

Franklin Resources, Inc.
Corporate Governance Committee of the Board of Directors
Policy Regarding Nominations and Qualifications of Directors

Effective as of June 12, 2018

This Policy Regarding Nominations and Qualifications of Directors (this "Policy") has been adopted by the Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Franklin Resources, Inc. (the "Company") and has been approved by the Board.

1. Purpose. The purpose of this Policy is to set forth (a) the process for identifying director nominees, (b) the manner by which stockholders may recommend director nominees, (c) minimum director qualifications, and (d) the process for evaluating director nominees.
2. Administration. This Policy shall be administered by the Committee.
3. Identifying Nominees. The Committee shall identify candidates for election to the Board at the annual meeting of the stockholders using a variety of means as it determines are necessary or appropriate, including recommendations of stockholders made in accordance with this Policy. The Committee may also solicit recommendations from current and former directors, management or others who may be familiar with qualified candidates, and may consider current directors for re-nomination. The Committee may, in its sole discretion, retain and terminate any search firm (and approve such search firm's fees and other retention terms) to assist in the identification of candidates.
4. Stockholder Recommendations. The Committee will consider candidates recommended for nomination to the Board by stockholders of the Company. Stockholders may make such a recommendation by submitting a completed Director Nomination Form, attached as Schedule A hereto, at least 120 days prior to the one-year anniversary of the date of the proxy statement for the preceding annual meeting. For example, in connection with the Company's annual meeting of stockholders held in February 2018, the proxy statement was dated January 3, 2018. The Corporate Governance Committee would have to receive any completed Director Nomination Forms by no later than September 5, 2018 in order to be considered in connection with the annual meeting of stockholders in February 2019. Completed Director Nomination Forms shall be sent to:

Corporate Governance Committee
Franklin Resources, Inc.
c/o Corporate Secretary
One Franklin Parkway
San Mateo, CA 94403

5. Skills and Qualifications. The Committee believes there are certain minimum skills and qualifications that each director nominee must possess or satisfy, and certain other skills and qualifications that at least one or more directors must possess or satisfy. In considering candidates for director nominee, the Committee will take into account whether a candidate has the skills, experience and background that add to and complement the range of skills, experience and background of existing directors.
- (a) Integrity. Each director nominee must be an individual of high personal and professional integrity and ethical character.
 - (b) Accomplishments. Each director nominee shall have demonstrated significant achievement in business, finance, government, education, law, technology or other fields important to the operation of the Company.
 - (c) Business Judgment. Each director nominee must possess the ability to exercise sound business judgment on a broad range of issues.
 - (d) Experience and Education. Each director nominee shall have sufficiently broad experience and professional and educational background to have a general appreciation of the major issues facing public companies of a size and scope similar to the Company. Such issues include corporate governance issues, regulatory obligations of a public issuer and strategic business planning.
 - (e) Commitment. Each director nominee shall have the willingness and ability to devote the necessary time to Board duties, including preparing for and attending meetings of the Board and its Committees.
 - (f) Representing Stockholders. Each director nominee must be prepared to represent the best interests of the Company and its stockholders and must be committed to enhancing stockholder value.
 - (g) Industry Knowledge. At least some of the directors shall have experience and knowledge of the industry sector in which the Company operates its business.
 - (h) Independence. A majority of the directors shall be "independent" directors in accordance with Applicable Corporate Governance Listing Standards, as well as such other standards as the Board may adopt from time to time. For purposes of this Policy, "Applicable Corporate Governance Listing Standards" means the listing standards of the New York Stock Exchange or such listing standards of any other applicable securities exchange to which the Company's shares may be subject from time to time (together with such other requirements imposed by applicable law or regulation).

In addition, at least three (3) directors must meet the additional independence requirements for members of the Audit Committee and at least three (3) directors must satisfy the additional independence requirements for members of the Compensation Committee in accordance with the Applicable Corporate Governance Listing Standards and the U.S. Securities and Exchange Commission

(the "SEC"). Director nominees shall be independent to the extent necessary to satisfy such requirements.

- (i) Financial Literacy. At least three (3) directors who are eligible to serve on the Audit Committee of the Board shall be "financially literate" or be capable of becoming "financially literate" within a reasonable period of time, as determined by the Board in its business judgment. In addition, at least one (1) director who is eligible to serve on the Audit Committee of the Board shall be an "audit committee financial expert" in accordance with applicable rules of the SEC. Director nominees shall meet these financial literacy standards to the extent necessary to satisfy such requirement.
6. Evaluation. The Committee shall evaluate each candidate to determine whether such candidate should be recommended to the Board as a director nominee.
- (a) Qualifications. The Committee shall assemble all information regarding a candidate's background and qualifications to determine if the candidate possesses or satisfies the minimum skills and qualifications that a director nominee must possess or satisfy or that one or more members of the Board must possess or satisfy.
 - (b) Board Contribution. The Committee shall evaluate a candidate's mix of skills and qualifications and determine the contribution the candidate could be expected to make to the overall functioning of the Board.
 - (c) Board Composition. The Committee shall give due consideration to the overall Board balance of diversity of perspectives, backgrounds and experiences.
 - (d) Past Performance. With respect to current directors, the Committee shall consider past attendance at meetings and assess the participation in and contributions to the activities of the Board.
 - (e) Interviews and Other Input. The Committee, in its discretion, may designate one or more of its members to interview any candidate. In addition, the Committee may seek input from the Company's Chief Executive Officer or other members of the Company's management or the Board, who may interview any candidate.
 - (f) Stockholder Recommendations. The manner in which the Committee evaluates candidates recommended by stockholders is generally the same as any other candidate. However, the Committee will also seek and consider information concerning any relationship between the stockholder and the candidate to determine if the candidate can represent the interests of all of the stockholders. The Committee will not evaluate a candidate recommended by a stockholder unless the Director Nomination Form provides that the potential candidate has indicated a willingness to serve as a director, to comply with the expectations and requirements for Board service as publicly disclosed by the Company and to provide all of the information necessary to conduct an evaluation of the candidate.

7. Recommending Nominees. The Committee shall recommend director nominees to the Board based on its assessment of overall suitability to serve on the Board in accordance with this Policy.
8. Records. The Committee shall maintain any records it deems necessary regarding its process for identifying and evaluating candidates for election to the Board.
9. Amendments. This Policy may be amended from time to time as deemed necessary.

Schedule A

Director Nomination Form

Name of Stockholder:

Number of Shares Held Directly or Indirectly by the Stockholder:

Note: If the shares are not held in the stockholder's name, evidence that the stockholder is the beneficial owner of the shares must be provided.

Name of Candidate the Stockholder wants the Corporate Governance Committee to consider:

Date of Submission:

Has the Candidate agreed to have his/her name submitted for consideration and to provide the Corporate Governance Committee all information needed to conduct its evaluation of the Candidate:

Has the Candidate agreed to abide by all of the requirements for membership on the Board of Directors set forth in the Policy Regarding Nominations and Qualifications of Directors:

Candidate's Contact Information:

Mailing Address:

E-Mail Address:

Phone Number:

Fax Number:

Please attach a current biography/resume of the Candidate outlining (at a minimum) the Candidate's educational history, work history, awards and accomplishments, past experience as a board member, leadership experience, business experience, any financial training or experience, current boards on which the Candidate serves (include public and private boards of directors as well as charitable organizations), the Candidate's date of birth, current place of residence, and citizenship.

Please describe why the Stockholder believes the Candidate should be nominated as a director of Franklin Resources, Inc.:

Please describe in detail all past and current relationships between the Candidate and the Stockholder, including, but not limited to, any family relationship, any business or commercial relationship, any employment relationship, any relationship relating to any charitable or non-profit organization and any investment relationship:

Signature of Stockholder:

Date: