

富蘭克林證券投資顧問股份有限公司 函

地址：台北市忠孝東路四段 87 號 8 樓

聯絡方式：02-2781-0088

受文者：上海商業儲蓄銀行股份有限公司

發文日期：中華民國 109 年 9 月 24 日

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速別：

密等及解密條件或保密期限：

附件：共 2 件



主旨：富蘭克林美國房地產證券化基金（未核備）特別股東大會會議通知，
敬請 查照。

說明：

- 一、 富蘭克林美國房地產證券化基金謹訂於 2020 年 11 月 12 日太平洋時間上午 11 點以線上虛擬會議形式召開特別股東大會。
- 二、 會議通知函以及相關資料隨附如下。若 貴公司對於本次會議之相關議題有任何寶貴意見，惠請 貴公司於 2020 年 10 月 29 日前回函予本公司，俾利彙整並轉寄予該公司。
- 三、 附件：
 1. 會議通知（英文版及中文譯本）。
 2. 委託書（英文版及中文譯本）。

正本：上海商業儲蓄銀行股份有限公司

副本：

董事長 嚴守白



**FRANKLIN
TEMPLETON**

FRANKLIN REAL ESTATE SECURITIES FUND
(a series of Franklin Real Estate Securities Trust)

IMPORTANT SHAREHOLDER INFORMATION

These materials are for a Special Meeting of Shareholders (the “Meeting”) of the Franklin Real Estate Securities Fund (the “Fund”), a series of Franklin Real Estate Securities Trust (the “Trust”), scheduled for November 12, 2020, at 11:00 a.m., Pacific time, that will be held over the Internet in a virtual meeting format. The enclosed materials discuss several proposals (the “Proposals” or, each, a “Proposal”) to be voted on at the Meeting, and contain the Notice of Special Meeting of Shareholders, proxy statement and proxy card(s). 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 in which you are invested. If you specify a vote on all Proposals on which you are entitled to vote, your proxy will be voted as you indicate. If you specify a vote on one or more Proposals on which you are entitled to vote, 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) in accordance with the Trustees’ recommendations beginning on page 1 of the proxy statement. If you simply sign, date and return the proxy card(s), but do not specify a vote on any Proposal, your proxy will be voted FOR the Proposals in accordance in accordance with the Trustees’ recommendations beginning on page 1 of the proxy statement.

We urge you to spend a few minutes reviewing the Proposals in the proxy statement. Then, please fill out and sign the proxy card(s) or voting instruction form(s) and return it (them) prior to the Meeting on November 12, 2020, so that your vote will be counted. When shareholders return their proxies promptly, the Fund may be able to save money by not having to conduct additional solicitations, including other mailings. PLEASE COMPLETE, SIGN AND RETURN each proxy card or voting instruction form you receive.

We welcome your comments. If you have any questions or would like to quickly vote your shares, call AST Fund Solutions, LLC, our proxy solicitor, toll free at (800) 628-8538. Agents are available 9:00 a.m. – 10:00 p.m., Eastern time, Monday through Friday.

TELEPHONE AND INTERNET VOTING

**For your convenience, you may vote by telephone or through the Internet,
24 hours a day.**

**Separate instructions are listed on the enclosed voting instruction form(s) or
proxy card(s).**



FRANKLIN REAL ESTATE SECURITIES FUND
(a series of Franklin Real Estate Securities Trust)

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

The Board of Trustees of Franklin Real Estate Securities Trust, on behalf of the Franklin Real Estate Securities Fund (the “Fund”), has called a Special Meeting of Shareholders (the “Meeting”) of the Fund, which will be held over the Internet in a virtual meeting format, on November 12, 2020, at 11:00 a.m., Pacific time.

During the Meeting, shareholders of the Fund will be asked to vote on the following Proposals:

1. To approve a new investment management agreement with Franklin Advisers, Inc.
2. To approve a change in the Fund’s classification from a diversified to a non-diversified fund.
3. To approve the use of a “manager of managers” structure whereby the Fund’s investment manager would be able to hire and replace affiliated and unaffiliated subadvisers without shareholder approval.
4. To approve an amended fundamental investment restriction regarding investments in commodities.

By Order of the Board of Trustees,

Lori A. Weber
Co-Secretary and Vice President

September 22, 2020

Please sign and promptly return all of the proxy card(s) or voting instruction form(s) in the enclosed self-addressed envelope, or vote your shares by telephone or through the Internet, regardless of the number of shares you own, prior to the Meeting on November 12, 2020, so that your vote will be counted.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SPECIAL SHAREHOLDER MEETING TO BE HELD ON NOVEMBER 12, 2020

The Notice of Special Meeting of Shareholders, proxy statement and form of proxy card are available on the Internet at <https://vote.proxyonline.com/Franklin/docs/RealEstateSecurities.pdf>. The form of proxy card on the Internet site cannot be used to cast your vote.

If you have any questions, would like to vote your shares, or wish to obtain directions to be able to attend the virtual Meeting and vote in person, please call AST Fund Solutions, LLC, our proxy solicitor, toll free at (800) 628-8538.

中文翻譯，僅供參考

富蘭克林美國房地產證券化基金
(FRANKLIN REAL ESTATE SECURITIES FUND)
富蘭克林房地產證券信託系列之一
(a series of Franklin Real Estate Securities Trust)

重要股東訊息

這些資料係為謹訂於 2020 年 11 月 12 日美國太平洋時間上午 11 時以線上虛擬會議形式召開富蘭克林美國房地產證券化基金(以下簡稱本基金)特別股東大會的說明。隨附的資料是在會議中進行投票的提案，尚且包含特別股東大會會議通知、委託書說明書以及委託書。委託書在本質上即是選票。當您以委託書投票時，就是告知您希望對本基金的重要事項要如何投票。如果您對所有提案表示意見，您的委託書將會如您所指示進行投票。如果您對一項或數項提案表示意見，而不是所有提案時，您的委託書對這類提案將會如您所指示投票，並且對您未有指示的提案以同意該提案處理。如果您謹簽名、標上日期和寄回所附的委託書，卻未對任何一項提案表示任何意見，則您的委託書將會被視為同意每一項提案。

我們極力主張您利用一些時間檢閱委託書說明書內的提案。然後，填寫並在委託書或是投票表決表格簽名，於 2020 年 11 月 12 日前寄回給我們，這樣我們才能知道您想要如何投票。當股東們儘速寄回委託書，本基金才能無須執行額外跟催作業如寄發跟催信而節省費用。敬請股東們完成填寫、簽名並寄回委託書或是投票表決表格！

我們歡迎您的批評指教。若您有任何疑問或是想儘速為您的股份投票，您可以致電我們的委託書徵求公司 AST Fund Solutions, LLC，免付費電話為 800-628-8538，其星期一至星期五的營業時間為美國東岸時間早上九時至晚上十時。

電話及網路投票

為了您的便利，您得以電話或是透過網路的全天 24 小時服務進行投票。如果您符合電話投票或透過網路投票的資格，亦會另外附上指示。

中文翻譯，僅供參考

富蘭克林美國房地產證券化基金
(FRANKLIN REAL ESTATE SECURITIES FUND)
富蘭克林房地產證券信託系列之一
(a series of Franklin Real Estate Securities Trust)

特別股東大會通知

富蘭克林美國房地產證券化基金（以下簡稱本基金）董事會已召集本基金的特別股東大會（以下簡稱會議），其將於2020年11月12日美國太平洋時間上午11時以線上虛擬會議形式召開。

本基金股東將受邀對下列提案在股東大會中進行投票：

1. 同意核准本基金與富蘭克林顧問公司簽訂新的投資管理合約。
2. 同意核准本基金的類別從分散配置型基金更改為非分散配置型基金^(註1)
3. 同意核准本基金採用多重經理公司架構，藉此本基金經理公司無須股東同意即得以雇用或更換關係或非關係企業次顧問公司。
4. 同意修訂有關在商品投資的基本投資限制。^(註2)

依據董事會指示

羅利 偉伯 (Lori A. Weber)
副總裁及秘書

2020年9月22日

無論您持有之基金股數多寡，請您於 2020 年 11 月 12 日前簽署並利用隨附已載明收件人地址之信封儘速寄回您的委託書或投票指示表格。

有關取得訂於 2020 年 11 月 12 日舉辦特別股東大會

委託書資料的重要通知

特別股東大會通知、委託書說明書以及委託書得於

<https://vote.proxyonline.com/Franklin/docs/RealEstateSecurities.pdf> 線上取得。載於網站的委託書表格無法用來投選您的意見。

若您有任何疑問、想要對您的股份投票，或是希望獲取親自參與會議投票的方式，您可以致電我們的委託書徵求公司 AST Fund Solutions, LLC，免付費電話為 800-628-8538。

(註 1)：分散配置型基金更改為非分散配置型基金說明：

分散配置型基金的投資必須限制，投資超過其基金資產 5% 的單一公司所有金額加總，合計不得超過該基金資產總和的 25%。自 2017 年起，本基金的資產類別已變為由大型公司所主導。在過去幾年中，基金有較高的配置在超過其基金資產 5% 的公司，基金管理階層認為在可預見的將來，資產類別將繼續由大型公司主導。因此，董事會建議將該基金重新分類為“非分散配置型基金”。“非分散配置型基金”可以將其較大部分的基金資產投資於單一公司，並且可以整體投資較少數量的公司。基金管理階層認為，額外的靈活性對基金投資非常重要，尤其是在本基金投資的資產類別中。

(註 2)：有關在商品投資的基本投資限制說明：

根據 1940 年法案，基金必須對商品投資揭露基本投資限制。基本投資限制須由大多數的股東投票同意才能調整。基金現行有關商品投資的基本投資限制為基金不得購買或出售實體商品，除非取得證券或是其他工具的所有權。

自基金首次採用此限制以來，金融市場以及關於商品投資的監管要求已進化。新型金融工具已成為潛在投資機會，包括與商品連結的工具。基金的投資經理公司認為，修訂商品投資的基本投資限制，旨在為了提供基金投資彈性以適用於不斷變化的法規以及對金融市場、新的投資機會作出相對反應，以符合基金的投資目標並受制於董事會的監督。依據建提案的限制，若現行適用法律變更，基金將能夠符合任何新法律規定，無須股東採取進一步行動。

此次提案的基本投資限制：基金不得購買或出售商品，除非 1940 年法案或任何法規通過的豁免或解釋，證券交易委員會(“SEC”)發布核准則可除外。



PROXY CARD

FRANKLIN REAL ESTATE SECURITIES FUND

SIGN, DATE AND VOTE ON THE REVERSE SIDE



YOUR VOTE IS IMPORTANT NO MATTER HOW MANY SHARES YOU OWN. THE MATTER WE ARE SUBMITTING FOR YOUR CONSIDERATION IS SIGNIFICANT TO THE FUND AND TO YOU AS A FUND SHAREHOLDER. PLEASE TAKE THE TIME TO READ THE PROXY STATEMENT AND CAST YOUR PROXY VOTE TODAY!

樣本

PROXY VOTING OPTIONS



1. **MAIL** your signed and voted proxy back in the postage paid envelope provided



2. **ONLINE** at vote.proxyonline.com/franklin/14473 using your proxy voting number found below



3. **PHONE** dial toll-free (888) 227-9349 to reach an automated touchtone voting line



4. **LIVE** with a live operator when you call toll-free (800) 628-8538 Monday through Friday 9 a.m. to 10 p.m. Eastern time

CONTROL NUMBER → **12345678910**

PROXY IN CONNECTION WITH THE SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON NOVEMBER 12, 2020

The undersigned hereby revokes all previous proxies for his/her shares of the Franklin Real Estate Securities Fund (the "Fund"), a series of Franklin Real Estate Securities Trust (the "Trust") and appoints Alison Baur, Steven J. Gray and Lori A. Weber, and each of them, proxies of the undersigned with full power of substitution to vote all shares of the Fund that the undersigned is entitled to vote at the Fund's Special Meeting of Shareholders ("Meeting") to be held over the internet in a virtual meeting format on November 12, 2020. Shareholders may request their meeting credentials by emailing attendameeting@astfinancial.com. Please have available your full name, address and the control number found on your enclosed proxy form. To participate in the Meeting, shareholders will need to follow the instructions included herein. The Meeting will begin promptly at 11:00 a.m. Pacific time. The Fund encourages you to access the Meeting a few minutes prior to the start time leaving ample time for the check in. Only shareholders of the Fund will be able to participate in the Meeting.

This proxy is solicited on behalf of the Board of Trustees of the Trust, on behalf of the Fund. The Board of Trustees unanimously recommends that you vote "FOR" the proposals. The proxy will be voted as specified by the undersigned. If no specification is made, this proxy shall be voted in accordance with the Board of Trustees' recommendations as set forth in the Proxy Statement, including voting FOR a new Investment Management Agreement with Franklin Advisers, Inc. If any other matters properly come before the Meeting to be voted on, the proxy holders will vote, act and consent on those matters in accordance with the views of management.

Please refer to the Proxy Statement for a discussion of the Proposals.

PLEASE VOTE, DATE AND SIGN ON THE REVERSE SIDE HEREOF AND RETURN THE SIGNED PROXY PROMPTLY IN THE ENCLOSED ENVELOPE. IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON NOVEMBER 12, 2020. The Proxy Statement is also available at <https://vote.proxyonline.com/Franklin/docs/RealEstateSecurities.pdf>.

SHAREHOLDER PRIVACY: To ensure your privacy there is no personal information required to view or request proxy materials and/or vote. The control number listed above is a unique identifier created for this proxy and this proxy only. It is not linked to your account number nor can it be used in any other manner other than this proxy.

[PROXY ID NUMBER HERE]

[BAR CODE HERE]

[CUSIP HERE]

FRANKLIN REAL ESTATE SECURITIES FUND

様本

PROXY CARD

YOUR SIGNATURE IS REQUIRED FOR YOUR VOTE TO BE COUNTED.

Please sign exactly as your name(s) appear(s) on the proxy card. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, the signature should be that of an authorized officer who should state his or her title.

SIGNATURE (AND TITLE IF APPLICABLE)

DATE

SIGNATURE (IF HELD JOINTLY)

DATE

TO VOTE, MARK ONE CIRCLE IN BLUE OR BLACK INK. Example: ●

THE BOARD OF TRUSTEES UNANIMOUSLY RECOMMENDS A VOTE FOR THE FOLLOWING:

A. PROPOSALS

	FOR	AGAINST	ABSTAIN
1. To approve a new investment management agreement with Franklin Advisers, Inc.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
2. To approve a change in the Fund's classification from a diversified to a non-diversified fund.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
3. To approve the use of a "manager of managers" structure whereby the Fund's investment manager would be able to hire and replace affiliated and unaffiliated subadvisers without shareholder approval.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4. To approve an amended fundamental investment restriction regarding investments in commodities.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

You can vote on the internet, by telephone or by mail. Please see the reverse side for instructions.

PLEASE VOTE ALL YOUR BALLOTS IF YOU RECEIVED MORE THAN ONE BALLOT DUE TO MULTIPLE INVESTMENTS IN THE FUND. REMEMBER TO SIGN AND DATE ABOVE BEFORE MAILING IN YOUR VOTE. THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

THANK YOU FOR VOTING

[PROXY ID NUMBER HERE]

[BAR CODE HERE]

[CUSIP HERE]



FRANKLIN TEMPLETON
INVESTMENTS

中文翻譯，僅供參考

委託書

富蘭克林美國房地產證券化基金
簽名、標示日期及投票在另一頁

不論您所持有的基金股數多寡，您的投票都是重要的。
請詳閱委託書內容，並請於今日投票！

股東姓名及地址

委託書投票方式



1. 郵寄：請利用隨函所附之已付郵資信封儘速寄回您的委託書。



2. 網路：請使用以下您的控制碼(委託書投票碼)登入網站 vote.proxyonline.com/franklin/14473/



3. 電話：請撥打免付費專線(888) 227-9349，將可透過按鍵式電話投票



4. 線上：可撥打免付費專線(800)-628-8538，與線上人員聯繫（星期一至星期五早上9點至晚上10點，美國東部時間）。

控制碼



此份是樣本

特別股東大會委託書

2020年11月12日

於下方簽名表示撤銷股東先前在富蘭克林美國房地產證券化基金（以下稱「本基金」）之委託書，為富蘭克林房地產證券信託（以下稱「本信託」）系列之一，且指派並完全授權Alison Baur, Steven J. Gray 和 Lori A. Weber 及他們其中一人，代替股東行使所持有之基金全部股份於2020年11月12日以線上虛擬會議形式召開之特別股東大會（以下稱「會議」）。股東可以透過寄送電子郵件至 attendameeting@astfinancial.com 請求會議憑證。請提供您的全名、地址和隨附於委託書上的控制碼。若要參加會議，股東將需遵循指示。會議將於太平洋時間上午11:00立即開始。本基金鼓勵您在會議開始前幾分鐘預留充裕的時間登入。僅限本基金股東參加會議。

在此謹代表本基金董事會徵求委託書。董事會一致建議您投票“同意”此合併案。委託書將按照股東的投票指示進行投票。如未作指示，將依委託書中董事的建議投票，包括投票同意本基金與富蘭克林顧問公司簽訂新的投資管理合約。倘若會議舉行並進行投票之前有任何其他事項產生，委託書持有者將與管理團隊之觀點一致，進行投票表決該提議事項。

提案的討論請參考公開說明書/委託書說明

敬請於今天簽名、填上日期並用隨函所附的信封寄回您的委託書。

有關2020年11月12日舉行的特別股東大會之委託書說明的重要通知。委託書說明也可於 <https://vote.proxyonline.com/Franklin/docs/RealEstateSecurities.pdf> 取得。

富蘭克林美國房地產證券化基金

您的投票能被計算，須要您的簽名

請確實依本委託書所列之姓名簽名。若為聯名戶，須由一位或多位聯名股東親自簽名。受託人和其他信託人應該表明他們簽署的能力，在名字出現的地方簽名。若為公司戶，簽名的人應該為被授權人。

簽名(職稱，如適用)

日期

簽名(若為聯名股東)

日期

請用藍色或黑色墨水的筆如例子所顯示標記您的投票：

董事會一致建議您投票核准贊成以下提案：

	贊成	反對	棄權
1. 同意核准本基金與富蘭克林顧問公司簽訂新的投資管理合約。	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
2. 同意核准本基金的類別從分散配置型基金更改為非分散配置型基金。	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
3. 同意核准本基金採用多重經理公司架構，藉此本基金經理公司無須股東同意即得以雇用或更換關係或非關係企業次顧問公司。	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
4. 同意修訂有關在商品投資的基本投資限制。	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

您可以透過網際網路、電話或郵寄的方式投票。請參閱另一頁的說明。

如果您有多個投資帳戶而收到超過一個委託書，請所有的委託書都投票。

請在您郵寄之前確認於上方已簽名並且填上日期。此委託書僅在有簽名並標示日期有效。

感謝您的投票!