



**Form ADV: Part 2A Investment Adviser Brochure**

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This brochure ("Brochure") provides information about the business practices, investment strategies and qualifications of GQG Partners LLC ("GQG," "we" or "us") an investment adviser registered with the U.S. Securities and Exchange Commission ("SEC") under the Investment Advisers Act of 1940, as amended ("Advisers Act"). If you have any questions about the contents of this Brochure, please contact us at [ClientServices@gqgpartners.com](mailto:ClientServices@gqgpartners.com) or 754-218-5500.

The information in this Brochure has not been approved or verified by the SEC or by any state securities authority. Registration under the Advisers Act as an investment adviser does not imply any level of skill or training.

Additional information about GQG Partners LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2. Material Changes

This section of the Brochure (Item 2) summarizes material changes that have been made to the Brochure since the last annual update of the Brochure on March 28, 2024.

**Item 5 (Fees and Compensation)** and **Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss)** have been updated to reflect changes in the names of three of our investment strategies:

- The Global Quality Dividend Income Strategy is now the Global Quality Value Strategy;
- The International Quality Dividend Income Strategy is now the International Quality Value Strategy; and
- The U.S. Quality Dividend Income Strategy is now the U.S. Quality Value Strategy.

**Item 9 (Disciplinary Information)** has been updated to include information about a settlement GQG entered into with the SEC in September 2024. The settlement resulted in the SEC issuing an administrative order that required GQG to pay a civil monetary penalty in the amount of \$500,000.

**Item 10 (Other Financial Industry Activities and Affiliations)** has been updated to include information about a newly-established, wholly-owned subsidiary of GQG, GQG Private Capital Solutions LLC (“PCS”), including information about conflicts of interest that result from the business of PCS.

**Item 17 (Voting Client Securities)** has been updated to reflect recent changes to our proxy voting policy.

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#### Item 4. Advisory Business

We are GQG Partners LLC, a boutique investment management firm primarily providing global, international, emerging markets and U.S. equity investment portfolios, primarily for institutional clients. We are a registered investment adviser based in Fort Lauderdale, Florida and were formed in 2016. We and/or our affiliates have offices in Seattle, Washington, New York, New York, London, United Kingdom Sydney, Australia, and Abu Dhabi, United Arab Emirates.

We are committed to providing exceptional investment services to our clients and are focused on building a long-term investment boutique with an investment-centered culture and a commitment to alignment and transparency within our team and with our clients.

We are a Delaware limited liability company and a wholly owned subsidiary of GQG Partners Inc., a Delaware corporation that is listed on the Australian Securities Exchange. The majority owner of GQG Partners Inc. is QVFT, LLC, which is controlled by Rajiv Jain, our Chairman and Chief Investment Officer.

We provide investment advisory and sub-advisory services on a discretionary or non-discretionary basis to a range of clients. We offer several different equity investment strategies. Subject to the client-driven restrictions described in the paragraphs below, all portfolios in a given strategy are managed similarly to limit the dispersion of returns across client portfolios. Please see **Item 8. Methods of Analysis, Investment Strategies and Risk of Loss**, below, for more information about our strategies and related investment risks, which clients should review carefully before deciding to engage us. We cannot guarantee that a client's investment objectives will be achieved, and we do not guarantee the future performance of any client's account or any specific level of performance, the success of any investment decision or strategy, or the success of the overall management of any account. The investment decisions we make for clients are subject to risks, and investment decisions will not always be profitable.

A client may customize its investments with investment guidelines, restrictions, and limitations ("guidelines"). If accepted by GQG, these client-driven guidelines are typically set forth in the investment management agreement between us and our clients and will apply until changed or withdrawn by the client. Client guidelines may affect the investment performance and diversification of the account that may cause the account's performance to differ from the performance of other similarly managed accounts in the strategy without such restrictions.

We provide (or expect to provide) investment advisory services in connection with various managed account programs, including, but not limited to, "wrap" account programs, "dual contract" programs and/or "model-portfolio" programs sponsored, organized and/or administered by third-party sponsors. A wrap account program is an advisory program under which a fee not based directly upon transactions in a client's account is charged for investment advisory services and the execution of client transactions. In some instances, a client may enter into both an advisory agreement with both the sponsor firm and GQG directly as an investment adviser (a "dual contract" arrangement). Under managed account programs, the program sponsor typically provides certain services to program clients, including, for example, assisting the client in selecting one or more investment advisers and/or investment strategies based on the client's investment objective, brokerage, custody and/or other account services.

Investment advisers, such as GQG, typically provide portfolio management services, which may include providing a model portfolio to the program sponsor. With respect to securities purchased and sold for wrap account program participants and dual contract clients, GQG generally manages such accounts on a discretionary basis in a manner that is similar to the manner in which we manage discretionary institutional accounts pursuing the same investment strategy. In model-portfolio programs, GQG typically provides a model portfolio to the program sponsor, and the program sponsor exercises investment discretion to execute trades on behalf of program participants. Please see **Item 12. Brokerage Practices**, below, for information relating to our trade aggregation, allocation, and order practices.

The services GQG provides to managed account programs may differ from the services provided to other clients. For example, wrap fee and similar program accounts may have fewer securities holdings and less frequent trading due to cash availability, smaller account sizes, relatively high cash balance minimums, supply of suitable securities, and less ability for customization. Strategies, restrictions, and guidelines may vary from program to program.

Managed account program fees, trading procedures and minimums vary and are generally determined by the program sponsor. Program sponsors typically pay a portion of the program fee paid by the client to GQG for the investment advisory services that we provide in connection with the particular program, although in certain programs, the client may pay GQG directly. A detailed description of fees, services and other features of the specific managed account programs in which GQG participates should be obtained from the sponsor of the program. In general, GQG relies on the program sponsor to determine that the program is suitable for its clients, and GQG does not evaluate whether the program participant would be better off paying for brokerage execution and investment advice separately.

As of June 30, 2024, we managed approximately \$156 billion in client assets on a discretionary basis and \$2.7 billion on a non-discretionary basis.

## **Item 5. Fees and Compensation**

The management fees charged for our investment management services are generally charged monthly or quarterly, in arrears, based on the value of the assets under management during the month or quarter. Our fee schedule (per annum) for our institutional separate accounts is set forth below. Different fees and minimums apply with respect to services provided in connection with managed account programs, and not all strategies are offered in connection with such programs.

### **Global Equity Strategy:**

0.70%

The minimum initial investment is US\$150 million

### **Global Quality Value Strategy (formerly Global Quality Dividend Income Strategy):**

0.70%

The minimum initial investment is US\$150 million

### **Concentrated Global Equity Strategy:**

0.70%

The minimum initial investment is US\$150 million

### **International Equity Strategy:**

0.70%

The minimum initial investment is US\$150 million

### **International Quality Value Strategy (formerly International Quality Dividend Income Strategy):**

0.70%

The minimum initial investment is US\$150 million

### **Emerging Markets Equity Strategy:**

0.85%

The minimum initial investment is US\$150 million

### **U.S. Equity Strategy:**

0.45%

The minimum initial investment is US\$150 million

### **U.S. Quality Value Strategy (formerly U.S. Quality Dividend Income Strategy):**

0.45%

The minimum initial investment is US\$150 million

In addition, we offer the **Global Equity ADR Strategy** through select managed account programs.

In limited circumstances we may, in our sole discretion, negotiate to charge a lesser management fee or permit a lower minimum initial investment than reflected above, based on a number of factors, such as size of account, existence of other accounts managed by us, structure of the account and tax considerations. Fees for pooled investment funds advised or sub-advised by us are negotiated on a case-by-case basis. Each fund's expenses, which include the fees paid to us for advisory services, are set forth in the fund's applicable offering documents. Fees for managed account program sponsor clients are typically negotiated on a case-by-case basis.

We may amend our fee schedule at any time. Other investment advisers may charge lower fees for comparable services. In some cases, and at the option of the client, we may agree to provide our investment management services to a "qualified client" for a performance-based fee in accordance with the requirements of Rule 205-3 of the Advisers Act. While the specific terms of these arrangements are negotiated with each client, we generally will charge our fees based upon a percentage of the market value of the assets being managed ("management fee") in addition to a fee based on the performance of the account ("performance-based fee"). Please see **Item 6. Performance-Based Fees and Side-by-Side Management**, below, for more information on potential conflicts arising from performance-based fees.

Fees for client accounts that are not part of a managed account program are typically billed quarterly in arrears and must be paid within 15 days of the last day of the quarter for which the fee is applicable. Clients may select whether to have us automatically deduct fees from their accounts or to have us bill them for fees incurred. Fees payable by dual contract program clients are typically automatically deducted from their accounts quarterly in advance. Any pre-paid fees that have not been earned at the termination of a contract with a client will be refunded. Any such refunded amounts will be calculated pro rata based on the time of termination. Our clients pay other fees and expenses in addition to our investment management fees. Such fees include, for example, brokerage commissions, transaction costs, custody fees, governmental fees and foreign withholding taxes. For more information on brokerage commissions, please see **Item 12. Brokerage Practices**, below. Clients should consult their custodian for information on custodial fees, clearing expenses, wire transfer and electronic fund fees, foreign exchange transactions expenses and the manner in which an account's foreign exchange transactions are executed by the custodian pursuant to the custody agreement between the client and the custodian. In addition, Clients should be aware that to the extent that a client account is invested in a fund or other pooled vehicle (e.g., a money market fund or exchange-traded fund), the client will pay its proportionate share of the fund's expenses.

#### **Item 6. Performance-Based Fees and Side-by-Side Management**

As noted above, we may agree to enter into a performance-based fee arrangement with certain clients. The terms of each arrangement will be negotiable on a case-by-case basis but generally, the fee will consist of a fixed percentage-of-assets component and a performance-based component.

We manage accounts that pay performance-based fees side-by-side with accounts maintained by clients that pay only fixed percentage-of-assets management fees. We face potential conflicts of interest in that we may have an economic incentive to favor the accounts that pay performance-based fees. Performance-based compensation can create an incentive for us to make investments that are riskier or

more speculative than would be the case where we are only paid a base fee. Depending on the performance of the portfolio, we may be paid more or less compared to the non-performance-based fee received on other portfolios that we manage.

We have written compliance policies and procedures designed to mitigate or manage conflicts of interest that may arise from side-by-side management, including policies and procedures to seek fair and equitable trade allocations among all clients, regardless of the type of fees we receive from the clients. Please see **Item 12. Brokerage Practices**, below. Our compliance team periodically reviews the performance of composite accounts in the same strategy, including any that pay a performance fee, as a control that seeks to ensure, among other things, that preferential treatment is not given to any account paying a performance fee. There is no guarantee that our policies and procedures will cover every situation in which a conflict of interest arises.

## **Item 7. Types of Clients**

We provide discretionary and non-discretionary advisory services to a broad range of institutional clients, pension plans and pooled investment funds. Our institutional clients include registered mutual funds, UCITS funds, private funds, including those for which we serve as managing member, and collective investment funds, as well as public agencies and sovereign organizations, among others, that are domiciled in or outside the United States. As noted above, we also provide investment advisory services in connection with managed account programs, including wrap fee, dual contract and/or model-portfolio programs. Program sponsors are typically financial intermediaries such as registered broker-dealers and investment advisers, banks or trust companies. Participants in those programs include individuals and entities. For more information on our advisory relationships, please see **Item 5. Fees and Compensation** and **Item 10. Other Financial Industry Activities and Affiliations**, below.

The minimum initial investment for institutional clients in each separate account strategy is US\$150 million. We may waive the minimum initial investment requirements from time to time in our discretion. As noted above, different account minimums apply to accounts associated with managed account programs. For clients that contract directly with GQG, we collect identification documentation and conduct other identification verification procedures, including screening clients against multiple jurisdictional sanction lists, such as the Specifically Designated Nationals and Blocked Persons list maintained by the U.S. Department of the Treasury's Office of Foreign Asset Control (OFAC).

Pursuant to an investment management agreement between GQG and Pacific Current Group Limited ("PAC"), GQG is expected to provide investment advisory services to PAC regarding certain assets held by PAC as well as certain other back-office and administrative services pursuant to a separate consulting agreement (the "PAC Services"). PAC is an Australian publicly traded company, which holds minority investments in certain investment advisers.

## **Item 8. Methods of Analysis, Investment Strategies and Risk of Loss**

We believe that concentrated portfolios of higher-quality, growing companies, managed in a benchmark agnostic fashion, will enable us to offer attractive risk-adjusted returns against the market index.



Therefore, our investment philosophy is rooted in buying high-quality, growing companies and building portfolios that focus on diversifying end-consumer risk.

We pursue a fundamental security selection process, conducting analyses of a company's financial statements, economic health, competitors and the markets that it serves. We seek to identify and buy companies with relatively strong financial positions, capable management, higher barriers to entry and more durable earnings growth.

Our sell discipline leads us to sell companies when our view of their risks or opportunities fundamentally changes, or when we believe that the stock price no longer reflects a good value. We also will sell companies when we find more attractive alternatives.

### *Our Investment Strategies*

We offer four main investment strategies that invest primarily in the securities of large cap issuers (Global Equity, International Equity, Emerging Markets Equity and U.S. Equity); three similar investment strategies that seek to invest primarily in high quality dividend-paying companies (Global Quality Value, International Quality Value and U.S. Quality Value); and the Concentrated Global Equity Strategy and the Global Equity ADR Strategy, which are similar to the Global Equity Strategy. Each strategy's objective is to seek long-term capital appreciation, and we pursue this objective by investing primarily in publicly traded equity securities. We may also provide each of these strategies with mutually agreed upon investment restrictions and/or guidelines to suit the preferences of specific clients. For example, under certain circumstances as agreed upon between us and a client, we can apply a screen to avoid purchasing securities of issuers materially engaged in certain businesses (e.g., tobacco, alcohol, gambling, fossil fuels or controversial weapons). We may offer other strategies from time to time.

The Global Equity Strategy generally invests the bulk of its assets in equity securities or equity-linked instruments of companies located anywhere in the world, including emerging markets countries and the United States. The strategy generally invests in companies with a market capitalization of at least \$5 billion, but it may invest in companies with lower market capitalizations.

The Global Quality Value Strategy (formerly Global Quality Dividend Income) generally invests the bulk of its assets in equity securities or equity-linked instruments of companies located anywhere in the world, including emerging markets countries and the United States. The strategy seeks to invest primarily in high quality dividend-paying companies with attractively priced future growth prospects. The strategy generally invests in companies with a market capitalization of at least \$5 billion, but it may invest in companies with lower market capitalizations.

The Concentrated Global Equity Strategy generally invests the bulk of its assets in equity securities or equity-linked instruments of companies located anywhere in the world, including emerging markets countries and the United States. The strategy generally invests in companies with a market capitalization of at least \$5 billion, but it may invest in companies with lower market capitalizations.

The Global Equity ADR Strategy generally invests the bulk of its assets in equity securities or equity-

linked instruments of companies located anywhere in the world, including emerging markets and the United States. For these purposes, “equity securities” include publicly traded common stocks and American Depositary Receipts (ADRs), which are securities that evidence ownership interests in underlying securities issued by non-U.S. companies. The strategy generally invests in companies with a market capitalization of at least \$5 billion, but it may invest in companies with lower market capitalizations.

The International Equity Strategy generally invests the bulk of its assets in equity securities or equity-linked instruments of companies located in or principally exposed to countries outside the United States, including issuers in emerging markets countries. The strategy ordinarily will invest in companies with business activities in several different countries. The strategy generally invests in companies with a market capitalization of at least \$5 billion, but it may invest in companies with lower market capitalizations.

The International Quality Value Strategy (formerly International Quality Dividend Income) generally invests the bulk of its assets in equity securities or equity-linked instruments of companies located in or principally exposed to countries outside the United States, including issuers in emerging markets countries. The strategy ordinarily will invest in companies with business activities in several different countries. The strategy seeks to invest primarily in high quality dividend-paying companies with attractively priced future growth prospects. The strategy generally invests in companies with a market capitalization of at least \$5 billion, but it may invest in companies with lower market capitalizations.

The Emerging Markets Equity Strategy generally invests the bulk of its assets in equity securities of companies located in or principally exposed to emerging markets countries without regard to their capitalization. The strategy generally invests in companies with a market capitalization of at least \$5 billion, but it may invest in companies with lower market capitalizations.

The U.S. Equity Strategy generally invests the bulk of its assets in equity securities or equity-linked instruments of companies located in or principally exposed to the United States. The strategy generally invests in companies with a market capitalization of at least \$5 billion, but it may invest in companies with lower market capitalizations.

The U.S. Quality Value Strategy (formerly U.S. Quality Dividend Income) generally invests the bulk of its assets in equity securities or equity-linked instruments of companies located in or principally exposed to the United States. The strategy seeks to invest primarily in high quality dividend-paying companies with attractively priced future growth prospects. The strategy generally invests in companies with a market capitalization of at least \$5 billion, but it may invest in companies with lower market capitalizations.

Each strategy may acquire equity-linked securities, which are synthetic instruments designed to replicate ownership of an underlying equity security in foreign stock markets where non-resident shareholders are unable to own shares directly.

Our Global Equity and International Equity Strategy portfolios typically hold between 35 and 70 investments, while our Emerging Markets Equity Strategy portfolios typically hold between 40 and 80

investments. Our Global Quality Value, International Quality Value and U.S. Quality Value e portfolios typically hold between 25 and 70 investments. Our Global Equity ADR Strategy portfolios typically hold between 30 and 75 securities. Our standard guidelines for each of those seven strategies provide that no single portfolio holding is anticipated to exceed 10% of the portfolio value (at the time of purchase). Our U.S. Equity Strategy portfolios typically hold between 15 and 40 investments. Our standard guidelines for that strategy provide that no single portfolio holding is anticipated to exceed 20% of the portfolio value (at the time of purchase). Our Concentrated Global Equity Strategy portfolios typically hold between 10 and 20 investments, and our standard guidelines for that strategy provide that no single portfolio holding is anticipated to exceed 15% of portfolio value (at the time of purchase). The amount of cash in our portfolios is not a strategic factor and is a residual function of our investment process. Our standard guidelines for the above strategies other than the U.S. Equity Strategy and the Concentrated Global Equity Strategy provide that cash will ordinarily represent less than 10% of a portfolio's assets. Our standard guidelines for the U.S. Equity Strategy and the Concentrated Global Equity Strategy provide that cash will ordinarily not exceed 20% of portfolio value. Our guidelines are subject to change, and guidelines may be customized as agreed by us and a client from time to time.

Portfolio turnover in our strategies will vary based on market conditions and the opportunities for investing. We expect that a meaningful portion of portfolio turnover will arise from trading shares of then-existing portfolio positions (e.g., buying additional shares or selling some shares of an issuer in the portfolio).

We seek long-term capital appreciation by investing primarily in the equity securities of both U.S. and non-U.S. issuers that we believe have durable earnings potential that is undervalued by the market. Our portfolios are diversified by country (except for our U.S. Equity Strategy) and sector, but they are not constrained by any benchmark index.

We typically invest in publicly traded common and preferred stock and other publicly traded equity securities (including ADRs and Global Depositary Receipts (GDRs)). Equity securities are generally subordinate in the capital structure of a company to publicly traded debt securities as well as other forms of indebtedness of the company. Prices of equity securities often fluctuate more than prices of debt securities and may be more likely to be affected by poor performance of a company, poor market performance, negative changes in investor perceptions of the company or market, as well as economic conditions.

All our portfolios may invest in companies with small and/or mid-sized market capitalizations. The securities of some of these companies, as well as those of some companies that are considered large market capitalization companies, may be thinly traded. These securities carry a heightened risk that liquidity may not be readily available. This may negatively impact both our ability to sell, as well as the sale price itself. In these cases, we may not be able to sell our securities at or near published market quotes. Moreover, certain investments may be required to be held for longer periods than we would like before liquidity levels reach desired levels for trading.

While we adhere to our diversification guidelines, we believe in and manage relatively concentrated portfolios. As a result, the performance of any of our portfolios may be significantly affected by an

individual holding.

We may invest in any combination of equity securities, including without limitation, common stocks, preferred stocks, securities convertible into stocks, equity interest in Real Estate Investment Trusts (REITs), participating shares, savings shares, non-voting shares, options contracts, and exchange-traded funds (ETFs) that may invest in securities (such as an emerging market index or country index or in commodities such as gold). We also may hold cash or cash equivalents.

We also may use derivative securities including, without limitation, participation/ participatory notes (P-Notes) and/or Low Exercise Price Options (LEPOs), collectively known as “Synthetic Equities”, where the use of such securities is consistent with the strategy’s and a client’s investment objectives and policies. A strategy may use Synthetic Equities primarily to gain access to securities which may be otherwise inaccessible to foreign investors or too costly for direct access to the underlying securities primarily due to market registration issues. Synthetic Equities are instruments that attempt to replicate ownership of an underlying equity security in foreign stock markets where non-resident shareholders are unable to own shares directly or find it advantageous to own shares through this indirect vehicle. Synthetic Equities are created by financial intermediaries such as investment banks and commercial banks and these instruments represent an unsecured obligation of the financial intermediary. As such, a Synthetic Equity is a direct obligation of the counterparty, and the non-resident investor has no direct claim with the issuer of the underlying security. In conjunction with these possible investments, we have established general counterparty risk monitoring procedures. For purposes of applicable diversification, issuer concentration and asset class exposure guidelines and/or restrictions, we consider the issuer of the underlying security to be the issuer of the investment held by the client account.

We may invest a substantial portion of the Global Equity ADR Strategy in ADRs. Each of the other strategies may also invest in depositary receipts, including ADRs and GDRs. In general, we invest in ADRs and/or GDRs when we believe that the fundamental investment attributes of the foreign company are attractive notwithstanding the limitations that may be imposed on depositary receipts.

Additional information about the risks associated with investing in these instruments is set forth below.

#### *Our Investment Process*

*Sourcing Potential Investment Ideas:* One of the primary tools that we use to source potential investment ideas is a quantitative scoring and ranking system that is regularly applied against an investable universe of listed and actively traded global equities. While it is not possible to capture forward-looking quality in a quantitative screen, we use some common metrics to help identify companies that have exhibited the quality factors that we feel best expresses forward-looking quality given the limitations of backward-looking data. Examples of those factors are:

- Stable financials and solid balance sheet (e.g., stability of margins, Altman Z-Score).
- Profitability (e.g., return on assets, return on equity).
- Efficiency (e.g., operating margins, capital intensity).
- Wide economic moat/sustainable business (e.g., gross profit/total assets).

Our screen typically yields several hundred companies out of an initial starting point of approximately 50,000 listed and actively-traded global equities each ranked from 1 to 10 on an aggregate quality score. We do not employ valuation metrics in our screen, as we believe that excluding valuation metrics provides more stability to our rankings. As described below, we consider valuation after we have identified what we consider to be quality names.

In addition, and as a complement to our screen, we rely on the investment team's cumulative experience and investment knowledge to source potential investments that may or may not be ranked highly by our screen at any particular time.

Research: We next analyze those companies' businesses and the industry in which they operate to understand the reasons for their superior results and to predict their ability to continue to perform. Our process results in a shortened list of companies that we believe have a demonstrable and sustainable competitive advantage.

Central to our analysis of any company is a focus on its ongoing, long-term relative growth potential. Our long-term focus affects our view of the company's appropriate valuation. Our valuation estimates seek to predict a company's future earnings and thereby assess our expected value for the company at the end of our anticipated holding period. We believe our focus on longer timeframes differentiates our investment research process.

GQG recognizes that environmental, social and governance ("ESG") factors can materially impact a company's valuation. In our pursuit of long-term capital appreciation on behalf of our client accounts, we may also consider financially material ESG factors in our investment process. We typically evaluate and may give meaningful weight to issues such as environmental responsibility, labor relations, corporate culture and the quality of corporate leadership in its assessment of a potential or existing portfolio company, although non-ESG financially relevant factors may be more important than ESG factors in any particular investment decision, and we expect that over time many decisions will be made primarily or completely based on non-ESG factors. Under certain circumstances, we have agreed to apply one or more ESG-related investment screens with respect to portfolio holdings for some clients.

Our analysts remain involved throughout our entire screening and research process. We believe that the in-depth involvement of several minds in the analysis of a potential investment is likely to produce a more thorough understanding of its underlying business and the risks to its business model.

We employ one or more analysts with a background in investigative journalism to provide us with unconventional perspectives and to investigate social aspects of various prospective investments. That approach at times gives us insight into social issues that may not be available through what would be considered standard investment research. We believe that this is particularly important in evaluating the culture of prospective investments and, to some extent, the ecosystem in which they operate.

We identify companies meeting our quality and growth criteria by estimating the business's earnings growth over a multi-year horizon. Subsequently, we set a terminal multiple on that forecasted earnings

estimate to arrive at a terminal price which is then discounted to its present value using a determined discount rate. We acquire an interest in a company only when we believe its shares are selling at a significant discount to their intrinsic value. Because future cash flows are uncertain, our calculation of a company's intrinsic value is subject to review and revision.

The foregoing description of our screening and research process is for illustrative purposes, to demonstrate the ordinary process employed by GQG, and it does not necessarily apply to every investment made for any given portfolio. Not every factor is considered for every investment, or weighed in the same manner, and the full process is not necessarily applied to follow-on investments already deemed appropriate. Similarly, not every highly scored investment is added to a portfolio, and not every poorly scored investment is excluded.

### *Portfolio Construction*

We believe our approach to diversification differs from most investment managers. In our view, risk exists in a company's business itself, not in categorizations of industries, sectors and geographic regions. Therefore, we seek to understand each portfolio company's sources of revenues and competitive risks. We do not believe optimization engines can identify such risks. When we construct a portfolio, we focus on its diversification of revenue sources and end-consumer behaviors. As a result, our portfolios may feature high sector and/or country concentrations and demonstrate significant tracking error against benchmark indices.

Our portfolio construction is not dictated by the composition of benchmark indices because we seek to identify and invest in those constituents of a benchmark whose business prospects we believe are inherently superior to the benchmark as a whole. As a consequence, our portfolios' industry and geographic exposures will vary significantly from their benchmarks. Although our portfolio construction is primarily a result of our fundamental research on individual stocks, we also use parameters in constructing portfolios.

### *Sell Discipline*

The key tenets of our investment purchase discipline are consistency, predictability, profitability, sustainability and reasonable price. We continue to monitor those aspects of each company in our portfolios on an ongoing basis. We will remain invested in a company unless:

- The market price exceeds our valuation estimate.
- We believe there is a meaningful deterioration in the company's relative long-term earnings growth prospects.
- We perceive a loss of long-term competitive advantage.
- The company is involved in a major acquisition.
- We are unable to reconcile company data.
- The company is replaced by an investment we see as more attractive.

Of these reasons, the most common reason for us to divest a company is to replace it with a company

we find more attractive.

### *Risks of Our Investment Strategies*

Material risks associated with our investment strategies are described below. These risks include several risks that are generally associated with investments in equity securities. The market value of equity securities fluctuates, and investing in equity securities involves risk of loss of principal. Security values may decline for a number of reasons, including those that relate to the particular issuer of the security, as well as those that relate to the broader equity markets, general market conditions, governmental policy and/or other matters. All GQG clients and prospective clients should be prepared to bear the risks associated with investing in equity securities and should consider these risks before opening an account with us.

*Value risk:* There is no guarantee that our judgments about the intrinsic value and potential appreciation of a particular asset class or individual security are or will be correct. Our forward- looking quality approach will at times have us invested in value securities, growth securities or both that we deem to be undervalued by the market. At any time, those styles, or any of the individual securities we have selected or all of them may be out of favor with investors, causing our investment performance to vary widely from that of the benchmark. Even if our assessment of the intrinsic value of a security is correct, it may take a long period of time for the security to realize that intrinsic value, and there is no guarantee that the stock market will recognize our estimate of the value of a security.

*Market risk:* Companies issue equities, or stocks, to help finance their operations and future growth. Investors who purchase these equities become part owners in these companies. The value of these equities varies according to how the market reacts to factors relating to the company, market activity, governmental policy and/or general economic and political conditions. Increasingly interconnected global economies and financial markets contribute to market risk. For example, if the economy is expanding, the market may attach positive outlooks to companies and the value of their stocks may rise. The opposite is also true, and a shrinking economy can lead to depressed stock prices. Market value does not always reflect the intrinsic value of a company. These risks may be magnified if certain events or developments adversely interrupt the global supply chain. In these and other circumstances, such risks might affect companies worldwide. Recent examples include pandemic risks related to COVID-19 and the aggressive responsive measures taken worldwide by governments and businesses, including closing borders, restricting international and domestic travel and commerce, and changes to business operations. Other examples include risks related to aggressive tightening of monetary policy as central banks combat inflationary pressures. These actions can constrain access to capital and put downward pressure on company valuations.

*Key person risk:* Rajiv Jain is our Chief Investment Officer and serves as a portfolio manager for all of GQG's investment strategies. Although Mr. Jain is supported by other investment personnel, including multiple portfolio managers, the performance of our strategies is largely dependent on his efforts and his experience in designing and implementing investment strategies. His temporary or permanent unavailability, including if he departs from the management of our strategies for whatever reason, may have a material adverse effect on our ability to implement those strategies and achieve their investment

objectives. We may be unable to replace Mr. Jain on a timely basis or with appropriately qualified personnel, and such delay or inability may adversely affect the accounts we manage.

**Concentration risk:** If a strategy is not diversified across multiple issuers, sectors, regions or countries, the value of clients' accounts invested in the strategy will vary considerably in response to changes in the issuers, sectors, regions or countries in which the portfolio is invested. This may result in higher volatility, and portfolio performance will be more susceptible to loss due to adverse occurrences affecting the issuers, sectors, regions or countries in which the portfolio is invested. Our U.S. Equity Strategy, which typically holds between 15 and 40 positions, and our Concentrated Global Equity Strategy, which typically holds between 10 and 20 positions, are non-diversified and relatively more susceptible to this particular risk than our other strategies, which are relatively more diversified.

**Currency risk:** Our strategies are generally valued in U.S. dollars. When we buy foreign securities, they are purchased with foreign currency, which will fluctuate against the U.S. dollar. Clients may benefit from changes in exchange rates, or an unfavorable change in exchange rates may reduce, or even eliminate, any return on a U.S. dollar basis. While most of our strategies are not subject to any fixed geographic diversification requirements, we diversify investments among countries where appropriate to reduce currency risk. We generally do not hedge against changes in currency rates, but we may do so where appropriate for certain accounts using options on fixed income securities, selling of currency on a spot basis, using forward contracts or swap arrangements, or transacting in securities on a when-issued or delayed-delivery basis.

**Counterparty risk:** There is a risk that counterparties will not make payments on the securities they issue. Our portfolios may own participation notes or other Synthetic Equities. These instruments are direct obligations of the issuing counterparty, and a holder has no direct claim against the issuer of the underlying security. Thus, their value and price fluctuations may not correlate to the equity securities to which they relate.

**Foreign markets risk:** Some of the securities in which we invest are traded outside of the U.S. The value of foreign securities may fluctuate more than U.S. investments because companies outside of the U.S. are not subject to the same regulations, standards, reporting practices and disclosure requirements that apply in the U.S. Public information may be limited with respect to foreign issuers, and foreign issuers may not be subject to uniform accounting, auditing and financial standards and requirements comparable to those applicable to U.S. companies. Some foreign markets may not have laws to protect investor rights. Political instability, social unrest, government policies or diplomatic developments in foreign countries could adversely affect the functioning of foreign markets and/or the value of securities traded in such markets. There is a chance that foreign securities may be highly taxed or that government-imposed exchange controls may prevent investors from taking money out of the country. Foreign markets including less developed markets have a greater risk of regulatory changes which could adversely impact investments made on behalf of our client accounts. In general, the less developed a country's securities markets are, the greater the likelihood of custody, clearing and settlement problems. In addition, the infrastructure for the safe custody of securities and processes for purchasing and selling securities, settling trades, collecting dividends, initiating corporate actions and following corporate activity are typically not as well developed in such countries as is the case in more developed markets.



Additionally, the financial profile and relative strength of service providers – including local sub custodians, brokers, exchanges and securities depositories may subject clients, investments and transactions to higher risk. Foreign market trading hours, clearance and settlement procedures, foreign currency conversions and holiday schedules may also limit our ability to buy and sell securities in certain countries.

*Emerging markets risk:* Investments in emerging markets can be subject to a greater risk of loss than investments in more developed markets. Securities markets in emerging market countries may be smaller and less liquid than those in more developed countries, making it more difficult to sell securities in order to take profits or avoid losses. Companies in these markets may have limited product lines, markets or resources, making it relatively more difficult to measure the value of the company. Potential political instability and corruption, as well as lower standards of regulation for business practices, increase the possibility of fraud and other legal problems. Public information may be limited with respect to emerging markets issuers, and emerging markets issuers may not be subject to uniform accounting, auditing and financial standards and requirements comparable to those applicable to U.S. companies. There also may be greater risk associated with the custody and settlement of securities in such markets. Further, emerging markets can be affected adversely by changes to the economic health of certain key trading partners, such as the U.S. or China, regional or global conflicts, pandemics, terrorism or war.

At times, one or more of our investment strategies may have significant exposure to a particular emerging market country and/or region (e.g., India, Turkey, Southeast Asia and Middle East) which may give rise to heightened emerging market risk and potential risk of loss.

*United States risk:* Investments in U.S. issuers may be susceptible to economic, political, regulatory or other events or conditions affecting issuers within the United States. A decrease in imports or exports, changes in trade regulations and/or an economic recession in the United States may have a material adverse effect on the U.S. economy and the securities listed on U.S. exchanges. Proposed and adopted policy and legislative changes in the United States are changing many aspects of financial and other regulation and may have a significant effect on the U.S. markets generally, as well as on the value of certain securities. In addition, a continued rise in the U.S. public debt level or U.S. austerity measures may adversely affect U.S. economic growth and the securities in which a Fund invests. If the United States' relations with one or more foreign countries become strained, it could adversely affect U.S. issuers as well as non-U.S. issuers that rely on the United States for trade. If the United States experiences increased internal unrest and discord, it could have an adverse impact on the U.S. economy as well as on U.S. and non-U.S. issuers.

*Armed conflict risk:* International investment markets are subject to the risk of armed conflict, or the threat of armed conflict, the economic ramifications of which can be extremely broad. Beyond physical harm to populations and economies, armed conflict may result in any number of measures including, among others, sanctions, trade restrictions, major strategic decisions by private companies and organizations, and asset freezes or limitations on the movement of persons or assets, together with other measures imposed by the countries involved, other countries worldwide, multi-country groups, consortia such as international communications or payment systems, and even international organizations like the United Nations. The armed conflict involving Russia and Ukraine has given rise to

political and economic uncertainty and market volatility that is affecting virtually all market participants. We may invest in issuers that are organized or operate in and/or are otherwise economically tied to the most affected jurisdictions. The potential adverse effects of any such conflict on the issuers in which we invest are wide ranging, including adverse effects on investment valuations, difficulty in selling assets, nationalization of assets (in which case a holder would receive no or inadequate compensation for the assets), and/or other adverse actions or circumstances.

*Brexit risk; Eurozone risk; refugees; sanctions; other region risk:* In what is commonly referred to as “Brexit,” the United Kingdom including Britain exited the European Union (“EU”), which resulted in significant volatility in British, broader European, and global markets, and added uncertainty to future market developments. The continuing effects of Brexit, and any similar future developments, may cause severe adverse effects to financial prospects in the countries and regions involved as well as globally. Other countries could decide to exit to EU, adding further uncertainties. Further, as a result of the past decade’s financial crisis in Europe, in particular in Portugal, Ireland, Italy, Greece and Spain, the European Commission took various major measures to provide funding to Eurozone countries in financial difficulty and seek to stabilize national economies. Despite these measures, concerns persist regarding the indebtedness of certain Eurozone countries and their ability to meet their financial obligations, the overall stability of the Eurozone and its members and the suitability of certain states to be members of the Eurozone. These and other concerns could lead to the re-introduction of individual currencies in one or more member states of the European Union or, in more extreme circumstances, the possible dissolution of the Eurozone entirely. Should the Eurozone dissolve entirely, the legal and contractual consequences for holders of euro-denominated obligations would be determined by laws in effect at such time. In addition, political and economic stress can result from the migration of persons fleeing war zones in Ukraine, Syria and other jurisdictions. Tensions among major countries arise from time to time. These potential developments, or market perceptions concerning these and related issues, could have a material adverse effect on the value of our investments and our ability to achieve our investment objectives. In addition, the United States and other countries impose and remove sanctions on countries or companies in different regions around the world. Such events may subject certain investments to particular risks of loss or volatility.

*Liquidity risk:* While the investment strategies favor large capitalization, highly liquid companies, liquidity can be affected by company specific events, market events and political and economic events. Therefore, there may be periods when securities issued by these companies are difficult to buy or sell and the value of strategies that buy these securities may rise and fall substantially. Smaller companies may not be listed on a stock market or traded through an organized market. They may be difficult to value because they are developing new products or services for which there is not yet an established market or revenue stream. In addition, from time to time, we may buy securities that are subject to resale restrictions that affect their liquidity.

*Depositary receipt (“DR”) risk:* DRs (including ADRs and GDRs) may be subject to certain of the risks associated with direct investments in the securities of foreign companies, such as currency risk, political and economic risk and market risk, because their values depend on the performance of the non-dollar denominated underlying foreign securities. Certain countries may limit the ability to convert DRs into the underlying foreign securities and vice versa, which may cause the securities of the foreign company to

trade at a discount or premium to the market price of the related DR. In addition, holders of unsponsored DRs generally bear all the costs of such facilities and the depository of an unsponsored facility frequently is under no obligation to distribute shareholder communications received from the issuer of the deposited security or to pass through voting rights to the holders of such DRs in respect of the deposited securities. DR holders may not enjoy all the rights and benefits of the holders of ordinary shares, in that they may have a limited ability to participate in corporate actions and vote proxies; they may incur additional fees and may have differing tax consequences from the holders of ordinary shares.

*“Stock Connect” investing risk:* Certain accounts may be invested in A Shares of companies based in China through the Shanghai-Hong Kong Stock Connect program or Shenzhen-Hong Kong Stock Connect program (collectively, “Stock Connect”). Stock Connect is a securities trading and clearing linked program developed by Hong Kong Exchanges and Clearing Limited, the Hong Kong Securities Clearing Company Limited, Shanghai Stock Exchange, Shenzhen Stock Exchange and China Securities Depository and Clearing Corporation Limited with the aim of achieving mutual stock market access between China and Hong Kong. Trading through Stock Connect is subject to a number of restrictions that may affect an account’s investments and returns, including a daily quota that limits the maximum net purchases under Stock Connect each day. In addition, investments made through Stock Connect are subject to relatively untested trading, clearance and settlement procedures. Moreover, A Shares purchased through Stock Connect generally may only be sold or otherwise transferred through Stock Connect. An account’s investments in A Shares purchased through Stock Connect are generally subject to Chinese securities regulations and listing rules. While overseas investors currently are exempt from paying capital gains or value added taxes on income and gains from investments in A Shares purchased through Stock Connect, these tax rules could be changed, which could result in unexpected tax liabilities for an account. Stock Connect operates only on days when both the China and Hong Kong markets are open for trading and when banks in both markets are open on the corresponding settlement days. Therefore, an account may be subject to the risk of price fluctuations of A Shares when Stock Connect is not trading.

*Smaller capitalization issuer risk:* Securities of issuers with relatively small equity market capitalizations involve greater issuer risk than larger capitalization securities, and the markets for such securities may be more volatile and less liquid. Specifically, small capitalization companies often have limited product lines, markets or financial resources and may be dependent on one person or a few key persons for management. The securities of such companies may be subject to more volatile market movements than securities of larger, more established companies, both because the securities typically are traded in lower volume and because the issuers typically are more subject to changes in earnings and prospects.

*Initial public offering (“IPO”) risk:* Investments in securities that are offered in an IPO may involve relatively greater risks than investments in the securities of established, publicly traded companies, as IPOs are often associated with companies with limited operating histories and uncertain profitability prospects. Such companies may be involved in new and evolving businesses and may be vulnerable to competition and changes to technology, markets and business conditions. Further, IPO investors can be affected by substantial dilution in the value of their shares, by sales of additional shares and by concentration of control in existing management and principal shareholders.

*Political and economic risk:* Investing in foreign securities is subject to the risk of political, social, or

economic instability, variation in international trade patterns, the possibility of the imposition of exchange controls, expropriation, confiscatory taxation, limits on movement of currency or other assets and nationalization of assets. Any of these actions could severely affect securities prices or impair the ability to purchase or sell foreign securities or transfer assets or income back into the U.S. The economies of certain foreign markets may not compare favorably with the economy of the U.S. with respect to such issues as growth of gross national product, reinvestment of capital, resources and balance of payments position. Other potential foreign market risks include difficulties in pricing securities, defaults on foreign government securities and difficulties in enforcing legal judgments in foreign courts. Diplomatic and political developments, including rapid and adverse political changes, social instability, regional conflicts, the imposition of tariffs or other trade barriers, terrorism and war, could affect the economies, industries and securities and currency markets, and the value of an account's investments, in non-U.S. countries. Increasing nationalism in the U.S. and abroad presents risks to global commerce and the companies engaged in such commerce. Policies that favor domestic companies as opposed to foreign companies may become more likely. Such policies may lead to global supply chain and market disruptions, which could have an adverse impact on the companies in which we invest. These factors are extremely difficult, if not impossible, to predict and take into account.

**Regulatory risk:** Laws and regulations affecting our business change from time to time, and we are currently operating in an environment of significant global regulatory reform. We cannot predict the effects, if any, of future legal and regulatory changes on our business or the services we provide.

**Governmental supervision and regulation/accounting standards risk:** Holding assets outside of the U.S. entails additional risks, as there may be limited or no regulatory oversight of the operations of foreign custodians, and there could be limits on the ability to recover assets if a foreign bank, depositary or issuer of a security, or one of their agents, goes bankrupt. Many foreign governments do not supervise and regulate stock exchanges, brokers and the sale of securities to the same extent as such regulations exist in the U.S. They also may not have laws to protect investors that are comparable to U.S. securities laws. For example, some foreign countries may have no laws or rules against insider trading. In addition, some countries may have legal systems that may make it difficult to vote proxies, exercise shareholder rights, and pursue legal remedies with respect to foreign investments. Accounting standards in other countries are not necessarily the same as in the U.S. If the accounting standards in another country do not require as much detail as U.S. accounting standards, it may be harder to completely and accurately determine a company's financial condition.

**Operational risk:** We rely heavily on portfolio management, trading, financial, accounting and other data processing systems. Operational issues associated with the use of these systems, including those arising from human error and/or external events, may lead to disruptions in our business operations, which could lead to financial loss.

**Other business disruption risk:** We, our service providers, managed account program sponsors and the companies in which we invest are subject to risks related to natural and man-made disasters and catastrophes, such as tornadoes, hurricanes, earthquakes, diseases, epidemics, pandemics, terrorist acts and climate change, which could adversely affect our business and/or the issuers in which we invest. Any of these events could have an adverse effect on our or an issuer's ability to conduct business and/or its

respective future business prospects, which could adversely impact the value of a client's portfolio.

**Cyber security risk:** We, our service providers, managed account program sponsors and the companies in which we invest are subject to operational, technology and information security-related risks (collectively, "cyber risk"). With the increased reliance on technology for purposes of conducting business, cyber risk and the potential for a disruptive cyber-related incident increases. Cyber incidents can result from, for example, deliberate attacks by bad actors (e.g., denial-of- service attacks), unintentional actions or information system or power system failures. Cyber incidents have the potential to cause financial loss, business disruptions, reputational damage and violations of law, among other things, all of which can adversely impact the value of a client's portfolio.

## **Item 9. Disciplinary Information**

On September 26, 2024, GQG entered into a settlement with the SEC resulting in the SEC issuing an order instituting administrative and cease-and-desist proceedings (the "Order") that required GQG to pay a civil monetary penalty in the amount of \$500,000. GQG consented to the entry of the Order, without admitting or denying the findings therein, except as to jurisdiction, which found that GQG willfully violated Rule 21f-17(a) under the Securities Exchange Act of 1934 (the "Exchange Act"). The Order found that GQG, from November 2020 through September 2023, on twelve occasions, asked certain potential employees to sign a non-disclosure agreement ("NDA") that prohibited them from disclosing, including to government agencies specifically, that they had confidential information about GQG. While the NDA permitted them to respond to requests for information from the SEC, it required notification to GQG of any such request and prohibited them from responding to requests arising from their voluntary act of disclosure. The Order also found that GQG entered into a release and settlement agreement with a former employee that required representations by the former employee that he/she (i) had not sought to initiate any investigation by any governmental agency; (ii) was aware of no facts that would form the basis of such an investigation; and (iii) would withdraw any statements already made that would form the basis of an investigation. The Order acknowledged GQG's cooperation and remedial acts promptly undertaken. The Order acknowledged that (i) GQG stopped using the violative NDA template in September 2023 and revised the template to include language consistent with Rule 21f and (ii) GQG sent notices to the twelve individuals who signed the NDAs as well as the former employee notifying them that the agreements do not prohibit them from providing information and/or documents to, and/or communicating with, SEC staff, without notice to or approval from GQG.

## **Item 10. Other Financial Industry Activities and Affiliations**

### *Investment Companies*

We serve as investment adviser to our proprietary mutual funds, GQG Partners Emerging Markets Equity Fund, GQG Global Quality Equity Fund, GQG US Select Quality Equity Fund, GQG Partners Global Quality Dividend Income Fund, GQG Partners International Quality Dividend Income Fund and GQG Partners US Quality Dividend Income Fund; to our proprietary UCITS Funds, the GQG Partners Emerging Markets Equity Fund, GQG Partners Global Equity Fund, GQG Partners Global Equity Select Fund, and GQG Partners U.S. Equity Fund; to the series funds of GQG Partners Series LLC, a privately offered investment

company, for which we also serve as managing member; to Reliance Trust Institutional Retirement Trust in respect of four series collective investment trusts established for qualified investors under the Employee Retirement Income Security Act, as amended (ERISA) and to the GQG Partners Global Equity Fund and the GQG Partners Emerging Markets Equity Fund, investment schemes registered in Australia and operated by Equity Trustees Limited. This could pose a conflict of interest in that we could be motivated to direct our clients to invest in the proprietary funds. If a direct investment management client of GQG chooses to invest a portion of its assets in one of our proprietary funds, the client will not pay our direct client investment management fee on those assets, but will pay management, trading, and administrative fees only at the proprietary fund level.

We also provide sub-advisory services to a variety of other U.S. and non-U.S. investment funds sponsored by other entities, including, without limitation, Goldman Sachs Asset Management, L.P., Equitable Investment Management Group, LLC, Jackson National Asset Management, LLC, Bridgehouse Asset Managers, and Nationwide Fund Advisors. We do not believe these sub-advisory arrangements present a material conflict of interest with our other clients, as we have a limited role in the offer or distribution of those funds and do not invest any of our clients' portfolio assets in those funds.

Each such fund's offering documents provide more information, including information on the fund's fees and expenses, the fund's service providers and the risks associated with investments in the fund.

Our employees and other Supervised Persons (as defined below) are permitted to invest in funds for which we serve as adviser or sub-adviser, subject to preclearance and reporting requirements. Please see **Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**, below, for further description of how we manage conflicts associated with personal investing.

### *Broker Dealers*

Certain of our employees are registered representatives of Foreside Fund Services, LLC to market certain proprietary investment funds, noted above, for which we or GQG Private Capital Solutions LLC ("PCS"), a registered investment adviser and affiliated adviser to GQG (as described in more detail below), serve as investment adviser or sub-adviser. Those employees receive sales compensation in the form of sales commissions and/or bonuses that are based, in part, on revenues received by us in connection with the management of the funds. Those employees may also provide certain distribution and placement agent services to investment managers that PCS invests in ("Underlying Managers"), and the funds managed or sponsored by such Underlying Managers, and such employees receive compensation for such services. They are not permitted to offer (or sell) any other securities. They are not paid commissions or any other transaction-based compensation for the sale of any security in a client account that we charge an investment management fee.

In the future, GQG may establish one or more affiliated broker-dealers to act as broker-dealers and/or provide certain distribution and placement agent services to Underlying Managers and their portfolio funds as well as with respect to other investment funds and accounts sponsored, advised or managed by GQG and its affiliates. There may be situations in which the interests of GQG and its clients with respect to a particular investment, or other matter, conflict with the interests of one or more investment

funds or accounts managed by PCS. While GQG will seek to manage such potential conflicts of interest in good faith, GQG may have a limited ability to do so.

### *Participating Affiliate*

GQG may use personnel employed by GQG Partners Ltd, one of its foreign (non-U.S.) affiliates (the “Non-U.S. Affiliate”), to provide portfolio management, research and other services to its advisory clients. The Non-U.S. Affiliate is not registered under the Advisers Act. Such services are provided pursuant to a participating affiliate agreement between GQG and the Non-U.S. Affiliate under which the Non-U.S. Affiliate is considered to be a participating affiliate of GQG in accordance with applicable guidance of the staff of the SEC that allows investment advisers registered in the United States to use investment advisory and other resources of advisory affiliates subject to the supervision of the registered adviser. Subject to the supervision of GQG, investment professionals and other employees of the Non-U.S. Affiliate may render portfolio management, research and other services to GQG’s advisory clients under a participating affiliate agreement with GQG.

### *Other Investment Advisers*

GQG will devote such time and attention to the clients as it determines to be necessary to conduct its business affairs in an appropriate manner. However, GQG personnel will be shared with other GQG-affiliated businesses, including PCS’s business. In such instances, GQG personnel will work on other matters, serve on other committees, source investments and otherwise assist with investment programs of other clients and/or clients of PCS. Time spent on these other matters diverts attention from the activities of GQG’s clients, which could negatively impact such clients and fund investors. Additionally, GQG personnel derive financial benefit from these other activities, including fees and performance-based compensation, as applicable. These and other factors create conflicts of interest in the allocation of time and attention by GQG personnel.

Not all potential, apparent and actual conflicts of interest are included herein, and additional conflicts of interest may arise as a result of new activities, transactions or relationships commenced in the future, particularly as GQG, PCS and its clients’ investment programs develop and change over time. Potential investors are urged to review this section and the applicable governing documents of an investor’s relationship with GQG carefully for additional risks and conflicts disclosure before making an investment. GQG will take such actions as may be required under the organizational documents of the applicable fund to handle conflicts.

### PCS

PCS is a registered investment adviser formed in 2024 and is wholly owned by GQG. PCS is expected to provide investment advisory services to multiple funds, vehicles and other accounts, and is expected to pursue investment strategies that are different from strategies pursued by GQG for its clients. In the future, however, PCS may pursue investment strategies similar to those pursued by GQG.

GQG has conflicts of interest as a result of the numerous activities and relationships of GQG, PCS, the

funds, other clients of GQG and PCS, and affiliates, partners, members, shareholders, officers, directors and employees (current and former) of the foregoing, some of which are described herein. Potential conflicts are expected to arise when and to the extent a client makes an investment or participates in a transaction in conjunction with an investment or transaction being made by another client, or if it were to invest in the securities of a company in which another client has already made an investment. A client may not invest through the same investment vehicles, have the same access to credit or employ the same hedging or investment strategies as other clients, which may result in differences in price, terms, leverage and associated costs. PCS may also make investments in an Underlying Manager or portfolio company in which GQG's clients are or could be invested in a different part of the capital structure. Further, GQG or any of its affiliates or a GQG client may employ a different strategy from those used by PCS, including but not limited to acquiring a private capital manager outright.

GQG and its affiliates reserve the right from time to time to express inconsistent views regarding commonly held investments or regarding market conditions more generally, including in instances where different portfolio managers or personnel express different views regarding the same investment. There can be no assurance that the return on one client's investments will be the same as the returns obtained by other clients participating in a given transaction. Given the nature of the relevant conflicts, there can be no assurance that any such conflict can be resolved in a manner that is beneficial to both clients. In that regard, actions taken for one or more clients may adversely affect other clients.

The activities of GQG and its affiliates (other than those of the clients of PCS) in connection with the proprietary capital they manage are referred to herein as the "GQG Proprietary Business." GQG may decide in its discretion to forgo certain investments that could have otherwise benefited a client for the benefit of growing GQG and/or its affiliates' capabilities and/or the GQG Proprietary Business. GQG or its relevant affiliate will not knowingly or deliberately make decisions (including investment decisions), or exercise its rights or influence, with respect to an investment in a manner that favors the economic interests of the GQG Proprietary Business in any material respect at the expense of the client. Nevertheless, GQG or its relevant affiliate may have conflicts of interest in making such decisions or exercising such rights or influence. Additionally, the GQG Proprietary Business may make strategic equity investments alongside clients, or alongside PCS or its clients. GQG or its relevant affiliate will be required to exercise discretion in implementing any guidelines and parameters in its allocation decisions.

Additional conflicts of interest are also expected to arise by virtue of certain PCS funds' investments in private capital managers and their investment activities, including their management of pooled investment vehicles. However, such private capital managers and pooled investment vehicles will not be considered "affiliates" of GQG or PCS.

### PAC

As noted above in **Item 7. Types of Clients**, GQG provides the PAC Services to PAC. As described above, GQG has launched PCS as a private capital solutions business that competes with other businesses that provide financing for investment managers, including PAC. Accordingly, GQG faces a conflict of interest in providing the PAC Services. In providing the PAC Services, GQG has conflicts of interest in allocating its resources to PAC as allocating resources to PAC will reduce the availability of such resources to GQG.



Potential conflicts of interest may also arise in connection with a Supervised Person's knowledge and timing of transactions, investment opportunities, and other investment information relating to PAC or to GQG's other clients. GQG may be limited by information barriers, confidentiality agreements or other similar controls from internally sharing and using such information. Additionally, one or more Supervised Persons, including investment personnel, could be precluded from providing services to GQG or from being involved in specific investment related activities or decisions because of certain confidential information available to those individuals. Supervised Persons could also be in a position to use certain information to the possible advantage or to the possible detriment of our other clients. GQG manages these potential conflicts by requiring that any transaction be made in compliance with the Code of Ethics, as discussed in more detail in **Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading** below, as well as any applicable information barriers, confidentiality agreements or other similar controls.

#### **Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

We have adopted a written Code of Ethics (our "Code") that is applicable to our "Supervised Persons". We adopted the Code in accordance with Rule 204A-1 under the Advisers Act. Below is a brief summary of the Code. Supervised Persons include, generally, any officer or director of GQG and any employee of GQG who, in relation to our advisory clients (1) has access to non-public information regarding any purchase or sale of securities, or non-public information regarding securities holdings, or (2) is involved in making securities recommendations, executing securities recommendations, or has access to such recommendations that are non-public. All GQG employees are deemed to be Supervised Persons. The Chief Compliance Officer may determine that certain other individuals (such as temporary employees or contract workers) should be deemed to be Supervised Persons.

We will provide a copy of the Code to any client or prospective client upon request. Our Code requires all of our Supervised Persons to:

- place clients' interests ahead of their personal interests,
- abide by all applicable regulations,
- pre-clear and report on many types of personal securities transactions, and
- provide an annual report of all covered personal securities account holdings.

GQG and its affiliates offer many different products and services across its many businesses and there are several potential conflicts of interest which will from time to time arise. Our restrictions, pre-clearance and reporting requirements relating to personal securities trading apply to Supervised Persons, as well as their immediate family members living in the same household. Supervised Persons' trading may create conflicts between their personal trading and trading for clients. Therefore, our Supervised Persons are generally prohibited from purchasing individual equity securities, stock futures and narrow-based stock index futures and any other types of securities not included in a list of allowed securities in the Code. Generally, the following types of securities may be purchased and sold under the Code, in each case requiring preclearance unless noted: Mutual funds (not subject to preclearance unless the fund is advised or sub-advised by GQG), broad-based exchange traded funds (ETFs), money market

instruments (not subject to pre clearance), U.S. government securities (not subject to pre clearance), variable annuities issued by insurance company separate accounts (not subject to pre clearance) and reportable “grandfathered” securities (which are permitted only to be sold).

The Code’s restrictions on trading also do not apply to transactions in a limited number of approved separate accounts (e.g., “seed” accounts) that we manage for one or more of our employees or entities that they control as clients of GQG (“Employee Accounts”). Trading in these Employee Accounts can potentially conflict with the trading in other client accounts. For example, if an Employee Account is selling a particular security at the same time as a client account, we may have an incentive to sell the security in the Employee Account before we sell it in the client account. To prevent an incentive to favor the Employee Accounts, we generally apply the trade aggregation, allocation and rotation policies and procedures that apply to all client accounts to the trading activity in these Employee Accounts, which are designed to preclude preferential treatment of some clients over others in the trading process. For certain Employee Accounts, GQG will typically place the trades after comparable trades have been placed for other client accounts. See “Directed and Restricted Brokerage” and “Trade Aggregation, Allocation and Order” in **Item 12. Brokerage Practices**, below. While our Code and other policies and procedures are designed to mitigate these conflicts, there is no guarantee that our policies and procedures will be successful.

We are the managing member of and investment adviser to GQG Partners Series LLC, a series-type limited liability company comprising several privately offered pooled investment funds, and we are investment adviser to proprietary mutual funds, collective investment trust funds, UCITS funds and investment schemes registered in Australia. In lieu of opening a separately managed advisory account with us, potential clients may invest in one or more of those funds. With respect to investments in certain of these funds, we have entered into, and may in the future enter into, side letters or other similar agreements with fund investors that have the effect of altering or supplementing terms attaching to the interests in the fund, to the extent permitted under applicable law, or of establishing rights not otherwise made available to other investors in the fund. Such agreements, include, for example, different fee levels and varying fee structures (e.g., performance fees or fee rebates) and commitments to certain fund investors to redeem fund interests in cash (as opposed to in kind), subject to the investor’s assumption of the fund’s transaction costs associated with the cash redemption. We do not believe that these arrangements involving fund interests introduce conflicts of interest that are materially different from the conflicts of interest that exist with respect to our serving as investment adviser to our advisory clients generally.

Potential conflicts of interest also may arise in connection with a Supervised Person’s knowledge and the timing of transactions, investment opportunities, broker selection, portfolio holdings and investments. Some Supervised Persons who have access to the size and timing of transactions may have information concerning the market impact of transactions. Supervised Persons may be in a position to use this information to their possible advantage or to the possible detriment of our other client accounts. An investment opportunity may be suitable for multiple accounts we advise, but not in sufficient quantities for all accounts to participate fully. Similarly, there may be limited opportunity to sell an investment held by multiple accounts. Supervised Persons who invest in any proprietary or other funds that we manage or advise may have a conflict of interest in that they may have an incentive to treat such funds

preferentially as compared to other accounts we manage. We manage these potential conflicts with Supervised Person transactions by requiring that any transaction be made in compliance with the Code and manage potential conflicts between client accounts through our allocation procedures. See “Trade Aggregation, Allocation and Order” in **Item 12. Brokerage Practices**, below.

We may invest client assets in securities of companies that are clients of GQG or its affiliates, or related to clients of the firm or an affiliated firm, broker-dealers or banks used by us to effect transactions for client accounts, or vendors that provide products or services to us or our affiliates. In addition, from time to time, we direct trades on behalf of our clients to broker-dealers or other financial intermediaries that are clients of ours, that provide investment banking or other financial services to us and/or that sponsor pooled vehicles to which we provide investment advisory services or managed account programs in which we participate. And, we may vote proxies of companies that are also investment advisory clients of the firm or an affiliated firm. These various business relationships with other companies give rise to conflicts of interest and incentives to favor the interests of these companies when we provide services to our clients. We have adopted policies and procedures that are designed to address such conflicts of interest (e.g., Conflict of Interest Policy, Proxy Voting Policy, and broker-dealer selection and approval procedures) and to help ensure that we act in a manner that is consistent with our fiduciary obligations to all of our clients. Please see **Item 12. Brokerage Practices** and **Item 17. Voting Client Securities**, below.

## **Item 12. Brokerage Practices**

### *The Selection of Broker-Dealers for Client Transactions*

Most clients grant us discretion over the selection and amount of securities to be bought or sold, without requiring client consent as to any particular transaction, subject to specified investment guidelines. We generally have discretion to select the broker or dealer to be used and the compensation to be paid, on a transaction-by-transaction basis. Securities may be purchased from a market maker acting as principal on a net basis with no brokerage commission and from underwriters at prices that include compensation to the underwriters.

When practicable, GQG aggregates contemporaneous transactions in the same securities for its respective clients. See “Trade Aggregation, Allocation and Order” below for additional information. For the avoidance of doubt, an order for a GQG client will not be aggregated with a PCS client, even if such trades are placed on the same day. As a fiduciary, we seek to obtain best execution of transactions executed on behalf of clients, within the meaning of the US federal securities laws. When we place orders for the execution of portfolio transactions for Client accounts, transactions are allocated to brokers for execution in various markets at prices and commission rates that, based upon good faith judgment, will be in the best interest of the Client.

GQG recognizes that the analysis of trade execution quality involves a number of factors, both qualitative and quantitative. To consider these factors, GQG will follow a process in an attempt to ensure that it is seeking to obtain the most favorable execution under the prevailing circumstances when placing Client orders. In seeking best execution, as consistent with statements of the SEC and its staff, the

determinative factor is not the lowest possible cost, but whether the transaction represents the overall best qualitative execution, taking into consideration the full range of a broker-dealer's services. In selecting broker-dealers for a particular transaction, GQG does not adhere to any rigid formula and relevant factors will vary for each transaction.

Thus, in seeking best execution, we may consider, among other things:

- the broker-dealer's capabilities with respect to providing the execution, clearance, and settlement services generally and in connection with securities of the type and in the amounts to be bought or sold;
- our experience with the broker-dealer;
- the reputation of the broker-dealer;
- the broker-dealer's financial strength and stability;
- clearance and settlement efficiency and promptness of execution;
- ability and willingness to maintain confidentiality and anonymity;
- frequency and manner of error resolution;
- the value of proprietary or third-party research and brokerage services (as permitted by applicable law);
- capability of the broker-dealer to execute difficult transactions in the future;
- the broker-dealer's expertise;
- commission rates and dealer spreads; and
- technological capabilities and infrastructure, including back-office capabilities.

In selecting broker-dealers for a particular transaction, we do not adhere to any rigid formula and relevant factors will vary for each transaction.

In foreign markets, commission and other transaction costs are often higher than those charged in the United States. In addition, we do not have the ability to negotiate commissions in some markets. Services associated with foreign investing, including custody and administration, are also more expensive than analogous services pertaining to investments in U.S. securities markets.

For discretionary advisory accounts associated with wrap account or dual contract programs offered by broker-dealers, banks, and investment advisers, we will typically direct trades to the broker associated with the wrap or dual contract program (the "Program broker"). For wrap programs, there is typically no separate execution charge (e.g., commission) associated with trades effected through the Program broker, and trading with a broker other than the Program broker would involve a separate commission. Similarly, dual contract arrangements may involve zero or discounted commission rates for trades that are effected with the Program broker. Absent circumstances that suggest that the Program broker is not able to provide appropriate execution on a given trade, we will direct program trades to the Program broker.

At least annually, we evaluate the execution performance of the broker-dealers with which we place client trades. The review of brokers consists of an analysis of the criteria that we believe are necessary for us to make a reasonable decision about our best execution determinations. These criteria include, for

example, trade concentration, commission schedules, transaction cost analyses and the value of any research and brokerage services provided in connection with client trading.

### *Research and Other Soft Dollar Benefits*

Our primary objective in broker-dealer selection is to comply with our duty to seek best execution. As noted above, best execution does not necessarily mean the lowest commission or best possible price, but involves consideration of a number of factors, including the value of brokerage and research services provided to GQG in connection with trading on behalf of client accounts. Subject to our duty to seek best execution, we often select broker-dealers that furnish us with proprietary and/or third-party research and brokerage services (collectively, “Services”) that provide, in our view, appropriate assistance in our investment decision-making process. These Services may be bundled with the trade execution, clearing, or settlement services provided by a particular broker-dealer and/or, subject to applicable law, we may pay for such Services with client commissions (or “soft dollars”). We receive such Services in a manner that is consistent with the “safe harbor” requirements of Section 28(e) of the Securities Exchange Act of 1934 (“Section 28(e)"). In general, under Section 28(e), an investment adviser that exercises investment discretion may lawfully pay commissions to a broker at rates higher than those offered by other broker-dealers, as long as the research and/or brokerage services provided to the adviser by the broker-dealer: (i) are limited to eligible “research” or “brokerage” services; (ii) constitute lawful and appropriate assistance to the adviser in the performance of its investment decision-making responsibilities; and (iii) the adviser determines in good faith that the commission payments are reasonable in light of the value of the brokerage and/or research services provided.

The Services received by GQG include, for example, proprietary research reports on markets, companies, industries and securities, and may be written (e.g., publications, emails) or verbal (e.g., conference or telephone calls). Services also include opportunities to meet with broker-dealer analysts and/or management representatives of companies in which we are invested or may invest. We expect to obtain comparable research services from third-party research providers and eligible brokerage services in the future.

The Services that we receive are used in connection with the management of any or all of our client accounts, and Services received from any one broker-dealer or third party may be used in connection with the management of accounts that have not traded with the particular broker-dealer that provided the Services. We do not seek to allocate the benefits of any Service to particular clients whose transactions may have generated commission credits to pay for the Services or contributed to the acquisition of proprietary Services, and the cost of Services obtained by GQG is not borne equally by all client accounts. The trading activity for some accounts does not generate any commission credits to pay for Services or otherwise contribute to GQG’s acquisition of proprietary Services. For example, trading on behalf of some managed account program accounts does not generate any commission credits for purchasing Services, and GQG does not receive proprietary Services in connection with such trading, but those accounts benefit from the Services obtained with commission credits generated by other accounts. In addition, clients may impose restrictions related to our receipt of Services in connection with trading on behalf of their accounts. In such cases, no portion of the account’s trading commissions is used to obtain Services for GQG, and the account may benefit from Services obtained in connection with GQG’s trading

on behalf of other accounts. (As described in more detail below, such restrictions may, however, impact trade execution quality for such accounts and/or the order in which the trades are executed relative to trades for other client accounts that do not impose such restrictions.) Among the client accounts whose commissions are used to generate commission credits to purchase Services or whose trading contributes to the acquisition of proprietary Services, client accounts that pay a greater absolute amount of commissions relative to other accounts will likely bear a greater share of the cost of the Services than such other accounts.

In addition, the receipt of Services in connection with trading on behalf of our clients creates a conflict of interest for GQG because when we receive the Services from brokers or third parties in connection with client trading, we do not have to produce or otherwise pay for the Services out of our resources. Accordingly, we may have an incentive to select broker-dealers based on our interest in receiving such Services rather than the clients' interest in most favorable execution. And, as noted above, commissions paid to broker-dealers providing Services may be higher than those charged by other broker-dealers that do not provide Services. We believe that receiving Services enhances our investment decision-making process and is beneficial to our clients. As described in more detail below, we follow policies and procedures that are intended to ensure that our receipt of such Services is consistent with our best execution obligations and other applicable law and regulations.

GQG's soft dollar arrangements are approved and overseen by the Firm's Best Execution Committee. We have adopted policies and procedures that are designed to help us evaluate the benefits that we receive from the Services that we receive in connection with client trading. For example, we use a rating process to assist us in making a good faith determination that the amount of client commissions paid is reasonable in light of the value of the Services that we receive in accordance with Section 28(e) and applicable law. In many cases, these determinations involve subjective judgments or approximations. We have entered into commission sharing arrangements ("CSAs") with certain executing brokers ("CSA Brokers") and a third-party vendor ("CSA Aggregator") that assist us with administration of payments for Services and commissions. Pursuant to these arrangements, and under our supervision, the CSA Brokers and the CSA Aggregator track execution and Service commissions separately and pool and distribute Service credits to approved providers (which include, for example, executing brokerage firms or independent research providers ("Approved Providers")) that provide us with Services. The CSA Aggregator also reconciles Service credits from trades with CSA Brokers that are payable to Approved Providers and provides other related administrative functions. In addition, from time-to-time certain CSA Brokers will provide us with proprietary research that they have developed and, upon our instruction, retain research commission credits as compensation for the provision of such proprietary research services.

A Service received by GQG may qualify as an eligible research or brokerage service under Section 28(e), but it may also have a non-investment or brokerage function or component, such as administrative or marketing, that is utilized by GQG. Under such circumstances, the Service will be deemed a "mixed use" Service, and the payment for the Service will be apportioned between hard and soft dollars. GQG will use soft dollars to pay only for the portion of the Service that assists us in our investment decision-making process as permitted by Section 28(e). GQG has an incentive to allocate the costs to uses that assist us in our investment decision-making process because, in such instances, such costs are paid for with client commissions rather than our own resources. To the extent that we receive any such "mixed use" Services,

GQG will allocate the cost of the Services in good faith and maintain records concerning our allocations in order to mitigate the conflict.

### *Brokerage for Client Referrals*

When selecting a broker-dealer to execute our clients' transactions, we do not consider whether we or any of our related persons receive client referrals from that broker-dealer or any of its related entities. Best execution is our priority in selecting broker-dealers.

### *Directed and Restricted Brokerage*

Some clients (including certain employees of GQG or entities that they control) may instruct us to use one or more particular broker-dealers (each, a "directed broker") or may instruct us to refrain from using particular broker-dealers (each, a "restricted broker") for some or all of the transactions in their accounts. In those cases, we will place the clients' directed broker transactions with the directed broker rather than a broker-dealer that we select, and we will place the clients' applicable restricted broker transactions with another broker-dealer that we select (rather than the restricted broker). Clients considering whether to direct us to use a particular broker or dealer should understand that their directed orders generally will not be aggregated with transactions of other clients. Clients who restrict us from utilizing a particular broker should understand that their restricted orders will not be aggregated if we determine that it is in the best interest of our non-restricted clients to utilize the broker that is restricted for the restricted broker client. In addition, we will typically place any directed or restricted orders after the orders for our discretionary institutional clients who do not direct or restrict us with respect to brokers ("unrestricted orders") have been placed or filled. As a result, directed or restricted orders may receive less favorable prices than unrestricted orders with respect to transactions in the same security and may not be executed as promptly.

We generally will not be in a position to negotiate brokerage compensation with directed brokers. In directing transactions, clients will themselves be responsible for making commission arrangements and those commissions may often be at higher rates than the commissions paid on non-directed transactions. Because of these factors, clients should consider whether the overall benefits they expect to obtain by directing us to use particular brokers will justify the effects of the arrangement. Directed brokerage clients and restricted broker clients must provide us with their direction or restriction in writing and directed brokers clients must acknowledge that the arrangement prevents us from effectively negotiating brokerage compensation on their behalf or aggregating orders with those of other clients.

In some cases, where we believe execution quality may be improved, we may cause transactions for directed brokerage clients to be executed by a broker-dealer other than the directed broker. In such cases, the directed broker will charge its own regular commission on the transaction, which results in higher overall brokerage compensation than the client would have paid if we had placed the order directly with the directed broker; the client pays not only the directed broker's commission but also the executing broker's markup or markdown. However, it also allows the client to benefit in obtaining favorable prices from aggregation of the client's transactions with those of other clients and from the

directed broker's expertise. We will generally use this practice only when we believe that the overall net price and commission, including the directed broker's commission, will be at least as favorable to the client as it would be if orders were placed directly with directed brokers. However, there can be no assurance that each directed brokerage client's net price and commission on each transaction will always be more favorable.

In addition, as noted above, clients may impose restrictions related to GQG's receipt of Services in connection with trading on behalf of their accounts, which may impact the selection of brokers and timing of transactions under certain circumstances. Clients imposing restrictions of this nature should understand that (i) some of their transactions may not be aggregated with similar transactions being placed for our unrestricted discretionary institutional client accounts, (ii) these transactions may be placed after the comparable transactions for unrestricted discretionary institutional accounts have been placed (as described below) and (iii) the pricing obtained for any such transactions may not be as favorable as the pricing obtained for comparable transactions made by GQG for certain other clients.

Where we believe that trading directly in local markets on foreign exchanges is more likely to provide best execution and/or a higher degree of liquidity, we may directly place trades on local (foreign) exchanges and either arrange for the securities to be held locally as ordinary shares (ORDs) or convert the shares to American Depositary Receipts (ADRs). For example, we may purchase ordinary shares of non-U.S. companies that trade on a foreign exchange (ORDs) and arrange for these ordinary shares to be converted into ADRs, which are traded in the United States but represent a specified number of shares in a foreign company. Similarly, for a sale, we may arrange for the ADRs to be converted to ORDs in order to sell the shares in foreign markets. In these situations, clients may pay ADR conversion fees and related costs in addition to standard brokerage commissions or fees.

#### *Trade Aggregation, Allocation and Order*

Although each client account is individually managed, we often purchase and/or sell the same securities for several accounts at the same time. When practicable, we aggregate contemporaneous transactions in the same securities for clients. When we do so, participating accounts are allocated the resulting securities or proceeds (and related transaction expenses) on an average price basis. We believe that combining orders in this way, over time, is advantageous to all participants. However, the average price resulting from any particular aggregated transaction could be less advantageous to a particular client than if the client had been the only account effecting the transaction or had its transactions completed in the security before those of other participants. As noted above, an order for a GQG client will not be aggregated with a PCS client, even if such trades are placed on the same day.

If we are unable to fully execute an aggregated transaction, we will typically allocate such securities on a pro rata basis among the accounts participating in the transaction. Whenever a pro rata allocation may not be reasonable (such as an account receiving odd lots or *de minimis* amounts, (i.e., less than 10% of the pre-trade allocation)), we may reallocate the order in a manner that is deemed fair and equitable by GQG.

Despite the advantages that can arise from aggregation of orders, in many cases we are not able to



aggregate orders for all clients for which we seek to buy or sell the same security. For example, as described above, a client's directed brokerage instruction or brokerage restriction may prevent us from aggregating their transactions with transactions executed for other clients with a broker-dealer that we choose for best execution purposes. In addition, as described above, we will typically direct orders for advisory accounts associated with wrap or dual contract programs to the Program broker because there is no separate, or a reduced, charge for trade execution for such accounts.

From time-to-time, GQG may seek to purchase securities offered in an IPO or secondary offering for one or more of its discretionary client accounts. Owing to individual client guidelines and/or eligibility restrictions, such securities may not be suitable or appropriate for all client accounts, and we do not seek to purchase securities offered in an IPO or secondary offering for managed account program accounts. GQG will seek to ensure that participating clients in an IPO or secondary offering are treated fairly in connection with such offerings over time. Generally, when determining if an IPO or secondary offering is suitable for a client account, GQG will consider the client's investment strategy and relevant investment guidelines (if any) along with the account's existing issuer, industry and/or country exposures and available cash. If GQG is allocated a smaller number of shares than requested, the shares actually received will generally be allocated among the participating accounts on a pro-rata basis, subject to the considerations noted above, which may result in shares being allocated in a different manner. For example, if GQG does not receive a full allocation of shares, it may determine to allocate the shares actually received to a subset of the original list of participating accounts based on a determination that the available holding size is more suitable for that particular subset of Employee Accounts.

For purposes of determining the order in which trades will be placed for our discretionary accounts (and, in the case of our non-discretionary accounts, the timing of communicating our trade recommendations), we generally classify clients in one of the following four groups. Each group may include one or more Employee Accounts.

- Unrestricted Institutional (i.e., discretionary institutional clients, including pooled investment vehicles, that do not direct or restrict GQG with respect to its selection of brokers);
- Directed/Restricted Institutional (i.e., discretionary institutional clients that direct GQG to place trades with one or more specified brokers and/or restrict GQG's use of specific brokers);
- Managed Account Program Retail and Non-Discretionary Retail (i.e., separately managed accounts offered in connection with wrap, dual contract or similar programs and sponsors of model-portfolio programs for retail investors); and
- Non-Discretionary Institutional (i.e., non-discretionary institutional clients to which GQG delivers a model portfolio).

When trade execution orders or trade recommendations are applicable to more than one of these groups, GQG typically follows the approach described below:

- For trades that are not applicable to the Managed Account Program Retail and Non-Discretionary Retail group, the trading team will model account trades and conduct pre-trade compliance checks for the Unrestricted Institutional group and any account in the Directed/Restricted Institutional group for which the account's broker restriction is not applicable to one or more executing

brokers. After the pre-trade compliance checks are completed and the trades are confirmed by the investment team, the trading team will send the trades for these accounts to one or more executing brokers.

- For trades that are applicable to the Unrestricted Institutional group and the Managed Account Program Retail and Non-Discretionary Retail group, the GQG trading team will initiate the following trading processes. These processes will begin at the same time and progress concurrently. The processes are independent of each other, and each process may take more or less time to complete depending on the complexity of the trade instructions, time of trade, number of brokers involved and other factors.
  - The trading team will model the trades for the Managed Account Program Retail and Non-Discretionary Retail accounts and then communicate the trades to GQG's third-party service provider, which will proceed to communicate the trades to executing brokers and/or clients in the Managed Account Program Retail and Non-Discretionary Retail group. In communicating trades to executing brokers and/or clients in the Managed Account Program Retail and Non-Discretionary Retail group, the third-party service provider follows a sequential up rotation schedule (i.e., the prior 1st recipient becomes the last recipient, the prior 2nd recipient becomes the 1st, the 3rd becomes the 2nd, etc.) with respect to the recipients in the client group for which the trades are intended.
  - The trading team will follow the approach described above with respect to trades for the Unrestricted Institutional group and any account in the Directed/Restricted Institutional group for which the account's broker restriction is not applicable.
- If there are any remaining trades for the Directed/Restricted Institutional group, such trades will be sent to one or more executing brokers after the transactions for the Unrestricted Institutional group and any account in the Directed/Restricted Institutional group for which the broker restriction is not applicable have been sent.
- Finally, after the close of trading on the New York Stock Exchange, we will communicate corresponding trade recommendations to clients in the Non-Discretionary Institutional group. These recommendations will reflect the trades executed that day for a representative account in the Unrestricted Institutional or Directed/Restricted Institutional group using the particular strategy.

Due to specific account restrictions and/or trading arrangements, trading for certain accounts may take place after the completion of the foregoing trade order process.

Clients should be aware that the pricing obtained for transactions filled after corresponding transactions have been filled for one or more of the other client groups may be different than the pricing for other client groups and may be less advantageous. Further, in the case of the Managed Account Program Retail and Non-Discretionary Retail client group, the pricing obtained may be different among clients in the group depending on the client's position in the rotation schedule followed by the service provider, as well as the

trade execution processes of the executing brokers for clients in the group.

Further, clients should be aware that we may simultaneously determine to transact in an issuer's equity securities and depositary receipts representing such securities (including ADRs and GDRs) for client accounts pursuing different strategies (e.g., the Global Equity Strategy and the Global Equity ADR Strategy). These transactions will be treated as separate trade orders, and, depending on the timing of any given order and the relevant trading hours for the particular securities being traded, the trading in depositary receipts may take place after the trading in local shares or vice versa. For example, we may determine to sell (i) local shares of a particular foreign security that is held in accounts pursuing the Global Equity Strategy and (ii) the comparable depositary receipts held in accounts pursuing the Global Equity ADR Strategy at a time when the relevant foreign market is open and the U.S. market is closed. Under such circumstances, the foreign market trade order will likely be communicated before the trade order in depositary receipts. Execution prices can vary depending on the order in which such transactions are effected, and it is possible the price received for the sale of depositary receipts may be negatively impacted by the trading in the local shares. Similarly, if we were to place purchase orders for local shares of a foreign security for accounts pursuing the Global Equity Strategy prior to placing purchase orders for comparable depositary receipts in the Global Equity ADR Strategy, the purchase price paid for the depositary receipts may be higher as a result of the purchase activity in the local shares.

As noted above, transactions for separate accounts in which our employees have an ownership interest (Employee Accounts) are generally placed in accordance with the same trade aggregation, allocation and rotation procedures that apply to all of our other client accounts, except that for certain Employee Accounts, GQG will typically place the trades after comparable trades have been placed for other client accounts. See **Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**, above.

#### *Trade Errors*

Trade errors and other operational mistakes (collectively, "errors") occasionally occur in connection with our management of client accounts. For example, errors may occur in the investment decision-making process (e.g., a purchase of a security or amount of a security that violates a client's investment restrictions), in the trading process (e.g., a buy order executed as a sell order) or in the trade settlement and reconciliation process. As a matter of policy, we correct errors as soon as practicable after they are discovered. Not all errors are compensable errors. Subject to our legal and contractual obligations, we typically do not assume any costs associated with correcting an error if we were not at fault with respect to causing the error and/or if the error was caused by a third party for which we are not responsible.

#### **Item 13. Review of Accounts**

GQG typically manages accounts following a particular investment strategy in a substantially similar manner. The portfolio managers for the strategy are responsible for making the day-to-day portfolio management determinations for the strategy and regularly review strategy holdings. In general, once a buy-sell determination is made for a particular strategy, the transaction is implemented across all of the accounts pursuing the particular strategy, unless client circumstances, restrictions and/or guidelines

dictate a different result. Our portfolio managers regularly review strategy holdings.

All portfolios are monitored to ensure compliance with the respective prospectus, offering document or client investment management agreement governing the account relationship. Our monitoring process, which is overseen by the compliance department, is intended to ensure that all accounts are managed in accordance with applicable investment guidelines and restrictions. Any noted exceptions are communicated to the investment team, which works with the compliance department to resolve any issues.

For clients that contract directly with GQG, account reviews will be triggered if a client notifies GQG of any changes in its investment objectives or changes to its governing documents that impact its investment approach. Such clients are encouraged to discuss their needs, goals and objectives with us and to keep us informed of any changes in their financial circumstances or investment needs. Participants in managed account programs generally interact with the third-party investment adviser associated with the program, and account reviews are typically conducted by the adviser in accordance with the sponsor's procedures. In many cases GQG's ability to communicate directly, on its own initiative, with program participants, is limited and typically must be conducted through the program sponsor.

For clients that contract directly with GQG (other than dual contract program clients), we provide a written customized appraisal or report that includes information such as portfolio evaluation, account holdings, asset allocation and current yield at least quarterly. Clients are provided account statements directly by their chosen custodian on at least a quarterly basis. Confirmation of security purchases and sales are typically provided to clients directly by their respective custodians within a few of days of each transaction. Managed account program sponsors typically provide program participants with regular quarterly reports. The content and timing of those reports are determined by the program sponsor, and they usually include account holdings and performance information, among other things. GQG does not provide regular reporting to dual contract program clients.

#### **Item 14. Client Referrals and Other Compensation**

We do not receive any economic benefit from someone who is not a client for providing investment advisory services to our clients.

We compensate various firms, including certain affiliates, for non-U.S. distribution and referral services. Third-party referral agents may receive a percentage of the advisory fee paid to us by clients who are solicited pursuant to written agreements between us and the particular referral agent. Compensation paid to affiliated referral agents is based on the expenses incurred by the affiliated referral agent in connection with the referral activity.

#### **Item 15. Custody**

All of our clients' accounts are held in custody by broker-dealers or banks that are not affiliated with us. If authorized by a client, our advisory fees may be billed directly to and paid from the client's account.

When a client contractually grants GQG the authority to deduct fees directly from the client's custodial account by directly invoicing the custodian, GQG may be deemed to have custody under SEC rules. Account custodians generally provide statements directly to the account owners on at least a quarterly basis. Clients should carefully review their account custodians' statements and should compare these statements to any account information we provide. Any client with a question or concern arising from any such comparison should notify GQG and/or the custodian immediately.

#### **Item 16. Investment Discretion**

We have investment discretion over most clients' accounts. Our discretionary authority is set forth in a written investment management agreement between each client and us. Clients can place reasonable restrictions on our investment discretion. For example, a client may ask us not to buy securities issued by companies in certain industries, or not to sell certain securities where the client has a particularly low-tax basis. Any guidelines or restrictions applicable to an account are typically set forth in the client's investment management agreement or related investment policy statement and/or investment guidelines. We also provide non-discretionary advice to some clients, pursuant to written agreements, such as those with third-party sponsors of model-portfolio programs.

#### **Item 17. Voting Client Securities**

We vote proxies of companies owned by clients who have granted us voting authority. Clients may choose not to give us proxy voting authority. In accordance with our fiduciary duty to clients and in compliance with Rule 206(4)-6 of the Advisers Act, we have adopted and implemented written policies and procedures governing the voting of client securities where we have this authority. All proxies that we receive are treated in accordance with these policies and procedures. We have retained Institutional Shareholder Services, Inc. (our "voting agent"), an unaffiliated third-party entity, to assist with proxy voting. Institutional Shareholder Services, Inc. executes proxy voting elections made in accordance with GQG's proxy voting policies and procedures, retains proxy voting records and provides informational services and voting recommendations to assist GQG.

Our policy is to vote proxies in the interest of maximizing value for our clients. To that end, we will vote in a way that we believe is most likely to further the economic value of each investment for its expected holding period. We supplement guidance from our voting agent with our evaluation of client proxies, as necessary.

Our procedures are reasonably designed to assure that we vote every eligible share with the exception of shares domiciled in share blocking countries and certain ordinary shares in foreign markets. Share blocking countries restrict share transactions for various periods surrounding the meeting date. We have taken the position that share liquidity generally has a higher value than the vote and usually do not vote shares subject to transaction restrictions. Some international markets require special powers of attorney to vote certain ordinary shares. These markets are few and our ordinary share holdings relatively modest when weighed against the onerous documentation requirements and generally we have determined not to attempt to qualify our proxy votes for these shares.

Our proxy voting procedures address potential conflicts of interest in connection with voting proxies. Such a conflict could arise if, for example, the company issuing proxies is affiliated with a client of ours. Any material conflict between our interests and those of a client will be resolved in the best interests of our client. In the event we become aware of such a conflict, we will (a) vote in accordance with a pre-determined policy based on the independent analysis and recommendation of our voting agent or other independent third party, (b) if our portfolio management team determines that a vote contrary to the voting agent's recommendation is in the best interest of clients, document the investment rationale for the vote and confirm the vote was not the result of an undue influence or (c) make other voting arrangements consistent with our fiduciary obligations.

A copy of our proxy voting policies and procedures, as well as specific information about how we have voted in the past, is available upon written request. Upon written request, clients also can take responsibility for voting their own proxies or can give us instructions about how to vote their respective shares. For clients retaining responsibility to vote their own proxies, the clients must arrange with their custodian to ensure they receive applicable proxies.

#### **Item 18. Financial Information**

We have never filed for bankruptcy and are not aware of any financial condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.