

CDF CONTRACT 2015-0344

WGI EMERGING MARKETS FUND, LLC

Instrument of Accession to Subscription Agreement

The undersigned, CITY OF FRANKLIN EMPLOYEES PENSION PLAN (the "Subscriber"), hereby agrees, pursuant to and subject to all of the terms and conditions set forth in that certain Subscription Agreement (the "Agreement") dated and effective as of October 13, 2015, by and among the Subscriber and WGI Emerging Markets Fund, LLC, a Delaware limited liability company (the "Fund"), to subscribe for an additional Membership Interest in the Fund for a total purchase price in the amount of US\$ 2,100,000 (the "New Subscription").

The Subscriber represents and agrees as follows:

- 1. For all purposes under the Agreement, the term "Subscription" shall be deemed to include, as an addition thereto, the accepted amount of the New Subscription.
2. Each of the representations and warranties made by the Purchaser in Section 7 of the Agreement, and all of the information provided by Subscriber in its Investor Suitability Questionnaire are complete, accurate, true and correct at and as of the date hereof, or have been updated in a writing to the Fund delivered contemporaneously herewith.
3. Any New Subscription accepted after the initial closing of investments into the Fund shall be subject to the Processing Fee provided in Section 9 of the Agreement, as applicable.

This Instrument of Accession shall take effect and shall become an integral part of the Agreement as of the date of approval set forth below.

IN WITNESS WHEREOF, the parties hereto have caused this Instrument of Accession to be executed and effective as of the date of acceptance set forth below.

Subscriber:

CITY OF FRANKLIN EMPLOYEES PENSION PLAN

By: \_\_\_\_\_

Name: DR. KEN MOORE

Title: MAYOR

ACCEPTED BY:

WGI EMERGING MARKETS FUND, LLC
By: Westwood Global Investments, LLC
Its Manager

By \_\_\_\_\_
A Duly Authorized Representative

\$ \_\_\_\_\_
Amount of Subscriber's New Subscription
Accepted by the Manager

Date: \_\_\_\_\_