

TEMPLETON EMERGING MARKETS INCOME FUND  
Form N-CSR  
March 08, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-07866

Templeton Emerging Markets Income Fund

(Exact name of registrant as specified in charter)

300 S.E. 2<sup>nd</sup> Street, Fort Lauderdale, FL 33301-1923  
(Address of principal executive offices) (Zip code)

Craig S. Tyle, One Franklin Parkway, San Mateo, CA 94403-1906

(Name and address of agent for service)

Registrant's telephone number, including area code: (954) 527-7500

Date of fiscal year end: 12/31

Date of reporting period: 12/31/16

**Item 1. Reports to Stockholders.**

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Not part of the annual report 1

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TEMPLETON EMERGING MARKETS INCOME FUND

## Performance Summary as of December 31, 2016

Total return reflects reinvestment of the Fund's dividends and capital gain distributions, if any, and any unrealized gains or losses. Total returns do not reflect any sales charges paid at inception or brokerage commissions paid on secondary market purchases. The performance table does not reflect any taxes that a shareholder would pay on Fund dividends, capital gains distributions, if any, or any realized gains on the sale of Fund shares. Your dividend income will vary depending on dividends or interest paid by securities in the Fund's portfolio, adjusted for operating expenses. Capital gain distributions are net profits realized from the sale of portfolio securities.

### Performance as of 12/31/161

|         | Cumulative Total Return <sup>2</sup> |         |                                    |          | Average Annual Total Return <sup>2</sup> |         |                                    |         |
|---------|--------------------------------------|---------|------------------------------------|----------|--|---------|------------------------------------|---------|
|         | Based on NAV <sup>3</sup>            |         | Based on market price <sup>4</sup> |          | Based on NAV <sup>3</sup>                |         | Based on market price <sup>4</sup> |         |
| 4-Month | +                                    | 3.83 %  | +                                  | 2.57 %   | +  | 3.83 %  | +                                  | 2.57 %  |
| 1-Year  | +                                    | 12.48 % | +                                  | 17.80 %  | +  | 12.48 % | +                                  | 17.80 % |
| 5-Year  | +                                    | 24.86 % | +                                  | 10.84 %  | +  | 4.54 %  | +                                  | 2.08 %  |
| 10-Year | +                                    | 96.84 % | +                                  | 105.28 % | +  | 7.01 %  | +                                  | 7.46 %  |

*Performance data represent past performance, which does not guarantee future results. Investment return and principal value will fluctuate, and you may have a gain or loss when you sell your shares. Current performance may differ from figures shown.*

### Share Prices

| Symbol:TEI            | 12/31/16 | 8/31/16  | Change   |
|-----------------------|----------|----------|----------|
| Net Asset Value (NAV) | \$ 12.17 | \$ 12.11 | +\$ 0.06 |
| Market Price (NYSE)   | \$ 10.91 | \$ 11.03 | -\$ 0.12 |

### Distributions<sup>5</sup> (9/1/16–12/31/16)

| Dividend Income | Short-Term capital Gain | Long-Term Capital Gain | Tax Return of Capital | Total     |
|-----------------|-------------------------|------------------------|-----------------------|-----------|
| \$ 0.1332       | \$ 0.0040               | \$ 0.0206              | \$ 0.2422             | \$ 0.4000 |

See page 6 for Performance Summary footnotes.

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### TEMPLETON EMERGING MARKETS INCOME FUND PERFORMANCE SUMMARY

All investments involve risks, including possible loss of principal. Changes in interest rates will affect the value of the Fund's portfolio and its share price and yield. Bond prices generally move in the opposite direction of interest rates. Thus, as prices of bonds in the Fund adjust to a rise in interest rates, the Fund's share price may decline. Special risks are associated with foreign investing, including currency fluctuations, economic instability and political developments of countries where the Fund invests. The Fund's investments in emerging market countries are subject to all of the risks of foreign investing generally, and have additional heightened risks due to these markets' smaller size and lesser liquidity and lack of established legal, political, business and social frameworks to support securities markets, including: delays in settling portfolio securities transactions; currency and capital controls; greater sensitivity to interest rate changes; pervasiveness of corruption and crime; currency exchange rate volatility; and inflation, deflation or currency devaluation. The markets for particular securities or types of securities are or may become relatively illiquid. Reduced liquidity will have an adverse impact on the security's value and on the Fund's ability to sell such securities when necessary to meet the Fund's liquidity needs or in response to a specific market event. Derivatives, including currency management strategies, involve costs and can create economic leverage in the portfolio that may result in significant volatility and cause the Fund to participate in losses (as well as enable gains) on an amount that exceeds the Fund's initial investment. The Fund may not achieve the anticipated benefits and may realize losses when a counterparty fails to perform as promised. As a nondiversified investment company, the Fund may invest in a relatively small number of issuers and, as a result, be subject to a greater risk of loss with respect to its portfolio securities. The Fund is actively managed but there is no guarantee that the manager's investment decisions will produce the desired results.

1. The Fund has a fee waiver associated with any investment it makes in a Franklin Templeton money fund and/or other Franklin Templeton fund, contractually guaranteed through its current fiscal year-end. Fund investment results reflect the fee waiver; without this waiver, the results would have been lower.
2. Total return calculations represent the cumulative and average annual changes in value of an investment over the periods indicated. Return for less than one year, if any, has not been annualized.
3. Assumes reinvestment of distributions based on net asset value.
4. Assumes reinvestment of distributions based on the dividend reinvestment and cash purchase plan.
5. The distribution amount is the sum of all distributions to shareholders for the period shown. Distributions may include dividends, short- and long-term capital gains and tax return of capital.

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TEMPLETON EMERGING MARKETS INCOME FUND

## Important Notice to Shareholders

### Changes to the Fiscal Year-End and Distribution Policy

Effective December 31, 2016, as approved by the board of trustees, the Fund's fiscal year-end will be changed to December 31st. This will result in the Fund having a fiscal year that is shorter than a full calendar year covering the transitional period between the Fund's current fiscal year and December 31, 2016.

In addition, the Fund, which has historically sought to pay a level distribution amount from net investment income on a quarterly basis, will implement a variable pay distribution policy, effective December 31, 2016. The Fund will continue to seek to pay any distributions from net investment income on a quarterly basis. Capital gains, if any, may be paid at least annually. The Fund may distribute income dividends and capital gains more frequently, if necessary, in order to reduce or eliminate federal excise or income taxes on the Fund. The amount of any distribution will vary, and there is no guarantee the Fund will pay either income dividends or capital gain distributions.

### Share Repurchase Program

The Fund's Board previously authorized the Fund to repurchase up to 10% of the Fund's outstanding shares in open-market transactions, at the discretion of management. This authorization remains in effect.

In exercising its discretion consistent with its portfolio management responsibilities, the investment manager will take into account various other factors, including, but not limited to, the level of the discount, the Fund's performance, portfolio holdings, dividend history, market conditions, cash on hand, the availability of other attractive investments and whether the sale of certain portfolio securities would be undesirable because of liquidity concerns or because the sale might subject the Fund to adverse tax consequences. Any repurchases would be made on a national securities exchange at the prevailing market price, subject to exchange requirements, Federal securities laws and rules that restrict repurchases, and the terms of any outstanding leverage or borrowing of the Fund. If and when the Fund's 10% threshold is reached, no further repurchases could be completed until authorized by the Board. Until the 10% threshold is reached, Fund management will have the flexibility to commence share repurchases if and when it is determined to be appropriate in light of prevailing circumstances.

In the Notes to Financial Statements section, please see note 2 (Shares of Beneficial Interest) for additional information regarding shares repurchased.

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## TEMPLETON EMERGING MARKETS INCOME FUND

**Financial Highlights**

|   | Period Ended        |            | Year Ended August 31, |            |                     |            |
|---|---------------------|------------|-----------------------|------------|---------------------|------------|
|   | December 31, 2016 a | 2016       | 2015                  | 2014       | 2013                | 2012       |
| <b>Per share operating performance</b>                      |                     |            |                       |            |                     |            |
| (for a share outstanding throughout the period)             |                     |            |                       |            |                     |            |
| Net asset value, beginning of period.                       | \$ 12.11            | \$ 12.00   | \$ 14.39              | \$ 14.58   | \$ 15.91            | \$ 16.61   |
| Income from investment operations:                          |                     |            |                       |            |                     |            |
| Net investment income <sup>b</sup>                          | 0.25                | 0.77       | 0.93                  | 1.02       | 1.07                | 1.08       |
| Net realized and unrealized gains (losses)                  | 0.21                | 0.16       | (2.18 )               | 0.18       | (0.54 )             | (0.37 )    |
| Total from investment operations                            | 0.46                | 0.93       | (1.25 )               | 1.20       | 0.53                | 0.71       |
| Less distributions from:                                    |                     |            |                       |            |                     |            |
| Net investment income and net foreign currency              |                     |            |                       |            |                     |            |
| gains   | (0.13 )             | (0.40 )    | (0.79 )               | (1.19 )    | (1.44 )             | (1.34 )    |
| Net realized gains  | (0.03 )             | (0.02 )    | (0.35 )               | (0.20 )    | (0.42 )             | (0.07 )    |
| Tax return of capital                                       | (0.24 )             | (0.40 )    | —                     | —          | —                   | —          |
| Total distributions.  | (0.40 )             | (0.82 )    | (1.14 )               | (1.39 )    | (1.86 )             | (1.41 )    |
| Net asset value, end of period                              | \$ 12.17            | \$ 12.11   | \$ 12.00              | \$ 14.39   | \$ 14.58            | \$ 15.91   |
| Market value, end of period <sup>c</sup>                    | \$ 10.91            | \$ 11.03   | \$ 9.97               | \$ 13.41   | \$ 13.85            | \$ 17.01   |
| Total return (based on market value per share) <sup>d</sup> | 2.57 %              | 19.78 %    | (17.94 )%             | 6.83 %     | (8.75 )%            | 8.17 %     |
| <b>Ratios to average net assetse</b>                        |                     |            |                       |            |                     |            |
| Expenses before waiver and payments by affiliates .         | 1.09 %              | 1.12 %     | 1.10 %                | 1.09 %     | 1.09 %              | 1.15 %     |
| Expenses net of waiver and payments by affiliates           | 1.04 % <sup>f</sup> | 1.10 %     | 1.09 %                | 1.08 %     | 1.09 % <sup>f</sup> | 1.15 %     |
| Net investment income                                       | 6.22 %              | 6.56 %     | 7.19 %                | 7.03 %     | 6.79 %              | 6.90 %     |
| <b>Supplemental data</b>                                    |                     |            |                       |            |                     |            |
| Net assets, end of period (000's)                           | \$ 584,135          | \$ 581,158 | \$ 576,069            | \$ 690,850 | \$ 699,414          | \$ 759,024 |
| Portfolio turnover rate                                     | 11.74 %             | 27.98 %    | 23.57 %               | 28.67 %    | 14.53 %             | 16.56 %    |

<sup>a</sup>For the period September 1, 2016 to December 31, 2016.

<sup>b</sup>Based on average daily shares outstanding.

<sup>c</sup>Based on the last sale on the New York Stock Exchange.

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<sup>d</sup>Total return is not annualized for periods less than one year.

<sup>e</sup>Ratios are annualized for periods less than one year.

<sup>f</sup>Benefit of expense reduction rounds to less than 0.01%.

8 Annual Report | The accompanying notes are an integral part of these financial statements.

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## TEMPLETON EMERGING MARKETS INCOME FUND

**Statement of Investments, December 31, 2016**

|  | <b>Shares/<br/>Warrants</b> |                              | <b>Value</b>  |
|--|-----------------------------|------------------------------|---------------|
| <b>Common Stocks and Other Equity Interests 0.0%†</b>                    |                             |                              |               |
| <b>Mexico 0.0%†</b>  |                             |                              |               |
| a Corporacion GEO SAB de CV, B   | 221,287                     | \$                           | 63,710        |
| a,b Corporacion GEO SAB de CV, wts., 12/30/27                            | 346,196                     |                              | —             |
|  |                             |                              | 63,710        |
| <b>South Africa 0.0%</b>   |                             |                              |               |
| a,c Edcon Holdings Ltd., F wts., 2/20/49                                 | 4,375                       |                              | —             |
| a,c Edcon Holdings Ltd., F1 wts., 2/20/49.                               | 78,291,411                  |                              | —             |
| a,c Edcon Holdings Ltd., F2 wts., 2/20/49.                               | 6,340,039                   |                              | —             |
|  |                             |                              | —             |
| <b>Total Common Stocks and Other Equity Interests (Cost \$9,316,759)</b> |                             |                              | <b>63,710</b> |
|  |                             | <b>Principal<br/>Amount*</b> |               |
| <b>Foreign Government and Agency Securities 65.3%</b>                    |                             |                              |               |
| <b>Argentina 6.8%</b>  |                             |                              |               |
| Argentine Bonos del Tesoro,  |                             |                              |               |
| 18.20%, 10/03/21   | 206,097,000                 | ARS                          | 13,208,943    |
| 16.00%, 10/17/23   | 87,252,000                  | ARS                          | 5,278,822     |
| senior note, 15.50%, 10/17/26  | 349,007,000                 | ARS                          | 21,182,737    |
|  |                             |                              | 39,670,502    |
| <b>Brazil 8.2%</b>   |                             |                              |               |
| Nota Do Tesouro Nacional,  |                             |                              |               |
| 10.00%, 1/01/21  | 1,725 d                     | BRL                          | 510,731       |
| 10.00%, 1/01/23  | 411 d                       | BRL                          | 119,058       |
| 10.00%, 1/01/25  | 13,416 d                    | BRL                          | 3,842,328     |
| 10.00%, 1/01/27  | 15,337 d                    | BRL                          | 4,351,350     |
| e Index Linked, 6.00%, 5/15/19   | 1,490 d                     | BRL                          | 1,355,141     |
| e Index Linked, 6.00%, 8/15/22   | 9,322 d                     | BRL                          | 8,443,800     |
| e Index Linked, 6.00%, 5/15/23   | 10,763 d                    | BRL                          | 9,817,633     |
| e Index Linked, 6.00%, 8/15/24   | 2,360 d                     | BRL                          | 2,147,422     |

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|   |        |       |            |
|---|--------|-------|------------|
| <sup>e</sup> Index Linked, 6.00%, 8/15/50 | 18,020 | d BRL | 17,155,929 |
|   |        |       | 47,743,392 |

**Colombia 3.2%**

|                                  |                |     |            |
|----------------------------------|----------------|-----|------------|
| Government of Colombia,          |                |     |            |
| senior bond, 7.75%, 4/14/21      | 2,433,000,000  | COP | 846,900    |
| senior bond, 4.375%, 3/21/23.    | 164,000,000    | COP | 47,862     |
| senior bond, 9.85%, 6/28/27      | 262,000,000    | COP | 103,089    |
| Titulos de Tesoreria,            |                |     |            |
| B, 5.00%, 11/21/18               | 565,000,000    | COP | 184,376    |
| B, 7.75%, 9/18/30                | 17,531,000,000 | COP | 6,066,795  |
| senior bond, B, 11.25%, 10/24/18 | 2,335,000,000  | COP | 840,662    |
| senior bond, B, 11.00%, 7/24/20  | 1,655,000,000  | COP | 626,664    |
| senior bond, B, 7.00%, 5/04/22.  | 2,211,000,000  | COP | 747,163    |
| senior bond, B, 10.00%, 7/24/24  | 4,722,000,000  | COP | 1,854,510  |
| senior bond, B, 7.50%, 8/26/26.  | 16,738,000,000 | COP | 5,730,340  |
| senior bond, B, 6.00%, 4/28/28.  | 3,627,000,000  | COP | 1,086,366  |
| senior note, B, 7.00%, 9/11/19   | 1,585,000,000  | COP | 535,402    |
|                                  |                |     | 18,670,129 |

**Croatia 1.5%**

|  |           |  |           |
|--|-----------|--|-----------|
| <sup>f</sup> Government of Croatia, 144A, 6.75%, 11/05/19. | 7,920,000 |  | 8,614,307 |
|--|-----------|--|-----------|

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STATEMENT OF INVESTMENTS

|   | Principal<br>Amount* |     | Value         |
|---|----------------------|-----|---------------|
| <b>Foreign Government and Agency Securities</b> (continued)                           |                      |     |               |
| <b>Dominican Republic 2.3%</b>  |                      |     |               |
| <sup>g</sup> Government of the Dominican Republic, senior bond, Reg S, 6.85%, 1/27/45 | 14,000,000           |     | \$ 13,297,690 |
| <b>El Salvador 0.4%</b>   |                      |     |               |
| <sup>f</sup> Government of El Salvador, 144A, 7.65%, 6/15/35                          | 2,650,000            |     | 2,453,781     |
| <b>Ethiopia 1.6%</b>  |                      |     |               |
| <sup>f</sup> Ethiopia International Bond, 144A, 6.625%, 12/11/24                      | 10,000,000           |     | 9,259,100     |
| <b>Ghana 3.9%</b>   |                      |     |               |
| Ghana Treasury Note,  |                      |     |               |
| 24.25%, 10/09/17  | 1,130,000            | GHS | 266,633       |
| 23.95%, 11/06/17  | 610,000              | GHS | 143,876       |
| 23.30%, 12/11/17  | 2,560,000            | GHS | 602,072       |
| 24.25%, 6/11/18   | 10,040,000           | GHS | 2,400,980     |
| 22.50%, 12/10/18  | 4,610,000            | GHS | 1,071,159     |
| Government of Ghana,  |                      |     |               |
| 23.00%, 2/13/17   | 9,670,000            | GHS | 2,246,339     |
| 25.48%, 4/24/17   | 230,000              | GHS | 53,948        |
| 24.44%, 5/29/17   | 3,670,000            | GHS | 860,577       |
| 26.00%, 6/05/17   | 130,000              | GHS | 30,685        |
| 25.40%, 7/31/17   | 3,410,000            | GHS | 806,725       |
| 23.00%, 8/21/17   | 13,160,000           | GHS | 3,075,916     |
| 23.23%, 2/19/18   | 3,340,000            | GHS | 786,215       |
| 22.49%, 4/23/18   | 1,730,000            | GHS | 404,690       |
| 23.47%, 5/21/18   | 8,220,000            | GHS | 1,945,803     |
| 19.04%, 9/24/18   | 14,300,000           | GHS | 3,198,781     |
| 24.50%, 10/22/18  | 5,917,000            | GHS | 1,465,116     |
| 24.50%, 4/22/19   | 5,300,000            | GHS | 1,319,043     |
| 24.50%, 5/27/19   | 2,040,000            | GHS | 506,055       |
| 21.00%, 3/23/20   | 110,000              | GHS | 26,228        |
| 24.50%, 6/21/21   | 5,530,000            | GHS | 1,502,618     |
| 24.75%, 7/19/21   | 670,000              | GHS | 182,127       |
|   |                      |     | 22,895,586    |
| <b>India 1.1%</b>   |                      |     |               |

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### Government of India,

|                              |             |     |           |
|------------------------------|-------------|-----|-----------|
| senior bond, 7.80%, 5/03/20  | 68,300,000  | INR | 1,041,367 |
| senior bond, 8.35%, 5/14/22  | 20,200,000  | INR | 318,693   |
| senior note, 7.28%, 6/03/19  | 2,700,000   | INR | 40,523    |
| senior note, 8.12%, 12/10/20 | 51,300,000  | INR | 797,071   |
| senior note, 7.80%, 4/11/21  | 91,600,000  | INR | 1,408,989 |
| senior note, 7.16%, 5/20/23  | 12,700,000  | INR | 191,659   |
| senior note, 8.83%, 11/25/23 | 171,200,000 | INR | 2,799,417 |
|                              |             |     | 6,597,719 |

### **Indonesia 7.0%**

#### Government of Indonesia,

|                                     |                 |     |            |
|-------------------------------------|-----------------|-----|------------|
| FR36, 11.50%, 9/15/19               | 40,000,000,000  | IDR | 3,259,512  |
| FR48, 9.00%, 9/15/18                | 2,961,000,000   | IDR | 225,950    |
| senior bond, FR31, 11.00%, 11/15/20 | 134,139,000,000 | IDR | 11,076,608 |
| senior bond, FR39, 11.75%, 8/15/23  | 1,780,000,000   | IDR | 158,545    |
| senior bond, FR40, 11.00%, 9/15/25  | 58,140,000,000  | IDR | 5,092,238  |
| senior bond, FR42, 10.25%, 7/15/27  | 2,368,000,000   | IDR | 202,087    |
| senior bond, FR44, 10.00%, 9/15/24  | 1,066,000,000   | IDR | 87,948     |
| senior bond, FR46, 9.50%, 7/15/23   | 80,000,000,000  | IDR | 6,442,752  |

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TEMPLETON EMERGING MARKETS INCOME FUND  
STATEMENT OF INVESTMENTS

|  | Principal<br>Amount* |        | Value      |
|--|----------------------|--------|------------|
| <b>Foreign Government and Agency Securities</b> (continued)          |                      |        |            |
| <b>Indonesia</b> (continued)   |                      |        |            |
| Government of Indonesia, (continued)                                 |                      |        |            |
| senior bond, FR53, 8.25%, 7/15/21                                    | 6,465,000,000        | IDR \$ | 493,063    |
| senior bond, FR56, 8.375%, 9/15/26                                   | 70,379,000,000       | IDR    | 5,367,560  |
| senior bond, FR61, 7.00%, 5/15/22                                    | 1,720,000,000        | IDR    | 124,795    |
| senior bond, FR63, 5.625%, 5/15/23                                   | 3,071,000,000        | IDR    | 203,784    |
| senior bond, FR70, 8.375%, 3/15/24                                   | 85,338,000,000       | IDR    | 6,492,592  |
| senior note, FR66, 5.25%, 5/15/18                                    | 3,553,000,000        | IDR    | 257,921    |
| senior note, FR69, 7.875%, 4/15/19                                   | 21,627,000,000       | IDR    | 1,622,125  |
|  |                      |        | 41,107,480 |
| <b>Iraq 3.9%</b>   |                      |        |            |
| <sup>f</sup> Government of Iraq, 144A, 5.80%, 1/15/28                | 27,190,000           |        | 22,613,107 |
| <b>Kenya 3.5%</b>  |                      |        |            |
| Government of Kenya,   |                      |        |            |
| <sup>f</sup> senior note, 144A, 6.875%, 6/24/24                      | 6,033,000            |        | 5,742,360  |
| <sup>g</sup> senior note, Reg S, 5.875%, 6/24/19                     | 7,200,000            |        | 7,410,024  |
| <sup>g</sup> senior note, Reg S, 6.875%, 6/24/24                     | 7,700,000            |        | 7,329,053  |
|  |                      |        | 20,481,437 |
| <b>Mexico 2.8%</b>   |                      |        |            |
| Government of Mexico,  |                      |        |            |
| 7.75%, 12/14/17  | 1,503,920            | h MXN  | 7,348,726  |
| M, 4.75%, 6/14/18  | 43,400               | h MXN  | 203,683    |
| senior note, 8.50%, 12/13/18   | 985,500              | h MXN  | 4,894,470  |
| senior note, M, 5.00%, 6/15/17                                       | 607,200              | h MXN  | 2,912,135  |
| senior note, M, 5.00%, 12/11/19                                      | 263,200              | h MXN  | 1,205,274  |
|  |                      |        | 16,564,288 |
| <b>Senegal 1.2%</b>  |                      |        |            |
| <sup>f</sup> Government of Senegal, 144A, 6.25%, 7/30/24             | 6,900,000            |        | 6,913,317  |
| <b>Serbia 2.0%</b>   |                      |        |            |
| <sup>f</sup> Government of Serbia, senior note, 144A, 7.25%, 9/28/21 | 10,250,000           |        | 11,455,861 |
| <b>South Africa 1.4%</b>   |                      |        |            |
| Government of South Africa,  |                      |        |            |

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|                        |            |     |           |
|------------------------|------------|-----|-----------|
| 8.00%, 1/31/30         | 2,690,000  | ZAR | 176,279   |
| 8.875%, 2/28/35        | 8,080,000  | ZAR | 552,547   |
| 9.00%, 1/31/40         | 6,730,000  | ZAR | 460,891   |
| 8.75%, 1/31/44         | 11,850,000 | ZAR | 788,715   |
| 8.75%, 2/28/48         | 6,530,000  | ZAR | 434,618   |
| R186, 10.50%, 12/21/26 | 76,150,000 | ZAR | 6,116,399 |
|                        |            |     | 8,529,449 |

**Sri Lanka 1.2%**

Government of Sri Lanka,

|                    |             |     |           |
|--------------------|-------------|-----|-----------|
| 10.60%, 9/15/19    | 321,640,000 | LKR | 2,098,744 |
| 8.00%, 11/01/19    | 18,120,000  | LKR | 110,052   |
| 9.25%, 5/01/20     | 68,990,000  | LKR | 426,584   |
| 11.20%, 7/01/22    | 31,680,000  | LKR | 203,609   |
| A, 9.00%, 5/01/21  | 387,750,000 | LKR | 2,327,251 |
| A, 11.00%, 8/01/21 | 259,200,000 | LKR | 1,667,142 |
|                    |             |     | 6,833,382 |

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TEMPLETON EMERGING MARKETS INCOME FUND  
STATEMENT OF INVESTMENTS

|  | Principal<br>Amount* | Value              |
|--|----------------------|--------------------|
| <b>Foreign Government and Agency Securities (continued)</b>                            |                      |                    |
| <b>Ukraine 6.9%</b>  |                      |                    |
| <sup>f</sup> Government of Ukraine,  |                      |                    |
| 144A, 7.75%, 9/01/19   | 5,855,000            | \$ 5,898,913       |
| 144A, 7.75%, 9/01/20   | 8,667,000            | 8,601,997          |
| 144A, 7.75%, 9/01/21   | 3,506,000            | 3,435,880          |
| 144A, 7.75%, 9/01/22   | 3,406,000            | 3,303,820          |
| 144A, 7.75%, 9/01/23   | 3,406,000            | 3,269,760          |
| 144A, 7.75%, 9/01/24   | 3,406,000            | 3,235,700          |
| 144A, 7.75%, 9/01/25   | 3,406,000            | 3,206,340          |
| 144A, 7.75%, 9/01/26   | 3,406,000            | 3,201,640          |
| 144A, 7.75%, 9/01/27   | 3,406,000            | 3,181,919          |
| <sup>a,i</sup> 144A, VRI, GDP Linked Securities, 5/31/40                               | 10,087,000           | 3,076,535          |
|  |                      | 40,412,504         |
| <b>Zambia 6.4%</b>   |                      |                    |
| <sup>f</sup> Government of Zambia, senior bond, 144A, 8.97%, 7/30/27                   | 11,460,000           | 11,353,594         |
| <sup>f</sup> Government of Zambia International Bond,                                  |                      |                    |
| 144A, 5.375%, 9/20/22  | 26,070,000           | 23,737,126         |
| 144A, 8.50%, 4/14/24   | 2,470,000            | 2,433,061          |
|  |                      | 37,523,781         |
| <b>Total Foreign Government and Agency Securities (Cost \$402,970,265)</b>             |                      | <b>381,636,812</b> |
| <b>Quasi-Sovereign and Corporate Bonds 9.4%</b>  |                      |                    |
| <b>Bermuda 0.5%</b>  |                      |                    |
| <sup>f</sup> Digicel Group Ltd., senior note, 144A, 7.125%, 4/01/22                    | 3,300,000            | 2,562,747          |
| <b>Canada 1.7%</b>   |                      |                    |
| <sup>f</sup> First Quantum Minerals Ltd., senior note, 144A, 7.25%, 5/15/22            | 10,000,000           | 9,900,000          |
| <b>Chile 2.1%</b>  |                      |                    |
| <sup>f</sup> VTR Finance BV, senior secured note, 144A, 6.875%, 1/15/24                | 12,000,000           | 12,420,000         |
| <b>Costa Rica 2.5%</b>   |                      |                    |
| <sup>c</sup> Reventazon Finance Trust, secured bond, first lien, 144A, 8.00%, 11/15/33 | 14,400,000           | 14,472,994         |

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**Nigeria 1.1%**

|   |           |  |           |
|---|-----------|--|-----------|
| f Access Bank PLC, sub. note, 144A, 9.25% to 6/23/19, FRN thereafter, 6/24/21 | 7,230,000 |  | 6,581,541 |
|---|-----------|--|-----------|

**Peru 0.1%**

|  |         |  |         |
|--|---------|--|---------|
| f Peru Enhanced Pass-Through Finance Ltd., senior secured bond, A-1, 144A, zero cpn.,<br>5/31/18 | 768,800 |  | 745,956 |
|--|---------|--|---------|

**South Africa 0.5%**

|  |           |     |           |
|--|-----------|-----|-----------|
| f Edcon Ltd.,<br>j senior secured note, 144A, 9.50%, 3/01/18 | 2,828,000 | EUR | 461,221   |
| j senior secured note, 144A, 9.50%, 3/01/18                  | 7,250,000 |     | 1,123,750 |
| k super senior secured note, 144A, PIK, 8.00%, 6/30/19       | 1,874,837 | EUR | 1,114,578 |
| k senior secured note, 144A, PIK, 12.75%, 6/30/19            | 2,006,238 | EUR | 327,199   |
|  |           |     | 3,026,748 |

**United States 0.9%**

|  |             |     |           |
|--|-------------|-----|-----------|
| General Electric Co., senior note, A, 8.50%, 4/06/18 | 101,000,000 | MXN | 4,912,960 |
|--|-------------|-----|-----------|

|  |  |  |            |
|--|--|--|------------|
| <b>Total Quasi-Sovereign and Corporate Bonds (Cost \$70,856,170)</b> |  |  | 54,622,946 |
|--|--|--|------------|

|   |  |  |             |
|---|--|--|-------------|
| <b>Total Investments before Short Term Investments (Cost \$483,143,194)</b> |  |  | 436,323,468 |
|---|--|--|-------------|

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TEMPLETON EMERGING MARKETS INCOME FUND  
STATEMENT OF INVESTMENTS

|  | <b>Principal<br/>Amount*</b> |       | <b>Value</b>          |
|--|------------------------------|-------|-----------------------|
| <b>Short Term Investments 21.1%</b>  |                              |       |                       |
| <b>l,m Senior Floating Rate Interests (Cost \$13,413,753) 2.4%</b>         |                              |       |                       |
| <b>South Africa 2.4%</b>   |                              |       |                       |
| Edcon Ltd., Tranche 2 Bridge Facility, 4.661%, 12/29/17                    | 13,902,723                   |       | \$ 13,874,918         |
| <b>Foreign Government and Agency Securities 0.7%</b>                       |                              |       |                       |
| <b>Colombia 0.1%</b>   |                              |       |                       |
| Colombian Tes Corto Plazo, Strip, 3/14/17 - 9/12/17.                       | 1,417,000,000                | COP   | 455,470               |
| <b>Mexico 0.6%</b>   |                              |       |                       |
| <sup>n</sup> Mexico Treasury Bill, 2/16/17 - 11/09/17                      | 7,388,220                    | o MXN | 3,458,441             |
| <b>Total Foreign Government and Agency Securities (Cost \$4,215,310)</b>   |                              |       | <b>3,913,911</b>      |
| <br>   |                              |       |                       |
| <b>U.S. Government and Agency Securities (Cost \$49,997,639) 8.5%</b>      |                              |       |                       |
| <b>United States 8.5%</b>  |                              |       |                       |
| <sup>n</sup> U.S. Treasury Bill, 1/05/17                                   | 50,000,000                   |       | 49,999,150            |
| <b>Total Investments before Money Market Funds (Cost \$550,769,896)</b>    |                              |       | <b>504,111,447</b>    |
| <br>   |                              |       |                       |
|  | <b>Shares</b>                |       |                       |
| <b>Money Market Funds (Cost \$55,377,072) 9.5%</b>                         |                              |       |                       |
| <b>United States 9.5%</b>  |                              |       |                       |
| <sup>p,q</sup> Institutional Fiduciary Trust Money Market Portfolio, 0.09% | 55,377,072                   |       | 55,377,072            |
| <b>Total Investments (Cost \$606,146,968) 95.8%</b>                        |                              |       | <b>559,488,519</b>    |
| <b>Other Assets, less Liabilities 4.2%</b>                                 |                              |       | <b>24,646,680</b>     |
| <b>Net Assets 100.0%</b>   |                              |       | <b>\$ 584,135,199</b> |

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## TEMPLETON EMERGING MARKETS INCOME FUND STATEMENT OF INVESTMENTS

<sup>f</sup>Rounds to less than 0.1% of net assets.

\*The principal amount is stated in U.S. dollars unless otherwise indicated.

<sup>a</sup>Non-income producing.

<sup>b</sup>Security has been deemed illiquid because it may not be able to be sold within seven days.

<sup>c</sup>See Note 9 regarding restricted securities.

<sup>d</sup>Principal amount is stated in 1,000 Brazilian Real Units.

<sup>e</sup>Redemption price at maturity is adjusted for inflation. See Note 1(g).

<sup>f</sup>Security was purchased pursuant to Rule 144A under the Securities Act of 1933 and may be sold in transactions exempt from registration only to qualified institutional buyers

or in a public offering registered under the Securities Act of 1933. These securities have been deemed liquid under guidelines approved by the Fund's Board of Trustees. At

December 31, 2016, the aggregate value of these securities was \$180,225,110, representing 30.9% of net assets.

<sup>g</sup>Security was purchased pursuant to Regulation S under the Securities Act of 1933, which exempts from registration securities offered and sold outside of the United States.

Such a security cannot be sold in the United States without either an effective registration statement filed pursuant to the Securities Act of 1933, or pursuant to an exemption

from registration. These securities have been deemed liquid under guidelines approved by the Fund's Board of Trustees. At December 31, 2016, the aggregate value of these

securities was \$28,036,767, representing 4.8% of net assets.

<sup>h</sup>Principal amount is stated in 100 Mexican Peso Units.

<sup>i</sup>The principal represents the notional amount. See Note 1(c) regarding value recovery instruments.

<sup>j</sup>See Note 7 regarding defaulted securities.

<sup>k</sup>Income may be received in additional securities and/or cash.

<sup>l</sup>The coupon rate shown represents the rate at period end.

<sup>m</sup>See Note 1(e) regarding senior floating rate interests.

<sup>n</sup>The security was issued on a discount basis with no stated coupon rate.

<sup>o</sup>Principal amount is stated in 10 Mexican Peso Units.

<sup>p</sup>See Note 3(c) regarding investments in affiliated management investment companies.

<sup>q</sup>The rate shown is the annualized seven-day yield at period end.

At December 31, 2016, the Fund had the following forward exchange contracts outstanding. See Note 1(c).

### Forward Exchange Contracts

| Currency                              | Counterparty <sup>a</sup> |      | Quantity      | Contract Amount | Settlement Date | Unrealized Appreciation | Unrealized Depreciation |
|---------------------------------------|---------------------------|------|---------------|-----------------|-----------------|-------------------------|-------------------------|
|                                       | Type                      |      |               |                 |                 |                         |                         |
| <b>OTC Forward Exchange Contracts</b> |                           |      |               |                 |                 |                         |                         |
| Euro                                  | HSBK                      | Sell | 826,000       | \$ 919,057      | 1/13/17         | \$ 49,269               | —                       |
| Euro                                  | SCNY                      | Sell | 628,500       | 691,476         | 1/13/17         | 29,658                  | —                       |
| Euro                                  | BZWS                      | Sell | 10,415,000    | 11,253,512      | 1/17/17         | 283,976                 | —                       |
| Japanese Yen                          | CITI                      | Sell | 624,500,000   | 5,363,001       | 1/17/17         | 14,850                  | —                       |
| Japanese Yen                          | SCNY                      | Sell | 1,873,240,000 | 16,038,151      | 1/17/17         | —                       | (4,075 )                |
| Euro                                  | GSCO                      | Sell | 2,753,000     | 3,047,791       | 1/18/17         | 148,051                 | —                       |
| Japanese Yen                          | HSBK                      | Sell | 1,620,890,000 | 15,457,658      | 1/19/17         | 1,574,870               | —                       |

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|                   |      |      |               |            |         |           |            |
|-------------------|------|------|---------------|------------|---------|-----------|------------|
| Japanese Yen      | SCNY | Sell | 1,770,880,000 | 16,904,565 | 1/19/17 | 1,737,125 | —          |
| Euro              | DBAB | Sell | 1,506,000     | 1,658,889  | 1/23/17 | 72,179    | —          |
| Japanese Yen      | DBAB | Sell | 626,420,000   | 5,427,074  | 1/23/17 | 60,555    | —          |
| Malaysian Ringgit | DBAB | Buy  | 3,942,000     | 984,712    | 1/23/17 | —         | (107,386 ) |
| Malaysian Ringgit | DBAB | Sell | 3,942,000     | 946,800    | 1/23/17 | 69,474    | —          |
| Malaysian Ringgit | JPHQ | Buy  | 5,039,000     | 1,245,736  | 1/23/17 | —         | (124,263 ) |
| Malaysian Ringgit | JPHQ | Sell | 5,039,000     | 1,211,298  | 1/23/17 | 89,826    | —          |
| Euro              | BZWS | Sell | 2,547,416     | 2,792,566  | 1/27/17 | 108,036   | —          |
| Malaysian Ringgit | DBAB | Buy  | 4,793,000     | 1,197,262  | 1/27/17 | —         | (130,824 ) |
| Malaysian Ringgit | DBAB | Sell | 4,793,000     | 1,151,057  | 1/27/17 | 84,618    | —          |
| Euro              | DBAB | Sell | 4,531,031     | 4,970,496  | 1/30/17 | 194,857   | —          |
| Euro              | CITI | Sell | 358,631       | 400,016    | 2/08/17 | 21,883    | —          |
| Euro              | DBAB | Sell | 3,298,550     | 3,609,461  | 2/14/17 | 130,659   | —          |
| Euro              | GSCO | Sell | 910,000       | 1,003,320  | 2/14/17 | 43,593    | —          |
| Euro              | SCNY | Sell | 413,000       | 452,194    | 2/14/17 | 16,625    | —          |
| Euro              | DBAB | Sell | 359,450       | 387,523    | 2/17/17 | 8,383     | —          |

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TEMPLETON EMERGING MARKETS INCOME FUND

STATEMENT OF INVESTMENTS

**Forward Exchange Contracts**

(continued)

| Currency                                   | Counterparty |      | Quantity   | Contract Settlement |            | Unrealized      | Unrealized   |
|--|--------------|------|------------|---------------------|------------|-----------------|--------------|
|  | Type         |      |            | Amount              | Date       | Appreciation    | Depreciation |
| <b>OTC Forward Exchange Contracts</b>      |              |      |            |                     |            |                 |              |
| (continued)                                |              |      |            |                     |            |                 |              |
| Euro                                       | MSCO         | Sell | 907,070 \$ | 977,200             | 2/17/17 \$ | 20,443 \$       | —            |
| Euro                                       | DBAB         | Sell | 1,347,000  | 1,433,558           | 2/22/17    | 12,476          | —            |
| Euro                                       | JPHQ         | Sell | 2,260,000  | 2,538,943           | 2/22/17    | 154,647         | —            |
| Euro                                       | BOFA         | Sell | 1,604,997  | 1,710,943           | 2/27/17    | 17,320          | —            |
| Euro                                       | SCNY         | Sell | 362,390    | 386,439             | 2/27/17    | 4,037           | —            |
| South African Rand                         | HSBK         | Sell | 28,567,456 | 2,006,592           | 3/01/17    | —               | (48,697 )    |
| Australian Dollar                          | CITI         | Sell | 4,886,000  | 3,733,735           | 3/13/17    | 214,277         | —            |
| Australian Dollar                          | JPHQ         | Sell | 7,297,000  | 5,448,743           | 3/13/17    | 192,606         | —            |
| Ghanaian Cedi                              | BZWS         | Buy  | 2,895,477  | 631,167             | 3/13/17    | 10,213          | —            |
| Australian Dollar                          | CITI         | Sell | 4,919,000  | 3,675,083           | 3/14/17    | 131,936         | —            |
| Australian Dollar                          | JPHQ         | Sell | 7,404,000  | 5,484,143           | 3/14/17    | 151,054         | —            |
| Euro                                       | MSCO         | Sell | 907,070    | 968,052             | 3/14/17    | 10,057          | —            |
| Australian Dollar                          | BOFA         | Sell | 1,753,000  | 1,338,328           | 3/29/17    | 76,077          | —            |
| Malaysian Ringgit                          | DBAB         | Buy  | 2,499,000  | 626,190             | 7/20/17    | —               | (75,223 )    |
| Malaysian Ringgit                          | DBAB         | Sell | 2,499,000  | 596,990             | 7/20/17    | 46,022          | —            |
| Total Forward Exchange Contracts           |              |      |            |                     |            | \$ 5,779,652 \$ | (490,468 )   |
| Net unrealized appreciation (depreciation) |              |      |            |                     |            | \$ 5,289,184    |              |

aMay be comprised of multiple contracts with the same counterparty, currency and settlement date.

At December 31, 2016, the Fund had the following interest rate swap contracts outstanding. See Note 1(c).

**Interest Rate Swap Contracts**

| Description                                 | Exchange | Notional Amount | Expiration Date | Unrealized   | Unrealized   |
|---|----------|-----------------|-----------------|--------------|--------------|
|   |          |                 |                 | Appreciation | Depreciation |
| <b>Centrally Cleared Swap Contracts</b>     |          |                 |                 |              |              |
| Receive Floating rate 3-month USD BBA LIBOR |          |                 |                 |              |              |

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|   |     |               |          |    |        |    |              |
|---|-----|---------------|----------|----|--------|----|--------------|
| Pay Fixed rate 0.926%                       | LCH | \$ 17,160,000 | 10/17/17 | \$ | 27,321 | \$ | —            |
| Receive Floating rate 3-month USD BBA LIBOR |     |               |          |    |        |    |              |
| Pay Fixed rate 2.310%                       | LCH | 75,850,000    | 7/29/25  |    | —      |    | (934,783 )   |
| Receive Floating rate 3-month USD BBA LIBOR |     |               |          |    |        |    |              |
| Pay Fixed rate 2.752%                       | LCH | 39,530,000    | 7/29/45  |    | —      |    | (1,758,256 ) |
| Total Interest Rate Swap Contracts          |     |               |          | \$ | 27,321 | \$ | (2,693,039 ) |
| Net unrealized appreciation (depreciation)  |     |               |          |    |        | \$ | (2,665,718 ) |

See Abbreviations on page 30.

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The accompanying notes are an integral part of these financial statements. | Annual Report 15

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## TEMPLETON EMERGING MARKETS INCOME FUND

**Financial Statements****Statement of Assets and Liabilities**

December 31, 2016

## Assets:

## Investments in securities:

|   |                |
|---|----------------|
| Cost - Unaffiliated issuers                   | \$ 550,769,896 |
| Cost - Non-controlled affiliates (Note 3c)    | 55,377,072     |
| Total cost of investments                     | \$ 606,146,968 |
| Value - Unaffiliated issuers                  | \$ 504,111,447 |
| Value - Non-controlled affiliates (Note 3c)   | 55,377,072     |
| Total value of investments                    | 559,488,519    |
| Cash  | 468,620        |
| Restricted Cash (Note 1d)                     | 2,523,000      |
| Foreign currency, at value (cost \$1,498,055) | 1,495,690      |

## Receivables:

|   |             |
|---|-------------|
| Interest.   | 9,698,203   |
| Due from brokers.   | 9,746,106   |
| Unrealized appreciation on OTC forward exchange contracts | 5,779,652   |
| Total assets  | 589,199,790 |

## Liabilities:

## Payables:

|   |           |
|---|-----------|
| Management fees   | 476,080   |
| Variation margin  | 540,123   |
| Due to brokers  | 2,833,000 |
| Unrealized depreciation on OTC forward exchange contracts | 490,468   |
| Deferred tax  | 555,314   |
| Accrued expenses and other liabilities                    | 169,606   |
| Total liabilities   | 5,064,591 |

Net assets, at value \$ 584,135,199

## Net assets consist of:

|  |                |
|--|----------------|
| Paid-in capital                                  | \$ 647,927,336 |
| Distributions in excess of net investment income | (9,169,625 )   |
| Net unrealized appreciation (depreciation)       | (44,687,794 )  |
| Accumulated net realized gain (loss)             | (9,934,718 )   |
| Net assets, at value                             | \$ 584,135,199 |
| Shares outstanding                               | 47,998,418     |

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Net asset value per share. \$ 12.17

16 Annual Report | The accompanying notes are an integral part of these financial statements.

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## TEMPLETON EMERGING MARKETS INCOME FUND

## FINANCIAL STATEMENTS

**Statements of Operations**

|  | <b>Period Ended</b>       | <b>Year Ended</b>      |
|--|---------------------------|------------------------|
|  | <b>December 31, 2016a</b> | <b>August 31, 2016</b> |
| Investment income:   |                           |                        |
| Dividends:   |                           |                        |
| Non-controlled affiliates (Note 3c)  | \$ 2,346                  | \$ —                   |
| Interest (net of foreign taxes of \$175,219 and \$374,458, respectively)         | 13,478,143                | 38,070,882             |
| Inflation principal adjustments  | 650,729                   | 4,736,793              |
| Other income   | —                         | 167,325                |
| Total investment income  | 14,131,218                | 42,975,000             |
| Expenses:  |                           |                        |
| Management fees (Note 3a)  | 1,945,920                 | 5,610,707              |
| Transfer agent fees  | 7,158                     | 99,713                 |
| Custodian fees (Note 4)  | 56,879                    | 163,391                |
| Reports to shareholders  | 32,274                    | 55,506                 |
| Registration and filing fees   | 139                       | 47,566                 |
| Professional fees  | 54,591                    | 151,189                |
| Trustees' fees and expenses  | 15,507                    | 55,941                 |
| Other  | 10,168                    | 86,165                 |
| Total expenses   | 2,122,636                 | 6,270,178              |
| Expense reductions (Note 4)  | (4,713 )                  | —                      |
| Expenses waived/paid by affiliates (Note 3c)                                     | (75,888 )                 | (122,626 )             |
| Net expenses   | 2,042,035                 | 6,147,552              |
| Net investment income  | 12,089,183                | 36,827,448             |
| Realized and unrealized gains (losses):  |                           |                        |
| Net realized gain (loss) from:   |                           |                        |
| Investments  | (5,526,815 )              | (27,909,277 )          |
| Foreign currency transactions  | 43,402                    | (3,504,078 )           |
| Swap contracts   | 176,895                   | (2,369,426 )           |
| Net realized gain (loss)   | (5,306,518 )              | (33,782,781 )          |
| Net change in unrealized appreciation (depreciation) on:                         |                           |                        |
| Investments  | (8,361,925 )              | 62,643,159             |
| Translation of other assets and liabilities<br>denominated in foreign currencies | 9,999,982                 | (5,132,975 )           |
| Swap contracts   | 13,556,267                | (15,508,264 )          |

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|   |    |            |    |            |
|---|----|------------|----|------------|
| Change in deferred taxes on unrealized appreciation             |    | 199,133    |    | (512,265 ) |
| Net change in unrealized appreciation (depreciation)            |    | 15,393,457 |    | 41,489,655 |
| Net realized and unrealized gain (loss)                         |    | 10,086,939 |    | 7,706,874  |
| Net increase (decrease) in net assets resulting from operations | \$ | 22,176,122 | \$ | 44,534,322 |

aFor the period September 1, 2016 to December 31, 2016.

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The accompanying notes are an integral part of these financial statements. | Annual Report 17

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TEMPLETON EMERGING MARKETS INCOME FUND  
FINANCIAL STATEMENTS

**Statements of Changes in Net Assets**

|  | <b>Period Ended</b> |                              |                 |
|--|---------------------|------------------------------|-----------------|
|  | <b>December 31,</b> | <b>Year Ended August 31,</b> |                 |
|  | <b>2016 a</b>       | <b>2016</b>                  | <b>2015</b>     |
| Increase (decrease) in net assets:                                       |                     |                              |                 |
| Operations:  |                     |                              |                 |
| Net investment income  | \$ 12,089,183       | \$ 36,827,448                | \$ 44,537,687   |
| Net realized gain (loss)   | (5,306,518 )        | (33,782,781 )                | (5,724,465 )    |
| Net change in unrealized appreciation (depreciation)                     | 15,393,457          | 41,489,655                   | (98,669,097 )   |
| Net increase (decrease) in net assets resulting from operations.         | 22,176,122          | 44,534,322                   | (59,855,875 )   |
| Distributions to shareholders from:                                      |                     |                              |                 |
| Net investment income and net foreign currency gains                     | (6,394,974 )        | (19,199,367 )                | (38,096,344 )   |
| Net realized gains   | (1,176,608 )        | (1,046,366 )                 | (16,828,245 )   |
| Tax return of capital  | (11,627,785 )       | (19,199,367 )                | —               |
| Total distributions to shareholders                                      | (19,199,367 )       | (39,445,100 )                | (54,924,589 )   |
| Net increase (decrease) in net assets.                                   | 2,976,755           | 5,089,222                    | (114,780,464 )  |
| Net assets:  |                     |                              |                 |
| Beginning of period  | 581,158,444         | 576,069,222                  | 690,849,686     |
| End of period  | \$ 584,135,199      | \$ 581,158,444               | \$ 576,069,222  |
| Distributions in excess of net investment income included in net assets: |                     |                              |                 |
| End of period  | \$ (9,169,625 )     | \$ (8,380,707 )              | \$ (2,158,990 ) |

aFor the period September 1, 2016 to December 31, 2016.

18 Annual Report | The accompanying notes are an integral part of these financial statements.

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TEMPLETON EMERGING MARKETS INCOME FUND

## Notes to Financial Statements

### 1. Organization and Significant Accounting Policies

Templeton Emerging Markets Income Fund (Fund) is registered under the Investment Company Act of 1940 (1940 Act) as a closed-end management investment company and applies the specialized accounting and reporting guidance in U.S. Generally Accepted Accounting Principles (U.S. GAAP).

The Fund's fiscal year was changed to December 31. As a result, the Fund had a shortened fiscal year covering the transitional period between the Fund's prior fiscal year end August 31, 2016 and December 31, 2016.

The following summarizes the Fund's significant accounting policies.

#### a. Financial Instrument Valuation

The Fund's investments in financial instruments are carried at fair value daily. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. The Fund calculates the net asset value (NAV) per share as of 4 p.m. Eastern time each day the New York Stock Exchange (NYSE) is open for trading. Under compliance policies and procedures approved by the Board, the Fund's administrator has responsibility for oversight of valuation, including leading the cross-functional Valuation Committee (VC). The VC provides administration and oversight of the Fund's valuation policies and procedures, which are approved annually by the Board. Among other things, these procedures allow the Fund to utilize independent pricing services, quotations from securities and financial instrument dealers, and other market sources to determine fair value.

Equity securities and derivative financial instruments listed on an exchange or on the NASDAQ National Market System are valued at the last quoted sale price or the official closing price of the day, respectively. Foreign equity securities are valued as of the close of trading on the foreign stock exchange on which the security is primarily traded. The value is then converted into its U.S. dollar equivalent at the foreign exchange rate in effect on the day that the value of the security is determined. Over-the-counter (OTC) securities are valued within the range of the most recent quoted bid and ask prices. Securities that trade in multiple markets or on multiple exchanges are valued according to the broadest and most representative market. Certain equity securities are valued based upon fundamental characteristics or relationships to similar securities.

Debt securities generally trade in the OTC market rather than on a securities exchange. The Fund's pricing services use multiple valuation techniques to determine fair value. In instances where sufficient market activity exists, the pricing services may utilize a market-based approach through which quotes from market makers are used to determine fair value. In instances where sufficient market activity may not exist or is limited, the pricing services also utilize proprietary valuation models which may consider market characteristics such as benchmark yield curves, credit spreads, estimated default rates, anticipated market interest rate volatility, coupon rates, anticipated timing of principal repayments, underlying collateral, and other unique security features in order to estimate the relevant cash flows, which are then discounted to calculate the fair value. Securities denominated in a foreign currency are converted into their U.S. dollar equivalent at the foreign exchange rate in effect at 4 p.m. Eastern time on the date that the values of the foreign debt securities are determined.

Investments in open-end mutual funds are valued at the closing NAV.

Certain derivative financial instruments trade in the OTC market. The Fund's pricing services use various techniques including industry standard option pricing models and proprietary discounted cash flow models to determine the fair value of those instruments. The Fund's net benefit or obligation under the derivative contract, as measured by the fair value of the contract, is included in net assets.

The Fund has procedures to determine the fair value of financial instruments for which market prices are not reliable or readily available. Under these procedures, the VC convenes on a regular basis to review such financial instruments and considers a number of factors, including significant unobservable valuation inputs, when arriving at fair value. The VC primarily employs a market-based approach which may use related or comparable assets or liabilities, recent transactions, market multiples, book values, and other relevant information for the investment to determine the fair value of the investment. An income-based valuation approach may also be used in which the anticipated future cash flows of the investment are discounted to calculate fair value. Discounts may also be applied due to the nature or duration of any restrictions on the disposition of the

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TEMPLETON EMERGING MARKETS INCOME FUND

NOTES TO FINANCIAL STATEMENTS

## 1. Organization and Significant Accounting

### Policies (continued)

#### a. Financial Instrument Valuation (continued)

investments. Due to the inherent uncertainty of valuations of such investments, the fair values may differ significantly from the values that would have been used had an active market existed. The VC employs various methods for calibrating these valuation approaches including a regular review of key inputs and assumptions, transactional back-testing or disposition analysis, and reviews of any related market activity.

Trading in securities on foreign securities stock exchanges and OTC markets may be completed before 4 p.m. Eastern time. In addition, trading in certain foreign markets may not take place on every Fund's business day. Occasionally, events occur between the time at which trading in a foreign security is completed and 4 p.m. Eastern time that might call into question the reliability of the value of a portfolio security held by the Fund. As a result, differences may arise between the value of the Fund's portfolio securities as determined at the foreign market close and the latest indications of value at 4 p.m. Eastern time. In order to minimize the potential for these differences, the VC monitors price movements following the close of trading in foreign stock markets through a series of country specific market proxies (such as baskets of American Depositary Receipts, futures contracts and exchange traded funds). These price movements are measured against established trigger thresholds for each specific market proxy to assist in determining if an event has occurred that may call into question the reliability of the values of the foreign securities held by the Fund. If such an event occurs, the securities may be valued using fair value procedures, which may include the use of independent pricing services.

When the last day of the reporting period is a non-business day, certain foreign markets may be open on those days that the Fund's NAV is not calculated, which could result in differences between the value of the Fund's portfolio securities on the last business day and the last calendar day of the reporting period. Any significant security valuation changes due to an open foreign market are adjusted and reflected by the Fund for financial reporting purposes.

#### b. Foreign Currency Translation

Portfolio securities and other assets and liabilities denominated in foreign currencies are translated into U.S. dollars based on the exchange rate of such currencies against U.S. dollars on the date of valuation. The Fund may enter into foreign currency exchange contracts to facilitate transactions denominated in a foreign currency. Purchases and sales of securities, income and expense items denominated in foreign currencies are translated into U.S. dollars at the exchange rate in effect on the transaction date. Portfolio securities and assets and liabilities denominated in foreign currencies contain risks that those currencies will decline in value relative to the U.S. dollar. Occasionally, events may impact the availability or reliability of foreign exchange rates used to convert the U.S. dollar equivalent value. If such an event occurs, the foreign exchange rate will be valued at fair value using procedures established and approved by the Board.

The Fund does not separately report the effect of changes in foreign exchange rates from changes in market prices on securities held. Such changes are included in net realized and unrealized gain or loss from investments in the Statements of Operations.

Realized foreign exchange gains or losses arise from sales of foreign currencies, currency gains or losses realized between the trade and settlement dates on securities transactions and the difference between the recorded amounts of dividends, interest, and foreign withholding taxes and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes in foreign exchange rates on foreign denominated assets and liabilities other than investments in securities held at the end of the reporting period.

#### c. Derivative Financial Instruments

The Fund invested in derivative financial instruments in order to manage risk or gain exposure to various other investments or markets. Derivatives are financial contracts based on an underlying or notional amount, require no initial investment or an initial net investment that is smaller than would normally be required to have a similar response to changes in market factors, and require or permit net settlement. Derivatives contain various risks including the potential inability of the counterparty to fulfill their obligations under the terms of the contract, the potential for an illiquid secondary market, and/or the potential for market movements which expose the Fund to gains or losses in excess of

the amounts shown in the Statement of Assets and

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TEMPLETON EMERGING MARKETS INCOME FUND

NOTES TO FINANCIAL STATEMENTS

Liabilities. Realized gain and loss and unrealized appreciation and depreciation on these contracts for the period are included in the Statements of Operations.

Derivative counterparty credit risk is managed through a formal evaluation of the creditworthiness of all potential counterparties. The Fund attempts to reduce its exposure to counterparty credit risk on OTC derivatives, whenever possible, by entering into International Swaps and Derivatives Association (ISDA) master agreements with certain counterparties. These agreements contain various provisions, including but not limited to collateral requirements, events of default, or early termination. Termination events applicable to the counterparty include certain deteriorations in the credit quality of the counterparty. Termination events applicable to the Fund include failure of the Fund to maintain certain net asset levels and/or limit the decline in net assets over various periods of time. In the event of default or early termination, the ISDA master agreement gives the non-defaulting party the right to net and close-out all transactions traded, whether or not arising under the ISDA agreement, to one net amount payable by one counterparty to the other. However, absent an event of default or early termination, OTC derivative assets and liabilities are presented gross and not offset in the Statement of Assets and Liabilities. Early termination by the counterparty may result in an immediate payment by the Fund of any net liability owed to that counterparty under the ISDA agreement.

Collateral requirements differ by type of derivative. Collateral or initial margin requirements are set by the broker or exchange clearing house for exchange traded and centrally cleared derivatives. Initial margin deposited is held at the exchange and can be in the form of cash and/or securities. For OTC derivatives traded under an ISDA master agreement, posting of collateral is required by either the Fund or the applicable counterparty if the total net exposure of all OTC derivatives with the applicable counterparty exceeds the minimum transfer amount, which typically ranges from \$100,000 to \$250,000, and can vary depending on the counterparty and the type of the agreement. Generally, collateral is determined at the close of Fund business each day and any additional collateral required due to changes in derivative values may be delivered by the Fund or the counterparty within a few business days. Collateral pledged and/or received by the Fund for OTC derivatives, if any, is held in segregated accounts with the Fund's custodian/counterparty broker and can be in the form of cash and/or securities. Unrestricted cash may be invested according to the Fund's investment objectives. To the extent that the amounts due to the Fund from its counterparties are not subject to collateralization or are not fully collateralized, the Fund bears the risk of loss from counterparty non-performance.

The Fund entered into OTC forward exchange contracts primarily to manage and/or gain exposure to certain foreign currencies. A forward exchange contract is an agreement between the Fund and a counterparty to buy or sell a foreign currency at a specific exchange rate on a future date.

The Fund entered into interest rate swap contracts primarily to manage interest rate risk. An interest rate swap is an agreement between the Fund and a counterparty to exchange cash flows based on the difference between two interest rates, applied to a notional amount. These agreements may be privately negotiated in the over-the-counter market (OTC interest rate swaps) or may be executed on a registered exchange (centrally cleared interest rate swaps). For centrally cleared interest rate swaps, required initial margins are pledged by the Fund, and the daily change in fair value is accounted for as a variation margin payable or receivable in the Statement of Assets and Liabilities. Over the term of the contract, contractually required payments to be paid and to be received are accrued daily and recorded as unrealized depreciation and appreciation until the payments are made, at which time they are realized.

The Fund invests in value recovery instruments (VRI) primarily to gain exposure to growth risk. Periodic payments from VRI are dependent on established benchmarks for underlying variables. VRI has a notional amount, which is used to calculate amounts of payments to holders. Payments are recorded upon receipt as realized gains in the Statements of Operations. The risks of investing in VRI include growth risk, liquidity, and the potential loss of investment.

See Note 10 regarding other derivative information.

**d. Restricted Cash**

At December 31, 2016, the Fund held restricted cash in connection with investments in certain derivative securities. Restricted cash is held in a segregated account with the Fund's custodian and is reflected in the Statement of Assets and Liabilities.

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TEMPLETON EMERGING MARKETS INCOME FUND

NOTES TO FINANCIAL STATEMENTS

## 1. Organization and Significant Accounting

### Policies (continued)

#### e. Senior Floating Rate Interests

The Fund invests in senior secured corporate loans that pay interest at rates which are periodically reset by reference to a base lending rate plus a spread. These base lending rates are generally the prime rate offered by a designated U.S. bank or the London InterBank Offered Rate (LIBOR). Senior secured corporate loans often require prepayment of principal from excess cash flows or at the discretion of the borrower. As a result, actual maturity may be substantially less than the stated maturity. Senior secured corporate loans in which the Fund invests are generally readily marketable, but may be subject to certain restrictions on resale.

#### f. Income and Deferred Taxes

It is the Fund's policy to qualify as a regulated investment company under the Internal Revenue Code. The Fund intends to distribute to shareholders substantially all of its taxable income and net realized gains to relieve it from federal income and excise taxes. As a result, no provision for U.S. federal income taxes is required.

The Fund may be subject to foreign taxation related to income received, capital gains on the sale of securities and certain foreign currency transactions in the foreign jurisdictions in which it invests. Foreign taxes, if any, are recorded based on the tax regulations and rates that exist in the foreign markets in which the Fund invests. When a capital gain tax is determined to apply, the Fund records an estimated deferred tax liability in an amount that would be payable if the securities were disposed of on the valuation date.

The Fund may recognize an income tax liability related to its uncertain tax positions under U.S. GAAP when the uncertain tax position has a less than 50% probability that it will be sustained upon examination by the tax authorities based on its technical merits. As of December 31, 2016, the Fund has determined that no tax liability is required in its financial statements related to uncertain tax positions for any open tax years (or expected to be taken in future tax years). Open tax years are those that remain subject to examination and are based on each tax jurisdiction's statute of limitation.

#### g. Security Transactions, Investment Income, Expenses and Distributions

Security transactions are accounted for on trade date. Realized gains and losses on security transactions are determined on a specific identification basis. Interest income and estimated expenses are accrued daily. Amortization of premium and accretion of discount on debt securities are included in interest income. Distributions to shareholders are recorded on the ex-dividend date and are determined according to income tax regulations (tax basis). Distributable earnings determined on a tax basis may differ from earnings recorded in accordance with U.S. GAAP. These differences may be permanent or temporary. Permanent differences are reclassified among capital accounts to reflect their tax character. These reclassifications have no impact on net assets or the results of operations. Temporary differences are not reclassified, as they may reverse in subsequent periods.

Inflation-indexed bonds are adjusted for inflation through periodic increases or decreases in the security's interest accruals, face amount, or principal redemption value, by amounts corresponding to the rate of inflation as measured by an index. Any increase or decrease in the face amount or principal redemption value will be included as inflation principal adjustments in the Statements of Operations.

#### h. Accounting Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

#### i. Guarantees and Indemnifications

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Under the Fund's organizational documents, its officers and trustees are indemnified by the Fund against certain liabilities arising out of the performance of their duties to the Fund. Additionally, in the normal course of business, the Fund enters into contracts with service providers that contain general indemnification clauses. The Fund's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Fund that have not yet occurred. Currently, the Fund expects the risk of loss to be remote.

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TEMPLETON EMERGING MARKETS INCOME FUND  
NOTES TO FINANCIAL STATEMENTS

**2. Shares of Beneficial Interest**

At December 31, 2016, there were an unlimited number of shares authorized (without par value). During the period ended December 31, 2016, years ended August 31, 2016 and August 31, 2015 there were no shares issued; all reinvested distributions were satisfied with previously issued shares purchased in the open market.

Under the Board approved open-market share repurchase program, the Fund may purchase, from time to time, Fund shares in open-market transactions, at the discretion of management. Since the inception of the program, the Fund has repurchased a total of 610,500 shares. During the period ended December 31, 2016, years ended August 31, 2016 and August 31, 2015 there were no shares repurchased.

**3. Transactions with Affiliates**

Franklin Resources, Inc. is the holding company for various subsidiaries that together are referred to as Franklin Templeton Investments. Certain officers and trustees of the Fund are also officers and/or directors of the following subsidiaries:

| <b>Subsidiary</b>                              | <b>Affiliation</b>     |
|--|------------------------|
| Franklin Advisers, Inc. (Advisers)             | Investment manager     |
| Franklin Templeton Services, LLC (FT Services) | Administrative manager |

**a. Management Fees**

The Fund pays an investment management fee to Advisers based on the average daily net assets of the Fund as follows:

| <b>Annualized Fee Rate</b> | <b>Net Assets</b>                                   |
|----------------------------|---|
| 1.000%                     | Up to and including \$1 billion                     |
| 0.980%                     | Over \$1 billion, up to and including \$5 billion   |
| 0.960%                     | Over \$5 billion, up to and including \$10 billion  |
| 0.940%                     | Over \$10 billion, up to and including \$15 billion |
| 0.920%                     | Over \$15 billion, up to and including \$20 billion |
| 0.900%                     | In excess of \$20 billion                           |

For the period ended December 31, 2016, the annualized effective investment management fee rate was 1.000% of the Fund's average daily net assets.

**b. Administrative Fees**

Under an agreement with Advisers, FT Services provides administrative services to the Fund. The fee is paid by Advisers based on the Fund's average daily net assets, and is not an additional expense of the Fund.

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TEMPLETON EMERGING MARKETS INCOME FUND  
NOTES TO FINANCIAL STATEMENTS

**3. Transactions with Affiliates** (continued)

**c. Investments in Affiliated Management Investment Companies**

The Fund invests in one or more affiliated management investment companies for purposes other than exercising a controlling influence over the management or policies. Management fees paid by the Fund are waived on assets invested in the affiliated management investment companies, as noted in the Statements of Operations, in an amount not to exceed the management and administrative fees paid directly or indirectly by each affiliate. Prior to September 1, 2013, the waiver was accounted for as a reduction to management fees. During the period ended December 31, 2016, the Fund held investments in affiliated management investment companies as follows:

|                                     | Number of<br>Shares Held<br>at<br>Beginning<br>of Period |             | Gross          |            | Number of<br>Shares<br>Held at End<br>of Period |    | Value<br>at End<br>of Period |     | Investment<br>Income | Realized<br>Gain<br>(Loss) | % of<br>Affiliated<br>Fund Shares<br>Outstanding<br>Held at End<br>of Period |
|-------------------------------------|--|-------------|----------------|------------|---|----|------------------------------|-----|----------------------|----------------------------|--|
|                                     | Additions  | Reductions  |                |            |   |    |                              |     |                      |                            |  |
| <b>Non-Controlled Affiliates</b>    |  |             |                |            |   |    |                              |     |                      |                            |  |
| Institutional Fiduciary Trust Money |  |             |                |            |   |    |                              |     |                      |                            |  |
| Market Portfolio, 0.09%             | 91,119,633   | 137,726,314 | (173,468,875 ) | 55,377,072 | \$ 55,377,072                                   | \$ | 2,346                        | \$- |                      | 0.3 %                      |  |

**4. Expense Offset Arrangement**

The Fund has entered into an arrangement with its custodian whereby credits realized as a result of uninvested cash balances are used to reduce a portion of the Fund's custodian expenses. During the period ended December 31, 2016, the custodian fees were reduced as noted in the Statements of Operations.

**5. Income Taxes**

The tax character of distributions paid during the period ended December 31, 2016, years ended August 31, 2016 and August 31, 2015, was as follows:

|                          | December 31, |               | August 31,    |  |
|--------------------------|--------------|---------------|---------------|--|
|                          | 2016         | 2016          | 2015          |  |
| Distributions paid from: |              |               |               |  |
| Ordinary income          | \$ 6,585,140 | \$ 19,203,610 | \$ 38,096,344 |  |
| Long term capital gain   | 986,442      | 1,042,123     | 16,828,245    |  |
|                          | \$ 7,571,582 | \$ 20,245,733 | \$ 54,924,589 |  |
| Return of capital        | 11,627,785   | 19,199,367    | —             |  |

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\$ 19,199,367 \$ 39,445,100 \$ 54,924,589

At December 31, 2016, the cost of investments, net unrealized appreciation (depreciation) and undistributed long term capital gains for income tax purposes were as follows:

|  |    |               |
|--|----|---------------|
| Cost of investments  | \$ | 619,355,277   |
| Unrealized appreciation  | \$ | 13,456,500    |
| Unrealized depreciation  |    | (73,323,258 ) |
| Net unrealized appreciation (depreciation)                     | \$ | (59,866,758 ) |
| Distributable earnings - undistributed long term capital gains | \$ | 1,176,607     |

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## TEMPLETON EMERGING MARKETS INCOME FUND NOTES TO FINANCIAL STATEMENTS

Differences between income and/or capital gains as determined on a book basis and a tax basis are primarily due to differing treatments of defaulted securities, foreign currency transactions, bond discounts and premiums, swaps and inflation related adjustments on foreign securities.

### 6. Investment Transactions

Purchases and sales of investments (excluding short term securities) for the period ended December 31, 2016, aggregated \$54,612,676 and \$61,852,215, respectively.

### 7. Credit Risk and Defaulted Securities

At December 31, 2016, the Fund had 63.1% of its portfolio invested in high yield or other securities rated below investment grade. These securities may be more sensitive to economic conditions causing greater price volatility and are potentially subject to a greater risk of loss due to default than higher rated securities.

The Fund held defaulted securities and/or other securities for which the income has been deemed uncollectible. At December 31, 2016, the aggregate value of these securities was \$1,584,971, representing 0.3% of the Fund's net assets. The Fund discontinues accruing income on securities for which income has been deemed uncollectible and provides an estimate for losses on interest receivable. The securities have been identified in the accompanying Statement of Investments.

### 8. Concentration of Risk

Investing in foreign securities may include certain risks and considerations not typically associated with investing in U.S. securities, such as fluctuating currency values and changing local and regional economic, political and social conditions, which may result in greater market volatility. In addition, certain foreign securities may not be as liquid as U.S. securities.

### 9. Restricted Securities

The Fund invests in securities that are restricted under the Securities Act of 1933 (1933 Act) or which are subject to legal, contractual, or other agreed upon restrictions on resale. Restricted securities are often purchased in private placement transactions, and cannot be sold without prior registration unless the sale is pursuant to an exemption under the 1933 Act. Disposal of these securities may require greater effort and expense, and prompt sale at an acceptable price may be difficult. The Fund may have registration rights for restricted securities. The issuer generally incurs all registration costs.

At December 31, 2016, the Fund held investments in restricted securities, excluding certain securities exempt from registration under the 1933 Act deemed to be liquid, as follows:

| Principal  |  | Acquisition |               |               |
|--|--|-------------|---------------|---------------|
| Amount/  |  | Date        | Cost          | Value         |
| Warrants   | Issuer   |             |               |               |
| 4,375  | <sup>a</sup> Edcon Holdings Ltd., F wts., 2/20/49                        | 11/27/15    | \$ 46         | \$ —          |
| 78,291,411   | <sup>a</sup> Edcon Holdings Ltd., F1 wts., 2/20/49                       | 11/27/15    | 829,537       | —             |
| 6,340,039  | <sup>a</sup> Edcon Holdings Ltd., F2 wts., 2/20/49                       | 11/27/15    | 67,176        | —             |
| 14,400,000   | Reventazon Finance Trust, secured bond, first lien, 144A, 8.0%, 11/15/33 | 12/18/13    | 14,400,000    | 14,472,994    |
| <b>Total Restricted Securities</b> (Value is 2.5% of Net Assets) |  |             | \$ 15,296,759 | \$ 14,472,994 |

<sup>a</sup>The Fund also invests in unrestricted securities of the issuer, valued at \$16,901,666 as of December 31, 2016.

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TEMPLETON EMERGING MARKETS INCOME FUND  
NOTES TO FINANCIAL STATEMENTS

**10. Other Derivative Information**

At December 31, 2016, the Fund's investments in derivative contracts are reflected in the Statement of Assets and Liabilities as follows:

| Derivative Contracts<br>Not Accounted for as<br>Hedging Instruments | Asset Derivatives  |              | Liability Derivatives  |                |
|---|--|--------------|--|----------------|
|   | Statement of<br>Assets and Liabilities                       | Fair Value   | Statement of<br>Assets and Liabilities                       | Fair Value     |
| Interest rate contracts   | Variation margin   | \$ 27,321 a  | Variation margin   | \$ 2,693,039 a |
| Foreign exchange contracts  | Unrealized appreciation on OTC<br>forward exchange contracts | 5,779,652    | Unrealized depreciation on OTC<br>forward exchange contracts | 490,468        |
| Value recovery instruments  | Investments in securities, at value                          | 3,076,535    |  | —              |
| Totals  |  | \$ 8,883,508 |  | \$ 3,183,507   |

aThis amount reflects the cumulative appreciation (depreciation) of centrally cleared swap contracts as reported in the Statement of Investments. Only the variation margin receivable/payable at period end is separately reported within the Statement of Assets and Liabilities. Prior variation margin movements were recorded to cash upon receipt or payment.

For the period ended December 31, 2016, the effect of derivative contracts in the Fund's Statements of Operations was as follows:

| Derivative Contracts<br>Not Accounted for as<br>Hedging Instruments | Statements of<br>Operations Locations | Net Realized<br>Gain (Loss) for<br>the Period | Statements of<br>Operations Locations   | Net Change in<br>Unrealized<br>Appreciation<br>(Depreciation)<br>for the Period |
|---|---------------------------------------|---|---|---|
|   |                                       |   |   |   |
|   | Net realized gain (loss) from:        |   | Net change in unrealized<br>appreciation (depreciation) on:                         |   |
| Interest rate contracts   | Swap contracts                        | \$ 176,895                                    | Swap contracts  | \$ 13,556,267   |
| Foreign exchange contracts  | Foreign currency transactions         | 353,507 b                                     | Translation of other assets and<br>liabilities denominated in<br>foreign currencies | 10,234,435 b  |
| Value recovery instruments  | Investments                           | —   | Investments   | (182,625 )  |
| Totals  |                                       | \$ 530,402                                    |   | \$ 23,608,077   |

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bForward exchange contracts are included in net realized gain (loss) from foreign currency transactions and net change in unrealized appreciation (depreciation) on translation of other assets and liabilities denominated in foreign currencies in the Statements of Operations.

At December 31, 2016, the Fund's OTC derivative assets and liabilities are as follows:

### Gross and Net Amounts of Assets and Liabilities Presented in the Statement of Assets and Liabilities

|                            | Assets <sup>a</sup> | Liabilities <sup>a</sup> |
|----------------------------|---------------------|--------------------------|
| <b>Derivatives</b>         |                     |                          |
| Forward exchange contracts | \$5,779,652         | \$490,468                |

aAbsent an event of default or early termination, OTC derivative assets and liabilities are presented gross and not offset in the Statement of Assets and Liabilities.

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TEMPLETON EMERGING MARKETS INCOME FUND  
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At December 31, 2016, the Fund's OTC derivative assets, which may be offset against the Fund's OTC derivative liabilities and collateral received from the counterparty, are as follows:

|                     | <b>Amounts Not Offset in the<br/>Statement of Assets and Liabilities</b>                            |   |  |   |  |
|---------------------|---|---|--|---|--|
|                     | <b>Gross<br/>Amounts of<br/>Assets Presented in<br/>the Statement of<br/>Assets and Liabilities</b> | <b>Financial<br/>Instruments<br/>Available for<br/>Offset</b> | <b>Financial<br/>Instruments<br/>Collateral<br/>Received<sup>a</sup></b> | <b>Cash<br/>Collateral<br/>Received<sup>b</sup></b> | <b>Net Amount<br/>(Not less<br/>than zero)</b> |
| <b>Counterparty</b> |   |   |  |   |  |
| BOFA                | \$ 93,397   | \$ —  | \$ —   | (20,000)  | \$ 73,397                                      |
| BZWS                | 402,226   | —   | —  | (402,226)   | —  |
| CITI                | 382,946   | —   | —  | (310,000)   | 72,946   |
| DBAB                | 679,222   | (313,433)   | —  | (365,789)   | —  |
| GSCO                | 191,644   | —   | —  | (191,644)   | —  |
| HSBK                | 1,624,139   | (48,697)  | (1,341,941)  | —   | 233,501  |
| JPHQ                | 588,133   | (124,263)   | (463,870)  | —   | —  |
| MSCO                | 30,500  | —   | —  | (30,500)  | —  |
| SCNY                | 1,787,445   | (4,075)   | (692,370)  | (1,091,000)   | —  |
| <b>Total</b>        | <b>\$ 5,779,652</b>   | <b>\$ (490,468)</b>   | <b>\$ (2,498,181)</b>  | <b>\$ (2,411,159)</b>                               | <b>\$ 379,844</b>                              |

<sup>a</sup>At December 31, 2016, the Fund received United Kingdom Treasury Bonds and Notes, U.S. Government and Agency Securities and U.S. Treasury Bonds and Notes as collateral for derivatives.

<sup>b</sup>In some instances, the collateral amounts disclosed in the table above were adjusted due to the requirement to limit collateral amounts to avoid the effect of overcollateralization. Actual collateral received and/or pledged may be more than the amounts disclosed herein.

At December 31, 2016, the Fund's OTC derivative liabilities, which may be offset against the Fund's OTC derivative assets and collateral pledged to the counterparty, are as follows:

|  | <b>Amounts Not Offset in the<br/>Statement of Assets and<br/>Liabilities</b> |                  |                  |
|--|--|------------------|------------------|
|  | <b>Gross<br/>Amounts of</b>  | <b>Financial</b> | <b>Financial</b> |

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| Counterparty | Liabilities Presented in the Statement of Assets and Liabilities | Instruments          | Instruments        | Cash               | Net Amount           |
|--------------|--|----------------------|--------------------|--------------------|----------------------|
|              |  | Available for Offset | Collateral Pledged | Collateral Pledged | (Not less than zero) |
| BOFA         | \$ —   | \$ —                 | —                  | \$ —               | —                    |
| BZWS.        | —  | —                    | —                  | —                  | —                    |
| CITI         | —  | —                    | —                  | —                  | —                    |
| DBAB         | 313,433  | (313,433 )           | —                  | —                  | —                    |
| GSCO         | —  | —                    | —                  | —                  | —                    |
| HSBK         | 48,697   | (48,697 )            | —                  | —                  | —                    |
| JPHQ         | 124,263  | (124,263 )           | —                  | —                  | —                    |
| MSCO         | —  | —                    | —                  | —                  | —                    |
| SCNY         | 4,075  | (4,075 )             | —                  | —                  | —                    |
| Total.       | \$ 490,468   | \$ (490,468 )        | —                  | \$ —               | —                    |

For the period ended December 31, 2016, the average month end fair value of derivatives represented 3.04% of average month end net assets. The average month end number of open derivative contracts for the period was 45.

See Note 1(c) regarding derivative financial instruments.

See Abbreviations on page 30.

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TEMPLETON EMERGING MARKETS INCOME FUND  
NOTES TO FINANCIAL STATEMENTS

**10. Other Derivative Information** (continued)

**11. Fair Value Measurements**

The Fund follows a fair value hierarchy that distinguishes between market data obtained from independent sources (observable inputs) and the Fund's own market assumptions (unobservable inputs). These inputs are used in determining the value of the Fund's financial instruments and are summarized in the following fair value hierarchy:

- Level 1 – quoted prices in active markets for identical financial instruments
- Level 2 – other significant observable inputs (including quoted prices for similar financial instruments, interest rates, prepayment speed, credit risk, etc.)
- Level 3 – significant unobservable inputs (including the Fund's own assumptions in determining the fair value of financial instruments)

The input levels are not necessarily an indication of the risk or liquidity associated with financial instruments at that level.

For movements between the levels within the fair value hierarchy, the Fund has adopted a policy of recognizing the transfers as of the date of the underlying event which caused the movement.

A summary of inputs used as of December 31, 2016, in valuing the Fund's assets and liabilities carried at fair value, is as follows:

|   | Level 1        | Level 2        | Level 3       | Total          |
|---|----------------|----------------|---------------|----------------|
| <b>Assets:</b>  |                |                |               |                |
| Investments in Securities:                            |                |                |               |                |
| Equity Investments <sup>a</sup>                       | \$ 63,710      | \$             | \$            | \$ 63,710      |
| Foreign Government and Agency Securities <sup>c</sup> |                | 381,636,812    |               | 381,636,812    |
| Quasi-Sovereign and Corporate Bonds <sup>c</sup>      |                | 40,149,952     | 14,472,994    | 54,622,946     |
| Short Term Investments                                | 105,376,222    | 17,788,829     |               | 123,165,051    |
| Total Investments in Securities                       | \$ 105,439,932 | \$ 439,575,593 | \$ 14,472,994 | \$ 559,488,519 |
| Other Financial Instruments:                          |                |                |               |                |
| Forward Exchange Contracts                            | \$             | \$ 5,779,652   | \$            | \$ 5,779,652   |
| Swap Contracts.                                       |                | 27,321         |               | 27,321         |
| Total Other Financial Instruments                     | \$             | \$ 5,806,973   | \$            | \$ 5,806,973   |
| <b>Liabilities:</b>                                   |                |                |               |                |
| Other Financial Instruments:                          |                |                |               |                |
| Forward Exchange Contracts                            | \$             | \$ 490,468     | \$            | \$ 490,468     |
| Swap Contracts.                                       |                | 2,693,039      |               | 2,693,039      |
| Total Other Financial Instruments                     | \$             | \$ 3,183,507   | \$            | \$ 3,183,507   |

<sup>a</sup>Includes common stocks and other equity investments.

<sup>b</sup>Includes securities determined to have no value at December 31, 2016.

<sup>c</sup>For detailed categories, see the accompanying Statement of Investments.



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NOTES TO FINANCIAL STATEMENTS

A reconciliation of assets in which Level 3 inputs are used in determining fair value is presented when there are significant Level 3 financial instruments at the end of the period. At December 31, 2016, the reconciliation of assets is as follows:

|                                     | Balance at    |           |             | Net      | Net             | Net Change in              |
|-------------------------------------|---------------|-----------|-------------|----------|-----------------|----------------------------|
|                                     | Beginning of  | Purchases | Transfers   | Realized | Unrealized      | Unrealized                 |
|                                     | Period        | (Sales)   | Into        | Gain     | Appreciation    | Appreciation               |
|                                     |               |           | (Out of)    | (Loss)   | (Depreciation)  | (Depreciation)             |
|                                     |               |           | Level 3     |          |                 | on Assets                  |
|                                     |               |           | Adjustments |          |                 | at End                     |
|                                     |               |           |             |          |                 | of                         |
|                                     |               |           |             |          |                 | Period                     |
|                                     |               |           |             |          |                 | Period                     |
| <b>Assets:</b>                      |               |           |             |          |                 |                            |
| <b>Investments in Securities:</b>   |               |           |             |          |                 |                            |
| Quasi-Sovereign and Corporate Bonds | \$ 15,288,746 | \$-       | \$-         | \$-      | \$-\$ (815,752) | \$14,472,994 \$ (815,752 ) |

Significant unobservable valuation inputs developed by the VC for material Level 3 financial instruments and impact to fair value as a result of changes in unobservable valuation inputs as of December 31, 2016, are as follows:

| Description                         | Fair Value at |                            |  | Unobservable Input         | Amount | Impact to Fair Value if Input Increases <sup>a</sup> |
|-------------------------------------|---------------|----------------------------|--|----------------------------|--------|--|
|                                     | End of Period | Valuation Technique        |  |                            |        |  |
| <b>Assets:</b>                      |               |                            |  |                            |        |  |
| <b>Investments in Securities:</b>   |               |                            |  |                            |        |  |
| Quasi-Sovereign and Corporate Bonds | 14,472,994    | Discounted cash flow model |  | Discount rate <sup>b</sup> | 8.0 %  | Decrease <sup>c</sup>                                |

<sup>a</sup>Represents the directional change in the fair value of the Level 3 financial instruments that would result from a significant and reasonable increase in the corresponding input. A significant and reasonable decrease in the input would have the opposite effect. Significant impacts, if any, to fair value and/or net assets have been indicated.

<sup>b</sup>The discount rate is comprised of the risk-free rate, the 10-year Costa Rican CDS spread, and an incremental credit spread that combines with the first two components to

arrive at an 8% yield on issue date for an 8% coupon bond issued at par.

<sup>c</sup>Represents a significant impact to fair value and net assets.

**12. Investment Company Reporting Modernization**

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In October 2016, the U.S. Securities and Exchange Commission adopted new rules and amended existing rules (together, final rules) intended to modernize the reporting and disclosure of information by registered investment companies. In part, the final rules amend Regulation S-X and require standardized, enhanced disclosures about derivatives in investment company financial statements, as well as other amendments. The compliance date for the amendments to Regulation S-X is August 1, 2017. Management is currently evaluating the impact that the adoption of the amendments to Regulation S-X will have on the Fund's financial statements and related disclosures.

### **13. Subsequent Events**

The Fund has evaluated subsequent events through the issuance of the financial statements and determined that no events have occurred that require disclosure.

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TEMPLETON EMERGING MARKETS INCOME FUND

NOTES TO FINANCIAL STATEMENTS

**Abbreviations**

**Counterparty**

|             |                               |
|-------------|-------------------------------|
| <b>BOFA</b> | Bank of America Corp.         |
| <b>BZWS</b> | Barclays Bank PLC             |
| <b>CITI</b> | Citigroup, Inc.               |
| <b>DBAB</b> | Deutsche Bank AG              |
| <b>GSCO</b> | The Goldman Sachs Group, Inc. |
| <b>HSBK</b> | HSBC Bank PLC                 |
| <b>JPHQ</b> | JPMorgan Chase & Co.          |
| <b>LCH</b>  | LCH Clearnet LLC              |
| <b>MSCO</b> | Morgan Stanley                |
| <b>SCNY</b> | Standard Chartered Bank       |

**Currency**

|            |                      |
|------------|----------------------|
| <b>ARS</b> | Argentine Peso       |
| <b>BRL</b> | Brazilian Real       |
| <b>COP</b> | Colombian Peso       |
| <b>EUR</b> | Euro                 |
| <b>GHS</b> | Ghanaian Cedi        |
| <b>IDR</b> | Indonesian Rupiah    |
| <b>INR</b> | Indian Rupee         |
| <b>LKR</b> | Sri Lankan Rupee     |
| <b>MXN</b> | Mexican Peso         |
| <b>USD</b> | United States Dollar |
| <b>ZAR</b> | South African Rand   |

**Selected Portfolio**

|              |                               |
|--------------|-------------------------------|
| <b>BBA</b>   | British Bankers Association   |
| <b>FRN</b>   | Floating Rate Note            |
| <b>GDP</b>   | Gross Domestic Product        |
| <b>LIBOR</b> | London InterBank Offered Rate |
| <b>PIK</b>   | Payment-In-Kind               |
| <b>VRI</b>   | Value Recovery Instruments    |

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TEMPLETON EMERGING MARKETS INCOME FUND

## **Report of Independent Registered Public Accounting Firm**

### **To the Board of Trustees and Shareholders of Templeton Emerging Markets Income Fund**

In our opinion, the accompanying statement of assets and liabilities, including the statement of investments, and the related statements of operations and of changes in net assets and the financial highlights present fairly, in all material respects, the financial position of Templeton Emerging Markets Income Fund (the "Fund") as of December 31, 2016, the results of its operations, the changes in its net assets and the financial highlights for each of periods presented, in conformity with accounting principles generally accepted in the United States of America. These financial statements and financial highlights (hereafter referred to as "financial statements") are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits, which included confirmation of securities as of December 31, 2016 by correspondence with the custodian, transfer agent and brokers, provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP

San Francisco, California February 15, 2017

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TEMPLETON EMERGING MARKETS INCOME FUND

**Tax Information (unaudited)**

Under Section 852(b)(3)(C) of the Internal Revenue Code (Code), the Fund hereby reports the maximum amount allowable but no less than \$986,442 as a long term capital gain dividend for the fiscal year ended December 31, 2016.

Under Section 871(k)(2)(C) of the Code, the Fund hereby reports the maximum amount allowable but no less than \$190,165 as a short term capital gain dividend for purposes of the tax imposed under Section 871(a)(1)(A) of the Code for the fiscal year ended December 31, 2016.

At August 31, 2016, more than 50% of the Fund's total assets were invested in securities of foreign issuers. In most instances, foreign taxes were withheld from income paid to the Fund on these investments. As shown in the table below, the Fund hereby reports to shareholders the foreign source income and foreign taxes paid, pursuant to Section 853 of the Code. This written statement will allow shareholders of record on September 29, 2016 to treat their proportionate share of foreign taxes paid by the Fund as having been paid directly by them. The shareholder shall consider these amounts as foreign taxes paid in the tax year in which they receive the Fund distribution.

The following table provides a detailed analysis of foreign tax paid, and foreign source income, and foreign source qualified dividends as reported by the Fund, to shareholders of record.

|    | <b>Foreign Tax Paid</b> |    | <b>Foreign Source</b> |  | <b>Foreign Source</b> |
|----|-------------------------|----|-----------------------|--|-----------------------|
|    | <b>Per Share</b>        |    | <b>Income</b>         |  | <b>Qualified</b>      |
|    |                         |    | <b>Per Share</b>      |  | <b>Dividends Per</b>  |
|    |                         |    |                       |  | <b>Share</b>          |
| \$ | 0.0066                  | \$ | 0.8573                |  | \$-                   |

Foreign Tax Paid Per Share (Column 1) is the amount per share available to you, as a tax credit (assuming you held your shares in the Fund for a minimum of 16 days during the 31-day period beginning 15 days before the ex-dividend date of the Fund's distribution to which the foreign taxes relate), or, as a tax deduction.

Foreign Source Income Per Share (Column 2) is the amount per share of income dividends attributable to foreign securities held by the Fund, plus any foreign taxes withheld on these dividends. The amounts reported include foreign source qualified dividends that have not been adjusted for the rate differential applicable to such dividend income.<sup>1</sup>

Foreign Source Qualified Dividends Per Share (Column 3) is the amount per share of foreign source qualified dividends, plus any foreign taxes withheld on these dividends. These amounts represent the portion of the Foreign Source Income reported to you in column 2 that were derived from qualified foreign securities held by the Fund.<sup>1</sup>

By mid-February 2017, shareholders will receive Form 1099-DIV which will include their share of taxes paid and foreign source income distributed during the calendar year 2016. The Foreign Source Income reported on Form 1099-DIV has not been adjusted for the rate differential on foreign source qualified dividend income. Shareholders are advised to check with their tax advisors for information on the treatment of these amounts on their 2016 individual income tax returns.

<sup>1</sup>Qualified dividends are taxed at reduced long term capital gains tax rates. In determining the amount of foreign tax credit that may be applied against the U.S. tax liability of individuals receiving foreign source qualified dividends, adjustments may be required to the foreign tax credit limitation calculation to reflect the rate differential applicable to such dividend income. The rules however permit certain individuals to elect not to apply the rate differential adjustments for capital gains and/or dividends for any taxable year. Please consult your tax advisor and the instructions to Form 1116 for more information.



TEMPLETON EMERGING MARKETS INCOME FUND

## Dividend Reinvestment and Cash Purchase Plan

The Fund offers a Dividend Reinvestment and Cash Purchase Plan (the “Plan”) with the following features:

If shares of the Fund are held in the shareholder’s name, the shareholder will automatically be a participant in the Plan unless the shareholder elects to withdraw. If the shares are registered in the name of a broker-dealer or other nominee (i.e., in “street name”), the broker-dealer or nominee will elect to participate in the Plan on the shareholder’s behalf unless the shareholder instructs them otherwise, or unless the reinvestment service is not provided by the broker-dealer or nominee.

To receive dividends or distributions in cash, the shareholder must notify American Stock Transfer and Trust Company LLC (the “Plan Administrator”) at P.O. Box 922, Wall Street Station, New York, NY 10269-0560 or the institution in whose name the shares are held. The Plan Administrator must receive written notice ten business days before the record date for the distribution.

Whenever the Fund declares dividends in either cash or shares of the Fund, if the market price is equal to or exceeds net asset value at the valuation date, the participant will receive the dividends entirely in new shares at a price equal to the net asset value, but not less than 95% of the then current market price of the Fund’s shares. If the market price is lower than net asset value or if dividends and/or capital gains distributions are payable only in cash, the participant will receive shares purchased on the New York Stock Exchange or otherwise on the open market.

A participant has the option of submitting additional cash payments to the Plan Administrator, in any amounts of at least \$100, up to a maximum of \$5,000 per month, for the purchase of Fund shares for his or her account. These payments can be made by check payable to American Stock Transfer and Trust Company LLC and sent to American Stock Transfer and Trust Company LLC, P.O. Box 922, Wall Street Station, New York, NY 10269-0560, Attention: Templeton Emerging Markets Income Fund. The Plan Administrator will apply such payments (less a \$5.00 service charge and less a pro rata share of trading fees) to purchases of the Fund’s shares on the open market.

The automatic reinvestment of dividends and/or capital gains does not relieve the participant of any income tax that may be payable on dividends or distributions.

Whenever shares are purchased on the New York Stock Exchange or otherwise on the open market, each participant will pay a pro rata portion of trading fees. Trading fees will be deducted from amounts to be invested. The Plan Administrator’s fee for a sale of shares through the Plan is \$15.00 per transaction plus a \$0.12 per share trading fee.

A participant may withdraw from the Plan without penalty at any time by written notice to the Plan Administrator sent to American Stock Transfer and Trust Company LLC, P.O. Box 922, Wall Street Station, New York, NY 10269-0560. Upon withdrawal, the participant will receive, without charge, share certificates issued in the participant’s name for all full shares held by the Plan Administrator; or, if the participant wishes, the Plan Administrator will sell the participant’s shares and send the proceeds to the participant, less a service charge of \$15.00 and less trading fees of \$0.12 per share. The Plan Administrator will convert any fractional shares held at the time of withdrawal to cash at current market price and send a check to the participant for the net proceeds.

For more information, please see the Plan’s Terms and Conditions located at the back of this report.

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TEMPLETON EMERGING MARKETS INCOME FUND

### **Transfer Agent**

American Stock Transfer and Trust Company, LLC P.O. Box 922, Wall Street Station New York, NY 1029-0560

(800) 416-5585 [www.amstock.com](http://www.amstock.com)

### **Direct Deposit Service for Registered Shareholders**

Cash distributions can now be electronically credited to a checking or savings account at any financial institution that participates in the Automated Clearing House ( ACH ) system. The Direct Deposit service is provided for registered shareholders at no charge. To enroll in the service, access your account online by going to [www.amstock.com](http://www.amstock.com) or dial (800) 416-5585 (toll free) and follow the instructions. Direct Deposit will begin with the next scheduled distribution payment date following enrollment in the service.

### **Direct Registration**

If you are a registered shareholder of the Fund, purchases of shares of the Fund can be electronically credited to your Fund account at American Stock Transfer and Trust Company LLC through Direct Registration. This service provides shareholders with a convenient way to keep track of shares through book entry transactions, electronically move book-entry shares between broker-dealers, transfer agents and DRS eligible issuers, and eliminate the possibility of lost certificates. For additional information, please contact American Stock Transfer and Trust Company LLC at (800) 416-5585.

### **Shareholder Information**

Shares of Templeton Emerging Markets Income Fund are traded on the New York Stock Exchange under the symbol TEI. Information about the net asset value and the market price is published each Monday in the Wall Street Journal, weekly in Barron's and each Saturday in The New York Times and other newspapers. Daily market prices for the Fund's shares are published in the New York Stock Exchange Composite Transactions section of newspapers.

For current information about dividends and shareholder accounts, call (800) 416-5585. Registered shareholders can access their Fund account on-line. For information go to American Stock Transfer and Trust Company LLC's web site at [www.amstock.com](http://www.amstock.com) and follow the instructions.

The daily closing net asset value as of the previous business day may be obtained when available by calling Franklin Templeton Fund Information after 7 a.m. Pacific time any business day at (800) DIAL BEN/342-5236. The Fund's net asset value and dividends are also listed on the NASDAQ Stock Market, Inc.'s Mutual Fund Quotation Service ( NASDAQ MFQS ).

Shareholders not receiving copies of reports to shareholders because their shares are registered in the name of a broker or a custodian can request that they be added to the Fund's mailing list, by writing Templeton Emerging Markets Income Fund, 100 Fountain Parkway, P.O. Box 33030, St. Petersburg, FL, 33733-8030.

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TEMPLETON EMERGING MARKETS INCOME FUND

## Board Members and Officers

The name, year of birth and address of the officers and board members, as well as their affiliations, positions held with the Trust, principal occupations during at least the past five years and number of U.S. registered portfolios overseen in the Franklin Templeton Investments fund complex, are shown below. Generally, each board member serves until that person's successor is elected and qualified.

### Independent Board Members

| 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  |
|---|----------|-----------------------|--|--|
| <b>Harris J. Ashton (1932)</b><br>300 S.E. 2nd Street<br>Fort Lauderdale, FL 33301-1923   | Trustee  | Since 1992            | 142  | Bar-S Foods (meat packing company) (1981-2010).  |
| <b>Principal Occupation During at Least the Past 5 Years:</b>   |          |                       |  |  |
| Director of various companies; and <b>formerly</b> , 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). |          |                       |  |  |
| <b>Ann Torre Bates (1958)</b><br>300 S.E. 2nd Street<br>Fort Lauderdale, FL 33301-1923  | Trustee  | Since 2008            | 42   | Ares Capital Corporation (specialty finance company) (2010-present), United Natural Foods, Inc. (distributor of natural, organic and specialty foods) (2013-present), Allied Capital Corporation (financial services) (2003-2010), SLM Corporation (Sallie Mae) (1997-2014) and Navient Corporation (loan management, servicing and asset recovery) (2014-2016). |
| <b>Principal Occupation During at Least the Past 5 Years:</b>   |          |                       |  |  |
| Director of various companies; and <b>formerly</b> , Executive Vice President and Chief Financial Officer, NHP Incorporated (manager of multifamily housing) (1995-1997); and Vice President and Treasurer, US Airways, Inc. (until 1995).                  |          |                       |  |  |
| <b>Mary C. Choksi (1950)</b><br>300 S.E. 2nd Street<br>Fort Lauderdale, FL 33301-1923   | Trustee  | Since October 2016    | 136  | Avis Budget Group Inc. (car rental) (2007-present), Omnicom Group Inc. (advertising and marketing communications services)   |

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(2011-present) and H.J. Heinz Company (processed foods and allied products) (1998-2006).

**Principal Occupation During at Least the Past 5 Years:**

Senior Advisor, Strategic Investment Group (investment management group) (2015-present); director of various companies; and **formerly**, 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).

|  |   |   |  |
|--|---|---|--|
| <p><b>Edith E. Holiday (1952)</b><br/>300 S.E. 2nd Street<br/>Fort Lauderdale, FL 33301-1923</p> | <p>Lead<br/>Independent<br/>Trustee</p> | <p>Trustee since 142<br/>1996 and Lead<br/>Independent<br/>Trustee<br/>since 2007</p> | <p>Hess Corporation (exploration and refining 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) (November 2016), RTI International Metals, Inc. (manufacture and distribution of titanium) (1999-2015) and H.J. Heinz Company (processed foods and allied products) (1994-2013).</p> |
|--|---|---|--|

**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).

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## TEMPLETON EMERGING MARKETS INCOME FUND

**Independent Board Members** (continued)

| <b>Name, Year of Birth<br/>and Address</b>  | <b>Position</b> | <b>Length of<br/>Time Served</b> | <b>Number of Portfolios in<br/>Fund Complex Overseen<br/>by Board Member*</b> | <b>Other Directorships Held<br/>During at Least the Past 5 Years</b> |
|---|-----------------|----------------------------------|---|--|
| <b>J. Michael Luttig (1954)</b><br>300 S.E. 2nd Street<br>Fort Lauderdale, FL<br>33301-1923 | Trustee         | Since 2009                       | 142   | 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).

|  |         |            |    |   |
|--|---------|------------|----|---|
| <b>David W. Niemiec (1949)</b><br>300 S.E. 2nd Street<br>Fort Lauderdale, FL<br>33301-1923 | Trustee | Since 2005 | 42 | Emeritus Corporation (assisted living) (1999-2010) and OSI Pharmaceuticals, Inc. (pharmaceutical products) (2006-2010). |
|--|---------|------------|----|---|

**Principal Occupation During at Least the Past 5 Years:**

Advisor, Saratoga Partners (private equity fund); and **formerly**, Managing Director, Saratoga Partners (1998-2001) and SBC Warburg Dillon Read (investment banking) (1997-1998); Vice Chairman, Dillon, Read & Co. Inc. (investment banking) (1991-1997); and Chief Financial Officer,

Dillon, Read & Co. Inc. (1982-1997).

|   |         |            |     |   |
|---|---------|------------|-----|---|
| <b>Larry D. Thompson (1945)</b><br>300 S.E. 2nd Street<br>Fort Lauderdale, FL<br>33301-1923 | Trustee | Since 2005 | 142 | 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; John A. Sibley Professor of Corporate and Business Law, University of Georgia School of Law (2015-present);

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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).

**Constantine D.  
Tseretopoulos**

Trustee

Since 1990

26

None

(1954 )

300 S.E. 2nd Street  
Fort Lauderdale, FL  
33301-1923

**Principal Occupation During at Least the Past 5 Years:**

Physician, Chief of Staff, owner and operator of the Lyford Cay Hospital (1987-present); director of various nonprofit organizations; and **formerly**, Cardiology Fellow, University of Maryland (1985-1987); and Internal Medicine Resident, Greater Baltimore Medical Center (1982-1985).

**Robert E. Wade (1946)**

Trustee

Since 2007

42

El Oro Ltd (investments)

300 S.E. 2nd Street  
Fort Lauderdale, FL  
33301-1923

(2003-present).

**Principal Occupation During at Least the Past 5 Years:**

Attorney at law engaged in private practice (1972-2008) and member of various boards.

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TEMPLETON EMERGING MARKETS INCOME FUND

**Interested Board Members and Officers**

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

|                                    |         |            |     |      |
|------------------------------------|---------|------------|-----|------|
| <b>**Gregory E. Johnson (1961)</b> | Trustee | Since 2007 | 158 | None |
|------------------------------------|---------|------------|-----|------|

One Franklin Parkway  
San Mateo, CA 94403-1906

**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 44 of the investment companies in Franklin

Templeton Investments; Vice Chairman, Investment Company Institute; and **formerly**, President, Franklin Resources, Inc. (1994-2015).

|  |                        |                                   |     |      |
|--|------------------------|-----------------------------------|-----|------|
| <b>**Rupert H. Johnson, Jr. (1940)</b> | Chairman of the Board, | Chairman of the Board and Trustee | 142 | None |
|--|------------------------|-----------------------------------|-----|------|

One Franklin Parkway  
San Mateo, CA 94403-1906

Trustee and Vice President

Vice President since 1996

**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 42 of the investment companies in Franklin Templeton Investments.

|                              |                |            |                |                |
|------------------------------|----------------|------------|----------------|----------------|
| <b>Alison E. Baur (1964)</b> | Vice President | Since 2012 | Not Applicable | Not Applicable |
|------------------------------|----------------|------------|----------------|----------------|

One Franklin Parkway  
San Mateo, CA 94403-1906

**Principal Occupation During at Least the Past 5 Years:**

Deputy General Counsel, Franklin Templeton Investments; and officer of some of the other subsidiaries of Franklin Resources, Inc. and of 45 of the investment companies in Franklin Templeton Investments.

|                                 |  |            |                |                |
|---------------------------------|--|------------|----------------|----------------|
| <b>Laura F. Ferguson (1962)</b> | Chief Executive Officer – Finance and Administration | Since 2009 | Not Applicable | Not Applicable |
|---------------------------------|--|------------|----------------|----------------|

One Franklin Parkway  
San Mateo, CA 94403-1906

Executive Officer – Finance and Administration

**Principal Occupation During at Least the Past 5 Years:**

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Senior Vice President, Franklin Templeton Services, LLC; Vice President, Franklin Advisers, Inc. and Franklin Templeton Institutional, LLC; and

officer of 45 of the investment companies in Franklin Templeton Investments.

**Aliya S. Gordon (1973)**      Vice President    Since 2009      Not Applicable      Not Applicable

One Franklin Parkway

San Mateo, CA 94403-1906

**Principal Occupation During at Least the Past 5 Years:**

Senior Associate General Counsel, Franklin Templeton Investments; and officer of 45 of the investment companies in Franklin Templeton Investments.

**Steven J. Gray (1955)**      Vice President    Since 2009      Not Applicable      Not Applicable

One Franklin Parkway

San Mateo, CA 94403-1906

**Principal Occupation During at Least the Past 5 Years:**

Senior Associate General Counsel, Franklin Templeton Investments; Vice President, Franklin Templeton Distributors, Inc. and Franklin Alternative Strategies Advisers, LLC; and officer of 45 of the investment companies in Franklin Templeton Investments.

**Robert Lim (1948)**      Vice President    Since May 2016    Not Applicable      Not Applicable

One Franklin Parkway      – AML

San Mateo, CA 94403-1906    Compliance

**Principal Occupation During at Least the Past 5 Years:**

Vice President, Franklin Templeton Companies, LLC; Chief Compliance Officer, Franklin Templeton Distributors, Inc. and Franklin Templeton Investor Services, LLC; and officer of 45 of the investment companies in Franklin Templeton Investments.

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TEMPLETON EMERGING MARKETS INCOME FUND

**Interested Board Members and Officers** (continued)

| <b>Name, Year of Birth and Address</b>  | <b>Position</b>  | <b>Length of Time Served</b> | <b>Number of Portfolios in Fund Complex Overseen by Board Member*</b> | <b>Other Directorships Held During at Least the Past 5 Years</b> |
|---|--|------------------------------|---|--|
| <b>Christopher J. Molumphy (1962)</b><br>One Franklin Parkway<br>San Mateo, CA 94403-1906 | President and<br>Chief Executive<br>Officer-<br>Investment<br>Management | Since 2002                   | Not Applicable  | Not Applicable   |

**Principal Occupation During at Least the Past 5 Years:**

Director and Executive Vice President, Franklin Advisers, Inc.; Executive Vice President, Franklin Templeton Institutional, LLC; and officer of some of the other subsidiaries of Franklin Resources, Inc. and of 22 of the investment companies in Franklin Templeton Investments.

|  |                |            |                |                |
|--|----------------|------------|----------------|----------------|
| <b>Kimberly H. Novotny (1972)</b><br>300 S.E. 2nd Street<br>Fort Lauderdale, FL 33301-1923 | Vice President | Since 2013 | Not Applicable | Not Applicable |
|--|----------------|------------|----------------|----------------|

**Principal Occupation During at Least the Past 5 Years:**

Associate General Counsel, Franklin Templeton Investments; Vice President and Corporate Secretary, Fiduciary Trust International of the South; Vice President, Templeton Investment Counsel, LLC; Assistant Secretary, Franklin Resources, Inc.; and officer of 45 of the investment companies in Franklin Templeton Investments.

|   |  |            |                |                |
|---|--|------------|----------------|----------------|
| <b>Mark H. Otani (1968)</b><br>One Franklin Parkway<br>San Mateo, CA 94403-1906 | Treasurer,<br>Chief Financial<br>Officer and<br>Chief<br>Accounting<br>Officer | Since 2009 | Not Applicable | Not Applicable |
|---|--|------------|----------------|----------------|

**Principal Occupation During at Least the Past 5 Years:**

Treasurer, U.S. Fund Administration & Reporting, Franklin Templeton Investments; and officer of 14 of the investment companies in Franklin Templeton Investments.

|   |                                |            |                |                |
|---|--------------------------------|------------|----------------|----------------|
| <b>Robert C. Rosselot (1960)</b><br>300 S.E. 2nd Street<br>Fort Lauderdale, FL 33301-1923 | Chief<br>Compliance<br>Officer | Since 2013 | Not Applicable | Not Applicable |
|---|--------------------------------|------------|----------------|----------------|

**Principal Occupation During at Least the Past 5 Years:**

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Director, Global Compliance, Franklin Templeton Investments; Vice President, Franklin Templeton Companies, LLC; officer of 45 of the investment companies in Franklin Templeton Investments; and **formerly**, Senior Associate General Counsel, Franklin Templeton Investments (2007-2013); and Secretary and Vice President, Templeton Group of Funds (2004-2013).

**Karen L. Skidmore (1952)**      Vice President      Since 2009      Not Applicable      Not Applicable

One Franklin Parkway  
San Mateo, CA 94403-1906

**Principal Occupation During at Least the Past 5 Years:**

Senior Associate General Counsel, Franklin Templeton Investments; and officer of 45 of the investment companies in Franklin Templeton Investments.

**Navid J. Tofigh (1972)**      Vice President      Since 2015      Not Applicable      Not Applicable

One Franklin Parkway  
San Mateo, CA 94403-1906

**Principal Occupation During at Least the Past 5 Years:**

Associate General Counsel, Franklin Templeton Investments; and officer of 45 of the investment companies in Franklin Templeton Investments.

**Craig S. Tyle (1960)**      Vice President      Since 2005      Not Applicable      Not Applicable

One Franklin Parkway  
San Mateo, CA 94403-1906

**Principal Occupation During at Least the Past 5 Years:**

General Counsel and Executive Vice President, Franklin Resources, Inc.; and officer of some of the other subsidiaries of Franklin Resources, Inc. and of 45 of the investment companies in Franklin Templeton Investments.

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TEMPLETON EMERGING MARKETS INCOME FUND

**Interested Board Members and Officers** (continued)

| <b>Name, Year of Birth and Address</b>   | <b>Position</b>                 | <b>Length of Time Served</b>                                | <b>Number of Portfolios in Fund Complex Overseen by Board Member*</b> | <b>Other Directorships Held During at Least the Past 5 Years</b> |
|--|---------------------------------|---|---|--|
| <b>Lori A. Weber (1964)</b><br>300 S.E. 2nd Street<br>Fort Lauderdale, FL 33301-1923 | Secretary and<br>Vice President | Secretary since<br>2013 and Vice<br>President since<br>2011 | Not Applicable  | Not Applicable   |

**Principal Occupation During at Least the Past 5 Years:**

Senior Associate General Counsel, Franklin Templeton Investments; Assistant Secretary, Franklin Resources, Inc.; Vice President and Secretary, Templeton Investment Counsel, LLC; and officer of 45 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.

\*\*Gregory E. Johnson is considered to be an interested person of the Fund under the federal securities laws due to his position as an officer 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 officer 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.

Note 3: Effective May 13, 2016, Frank J. Crothers ceased to be a trustee of the Trust.

Note 4: Effective November 1, 2016, Frank A. Olson ceased to be a trustee of the Trust.

The Sarbanes-Oxley Act of 2002 and Rules adopted by the U.S. 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 each of Ann Torre Bates and David W. Niemiec as an audit committee financial expert. The Board believes that Ms. Bates and Mr. Niemiec qualify as such an expert in view of their extensive business background and experience. Ms. Bates has served as a member of the Fund Audit Committee since 2008. She currently serves as a director of Ares Capital Corporation (2010-present) and United Natural Foods, Inc. (2013-present) and was formerly a director of Navient Corporation from 2014 to 2016, SLM Corporation from 1997 to 2014 and Allied Capital Corporation from 2003 to 2010, Executive Vice President and Chief Financial Officer of NHP Incorporated from 1995 to 1997 and Vice President and Treasurer of US Airways, Inc. until 1995. Mr. Niemiec has served as a member of the Fund Audit Committee since 2005, currently serves as an Advisor to Saratoga Partners and was formerly its Managing Director from 1998 to 2001. Mr. Niemiec was formerly a director of Emeritus Corporation from 1999 to 2010 and OSI Pharmaceuticals, Inc. from 2006 to 2010, Managing Director of SBC Warburg Dillon Read from 1997 to 1998, and was Vice Chairman from 1991 to 1997 and Chief Financial Officer from 1982 to 1997 of Dillon, Read & Co. Inc. As a result of such background and experience, the Board believes that Ms. Bates and Mr. Niemiec have each 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. Bates and Mr. Niemiec are independent Board members as that term is defined under the applicable U.S. Securities and Exchange Commission Rules and Releases or the listing standards applicable to the Fund.

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TEMPLETON EMERGING MARKETS INCOME FUND

## Shareholder Information

### Proxy Voting Policies and Procedures

The Fund's investment manager has established Proxy Voting Policies and Procedures (Policies) that the Fund uses to determine how to vote proxies relating to portfolio securities. Shareholders may view the Fund's complete Policies online at [franklintempleton.com](http://franklintempleton.com). Alternatively, shareholders may request copies of the Policies free of charge by calling the Proxy Group collect at (954) 527-7678 or by sending a written request to: Franklin Templeton Companies, LLC, 300 S.E. 2nd Street, Fort Lauderdale, FL 33301, Attention: Proxy Group. Copies of the Fund's proxy voting records are also made available online at [franklintempleton.com](http://franklintempleton.com) and posted on the U.S. Securities and Exchange Commission's website at [sec.gov](http://sec.gov) and reflect the most recent 12-month period ended June 30.

### Quarterly Statement of Investments

The Fund files a complete statement of investments with the U.S. Securities and Exchange Commission for the first and third quarters for each fiscal year on Form N-Q. Shareholders may view the filed Form N-Q by visiting the Commission's website at [sec.gov](http://sec.gov). The filed form may also be viewed and copied at the Commission's Public Reference Room in Washington, DC. Information regarding the operations of the Public Reference Room may be obtained by calling (800) SEC-0330.

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## TERMS AND CONDITIONS OF DIVIDEND REINVESTMENT AND CASH PURCHASE PLAN

1. Each holder of shares (a "Shareholder") in Templeton Emerging Markets Income Fund (the "Fund") whose Fund shares are registered in his or her own name will automatically be a participant in the Dividend Reinvestment and Cash Purchase Plan (the "Plan"), unless any such Shareholder specifically elects in writing to receive all dividends and capital gains in cash, paid by check, mailed directly to the Shareholder. A Shareholder whose shares are registered in the name of a broker-dealer or other nominee (the "Nominee") will be a participant if (a) such a service is provided by the Nominee and (b) the Nominee makes an election on behalf of the Shareholder to participate in the Plan. Nominees intend to make such an election on behalf of Shareholders whose shares are registered in their names, as Nominee, unless a Shareholder specifically instructs his or her Nominee to pay dividends and capital gains in cash. American Stock Transfer and Trust Company LLC ("AST") will act as Plan Administrator and will open an account for each participating shareholder ("participant") under the Plan in the same name as that in which the participant's present shares are registered.
2. Whenever the Fund declares a distribution from capital gains or an income dividend payable in either cash or shares of the Fund ("Fund shares"), if the market price per share on the valuation date equals or exceeds the net asset value per share, participants will receive such dividend or distribution entirely in Fund shares, and AST shall automatically receive such Fund shares for participant accounts including aggregate fractions. The number of additional Fund shares to be credited to participant accounts shall be determined by dividing the equivalent dollar amount of the capital gains distribution or dividend payable to participants by the Fund's net asset value per share of the Fund shares on the valuation date, provided that the Fund shall not issue such shares at a price lower than 95% of the current market price per share. The valuation date will be the payable date for such distribution or dividend.
3. Whenever the Fund declares a distribution from capital gains or an income dividend payable only in cash, or if the Fund's net asset value per share exceeds the market price per share on the valuation date, AST shall apply the amount of such dividend or distribution payable to participants to the purchase of Fund shares on the open market (less their pro rata share of trading fees incurred with respect to open market purchases in connection with the reinvestment of such dividend or distribution). If, before AST has completed its purchases, the market price exceeds the net asset value per share, the average per share purchase price paid by AST may exceed the net asset value of the Fund's shares, resulting in the acquisition of fewer shares than if the dividend or capital gains distribution had been paid in shares issued by the Fund at net asset value per share. Such purchases will be made promptly after the payable date for such dividend or distribution, and in no event more than 30 days after such date except where temporary curtailment or suspension of purchase is necessary to comply with applicable provisions of the Federal securities laws.
4. A participant has the option of submitting additional payments to AST, in any amounts of at least \$100, up to a maximum of \$5,000 per month, for the purchase of Fund shares for his or her account. These payments may be made electronically through [www.amstock.com](http://www.amstock.com) or by check payable to "American Stock Transfer and Trust Company LLC" and sent to American Stock Transfer and Trust Company LLC, P.O. Box 922, Wall Street Station, New York, NY 10269-0560, Attention: Templeton Emerging Markets Income Fund. AST shall apply such payments (less a \$5.00 service charge and less a pro rata share of trading fees) to purchases of Fund shares on the open market, as discussed below in paragraph 6. AST shall make such purchases promptly on approximately the 15th of each month or, during a month in which a dividend or distribution is paid, beginning on the dividend payment date, and in no event more than 30 days after receipt, except where necessary to comply with provisions of Federal securities law. Any voluntary payment received less than two business days before an investment date shall be invested during the following month unless there are more than 30 days until the next investment date, in which case such payment will be returned to the participant. AST shall return to the participant his or her entire voluntary cash payment upon written notice of withdrawal received by AST not less than 48 hours before such payment is to be invested. Such written notice shall be sent to AST by the participant, as discussed below in paragraph 14.
5. For all purposes of the Plan: (a) the market price of the Fund's shares on a particular date shall be the last sale price on the New York Stock Exchange on that date if a business day and if not, on the preceding business day, or if there is no sale on such Exchange on such date, then the mean between the closing bid and asked quotations for such shares on such Exchange on such date, and (b) net asset value per share of the Fund's shares on a particular date shall be as determined by or on behalf of the Fund.
6. Open market purchases provided for above may be made on any securities exchange where Fund shares are traded, in the over-the-counter market or in negotiated transactions and may be on such terms as to price, delivery and otherwise as AST shall determine. Participant funds held by AST uninvested will not bear interest, and it is understood that, in any event, AST shall have no liability in connection with any inability to purchase Fund shares within 30 business days after the payable date for any dividend or distribution as herein provided, or with the timing of any purchases effected. AST shall have no responsibility as to the value of the Fund shares acquired for participant accounts. For the purposes of purchases in the open market, AST may aggregate purchases with those of other participants, and the average price (including trading fees) of all shares purchased by AST shall be the price per share allocable to all participants.
7. AST will hold shares acquired pursuant to this Plan, together with the shares of other participants acquired pursuant to this Plan, in its name or that of its nominee. AST will forward to participants any proxy solicitation material and will vote any shares so held for participants only in accordance with the proxies returned by participants to the Fund. Upon written request, AST will deliver to participants, without charge, a certificate or certificates for all or a portion of the full shares held by AST.
8. AST will confirm to participants each acquisition made for an account as soon as practicable but not later than 60 business days after the date thereof. AST will send to participants a detailed account statement showing total dividends and distributions, date of investment, shares acquired and price per share, and total shares of record for the account. Although participants may from time to time have an undivided fractional interest (computed to three decimal places) in a share of the Fund, no certificates for a fractional share will be issued. However, dividends and distributions on fractional shares will be credited to participant accounts. In the event of termination of an account under the Plan, AST will adjust for any such undivided fractional interest in cash at the market price of the Fund's shares on the date of termination.

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9. Any share dividends or split shares distributed by the Fund on shares held by AST for participants will be credited to participant accounts. In the event that the Fund makes available to its shareholders transferable rights to purchase additional Fund shares or other securities, AST will sell such rights and apply the proceeds of the sale to the purchase of additional Fund shares for the participant accounts. The shares held for participants under the Plan will be added to underlying shares held by participants in calculating the number of rights to be issued.

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**TERMS AND CONDITIONS OF DIVIDEND REINVESTMENT AND CASH PURCHASE PLAN** (continued)

10. AST's service charge for capital gains or income dividend purchases will be paid by the Fund when shares are issued by the Fund or purchased on the open market. AST will deduct a \$5.00 service charge from each voluntary cash payment. Participants will be charged a pro rata share of trading fees on all open market purchases.

11. Participants may withdraw shares from such participant's account or terminate their participation under the Plan by notifying AST in writing. Such withdrawal or termination will be effective immediately if notice is received by AST not less than ten days prior to any dividend or distribution record date; otherwise such withdrawal or termination will be effective after the investment of any current dividend or distribution or voluntary cash payment. The Plan may be terminated by AST or the Fund upon 90 days' notice in writing mailed to participants. Upon any withdrawal or termination, AST will cause a certificate or certificates for the full shares held by AST for participants and cash adjustment for any fractional shares (valued at the market value of the shares at the time of withdrawal or termination) to be delivered to participants, less any trading fees. Alternatively, a participant may elect by written notice to AST to have AST sell part or all of the shares held for him and to remit the proceeds to him. AST is authorized to deduct a \$15.00 service charge and a trading fee of \$0.12 per share for this transaction from the proceeds. If a participant disposes of all shares registered in his name on the books of the Fund, AST may, at its option, terminate the participant's account or determine from the participant whether he wishes to continue his participation in the Plan.

12. These terms and conditions may be amended or supplemented by AST or the Fund at any time or times, except when necessary or appropriate to comply with applicable law or the rules or policies of the U.S. Securities and Exchange Commission or any other regulatory authority, only by mailing to participants appropriate written notice at least 90 days prior to the effective date thereof. The amendment or supplement shall be deemed to be accepted by participants unless, prior to the effective date thereof, AST receives written notice of the termination of a participant account under the Plan. Any such amendment may include an appointment by AST in its place and stead of a successor Plan Administrator under these terms and conditions, with full power and authority to perform all or any of the acts to be performed by AST under these terms and conditions. Upon any such appointment of a Plan Administrator for the purpose of receiving dividends and distributions, the Fund will be authorized to pay to such successor Plan Administrator, for a participant's account, all dividends and distributions payable on Fund shares held in a participant's name or under the Plan for retention or application by such successor Plan Administrator as provided in these terms and conditions.

13. AST shall at all times act in good faith and agree to use its best efforts within reasonable limits to ensure the accuracy of all services performed under this Agreement and to comply with applicable law, but shall assume no responsibility and shall not be liable for loss or damage due to errors unless such error is caused by AST's negligence, bad faith or willful misconduct or that of its employees.

14. Any notice, instruction, request or election which by any provision of the Plan is required or permitted to be given or made by the participant to AST shall be in writing addressed to American Stock Transfer and Trust Company LLC, P.O. Box 922, Wall Street Station, New York, NY 10269-0560, or [www.amstock.com](http://www.amstock.com) or such other address as AST shall furnish to the participant, and shall have been deemed to be given or made when received by AST.

15. Any notice or other communication which by any provision of the Plan is required to be given by AST to the participant shall be in writing and shall be deemed to have been sufficiently given for all purposes by being deposited postage prepaid in a post office letter box addressed to the participant at his or her address as it shall last appear on AST's records. The participant agrees to notify AST promptly of any change of address.

16. These terms and conditions shall be governed by and construed in accordance with the laws of the State of New York and the rules and regulations of the U.S. Securities and Exchange Commission, as they may be amended from time to time.

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Investors should be aware that the value of investments made for the Fund may go down as well as up. Like any investment in securities, the value of the Fund's portfolio will be subject to the risk of loss from market, currency, economic, political and other factors. The Fund and its investors are not protected from such losses by the investment manager. Therefore, investors who cannot accept this risk should not invest in shares of the Fund.

To help ensure we provide you with quality service, all calls to and from our service areas are monitored and/or recorded.

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**Item 2. Code of Ethics.**

(a) The Registrant has adopted a code of ethics that applies to its principal executive officers and principal financial and accounting officer.

(c) N/A

(d) N/A

(f) Pursuant to Item 12(a)(1), the Registrant is attaching as an exhibit a copy of its code of ethics that applies to its principal executive officers and principal financial and accounting officer.

**Item 3. Audit Committee Financial Expert.**

(a)(1) The Registrant has an audit committee financial expert serving on its audit committee.

(2) The audit committee financial expert is David W. Niemiec and he is "independent" as defined under the relevant Securities and Exchange Commission Rules and Releases.

**Item 4. Principal Accountant Fees and Services.**

(a) Audit Fees

The aggregate fees paid to the principal accountant for professional services rendered by the principal accountant for the audit of the registrant's annual financial statements or for services that are normally provided by the principal accountant in connection with statutory and regulatory filings or

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engagements were \$42,071 for the fiscal year ended December 31, 2016 and \$54,067 for the fiscal year ended August 31, 2016.

(b) Audit-Related Fees

There were no fees paid to the principal accountant for assurance and related services rendered by the principal accountant to the registrant that are reasonably related to the performance of the audit of the registrant's financial statements and are not reported under paragraph (a) of Item 4.

There were no fees paid to the principal accountant for assurance and related services rendered by the principal accountant to the registrant's investment adviser and any entity controlling, controlled by or under common control with the investment adviser that provides ongoing services to the registrant that are reasonably related to the performance of the audit of their financial statements.

(c) Tax Fees

There were no fees paid to the principal accountant for professional services rendered by the principal accountant to the registrant for tax compliance, tax advice and tax planning.

There were no fees paid to the principal accountant for professional services rendered by the principal accountant to the registrant's investment adviser and any entity controlling, controlled by or under common control with the investment adviser that provides ongoing services to the registrant for tax compliance, tax advice and tax planning.

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(d) All Other Fees

There were no fees paid to the principal accountant for products and services rendered by the principal accountant to the registrant not reported in paragraphs (a)-(c) of Item 4.

The aggregate fees paid to the principal accountant for products and services rendered by the principal accountant to the registrant's investment adviser and any entity controlling, controlled by or under common control with the investment adviser that provides ongoing services to the registrant, other than the services reported in paragraphs (a)-(c) of Item 4 were \$0 for the fiscal year ended December 31, 2016 and \$539,168 for the fiscal year ended August 31, 2016. The services for which these fees were paid included preparation and review of materials provided to the fund Board in connection with the investment management contract renewal process and derivatives assessment, and review of system processes related to fixed income securities.

(e) (1) The registrant's audit committee is directly responsible for approving the services to be provided by the auditors, including:

(i) pre-approval of all audit and audit related services;

(ii) pre-approval of all non-audit related services to be provided to the Fund by the auditors;

(iii) pre-approval of all non-audit related services to be provided to the registrant by the auditors to the registrant's investment adviser or to any entity that controls, is controlled by or is under common control with the registrant's investment adviser and that provides ongoing services to the registrant where the non-audit services relate directly to the operations or financial reporting of the registrant; and

(iv) establishment by the audit committee, if deemed necessary or appropriate, as an alternative to committee pre-approval of services to be provided by the auditors, as required by paragraphs (ii) and (iii) above, of policies and procedures to permit such services to be pre-approved by other means, such as through establishment of guidelines or by action of a designated member or members of the committee; provided the policies and procedures are

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detailed as to the particular service and the committee is informed of each service and such policies and procedures do not include delegation of audit committee responsibilities, as contemplated under the Securities Exchange Act of 1934, to management; subject, in the case of (ii) through (iv), to any waivers, exceptions or exemptions that may be available under applicable law or rules.

(e) (2) None of the services provided to the registrant described in paragraphs (b)-(d) of Item 4 were approved by the audit committee pursuant to paragraph (c) (7) (i) (C) of Rule 2-01 of regulation S-X.

(f) No disclosures are required by this Item 4(f).

(g) The aggregate non-audit fees paid to the principal accountant for services rendered by the principal accountant to the registrant and the registrant's investment adviser and any entity controlling, controlled by or under common control with the investment adviser that provides ongoing services to the registrant were \$0 for the fiscal year ended December 31, 2016 and \$539,168 for the fiscal year ended August 31, 2016.

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(h) The registrant's audit committee of the board has considered whether the provision of non-audit services that were rendered to the registrant's investment adviser (not including any sub-adviser whose role is primarily portfolio management and is subcontracted with or overseen by another investment adviser), and any entity controlling, controlled by, or under common control with the investment adviser that provides ongoing services to the registrant that were not pre-approved pursuant to paragraph (c)(7)(ii) of Rule 2-01 of Regulation S-X is compatible with maintaining the principal accountant's independence.

**Item 5. Audit Committee of Listed Registrants.**

Members of the Audit Committee are: Ann Torre Bates, J. Michael Luttig, David W. Niemiec and Constantine D. Tseretopoulos.

**Item 6. Schedule of Investments. N/A**

**Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.**

The board of trustees of the Fund has delegated the authority to vote proxies related to the portfolio securities held by the Fund to the Fund's investment manager Franklin Advisers, Inc. in accordance with the Proxy Voting Policies and Procedures (Policies) adopted by the investment manager.

The investment manager has delegated its administrative duties with respect to the voting of proxies for securities to the Proxy Group within Franklin Templeton Companies, LLC (Proxy Group), an affiliate and wholly owned subsidiary of Franklin Resources, Inc. All proxies received by the Proxy Group will be voted based upon the investment manager's instructions and/or policies. The investment manager votes proxies solely in the best interests of the Fund and its shareholders.

To assist it in analyzing proxies of equity securities, the investment manager subscribes to Institutional Shareholder Services, Inc. (ISS), an unaffiliated third-party corporate governance research service that provides in-depth

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analyses of shareholder meeting agendas, vote recommendations, vote execution services, ballot reconciliation services, recordkeeping and vote disclosure services. In addition, the investment manager subscribes to Glass, Lewis & Co., LLC (Glass Lewis), an unaffiliated third-party analytical research firm, to receive analyses and vote recommendations on the shareholder meetings of publicly held U.S. companies, as well as a limited subscription to its international research. Also, the investment manager has a supplemental subscription to Egan-Jones Proxy Services (Egan-Jones), an unaffiliated third party proxy advisory firm, to receive analyses and vote recommendations. Although analyses provided by ISS, Glass Lewis, Egan-Jones, and/or another independent third party proxy service provider (each a Proxy Service) are thoroughly reviewed and considered in making a final voting decision, the investment manager does not consider recommendations from a Proxy Service or any third party to be determinative of the investment manager's ultimate decision. Rather, the investment manager exercises its independent judgment in making voting decisions. As a matter of policy, the officers, directors/trustees and employees of the investment manager and the Proxy Group will not be influenced by outside sources whose interests conflict with the interests of the Fund and its shareholders. Efforts are made to resolve all conflicts in the best interests of the investment manager's clients. Material conflicts of interest are identified by the Proxy Group based upon analyses of client, distributor, broker-dealer and vendor lists, information periodically gathered from directors and officers, and information derived from other sources, including public filings. In situations where a material conflict of interest is identified, the Proxy Group may vote consistent with the voting recommendation of a Proxy Service; or send the proxy directly to the Fund's board or a committee of the board with the investment manager's recommendation regarding the vote for approval.

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Where a material conflict of interest has been identified, but the items on which the investment manager's vote recommendations differ from a Proxy Service and relate specifically to (1) shareholder proposals regarding social or environmental issues, (2) "Other Business" without describing the matters that might be considered, or (3) items the investment manager wishes to vote in opposition to the recommendations of an issuer's management, the Proxy Group may defer to the vote recommendations of the investment manager rather than sending the proxy directly to the Fund's board or a board committee for approval.

To avoid certain potential conflicts of interest, the investment manager will employ echo voting, if possible, in the following instances: (1) when the Fund invests in an underlying fund in reliance on any one of Sections 12(d) (1) (E), (F), or (G) of the 1940 Act, the rules thereunder, or pursuant to a SEC exemptive order thereunder; (2) when the Fund invests uninvested cash in affiliated money market funds pursuant to the rules under the 1940 Act or any exemptive orders thereunder ("cash sweep arrangement"); or (3) when required pursuant to the Fund's governing documents or applicable law. Echo voting means that the investment manager will vote the shares in the same proportion as the vote of all of the other holders of the underlying fund's shares.

The recommendation of management on any issue is a factor that the investment manager considers in determining how proxies should be voted. However, the investment manager does not consider recommendations from management to be determinative of the investment manager's ultimate decision. As a matter of practice, the votes with respect to most issues are cast in accordance with the position of the company's management. Each issue, however, is considered on its own merits, and the investment manager will not support the position of the company's management in any situation where it deems that the ratification of management's position would adversely affect the investment merits of owning that company's shares.

*Engagement with issuers.* The investment manager believes that engagement with issuers is important to good corporate governance and to assist in making proxy voting decisions. The investment manager may engage with issuers to discuss specific ballot items to be voted on in advance of an annual or special meeting to obtain further information or clarification on the proposals. The investment manager may also engage with management on a range of environmental, social or corporate governance issues throughout the year.

**Investment manager's proxy voting policies and principles** The investment manager has adopted general proxy voting guidelines, which are summarized below. These guidelines are not an exhaustive list of all the issues that may arise and the investment manager cannot anticipate all future situations. In all cases, each proxy and proposal (including both management and shareholder proposals) will be considered based on the relevant facts and circumstances on a case-by-case basis.

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*Board of directors.* The investment manager supports an independent, diverse board of directors, and prefers that key committees such as audit, nominating, and compensation committees be comprised of independent directors. The investment manager supports boards with strong risk management oversight. The investment manager will generally vote against management efforts to classify a board and will generally support proposals to declassify the board of directors. The investment manager will consider withholding votes from directors who have attended less than 75% of meetings without a valid reason. While generally in favor of separating Chairman and CEO positions, the investment manager will review this issue as well as proposals to restore or provide for cumulative voting on a case-by-case basis, taking into consideration factors such as the company's corporate governance guidelines or provisions and performance. The investment manager generally will support non-binding shareholder proposals to require a majority vote standard for the election of directors; however, if these proposals are binding, the investment manager will give careful review on a case-by-case basis of the potential ramifications of such implementation.

In the event of a contested election, the investment manager will review a number of factors in making a decision including management's track record, the company's financial performance, qualifications of candidates on both slates, and the strategic plan of the dissidents and/or shareholder nominees.

*Ratification of auditors of portfolio companies.* The investment manager will closely scrutinize the independence, role and performance of auditors. On a case-by-case basis, the investment manager will examine proposals relating to non-audit relationships and non-audit fees. The investment manager will also consider, on a case-by-case basis, proposals to rotate auditors, and will vote against the ratification of auditors when there is clear and compelling evidence of a lack of independence, accounting irregularities or negligence. The investment manager may also consider whether the ratification of auditors has been approved by an appropriate audit committee that meets applicable composition and independence requirements.

*Management and director compensation.* A company's equity-based compensation plan should be in alignment with the shareholders' long-term interests. The investment manager believes that executive compensation should be directly linked to the performance of the company. The investment manager evaluates plans on a case-by-case basis by considering several factors to determine whether the plan is fair and reasonable, including the ISS quantitative model utilized to assess such plans and/or the Glass Lewis evaluation of the plans. The investment manager will generally oppose plans that have the potential to be excessively dilutive, and will almost always oppose plans that are structured to allow the repricing of underwater options, or plans that have an automatic share replenishment "evergreen" feature. The investment manager will generally support employee stock option plans in which the purchase price is at least 85% of fair market value, and when potential dilution is 10% or less.

Severance compensation arrangements will be reviewed on a case-by-case basis, although the investment manager will generally oppose "golden parachutes" that

are considered to be excessive. The investment manager will normally support proposals that require a percentage of directors' compensation to be in the form of common stock, as it aligns their interests with those of shareholders.

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The investment manager will review non-binding say-on-pay proposals on a case-by-case basis, and will generally vote in favor of such proposals unless compensation is misaligned with performance and/or shareholders' interests, the company has not provided reasonably clear disclosure regarding its compensation practices, or there are concerns with the company's remuneration practices.

*Anti-takeover mechanisms and related issues.* The investment manager generally opposes anti-takeover measures since they tend to reduce shareholder rights. However, as with all proxy issues, the investment manager conducts an independent review of each anti-takeover proposal. On occasion, the investment manager may vote with management when the research analyst has concluded that the proposal is not onerous and would not harm the Fund or its shareholders' interests. The investment manager generally supports proposals that require shareholder rights' plans ("poison pills") to be subject to a shareholder vote and will closely evaluate such plans on a case-by-case basis to determine whether or not they warrant support. In addition, the investment manager will generally vote against any proposal to issue stock that has unequal or subordinate voting rights. The investment manager generally opposes any supermajority voting requirements as well as the payment of "greenmail." The investment manager generally supports "fair price" provisions and confidential voting. The investment manager will review a company's proposal to reincorporate to a different state or country on a case-by-case basis taking into consideration financial benefits such as tax treatment as well as comparing corporate governance provisions and general business laws that may result from the change in domicile.

*Changes to capital structure.* The investment manager realizes that a company's financing decisions have a significant impact on its shareholders, particularly when they involve the issuance of additional shares of common or preferred stock or the assumption of additional debt. The investment manager will review, on a case-by-case basis, proposals by companies to increase authorized shares and the purpose for the increase. The investment manager will generally not vote in favor of dual-class capital structures to increase the number of authorized shares where that class of stock would have superior voting rights. The investment manager will generally vote in favor of the issuance of preferred stock in cases where the company specifies the voting, dividend, conversion and other rights of such stock and the terms of the preferred stock issuance are deemed reasonable. The investment manager will review proposals seeking preemptive rights on a case-by-case basis.

*Mergers and corporate restructuring.* Mergers and acquisitions will be subject to careful review by the research analyst to determine whether they would be beneficial to shareholders. The investment manager will analyze various economic and strategic factors in making the final decision on a merger or acquisition. Corporate restructuring proposals are also subject to a thorough examination on a case-by-case basis.

*Environmental and social issues.* The investment manager considers environmental and social issues alongside traditional financial measures to provide a more comprehensive view of the value, risk and return potential of an

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investment. Companies may face significant financial, legal and reputational risks resulting from poor environmental and social practices, or negligent oversight of environmental or social issues. Franklin Templeton's "Responsible Investment Principles and Policies" describes the investment manager's approach to consideration of environmental, social and governance issues within the investment manager's processes and ownership practices.

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In the investment manager's experience, those companies that are managed well are often effective in dealing with the relevant environmental and social issues that pertain to their business. As such, the investment manager will generally give management discretion with regard to environmental and social issues. However, in cases where management and the board have not demonstrated adequate efforts to mitigate material environmental or social risks, have engaged in inappropriate or illegal conduct, or have failed to adequately address current or emergent risks that threaten shareholder value, the investment manager may choose to support well-crafted shareholder proposals that serve to promote or protect shareholder value. This may include seeking appropriate disclosure regarding material environmental and social issues. The investment manager will review shareholder proposals on a case-by-case basis and may support those that serve to enhance value or mitigate risk, are drafted appropriately, and do not disrupt the course of business or require a disproportionate or inappropriate use of company resources.

The investment manager will consider supporting a shareholder proposal seeking disclosure and greater board oversight of lobbying and corporate political contributions if the investment manager believes that there is evidence of inadequate oversight by the company's board, if the company's current disclosure is significantly deficient, or if the disclosure is notably lacking in comparison to the company's peers.

*Governance matters.* The investment manager generally supports the right of shareholders to call special meetings and act by written consent. However, the investment manager will review such shareholder proposals on a case-by-case basis in an effort to ensure that such proposals do not disrupt the course of business or require a disproportionate or inappropriate use of company resources.

*Proxy access.* In cases where the investment manager is satisfied with company performance and the responsiveness of management, it will generally vote against shareholder proxy access proposals not supported by management. In other instances, the investment manager will consider such proposals on a case-by-case basis, taking into account factors such as the size of the company, ownership thresholds and holding periods, nomination limits (e.g., number of candidates that can be nominated), the intentions of the shareholder proponent, and shareholder base.

*Global corporate governance.* Many of the tenets discussed above are applied to the investment manager's proxy voting decisions for international investments. However, the investment manager must be flexible in these worldwide markets. Principles of good corporate governance may vary by country, given the constraints of a country's laws and acceptable practices in the markets. As a result, it is on occasion difficult to apply a consistent set of governance practices to all issuers. As experienced money managers, the investment manager's analysts are skilled in understanding the complexities of the regions in which they specialize and are trained to analyze proxy issues germane to their regions.

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The investment manager will generally attempt to process every proxy it receives for all domestic and foreign securities. However, there may be situations in which the investment manager may be unable to vote a proxy, or may choose not to vote a proxy, such as where: (i) a proxy ballot was not received from the custodian bank; (ii) a meeting notice was received too late; (iii) there are fees imposed upon the exercise of a vote and it is determined that such fees outweigh the benefit of voting; (iv) there are legal encumbrances to voting, including blocking restrictions in certain markets that preclude the ability to dispose of a security if the investment manager votes a proxy or where the investment manager is prohibited from voting by applicable law, economic or other sanctions, or other regulatory or market requirements, including but not limited to, effective Powers of Attorney; (v) the investment manager held shares on the record date but has sold them prior to the meeting date; (vi) a proxy voting service is not offered by the custodian in the market; (vii) the investment manager believes it is not in the best interest of the Fund or its shareholders to vote the proxy for any other reason not enumerated herein; or (viii) a security is subject to a securities lending or similar program that has transferred legal title to the security to another person.

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In some foreign jurisdictions, even if the investment manager uses reasonable efforts to vote a proxy on behalf of the Fund, such vote or proxy may be rejected because of (a) operational or procedural issues experienced by one or more third parties involved in voting proxies in such jurisdictions; (b) changes in the process or agenda for the meeting by the issuer for which the investment manager does not have sufficient notice; or (c) the exercise by the issuer of its discretion to reject the vote of the investment manager. In addition, despite the best efforts of the Proxy Group and its agents, there may be situations where the investment manager's votes are not received, or properly tabulated, by an issuer or the issuer's agent.

The investment manager or its affiliates may, on behalf of one or more of the proprietary registered investment companies advised by the investment manager or its affiliates, determine to use its best efforts to recall any security on loan where the investment manager or its affiliates (a) learn of a vote on a material event that may affect a security on loan and (b) determine that it is in the best interests of such proprietary registered investment companies to recall the security for voting purposes.

*Procedures for meetings involving fixed income securities.* From time to time, certain custodians may process events for fixed income securities through their proxy voting channels rather than corporate action channels for administrative convenience. In such cases, the Proxy Group will receive ballots for such events on the ISS voting platform. The Proxy Group will solicit voting instructions from the investment manager for each Fund involved. If the Proxy Group does not receive voting instructions from the investment manager, the Proxy Group will take no action on the event. The investment manager may be unable to vote a proxy for a fixed income security, or may choose not to vote a proxy, for the reasons described under the section entitled "Proxy Procedures."

The Proxy Group will monitor such meetings involving fixed income securities for conflicts of interest in accordance with these procedures for fixed income securities. If a fixed income issuer is flagged as a potential conflict of interest, the investment manager may nonetheless vote as it deems in the best interests of the Fund. The investment manager will report such decisions on an annual basis to the Fund board as may be required.

Shareholders may view the complete Policies online at [franklintempleton.com](http://franklintempleton.com). Alternatively, shareholders may request copies of the Policies free of charge by calling the Proxy Group collect at (954) 527-7678 or by sending a written request to: Franklin Templeton Companies, LLC, 300 S.E. 2nd Street, Fort Lauderdale, FL 33301-1923, Attention: Proxy Group. Copies of the Fund's proxy voting records are available online at [franklintempleton.com](http://franklintempleton.com) and posted on the SEC website at [www.sec.gov](http://www.sec.gov). The proxy voting records are updated each year by August 31 to reflect the most recent 12-month period ended June 30.

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**Item 8. Portfolio Managers of Closed-End Management Investment Companies.**

(a) (1) As of February 24, 2017, the portfolio manager of the Fund is as follows:

**MICHAEL HASENSTAB, Ph.D.**, Senior Vice President of Franklin Advisers, Inc.

Dr. Hasenstab has been a portfolio manager of the Fund since 2002. He has final authority over all aspects of the Fund's investment portfolio, including but not limited to, purchases and sales of individual securities, portfolio risk assessment, and the management of daily cash balances in accordance with anticipated management requirements. The degree to which he may perform these functions, and the nature of these functions, may change from time to time. He first joined Franklin Templeton Investments in 1995, rejoining again in 2001 after a three-year leave to obtain his PH.D.

(a) (2) This section reflects information about the portfolio managers as of the fiscal year ended December 31, 2016.

The following table shows the number of other accounts managed by each portfolio manager and the total assets in the accounts managed within each category:

| Number of<br>Other<br>Registered<br>Investment<br>Companies<br>Managed | Assets of<br>Other<br>Registered<br>Investment<br>Companies<br>Managed<br>(x \$1<br>million) | Number of<br>Other<br>Pooled<br>Investment<br>Vehicles<br>Managed <sup>1</sup> | Assets of<br>Other<br>Pooled<br>Investment<br>Vehicles<br>Managed<br>(x \$1<br>million) <sup>1</sup> | Number of<br>Other<br>Accounts<br>Managed <sup>1</sup> | Assets of<br>Other<br>Accounts<br>Managed<br>(x \$1<br>million) <sup>1</sup> |
|--|--|--|--|--|--|
|--|--|--|--|--|--|

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Name

Michael

Hasenstab

|    |          |                 |          |                 |         |
|----|----------|-----------------|----------|-----------------|---------|
| 17 | 57,069.1 | 42 <sup>2</sup> | 62,349.7 | 18 <sup>2</sup> | 5,903.7 |
|----|----------|-----------------|----------|-----------------|---------|

1. The various pooled investment vehicles and accounts listed are managed by a team of investment professionals. Accordingly, the individual managers listed would not be solely responsible for managing such listed amounts.

2. Dr. Hasenstab manages a Pooled Investment Vehicle and Other Accounts with \$2712.9 in total assets with a performance fee.

Portfolio managers that provide investment services to the Fund may also provide services to a variety of other investment products, including other funds, institutional accounts and private accounts. The advisory fees for some of such other products and accounts may be different than that charged to the Fund and may include performance-based compensation (as noted, in the chart above, if any). This may result in fees that are higher (or lower) than the advisory fees paid by the Fund. As a matter of policy, each fund or account is managed solely for the benefit of the beneficial owners thereof. As discussed below, the separation of the trading execution function from the portfolio management function and the application of objectively based trade allocation procedures help to mitigate potential conflicts of interest that may arise as a result of the portfolio managers managing accounts with different advisory fees.

*Conflicts.* The management of multiple funds, including the Fund, and accounts may also give rise to potential conflicts of interest if the funds and other accounts have different objectives, benchmarks, time horizons, and fees as the portfolio manager must allocate his or her time and investment ideas across multiple funds and accounts. The manager seeks to manage such competing interests for the time and attention of portfolio managers by having portfolio managers focus on a particular investment discipline. Most other accounts managed by a portfolio manager are managed using the same investment strategies that are used in connection with the management of the Fund. Accordingly, portfolio holdings, position sizes, and industry and sector exposures tend to be similar across similar portfolios, which may minimize the potential for conflicts of interest. As noted above, the separate management of the trade execution and valuation functions from the portfolio management process also helps to reduce potential conflicts of interest. However, securities selected for funds or accounts other than the Fund may outperform the securities selected for the Fund. Moreover, if a portfolio manager identifies a limited investment opportunity that may be suitable for more than one fund or other account, the Fund may not be able to take full advantage of that opportunity due to an allocation of that opportunity across all eligible funds and other accounts. The manager seeks to manage such potential conflicts by using

procedures intended to provide a fair allocation of buy and sell opportunities among funds and other accounts.

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The structure of a portfolio manager's compensation may give rise to potential conflicts of interest. A portfolio manager's base pay and bonus tend to increase with additional and more complex responsibilities that include increased assets under management. As such, there may be an indirect relationship between a portfolio manager's marketing or sales efforts and his or her bonus.

Finally, the management of personal accounts by a portfolio manager may give rise to potential conflicts of interest. While the funds and the manager have adopted a code of ethics, which they believe contains provisions reasonably necessary to prevent a wide range of prohibited activities by portfolio managers and others with respect to their personal trading activities, there can be no assurance that the code of ethics addresses all individual conduct that could result in conflicts of interest.

The manager and the Fund have adopted certain compliance procedures that are designed to address these, and other, types of conflicts. However, there is no guarantee that such procedures will detect each and every situation where a conflict arises.

*Compensation.* The investment manager seeks to maintain a compensation program that is competitively positioned to attract, retain and motivate top-quality investment professionals. Portfolio managers receive a base salary, a cash incentive bonus opportunity, an equity compensation opportunity, and a benefits package. Portfolio manager compensation is reviewed annually and the level of compensation is based on individual performance, the salary range for a portfolio manager's level of responsibility and Franklin Templeton guidelines. Portfolio managers are provided no financial incentive to favor one fund or account over another. Each portfolio manager's compensation consists of the following three elements:

**Base salary** Each portfolio manager is paid a base salary.

**Annual bonus** Annual bonuses are structured to align the interests of the portfolio manager with those of the Fund's shareholders. Each portfolio manager is eligible to receive an annual bonus. Bonuses generally are split between cash (50% to 65%) and restricted shares of Resources stock (17.5% to 25%) and mutual fund shares (17.5% to 25%). The deferred equity-based compensation is intended to build a vested interest of the portfolio manager in the financial performance of both Resources and mutual funds advised by the investment manager. The bonus plan is intended to provide a competitive level of annual bonus compensation that is tied to the portfolio manager achieving consistently strong investment performance, which aligns the financial incentives of the

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portfolio manager and Fund shareholders. The Chief Investment Officer of the investment manager and/or other officers of the investment manager, with responsibility for the Fund, have discretion in the granting of annual bonuses to portfolio managers in accordance with Franklin Templeton guidelines. The following factors are generally used in determining bonuses under the plan:

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- *Investment performance.* Primary consideration is given to the historic investment performance of all accounts managed by the portfolio manager over the 1, 3 and 5 preceding years measured against risk benchmarks developed by the fixed income management team. The pre-tax performance of each fund managed is measured relative to a relevant peer group and/or applicable benchmark as appropriate.
- *Non-investment performance.* The more qualitative contributions of the portfolio manager to the investment manager's business and the investment management team, including business knowledge, productivity, customer service, creativity, and contribution to team goals, are evaluated in determining the amount of any bonus award.
- *Responsibilities.* The characteristics and complexity of funds managed by the portfolio manager are factored in the investment manager's appraisal.

**Additional long-term equity-based compensation** Portfolio managers may also be awarded restricted shares or units of Resources stock or restricted shares or units of one or more mutual funds. Awards of such deferred equity-based compensation typically vest over time, so as to create incentives to retain key talent.

Portfolio managers also participate in benefit plans and programs available generally to all employees of the investment manager.

*Ownership of Fund shares.* The investment manager has a policy of encouraging portfolio managers to invest in the funds they manage. Exceptions arise when, for example, a fund is closed to new investors or when tax considerations or jurisdictional constraints cause such an investment to be inappropriate for the portfolio manager. The following is the dollar range of Fund shares beneficially owned by the portfolio manager (such amounts may change from time to time):

Dollar Range of Fund Shares Beneficially Owned

|                   |      |
|-------------------|------|
| Portfolio Manager |      |
| Michael Hasenstab | None |

**Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.** N/A

**Item 10. Submission of Matters to a Vote of Security Holders.**

There have been no changes to the procedures by which shareholders may recommend nominees to the Registrant's Board of Trustees that would require disclosure herein.

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**Item 11. Controls and Procedures.**

**(a) Evaluation of Disclosure Controls and Procedures.** The Registrant maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Registrant's filings under the Securities Exchange Act of 1934 and the Investment Company Act of 1940 is recorded, processed, summarized and reported within the periods specified in the rules and forms of the Securities and Exchange Commission. Such information is accumulated and communicated to the Registrant's management, including its principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. The Registrant's management, including the principal executive officer and the principal financial officer, recognizes that any set of controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

Within 90 days prior to the filing date of this Shareholder Report on Form N-CSR, the Registrant had carried out an evaluation, under the supervision and with the participation of the Registrant's management, including the Registrant's principal executive officer and the Registrant's principal financial officer, of the effectiveness of the design and operation of the Registrant's disclosure controls and procedures. Based on such evaluation, the Registrant's principal executive officer and principal financial officer concluded that the Registrant's disclosure controls and procedures are effective.

**(b) Changes in Internal Controls.** There have been no changes in the Registrant's internal controls or in other factors that could materially affect the internal controls over financial reporting subsequent to the date of their evaluation in connection with the preparation of this Shareholder Report on Form N-CSR.

**Item 12. Exhibits.**

**(a) (1) Code of Ethics**

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**(a) (2)** Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 of Laura F. Ferguson, Chief Executive Officer - Finance and Administration, and Mark H. Otani, Chief Financial Officer and Chief Accounting Officer

**(b)** Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 of Laura F. Ferguson, Chief Executive Officer - Finance and Administration, and Mark H. Otani, Chief Financial Officer and Chief Accounting Officer

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**TEMPLETON EMERGING MARKETS INCOME FUND**

By /s/Laura F. Fergerson

Laura F. Fergerson

Chief Executive Officer - Finance and

Administration

Date: February 24, 2017

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By /s/Laura F. Fergerson

Laura F. Fergerson

Chief Executive Officer - Finance and

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Administration

Date: February 24, 2017

By /s/Mark H. Otani

Mark H. Otani

Chief Financial Officer and

Chief Accounting Officer

Date: February 24, 2017