

TEMPLETON EMERGING MARKETS FUND
Form N-PX
August 26, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY

Investment Company Act file number 811-04985

Templeton Emerging Markets
Fund

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(Exact name of registrant as specified in charter)

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

—
(Address of principal executive offices) (Zip code)

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

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(Name and address of agent for service)

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

Date of fiscal year end: 8/31

Date of reporting period: 6/30/11

Item 1. Proxy Voting Records.

AKBANK T.A.S.

Ticker: AKBNK Security ID: M0300L106

Meeting Date: MAR 21, 2011 Meeting Type: Annual

Record Date:

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Elect Presiding Council of Meeting and Provide Authorization to Sign Minutes	For	For	Management
2	Receive Statutory Reports	None	None	Management
3	Approve Profit and Loss Report; Approve Discharge of Board and Auditors	For	For	Management
4	Approve Dividend Distribution	For	For	Management

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5	Authorize Issuance of Bonds and/or Commercial Papers	For	For	Management
6	Receive Information on Charitable Donations	None	None	Management
7	Grant Permission for Board Members to Engage in Commercial Transactions with Company and Be Involved with Companies with Similar Corporate Purpose	For	For	Management

ALUMINUM CORPORATION OF CHINA LTD.

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Ticker: 02600 Security ID: Y0094N109

Meeting Date: AUG 23, 2010 Meeting Type: Special

Record Date: JUL 23, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Extension Validity Period of the A Share Issue	For	For	Management

ALUMINUM CORPORATION OF CHINA LTD.

Ticker: 02600 Security ID: Y0094N109

Meeting Date: FEB 28, 2011 Meeting Type: Special

Record Date: JAN 28, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Amend Articles Re: Business Scope of the Company	For	For	Management
2	Approve Issuance of Debt Financing Instruments	For	For	Management

ALUMINUM CORPORATION OF CHINA LTD.

Ticker: 02600 Security ID: Y0094N109

Meeting Date: APR 14, 2011 Meeting Type: Special

Record Date: MAR 14, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Approve Type and Nominal Value of the Shares to be Issued in Relation to the A Share Issue	For	For	Management
1b	Approve Method of Issue in Relation to the A Share Issue	For	For	Management
1c	Approve Target Subscribers in Relation to the A Share Issue	For	For	Management
1d	Approve Lock-Up Period in Relation to the A Share Issue	For	For	Management
1e	Approve Subscription Method in Relation to the A Share Issue	For	For	Management
1f	Approve Number of A Shares to be Issued in Relation to the A Share Issue	For	For	Management
1g	Approve Pricing Base Date and Price of	For	For	Management

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the Issue in Relation to the A Share

Issue

1h	Approve Place of Listing in Relation to	For	For	Management
	the A Share Issue			
1i	Approve Use of Proceeds in Relation to	For	For	Management
	the A Share Issue			
1j	Approve Arrangements Relating to the	For	For	Management
	Undistributed Cumulated Profits in			
	Relation to the A Share Issue			

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1k	Approve Validity Period of Resolutions in Relation to the A Share Issue	For	For	Management
2	Approve Detailed Plan for the Non-Public Issuance of A Shares by the Company	For	For	Management
3	Authorize Board to Deal with Specific Matters Relating to the Non-Public Issuance of A Shares Pursuant to the A Share Issue	For	For	Management
4	Approve the Company's Compliance with the Conditions for Non-Public Issuance of A Shares	For	For	Management
5	Approve Report of Use of Proceeds from the Last Fund Raising Exercise and Independent Assurance Report	For	For	Management
6	Approve Feasibility Analysis Report on the Use of Proceeds to be Raised by the Non-Public Issuance of A Shares of the Company	For	For	Management

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ALUMINUM CORPORATION OF CHINA LTD.

Ticker: 02600 Security ID: Y0094N109

Meeting Date: APR 14, 2011 Meeting Type: Special

Record Date: MAR 14, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Type and Nominal Value of the Shares to be Issued in Relation to the A Share Issue	For	For	Management
2	Approve Method of Issue in Relation to the A Share Issue	For	For	Management
3	Approve Target Subscribers in Relation to the A Share Issue	For	For	Management
4	Approve Lock-Up Period in Relation to the A Share Issue	For	For	Management
5	Approve Subscription Method in Relation to the A Share Issue	For	For	Management
6	Approve Number of A Shares to be Issued in Relation to the A Share Issue	For	For	Management
7	Approve Pricing Base Date and Price of the Issue in Relation to the A Share Issue	For	For	Management
8	Approve Place of Listing in Relation to the A Share Issue	For	For	Management

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9	Approve Use of Proceeds in Relation to the A Share Issue	For	For	Management
10	Approve Arrangements Relating to the Undistributed Cumulated Profits in Relation to the A Share Issue	For	For	Management
11	Approve Validity Period of Resolutions in Relation to the A Share Issue	For	For	Management

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ALUMINUM CORPORATION OF CHINA LTD.

Ticker: 02600 Security ID: Y0094N109

Meeting Date: MAY 31, 2011 Meeting Type: Annual

Record Date: APR 29, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Report of the Board of Directors	For	For	Management
2	Approve Report of the Supervisory Committee	For	For	Management
3	Accept Financial Statements and Statutory Reports	For	For	Management
4	Approve Distribution of Final Dividend	For	For	Management
5	Elect Liu Caiming as Executive Director	For	For	Management
6	Approve Remuneration Standard for Directors and Supervisors for 2011	For	For	Management
7	Approve Renewal of One-Year Liability Insurance for Directors, Supervisors, and Senior Management	For	For	Management
8	Reappoint PricewaterhouseCoopers	For	For	Management

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(Certified Public Accountants, Hong Kong) as International Auditors and PricewaterhouseCoopers Zhong Tian CPAs Company Limited as PRC Auditors and Authorize Audit Committee to Fix Their Remuneration

9	Approve Provision of Counter Guarantee	For	For	Management
10	Approve Acquisition of 9.5 Percent Equity Interests in China Aluminum International Trading Co., Ltd.	For	For	Management
11	Other Business (Voting)	For	For	Management
12	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	For	For	Management

ANGLO AMERICAN PLC

Ticker: AAL Security ID: G03764134
Meeting Date: APR 21, 2011 Meeting Type: Annual
Record Date: APR 19, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
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1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Final Dividend	For	For	Management
3	Elect Phuthuma Nhleko as Director	For	For	Management
4	Re-elect Cynthia Carroll as Director	For	For	Management
5	Re-elect David Challen as Director	For	For	Management
6	Re-elect Sir CK Chow as Director	For	For	Management
7	Re-elect Sir Philip Hampton as Director	For	For	Management
8	Re-elect Rene Medori as Director	For	For	Management

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9	Re-elect Ray O'Rourke as Director	For	For	Management
10	Re-elect Sir John Parker as Director	For	For	Management
11	Re-elect Mamphela Ramphele as Director	For	For	Management
12	Re-elect Jack Thompson as Director	For	For	Management
13	Re-elect Peter Woicke as Director	For	For	Management
14	Reappoint Deloitte LLP as Auditors	For	For	Management
15	Authorise Board to Fix Remuneration of Auditors	For	For	Management
16	Approve Remuneration Report	For	For	Management
17	Approve Long-Term Incentive Plan	For	For	Management
18	Authorise Issue of Equity with Pre-emptive Rights	For	For	Management
19	Authorise Issue of Equity without Pre-emptive Rights	For	For	Management
20	Authorise Market Purchase	For	For	Management
21	Authorise the Company to Call EGM with Two Weeks' Notice	For	For	Management

ANHUI TIANDA OIL PIPE CO., LTD.

Ticker: 00839 Security ID: Y013AA102

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

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Meeting Date: NOV 23, 2010 Meeting Type: Special

Record Date: OCT 25, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Issuance of 196 Million New H Shares to Vallourec & Mannesmann Tubes for Total Consideration of HK\$776.2 Million Pursuant to the Subscription Agreement and the Cooperation Agreement	For	For	Management
2	Amend Articles of Association	For	For	Management
3	Approve Issuance of 196 Million H Shares Pursuant to the Subscription Agreement and the Cooperation Agreement	For	For	Management

ANHUI TIANDA OIL PIPE CO., LTD.

Ticker: 00839 Security ID: Y013AA102

Meeting Date: NOV 23, 2010 Meeting Type: Special

Record Date: OCT 25, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Subscription Agreement and	For	For	Management

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Cooperation Agreement in Relation to
the Subscription of 196 million New H

Shares at HK\$3.96 Per Subscription
Share

2	Amend Articles of Association	For	For	Management
3	Approve Issuance of 196 Million H	For	For	Management

Shares Pursuant to the Subscription
Agreement and Cooperation Agreement

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ANHUI TIANDA OIL PIPE CO., LTD.

Ticker: 00839 Security ID: Y013AA102

Meeting Date: FEB 08, 2011 Meeting Type: Special

Record Date: JAN 07, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Sales Agreement Entered into Between the Company, Vallourec Mannesmann Oil & Gas France, VMOG (China) Trading Co. Ltd. and Seamless Tubes Asia Pacific Pte. Ltd. and Related Caps	For	For	Management

ANHUI TIANDA OIL PIPE CO., LTD.

Ticker: 00839 Security ID: Y013AA102

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Meeting Date: JUN 01, 2011 Meeting Type: Annual

Record Date: APR 29, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Report of the Board of Directors	For	For	Management
2	Approve Report of the Supervisory Committee	For	For	Management
3	Accept Financial Statements and Statutory Reports	For	For	Management
4	Reappoint Ernst & Young Hua Ming as PRC Auditors and Ernst & Young as International Auditors and Authorize Board to Fix Their Remuneration	For	For	Management
5	Approve Profit Distribution Plan and Payment of Final Dividend	For	For	Management
6	Authorize Board to Fix Remuneration of Directors and Supervisors	For	For	Management
7	Elect Fu Jun as Executive Director	For	For	Management
8	Elect Delhon-Bugard Herve as Non-Executive Director	For	For	Management
9	Elect Yan Lan as Independent Non-Executive Director	For	For	Management
10	Elect Didier Maurice Francis Hornet as	For	For	Management

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Supervisor

11	Elect Geng Wei Long as Supervisor	For	For	Management
12	Amend Articles Re: Legal Representative	For	For	Management
13	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	For	Against	Management

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AVISTA INC.

Ticker: 090370 Security ID: Y0486Z108

Meeting Date: MAR 18, 2011 Meeting Type: Annual

Record Date: DEC 31, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Appropriation of Income and Dividend of KRW 40 per Share	For	For	Management
2	Elect One Inside Director and One Outside Director (Bundled)	For	For	Management
3	Approve Total Remuneration of Inside Directors and Outside Director	For	For	Management
4	Authorize Board to Fix Remuneration of Internal Auditor	For	For	Management

BRILLIANCE CHINA AUTOMOTIVE HOLDINGS LTD.

Ticker: 01114 Security ID: G1368B102

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Meeting Date: DEC 17, 2010 Meeting Type: Special

Record Date:

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Cross Guarantee Agreement between Shenyang XingYuanDong Automobile Component Co., Ltd. and Huachen Automotive Group Holdings Company Limited	For	For	Management

BRILLIANCE CHINA AUTOMOTIVE HOLDINGS LTD.

Ticker: 01114 Security ID: G1368B102

Meeting Date: MAY 23, 2011 Meeting Type: Annual

Record Date: MAY 18, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2a1	Reelect Tan Chengxu as Director	For	For	Management
2a2	Reelect Lei Xiaoyang as Director	For	For	Management
2a3	Reelect Xu Bingjin as Director	For	For	Management
2a4	Reelect Song Jian as Director	For	For	Management

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2a5	Reelect Jiang Bo as Director	For	For	Management
2b	Authorize Board to Fix Remuneration of Directors	For	For	Management
3	Appoint Auditors and Authorize Board to Fix Their Remuneration	For	For	Management
4a	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	For	Against	Management

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4b	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management
4c	Authorize Reissuance of Repurchased Shares	For	Against	Management

CHINA PETROLEUM & CHEMICAL CORP.

Ticker: 00386 Security ID: Y15010104

Meeting Date: MAY 13, 2011 Meeting Type: Annual

Record Date: APR 13, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Report of the Board of Directors	For	For	Management
2	Accept Report of the Supervisory Committee	For	For	Management
3	Accept Consolidated Financial Statements	For	For	Management
4	Approve Plan for Allocating Surplus Common Reserve Funds of RMB 20 Billion From the After-Tax Profits	For	For	Management

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5	Approve the Profit Distribution Plan for the Year Ended Dec. 31, 2010	For	For	Management
6	Authorize the Board to Determine the Interim Profit Distribution Plan for 2011	For	For	Management
7	Reappoint KPMG Huazhen and KPMG as Domestic and Overseas Auditors, Respectively, and Authorize Board to Fix Their Remuneration	For	For	Management
8	Authorize Board to Determine the Proposed Plan for Issuance of Debt Financing Instruments	For	Against	Management
9	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	For	Against	Management
10	Elect Fu Chengyu as Non-Executive Shareholder Director	For	For	

DAIRY FARM INTERNATIONAL

Ticker: D01 Security ID: G2624N153

Meeting Date: MAY 11, 2011 Meeting Type: Annual

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

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Record Date:

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Financial Statements and Auditor's Report and Declare Final Dividend	For	For	Management
2	Reelect George Koo as Director	For	For	Management
3	Reelect Lord Leach of Fairford as Director	For	For	Management

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4	Reelect James Riley as Director	For	For	Management
5	Reelect Alec Tong as Director	For	For	Management
6	Approve Remuneration of Directors	For	For	Management
7	Approve Auditors and Authorize Board to Fix Their Remuneration	For	For	Management
8	Approve Issuance of Equity or Equity-Linked Securities with or without Preemptive Rights	For	For	Management
9	Authorize Share Repurchase Program	For	For	Management

DENWAY MOTORS LTD. (FORMERLY DENWAY INVESTMENT)

Ticker: 203 Security ID: Y2032Y106

Meeting Date: JUL 16, 2010 Meeting Type: Special

Record Date: JUL 09, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Scheme of Arrangement	For	For	Management

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DENWAY MOTORS LTD. (FORMERLY DENWAY INVESTMENT)

Ticker: 203 Security ID: Y2032Y106

Meeting Date: JUL 16, 2010 Meeting Type: Court

Record Date: JUL 09, 2010

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Scheme of Arrangement	For	For	Management

FAYSAL BANK LIMITED

Ticker: FABL Security ID: Y24746102

Meeting Date: NOV 10, 2010 Meeting Type: Special

Record Date:

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Minutes of 15th Annual General Meeting Held on March 29, 2010	For	For	Management
2	Other Business	For	Against	Management
3	Approve Merger of Royal Bank of	For	For	Management

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Scotland Ltd. (RBS Pakistan) into

Faysal Bank Ltd.

- | | | | | |
|---|---|-----|-----|------------|
| 4 | Approve Scheme of Amalgamation | For | For | Management |
| 5 | Approve Valuation and Swap Ratio and
Issuance of Faysal Bank Shares to RBS
Pakistan Shareholders in the Ratio of
One Faysal Bank Share for Every Six RBS
Pakistan Shares Held | For | For | Management |
| 6 | Authorize Naved A. Khan, President and | For | For | Management |

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CEO of Faysal Bank, and the Company

Secretary to Ratify and Execute

Approved Resolutions

FAYSAL BANK LIMITED

Ticker: FABL Security ID: Y24746102

Meeting Date: APR 28, 2011 Meeting Type: Annual

Record Date:

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Minutes of Extraordinary General Meeting Held on Nov. 10, 2010	For	For	Management
2	Accept Financial Statements and Statutory Reports For Year End Dec. 31, 2010	For	For	Management
3	Elect Naseem Ahmad as Director	For	For	Management
4	Elect Graham R. Walker as Director	For	Against	Management
5	Elect Farooq Rahmatullah as as	For	For	Management

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Director

6	Elect Mohamed A.R. Hussain as Director	For	For	Management
7	Elect Shahid Ahmad as Director	For	For	Management
8	Elect Hassan Mohammed Mahmood Hassan as Director	For	For	Management
9	Elect Muhammad Maqbool as Director	For	For	Management
10	Approve 20 Percent Interim Bonus Issue	For	For	Management
11	Approve A.F. Ferguson & Co. as Auditors and Authorize Board to Fix Their Remuneration	For	For	Management
12	Other Business	For	Against	Management
13	Approve Investment of up to PKR 1 Billion in Faysal Asset Management Ltd.	For	For	Management
14	Approve Donations to Waqf Faisal, a Charitable Trust, Upon the Disposal of the Fractional Shares	For	Against	Management
15	Approve Remuneration of Chairman, Non-Executive Directors, and Independent Directors	For	For	Management

GAZPROM OAO

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Ticker: OGZRY Security ID: 368287207

Meeting Date: JUN 30, 2011 Meeting Type: Annual

Record Date: MAY 12, 2011

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Annual Report	For	For	Management
2	Approve Financial Statements	For	For	Management
3	Approve Allocation of Income	For	For	Management
4	Approve Dividends of RUB 3.85 per Share	For	For	Management
5	Ratify ZAO PricewaterhouseCoopers as	For	For	Management

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Auditor

6	Amend Charter	For	For	Management
7	Approve Remuneration of Directors	For	Against	Management
8	Approve Remuneration of Members of Audit Commission	For	For	Management
9.1	Approve Related-Party Transaction with OAO Gazprombank Re: Loan Agreements	For	For	Management
9.2	Approve Related-Party Transaction with OAO Sberbank of Russia Re: Loan Agreements	For	For	Management
9.3	Approve Related-Party Transaction with OAO Bank VTB Re: Loan Agreements	For	For	Management
9.4	Approve Related-Party Transaction with State Corporation 'Bank for Development and Foreign Economic Affairs (Vnesheconombank)' Re: Loan Agreements	For	For	Management
9.5	Approve Related-Party Transaction with OAO Gazprombank Re: Loan Facility Agreement	For	For	Management
9.6	Approve Related-Party Transaction with OAO Sberbank of Russia Re: Loan Facility Agreement	For	For	Management
9.7	Approve Related-Party Transaction with	For	For	Management

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OAO Bank VTB Re: Loan Facility
Agreement

9.8 Approve Related-Party Transaction with For For Management

OAO Bank Rossiya Re: Loan Facility
Agreement

9.9 Approve Related-Party Transaction with For For Management

OAO Gazprombank Re: Agreements on
Transfer of Funds

9.10 Approve Related-Party Transaction with For For Management

OAO Sberbank of Russia, OAO Bank VTB,
and OAO Bank Rossiya Re: Agreements on
Transfer of Funds

9.11 Approve Related-Party Transaction with For For Management

OAO Gazprombank, OAO Sberbank of
Russia, OAO Bank VTB, and OAO Bank
Rossiya Re: Agreements on Using
Electronic Payments System

9.12 Approve Related-Party Transaction with For For Management

OAO Gazprombank Re: Agreements on
Foreign Currency Purchase/Sale

9.13 Approve Related-Party Transaction with For For Management

OAO Gazprombank Re: Agreement on
Guarantees to Tax Authorities

9.14 Approve Related-Party Transaction with For For Management

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OAO Sberbank of Russia Re: Agreement on
Guarantees to Tax Authorities

9.15 Approve Related-Party Transaction with For For Management

OAO Gazprombank Re: Agreement on
Guarantees to Tax Authorities

9.16 Approve Related-Party Transaction with For For Management

OOO Gazpromtrans Re: Agreement on
Temporary Possession and Use of
Facilities of Surgutsky Condensate
Stabilization Plant

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- 9.17 Approve Related-Party Transaction with For For Management
ZAO Gazprom Neft Orenburg Re: Agreement
on Temporary Possession and Use of
Wells and Equipment within Eastern
Segment of Orenburgskoye Oil and
Gas-condensate Field
- 9.18 Approve Related-Party Transaction with For For Management
DOAO Tsentrenergogaz Re: Agreement on
Temporary Possession and Use of
Building and Equipment
- 9.19 Approve Related-Party Transaction with For For Management
OAO Tsentrgez Re: Agreement on
Temporary Possession and Use of
Preventative Clinic Facilities
- 9.20 Approve Related-Party Transaction with For For Management
OAO Gazprom Promgaz Re: Agreement on
Temporary Possession and Use of
Experimental Prototypes of Gas-using
Equipment Located in Rostov and
Kemerovo Regions
- 9.21 Approve Related-Party Transaction with For For Management
OAO Gazprombank Re: Agreement on
Temporary Possession and Use of

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Non-residential Premises

9.22	Approve Related-Party Transaction with	For	For	Management
	OAO Gazprom Neftekhim Salavat Re: Agreement on Temporary Possession and Use of Gas Condensate Pipeline			
9.23	Approve Related-Party Transaction with	For	For	Management
	OAO Vostokgazprom Re: Agreement on Temporary Possession and Use of Special-Purpose Communications Installation			
9.24	Approve Related-Party Transaction with	For	For	Management
	OOO Gazprom Export Re: Agreement on Temporary Possession and Use of Special-Purpose Communications Installation			
9.25	Approve Related-Party Transaction with	For	For	Management
	OAO Gazprom Neft Re: Agreement on Temporary Possession and Use of Special-Purpose Communications Installation			
9.26	Approve Related-Party Transaction with	For	For	Management
	OAO Gazprom Space Systems Re: Agreement on Temporary Possession and Use of Software and Hardware Solutions			

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- 9.27 Approve Related-Party Transaction with For For Management
ZAO Yamalgazinvest Re: Agreement on
Temporary Possession and Use of
Software and Hardware Solutions
- 9.28 Approve Related-Party Transaction with For For Management
ZAO Gazprom Invest Yug Re: Agreement on
Temporary Possession and Use of ERP
Software and Equipment Complex
- 9.29 Approve Related-Party Transaction with For For Management
OOO Mezhregiongaz Re: Agreement on

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	Temporary Possession and Use of Software and Hardware Solutions			
9.30	Approve Related-Party Transaction with OOO Gazprom Komplektatsiya Re: Agreement on Temporary Possession and Use of Software and Hardware Solutions	For	For	Management
9.31	Approve Related-Party Transaction with OOO Gazprom Tsentrreremont Re: Agreement on Temporary Possession and Use of ERP Software and Equipment Complex	For	For	Management
9.32	Approve Related-Party Transaction with ZAO Gaztelecom Re: Agreement on Temporary Possession and Use of Communications Facilities	For	For	Management
9.33	Approve Related-Party Transaction with OAO Gazprom Gazoraspredeleniye Re: Agreement on Temporary Possession and Use of Property Complex of Gas Distribution System	For	For	Management
9.34	Approve Related-Party Transaction with OAO Druzhba Re: Agreement on Temporary Possession and Use of Facilities of	For	For	Management

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Druzhba Vacation Center

- | | | | | |
|------|--|-----|-----|------------|
| 9.35 | Approve Related-Party Transaction with | For | For | Management |
| | OAO Gazprombank Re: Guarantee Agreements to Customs Authorities | | | |
| 9.36 | Approve Related-Party Transaction with | For | For | Management |
| | OOO Mezhhregiongaz Re: Declaration for Customs Purposes | | | |
| 9.37 | Approve Related-Party Transaction with | For | For | Management |
| | OAO NOVATEK Re: Declaration for Customs Purposes | | | |
| 9.38 | Approve Related-Party Transaction with | For | For | Management |
| | OAO Gazprom Neft Re: Declaration for Customs Purposes | | | |
| 9.39 | Approve Related-Party Transaction with | For | For | Management |
| | OOO Gazprom Mezhhregiongaz Re: Agreement on Delivery of Gas | | | |
| 9.40 | Approve Related-Party Transaction with | For | For | Management |
| | OOO Gazprom Mezhhregiongaz Re: Agreement on Delivery of Gas | | | |
| 9.41 | Approve Related-Party Transaction with | For | For | Management |
| | OOO Gazprom Export Re: Agreement on Sale of Commercial Products Owned by Gazprom | | | |
| 9.42 | Approve Related-Party Transaction with | For | For | Management |
| | ZAO Northgas Re: Agreement on Delivery | | | |

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of Gas

9.43 Approve Related-Party Transaction with For For Management

OAO Severneftegazprom Re: Agreement on
Delivery of Gas

9.44 Approve Related-Party Transaction with For For Management

ZAO Gazprom Neft Orenburg Re: Agreement
on Delivery of Crude Oil

9.45 Approve Related-Party Transaction with For For Management

OAO NOVATEK Re: Agreement on Delivery
of Gas

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9.46	Approve Related-Party Transaction with OAO Tomskgazprom Re: Agreement on Transportation of Gas	For	For	Management
9.47	Approve Related-Party Transaction with OOO Mezhhregiongaz Re: Agreement on Transportation of Gas	For	For	Management
9.48	Approve Related-Party Transaction with OAO Gazprom Neft Re: Agreement on Transportation of Gas	For	For	Management
9.49	Approve Related-Party Transaction with OAO NOVATEK Re: Agreement on Transportation of Gas	For	For	Management
9.50	Approve Related-Party Transaction with OAO NOVATEK Re: Agreement on Arranging of Injection and Storage of Gas	For	For	Management
9.51	Approve Related-Party Transaction with a/s Latvijas Gaze Re: Agreement on Purchase of Gas	For	For	Management
9.52	Approve Related-Party Transaction with AB Lietuvos Dujos Re: Agreement on Purchase of Gas	For	For	Management
9.53	Approve Related-Party Transaction with	For	For	Management

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UAB Kauno Termofikacijos Elektrine Re:

Agreement on Purchase of Gas

9.54	Approve Related-Party Transaction with MoldovaGaz SA Re: Agreement on Purchase of Gas	For	For	Management
9.55	Approve Related-Party Transaction with KazRosGaz LLP Re: Agreement on Sale of Gas	For	For	Management
9.56	Approve Related-Party Transaction with GAZPROM Germania GmbH Re: Agreement on Transportation of Gas	For	For	Management
9.57	Approve Related-Party Transaction with 000 Gazpromtrans Re: Agreement on Start-Up and Commissioning Work	For	For	Management
9.58	Approve Related-Party Transaction with ZAO Gazprom Invest Yug Re: Agreement on Start-Up and Commissioning Work	For	For	Management
9.59	Approve Related-Party Transaction with 000 Gazprom Tsentrremont Re: Agreement on Start-Up and Commissioning Work	For	For	Management
9.60	Approve Related-Party Transaction with ZAO Yamalgazinvest Re: Agreement on Start-Up and Commissioning Work	For	For	Management
9.61	Approve Related-Party Transaction with 000 Gazprom Komplektatsia Re: Agreement	For	For	Management

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on Provision of Services Related to
Supplies of Well Repair Equipment for

Gazprom's Specialized Subsidiaries

9.62 Approve Related-Party Transaction with For For Management

OA0 Gazprom Space Systems Re: Agreement
on Investment Projects

9.63 Approve Related-Party Transaction with For For Management

ZAO Yamalgazinvest Re: Agreement on
Investment Projects

9.64 Approve Related-Party Transaction with For For Management

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ZAO Gazprom Neft Orenburg Re: Agreement
on Investment Projects

9.65 Approve Related-Party Transaction with For For Management

ZAO Gazprom Invest Yug Re: Agreement on
Investment Projects

9.66 Approve Related-Party Transaction with For For Management

OOO Gazpromtrans Re: Agreement on
Investment Projects

9.67 Approve Related-Party Transaction with For For Management

OOO Gazprom Tsentrremont Re: Agreement
on Investment Projects

9.68 Approve Related-Party Transaction with For For Management

ZAO Gaztelecom Re: Agreement on
Investment Projects

9.69 Approve Related-Party Transaction with For For Management

OAO SOGAZ Re: Agreement on Property
Insurance

9.70 Approve Related-Party Transaction with For For Management

OAO SOGAZ Re: Agreement on Life,
Health, and Individual Property
Insurance

9.71 Approve Related-Party Transaction with For For Management

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OAO SOGAZ Re: Agreement on Insurance of
Gazprom's Employees

9.72 Approve Related-Party Transaction with For For Management

OAO SOGAZ Re: Agreement on Insurance of
Gazprom's Employees

9.73 Approve Related-Party Transaction with For For Management

OAO SOGAZ Re: Agreement on Liability
Insurance to Members of Board of
Directors and Management Board

9.74 Approve Related-Party Transaction with For For Management

OAO SOGAZ Re: Agreement on Insurance in
Connection with Customs Operations

9.75 Approve Related-Party Transaction with For For Management

OAO SOGAZ Re: Agreement on Insurance of
Transportation Vehicle Owned by OAO
Gazprom

9.76 Approve Related-Party Transaction with For For Management

Multiple Parties Re: Agreements on
Arranging Stocktaking of Property

9.77 Approve Related-Party Transaction with For For Management

OAO Gazprom Promgaz Re: Agreement on
Research Work for OAO Gazprom

9.78 Approve Related-Party Transaction with For For Management

OAO Gazprom Promgaz Re: Agreement on

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Cost Analysis of Design and Surveying

Works for OAO Gazprom

- | | | | | |
|------|--|-----|-----|------------|
| 9.79 | Approve Related-Party Transaction with | For | For | Management |
| | OAO Gazprom Promgaz Re: Agreements on | | | |
| | Implementation of Programs for | | | |
| | Scientific and Technical Cooperation | | | |
| 9.80 | Approve Related-Party Transaction with | For | For | Management |
| | OAO Gazprom Promgaz Re: Agreement on | | | |
| | Research Work for OAO Gazprom | | | |
| 9.81 | Approve Related-Party Transaction with | For | For | Management |
| | OAO Gazprom Promgaz Re: Agreement on | | | |

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	Research Work for OAO Gazprom			
9.82	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Research Work for OAO Gazprom	For	For	Management
9.83	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Research Work for OAO Gazprom	For	For	Management
9.84	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Research Work for OAO Gazprom	For	For	Management
9.85	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Research Work for OAO Gazprom	For	For	Management
9.86	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Maintaining Information Portal for Office for Conversion to Gas Services and Gas Uses	For	For	Management
9.87	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Research Work for OAO Gazprom	For	For	Management
9.88	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Preparation of Proposals to Enlist	For	For	Management

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Partner Companies in Development of
Hydrocarbon Fields

9.89	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Research Work for OAO Gazprom	For	For	Management
9.90	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Services Regarding Conduct of Analysis and Preparation of Proposals	For	For	Management
9.91	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Research Work for OAO Gazprom	For	For	Management
9.92	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Research Work for OAO Gazprom	For	For	Management
9.93	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Research Work for OAO Gazprom	For	For	Management
9.94	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Research Work for OAO Gazprom	For	For	Management
9.95	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Research Work for OAO Gazprom	For	For	Management
9.96	Approve Related-Party Transaction with	For	For	Management

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9.97 OAO Gazprom Promgaz Re: Agreement on

Research Work for OAO Gazprom

9.97 Approve Related-Party Transaction with For For Management

OAO Gazprom Promgaz Re: Agreement on

Research Work for OAO Gazprom

9.98 Approve Related-Party Transaction with For For Management

OAO Gazprom Promgaz Re: Agreement on

Research Work for OAO Gazprom

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9.99	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Research Work for OAO Gazprom	For	For	Management
9.100	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Research Work for OAO Gazprom	For	For	Management
9.101	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Research Work for OAO Gazprom	For	For	Management
9.102	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Research Work for OAO Gazprom	For	For	Management
9.103	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Research Work for OAO Gazprom	For	For	Management
9.104	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Research Work for OAO Gazprom	For	For	Management
9.105	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Research Work for OAO Gazprom	For	For	Management
9.106	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on	For	For	Management

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	Research Work for OAO Gazprom			
9.107	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Research Work for OAO Gazprom	For	For	Management
9.108	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Research Work for OAO Gazprom	For	For	Management
9.109	Approve Related-Party Transaction with ZAO Yamalgazinvest Re: Agreement on Transfer of Inclusive Invention Rights	For	For	Management
9.110	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Provision of Services Regarding Conversion of Russian Federation's Regions to Use of Gas	For	For	Management
9.111	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Provision of Services on Updating Information	For	For	Management
9.112	Approve Related-Party Transaction with OAO Gazprom Promgaz Re: Agreement on Provision of Services on Production of Reference Book in Legislative and Other Legal Regulation of Gas Distribution	For	For	Management

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Operations

9.113 Approve Related-Party Transaction with For For Management

 OAO Gazprom Promgaz Re: Agreement on
 Provision of Consulting Services

9.114 Approve Related-Party Transaction with For For Management

 OAO Gazprom Gazoraspredeleniye Re:
 Agreement on Provision of Services
 Regarding Production of Report on

 Rehabilitation of Facilities

 Constituting Part of Moscow Gas

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Pipeline Ring

- | | | | | |
|-------|---|-----|-----|------------|
| 9.115 | Approve Related-Party Transaction with
OA0 Gazprom Gazoraspredeleniye Re:
Agreement on Organization and Conduct
of Conference on Distribution and
Consumption of Gas | For | For | Management |
| 9.116 | Approve Related-Party Transaction with
ZAO Yamalgazinvest, ZAO Gaztelecom, OOO
Gazprom Neftekhim Salavat, and
Gazpromipoteka Foundation Re: License
to Use OA0 Gazprom's Trademarks | For | For | Management |
| 9.117 | Approve Related-Party Transaction with
OA0 Gazprom Neft Re: License to Use OA0
Gazprom's Trademarks | For | For | Management |
| 9.118 | Approve Related-Party Transaction with
OOO Gazprom Mezhhregiongaz and OA0
Gazprom Gazoraspredeleniye Re: License
to Use OA0 Gazprom's Trademarks | For | For | Management |
| 9.119 | Approve Related-Party Transaction with
Gazprom EP International B.V. Re:
License to Use OA0 Gazprom's Trademarks | For | For | Management |
| 9.120 | Approve Related-Party Transaction with
OOO Gazprom Mezhhregiongaz Re: | For | For | Management |

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Agreements on Delivery of Gas

9.121	Approve Related-Party Transaction with OOO Beltransgaz Re: Agreements on Sale/Purchase of Gas	For	For	Management
9.122	Approve Related-Party Transaction with OOO Gazpromtrans Re: Agreements on Temporary Possession and Use of Railway Line	For	For	Management
9.123	Approve Related-Party Transaction with OAO Gazprombank Re: Agreements on Guarantees to Customs Authorities	For	For	Management
10.1	Elect Andrey Akimov as Director	None	Against	Management
10.2	Elect Alexandr Ananekov as Director	For	Against	Management
10.3	Elect Farit Gazizullin as Director	None	Against	Management
10.4	Elect Viktor Zubkov as Director	None	Against	Management
10.5	Elect Elena Karpel as Director	For	Against	Management
10.6	Elect Aleksey Miller as Director	For	Against	Management
10.7	Elect Valery Musin as Director	None	Against	Management
10.8	Elect Elvira Nabiullina as Director	None	Against	Management
10.9	Elect Mikhail Sereda as Director	For	Against	Management
10.10	Elect Sergey Shmatko as Director	None	Against	Management
10.11	Elect Igor Yusufov as Director	None	Against	Management
11.1	Elect Dmitry Arkhipov as Member of Audit Commission	None	For	Management
11.2	Elect Andrey Belobrov as Member of	None	Against	Management

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Audit Commission

