVMDQMOMOMODVRQIQGFRPSOHPLFH &KDLUPDQ,QYHVWPHQW&RPSDQ}QVWLWMMHDQ&KLHI(HFWLYH2FHUDQG3UHVLGHQW)UDQNOLQ5HVRMFHV

**Rupert H. Johnson, Jr. (1940)

Principal Occupation During at Least the Past 5 Years:

Alison E. Baur (1964)

9LFH3UHVLGHQ**Y6/L**QFH

Principal Occupation During at Least the Past 5 Years:

HSM/thQhudo&R数Vho)udqnolq7hpsohwrqdqgrfhurivrphriwkhrwkhuv底vlgldulhvri)udqnolq5hvrmfhv,Qfdqgrifhuwdwkh)udqnolq7hpsohwrq/hJJ0dvrqi致gfrpsoh[

Breda M. Beckerle (1958)

Principal Occupation During at Least the Past 5 Years:

&KLHI&RPSOLDQFH2FHU)LGKLDU)QYHVWPHQW0DQDJHPHQW,QWHUQDWLRQDO,QF)UDQNOLQ\$GYLVHUV,QF)UDQNOLQ0W图0\$GYLVH)UDQNOLQ7HPSOHWRQ,QVWLWWLRQDO//&DQGRFHURIFHUWDLQI與GVLQWKH)UDQNOLQ7HPSOHWRQ/HJJ0DVRQI與GFRPSOH[

Number of Portfolios in

Name, Year of Birth and Address

Length of Position Time Served

Fund Complex Overseen by Board Member*

Other Directorships Held During at Least the Past 5 Years

Steven J. Gray (1955)

9LFH3UHVLGHQW

Principal Occupation During at Least the Past 5 Years:

個HETITURVY RFW.DWWNT自成社中DG&R W V HOT CIR CHECH QT/AP STOKKE R CLSVOULVOW DIGWSGERFUND QUID DUNCHED BLKW MALIENN R CLY MSARÈCER FHTUR I I REV WIND LAÜB)) JD Q N D L 公中 B S O H W R ② H 本 J D D V H T Q L R G F R D S D H [) #eq9< i - ® ® ¥ p l Ô g f und complex.0480003002900 w 36 571.39800. C 53 > 29 T m 01100531 S Q 500053004 F

,1900/HVM/GRADUG0HPEHUVDG2FHUV

FR**IZIK**OG

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

**Gregory E. Johnson is considered to be an interested person of the Fund under the federal securities laws due to his position as an ofycer and director of Franklin Resources, Inc. (Resources), which is the parent company of the Fund's investment manager and distributor. Rupert H. Johnson, Jr. is considered to be an interested person of the Fund under the federal securities laws due to his position as an ofycer and director and major shareholder of Resources.

Note 1: Rupert H. Johnson, Jr. is the uncle of Gregory E. Johnson.

Note 2: Officer information is current as of the date of this report. It is possible that after this date, information about officers may change.

The Sarbanes-Oxley Act of 2002 and Rules adopted by the Securities and Exchange Commission require the Fund to disclose whether the Fund's Audit Committee includes at least one member who is an audit committee financial expert within the meaning of such Act and Rules. The Fund's Board has determined that there is at least one such financial expert on the Audit Committee and has designated Mary C. Choksi as its audit committee financial expert. The Board believes that Ms. Choksi qualifies as such an expert in view of her extensive business background and experience. She served as a director of Avis Budget Group, Inc. (2007-2020) and formerly, Founder and Senior Advisor, Strategic Investment Group (1987 to 2017). Ms. Choksi has been a Member of the Fund's Audit Committee since 2014. As a result of such background and experience, the Board believes that Ms. Choksi has acquired an understanding of generally accepted, accounting principles and financial statements, the general application of such principles in connection with the accounting estimates, accruals and reserves, and analyzing and evaluating financial statements that present a breadth and level of complexity of accounting issues generally comparable to those of the Fund, as well as an understanding of internal controls and procedures for financial reporting and an understanding of audit committee functions. Ms. Choksi is an independent Board member as that term is defined under the relevant Securities and Exchange Commission Rules and Releases.

The Statement of Additional Information (SAI) includes additional information about the board members and is available, without charge, upon request. Shareholders may call (800) DIAL BEN/342-5236 to request the SAI.



