

GQG Partners Inc.

# 2023 Notice of Annual Meeting of Stockholders

14 April 2023

ASX Limited  
ASX Market Announcements Office  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

GQG Partners Inc. (**ASX:GQG**) encloses the following documents:

- Notice of Annual Meeting of Stockholders for 2023 (**Annual Meeting**)
- Proxy Statement
- Letter to CDI holders regarding Annual Meeting materials
- Proxy Form and CDI Voting Instruction Form
- Virtual Meeting Online Guide

The Annual Meeting will be held as a virtual meeting at 9:00 am (Australian Eastern Standard Time) on Wednesday 17 May 2023 / 7:00 pm (U.S. Eastern Daylight Time) on Tuesday 16 May 2023.

Holders of shares of common stock of GQG Partners Inc. or of CHESS Depositary Interests covered by such shares may watch and participate in the Annual Meeting virtually via the online platform by using a desktop or laptop computer (or other device with a compatible browser connected to the internet) – online at <https://meetings.linkgroup.com/GQG22>.

**Authorized By:**

Frederick H. Sherley  
General Counsel and Corporate Secretary

**GQG Partners Inc.**  
**ARBN 651 066 330**

Headquarters:  
450 East Las Olas Boulevard, Suite 750  
Fort Lauderdale, Florida 33301, USA

## **NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**NOTICE IS HEREBY GIVEN** that the 2023 Annual Meeting of Stockholders (**Annual Meeting**) of GQG Partners Inc., a Delaware USA corporation (**Company**) (**ASX:GQG**), will be held at 9:00 am (Australian Eastern Standard Time) on Wednesday 17 May 2023/7:00 pm (U.S. Eastern Daylight Time) on Tuesday 16 May 2023.

The Annual Meeting will be held as a virtual event, which will be conducted online at <https://meetings.linkgroup.com/GQG23>. See the Proxy Statement for details on how to attend online, vote your shares and CDIs, and submit questions prior to or during the Annual Meeting.

### **Items of Business**

#### **Re-election of Class II Director – Ms. Elizabeth Proust**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*“That Ms. Elizabeth Proust, being a Director whose appointment expires at the 2023 Annual Meeting of Stockholders of the Company and being eligible, offers herself for re-election, be re-elected as a Class II Director of the Company.”*

#### **Re-election of Class II Director – Ms. Melda Donnelly**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*“That Ms. Melda Donnelly, being a Director whose appointment expires at the 2023 Annual Meeting of Stockholders of the Company and being eligible, offers herself for re-election, be re-elected as a Class II Director of the Company.”*

#### **Other Business**

To transact such other business as may be properly presented at the Annual Meeting.

The Company, being a company incorporated in the State of Delaware, United States, is not required to meet the Corporations Act 2001 (Cth) requirements to lay before the Annual Meeting the annual financial report and other related reports. However, there will be an opportunity to raise questions on the management and performance of the Company. In addition, the Company will make available the Company’s auditors during the Annual Meeting to answer any questions regarding the audit of the Company’s financial report, a copy of which is available on the Company’s website.

The Proxy Statement and Explanatory Memorandum form part of this Notice of Meeting.

**Record Date**

You may vote at the Annual Meeting if you were a record holder of shares of Common Stock of the Company (**Shares**) or holder of CHESS Depository Interests (**CDIs**) at 7:00 pm Australian Eastern Daylight Time on Tuesday 28 March 2023/4:00 am (U.S. Eastern Daylight Time) on Tuesday 28 March 2023 (**Record Date**).

**Voting by Proxy**

Whether or not you plan to attend the meeting via the online platform, you are urged to vote by internet or otherwise submit your proxy card or CDI Voting Instruction Form as soon as possible so that your Shares and CDIs may be voted at the Annual Meeting in accordance with your instructions.

Dated 4<sup>th</sup> April 2023

By order of the Board:

Frederick H. Sherley  
General Counsel and Corporate Secretary

**Status of CDIs**

The CDIs are traded on ASX in reliance on the safe harbor provisions of Regulation S under the U.S. Securities Act of 1933, as amended, and in accordance with the procedures established pursuant to the provisions of the no-action letter dated 7 January 2000 given to ASX by the staff of the U.S. Securities and Exchange Commission. The relief was given subject to certain procedures and conditions described in the no-action letter. One of the conditions is that the issuer provides notification of the Regulation S status of its securities in security holder communications such as this Notice of Meeting.

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## PROXY STATEMENT

### ANNUAL MEETING OF STOCKHOLDERS TO BE HELD AT 9:00 AM (AUSTRALIAN EASTERN STANDARD TIME) ON WEDNESDAY 17 MAY 2023/7:00 PM (U.S. EASTERN DAYLIGHT TIME) ON TUESDAY 16 MAY 2023

The Board of Directors (**Board**) of GQG Partners Inc. (**Company**) is soliciting proxies for use at the 2023 Annual Meeting of Stockholders (**Annual Meeting**) to be held at 9:00 am (Australian Eastern Standard Time) on Wednesday 17 May 2023/7:00 pm (U.S. Eastern Daylight Time) on Tuesday 16 May 2023 and at any adjournment or postponement of the Annual Meeting.

The Annual Meeting will be held as a virtual event, which will be conducted online. Owners of shares of Common Stock of the Company (**Shares**) and record holders of CHES Depositary Interests (**CDIs**) will be able to watch and participate in the Annual Meeting virtually via the online platform by using a desktop or laptop computer (or other device with a compatible browser connected to the internet) – online at <https://meetings.linkgroup.com/GQG23>.

#### QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

##### What is the purpose of the Annual Meeting?

At the Annual Meeting, record holders of Shares (**Stockholders**) and holders of CDIs are invited to act upon the matters outlined in the Notice of Annual Meeting of Stockholders (**Notice of Meeting**) being:

- Item 1: Election of Class II Director – Ms. Elizabeth Proust
- Item 2: Election of Class II Director – Ms. Melda Donnelly
- Item 3: Any other business as may be properly presented at the Annual Meeting or any adjournment or postponement thereof

##### Who is entitled to vote at the Annual Meeting?

Only those Stockholders of record or holders of CDIs at 7:00 pm (Australian Eastern Daylight Time) on Tuesday 28 March 2023/4:00 am (U.S. Eastern Daylight Time) on Tuesday 28 March 2023 (**Record Date**) will be entitled to receive notice of and to vote at the Annual Meeting and any adjournment or postponement thereof. CDI holders as of the Record Date are entitled to receive notice of and attend the meeting and may instruct CHES Depositary Nominees Pty Ltd (**CDN**) to vote at the meeting by following the instructions on the CDI Voting Instruction Form or by voting online at <https://investorcentre.linkgroup.com>.

As of the Record Date, there were 2,952,805,434 Shares outstanding and 877,461,951 CDIs outstanding. Each CDI represents an interest in one Share. Record holders of Shares are entitled to one vote for each Share held as at the Record Date, and holders of CDIs are entitled to direct CDN to vote one vote for every CDI held by such holder as at the Record Date, as further set out below.

##### Will any investors be excluded from voting on any of the proposals to be presented at the Annual Meeting?

No.

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### **How do I use the online platform in connection with the Annual Meeting?**

To facilitate Stockholder and CDI holder participation in the Annual Meeting, Stockholders and CDI holders will have the opportunity to participate in the Annual Meeting through Link Group's online platform at <https://meetings.linkgroup.com/GQG23>. If you use the online platform, you will be able to view the Annual Meeting live, and ask questions online during the Annual Meeting.

More information about how to use the online platform (including how to vote and ask questions online during the Annual Meeting) is available in the Online Platform Guide, which has been lodged with the ASX and is available at <https://investors.gqgpartners.com/investor-centre/?page=asx-announcements>. If you intend to use the online platform, then before the Annual Meeting we recommend that you ensure the online platform works on your device. Further instructions are provided in the Online Platform Guide.

Technical difficulties may arise during the course of the Annual Meeting. The Chair of the Annual Meeting has discretion as to whether and how the Annual Meeting should proceed in the event that a technical difficulty arises. In exercising his or her discretion, the Chair of the Annual Meeting will have regard to the number of Stockholders and CDI holders impacted and the extent to which participation in the business of the Annual Meeting is affected. Where he or she considers it appropriate, the Chair of the Annual Meeting may continue to hold the Annual Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, security holders are encouraged to vote in advance of the Annual Meeting, even if they plan to attend the Annual Meeting online.

### **What are my voting rights?**

Record holders of Shares are entitled to one vote for each Share held as at the Record Date. Holders of CDIs are entitled to direct CDN to vote one vote for every CDI held by such holder as at the Record Date. Therefore, as of the Record Date, a total of 2,952,805,434 votes are entitled to be cast at the meeting.

### **How many Shares and CDIs must be present to hold the Annual Meeting?**

In accordance with Section 2.4 of the Company's Amended and Restated Bylaws, the presence in person or by proxy holders of at least half of the capital stock issued and outstanding and entitled to vote thereat, as of the Record Date, must be present in person or by proxy at the Annual Meeting in order to hold the meeting and conduct business.

This is called a quorum.

### **What is a proxy?**

It is your designation of another person to vote stock you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document also is called a proxy or a proxy card. When you designate a proxy, you also may direct the proxy how to vote your Shares. We refer to this as your "proxy vote".

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**What is the difference between a Stockholder of record and a record holder of CDIs?**

If you own Shares registered directly in your name with our U.S. transfer agent, American Stock Transfer & Trust Company, LLC (AST), you are considered the Stockholder of record with respect to those Shares. As a Stockholder of record, you have the right to designate a proxy to vote your shares or to vote virtually at the Annual Meeting.

CDN is the Stockholder of record for all Shares beneficially owned by holders of CDIs. Each CDI holder as at the Record Date is entitled to direct CDN to vote one vote for every CDI held by such holder. Such CDI holders are entitled to receive notice of and to attend the Annual Meeting and any adjournment or postponement of the Annual Meeting and may instruct the Company's CDI depository, CDN, to vote the Shares underlying their CDIs.

**How do I vote my Shares or CDIs of GQG Partners Inc.?**

If you are a Stockholder of record or a record holder of CDIs, you may vote in advance pursuant to the instructions below. Stockholders of record will also have the ability to vote during the Annual Meeting by attending and voting online using Link Group's online platform.

Valid proxy cards for Shares must be received by Link Group no later than 9:00 am (Australian Eastern Standard Time) on Monday 15 May 2023/7:00 pm (U.S. Eastern Daylight Time) on Sunday 14 May 2023.

Valid CDI Voting Instruction Forms must be received by Link Market Services (the Company's CDI registry) no later than 9:00 am (Australian Eastern Standard Time) on Sunday 14 May 2023/7:00 pm (U.S. Eastern Daylight Time) on Saturday 13 May 2023.

After this time, Stockholders of record will still be able to vote by voting during the Annual Meeting by using the online platform.

Proxy cards for Shares and CDI Voting Instructions Forms for CDIs must be received before the date and time specified above by one of the following methods:

Online: By following the instructions in the proxy card for Shares or the CDI Voting Instruction Form for CDIs. You may login via <https://investorcentre.linkgroup.com>. You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

Mobile device: Using a mobile device by scanning the QR code on the back of the proxy card. To scan the QR code you will need a QR code reader application that can be downloaded for free on your mobile device. You will also need your SRN or HIN and postcode for your CDI holding.

By post: GQG Partners Inc.  
C/O Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia

By facsimile: (02) 9287 0309 (within Australia)  
+61 2 9287 0309 (from outside Australia)

By delivery in person: Link Market Services Limited  
Parramatta Square  
Level 22, Tower 6  
10 Darcy St, Parramatta NSW 2150  
OR  
Link Market Services Limited  
Level 12, 680 George St, Sydney NSW 2000

### **Can I submit questions in advance of the Annual Meeting?**

Yes, you can submit questions up to 72 hours ahead of the Annual Meeting by visiting <https://investorcentre.linkgroup.com>. You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

### **What does it mean if I receive more than one printed set of proxy materials?**

If you receive more than one printed set of proxy materials, it means that you hold Shares or CDIs registered in more than one account. To ensure that all of your Shares and CDIs are voted, please submit proxies or voting instructions for all of your Shares and CDIs.

### **How can I attend the Annual Meeting using the online platform?**

Stockholders and CDI holders may watch and participate in the Annual Meeting virtually via the online platform by using:

- a desktop or laptop computer (or other device with a compatible browser connected to the internet) – online at <https://meetings.linkgroup.com/GQG23>.

To participate in the Annual Meeting online as a Stockholder or CDI holder, please log in to the Annual Meeting by:

1. Opening your web browser and going to <https://meetings.linkgroup.com/GQG23>. Login to the portal using your full name, email address, mobile number and company name (if applicable).
2. Reading and accepting the terms and conditions before proceeding to click the '**Register and Watch Annual Meeting**' button.

Once logged in, you will see two screens. The left screen will display a live webcast of the Annual Meeting proceedings and the right screen will display the presentation slides from the Annual Meeting.

Further details can be obtained by referring to the Link Group Online Platform Guide.

### **May I ask questions at the Annual Meeting by telephone?**

Yes. Security holders will have the opportunity to ask questions verbally via telephone at the Annual Meeting. To participate in this manner, security holders will first need to contact Link Market Services on 1800 990 363 (from within Australia) or +61 1800 990 363 (for international callers) prior to the Annual Meeting to obtain a personalised PIN number to ask a question via the telephone.

To ask a question via the telephone, security holders will need to dial 1800 271 187 (from within Australia) or +61 2 9189 2033 (for international callers) after 8:30 am (Australian Eastern Standard Time) on 17 May 2023, the day of the Annual Meeting, quoting the PIN previously provided, where instructions will be provided on how to ask a question during the Annual Meeting from the phone moderator.

### **Can I vote my Shares or CDIs at the Annual Meeting?**

If you are a Stockholder of record, you may vote your Shares online during the Annual Meeting by following the instructions available on Link Group's online platform.

If you are a record holder of CDIs, you must vote your CDIs in advance of the Annual Meeting. Please refer to "***How do I vote my Shares or CDIs of GQG Partners Inc.?***" above for more information.

To participate in the Annual Meeting online, please follow the instructions outlined above in "***How do I use the online platform in connection with the Annual Meeting?***"

We recommend that you submit your vote before the Annual Meeting as described above. If you are a Stockholder of record, submit your vote before the Annual Meeting and later decide to vote online at the Annual Meeting, the vote you submit at the Annual Meeting will override your previous vote.

### **What is the voting requirement to approve each of the proposals included in the Notice of Meeting?**

Item 1 – Election of Class II Director – Ms. Elizabeth Proust

You may vote "FOR" or "WITHHOLD" on Item 1.

Item 2 – Election of Class II Director – Ms. Melda Donnelly

You may vote "FOR" or "WITHHOLD" on Item 2.

The vote required to approve each of the foregoing proposals is a "FOR" vote of the holders of a plurality of the voting power of the Shares and CDIs that are present in person or represented by proxy at the Annual Meeting and entitled to vote on such proposal.

Under ASX Listing Rule 14.2.1, a proxy card must allow stockholders to vote for a resolution, against a resolution or to abstain from voting on a resolution. In accordance with the provisions of the General Corporation Law of the State of Delaware, the Amended and Restated Bylaws of the Company provide that directors shall be elected to the Board of Directors by a plurality of the votes cast (i.e., the person(s) elected will be those with the most affirmative votes received among votes properly cast at the Annual Meeting or by proxy). To enable this, ASX has granted the Company a waiver from ASX Listing Rule



14.2.1 to permit the Company not to provide an option for holders of CDIs to vote against a resolution to elect a director in a CDI voting instruction form. The terms of the waiver are that:

- the Company complies with the relevant Delaware laws as to the content of the proxy cards applicable to resolutions for the elections of directors,
- the notice given by the Company to CDI holders under ASX Settlement Operating Rule 13.8.9 makes it clear that holders are only able to vote for resolutions or abstain from voting, and the reasons why this is the case,
- the Company releases details of this waiver to the market as part of the pre-quotation disclosure, and the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs, and
- without limiting ASX's right to vary to its decision under ASX Listing Rule 18.3, the waiver from Listing Rule 14.2.1 only applies for so long as the relevant Delaware laws prevent the Company from permitting stockholders to vote against a resolution to elect a director.

#### **Can I change my vote or revoke my proxy?**

Yes. If you are a Stockholder of record, you may change your vote or revoke your proxy:

- by voting (or voting again) online, by no later than 9:00 am (Australian Eastern Standard Time) on Monday 15 May 2023/7:00 pm (U.S. Eastern Daylight Time) on Sunday 14 May 2023;
- by submitting a later-dated proxy card to the Company's Share Registry at c/o Link Market Services Pty Ltd, Locked Bag A14, Sydney South, NSW 1235, Australia, which must be received by Link Group no later than 9:00 am (Australian Eastern Standard Time) on Monday 15 May 2023/7:00 pm (U.S. Eastern Daylight Time) on Sunday 14 May 2023;
- by sending a written notice of the revocation of your proxy to the Company's Share Registry at c/o Link Market Services Pty Ltd, Locked Bag A14, Sydney South, NSW 1235, Australia, which must be received by Link Group before the time of the Annual Meeting; or
- by voting via the online platform during the Annual Meeting.

If you are a holder of CDIs and you direct CDN to vote by completing the CDI Voting Instruction Form, you may revoke those instructions by delivering to Link Market Services, no later than 9:00 am (Australian Eastern Standard Time) on Sunday 14 May 2023/7:00 pm (U.S. Eastern Daylight Time) on Saturday 13 May 2023, a written notice of revocation bearing a later date than the CDI Voting Instruction Form previously sent.

#### **Who pays for the cost of proxy preparation and solicitation?**

The Company pays for the cost of proxy preparation and solicitation. We are soliciting proxies by mail. In addition, our directors, officers and regular employees may solicit proxies personally, telephonically, electronically or by other means of communication. The Company's directors, officers and regular employees will receive no compensation for their services in this regard, other than their regular compensation.

## EXPLANATORY MEMORANDUM

### Item 1: Election of Class II Director – Ms. Elizabeth Proust

The Company's Amended and Restated Certificate of Incorporation provides that the Board of Directors shall be divided into three classes, designated Class I, Class II and Class III, as nearly equal in number as possible.

The Board proposes that Ms. Elizabeth Proust, a current Class II Director whose term expires at the Annual Meeting, be re-elected by stockholders at the Annual Meeting as a Class II director.

If elected, the term of office of the Class II director will next expire at the annual meeting of stockholders to be held in 2026.

Ms. Proust was appointed as a director of the Company on 4 October 2021 and is a member of the Board's Audit Committee, and a member and chair of the Risk Committee and of the Remuneration and Nomination Committee.

Since her appointment as director, Ms. Proust has attended all meetings of the Board and the Committees of which she is a member.

Ms. Proust is a non-executive director of Lendlease, Chairman of Cuscal, and is a member of the Fujitsu Advisory Board. She has held leadership roles in the public and private sectors for over 30 years. Ms. Proust spent eight years at ANZ Group including four years as Managing Director of Esanda and Managing Director of Metrobanking. Before joining ANZ, she was Secretary (CEO) of the Department of Premier and Cabinet (Victoria) and Chief Executive of the City of Melbourne. She was made an Officer of the Order of Australia in 2010 for distinguished service to public administration and to business. Ms. Proust holds a Bachelor of Arts (Hons) from La Trobe University and a Bachelor of Laws from the University of Melbourne.

Having had regard to the ASX Corporate Governance Principles and Recommendations (4th edition), the Board (with Ms. Proust abstaining) considers Ms. Proust to be an independent director.

#### Directors' recommendation for Item 1

The Directors unanimously (other than Ms. Elizabeth Proust, who abstained from voting) support the re-election of Ms. Proust and recommend that Stockholders vote in favour of this resolution.

#### Chair's voting intention for Item 1

At the Annual Meeting and at any adjournment thereof, the proxy holders will vote all shares represented by proxies as specified therein by the persons giving the proxies. If no direction is given, the proxy will be voted in favour of this resolution.

### Item 2: Election of Class II Director – Ms. Melda Donnelly

The Board proposes that Ms. Melda Donnelly, a current Class II Director whose term expires at the Annual Meeting, be re-elected by stockholders at the Annual Meeting as a Class II director.

If elected, the term of office of the Class II director will next expire at the annual meeting of stockholders to be held in 2026.

Ms. Donnelly was appointed as a director of the Company on 4 October 2021 and is a member and chair of the Board's Audit Committee, and a member of the Risk Committee and of the Remuneration and Nomination Committee.

Since her appointment as director, Ms. Donnelly has attended all but one of the meetings of the Board and the Committees of which she is a member.

Ms. Donnelly is the founder and former chairperson of the Centre for Investor Education, a specialist education and consultancy firm for executives in Australian superannuation funds, institutional investment bodies, and the financial services markets. She currently serves as Chair of Coolabah Capital Investments Pty Ltd and Non-Executive Director of Pacific Current Group. Ms. Donnelly previous work experience includes CEO of the Queensland Investment Corporation, Deputy Managing Director of ANZ Funds Management, and Managing Director of ANZ Trustees. Ms. Donnelly has held a range of directorships of both Australian and international companies including Non-Executive Director of Ashmore Group plc, trustee director of UniSuper, Deputy Chair of the Victorian Funds Management Corporation, and Chair of Plum Financial Services Nominees Pty Ltd. Ms. Donnelly has a Bachelor of Commerce from the University of Queensland and is a chartered accountant.

Having had regard to the ASX Corporate Governance Principles and Recommendations (4th edition), the Board (with Ms. Donnelly abstaining) considers Ms. Donnelly to be an independent director.

#### **Directors' recommendation for Item 2**

The Directors unanimously (other than Ms. Melda Donnelly, who abstained from voting) support the re-election of Ms. Donnelly and recommend that Stockholders vote in favour of this resolution.

#### **Chair's voting intention for Item 2**

At the Annual Meeting and at any adjournment thereof, the proxy holders will vote all shares represented by proxies as specified therein by the persons giving the proxies. If no direction is given, the proxy will be voted favour of this resolution.

14 April 2023

GQG Partners

## 2023 Annual General Meeting of Stockholders

We are pleased to invite you to the 2023 Annual General Meeting of Stockholders (**Annual Meeting**) of GQG Partners Inc., a Delaware corporation (**GQG Partners** or the **Company**) (**ASX: GQG**), to be held at 9:00 am (Australian Eastern Standard Time) on Wednesday 17 May 2023 / 7:00 pm (U.S. Eastern Daylight Time) on Tuesday 16 May 2023 and at any adjournment or postponement thereof.

The Annual Meeting will be held as a virtual event, which will be conducted online at <https://meetings.linkgroup.com/GQG23>.

Full details on your attendance at the Annual Meeting, and on the Notice of Meeting, Proxy Statement and related materials – including details of the items of business that will be put to a vote at the Annual Meeting, how to lodge your voting instruction, and how to submit questions prior to or during the Annual Meeting – can be found at

<https://investors.gqgpartners.com/investor-centre/>

To support environmentally sustainable practices, GQG Partners will no longer distribute its Notice of Meeting, Proxy Statement and related materials to holders of CHESS Depository Interests (**CDIs**) in hard copy form, unless such holders make a one-off request or a standing election to receive the materials by mail. We encourage you to switch to paperless communications by providing us with your email address.

You can update your details by logging onto GQG Partners' share and CDI registry website at

<https://investorcentre.linkgroup.com/>

If you would still like to receive a hard copy of the Notice of Meeting, Proxy Statement and related materials, please call Link Market Services on 1300 554 474 (from within Australia) or +61 1300 554 474 (for international callers).

Enclosed with this letter is a personalised CDI Voting Instruction Form. For your vote to be counted, you must lodge the CDI Voting Instruction Form no less than 72 hours in advance of the Annual Meeting, by submitting your instructions online or using one of the other methods specified in the CDI Voting Instruction Form, to ensure its timely receipt and effectiveness.

Thank you for your continued support of GQG Partners, and we look forward to you joining us at the Annual Meeting.

GQG Partners Inc.

# GQG

PARTNERS

GQG Partners Inc.  
ARBN 651 066 330

## LODGE YOUR INSTRUCTION

-  **ONLINE**  
<https://investorcentre.linkgroup.com>
-  **MOBILE**  
<https://investorcentre.linkgroup.com>
-  **BY MAIL**  
GQG Partners Inc.  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia
-  **BY FAX**  
(02) 9287 0309 (within Australia)  
+61 2 9287 0309 (from outside Australia)
-  **BY HAND**  
Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150; or  
Level 12, 680 George Street, Sydney NSW 2000
-  **ALL ENQUIRIES TO**  
Telephone: 1300 554 474      Overseas: +61 1300 554 474



X99999999999

## PROXY FORM

I/We being a shareholder(s) of GQG Partners Inc. and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

the Presiding Officer  
(mark box)

OR if you are **NOT** appointing the Presiding Officer as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name	<input type="text"/>
Email	<input type="text"/>

or failing the person or body corporate named, or if no person or body corporate is named, the Presiding Officer, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual Meeting of Stockholders of the Company to be held at **9:00am (Australian Eastern Standard Time) on Wednesday 17 May 2023 being 7:00pm (U.S. Eastern Daylight Time) on Tuesday 16 May 2023 (the Annual Meeting)** and at any postponement or adjournment of the Annual Meeting.

The Annual Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/GQG23> (refer to details in the Virtual Annual Meeting Online Guide).

**The Presiding Officer intends to vote undirected proxies in favour of each item of business.**


### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Annual Meeting.

Please read the voting instructions overleaf before marking any boxes with an

#### Items of Business

	For	Withhold*
1 Election of Class II Director – Ms. Elizabeth Proust	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Class II Director – Ms. Melda Donnelly	<input type="checkbox"/>	<input type="checkbox"/>

 \* If you mark the Withhold box for a particular item of business, you are directing your proxy not to vote on your behalf on such item of business and your votes will not be counted in computing the required voting threshold for such item of business.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

GQG PRX2302N



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the GQG Partners Inc. officer presiding over the Annual Meeting (Presiding Officer) as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Presiding Officer as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO PRESIDING OFFICER

If you return this form without appointing a proxy in Step 1, your proxy will default to the Presiding Officer, who will vote your shares in accordance with your directions or, if not directed, as described in Step 1.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Annual Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Annual Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual Meeting of Stockholders. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:00am (Australian Eastern Standard Time) on Monday 15 May 2023 being 7:00pm (U.S. Eastern Daylight Time) on Sunday 14 May 2023**, being not later than 48 hours before the commencement of the Annual Meeting. Any Proxy Form received after that time will not be valid for the scheduled Annual Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

GQG Partners Inc.  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

(02) 9287 0309 (within Australia)  
+61 2 9287 0309 (from outside Australia)



#### BY HAND

delivering it to Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

or

Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

# GQG

PARTNERS

GQG Partners Inc.  
ARBN 651 066 330

## LODGE YOUR INSTRUCTION

- ONLINE**  
<https://investorcentre.linkgroup.com>
- MOBILE**  
<https://investorcentre.linkgroup.com>
- BY MAIL**  
GQG Partners Inc.  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia
- BY FAX**  
(02) 9287 0309 (within Australia)  
+61 2 9287 0309 (from outside Australia)
- BY HAND**  
Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150; or  
Level 12, 680 George Street, Sydney NSW 2000
- ALL ENQUIRIES TO**  
Telephone: 1300 554 474      Overseas: +61 1300 554 474



X99999999999

## CDI VOTING INSTRUCTION FORM

### DIRECTION TO CHESSE DEPOSITARY NOMINEES PTY LTD

I/We being a holder of CHESSE Depositary Interests (CDIs) of GQG Partners Inc. (Company) hereby direct CHESSE Depositary Nominees Pty Ltd (CDN) to vote the shares underlying my/our CDI holding at the 2023 Annual Meeting of Stockholders of the Company to be held at **9:00am (Australian Eastern Standard Time) on Wednesday 17 May 2023 being 7:00pm (U.S. Eastern Daylight Time) on Tuesday 16 May 2023 (the Annual Meeting)** and at any adjournment or postponement of the Annual Meeting, in accordance with the following directions.

The Annual Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/GQG23> (refer to details in the Virtual Annual Meeting Online Guide).

By execution of this CDI Voting Instruction Form the undersigned hereby authorises CDN to appoint such proxies or their substitutes in their discretion to vote in accordance with the directions set out below.

### VOTING INSTRUCTIONS

Voting instructions will only be valid and accepted by CDN if they are signed and received no later than 72 hours before the Annual Meeting. Please read the voting instructions overleaf before marking any boxes with an .

#### Items of Business

	For	Withhold*
1 Election of Class II Director – Ms. Elizabeth Proust	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Class II Director – Ms. Melda Donnelly	<input type="checkbox"/>	<input type="checkbox"/>



\* If you do not mark the "For" or "Withhold" box your vote will not be counted.

### SIGNATURE OF CDI HOLDERS – THIS MUST BE COMPLETED

CDI Holder 1 (Individual)

Sole Director and Sole Company Secretary

Joint CDI Holder 2 (Individual)

Director/Company Secretary (Delete one)

Joint CDI Holder 3 (Individual)

Director

This form should be signed by the CDI Holder in accordance with the instructions overleaf.

GQG PRX23011



## HOW TO COMPLETE THIS CDI VOTING INSTRUCTION FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's CDI register. If this information is incorrect, please make the correction on the form. CDI Holders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your CDIs using this form.**

### DIRECTION TO CHESSE DEPOSITARY NOMINEES PTY LTD

Each CHESSE Depository Interest (CDI) is evidence of an indirect ownership in the Company's shares of common stock (Shares). The underlying Shares are registered in the name of CHESSE Depository Nominees Pty Ltd (CDN). As holders of CDIs are not the legal owners of the Shares, CDN is entitled to vote at the Annual Meeting on the instruction of the registered holders of the CDIs.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either holder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with Link. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** with respect to an Australian company, where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. With respect to a U.S. company or other entity, this form may be signed by one officer. Please give full name and title under the signature.

### LODGEMENT OF A CDI VOTING INSTRUCTION FORM

This CDI Voting Instruction Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:00am (Australian Eastern Standard Time) on Sunday 14 May 2023 being 7:00pm (U.S. Eastern Daylight Time) on Saturday 13 May 2023**, being not later than 72 hours before the commencement of the Annual Meeting. Any CDI Voting Instruction Form received after that time will be invalid.

CDI Voting Instruction Forms may be lodged using the reply paid envelope or:



#### ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

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#### BY MAIL

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#### BY FAX

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#### BY HAND

delivering it to Link Market Services Limited\*  
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10 Darcy Street  
Parramatta NSW 2150

or

Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

For personal use only



# Virtual Meeting Online Guide

For personal use only

## Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: **[whatismybrowser.com](http://whatismybrowser.com)**

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Supported browsers are:

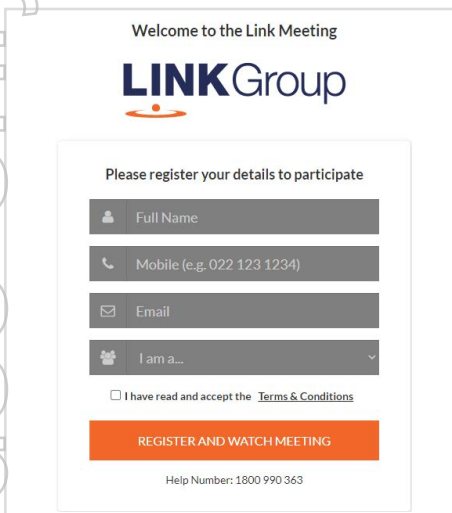
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer – 11 and up
- Microsoft Edge – 92.0 and after

**To attend and vote you must have your securityholder number and postcode.**

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

**Please make sure you have this information before proceeding.**

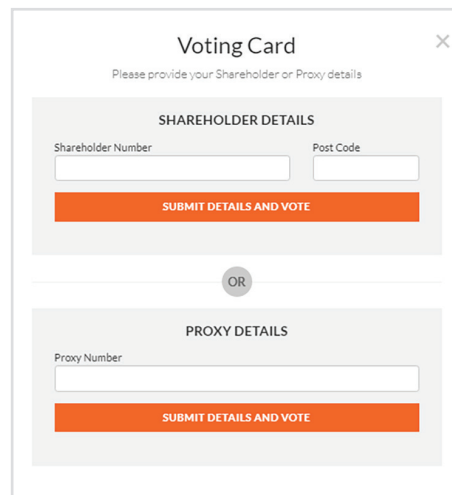
# Virtual Meeting Online Guide



## 1. Get a Voting Card

To register to vote – click on the ‘Get a Voting Card’ button.

This will bring up a box which looks like this.



### Step 1

Open your web browser and go to <https://meetings.linkgroup.com/GQG23>

### Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue ‘**Register and Watch Meeting**’ button.

- On the left – a live webcast of the Meeting starts automatically once the meeting has commenced. If the webcast does not start automatically please press the play button and ensure the audio on your computer or device is turned on.
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for ‘Get a Voting Card’, ‘Ask a Question’ and a list of company documents to download

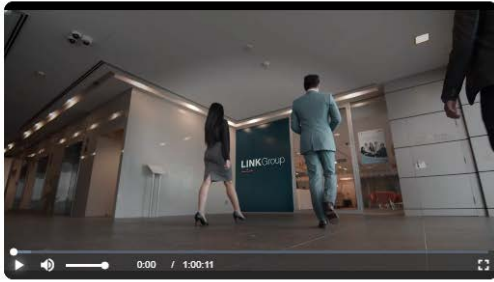
**Note:** If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the ‘**SUBMIT DETAILS AND VOTE**’ button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



+  
Get a Voting Card

?  
Ask a Question

Downloads

- Speakers Bio's
- Sustainability Report
- Notice of meeting
- Online Guide
- Annual Report

JOHN SAMPLE | \*\*\*\*\*0014

### Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like to complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the shareholder's voting instructions.

Full Vote | **Partial Vote**

Resolution 1  For  Against  Abstain

GENERAL BUSINESS

**SUBMIT VOTE**

### Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

### Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

**Note:** If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

**Note:** You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

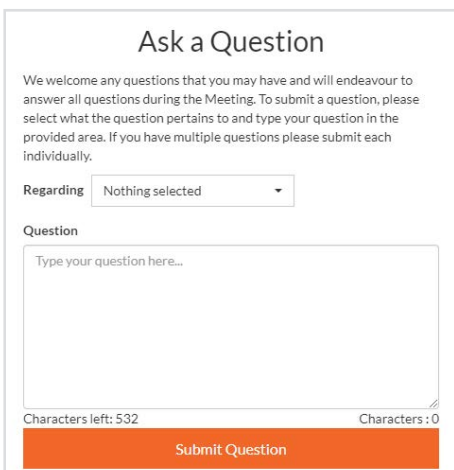
# Virtual Meeting Online Guide continued

## 2. How to ask a question

**Note:** Only verified Securityholders, Proxyholders and Company Representatives are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The 'Ask a Question' box will then pop up with two sections for completion.



In the 'Regarding' section click on the drop down arrow and select the category/resolution for your question.

Click in the 'Question' section and type your question and click on 'Submit'.

A 'View Questions' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



## 3. Downloads

View relevant documentation in the Downloads section.

## 4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

## 5. Phone Participation

### What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363

### Joining the Meeting via Phone

#### Step 1

From your land line or mobile device, call:  
1800 271 187 (within Australia) or  
+61 2 9189 2033 (Outside Australia).

#### Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

#### Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

#### Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

## Asking a Question

### Step 1

When the Chairman calls for questions or comments on each item of business, **press \*1** on your keypad for the item of business that your questions or comments relates to. If at any time you no longer wish to ask a question or make a comment, you can lower your hand by **pressing \*2** on your keypad.

### Step 2

When it is time to ask your question or make your comment, the moderator will introduce you to the meeting. Your line will be unmuted and you will be prompted to speak. If you have also joined the Meeting online, please mute your laptop, desktop, tablet or mobile device before you speak to avoid technical difficulties for you and other shareholders.

### Step 3

Your line will be muted once your question or comment has been asked / responded to

## Contact us

Australia  
T +61 1800 990 363  
E [info@linkmarketservices.com.au](mailto:info@linkmarketservices.com.au)