GQG Partners Inc.
Appendix 4E

Preliminary Final Report

This Preliminary Financial Report is provided to the Australian Securities Exchange under ASX Listing Rule 4.3A, including the consolidated results of GQG Partners Inc. ("GQG," the "Company" or the "Group") for the year ended 31 December 2024. All amounts in this Appendix 4E are denominated in United States Dollars, unless otherwise indicated.

1. COMPANY DETAILS

Name of Entity:	GQG Partners Inc.
ARBN:	651 066 330
Reporting period:	For the year ended 31 December 2024
Previous period:	For the year ended 31 December 2023

2. RESULTS FOR ANNOUNCEMENT TO THE MARKET

Results		Percentage Change %	31 December 2024 ($000's)
Revenue from ordinary activities	Up	46.9%	760,424
Income from ordinary activities after tax attributable to shareholders	Up	52.8%	431,563
Net income for the period attributable to shareholders	Up	52.8%	431,563

Australian calendar dates	Amount Per Security	Franked Amount Per Security
Final dividend for period ended 31 December 2023 – paid on 27 March 2024	$0.0260	unfranked
Interim dividend for quarter ended 31 March 2024 – paid on 27 June 2024	$0.0306	unfranked
Interim dividend for quarter ended 30 June 2024 – paid on 26 September 2024	$0.0335	unfranked
Interim dividend for quarter ended 30 September 2024 – paid on 20 December 2024	$0.0348	unfranked

On 14 February 2025, the Board of Directors of GQG Partners Inc. declared a dividend of $0.0378 per CHESS Depositary Interest ("CDI"). The dividend will have a record date of 20 February 2025 and is payable on 27 March 2025. The dividend will not be franked. CDI holders will have dividends paid in US dollars or Australian dollars in accordance with their account designation. If a CDI holder is designated to receive Australian dollars, the holder will receive the Australian dollar amount equivalent to $0.0378 per CDI.

Key dates (Australian Eastern Time)

Dividend announcement date	14 February 2025
Ex-dividend date – final dividend	19 February 2025
Final dividend record date	20 February 2025
Final dividend payment date	27 March 2025
Annual General Meeting	22 May 2025

There are no dividend reinvestment plans for the final dividend.

GQG Partners Inc.
Appendix 4E (cont.)

3. NET TANGIBLE ASSETS

Key Dates	31 December 2023	31 December 2024
Net Tangible assets per ordinary security	$0.05	$0.08

The net tangible assets per ordinary security is defined as the shareholders' equity per share of common stock issued. The common stock: CDI ratio is 1:1.

4. DETAILS OF ENTITIES OVER WHICH CONTROL HAS BEEN GAINED OR LOST DURING THE PERIOD

Date of control lost:	19 December 2024
Name of entity over which control has been lost during the period:	GQG Private Capital Solutions Fund (US), LP ("PCS US Feeder Fund"), which was formed on 8 March 2024; GQG Private Capital Solutions Master Fund (US) I, LP ("PCS Master Fund"), which was formed on 8 March 2024; GQG Private Capital Solutions Fund (Cayman), LP ("PCS Cayman Feeder Fund"), which was formed on 24 July 2024; and GQG Private Capital Solutions Fund Intermediary (US) I, LLC ("PCS Intermediate Company"), which was formed on 26 July 2024.

Entities formed by GQG Inc. for which control was maintained at 31 December 2024:

Entity Name	Date Formed
GQG PCS GP I, LLC ("PCS Fund GP")	8 March 2024
GQG PCS SPV I, LLC ("PCS SPV")	8 March 2024
GQG Private Capital Solutions LLC ("PCS LLC")	3 April 2024
GQG PCS CI LP I, LLC ("PCS Carry Co")	26 July 2024
GQG PCS Employee Holdings LLC ("PCS Employee Holdings LLC")	16 May 2024
GQG Private Capital Solutions Fund, LP ("Cayman NUSI"), LP ("PCS Cayman NUSI feeder Fund")	13 September 2024

Refer to 2024 Annual Report for details of the contribution of the above entities to the Group's net income from ordinary activities during the period.

5. DETAILS OF ASSOCIATES AND JOINT VENTURE ENTITIES

Not applicable.

6. ADDITIONAL INFORMATION

Additional Appendix 4E disclosure requirements and further information including commentary on significant features of the operating performance, results of segments, trends in performance, and other factors affecting the results of the current reporting period are contained in the 2024 Annual Report, which is attached.

The consolidated financial statements in the 2024 Annual Report, on which this preliminary report is based, have been prepared in accordance with US Generally Accepted Accounting Principles and have been audited by KPMG LLP.

GQG PARTNERS

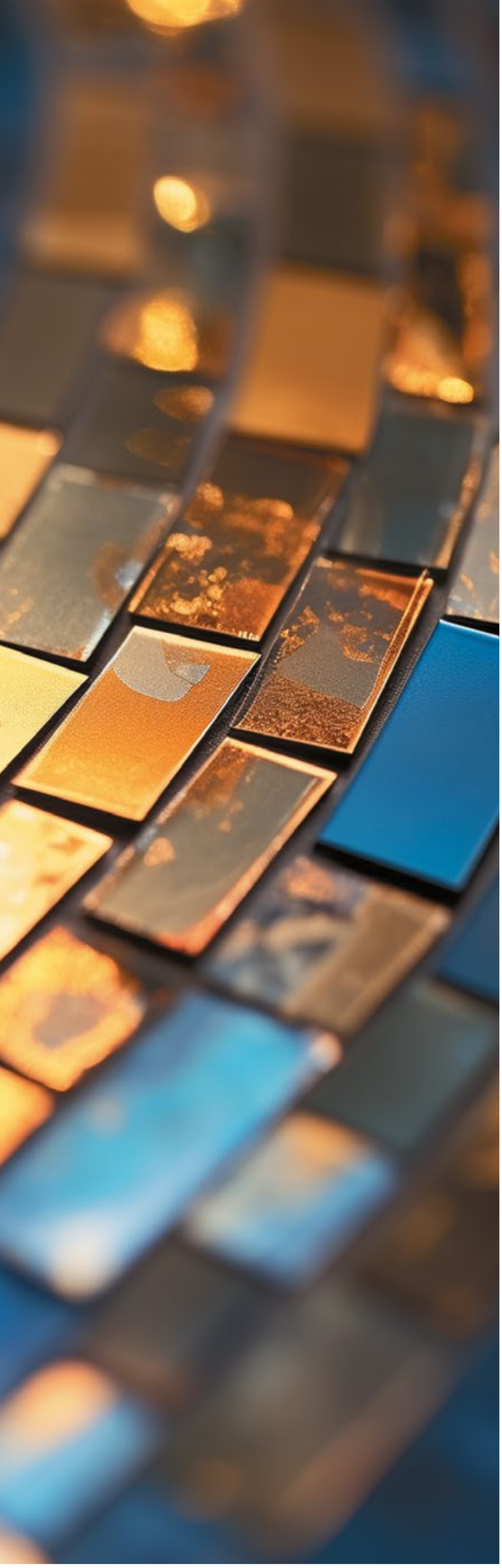
Global Quality Growth

Annual Report 2024 GQG Partners Inc.

EXPLANATORY NOTES:

All references to "dollars" in this Annual Report are to United States Dollars ("US$", "$", or "USD"), unless otherwise specified. All references to dates in this Annual Report are to dates in US Eastern Time, unless otherwise specified.

All references in this Annual Report to the "Company," "GQG Partners," "GQG," the "Group" or "we" refers to, collectively, GQG Partners Inc. and subsidiaries, unless the context requires otherwise. In addition, GQG Partners Inc. may be referred to as "GQG Inc." and GQG Partners LLC may be referred to as "GQG LLC" in this Annual Report.



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1. Executive Chairman and Chief Executive Officer Reports

1.1 EXECUTIVE CHAIRMAN'S REPORT

Dear Investor,

On behalf of our Board of Directors, it is my pleasure to address you, our shareholders.

We founded GQG in 2016 with the vision of building an investment boutique that would attract great talent, create a performance-oriented culture, and adapt to changing markets, in order to deliver long-term outperformance for our clients.

This vision was built with the idea that we would be co-investors with our clients, and shareholders in the business ourselves. We believed – and continue to believe as strongly as ever – that alignment is key to building a performance-oriented culture, as is the willingness to adapt.

As we have said before, building such a business requires a relentless commitment to excellence. Culturally it requires a consistent focus on execution, growth, and improvement. And it requires the humble knowledge that we exist only to serve clients, and we are always stewards of our shareholders' capital.

I am keenly aware that markets are unrelenting. In that environment, we seek to continually hone our skills to add value. Of course, in the short-term we won't always outperform, but if we continue to be vigilant in our efforts, I believe we can add value over the longer term. I am pleased to be able to report that as of the end of 2024 (like was true at the end of 2023) each of our four flagship strategies, net of fees, outperformed its benchmark on a trailing three and five-year basis, as well as since its inception date, and it seems we are off to a reasonable start in 2025. Having said that, this journey never ends, so we must redouble our focus for 2025 and beyond.

We have achieved respectable historical returns, I believe, by never losing sight of the responsibility to take great care with our clients' capital. While we won't always keep up with markets in the short-term, we hope to outperform over a full market cycle, and in the long run I believe outperforming should be the only reason for any active investment management firm to exist.

We believe one key to outperforming is our ability to attract and develop talent. Fielding a great team with diverse perspectives and sound judgement has been a key differentiator for GQG. We have endeavoured to build a truly diverse team, drawing on people with different professional backgrounds, countries of origin, language skills, and most importantly, ways of thinking. At the same time, I believe that a successful team must operate with a unifying investment philosophy. For us, that means attracting people who are intellectually humble, curious, and driven.

This year we added a new team to focus on investing in private markets. It's the first time we've undertaken the recruitment of a full team to build a business around. Luckily, we have known the key members of this team for years and have every confidence that they embody the performance culture that we hope will permeate every corner of GQG. We will continue to invest in the Private Capital Solutions (PCS) business. We are excited for the opportunity to grow PCS and diversify our long only equity footprint.

Speaking of diversification, we will continue to look to deploy our financial and strategic resources to invest in business opportunities that we believe can provide long-term growth and diversification for the business. This has been something we have considered from day one, but it took us nearly eight years to identify and complete our first such investment with the PCS business. But armed with that experience, I hope to be able to continue to grow and diversify GQG, toward the end of building a business that can outlive its founders.

An important part of our success is the leadership of our Board of Directors. In 2024, Paul Greenwood stepped down as an Independent Director concurrent with the closing of the PCS transaction to permit him to focus on his new executive position as Managing Director, Co-Head of PCS. We are thankful to Paul for his valuable insights and contributions he made as an Independent Director. The Board subsequently appointed Bryan Weeks as a new Independent Board Member. Bryan brings valuable experience in asset management and leadership that will position GQG well for executing its plans for continued growth.

Together with me, the team remains meaningfully invested in our strategies and in our shares – so you know we are aligned with our shareholders and our clients. We hope to continue to earn your trust and confidence, and look forward to our continued journey together.

Thank you for your confidence in us. We are excited to travel on this path alongside you!

Rajiv Jain
Executive Chairman and
Chief Investment Officer

1. Executive Chairman and Chief Executive Officer Reports (cont.)

1.2 CHIEF EXECUTIVE OFFICER'S REPORT

Dear Shareholder,

It is my great pleasure to address all of you on behalf of our GQG team. We are honoured to have the opportunity to serve you and our clients. We know that we are stewards of your capital, and we take great pride in serving our clients in a pursuit that we believe is important and challenging.

I am incredibly pleased by the effort and result from our team in 2024. On the back of another year of solid investment performance, our team delivered strong net flows of $20.2 billion. More importantly, the continued commitment to excellence that I see from the team makes me confident in our ability to continue delivering world class client service to our clients and results for our shareholders. I remain committed to working with our team to perpetuate what I believe is a very special and unique culture that I see as the bedrock of our long-term vision and success.

As you've heard me say before, fundamental to this notion of service is the alignment that we have built into our business. Our team is meaningfully invested in our strategies and in our company. We intend to think and act like co-investors with you, because we are, and this informs our behaviors and our culture of performance.

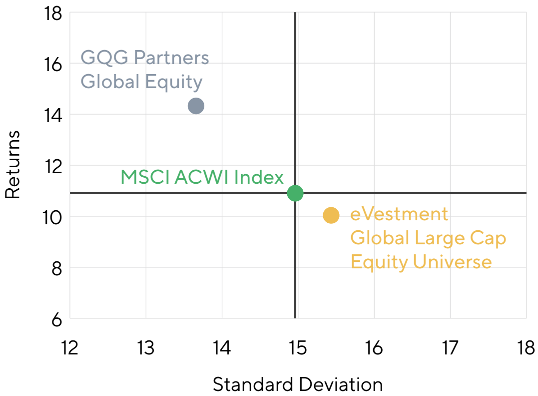
Business overview

GQG is an investment boutique investing in listed equities globally. As at 31 December 2024, we employed 236 team members across offices in the US, the UK, the UAE and Australia. We manage four flagship strategies with one focused investment team that looks for investment opportunities around the world. Those strategies are Global Equity, International (non-US) Equity, Emerging Markets Equity, and US Equity. Beyond that, we build different versions of those portfolios to be more or less concentrated across our broader Quality and Quality Value strategies.

Our investment team places a great premium on risk management. Indeed, our view is that risk management is fundamental to portfolio construction. As a result of this focus, we have historically delivered higher returns and lower risk relative to the benchmarks and to our peers. Each of our four strategies outperformed its benchmark and peer group average in every rolling 5-year period with lower volatility since the strategy's inception. The charts below detail the net returns and standard deviation, both annualised, of our primary strategies relative to their benchmarks and peers since we launched GQG in June 2016.

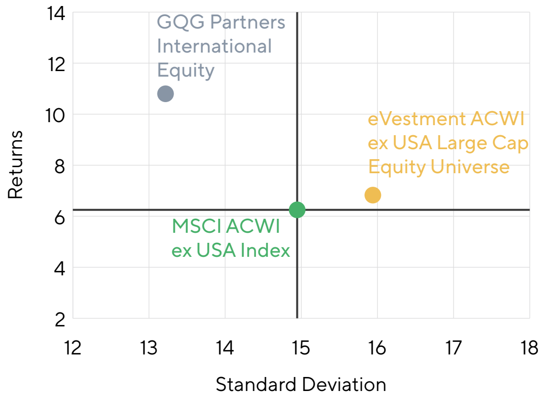
Global Equity Risk-Return %

Since GQG Inception 1-June-2016



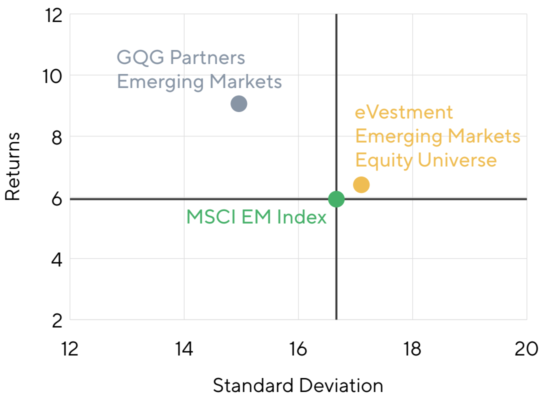
International Equity Risk-Return %

Since GQG Inception 1-June-2016



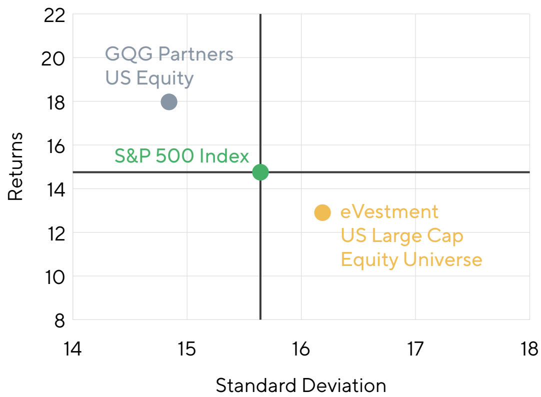
Emerging Markets Equity Risk-Return %

Since GQG Inception 1-June-2016



US Equity Risk-Return %

Since GQG Inception 1-June-2016

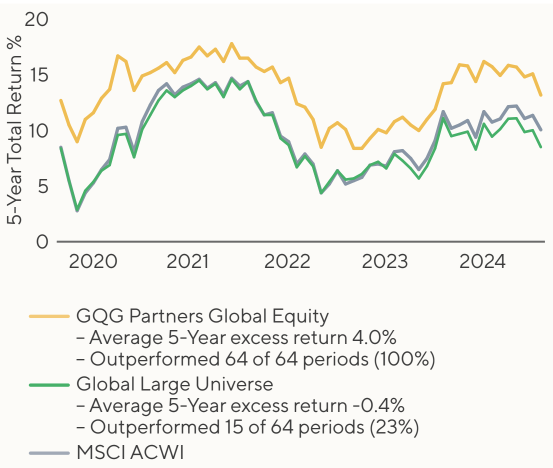


As at 31 December 2024. Source: eVestment (comparative universe data). Represents composite performance for GQG Partners' primary investment strategies calculated in US dollars. Returns are presented net of management fees and include the reinvestment of all income. Net performance is calculated after the deduction of actual trading expenses and other administrative fees (custody, legal, administration, audit and organisation fees). Net of fee returns also are calculated by deducting GQG's stated annual fee for separately managed accounts, pro-rated on a quarterly basis. Net performance is net of applicable foreign withholding taxes. Returns for periods greater than one year are annualised. Full Composite track record in all instances predates the inception of the firm. Full Composite performance is available on request. Benchmarks correspond to the benchmarks GQG has used for each strategy since inception which are published in documentation for funds using the strategy. eVestment universe performance is net of fees. eVestment Universes: Global Large Cap (331 firms, 753 strategies), International Large Cap (99 firms, 160 strategies), Emerging Markets Equity (279 firms, 604 strategies), US Large Cap (509 firms, 1,248 strategies). PAST PERFORMANCE MAY NOT BE INDICATIVE OF FUTURE RESULTS. Please see the Important Information at the end of this document for additional disclosures and benchmark descriptions.

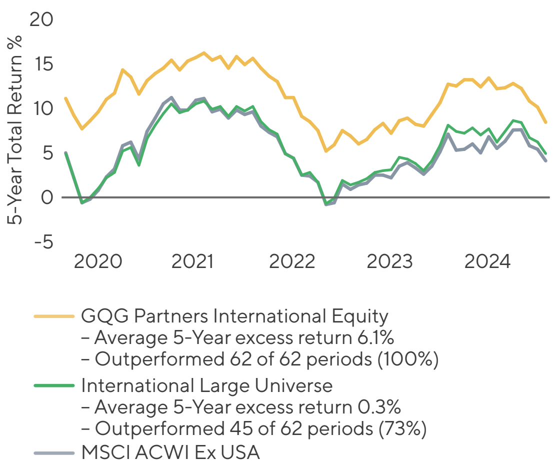
1. Executive Chairman and Chief Executive Officer Reports (cont.)

The next set of charts details the rolling 5-year returns of our flagship strategies as well as the returns of the relevant index and peer group. As of the end of 2024, each of the four strategies outperformed its benchmark in every rolling 5-year period since the strategy's inception.

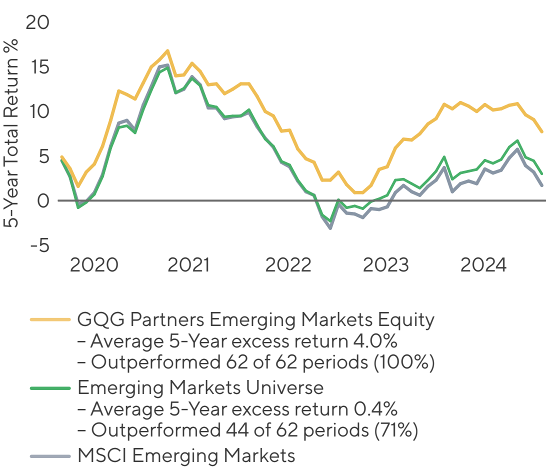
Global Rolling 5-Year Return (net of fees)



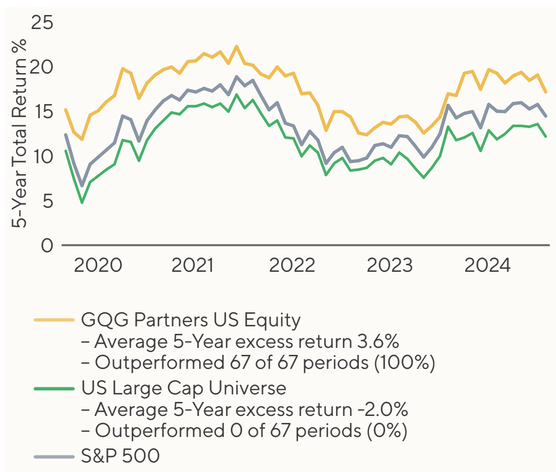
International Rolling 5-Year Return (net of fees)



Emerging Markets Rolling 5-Year Return (net of fees)



US Rolling 5-Year Return (net of fees)

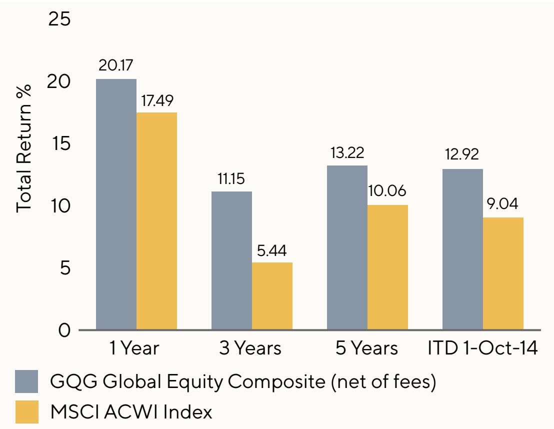


As at 31 December 2024. Source: eVestment (comparative universe data). Represents rolling 5-year performance, updated monthly, for GQG Partners' primary investment strategies calculated in US dollars. Returns are presented net of management fees and include the reinvestment of all income. Net performance is calculated after the deduction of actual trading expenses and other administrative fees (custody, legal, administration, audit and organisation fees). Net of fee returns also are calculated by deducting GQG's stated annual fee for separately managed accounts, pro-rated on a quarterly basis. Net performance is net of applicable foreign withholding taxes. Performance for periods prior to 1 June 2016 was achieved prior to the creation of the firm. Returns for periods greater than one year are annualised. Full Composite track record in all instances predates the inception of the firm. Full Composite performance is available on request. Benchmarks correspond to the benchmarks GQG has used for each strategy since inception which are published in documentation for funds using the strategy. eVestment universe performance is net of fees. eVestment Universes: Global Large Cap (331 firms, 753 strategies), International Large Cap (99 firms, 160 strategies), Emerging Markets Equity (279 firms, 604 strategies), US Large Cap (509 firms, 1,248 strategies). PAST PERFORMANCE MAY NOT BE INDICATIVE OF FUTURE RESULTS. Please see the Important Information at the end of this document for additional disclosures and benchmark descriptions.

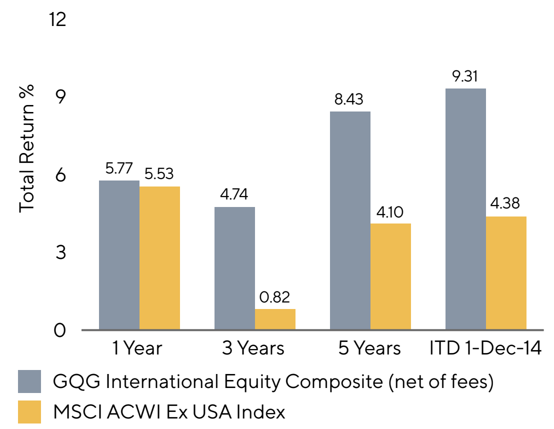
We also see ourselves as co-investors with our clients. Our team has substantial exposure to our own strategies, with our co-founders having invested on the order of $1 billion personally. We believe this deep commitment provides tight alignment with both clients and shareholders, and sharpens the focus on our constant effort to drive performance.

Our investment objective is to compound returns over a full market cycle, targeting outperformance in our strategies relative to their respective benchmarks. Of course, there is no guarantee that we will be successful in this objective, and past performance is not indicative of future results. However, I am happy to be able to say that as of the end of 2024, each of our four primary strategies, net of fees, has outperformed its benchmark on a trailing three and five-year basis, as well as since its inception date.

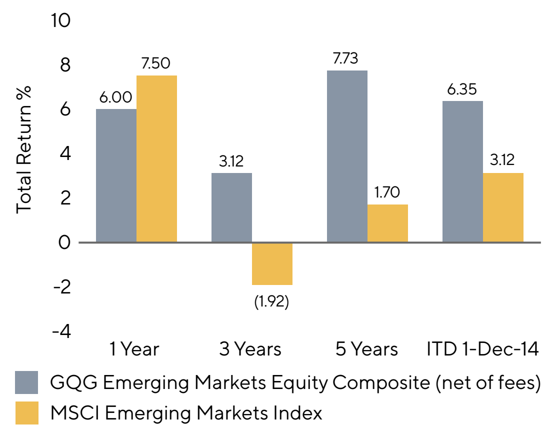
Global Equity



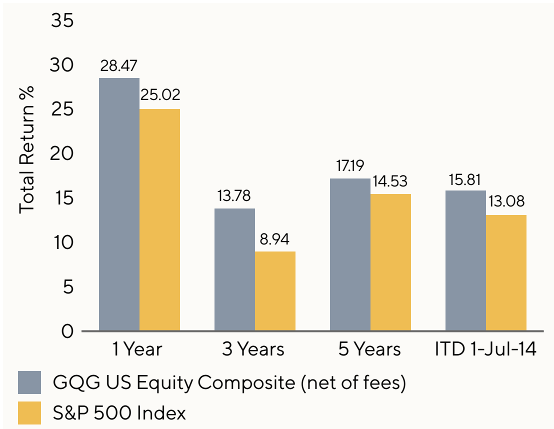
International Equity



Emerging Markets Equity



US Equity



As at 31 December 2024. Represents composite performance for GQG Partners' primary investment strategies calculated in US dollars. Returns are presented net of management fees and include the reinvestment of all income. Net performance is calculated after the deduction of actual trading expenses and other administrative fees (custody, legal, administration, audit and organisation fees). Net of fee returns also are calculated by deducting GQG's stated annual fee for separately managed accounts, pro-rated on a quarterly basis. Net performance is net of applicable foreign withholding taxes. Performance for periods prior to 1 June 2016 was achieved prior to the creation of the firm. Returns for periods greater than one year are annualised. Full Composite track record in all instances predates the inception of the firm. Full Composite performance is available on request. Benchmarks correspond to the benchmarks GQG has used for each strategy since inception which are published in documentation for funds using the strategy. PAST PERFORMANCE MAY NOT BE INDICATIVE OF FUTURE RESULTS. Please see the Important Information at the end of this document for additional disclosures and benchmark descriptions.

1. Executive Chairman and Chief Executive Officer Reports (cont.)

While we know that we will underperform from time-to-time – and sometimes meaningfully – we believe that over the long-term we must add value for our clients if we hope to have a thriving business. It is the standard to which we hold ourselves, and the standard to which we believe every client should hold every active manager.

Guiding principles

Before moving on to the results from 2024, I would like to reiterate our guiding principles once again, as they drive the behaviour that ultimately drives the performance of our business. They are as follows:

- We are the caretakers of peoples' financial futures. We believe that managing clients' money is a great privilege and honour. We also take it as a great responsibility, which we hope to demonstrate through our behaviours, the way we hold ourselves, run the business, and build portfolios.
- We hope and expect to drive a performance mindset at all levels of the organisation. Cultivating a performance-oriented culture is central to our aspirations of creating an enduring investment firm. We continually strive to make GQG a sought-after place to work, where our professionals find opportunities for learning, growth, and development, and where they are challenged to rise to the high expectations that our clients will always have for us. We believe that if we take care of our people, they will take care of our clients.
- Adaptability is critical to long-term survival. There is a fine line between stability and stagnation. Investment organisations are stable until they are not. We strive always to be adaptive to changing environments both in terms of our investment style, and in how we think about our organisation. We will not hesitate to invest in the business when we see the need to stay ahead of changing markets, even if it means compromising shorter-term financial results.
- We hope that everyone we interact with feels that they are better for having worked with us. Our purpose extends beyond simply a goal of delivering exceptional returns. We hope that every client, every employee, and every business partner, when they look back at their time spent with us, feels that they are better off for having worked with us. Accordingly, we seek always to operate with integrity, humility, and trust.
- We seek to have broad impact. We believe our platform gives us the opportunity to have a meaningful impact in our communities, and the world. We intend to give back to the communities in which we operate. We see this as an end in its own right, but equally as a behaviour that underpins a culture of humility, growth, and perspective.
- We strive to create professional fulfillment. To keep great people, and serve our clients well, the journey must be meaningful. We strive to keep our talented team fully engaged.

We also recognise that like every company, we are an organ of society. We believe our social responsibility is fundamental to our existence. We established the GQG Partners Community Empowerment Foundation in 2018, and since then have donated to approximately 75 charitable organisations around the world.

The donations are targeted at the areas of education, women, children, and disaster relief. Many of these organisations are recommended by our team, reflecting their values. We hope that our business can be a platform that amplifies the impact that our team can have in the world. We believe that our philanthropic activity is a key piece of how we build both an enduring culture, and an enduring business. **You can read more about our philanthropic activities at gqg.com/community.**

Results from 2024

On the back of the investment team's continued solid performance, we experienced net flows of $20.2 billion for the year, nearly double our net flows of $10.2 billion from 2023. We ended 2024 with FUM of $153.0 billion, a 26.9% increase from 2023. Since 31 October 2021, following our IPO, we have grown FUM by 69%, or approximately 18% compounded annually.

In my opinion, one of the key reasons we were able to achieve this result is our willingness to adapt in order to drive the business. In 2024, we opened an office in the UAE that employs 14 people as at the end of the year. We are now one of the largest foreign investors in the region. We expect to continue to grow our team and our presence in the UAE and the broader Gulf Cooperation Council (GCC) over the coming years.

2024 also marked the launch of a new private markets business line, GQG Private Capital Solutions (PCS), led by investment professionals who joined from Pacific Current Group, and our first successful acquisition effort. On 17 May, we closed the acquisition of interests in three boutique investment firms Avante, Cordilerra, and Protera, to serve as the foundational investments of PCS's private fund offering. We believe that the acquisitions of these interests are very attractive on a strictly financial basis. But more important, we were thrilled to find an opportunity to bring over a world-class team – who we knew well – to pursue a very specialist niche in a market where we see limited competition.

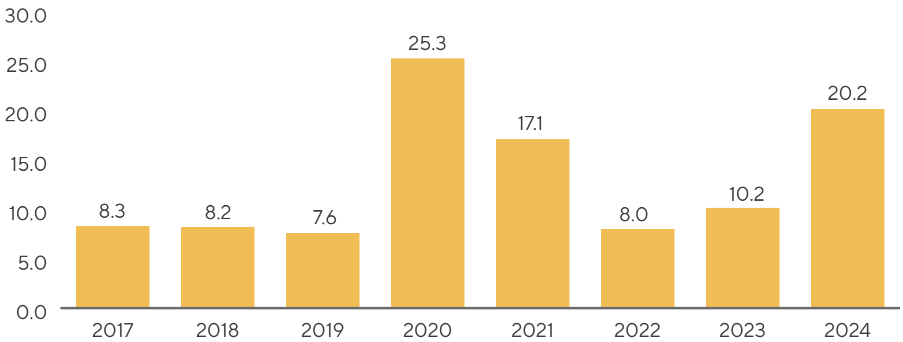
Broadening and diversifying our business has always been a goal for us – in support of the idea that we are striving to build an institution that can outlive its founders. If you've followed GQG for long, you might have heard me say, "this is a key-person business." I believe that deeply. Thus, the key way to build resilience is to bring on more key people who will drive special outcomes. I believe our team running PCS is special, and over the long-term has every ability to build a meaningful business that will bring growth and diversification to the GQG platform.

I intend to find additional opportunities to diversify GQG's core business. We will look to do that organically over time with new product ideas, and through investments like we made in PCS. Having consummated our first deal – after looking at many opportunities over the years – I am confident in our team's ability to execute on this vision.

Of note, in 2024 we renamed our Quality Dividend Income strategies to Quality Value to more clearly convey the value nature of the strategies and their fit within client portfolio allocations. In rebranding the Quality Dividend Income strategies, no changes were made to the team's investment philosophy or process. By changing the names of these strategies in-line with many of their industry peers, we believe we are better positioned to access the close to $5 trillion addressable market of value investors. Over time, we believe this positioning may result in significant growth of these products.

Our business team also continues to drive our core business forward. We had net flows of $20.2 billion in 2024, a strong result compared to any of our ASX listed peers. This is important in that it broadens the number of clients that we serve, making the business more resilient. We saw flows from many different regions, with solid growth in Canada and the US. Importantly this growth also provides "vintage year" diversification, which is important because the investment date can have a significant impact on investor outcomes, and therefore having new clients every year provides important diversification. The team's effort this past year has been exemplary, and I'll say it again, in my opinion, our client facing team is among the best in the business.

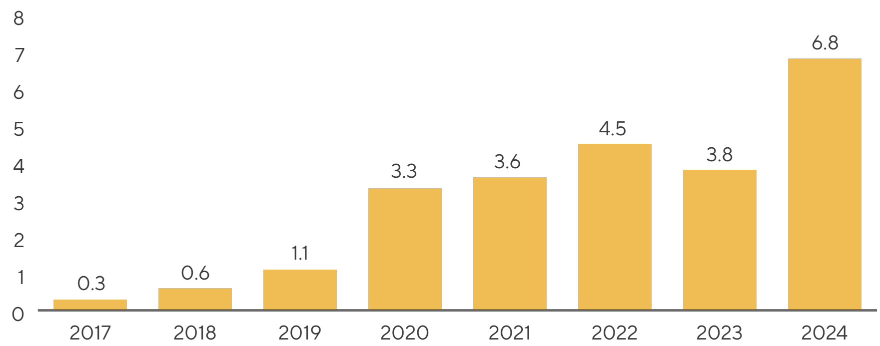
Firmwide Net Flows (US $ Billions)



As at 31 December 2024. Source: GQG Partners. Represents annual net flows across separately managed accounts and pooled vehicles that are managed or advised by GQG Partners. Net flows are rounded to the nearest $100 million and have not been audited. 2023 and 2024 net flows for funds where the data is available and known do not include non-reinvested capital gains and dividend distributions. Net flow information may differ from net flow information reported in previous periods, due to factors such as estimates being finalised and treatment of non-reinvested distributions.

1. Executive Chairman and Chief Executive Officer Reports (cont.)

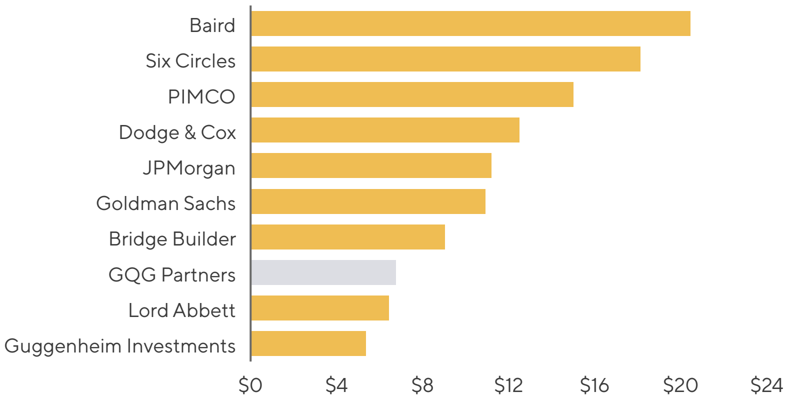
GQG US Mutual Fund Net Flows (US $ Billions)



As at 31 December 2024. Source: GQG Partners. Represents annual net flows across US mutual funds advised by GQG Partners. Net flows are rounded to the nearest $100 million and have not been audited. Data does not include net flows for US mutual funds that are sub-advised by GQG Partners. 2023 and 2024 net flows for funds where the data is available and known do not include non-reinvested capital gains and dividend distributions. Net flow information may differ from net flow information reported in previous periods, due to factors such as estimates being finalised and treatment of non-reinvested distributions.

The 10 firms with the best-selling active mutual fund lines together gathered $115.7 billion in net flows in 2024. Active mutual funds managed by all other firms bled $566.9 billion.

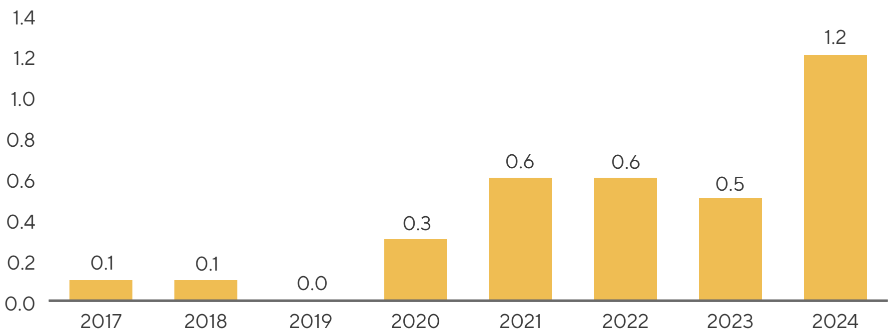
Top US Mutual Fund Families by Net Flows in 2024 (US $ Billions)



As at 31 December 2024. Source: Morningstar. Represents the US mutual fund families that experienced the largest annual net flows in 2024. Data includes net flows for actively managed mutual funds and does not include net flows for ETFs or funds of funds. Net flows are rounded to the nearest $100 million and have not been audited.

Our Australian funds continue to grow steadily with total FUM increasing by approximately 55% in 2024 on the back of strong net flows. For the trailing 12 months to 31 December 2024, GQG ranks first out of a pool of 79 funds in net flows in the Morningstar AUS Funds Global Large Growth Category. In the Morningstar AUS Funds Emerging Markets Category, GQG ranked second out of a pool of 59 funds.

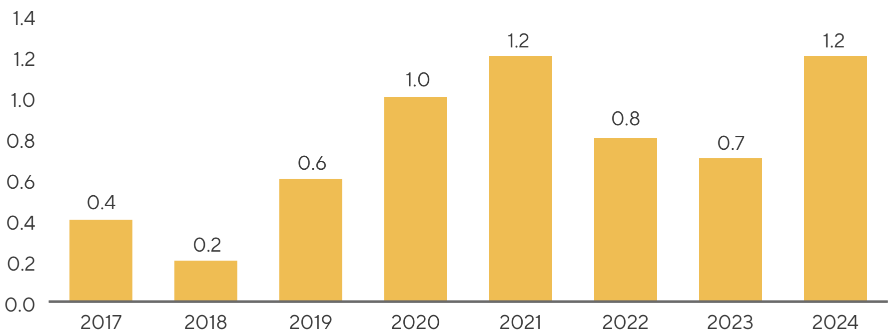
GQG Australian Funds Net Flows (US $ Billions)



Data represent net flows across Australian pooled funds that are managed or advised by GQG Partners. Data does not include net flows for Australian pooled funds that are sub-advised by GQG Partners. Net flows are rounded to the nearest US $100 million and have not been audited. 2023 and 2024 net flows for funds where the data is available and known do not include non-reinvested capital gains and dividend distributions. Net flow information may differ from net flow information reported in previous periods, due to factors such as estimates being finalised and treatment of non-reinvested.

The total FUM for our UCITS fund complex increased by 35% in 2024. Net flows for the UCITS products reached an all-time high, driven by the Global strategy.

GQG UCITS Funds Net Flows (US $ Billions)

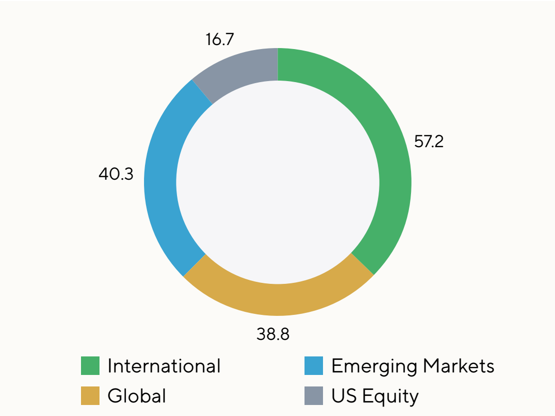


Data represent net flows across UCITS funds that are managed or advised by GQG Partners. Data does not include net flows for UCITS funds that are sub-advised by GQG Partners. Net flows are rounded to the nearest US $100 million and have not been audited. 2023 and 2024 net flows for funds where the data is available and known do not include non-reinvested capital gains and dividend distributions. Net flow information may differ from net flow information reported in previous periods, due to factors such as estimates being finalised and treatment of non-reinvested distributions.

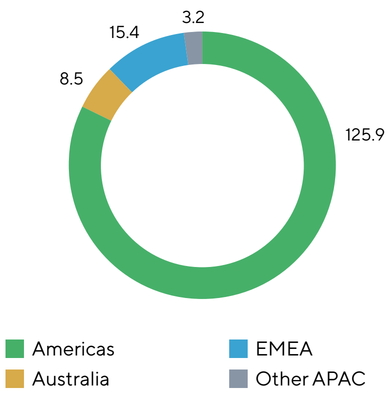
1. Executive Chairman and Chief Executive Officer Reports (cont.)

Our business remains well diversified amongst our four primary strategies as we ended 2024 with $57.2 billion in International, $40.3 billion in Emerging Markets, $38.8 billion in Global, and $16.7 billion in US Equity, and extends across a geographically diverse client base.

FUM by Strategy (US $ Billions)



FUM by Region (US $ Billions)



As at 31 December 2024. Funds under management (FUM) represent both discretionary and non-discretionary funds, as well as funds under management that are both fee paying and non-fee paying and are rounded to the nearest $100 million. Amounts have not been audited. All FUM are managed or advised by GQG Partners LLC, a wholly owned subsidiary of GQG Partners Inc., a Delaware corporation that is listed on the Australian Securities Exchange. Included in the primary strategies above are our Global Concentrated strategy, our Quality Value strategies (International, Global, and US), and other strategies.

Finally, the vast majority of our revenues continue to be fee-based, rather than performance-based, representing over 96% of revenues in 2024. Moreover, our average management fee for the year was 49.6 basis points, which we believe to be very competitive, and therefore less likely to face margin pressure in the future. That having been said, as always, a shift in the makeup of our FUM from higher fee products or channels to lower fee products or channels can negatively impact our average fees.

As I look forward into 2025, I see strength in the key measures of health for our business. Of course given volatility in markets, changes in asset allocation by investors, and the overall geopolitical environment, we may well face headwinds, but we will fight the headwinds and continue to invest and reinvent ourselves. I am delighted with the efforts from our team. I believe our culture is strong, and our clients have enjoyed solid performance in their GQG portfolios. We see substantial opportunities for the business in the years ahead and are energised to try to capture them.

Tim Carver
Chief Executive Officer

2. Operating and Financial Review

2.1 PRINCIPAL ACTIVITIES

GQG Partners Inc. ("GQG Inc.") was incorporated in the State of Delaware, USA on 2 March 2021. On 13 September 2021, GQG was registered as a foreign company in Australia under Chapter 5B of the Corporations Act. GQG Inc. owns 100% of the equity interests in GQG Partners LLC ("GQG LLC" or "LLC") and its subsidiaries.

GQG LLC was formed as a limited liability company on 4 April 2016 in the State of Delaware, USA. GQG LLC is registered with the US Securities and Exchange Commission as an investment adviser under the US Investment Advisers Act of 1940, as amended, and provides investment advisory and asset management services to pooled investment vehicles and separately managed accounts for US and non-US investors by deploying the Strategies (as defined below in Principal Activities). GQG LLC also provides advisory services to intermediary-sold private client accounts and sub-advisory services to other investment advisors.

GQG Inc. has 2,955,282,170 shares of common stock outstanding as of 31 December 2024. The common stock is publicly traded on the Australian Stock Exchange ("ASX") under the ticker "GQG" in the form of CHESS Depositary Interests ("CDIs"). Each share of common stock is equivalent to one CDI.

GQG Inc., together with its subsidiaries, is a global boutique asset management firm focused on active equity portfolios. GQG Inc. manages assets for clients primarily using Global Equity, Emerging Markets Equity, International (non-US) Equity, and US Equity strategies (the "Strategies"). Our value proposition is centred on investment strategies built on the pillars of concentrated active portfolios, a team focused on an "umbrella" of quality companies, a sustainable fee structure, and a highly aligned team and business structure. GQG Inc. participates in the institutional, sub-advisory, and wholesale/retail segments of the asset management market.

As stated in our CEO letter above, we are a global boutique asset management firm focused on active equity portfolios. As at 31 December 2024, we managed $153.0 billion across our investment strategies.

We are headquartered in the United States and have built a client base with many prominent institutions and important wholesale platforms around the world. Our leadership team has been involved in helping build a number of leading investment organisations for nearly 30 years. Our investment team has a long history with an average of approximately 15 years of industry experience. We are a purposeful organisation determined to build a distinctive investment firm with an investment culture that can sustain itself over many investment cycles. Our focus is on delivery of excellence to our clients in all that we do.

Primary Investment Strategies

We manage our clients' assets in large part by using four main public equity investment strategies, which are primarily differentiated by the geography of the domicile, operations, or future growth prospects of companies in the portfolios. These investment strategies are:

- **Global Equity**: normally equity and equity-based securities primarily of large-cap issuers in both developed and emerging markets. GQG's three Global Equity sub-strategies are:
  - Global Concentrated: a subset of the broader Global Equity portfolio managed in more concentrated portfolios;
  - Global Quality Value: seeks to invest in high quality companies with attractive valuations and holdings in markets consistent with the description of our Global Equity strategy; and
  - Global ADR: with holdings in markets consistent with the description of our Global Equity strategy which gains exposure to non-US securities through American Depository Receipts.
- **US Equity**: normally equity and equity-based securities primarily of large-cap issuers in the United States. GQG has one US Equity sub-strategy:
  - US Quality Value: seeks to invest in high quality companies with attractive valuations and holdings in markets consistent with the description of our US Equity strategy.
- **International (non-US) Equity**: normally equity and equity-based securities primarily of large-cap issuers in both developed and emerging markets, excluding the United States. GQG has one International Equity sub-strategy:
  - International Quality Value: seeks to invest in high quality companies with attractive valuations and holdings in markets consistent with the description of our International Equity strategy.
- **Emerging Markets (EM) Equity**: normally equity and equity-based securities primarily of large-cap issuers in emerging market economies.

2. Operating and Financial Review (cont.)

In addition to our four main public equity strategies, GQG offers access to private equity opportunities through our Private Capital Solutions (PCS) business, which launched in 2024. PCS makes minority investments in the General Partner (GP) of private markets focused asset managers. Investors in PCS are expected to benefit from the management fees and/or performance fees generated from existing funds, as well as any future funds, managed by the GP.

We have historically sought to develop and test, and anticipate that we will continue to develop and test, new strategies where the firm or certain employees serve as the initial clients. We may do this to give our investment team the opportunity to grow their capabilities, to establish the discipline of a deeper focus on a particular industry or region that we believe would enhance our overall investment capabilities, or in anticipation of client demand.

Our value proposition is centred on our investment strategies, which are focused on the following pillars:

- **Concentrated Active Portfolios**: our investment strategies involve building concentrated active portfolios to achieve the objective of long-term capital appreciation.
- **Global Umbrella, Focused Team**: we continually identify and update an 'umbrella' of companies with quality attributes that we research and consider for investment. We have one focused research team covering this universe of potential investments. We use this universe as a base for constructing portfolios for our four primary investment strategies: Global Equity, International (non-US) Equity, Emerging Markets Equity, and US Equity. We also seek to develop new strategies from time to time.
- **Sustainable Fee Structure**: the investment management business is amongst the most competitive in the world. Fees have been under pressure for years. We do not expect that pressure to abate. As a relatively new entrant to the business, we have been able to price our services based on the market as we see it now. We have scaled our business and operate profitably with fees that we believe are attractive to our clients. We therefore believe our fees are likely to be more sustainable than those of many of our competitors, even if the industry as a whole, and we as a participant, continue to experience fee pressure.
- **Highly Aligned Teams and Business Structure**: we see ourselves as co-investors with our clients; our co-founders have made meaningful investments in our strategies, and our goal is for senior employees to have exposure to our strategies alongside our clients. Additionally, whilst our co-founders take a base salary, they do not receive any cash bonus, instead receiving the vast majority of their economics "below the line" through dividends as shareholders in the business. We believe this tightly aligns their interests with those of all shareholders.

Products

Clients can invest into these primary strategies through several vehicles, depending on the client's domicile, each with its own fee structure, target client base, and investment objectives. These vehicles include:

- **Separately Managed Accounts (SMAs)**: portfolios run exclusively for individual clients, which are marketed to large institutional investors globally. We manage each of the accounts taking into consideration the client's investment objectives and guidelines;
- **US Mutual Funds**: pooled investment vehicles that allow private individuals, financial professionals, and institutional investors in the US to access selected GQG strategies with a low minimum account size. We currently manage mutual funds offered for six of our public equity strategies and sub-strategies;
- **UCITS Funds**: pooled investment vehicles that allow investors outside the US to access selected GQG strategies. We currently manage UCITS sub-funds using our emerging markets, global equity and US equity strategies;
- **Private Funds**: pooled investment vehicles aligned to each of our primary strategies and marketed to qualified institutional investors and high net worth individuals in the US. Investment in these funds is typically subject to a minimum account size;
- **Managed Funds (AU/NZ)**: pooled investment vehicles that allow investors domiciled in Australia and New Zealand to access selected GQG strategies. We currently manage AU/NZ funds using our emerging markets and global equity strategies and one sub-strategy;
- **US Collective Investment Trusts (CITs)**: pooled investment vehicles that allow US retirement plans subject to the Employee Retirement Income Security Act of 1974, as amended, to have access to selected GQG strategies, such that participants in those plans may allocate their retirement investments to those strategies. We currently manage US CITs offering each of our main strategies;

- **Canadian Managed Funds**: pooled investment vehicles that allow private individuals, financial professionals, and institutional investors in Canada to access selected GQG strategies with a low minimum account size. The Canadian Managed Funds are currently available in our four main strategies and one sub-strategy;
- **Retail Managed Account**: separately managed accounts offered in connection with wrap, dual contract, or similar programs and sponsors of model portfolio programs for retail investors.

Distribution

We acquire and service clients across three of the core distribution channels of the asset management market:

- **Institutional**: investors with large pools of investable assets including insurance funds, pension/superannuation funds (who invest on behalf of their ultimate members or beneficiaries), sovereign wealth funds, and ultra-high net worth investors. These investors may use specialist asset consultants to assist in the selection and management of asset managers, to whom they allocate capital. Institutional investors invest either into portfolios that are specifically constructed for their needs (referred to as separately managed accounts), or into pooled funds which may be set up in a range of structures driven by applicable regulatory requirements.
- **Sub-advisory**: a sub-advised fund is an investment fund that is formed and managed by a third-party firm that retains us to manage all or a portion of the fund on a sub-advisory basis. Sub-advisory arrangements typically involve the third-party fund 'sponsor' assuming sales and marketing responsibilities, enabling the sub-advisor to focus on delivery of investment content and allowing the sub-advisor to benefit from the third-party's fundraising capabilities.
- **Wholesale/Retail**: are typically financial intermediaries, including financial advisors, wealth management administration platforms, private banks, or other discretionary wealth managers, that generally have access to a wide range of investment strategies from numerous asset managers, or individual investors generally investing through those intermediaries.

We reach retail investors through the sub-advisory and the wholesale channels. As at 31 December 2024, the sub-advisory and institutional channels are our largest channels. We have also seen significant growth in the wholesale channel and believe it has continued headroom for growth.

Business Highlights

Business highlights as of 31 December 2024 included the following:

On 17 May 2024, we completed an acquisition of minority interests in three private equity boutique investments from Pacific Current Group Limited ("PAC") to launch GQG's Private Capital Solutions ("PCS") business. PCS focuses on providing a broad range of financing and strategic solutions to lower-middle market private capital asset management firms. PCS leverages GQG's distribution capabilities but operates independently from GQG's active equity investment team. This acquisition represents the foundational investments for the GQG PCS Fund and marks GQG's first foray into the private capital investment advisory business.

As part of the acquisition, PCS Master Fund entered into a Term Loan Credit Agreement (the "Term Loan" or the "Credit Agreement") with HSBC to fund the acquisition and provided a Guaranty, as part of a group of Guarantors as defined in the Guaranty Agreement to HSBC, of prompt payment of secured obligations under the Term Loan. All these activities are collectively referred to as the "Transaction". The Transaction was consummated on 17 May 2024.

On 10 December 2024, GQG completed a close of PCS Master Fund raising capital commitments of $92.8 million. On 19 December 2024, PCS Master Fund repaid in full its Term Loan with HSBC, and GQG Inc. and its affiliates were released from their obligations under the Guaranty Agreement. As a result, effective 19 December 2024, GQG Inc. has deconsolidated PCS Master Fund.

Refer to Note 3, Deconsolidation of PCS Master Fund in Section 3. Consolidated Financial Statements for additional information.

2. Operating and Financial Review (cont.)

2.2 BUSINESS STRATEGIES AND FUTURE PROSPECTS

We intend to create value for our shareholders by:

- focusing on generating superior investment performance in our investment strategies;
- growing the funds under management in our existing investment strategies;
- attracting new talent through recruitment of investment professional individuals or teams, and where appropriate, supporting those individuals to launch new investment strategies; and
- acquiring talent via M&A, on a highly selective basis, that diversifies our solutions for clients.

(a) Organic growth of existing strategies

The gatekeeper model in the asset management industry creates important barriers which we believe can amplify asset flows if we have strong performance. We see significant headroom for continued growth from these efforts in our current investment strategies, which will be our primary focus for FUM growth. We have exhibited strong growth in certain retail channels as the FUM in our US mutual fund business increased more than 40% in 2024 to $29 billion. In addition, the retail assets in separately managed accounts surpassed $5 billion just over two years after launch. This has become an important aspect of our wholesale distribution strategy in the US. We believe the success and knowledge gained will prove valuable in considering other strategies for this format and our ability to implement in other geographic markets.

In 2024, the wholesale channel had net new flows of approximately $12 billion, which we believe was the result of several years of investment in that area as well as solid performance from our investment team. We saw strength across geographic markets in the wholesale channel, including Australia and Europe. The sub-advisory channel had net new flows of approximately $10 billion. We had negative net flows of $3 billion from the institutional channel, which we believe reflected shifts in asset allocation and the risk appetite for global equities. For 2025, our view is that the wholesale channel along with certain sub-advisory relationships are best positioned to provide growth.

(b) Launch new strategies

Beyond organic growth in our current strategies, there are other growth opportunities that we may pursue.

We have a track record of successfully adding strategies over time, where we believe our current research efforts can be leveraged. When doing so, we will focus on opportunities where we feel that our team is well-positioned to provide investment insight.

While not new strategies, in December of 2024 we renamed and refreshed our positioning to potential clients of Dividend Income strategies. These strategies have been renamed under the Quality Value moniker. This change is the result of feedback from existing clients about how the strategies were being used in building portfolios. To be clear there is no change in investment strategy. These portfolios already represented the most value oriented part of GQG's quality universe and by nearly all industry standards for value qualified for this description. In addition to better describing the strategies to clients we believe the addressable market for value based strategies relative to dividend income is materially larger.

We do not expect the Quality Value strategies to drive material growth in 2025, however they are important building blocks for product diversification over time.

(c) Geographic expansion

We are a US-headquartered investment manager, but we will look to further expand our geographic footprint as the business grows, a goal since our inception. We have grown our client base with respected global institutional investors and continue to expand our wholesale vehicle line-up and sub-advisory relationships globally. In addition to our headquarters being in the United States, we have business development and client service offices in the UK, Australia, and the United Arab Emirates. To date, our marketing efforts have resulted in key sub-advisory relationships in Australia, Canada, Japan, Ireland, the United Kingdom, and the US and we have institutional client relationships in numerous non-US countries, including Australia, Canada, Ireland, Japan, the United Arab Emirates, Saudi Arabia, the Netherlands, Italy, Germany, and the United Kingdom.

As at 31 December 2024, we managed $33 billion on behalf of non-US clients with key areas for future growth being Australia, the United Kingdom, Canada, and the Middle East. We continue to make investments in our distribution capabilities outside of US markets with particular emphasis on the Middle East and Australia.

In 2024 we officially launched our Abu Dhabi office, which is an important location for our investment team and serves as a business development and client servicing hub for the region. We believe we are well-positioned to capitalise on emerging investment opportunities in the region and potential FUM growth.

(d) Inorganic Growth

We believe that our trading, operations, and distribution platform could be leveraged by adding new investment teams through recruitment of investment professional individuals or teams.

We may from time to time pursue opportunities to recruit teams of investment professionals where we believe they:

- share our investment culture;
- can add to our overall investment 'intellectual property'; and
- provide products that our investors would benefit from.

We may also from time to time find attractive opportunities to invest in or acquire teams or businesses.

In 2024, we closed on the transaction by our PCS Master Fund (Fund) to purchase three private market investment boutiques from ASX listed Pacific Current Group (PAC). Following the purchase, several core investment team members at PAC joined to manage the Fund. This marks GQG's first transaction to grow outside of our core investment team/strategies.

At GQG, this team has launched the GQG Private Capital Solutions (PCS) business. Their investment mandate is to acquire minority stakes in private markets focused asset managers globally. These managers will typically reside in the lower middle market with FUM ranging from $1-5 billion. We believe this segment of the market offers attractive valuations and significant room to grow the business.

In the latter half of 2024 the PCS business fundraised from outside investors, resulting in a $93 million closing in December. We believe that this is a strong start and creates momentum for more success in 2025.

We are bullish on this team's ability to deliver results consistent with the GQG brand and investors' expectations for the strategy. However, we do not anticipate a material impact to shareholder returns from this business line in the near to intermediate term.

2.3 FINANCIAL PERFORMANCE

In 2024, GQG's business continued to grow key financial measures.

We continued to deliver high returns with low risk relative to the benchmark and our peers – which we believe are useful indicators of future growth.

GQG's Net revenue is comprised of management fees and performance fees. Net revenue increased 46.9% from $517.6 million to $760.4 million for the year ended 31 December 2023 and 2024, respectively. GQG earns revenue primarily from management fees, which are based on a percentage of Funds Under Management ("FUM"), and are charged in exchange for investment advice, strategies, and services we provide to our clients. In addition to management fees, we also charge performance fees for a small number of clients and fund investors. These fees are linked to investment performance and only payable if a fund or account surpasses a certain threshold performance. Management fees represented 96.8% of our Net revenue, which we believe creates stability in the revenue stream, particularly in times of market volatility.

While we continued to invest in talent and the overall business, year-over-year:

- FUM increased 26.9% from $120.6 billion to $153.0 billion,
- Net flows increased by 97.1% from $10.2 billion to $20.2 billion[1],
- Net revenue increased 46.9% from $517.6 million to $760.4 million,
- Net operating income grew by 50.4% from $384.4 million to $577.9 million,
- Net income attributable to GQG Partners Inc. increased from $282.5 million to $431.6 million or 52.8%,
- Diluted earnings per share increased 52.3% from $0.10 in 2023 to $0.15 in 2024.

1. Net flow information may differ from net flow information reported during the fiscal year, due to factors such as estimates being finalised.

2. Operating and Financial Review (cont.)

Summary of Consolidated Statements of Operations for the years ended 31 December 2024 and 2023 (Dollars in US $ thousands)

	2024 ($)	2023 ($)	Change ($)	Change (%)
Management fees	735,820	497,841	237,979	47.8%
Performance fees	24,604	19,744	4,860	24.6%
Net revenue	**760,424**	**517,585**	**242,839**	**46.9%**
Compensation and benefits	101,055	74,625	26,430	35.4%
Third-party distribution, servicing and related fees	30,697	18,406	12,291	66.8%
General and administrative	44,749	33,833	10,916	32.3%
Information technology and services	6,005	6,356	(351)	(5.5)%
Total operating expenses	**182,506**	**133,220**	**49,286**	**37.0%**
Net operating income	**577,918**	**384,365**	**193,553**	**50.4%**
Net investment gains on investments in funds	5,028	1,984	3,044	153.4%
Interest and dividend income	8,097	350	7,747	NM
Other income (expense)	(4,178)	162	(4,340)	NM
Total non-operating income (expense)	**8,947**	**2,496**	**6,451**	**NM**
Income before provision for income taxes	**586,865**	**386,861**	**200,004**	**51.7%**
Provision for income taxes	155,539	104,343	51,196	49.1%
Net income before noncontrolling interests	**431,326**	**282,518**	**148,808**	**52.7%**
Net (income) loss attributable to noncontrolling interests	237	–	237	NM
Net income attributable to GQG Partners Inc.	**431,563**	**282,518**	**149,045**	**52.8%**

NM– not meaningful

The PCS Master Fund was consolidated with GQG Inc. for the period from 17 May 2024 to 19 December 2024, in accordance with US Generally Accepted Accounting Principles (GAAP), ASC 810 Consolidations. Effective 19 December 2024, PCS Master Fund was deconsolidated as GQG Inc. was no longer deemed to have a controlling financial interest in the PCS Master Fund due to the payoff of the HSBC Term Loan. Refer to Note 3, Deconsolidation of PCS Master Fund in Section 3. Consolidated Financial Statements for additional information.

The impact of the PCS Master Fund on the Consolidated Statements of Operations for the year ended 31 December 2024 is summarised below. The activity primarily includes legal fees associated with fund formation and interest expense related to the term loan, which were fully offset by gains and other investment income from its investment portfolio and the gain on deconsolidation of PCS Master Fund, resulting in a net zero impact to Net income attributable to GGQ Partners Inc. for the year ended 31 December 2024.

The pro forma Consolidated Statement of Operations below reflects the results of operations of GQG Group excluding the impact of the required US GAAP accounting surrounding the consolidation and deconsolidation of the PCS Master Fund. The impact is a one-time event and not part of GQG Partners Inc. ongoing operations.

	GQG Group (excluding PCS Master Fund)	PCS Master Fund	GQG Group
Management fees	735,820	–	735,820
Performance fees	24,604	–	24,604
Net revenue	**760,424**	**–**	**760,424**
Compensation and benefits	101,055	–	101,055
Third-party distribution, servicing and related fees	30,697	–	30,697
General and administrative	42,497	2,252	44,749
Information technology and services	6,005	–	6,005
Total operating expenses	**180,254**	**2,252**	**182,506**
Net operating income	**580,170**	**(2,252)**	**577,918**
Net investment gains on investments in funds	1,727	3,301	5,028
Interest and dividend income	5,316	2,781	8,097
Other income (expense)	(348)	(3,830)	(4,178)
Total non-operating income (expense)	**6,695**	**2,252**	**8,947**
Income before provision for income taxes	**586,865**	**–**	**586,865**
Provision for income taxes	155,539	–	155,539
Net income before noncontrolling interests	**431,326**	**–**	**431,326**
Net (income) loss attributable to noncontrolling interests	237	–	237
Net income attributable to GQG Partners Inc.	**431,563**	**–**	**431,563**

As a result of the deconsolidation, the Summary of Consolidated Statements of Financial Condition as at 31 December 2024 does not include the PCS Master Fund.

Revenue

GQG's Net revenue is comprised of management fees (net of waivers and rebates) and performance fees. Net revenue for the year ended 31 December 2024, was $760.4 million, an increase of 46.9% compared to the same period in 2023.

Net management fees increase was primarily driven by growth in average FUM from $101.9 billion to $148.2 billion or 45.4% and an increase in the average management fee rate from 48.8 basis points to 49.6 basis points year over year. The increase in average management fee rate is primarily due to a shift in distribution channel and strategy mix. Average FUM increased as the result of two factors, net new flows of $20.2 billion and investment returns for the year ended 31 December 2024.

In addition to management fees, we also have performance fee agreements with 20 clients (across all clients and underlying fund investor accounts), representing $6.5 billion in FUM (4.2% of our firm wide FUM) as of 31 December 2024. Each of our four primary strategies has FUM subject to performance fee agreements. Of the FUM subject to performance fee agreements, the Global Equity, International Equity, Emerging Markets Equity, and US Equity strategies represented 57.7%, 25.8%, 9.2%, and 7.3%, respectively, of the total. For the year ended 31 December 2024, revenue from performance fees totaled $24.6 million, representing 3.2% of our Net revenue, and an increase of $4.9 million versus the prior year due to strong relative investment returns during the look-back period of the performance fee agreements.

Operating Expenses

During 2024, we continued to invest in the business adding talent across the organisation, expanding our global footprint, delivering on key infrastructure initiatives, and exploring growth opportunities.

Total operating expenses increased $49.3 million or 37.0% for the year ended 31 December 2024 as compared to the same period in 2023. The increases in operating expenses were primarily due to higher compensation cost, third-party distribution costs, and general and administrative expenses driven by growth in our business and related investments in talent and operational capabilities. Starting in 2024 certain of our research and data subscriptions are acquired using cash from client commission credits to pay for services that qualify under the "safe harbor" provided by Section 28(e) of the Securities Exchange Act of 1934 (referred to as "soft dollar program").

Compensation and benefits

Compensation and benefits increased $26.4 million or 35.4%, for the year ended 31 December 2024, compared to the same period in 2023, primarily driven by an increase in average team members from 170 to 212, or 24.7%, sales commissions, and long-term incentive compensation. Employees were added across the organization to support the growth of the business. Sales commissions increased primarily driven by an increase in gross and net sales.

Long-term incentive compensation includes our share-based awards and our long-term investment alignment plans. The increase of $1.7 million for the year ended 31 December 2024 as compared to the same period last year was primarily driven by higher share-based compensation expense.

Total compensation and benefits was 13.3% and 14.4% of our revenues for the year ended 31 December 2024 and 2023, respectively.

Third-party distribution, servicing and related fees

Third-party distribution, servicing and related fees increased by $12.3 million or 66.8% for the year ended 31 December 2024, compared to the same period last year. The increase was largely driven by growth in US Mutual Funds and UCITS FUM through third-party intermediaries and the associated fees.

General and administrative

General and administrative expenses increased $10.9 million or 32.3%, for the year ended 31 December 2024, compared to the same period last year, primarily due to $2.2 million of one-time legal fees associated with organizational costs of the deconsolidated PCS Master Fund, an increase in professional and consulting fees related to audit, tax, and legal associated with organizational costs of GQG Private Capital Solutions LLC ("PCS LLC") and other projects, higher middle-office fees driven by a 45.4% growth in average FUM, increased travel activity, and an increase in other general business expenses.

Information technology and services

Information technology and services expenses decreased nominally by $0.4 million or 5.5% for the year ended 31 December 2024, compared to the same period last year, mainly due to a decrease in data provider fee expense caused by a new soft dollar program.

Non-operating income

Net investment gains on investments in funds increased by $3.0 million or 153.4%, for the year ended 31 December 2024, compared to the same period last year, primarily driven by a $3.3 million increase in the fair value of the PCS Master Fund boutique investments, partially offset by lower returns from investments in GQG Managed Funds associated with GQG's deferred compensation plans.

Interest and dividend income increased by $7.7 million for the year ended 31 December 2024, compared to the same period last year, mainly due to higher operating cash balances and higher balances on interest bearing accounts in 2024, $2.7 million dividend income related to the PCS Master Fund boutique investments, as well as dividend and capital gains income from investments in GQG Managed Funds.

Other income (expense) decreased by $4.3 million, for the year ended 31 December 2024, compared to the same period last year, primarily due to $4.7 million of interest expense associated with the PCS Master Fund term loan and an unrealised foreign exchange revaluation loss, partially offset by sublease rental income from our former New York office and a $0.9 million gain as a result of the deconsolidation of the PCS Master Fund.

Provision for income taxes

Provision for income taxes increased $51.2 million for the year ended 31 December 2024, compared to the same period in 2023, as income before provision for income taxes increased by 51.7%. The effective tax rate decreased from 26.97% to 26.48% for the year ended 31 December 2024 as compared to the same period in 2023, primarily due to changes in state and local taxes.

Financial Position

GQG has a strong balance sheet, with total assets at 31 December 2024 of $463.9 million, cash (excluding restricted cash) of $94.4 million, and no debt. GQG's liabilities primarily consist of compensation and benefits payables, trade creditors and accruals and lease liabilities. Total liabilities were $49.0 million at 31 December 2024 compared to $40.0 million at 31 December 2023. The increase year-over-year in total liabilities is primarily the result of higher sales commission compensation payable and accrued liabilities related to professional fees including legal and audit, partially offset by a decrease in taxes payable.

Summary of Consolidated Statements of Financial Condition at 31 December 2024 and 2023 (Dollars in US $ thousands)

	2024 ($)	2023 ($)	Change ($)	Change (%)
Assets				
Cash	94,391	64,939	29,452	45.4%
Restricted cash	1,670	1,607	63	3.9%
Advisory fee receivable	85,959	60,060	25,899	43.1%
Advisory fee receivable from affiliates	34,392	25,820	8,572	33.2%
Due from related parties	15,107	–	15,107	NM
Prepaid expenses and other assets	10,468	5,858	4,610	78.7%
Property and equipment, net of accumulated depreciation and amortisation	4,815	1,119	3,696	330.3%
Investment in funds, at fair value	17,221	14,806	2,415	16.3%
Deferred tax asset, net	182,267	198,276	(16,009)	(8.1)%
Right-of-use assets	17,627	17,017	610	3.6%
Total assets	**463,917**	**389,502**	**74,415**	**19.1%**
Liabilities and Shareholders' equity				
Compensation accrual and benefits	16,813	10,424	6,389	61.3%
Accounts payable and other accrued liabilities	9,360	8,530	830	9.7%
Operating lease liability	19,459	19,216	243	1.3%
Other liabilities	3,343	1,793	1,550	86.4%
Total liabilities	**48,975**	**39,963**	**9,012**	**22.6%**
Shareholders' equity				
Common shares	2,955	2,953	2	0.1%
Additional paid-in-capital	252,190	248,174	4,016	1.6%
Accumulated other comprehensive income	284	–	284	NM
Retained earnings	159,745	98,412	61,333	62.3%
Total GQG Partners Inc. shareholders' equity	**415,174**	**349,539**	**65,635**	**18.8%**
Noncontrolling interests	**(232)**	**–**	**(232)**	**NM**
Total shareholders' equity	**414,942**	**349,539**	**65,403**	**18.7%**
Total liabilities and shareholders' equity	**463,917**	**389,502**	**74,415**	**19.1%**

NM– not meaningful

2. Operating and Financial Review (cont.)

Assets

- **Cash**: as at 31 December 2024, GQG's cash was $94.4 million compared to $64.9 million as at 31 December 2023. The primary use of GQG's cash continues to be working capital and dividends, consistent with prior years. GQG paid $370.2 million in dividends to investors and dividend equivalents to holders of certain restricted stock units during the year.
- **Advisory fee receivable**: represents billed and unbilled revenue earned but not yet collected on management and performance fees at the end of the year. The year-over-year growth in the receivable balance is primarily due to higher management fees generated in the quarter ended December 2024. No bad debt expense was incurred during the periods ended 31 December 2024 and 31 December 2023.
- **Advisory fee receivable from affiliates**: represents billed and unbilled revenue earned but not yet collected on management and performance fees from GQG Managed Funds. GQG refined those accounts classified as related parties to include all GQG Managed Funds where GQG acts as a promoter, performs significant distribution services and enters into an investment advisory agreement. As a result of this change in the application of disclosure standards, GQG reclassified $20,179 from Advisory fee receivable to Advisory fee receivable from affiliates as of 31 December 2023, to conform prior period disclosures with current period presentation.
- **Due from related parties**: represents employee loans to PCS LLC management issued in December 2024 recorded at fair value of $11.1 million and reimbursements receivable from PCS Master Fund of $4.0 million.
- **Prepaid expenses and other assets**: the increase in prepaid expenses and other assets is primarily attributable to a $3.9 million prepaid employee benefit related to the off-market component of the employee loans to PCS LLC management. This amount will be amortised to compensation expense over the term of the employee service period based on the expected holding period of the loan. The change year over year includes $1.5 million increase in taxes recoverable.
- **Property and equipment**: represents computer equipment and office furniture and leasehold improvements in connection with GQG's leased spaces. The $3.7 million increase from 31 December 2023 is primarily associated with leasehold improvements for our Abu Dhabi (UAE) and Fort Lauderdale, Florida (USA) offices and purchase of computer equipment.
- **Investment in funds, at fair value**: represents investments in GQG Managed funds associated with GQG's Investment Alignment Plans designed to provide eligible employees with economic exposure to GQG strategies, resulting in alignment between GQG's employees and clients. The $2.4 million increase in Investment in funds is primarily the result of strong investment performance and an additional $0.7 million purchase from dividend and capital gains reinvestment. There were no redemptions during the year.
- **Deferred tax asset**: primarily represents a goodwill deferred tax asset from the restructure and IPO in October of 2021. The goodwill deferred tax asset is calculated as the net proceeds from the IPO received by the beneficial owners of GQG LLC ("Beneficial Owners"), multiplied by the deferred tax rate of GQG Inc. The cash tax savings as a result of the goodwill deferred tax asset for 2024 and 2023 are approximately $15.1 million and $15.4 million, respectively. The cash tax savings associated with the goodwill deferred tax asset are added to Net income attributable to GQG Partners Inc. to derive Distributable Earnings, the basis of our quarterly dividend payments. The Deferred tax asset is reduced for goodwill amortisation and impacted (increase or decrease) by timing differences between US GAAP accounting rules and tax regulations, generally compensation expense associated with programs that include vesting schedules. The Company performed a valuation allowance analysis at 31 December 2024 to determine whether the deferred tax asset is more likely than not to be realised and concluded no valuation allowance is required.
- **Right-of-use assets and Operating lease liability**: the increase of right-of-use asset ("ROU") and operating lease liabilities is primarily the result of the commencement of new leases in Abu Dhabi (UAE) and Tacoma, Washington (USA).

Liabilities

- **Compensation accrual and benefits**: the balance is primarily comprised of the accrued sales commission compensation and deferred cash incentive programs. The $6.4 million increase as at 31 December 2024 is primarily attributable to an increase in the sales compensation accrual driven by higher gross and net sales.
- **Accounts payable and other accrued liabilities**: the balance is generally associated with ongoing operating expenses, primarily related to accrued legal, consulting, audit, third-party distribution, middle-office fees and income taxes. The change year over year includes $2.6 million decrease in taxes payable.

Shareholders' Equity

GQG Inc. initially issued 2,952,805,434 shares of common stock ("Securities") in its IPO in October 2021. The Company has granted a number of equity-based awards to eligible employees. Vesting events resulted in a net share issuance of 574,020 and 1,902,716 units of common shares, in 2023 and 2024 respectively, in the form of CHESS Depositary Interests ("CDIs"). Common shares issued and outstanding at the end of the year amounted to 2,955,282,170.

Noncontrolling interests

On December 9, 2024, GQG LLC and PCS Employee Holdings LLC entered into an Amended and Restated Limited Liability Company Agreement ("A&R LLC Agreement") as members of the Private Capital Solutions (PCS) LLC whereby GQG LLC received 6,000 of Common A Units with 60% of economic interests in PCS LLC and PCS Employee Holdings LLC received 4,000 unvested Common B Units with 40% of economic interests in PCS LLC. Unvested Common B Units entitle PCS Employee Holdings LLC to certain rights, including the right to designate two out of the five seats on the board of managers, and to allocations of profits and losses of the entity from December 9, 2024. Unvested Common B Units represent equity-classified awards in scope of ASC 718. These profits interest awards have been recognized at fair value on the grant date estimated at approximately $1.0 million and amortized to share-based awards compensation expense over the service period within Compensation and benefits line in the Consolidated Statements of Operations. Members of the PCS Employee Holdings LLC maintain capital accounts and are entitled to allocations of profits (losses) and distributions of distributable cash as defined in the A&R LLC Agreement. GQG concluded that members of the PCS Employee Holdings LLC are noncontrolling interest holders in PCS LLC, GQG Inc's controlled subsidiary. As such, any allocations of operating profits (losses) of the PCS LLC to the members of the Employee Holdings represent allocations to noncontrolling interest holders and is presented within noncontrolling interests in the Consolidated Financial Statements. Refer to Note 9, Related Parties for additional information.

Diluted Earnings Per Share (EPS)

Diluted earnings per share (EPS) increased 52.3% from $0.10 in 2023 to $0.15 in 2024. The increase is primarily a result of a 52.8%, rise in Net income attributable to GQG Partners Inc., supported by a 46.9% increase in Net revenue and operating margin expansion of 1.7% to 76.0%. The increase in Net income attributable to GQG Partners Inc. significantly outpaced the minor increase in the weighted average diluted shares, leading to a higher Diluted earnings per share. The improvement in Diluted earnings per share reflects GQG's strong operational performance and earnings growth, reinforcing our commitment to delivering shareholder value. Refer to Note 13, Earnings Per Share in Section 3. Consolidated Financial Statements for additional information.

Dividends

Dividends paid during the year to 31 December 2024 were as follows:

(Amount in USD thousands)	**2024 ($)**
Final dividend for year ended 31 December 2023 of $0.0260 per ordinary share paid 26 March 2024	76,786
Quarterly interim dividend for period ended 31 March 2024 of $0.0306 per ordinary share paid on 26 June 2024	90,374
Quarterly interim dividend for period ended 30 June 2024 of $0.0335 per ordinary share paid on 25 September 2024	98,938
Quarterly interim dividend for period ended 30 September 2024 of $0.0348 per ordinary share paid on 19 December 2024	102,821
Total	**368,919**
RSU dividend equivalents, net	**1,311**
Total	**370,230**

2. Operating and Financial Review (cont.)

In accordance with GQG's dividend policy, the Board of Directors of GQG Inc. ("Board") has approved a dividend for the quarter ended 31 December 2024. Under the dividend policy, the Board will consider a dividend on calendar quarter earnings each quarter with an expected annual payout ratio of between 85% and 95% of GQG Inc.'s Distributable Earnings. Distributable Earnings are calculated as net income attributable to GQG Partners Inc. plus the cash tax benefit resulting from amortisation of the goodwill deferred tax asset. Effective for all dividends declared after 30 June 2024, the calculation for Distributable Earnings has been adjusted to exclude unrealised investment and foreign currency gains and losses as disclosed in GQG's updated dividend policy released on 15 August 2024. While dividends are expected to be paid quarterly, the level of the payout ratio is expected to vary between periods, depending on, among other factors, fluctuations in markets and business operations.

A quarterly final dividend for the period ended 31 December 2024 was declared by the board of $0.0378 per share and represents 90% of the Distributable Earnings during the period. The following are the key dates surrounding this dividend payment:

- Declaration Date – 13 February 2025
- Ex-Dividend Date – 18 February 2025
- Record Date – 19 February 2025
- Payable Date – 26 March 2025

2.4 MATERIAL BUSINESS RISK

Summary of Risks

The key business risks faced by, and mitigation approaches of, GQG Partners are set out below:

Risk Category	Risk Description	Mitigants
Investment Management	Risk arising from: • poor absolute investment performance or investment underperformance relative to peers or benchmarks; • failure to adhere to investment strategy or guidelines; • new or amended US or foreign regulations that adversely impact investments made for client accounts; • inadequate management of market, liquidity, or other risks for clients; or • for the private market strategies business: poor execution of transactions with portfolio companies (e.g., failure to establish or maintain appropriate alignment of interests or protective rights, as well as inaccurate evaluation of the risks inherent in private market investing, such as minority ownership, lack of transparency, potential litigation, and potential conflicts of interest).	• Defined investment strategy and guidelines. • Established investment governance and risk management frameworks, including monitoring of portfolio liquidity, regulations, and regulatory changes. • Pre – and post-trade investment compliance. • For the private market strategies business: completion of appropriate due diligence and implementation of appropriate contractual terms and ongoing oversight.

Risk Category	Risk Description	Mitigants
Strategic	Risk arising from poor or poorly implemented strategic decisions.	• Strategic and business planning processes. • Appropriate governance, including Board, Board committee, and management committee levels. • Application of Risk Appetite Statement in strategic decision-making and implementation. • Identification and development of talent for developing and implementing strategy.
Operational	Risk arising from inadequate or failed internal processes or systems or from external events (e.g., business continuity disruptions), including from errors and/or omissions.	• Defined policies, procedures, controls, roles, and responsibilities. • Clear reporting lines, segregation of duty and defined management processes. • Business continuity planning and disaster recovery programmes. • Incident reporting and review process. • Commercial insurance from reputable providers.
People	Risk arising from: • reliance on a small number of highly talented key executives; • a potential inability to attract, engage, and retain quality people to execute strategy; or • failure to bring in diverse perspectives to help avoid group think.	• Talent identification and development. • Appropriate alignment of employee interests with business and client outcomes. • Succession planning across firm. • Development of plans for unavailability of key personnel. • Seeking to develop a diverse workforce.
Financial	Risk arising from: • reliance for substantially all revenue from management fees, including under agreements that can be terminated on short or no notice; • public markets, client or fund investor illiquidity or immediate need for capital, resulting in potential withdrawals or redemptions where liquidity is offered, which may be substantial; • counterparty exposure; • insufficient valuation procedures, especially with respect to illiquid or non-marketable securities; • errors, weaknesses or fraud in financial statement preparation; • insufficient awareness or communication related to new or changed financial arrangements; or • failed performance of internal controls.	• Diversification of client type and location. • Continued development of additional investment strategies and diversification of investment strategy type. • Ongoing sales activity. • Counterparty monitoring and review. • Implementation of appropriate documented valuation procedures, including use of external resources where appropriate. • Appropriate resourcing of financial reporting team and development and implementation of appropriate internal controls and financial reporting processes. • Executive committee weekly update meetings. • Segregation of duties. • Access controls and approval hierarchy for opening and closing bank accounts, adding/removing/editing payment workflows and making payments. • System audit logs. • Commercial insurance from reputable providers. • Continue to enhance documented financial controls, testing and effectiveness program.

2. Operating and Financial Review (cont.)

Risk Category	Risk Description	Mitigants
Information Technology and Cyber-Security	Risk arising from failed, breached, or inadequate information systems, which could result in confidentiality breaches, loss of sensitive or critical data, and business disruption.	• Defined information security programme and information technology security policies (e.g. multi-factor authentications, access controls, and change management). • Implementation of operational security technology (e.g., firewalls and antivirus). • Security (penetration) testing of key systems and regular training on phishing scams and cybersecurity risks. • Information security incident response plans. • Commercial insurance from reputable providers. • Business continuity planning and disaster recovery programmes. • Appropriate communication to and training of personnel.
Compliance and Legal	Risk of breaching applicable laws and regulations or compliance policies and procedures.	• Appropriately staffed and experienced legal and compliance teams. • Documentation and monitoring of compliance obligations. • Clearly defined policies, procedures, controls, roles, and responsibilities. • Appropriate conflict of interest identification and management. • Consultation with and reliance on outside expert resources as appropriate. • Appropriate communication to and training of personnel.
Service Providers	Risk arising from: • services performed by external service providers are not performed as required under contractual standards or in-line with industry or internal operational standards; or • service providers engage in illegal or negligent behaviour or experience losses, data breaches or other harm that affects the Company.	• Engaging well-regarded and proven strategic partners. • Appropriate oversight and review of key vendors, including review of SOC 1 Type II, SOC 2 and SSAE18 Reports, where available. • Written contracts, including in certain cases service level agreements, in place and monitored.
Natural Disasters and Other Business Disruptions	Risk that the occurrence of hurricanes, earthquakes, tsunamis, pandemics, conflicts, implementation of sanctions, or other similar disruptions may have a material and adverse impact on our ability to conduct business operations at one or more of our offices for a potentially significant period of time.	• Business continuity planning and disaster recovery programmes. • Focus on vendor management for cloud service offerings and other redundancy and contingency options.

Risk Category	Risk Description	Mitigants
Misconduct	Risk arising from conduct by directors, officers, employees, or contractors that is fraudulent, unethical, illegal, or otherwise contrary to policies or expectations.	• Appropriate tone from the top. • Diligent hiring, including background checks. • Appropriate internal controls and compliance policies and procedures. • Appropriate oversight of personnel. • Procedures to address the handling of material nonpublic information. • Appropriate review of potential directors, employees, and contractors for potential indications of material prior misconduct. • Reporting of material violations to management and appropriate committees. • Mandated training on Code of Business Conduct and other relevant policies and procedures.

As a company, GQG does not view itself as being subject to material social risks.

Risk Management Framework and Risk Appetite Statement

The Board has adopted the following framework for risk management oversight and a risk appetite in furtherance of managing GQG's risks.

The Board has delegated certain risk management oversight responsibilities to its Risk Committee ("Board Risk Committee") as described in the Board Risk Committee's Charter. The Charter provides that the Board Risk Committee's key responsibilities and functions are to oversee GQG's:

- processes for identifying and managing financial and non-financial risks;
- non-financial periodic reporting;
- internal controls and systems; and
- processes for monitoring compliance with laws and regulations.

The Board and the Board Risk Committee rely on GQG's management team to implement appropriate risk management processes within the organisation. Management believes that it is critically important to constantly identify, assess, evaluate, and appropriately respond to existing and emerging risks.

Within the context of the framework, the primary mechanisms in place to manage risk include, but are not limited to:

- comprehensive business and compliance policies and procedures;
- clear lines of decision-making authority;
- management committees and working groups;
- investment and other technical expertise;
- internal control frameworks;
- clearly defined behavioural and performance expectations; and
- mandatory education and compliance training for all employees.

GQG recognises that the effectiveness of its risk management programme is dependent on employees throughout the organisation and seeks to promote a "risk aware" culture that prudently and appropriately pursues the interests of GQG's stakeholders, including shareholders and clients.

2. Operating and Financial Review (cont.)

GQG's senior management is responsible for identifying and assessing risks, developing responses to those risks (e.g., risk management policies, practices, and controls), and ensuring that GQG's risk management programme is appropriately managed and effectively implemented by GQG and its subsidiaries, consistent with the framework and GQG's overall business strategy. In this regard, senior management is expected to provide regular and special reporting to the Board Risk Committee with respect to risk matters, including on existing and emerging risks faced by GQG and the appropriateness and effectiveness of GQG's policies, practices, and controls in managing risk.

To meet the foregoing responsibilities, GQG's senior management has established a management level Risk Committee ("Management Risk Committee"), which is comprised of the Chief Executive Officer, Chief Investment Officer, Chief Financial Officer, Chief Operating Officer, General Counsel, Chief Compliance Officer, Chief Technology Officer, and the Managing Directors for International and Global Distribution.

The Management Risk Committee meets on a quarterly basis (or more frequently if needed). The Management Risk Committee and its members have overall day-to-day responsibility for implementation and maintenance of GQG's risk management programme. Each member, in relation to the member's respective area of supervision, is responsible for (i) ensuring that appropriate processes are in place to identify and mitigate relevant risks and (ii) monitoring the effectiveness of the risk-limiting measures and controls.

The Board believes that GQG should take a measured approach to risk of all types, seeking the best overall results for GQG shareholders on a risk-adjusted basis. In this regard, the Board directs management to seek always to:

- fully evaluate the strategic, investment, operational, compliance, financial, and other risks that GQG faces;
- create a sound operational environment;
- adopt and implement policies and procedures reasonably designed to prevent violation of applicable laws and regulations;
- implement controls that are reasonably designed to minimise the likelihood of significant financial, operational, legal, or regulatory risk events; and
- communicate and reinforce management's expectations related to risk within the organisation.

At all times, consistent with this risk appetite, the Board directs that management seek to ensure that adequate resources are in place to support existing business operations and future growth opportunities and to absorb foreseeable loss events.

2.5 CORPORATE SUSTAINABILITY AND RESPONSIBILITY REPORT

Putting People at the Heart of our Business

Our core objective is to secure our clients' financial futures – organisationally we work with our teams to create the best possible environment for putting our clients first.

To operate at peak performance, we must recognise the strengths and areas of development of individuals within the team, nurture those strengths, and put in place necessary resources to empower our team members to succeed. Critical to building an effective team is the ability to attract and retain talent. To do this, we have created a performance-driven culture based on five pillars: compensation, development, diversity, responsibility, and engagement.

By focusing on these five areas, we seek to provide our employees with motivation and pride to work for GQG and, in doing so, we expect they will serve our clients well.

This culture is embedded into how we work together and invest our clients' capital.

People

Compensation

GQG has structured its employee compensation plan with the goal of fostering a meritocracy-based approach to differentiate employees based on performance, excellence, and impact – and tying compensation to GQG's core corporate values.

A foundational principle of GQG's compensation plan is alignment. GQG strives to align employee incentives with clients' interests, shareholders' interests, and departmental and overall company objectives. For more details on the components of our compensation programmes, see our Remuneration Report at Section 5 below.

Development

Whilst our compensation package is in place to attract and motivate our team, we also focus strongly on development to ensure our employees remain challenged and continue to learn. In doing so, they will continue to develop their skills, which will enrich them and help better serve our clients.

GQG Partners is an organisation that focuses on meritocracy. We aim to promote high performers to support their continued growth and development.

Employees have direct access to senior leaders and we encourage and look for opportunities to create open discourse across the organisation.

GQG supports and encourages employee development in pursuit of career advancement by delivering training programmes, paying for professional development opportunities or industry designations, and providing opportunities for employees to work on initiatives both within and outside of their business area.

Diversity and Inclusion

GQG is a minority-owned firm committed to fair and equitable representation with a genuine emphasis on diversity, inclusion, and equity. The Executive Chairman, CEO, and management team share a belief system that various backgrounds and lived experiences create a superior outcome both from an investment perspective and as it relates to building a world-class, highly sustainable business.

We believe that diversity in our workforce, across the various dimensions of social and cultural identity, and an inclusive environment are essential to achieving excellence and delivering on our promises to clients, shareholders, and our communities.

Each employee's unique experiences and perspectives are forged by individual social, economic, and cultural identities. GQG is committed to a culture where all employees feel valued, included, and empowered to do their best work and confidently share their ideas. The diversity that this brings not only supports the depth of our investment research, it also nurtures enthusiasm and creativity across a range of other activities.

We actively pursue an equal opportunity recruiting process by working with recruiters, public job posting sites, and diversity-focused organizations to provide a diverse candidate pool, creating an environment of inclusion.

Health and Safety

We believe that every employee has the right to work in surroundings that are free from all forms of unlawful discrimination. It is our policy that we will not engage in unlawful discrimination on any basis prohibited by any relevant laws. Our Employee Handbook and Basic Employment Policies include Equal Employment Opportunity, non-harassment, and other policies setting out standards for a safe, respectful, and healthy work environment.

2. Operating and Financial Review (cont.)

Community

At GQG, our commitment to serving our communities remains a cornerstone of our corporate ethos, both through philanthropy and volunteerism We believe that service promotes a greater understanding, appreciation, and respect for diversity.

Among others in 2024, GQG partnered with several organizations such as Jack & Jill Center, an organisation with a long-standing commitment to serving high-need families in greater Fort Lauderdale, Florida, The Last Room, an organization that provides art therapy for veterans and their families, and the GlamourGals Foundation, an organization with the mission to reduce senior isolation throughout the US.

We support employees taking time away from work for service initiatives as a team and as individuals in addition to making financial contributions to support our employees and their charitable passions.

GQG has established the GQG Partners Community Empowerment Foundation to help GQG and our employees make a meaningful impact in the communities in which we live and work. Our foundation, along with our dollar-for-dollar charitable donation matching program, ensures that our impact is felt both within and beyond our organisation.

Responsible Investment

GQG has been a signatory to the United Nations-supported Principles for Responsible Investment ("PRI") since October 2016 and for 2024 was awarded a **** rating for the 'Listed Equity' module and a *** rating for the 'Policy, Governance and Strategy' and 'Confidence building measures' modules. GQG is also an investor signatory to the Carbon Disclosure Project ("CDP") and a member of the IFRS Sustainability Alliance.

The Role of ESG in the Investment Process

GQG is committed to seeking to achieve its clients' investment objectives that are financial in nature (e.g., long-term capital appreciation). GQG seeks to consider all relevant factors in pursuing these objectives. In this regard, GQG believes that, for the most part, earnings drive stock prices. As part of this, GQG believes that ESG shortcomings can pose a material risk to a company's ability to achieve durable earnings over the long-term. As a result, our bottom-up fundamental analysis may encompass ESG considerations. For example, we may consider issues such as labour relations, corporate culture, environmental responsibility, and the quality of corporate leadership in our investment process.

Our investment decisions reflect the analysis of information identified by GQG as relevant to our clients' financially driven investment objectives. As such, we consider ESG factors amongst other factors as an element of our investment research "mosaic". The role that ESG information plays in our investment thesis for any individual portfolio holding varies based on the financial materiality of ESG issues to the position, availability of ESG data, position size, and other factors. Non-ESG factors that are financially relevant 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.

Typically, GQG seeks to invest in companies which we feel are sustainable franchises and that we believe will continue to generate growth in earnings as a result of the barriers to entry for their businesses. Our research efforts are focused on understanding the drivers of growth, the headroom for continued growth and any potential threats to that growth. GQG believes that ESG factors can impact the value of its investments.

When we deem appropriate, we therefore integrate ESG analysis into our traditional and non-traditional investment analysis in order to help understand the full scope of risks and opportunities to which a company is exposed. GQG is also committed to overseeing its investments as they relate to exposure to material ESG factors, consistent with data availability, timing, position size, and other considerations.

We believe ESG factors should be considered on an integrated basis when researching companies. In our view, it is not feasible to completely separate financial and non-financial risks; rather the full range of risks should be considered when assessing the long-term growth expectations for a company and the threats to the durability of its earnings. When researching a company, we may utilise a variety of research techniques and seek to understand the company's "ecosystem." Each research layer is designed to help build a holistic view of the risks and opportunities for a target company resulting from both financial and non-financial factors. We believe one of GQG's most powerful differentiators is the use of non-traditional analysts, and the diverse nature of the backgrounds on our research team, and therefore the diverse nature of the research that our team undertakes. We believe that bringing together multiple differing perspectives helps us identify risks and opportunities for companies more effectively. GQG incorporates non-traditional research on companies by employing analysts with specific expertise to identify factors that may not be apparent via traditional financial analysis.

2.6 OTHER INFORMATION

(a) Environmental regulation

The Group is not subject to any particular or significant environmental regulation.

(b) Prejudicial information

Information that would result in unreasonable prejudice to the Group has not been included in this Operating and Financial Review.

GQG Partners Inc. and Subsidiaries Consolidated Financial Statements

As of and for the years ended 31 December 2024 and 2023
(with Independent Auditors' Report thereon)

Financial Statements

Explanatory notes:

All references to "dollars" in these consolidated financial statements are to United States Dollars, ("US$", "$", or "USD"), unless otherwise specified.

All references to dates in these consolidated financial statements are to dates in US Eastern Time, unless otherwise specified and use the US date convention.

All references to the "Company," "GQG Partners," "GQG," the "Group" or "we" refers to, collectively, GQG Partners Inc. and its direct and indirect subsidiaries, unless the context requires otherwise.

In addition, GQG Partners Inc. may be referred to as "GQG Inc." and GQG Partners LLC may be referred to as "GQG LLC".

3. Financial Statements

3.1 INDEPENDENT AUDITORS' REPORT

KPMG LLP
345 Park Avenue
New York, NY 10154-0102

Independent Auditors' Report

To the Shareholders and Board of Directors
GQG Partners Inc. and Subsidiaries:

Opinion

We have audited the consolidated financial statements of GQG Partners Inc. and Subsidiaries (the Company), which comprise the consolidated statements of financial condition as of December 31, 2024 and 2023, and the related consolidated statements of operations, comprehensive income, changes in shareholders' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for the years then ended in accordance with U.S. generally accepted accounting principles.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are required to be independent of the Company and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with U.S. generally accepted accounting principles, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for one year after the date that the consolidated financial statements are available to be issued.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

3. Financial Statements (cont.)

KPMG

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Company's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

KPMG LLP

New York, New York
February 13, 2025

CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

(U.S. dollars in thousands, except per share data)

	December 31, 2024	December 31, 2023
Assets		
Cash	94,391	64,939
Restricted cash	1,670	1,607
Advisory fee receivable	85,959	60,060
Advisory fee receivable from affiliates	34,392	25,820
Due from related parties	15,107	–
Prepaid expenses and other assets	10,468	5,858
Property and equipment (net of accumulated depreciation and amortization of $1,908 and $1,479 as of December 31, 2024 and December 31, 2023, respectively)	4,815	1,119
Investments in funds, at fair value (cost of $12,872 and $12,188 as of December 31, 2024 and December 31, 2023, respectively)	17,221	14,806
Deferred tax asset, net	182,267	198,276
Right-of-use assets	17,627	17,017
Total assets	**463,917**	**389,502**
Liabilities		
Compensation accrual and benefits	16,813	10,424
Accounts payable and other accrued liabilities	9,360	8,530
Operating lease liability	19,459	19,216
Other liabilities	3,343	1,793
Total liabilities	**48,975**	**39,963**
Shareholders' Equity		
Common Shares $0.001 par value; 10,000,000,000 shares authorized, 2,955,282,170 and 2,953,379,454 shares are issued and outstanding as of December 31, 2024 and December 31, 2023, respectively	2,955	2,953
Additional paid-in-capital	252,190	248,174
Accumulated other comprehensive income	284	–
Retained earnings	159,745	98,412
Total GQG Partners Inc. shareholders' equity	415,174	349,539
Noncontrolling interests	(232)	–
Total shareholders' equity	**414,942**	**349,539**
Total liabilities and shareholders' equity	**463,917**	**389,502**

The accompanying notes are an integral part of these consolidated financial statements.

3. Financial Statements (cont.)

CONSOLIDATED STATEMENTS OF OPERATIONS

(U.S. dollars in thousands, except per share data)

	For the Years Ended December 31,	
	2024	**2023**
Revenue		
Management fees (net of $8,169 and $5,141 of waived and rebated management fees for the years ended December 31, 2024 and 2023, respectively)	735,820	497,841
Performance fees	24,604	19,744
Total revenue	**760,424**	**517,585**
Operating Expenses		
Compensation and benefits	101,055	74,625
Third-party distribution, servicing and related fees	30,697	18,406
General and administrative	44,749	33,833
Information technology and services	6,005	6,356
Total operating expenses	**182,506**	**133,220**
Net operating income	**577,918**	**384,365**
Non-operating income (expense)		
Net investment gains on investments in funds	5,028	1,984
Interest and dividend income	8,097	350
Other income (expense)	(4,178)	162
Total non-operating income (expense)	**8,947**	**2,496**
Income before provision for income taxes	586,865	386,861
Provision for income taxes	155,539	104,343
Net income before noncontrolling interests	**431,326**	**282,518**
Net (income) loss attributable to noncontrolling interests	**237**	**–**
Net income attributable to GQG Partners Inc.	**431,563**	**282,518**
Earnings per share of common stock		
Basic	$0.15	$0.10
Diluted	$0.15	$0.10
Basic weighted average number of common shares outstanding	2,917,997,797	2,914,240,792
Diluted weighted average number of common shares outstanding	2,927,256,015	2,914,240,792

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(U.S. dollars in thousands, except per share data)

	For the Years Ended December 31,	
	2024	2023
Net income attributable to GQG Partners Inc.	**431,563**	**282,518**
Cumulative foreign currency translation adjustment	284	–
Comprehensive income attributable to GQG Partners Inc.	**431,847**	**282,518**

The accompanying notes are an integral part of these consolidated financial statements.

3. Financial Statements (cont.)

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(U.S. dollars in thousands, except per share data)

	Common Shares						
	Shares	Amount	Additional paid-in capital	Retained earnings	Accum-ulated other compre-hensive income	Non-controlling Interests	Total share-holders' equity
Balance at January 1, 2023	**2,952,805,434**	**2,953**	**245,216**	**63,928**	**—**	**—**	**312,097**
Net income	–	–	–	282,518	–	–	282,518
Dividends and dividend equivalents paid	–	–	–	(248,034)	–	–	(248,034)
Amortization of equity-classified awards	–	–	3,175	–	–	–	3,175
Issuance of shares related to settled share-based compensation	574,020	–	–	–	–	–	–
Payment of employee tax withholding related to equity-settled share based payment	–	–	(217)	–	–	–	(217)
Balance at December 31, 2023	**2,953,379,454**	**2,953**	**248,174**	**98,412**	**–**	**–**	**349,539**

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (CONT.)

(U.S. dollars in thousands, except per share data)

	Common Shares						
	Shares	Amount	Additional paid-in capital	Retained earnings	Accum-ulated other compre-hensive income	Non-controlling Interests	Total share-holders' equity
Balance at January 1, 2024	**2,953,379,454**	**2,953**	**248,174**	**98,412**	**–**	**–**	**349,539**
Net income	–	–	–	431,563	–	(237)	431,326
Other comprehensive income – foreign currency translation	–	–	–	–	284	–	284
Dividends and dividend equivalents paid	–	–	–	(370,230)	–	–	(370,230)
Amortization of equity-classified awards	–	–	5,193	–	–	5	5,198
Issuance of shares related to settled share-based compensation	1,902,716	2	–	–	–	–	2
Payment of employee tax withholding related to equity-settled share based payment	–	–	(1,177)	–	–	–	(1,177)
Balance at December 31, 2024	**2,955,282,170**	**2,955**	**252,190**	**159,745**	**284**	**(232)**	**414,942**

The accompanying notes are an integral part of these consolidated financial statements.

3. Financial Statements (cont.)

CONSOLIDATED STATEMENTS OF CASH FLOWS

(U.S. dollars in thousands, except per share data)

	For the Years Ended December 31,	
	2024	**2023**
Cash flows from operating activities		
Net income before noncontrolling interests	431,326	282,518
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	429	430
Net investment gain on investments in funds	(5,028)	(1,984)
Gain on deconsolidation of PCS Master Fund	(896)	–
Reinvested dividends on fund investments	(687)	(280)
Deferred tax asset, net	16,009	18,568
Share-based compensation expense	5,198	3,175
Non-cash lease expense	(367)	1,348
Changes in operating assets and liabilities:		
Advisory fee receivable	(25,899)	(10,040)
Advisory fee receivable from affiliates	(8,572)	(3,336)
Due from related parties	(49)	–
Prepaid expenses and other assets	(1,093)	3,203
Compensation accrual and benefits	6,390	(2,802)
Accounts payable and other accrued liabilities	871	3,608
Other liabilities	1,552	741
Net cash provided by operating activities	**419,184**	**295,149**
Cash flows from investing activities		
Purchase of property and equipment	(4,126)	(684)
Purchase of PCS Master Fund investments	(85,862)	–
Issuance of loans to PCS management	(15,000)	–
Net cash relinquished on deconsolidation of PCS Master Fund	(1,054)	–
Purchase of investments in funds	–	(699)
Net cash used in investing activities	**(106,042)**	**(1,383)**
Cash flows from financing activities		
Proceeds from short-term debt obligation	93,800	–
Repayment of short-term debt obligation	(93,800)	–
Payment of short-term debt issuance costs	(504)	–
Payment of shareholders' dividends	(368,919)	(247,149)
Payment of RSU dividends	(1,311)	(885)
Cash from limited partners of PCS Master Fund	88,000	–
Payment of employee tax withholding on equity-settled awards	(1,177)	(217)
Net cash used in financing activities	**(283,911)**	**(248,251)**
Effect of exchange rate changes on cash and restricted cash	284	–
Net increase in cash and restricted cash	29,515	45,515
Cash and restricted cash – beginning of period	66,546	21,031
Cash and restricted cash – end of period – Note 2	96,061	66,546
Supplemental cash flow information		
Cash paid for income taxes	142,106	77,635
Cash paid for interest expense	4,523	–
Supplemental disclosure of non-cash investing and financing activities		
ROU Assets related to operating leases obtained during the period	2,868	10,027

The accompanying notes are an integral part of these consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(U.S. currencies in thousands, except share and per share amounts and otherwise indicated)

Note 1. Nature of Business and Organization

Nature of Business

GQG Partners Inc. ("GQG Inc.") together with its subsidiaries, is a global boutique asset management firm focused on active equity portfolios. GQG Inc. and its subsidiaries are hereafter referred to collectively as "GQG", "we" or "the Company".

GQG manages assets for clients predominantly using equity strategies including Global Equity, International (non-US) Equity, Emerging Markets Equity, and US Equity (the "Strategies"). Beyond that GQG builds different versions of those portfolios to be more or less concentrated and across Quality Growth and Quality Value (formerly "Quality Dividend Income") styles. Our value proposition is focused on the pillars of concentrated active portfolios, a team focused on an "umbrella" of quality companies, a sustainable fee structure, and a highly aligned team and business structure. GQG participates in the institutional, sub-advisory, and wholesale/retail channels of the asset management market. In addition, starting in 2024, GQG, via its consolidated subsidiary, manages a private equity fund investing in lower-middle-market private capital managers.

Organization

GQG Inc. was incorporated in the State of Delaware, USA on March 2, 2021. On September 13, 2021, GQG was registered as a foreign company in Australia under Chapter 5B of the Corporations Act. GQG Inc. owns 100% of the equity interests in GQG Partners LLC ("GQG LLC").

On October 28, 2021, GQG Inc. completed its IPO on the Australian Securities Exchange ("ASX")[1].

Upon completion of the IPO, GQG Inc. issued 2,952,805,434 new shares of common stock. The common stock is publicly traded on the ASX under the ticker "GQG" in the form of CHESS Depositary Interests ("CDIs"). CDIs are units of beneficial ownership in shares of GQG Inc. common stock held by CHESS Depositary Nominees Pty Limited ("CDN"), a wholly owned subsidiary of ASX Limited, the company that operates the ASX. Total shares of common stock (including restricted common stock) outstanding at December 31, 2024 was 2,955,282,170.

Each share of common stock is equivalent to one CDI.

GQG LLC was formed as a limited liability company on April 4, 2016, in the State of Delaware, USA. GQG LLC is registered with the US Securities and Exchange Commission as an investment adviser under the US Investment Advisers Act of 1940, as amended, and provides investment advisory and asset management services to pooled investment vehicles, funds and separately managed accounts for US and non-US investors by deploying the Strategies. GQG LLC also provides advisory services to intermediary-sold private client accounts and sub-advisory services to other investment advisers.

GQG serves as an investment adviser to various pooled investment vehicles including: the separate sub-funds of the GQG Global UCITS ICAV (collectively, "GQG UCITS"), certain collective investment series of the Reliance Trust Institutional Retirement Trust (collectively, "GQG CITs"), certain mutual fund series of The Advisor's Inner Circle Fund III (collectively, "GQG US Mutual Funds"), the private fund series of GQG Partners Series LLC (collectively, "GQG Private Funds"), the separate funds issued by Equity Trustees Limited in Australia (collectively "GQG Australian Managed Funds"), certain funds distributed in Canada (collectively, "GQG Canadian Managed Funds") and, through its majority ownership stake in PCS LLC, the PCS Feeder Funds and PCS Master Fund (as defined below). These pooled investment vehicles are collectively referred to as "GQG Managed Funds". GQG uses the following terms interchangeably: GQG Managed Funds, affiliated funds, and GQG sponsored funds. In addition, GQG provides advisory services to separately managed institutional and retail accounts ("SMAs"), as well as other pooled investment vehicles managed by third party firms that hire GQG as a sub-advisor to provide investment advice for part or all of the fund (collectively referred to as "Separately Managed Accounts and Other Pooled Vehicles").

1. The IPO was completed on 29 October 2021 in Sydney, Australia and on 28 October 2021 in Ft. Lauderdale, Florida, USA.

GQG US Mutual Funds are open-end mutual funds registered under the Investment Company Act of 1940, as amended. GQG UCITS are funds established under the laws of Ireland pursuant to the European Community's Undertakings in Collective Investment in Transferable Securities Regulations, 2011, as amended. The GQG Australian Managed Funds are managed investment schemes established under Australian law and the GQG CITs are separate series of a group trust that provide for the collective investment of assets of U.S. tax-exempt employee benefit plans. GQG Private Funds are unregistered pooled investment vehicles that are offered primarily to US investors. The GQG Canadian funds are mutual funds and one private fund established under Canadian law. In addition, GQG launched GQG Private Capital Solutions LLC ("PCS LLC"), an investment adviser registered under the US Investment Advisers Act of 1940, as amended, to focus on providing a broad range of financing and strategic solutions to lower-middle-market private capital asset management firms. PCS is adviser to PCS Master Fund and certain other private funds (discussed below), the investment strategy of which is to invest in non-controlling equity and structured investments in lower-middle-market private capital managers ("GP Stakes").

Subsidiaries

During the year ended December 31, 2024, GQG LLC continued to wholly own subsidiaries domiciled in the United Kingdom, Australia, and the Abu Dhabi Global Market ("ADGM") in the United Arab Emirates. In addition, GQG LLC established certain subsidiaries domiciled in the United States during the period.

GQG Partners (UK) Ltd. operates as an appointed representative of a firm authorised and regulated by the UK Financial Conduct Authority. Its activities are limited to sales and distribution. Certain of its personnel are also seconded to a separate, unaffiliated entity that is located outside the UK to facilitate sales of certain funds in certain EU countries, where possible.

GQG Partners (Australia) Pty Ltd., registered in Australia, ACN 626 132 572, holds an Australian financial services license granted pursuant to section 913B of the *Corporations Act 2001* (Cth) that permits it to provide certain financial services to wholesale and retail clients. It has appointed GQG LLC as its corporate authorized representative to provide certain financial services.

On October 9, 2023, GQG incorporated GQG Partners Ltd, a limited company registered in ADGM with registered number 000010540 pursuant to the Abu Dhabi Global Market Companies (Amendment No. 1) regulations 2020. The ADGM Financial Services Regulatory Authority has granted Financial Services Permission number 240015 to GQG Partners Ltd, with effect from March 8, 2024, to permit it to manage collective investment funds, advise on investments or credit, arrange deals in investments, manage assets and Shari'a-compliant regulated activities.

On March 8, 2024, GQG formed GQG PCS GP I, LLC ("PCS Fund GP"), GQG PCS SPV I, LLC ("SPV"), GQG Private Capital Solutions Fund (US) LP ("PCS US Feeder Fund"), and GQG Private Capital Solutions Master Fund (US) I, LP ("PCS Master Fund"). In addition, on April 3, 2024, GQG formed GQG Private Capital Solutions LLC ("PCS management company" or "PCS LLC"). Subsequent to April, 2024 GQG formed GQG Private Capital Solutions Fund Intermediary (US) I, LLC, GQG PCS CI LP I, LLC ("PCS Carry Co"), GQG PCS Employee Holdings LLC ("PCS Employee Holdings LLC"), GQG Private Capital Solutions Fund (Cayman), LP ("PCS Cayman Feeder Fund") and GQG Private Capital Solutions Fund (Cayman – NUSI), LP ("PCS Cayman NUSI Feeder Fund" and, together with PCS US Feeder Fund and PCS Cayman Feeder Fund, "PCS Feeder Funds"). All these entities are collectively referred to as "PCS entities". On May 17, 2024, PCS Master Fund completed an acquisition of minority interests in three private equity boutique investments from Pacific Current Group Limited ("PAC") and Northern Lights Midco, LLC. Refer to Note 3, Deconsolidation of PCS Master Fund for more information on this transaction.

On December 10, 2024 GQG completed the close of PCS Master Fund, raising capital commitments of $92.8 million. On December 19, 2024 PCS Master Fund repaid in full the HSBC Term Loan, and GQG Inc. and its affiliates were thereafter released from their obligations under the Guarantee Agreement with HSBC. As a result, effective as of December 19, 2024, GQG Inc. has deconsolidated PCS Master Fund. Refer to Note 3 for further details.

Note 2. Summary of Significant Accounting Policies

Basis of Presentation

The consolidated financial statements have been prepared in accordance with US Generally Accepted Accounting Principles ("US GAAP") and the significant accounting policies of GQG summarized below. The consolidated financial statements are presented in US dollars ("USD"), unless otherwise stated.

The consolidated financial statements include the accounts of GQG Inc. and its subsidiaries. All intercompany balances and transactions have been eliminated in consolidation.

Use of Estimates and Assumptions

The preparation of the consolidated financial statements in accordance with US GAAP requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the consolidated financial statements, and the reported amounts of income and expenses for the period. Significant estimates made by management include, but are not limited to, revenue recognition, share-based compensation, valuation of Level 3 financial assets and liabilities, and income taxes including deferred tax assets and uncertain tax positions. GQG bases its estimates and judgements on historical experience and on various assumptions that it believes are reasonable under the circumstances. Actual results could differ from those estimates.

Principles of Consolidation

GQG's policy is to consolidate all subsidiaries or other entities in which it has a controlling financial interest. The consolidation guidance requires an analysis to determine if an entity should be evaluated for consolidation using the voting interest entity ("VOE") model or the variable interest entity ("VIE") model.

Under the VOE model, controlling financial interest is generally defined as a majority ownership of voting interests. It is required to consolidate an investee to the extent GQG can exert control over the financial and operating policies of the investee, which generally exists if there is a greater than 50% voting equity interest.

Under the VIE model, controlling financial interest is defined as (i) the power to direct activities that most significantly impact the economic performance of the entity and (ii) the right to receive potentially significant benefits or the obligation to absorb potentially significant losses. To determine if an entity is a VIE, the Company reviews if the entity (i) lacks sufficient equity to permit the entity to finance its activities independently or (ii) has equity holders that do not have the power to direct the activities of the entity that most significantly impact the entity's economic performance, the obligation to absorb the entity's losses, or the rights to receive the entity's residual returns. The Primary Beneficiary ("PB") of a VIE is defined as the variable interest holder that has controlling financial interest in the VIE.

Fees that are customary and commensurate with the level of services provided by GQG, and where GQG does not hold other economic interests in the entity that would absorb more than an insignificant amount of the expected losses or returns of the entity, are not considered to be variable interests. GQG considers all economic interests, including proportionate interests held through related parties, to determine if fees are variable interests. GQG's interests in the products it manages are primarily in the form of management fees, performance fees, and insignificant equity interests, and therefore does not have variable interests in such entities.

The Company determines if an entity is a Voting Interest Entity ("VOE") or a Variable Interest Entity ("VIE") by performing an analysis of various factors including the organizational and capital structure of the entity, the rights of equity investment holders, and GQG's involvement with the entity from a contractual perspective. The Company also assesses its economic interest in said entity as well as any related party or agent implications of the Company's involvement with the entity. Changes in the circumstances of the Company's investment in an entity (such as contributions and redemptions, either by the Company, or third parties, or amendments to an entity's governing documents) are reviewed by management to assess the impact to status of the entity as a VIE or a VOE. GQG consolidates a VIE in which it meets the power criteria and holds significant equity ownership interest.

GQG serves as the investment adviser to GQG Managed Funds. GQG does not hold economic interests in the GQG UCITS, GQG CITs and GQG Canadian Funds. GQG US Mutual Funds and GQG Australian Managed Funds are voting interest entities and GQG does not hold majority of the voting interests in these entities.

3. Financial Statements (cont.)

Investors in the GQG Private Funds lack simple majority liquidation rights, and as a result, each series of GQG Partners Series LLC is evaluated for consolidation under the VIE model. GQG is not the primary beneficiary because it lacks the right to receive potentially significant benefits or the obligation to absorb potentially significant losses of the GQG Private Funds. As a result, GQG Private Funds have not been consolidated.

PCS Master Fund was consolidated with GQG Inc. for the period from May 17, 2024 to December 19, 2024. Prior to the deconsolidation, PCS Master Fund was evaluated for consolidation under the VIE model because its limited partners lacked the ability to dissolve the entity or to remove the general partner without cause with a simple majority vote (i.e., limited partners do not have substantive "kick-out" rights or "liquidation" rights) and GQG had a significant financial interest in the VIE in the form of direct equity interests, guarantee, and fee arrangements in the partnership where it serves as the general partner. Effective on December 19, 2024 following the close of PCS Master Fund and the payoff of the HSBC Term Loan, GQG via its controlled subsidiary, PCS LLC (the investment manager and general partner of PCS Funds) is no longer deemed to be the primary beneficiary of this entity due to: a) substantive kick-out rights held by the non-affiliated limited partners in the fund post close, and b) and no longer having significant economic interest due to the payoff of the HSBC Term Loan and release of GQG's obligations under the Guarantee Agreement. Refer to Note 3. Deconsolidation of PCS Master Fund for further information.

The Consolidated Financial Statements include the accounts of GQG and all subsidiaries or other entities in which GQG has a direct or indirect controlling financial interest.

All material intercompany balances have been eliminated in consolidation.

Reclassification

GQG refined its application of disclosure standards with regard to those accounts classified as related parties to include all GQG Managed Funds where GQG acts as a promoter and performs significant distribution services for the pooled investment vehicles and enters into an investment advisory agreement to provide investment advisory services to the pooled investment vehicles. As such, GQG CITs, GQG UCITs, GQG US Mutual Funds, GQG Australian Managed Funds and GQG Canadian Managed Funds are included as related parties along with previously disclosed GQG Private Funds. As a result, GQG has reclassified $20,179 as of December 31, 2023 from Advisory fees receivable to Advisory fees receivable from affiliates within the Consolidated Statements of Financial Condition, to conform with current period presentation.

Certain prior period amounts have been reclassified to conform to the current period presentation in the Consolidated Financial Statements and the accompanying notes to the Consolidated Financial Statements.

Foreign currency transactions

Foreign currency transactions denominated in currencies other than the functional currency are recorded at the exchange rates prevailing on the dates of the transactions. Monetary assets and liabilities that are denominated in foreign currencies are remeasured in U.S. dollars (USD) at the rates prevailing at each balance sheet date. Non-monetary assets and liabilities denominated in foreign currencies that are not functional currency of the entity are reneasured into USD using the historical exchange rate. Gains and losses arising on transactions denominated in foreign currencies due to changes in exchange rates are recorded in other income (expense) in the Consolidated Statements of Operations. The amounts on unrealized and realized gain/loss on foreign exchange were losses of $1.2 million and $0.2 million for the year ended December 31, 2024 and 2023, respectively.

Assets and liabilities of foreign operations whose functional currency is not the USD are translated at prevailing year-end exchange rates. Revenue and expenses of such foreign operations are translated at average exchange rates during the year. The net effect of the cumulative translation adjustment (CTA) is presented within other comprehensive income on the Consolidated Statements of Comprehensive Income (Loss) and the Consolidated Statements of Changes in Shareholders' Equity. For the periods prior to January 1, 2024 GQG recorded the CTA within other income (expenses) as the amounts were deemed immaterial.

Cash and Restricted Cash

GQG defines cash and cash equivalents as cash at banks and highly liquid investments, invested overnight in a cash account with original maturities of 90 days or less at the time of purchase. Cash is subject to credit risk and is primarily maintained in demand deposit accounts with financial institutions. GQG does not have any cash equivalents. The Company holds the majority of its cash balances with a single financial institution and such balances are in excess of Federal Deposit Insurance Corporation insured limits, which exposes the Company to a certain degree of credit risk concentration.

Certain cash balances that are legally restricted from use by GQG are included in security deposits and presented in Restricted cash on the Consolidated Statements of Financial Condition as these deposits are restricted as collateral on one or more standby letters of credit related to lease obligations of the Company. The remaining balance in security deposits are held by lessors and other third-party providers and presented within Prepaid expenses and other assets.

As of December 31, 2024 and December 31, 2023, Total cash and restricted cash included the following:

(Amounts in USD thousands)	December 31, 2024	December 31, 2023
Cash	94,391	64,939
Restricted cash	1,670	1,607
Total cash and restricted cash	**96,061**	**66,546**

Advisory Fee Receivable

Advisory fee receivable (inclusive of Advisory fee receivable due from affiliates) includes management fees and performance fees earned but not yet collected from clients and related parties. Related parties include all GQG Managed Funds where GQG acts as a promoter and performs significant distribution services for the pooled investment vehicles and enters into an investment advisory agreement to provide investment advisory services to the pooled investment vehicles.

Current Expected Credit Losses

We evaluate our advisory fees receivable and advisory fees receivable from affiliates using the current expected credit loss model. The estimate of the allowance for credit losses is determined through analysis of the aging of receivables, assessments of collectability based on historical trends, current conditions, and reasonable and supportable forecasts; no allowances have been recognized as of December 31, 2024 and December 31, 2023. If accounts are subsequently determined to be uncollectible, such amounts would be recorded as a provision for credit loss in the Consolidated Statements of Operations.

Prepaid Expenses and Other Assets

Prepaid expenses and other current assets primarily consist of prepaid insurance policies and prepaid service agreements. Assets are initially recorded at cost and are amortized monthly to the Consolidated Statements of Operations using the straight-line method. The amortization period is determined by the terms of the individual contracts.

Property and Equipment

Property and equipment are carried at cost and are reported in the Consolidated Statements of Financial Condition net of accumulated depreciation and amortization. Depreciation and amortization are recorded on a straight-line basis over the estimated useful lives of the respective assets, or non-cancelable lease terms, as appropriate. The estimated useful lives of property and equipment as of December 31, 2024 and December 31, 2023 are as follows:

Property and Equipment Type	Useful Life
Leasehold Improvements	4-6.5 years
Computer Equipment	3-5 years
Furniture & Fixtures	5-7 years

Maintenance and repair costs are expensed as incurred in the Consolidated Statements of Operations. When equipment is retired or disposed of, the related cost and accumulated depreciation are removed from the respective accounts and any gain or loss on disposal is recognized in the Consolidated Statements of Operations.

Property and equipment including right of use assets under long-term operating leases are tested for impairment when there is an indication that the carrying amount of an asset may not be recoverable. When an asset is determined to not be recoverable, the impairment loss is measured based on the excess, if any, of the carrying value of the asset over its fair value.

Leasehold improvements

Leasehold improvements represent improvements to the leased space that enhance the value or useful economic life of the leased asset, are more than just maintenance or repairs and expected to be used for more than one lease term. Leasehold improvements that meet the capitalization criteria are initially measured at their fair value as of the lease commencement date. This includes both direct costs (such as construction costs) and indirect costs (such as project management fees).

After initial measurement, leasehold improvements are amortized over the shorter of the remaining lease term or depreciated over the useful life of the improvement. If changes are made to the leasehold improvement during the lease term, the carrying amount is adjusted accordingly. This includes both additions and removals of leasehold improvements.

Investment in Funds, at Fair Value

GQG generally makes proprietary investments in sponsored investment portfolios. If the proprietary investment results in a controlling financial interest, GQG will consolidate the investment, and the underlying individual securities will be accounted for based on their classification at the underlying fund. If the investment results in significant influence, but not control, the investment will be accounted for as an equity method investment. Significant influence is generally considered to exist with equity ownership levels between 20% and 50%, although other factors are considered. Proprietary investments in which we do not have a controlling financial interest or significant influence are accounted for as investment securities. These investments are measured at fair value in the Consolidated Statements of Financial Condition. Net investment gains on investments in GQG Managed Funds are recorded in Net investment gain (loss) in the Consolidated Statements of Operations. Dividend income from these investments is recognized when earned and is included in Interest and dividend income in the Consolidated Statements of Operations.

Investments in GQG US Mutual Funds and GQG Australian Managed Funds are carried at fair value, using the quoted net asset values of the individual funds as of the valuation date. These investments are classified within Level 1 of the fair value hierarchy established by ASC 820, Fair Value Measurement and Disclosures.

Investments in GQG Private Funds for which market prices or quotations are not readily available are measured at fair value using GQG's proportionate share of the net asset value ("NAV") of the fund per share as a practical expedient, and are not required to be categorized within the fair value hierarchy.

Changes in the fair value of the investments are recognized as gain and losses on the Net unrealized gains (losses) on investments in funds on the Consolidated Statements of Operations.

Fair Value Measurements

In accordance with ASC 820, the fair value of a financial instrument is defined as the price that GQG would receive upon selling an investment or paying to transfer a financial liability in an orderly transaction between market participants at the measurement date in the principal or most advantageous market. The fair values of financial instruments involve uncertainty and cannot be determined with precision.

US GAAP establishes a hierarchical disclosure framework which prioritizes and ranks the level of market price observability used in measuring financial instruments at fair value. When considering market participant assumptions in fair value measurements, the following fair value hierarchy distinguishes between observable and unobservable inputs, which are categorized in one of the following levels:

Level 1 : Unadjusted quoted prices in active markets for identical assets or liabilities accessible to the reporting entity at the measurement date.

Level 2 : Valuation inputs are other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices) at the measurement date.

Level 3 : Valuation inputs are unobservable for the asset and liability used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at measurement date. The inputs used to determine fair value may require significant management judgement or estimation.

Leases

The Company leases office space and equipment under various leasing arrangements. In accordance with ASC 842, Leases, the Company's leases are evaluated and classified as either financing leases or operating leases, as appropriate. The Company recognizes a lease liability and a corresponding Right-of-Use ("ROU") asset on the commencement date of any lease arrangement. GQG determines if an arrangement is, or contains, a lease component at its inception and re-evaluates the arrangement if the terms are modified.

The lease liability is initially measured at the present value of the future lease payments at commencement date over the lease term using the rate implicit in the arrangement or, if not readily determinable, the Company's incremental borrowing rate. The Company determines its incremental borrowing rate through market sources, including relevant industry rates and considering incremental borrowing rate factors in a hypothetical interest rate on a collateralized basis with similar terms, payments, and economic environments. Operating lease ROU assets are measured initially as the value of the lease liability plus initial direct costs and any prepaid lease payments, and less any lease incentives received. Lease expense is recognized on a straight-line basis over the lease term and is recorded within General and administrative expenses on the Consolidated Statements of Operations.

Certain operating lease agreements may contain rent concession, rent escalation, and options to renew provisions. Rent concession and rent escalation provisions are considered in determining the straight-line lease expense to be recorded over the lease term. The lease terms may include options to extend or terminate the lease. GQG generally uses the base, noncancelable, lease term when recognizing the lease assets and liabilities, unless it is reasonably certain that the renewal option will be exercised. Refer to Note 16, Leases for a detailed lease disclosure.

Sublease income where GQG is subleasing an operating lease is recognized as other income on a straight-line basis over the term of the lease. GQG evaluated its ROU Asset subject to a sublease for impairment and concluded that there were no indicators of impairment as of December 31, 2024 and 2023, respectively. Lease incentives granted are recognized within Prepaid expense and other assets and amortized to sublease income presented within Other income (expense) on the Consolidated Statements of Operations over the term of the sublease. Refer to Note 16, Leases for a detailed lease disclosure.

Revenue Recognition

GQG revenue is derived from investment management agreements with the GQG Managed Funds and managed accounts in the form of management fees and in certain instances performance fees. The Company's management fees include fees earned from providing investment management services and distribution services. GQG's performance obligation in regards to such agreements is a series of services that form part of a single performance obligation satisfied over time.

Management Fees

Management fees are generally calculated based on the Net Asset Value ("NAV") of the investment funds or managed accounts over applicable periods (generally daily, monthly, or quarterly) and are accrued ratably for each distinct service period. Management fees are paid to GQG monthly, quarterly, or semi-annually. Management fees are presented net of management fee waivers and rebates.

GQG accounts for asset management services as a single performance obligation that is satisfied over time as the services are provided as distinct series of daily performance obligations that the customer benefits from as they are performed, using a time-based measure of progress to recognize revenue at the point in time when the customer obtains control of the service. Revenue is recognized in the amount of variable or fixed consideration allocated to the satisfied performance obligation that GQG expects to be entitled to in exchange for transferring services to a customer. Customer consideration is variable due to the uncertainty of the value of Funds under management (FUM) during each distinct service period. At the end of each period, GQG records revenue for the investment management fees earned during the period.

Performance Fees

A number of investment management agreements provide for performance-based fees or incentive allocations, collectively "performance fees". Performance fees are calculated as a percentage of investment returns that exceed certain benchmark returns during the period, in accordance with the respective terms set out in each governing agreement.

Performance fees represent variable consideration that are subject to market volatility, and, as a result, are not recognized as revenue until (a) it is probable that a significant reversal in the amount of cumulative revenue over the contractual performance period will not occur, or (b) the uncertainty associated with the variable consideration (i.e., the market volatility) is subsequently resolved. Accordingly, the Company recognizes performance fee revenue at the completion of each contractually-defined measurement period, which generally range from one to three years. Performance fees generally are not subject to clawback or reversal after the measurement period has elapsed.

Performance fees typically arise from investment management services that began in prior reporting periods. Consequently, a portion of the fees the Company recognizes may be partially related to the services performed in prior periods that meet the recognition criteria in the current period. Given the unique nature of each fee arrangement, contracts with customers are evaluated on an individual basis to determine the timing of revenue recognition. Performance fees are presented as a component of revenue when the performance obligation and conditions noted above are met.

Fee Waiver and Rebates

When investment funds' operating expenses exceed the fund expense cap and management fees are waived to achieve the total fund expense ratio, or GQG otherwise enters into an applicable contractual commitment, GQG may be obligated to grant fee waivers or rebates to fund investors. GQG reflects fee waivers and rebates in the Consolidated Statements of Operations as a reduction of Management fee revenue per the guidance established in Revenue from Contracts with Customers (Topic 606). Generally, fee waivers are recognized in the same accounting period as the revenues to which they relate.

Third-party distribution, servicing and related fees

Third-party distribution, servicing and related fees primarily represent payments GQG makes to third-party broker-dealers, financial advisors and other intermediaries for selling, servicing, and administering accounts invested in GQG Managed Funds, SMAs and other pooled investment vehicles on behalf of GQG. Asset-based distribution, servicing and related fees are primarily based on percentages of the average daily NAV and are either paid monthly or quarterly pursuant to the terms of the respective distribution and service fee contracts. Total distribution, servicing and related fees will increase/decrease as we increase/decrease our FUM sourced through intermediaries that charge these fees or similar fees. The amount we pay to intermediaries for distribution, servicing and related fees varies by fund vehicle and share class.

The Company has contractual arrangements with third parties to provide distribution and servicing to GQG Fund investors. The fee structure is contractually agreed with each service provider. For GQG UCITS A Shares, the quoted management fee rate offered on products includes distribution fees that are typically paid to sub-distributors of the fund. In this case, GQG is considered the principal in these arrangements because GQG controls the investment management and other related services before they are transferred to investors. Such control is evidenced by the primary responsibility to investors, the ability to negotiate the third-party contract price and select and direct third-party service providers, or a combination of these factors. Distribution, servicing and related fee revenues (included within management fees) and the related third-party distribution, servicing and related fee expenses are reported on a gross basis. These fees are accrued in the Consolidated Statements of Operations as incurred.

Compensation and Benefits

Compensation includes salaries, bonuses (discretionary awards and guaranteed amounts), severance, deferred cash and share-based compensation, and other benefits. Cash bonuses are accrued over the respective service periods to which they relate, and deferred cash and share-based grants are expensed prospectively over their requisite service period, subject to acceleration in certain cases.

Deferred Compensation Plan and Related Investments

The Company has established deferred compensation plans referred to as the Investment Alignment Plans ("IAPs") which include IAP I, IAP II and Supplemental Bonus, to better align the compensation program of certain employees and other providers of services to GQG ("AP Participants") with clients' long-term investment objectives.

Under the IAPs, a portion of each AP Participant's applicable annual general bonus or quarterly sales commission is deferred subject to graded vesting generally over a three-year term with one-third of the award vesting at each annual anniversary from the date of deferral. Deferred amounts accrue gains and losses at the rate of return earned by the institutional share class, net of management fees, of either the GQG Partners Global Quality Equity Fund (GQG US Mutual Fund) for the IAP Plans or the GQG Partners Global Equity Fund (GQG Private Fund) for the Supplemental Plan further discussed in Note 10, during the vesting period. The value of the awards is recognized on a straight-line basis over the required service period within compensation and benefits expense. The change in the value of the awards is also recognized as a compensation expense over the vesting period. In certain circumstances, an employee's service with GQG may be terminated prior to the applicable vesting date, but unvested portions of the award will not be forfeited ("Non-qualified Termination Date"). In this scenario, the unvested portion becomes vested with the value of the now vested portion crystallized as of the end of the month of termination. If the participant fully complies with the compliance conditions of the restriction period, the unvested portion becomes payable at the end of the restriction period, which generally is twelve months.

Deferred compensation plan investments are recorded at fair value in the Consolidated Balance Sheets. Changes in value in deferred compensation plan investments are recognized by the Company as Net gain (loss) on investment in funds in the Consolidated Statements of Operations.

The Company's investments related to the IAP I and IAP II are valued using quoted market prices available in an active market and investments related to the Supplemental Bonus are valued using net asset value per share as a practical expedient. Refer to Note 5, Investments, at fair value and Note 10, Compensation and benefits.

Share-Based Compensation

GQG has established a share-based compensation plan covering a broad range of equity-based awards including (but not limited to) restricted stock units ("RSUs"), performance stock units ("PSUs"), and stock options. Awards under the Company's share-based compensation plans vest over various periods and may have performance, market, and/or service conditions.

Compensation expense related to equity-classified awards is equal to their grant-date fair value and generally recognized on a straight-line basis over the awards' requisite service period with a corresponding increase in equity. Forfeitures are recognized as they occur. Awards under the Company's share-based compensation plans generally vest over five to six years and may have performance, market, and/or service conditions.

The Company recognizes deferred income tax benefits throughout the service period, based on the grant date fair value. Any tax deduction shortfall or windfall due to the difference between grant date fair value and the ultimate deduction taken for tax purposes is recognized at the time of settlement. Expenses related to equity-based grants to employees are included within compensation and benefits in the Consolidated Statements of Operations.

Service Condition

Compensation expense for share-based awards with service conditions is measured at fair value on the grant date and recognized in the Consolidated Statements of Operations on a straight-line basis over the requisite service period. Compensation expense is adjusted for actual forfeitures as they occur. These awards are entitled to dividend-equivalent payments over the vesting period, adjusted for actual forfeitures as they occur. The Company elected, in accordance with ASC 718, to treat these awards with graded vesting as single awards for recognition purposes and recognize compensation on a straight-line basis over the requisite service period of the entire award.

Service and Performance Conditions

Compensation expense for PSU awards with service and performance conditions is recorded each period based upon a probability assessment of the expected outcome of achieving certain performance goals with a final adjustment upon measurement at the end of the performance period. These grants are subject to cliff vesting and amortized on a straight-line basis over the requisite service period if the performance condition is met. The awards are not entitled to dividend-equivalent payments over the vesting period, which has been incorporated in the determination of the fair market value of these awards.

Service and Market Conditions

Share-based awards with service and market conditions have a graded vesting and therefore each tranche is treated as an individual award with compensation expense recognized on a straight-line basis over the requisite service period for each separate tranche of the award as if the award is, in-substance, multiple awards. Compensation expense for PSU awards that contain a market condition is fixed at the date of grant and is not adjusted in future periods based upon the achievement of the market condition. These awards are not entitled to dividend-equivalent payments over the vesting period.

Valuation of Share-based Awards

The grant date fair value for RSUs issued upon IPO is determined from the IPO price on the date of grant converted to USD dollars at the IPO date. The grant date fair value of PSUs with a performance condition that are not entitled to dividend equivalents was determined from the IPO price reduced by the present value of the expected dividend stream during the vesting periods using the risk-free interest rate.

The grant date fair value of PSUs issued in 2022, 2023 and 2024 with a market condition is determined using Monte Carlo methodology. The vesting criteria of PSUs were generated according to the simulated stock price. Using the simulated results, GQG calculated the expected probability-weighted value of the vested PSUs and discounted at the risk-free rate. Key inputs used in the valuation of the PSUs with market condition included starting stock price, risk free rate based on the Australian government debt rates, share price volatility, and dividend yield.

See Note 10, Compensation and Benefits for detailed information related to GQG's share-based compensation plans.

Net Income (Loss) Attributable to Noncontrolling interests

Net income (loss) attributable to noncontrolling interests represents the portion of earnings (losses) of PCS LLC attributable to the ownership interests held by PCS management. GQG owns 60% of the PCS LLC, the remaining 40% is held by PCS management via PCS Employee Holdings LLC.

Accounts Payable and Other Accrued Expenses

Accounts payable and other accrued expenses include miscellaneous vendor accruals related to consulting, tax, audit, professional services.

Commitments and Contingencies

In the normal course of business, GQG enters into contracts that contain a variety of representations and warranties and that may provide general indemnifications related to certain risks service providers undertake in performing services. The maximum exposure is unknown, as any such exposure would result from future claims that may be made against GQG, based on events which have not occurred. Any such exposure against GQG is also unknown as potential exposure only arises if future claims are made. See Note 14, Commitment and Contingencies for additional disclosures.

The likelihood that a loss contingency exists is evaluated using the criteria of ASC 450, Contingencies, and an accrued liability is recorded if the likelihood of a loss is considered both probable and reasonably estimable at the date of the consolidated financial statements. GQG recognizes estimated costs to defend as incurred. Potential loss contingencies are reviewed periodically and are adjusted to reflect the impact and status of settlements, rulings, advice of counsel, and other information pertinent to a particular matter. Significant differences could exist between the actual cost required to investigate, litigate, and/or settle a claim or the ultimate outcome of a suit and management's estimate.

Income Taxes

GQG Inc. is subject to federal, state, and local income taxes at the rate applicable to corporations. GQG LLC, which is a wholly owned operating subsidiary of GQG Inc., is a single member limited liability company that is treated as a disregarded entity for tax purposes.

GQG Inc. is subject to the income tax laws of the United States as well as those of the U.S. states and municipalities in which it operates. These tax laws are complex, and the manner in which they apply to an individual taxpayer's facts is sometimes open to interpretation. In establishing a provision for income tax expense, GQG Inc. must make judgments about the application of inherently complex tax laws.

GQG Inc. uses the asset and liability approach to account for income taxes, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences attributable to differences between the financial statements' carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be realized or settled.

GQG Inc. establishes a valuation allowance on deferred tax assets to the extent that it believes that some portion or all of the deferred tax assets will not be realized. In making such a determination, GQG Inc. considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations.

GQG Inc. establishes a liability for unrecognized tax benefits, which are the differences between a tax position taken or expected to be taken in a tax return and the benefit recognized in the consolidated financial statements.

In establishing the liability for unrecognized tax benefits, assumptions may be made in deciding whether, and the extent to which, a tax position will be sustained. A liability for a tax position is recognized only when it is more likely than not to be sustained upon examination by a taxing authority based on its technical merits. The tax benefit recognized is the largest benefit that GQG Inc. believes is more likely than not to be realized upon settlement. As new information becomes available, GQG Inc. evaluates its tax positions and adjusts the unrecognized tax benefits, as appropriate. It is also the Company's policy to recognize interest and penalties related to unrecognized tax benefits in its Provision for income taxes line of the Consolidated Statements of Operations. Interest and penalties not related to unrecognized tax benefits, are recognized in the "General and Administrative" line of the Consolidated Statements of Operations.

Earnings Per Share

Basic earnings per share ("EPS") is calculated using the two-class method. Under the two-class method, all earnings (distributed and undistributed) are allocated to common stock and participating securities and divided by the weighted-average number of shares of common stock outstanding during the reporting period. Undistributed earnings are calculated after deducting any dividends and dividend equivalents paid and accrued to common stock and RSU share awards. In connection with the IPO, GQG issued unvested restricted share-based awards to certain members of management with non-forfeitable dividend rights during the vesting periods. These unvested awards meet the definition of participating securities based on their respective rights to receive non-forfeitable dividends and are treated as a separate class of securities under the two class-method of computing basic EPS.

Diluted EPS incorporates the potential impact of contingently issuable shares and awards, which require future service, performance or market conditions to be met for delivery of the underlying common stock and is computed using the weighted average number of shares of common stock and dilutive potential shares of common stock outstanding during the period. Dilutive potential shares of common stock primarily consist of RSUs and PSUs. Diluted EPS is calculated using the treasury stock method to incorporate the dilutive impact of unvested share-based awards (excluding participating securities). Participating securities are not included as incremental shares in computing diluted EPS using the two-class method of diluted earnings per share calculation because doing so would be anti-dilutive.

Recently Issued Accounting Pronouncements

The Company has adopted all of the new and revised Standards and Interpretations issued by the Financial Accounting Standards Board (the "FASB") that are relevant to its operations and effective for the year and that have a significant impact on the Company's Consolidated Financial Statements. There were no newly adopted accounting pronouncements for the year ended December 31, 2024 that had a material impact on the Company's Consolidated Financial Statements.

3. Financial Statements (cont.)

Recently Issued Accounting Standards – To be Adopted in Future Periods

In November 2024, the FASB issued ASU No. 2024-03, Income Statement –Reporting Comprehensive Income – Expense Disaggregation Disclosures (Subtopic 220-40), to improve the disclosures of expenses by requiring public business entities to provide further disaggregation of relevant expense captions (i.e., employee compensation, depreciation, intangible asset amortization) in a separate note to the financial statements, a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively, and the total amount of selling expenses and, in an annual reporting period, an entity's definition of selling expenses. The ASU is required to be adopted on a retrospective or prospective basis and will be effective for GQG for our annual reporting period ending December 31, 2027 and interim reporting periods beginning January 1, 2028. Early adoption is permitted. GQG is currently evaluating the impact of this ASU on our disclosures.

In March 2024, the FASB issued ASU 2024-01, Compensation – Stock Compensation (Topic 718), Scope Application of Profits Interest and Similar Awards. This standard provides clarity regarding whether profits interest and similar awards are within the scope of Topic 718 of the Accounting Standards Codification. This standard will be effective for GQG for our annual reporting period ended December 31, 2026 and interim reporting periods within this year . The ASU is required to be adopted either (1) retrospectively to all prior periods presented in the financial statements or (2) prospectively to profits interest and similar awards granted or modified on or after the date at which the entity first applies the amendments. Early adoption is permitted. The Company is in the process of evaluating the impact of adopting this standard and, at this time, does not anticipate it will have a material impact on its consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): "Improvements to Income Tax Disclosures" ("ASU 2023-09"), which requires disaggregated income tax disclosures about the reporting entity's effective tax rate reconciliation and income taxes paid. This standard will be effective for GQG for our annual reporting period ended December 31, 2026. Early adoption is permitted. The method of adoption is prospective with retrospective application permitted. The Company is currently evaluating the impact of this ASU on our income tax disclosures.

Note 3. Deconsolidation of PCS Master Fund

Acquisition of Boutique Assets and consolidation of PCS Master Fund

On March 15, 2024 GQG LLC and PCS Master Fund ("Buyer") entered into a Transaction Implementation Deed with Pacific Current Group Limited ("PAC"), Northern Lights MidCo, LLC, and Northern Lights Capital Group, LLC (collectively, "Sellers") to acquire certain noncontrolling interests in three private equity boutique asset managers, Avante Capital Partners, LP ("Avante"), Proterra Investment Partners, LP ("Proterra") and Cordillera Investment Partners, LP ("Cordillera"), collectively referred to as "Boutique Interests", the Tacoma Office Lease (as described below), certain business records, license to use certain investment records, and license to use certain PAC copyrights and trademarks. The Buyer entered into a Term Loan Credit Agreement (the "Term Loan" or the "Credit Agreement") with HSBC (the "Lender") in the amount of $93.8 million to fund the acquisition. GQG Inc. and certain consolidated subsidiaries provided a Guaranty to the Lender as part of the related parties serving as Guarantors as defined in the Guaranty Agreement, of prompt payment of all secured obligations under the Term Loan. All these activities collectively are referred to as the "Transaction". The Transaction was consummated on May 17, 2024.

The Transaction was classified as an asset acquisition under ASC Topic 805, which requires that the costs of the acquisition be allocated on the relative fair value basis to the assets acquired and liabilities assumed. The fair value of the total consideration transferred to the Seller was $93.2 million.

Following the transaction, GQG LLC offered employment to certain employees of PAC in the US and received a license to use certain investment records and PAC copyrights and trademarks referred to as "Investment Records" and "License Agreement". Management deemed fair value of the License Agreement as not material, hence no intangible asset was recognized.

During the period from May 17, 2024 to December 19, 2024, pursuant to GAAP consolidation guidance, GQG consolidated PCS Master Fund, as it was concluded that GQG met both criteria of the primary beneficiary through its general partner interest in the partnership and significant economics in the form of the Guaranty that GQG provided with respect to PCS Master Fund's Term Loan.

Deconsolidation of the PCS Master Fund

On December 10, 2024, GQG PCS Master Fund completed its close, raising capital commitments of $92.8 million, including $41.8 million from unaffiliated third party investors in the PCS Feeder Funds. On December 19, 2024, PCS Master Fund repaid in full the HSBC Term Loan, and GQG Inc. and its affiliates were thereafter released of their obligations under the Guarantee Agreement with HSBC.

The capital raise and repayment of the HSBC Term Loan constituted a reconsideration event in accordance with ASC 810, Consolidations. PCS Master Fund no longer met the VIE criteria as it had sufficient capital at risk to fund its day-to-day operations without subordinated financial support, and non-affiliated third party investors held substantive kick-out rights, i.e. ability to remove the general partner of the PCS Feeder Funds and PCS Master Fund with a simple majority vote of non-affiliated investors. PCS Master Fund was evaluated under the VOE model, and it was concluded that GQG LLC no longer holds a controlling financial interest in the PCS Master Fund and should deconsolidate this fund effective December 19, 2024.

As a result of deconsolidation, GQG Inc. recognized a gain of $0.9 million presented within Other income (expense) in the Consolidated Statements of Operations.

	For the period from May 17 to December 19, 2024
Net revenue	–
General and administrative expenses	2,252
Net operating income (loss)	(2,252)
Net investment gains on investments in funds	3,301
Interest and dividend income	2,781
Other income (expense)	(4,726)
Total non-operating income (expense)	**1,356**
Net loss from the results of operations of PCS Master Fund	**(896)**

In addition, the Company recorded $4.0 million receivable from PCS Master Fund relating to direct transaction costs incurred in connection with the acquisition and financing of the PCS Boutique Interests, and fund organizational, offering and other operating expenses incurred by GQG LLC on behalf of PCS Master Fund. In accordance with the private placement memorandum of PCS Master Fund, these expenses will be reimbursed by PCS Master Fund from the proceeds of subsequent fund closings. This receivable is presented within Due from related parties in the Consolidated Statements of Financial Condition.

Note 4. Revenue

The following table presents a disaggregation of revenue by type for the years ended December 31, 2024, and 2023:

	Years Ended December 31,	
(Amounts in USD thousands)	**2024**	**2023**
Management fees, net	735,820	497,841
GQG Managed Funds	420,311	276,675
Separately Managed Accounts and Other Pooled Vehicles[1]	315,509	221,166
Performance fees	24,604	19,744
GQG Managed Funds	996	249
Separately Managed Accounts and Other Pooled Vehicles	23,608	19,495
Total Revenues	**760,424**	**517,585**

1. Separately Managed Accounts and Other Pooled Vehicles include $1.2 million management fees earned from Pacific Current Group Limited (PAC) private equity investment portfolio.

The following table presents the balances of accounts receivable related to revenue:

(Amounts in USD thousands)	December 31, 2024	December 31, 2023
Customer		
GQG Managed Funds	34,392	25,820
Separately Managed Accounts and Other Pooled Vehicles	85,959	60,060
Total Accounts Receivable	**120,351**	**85,880**

Note 5. Investments in Funds, at Fair Value

As of December 31, 2024 and December 31, 2023 investments in funds held at fair value included the following:

(Amounts in USD thousands)	December 31, 2024	December 31, 2023
GQG US Mutual Funds, at fair value	10,540	8,757
GQG Australian Managed Funds, at fair value	4,472	4,195
GQG Private Funds, at fair value	2,209	1,854
Total	**17,221**	**14,806**

Investments in GQG US Mutual Funds and GQG Australian Managed Funds

Investments in GQG US Mutual Funds and GQG Australian Managed Funds are carried at fair value at their quoted net asset values as of the valuation date. These investments are classified within Level 1 of the fair value hierarchy established by ASC 820, Fair Value Measurement and Disclosures.

Investment in GQG Private Funds

Investments in GQG Private Funds, for which market prices or quotations are not readily available, are measured at fair value using GQG LLC's proportionate share of the net asset value ("NAV") of the respective private fund as a practical expedient. Investments in GQG Private Funds using net asset value as a practical expedient are not required to be categorized within the fair value hierarchy.

Changes in the fair value of the investments are recognized as Net investment gain on investments in funds in the Consolidated Statements of Operations.

The investment performance for the funds below, net of investment management fees and inclusive of operating expenses are applied to the deferred compensation programs. Refer to Note 10, Compensation and benefits.

(in thousands)	Cost	Gain	(Loss)	Fair Value
As of December 31, 2024				
GQG Partners Global Equity Fund (GQG US Mutual Fund)	8,116	4,605	(2,181)	10,540
GQG Partners Global Equity Fund (GQG Private Fund)	750	1,084	(247)	1,587
Total	**8,866**	**5,689**	**(2,428)**	**12,127**

(in thousands)	Cost	Gain	(Loss)	Fair Value
As of December 31, 2023				
GQG Partners Global Equity Fund (GQG US Mutual Fund)	7,471	4,401	(3,115)	8,757
GQG Partners Global Equity Fund (GQG Private Fund)	750	690	(132)	1,307
Total	**8,221**	**5,091**	**(3,247)**	**10,064**

Note 6. Fair Value Measurements

Fair value hierarchy

The Company's assets recorded at fair value have been categorized based on a fair value hierarchy as described in the Company's significant accounting policies in Note 2. The following table presents information about the GQG assets measured at fair value as of December 31, 2024:

	Assets and Liabilities at Fair Value				
	Total	NAV Practical Expedient (No Fair Value Level)	Level 1	Level 2	Level 3
December 31, 2024					
GQG US Mutual Funds	10,540	–	10,540	–	–
GQG Australian Managed Funds	4,472	–	4,472	–	–
GQG Private Funds	2,209	2,209	–	–	–
Total investments in funds, at fair value	**17,221**	**2,209**	**15,012**	**–**	**–**
Due from Related Parties – Employee Loans, at fair value	11,084	–	–	–	11,084
Total financial assets at fair value	**28,305**	**2,209**	**15,012**	**–**	**11,084**
December 31, 2023					
GQG US Mutual Funds	8,757	–	8,757	–	–
GQG Australian Managed Funds	4,195	–	4,195	–	–
GQG Private Funds	1,854	1,854	–	–	–
Total investments in funds, at fair value	**14,806**	**1,854**	**12,952**	**–**	**–**

Fair values determined based on Level 1 inputs utilize quoted market prices for identical assets. Level 1 assets generally consist of, open-ended mutual funds, and GQG Australian Managed Funds. Equity securities without a fair value level consist of the Company's investments in GQG Private Funds, which are measured at the underlying fund's NAV, using the ASC 820 practical expedient. The NAV is provided by the fund and is derived from the fair values of the underlying investments as of the reporting date.

Level 3 Fair Value Measurements

PCS Master Fund Boutique Interests and Avante Earn-out

During 2024 GQG consolidated PCS Master Fund, which included portfolio of private equity Boutique Interests and Avante Earn-out Payment. These Boutique Interests were measured at fair value and classified within Level 3 as observable market prices are not readily available subsequent to the acquisition date. In addition, PCS Master Fund is contractually obligated to make a payment to the Seller for a maximum of $12.0 million in October 2025 based on run-rate annual management fees expected from new capital in place in certain Avante funds raised between September 2023 and September 2025, referred to as "Avante Earn-out Payment". Avante Earn-out Payment was a Level 3 liability accounted for at fair value based on the discounted cash flow model. PCS Master Fund was deconsolidated on December 19, 2024.

Employee Loans, at fair value

GQG elected fair value option under ASC 825-10, Fair Value Measurements, to account for Employee Loans issued to PCS management. These Employee Loans are recognized at fair value on the date of issuance using a third party valuation report based on put option pricing methodology and are deemed Level 3 investments due to unobservable inputs used in their fair value measurement. Unobservable inputs include cash flow projections, volatility, strike price, and expected holding period.

The roll forward of Level 3 assets and liabilities are summarized below. There were no transfers into or out of the Level 3 category. Refer to Note 9, Related Party Transactions for further information.

	Beginning Balance	Purchases	Net Gains (losses)	Transfers Out[1]	Closing Balance
Level 3 Assets					
Boutique Interests	–	94,347	3,301	(97,648)	–
Due from Related Parties – Employee Loans, at fair value	–	11,035	49	–	11,084
Total	**–**	**105,382**	**3,350**	**(97,648)**	**11,084**
Level 3 Liabilities					
Avante Earn-out Payment	–	(8,486)	–	8,486	–
Total	**–**	**(8,486)**	**–**	**8,486**	**–**

1. Transfers out represent activities in connection with deconsolidation of PCS Master Fund on December 19, 2024.

The unobservable inputs for Employee Loans, at fair value are summarized below.

	Fair Value	Valuation Technique	Unobservable Inputs	
			Discount rate	10.5%
Due from Related Parties – Employee Loans, at fair value	11,084	Put option	Volatility rate	35.0%

Note 7. Variable Interest Entities

Non-consolidated Variable Interest Entities

GQG holds variable interests in GQG Private Funds that are deemed non-consolidated VIEs and are not consolidated as it is determined that GQG is not the primary beneficiary for these funds. GQG's involvement with such entities is in the form of direct and indirect equity interests and fee arrangements. The maximum exposure to loss represents the loss of assets recognized by GQG relating to non-consolidated VIEs. GQG's maximum exposure to loss relating to GQG's involvement with these entities as of December 31, 2024 and December 31, 2023 is as follows:

	December 31, 2024	December 31, 2023
Advisory fee receivable from Private Funds – non-consolidated VIEs	6,659	5,641
Investment in Private Funds, at fair value – non-consolidated VIEs	2,209	1,854
Total	**8,868**	**7,495**

Net gains (losses) from investment activities of Private Funds were $0.4 million and $0.3 million for the years ended December 31, 2024 and 2023, respectively.

For Private Funds, net management fees were $73.1 million and $57.9 million for the years ended December 31, 2024 and 2023, respectively, while performance fees were $1.0 million and $0.2 million for the years ended December 31, 2024 and 2023, respectively. Refer to Note 2, Summary of Significant Accounting Policies for further information on consolidation.

Note 8. Debt obligation

Revolving Credit Facility

On December 20, 2021, GQG entered into a credit agreement and related documents with HSBC Bank USA N.A. ("HSBC") for a Secured Credit Facility consisting of a $50.0 million revolving loan commitment (the "Revolving Facility"). In 2022, GQG entered into Amendment No. 1 to the credit facility agreement to replace the term LIBOR rate with a SOFR rate equal to the secured overnight financing rate as administered by the Federal Reserve Bank of New York. GQG loans outstanding under the Revolving Facility bear interest at different rates per annum, including a rate based on SOFR plus a spread or Fed Fund rate plus a spread, as GQG may elect at the time of the loan in accordance with the credit agreement that forms part of the Revolving Facility.

On May 17, 2024, GQG entered into Amendment No. 2 to the revolving credit facility agreement to extend the Revolving Facility's maturity date to May 17, 2027 and to amend certain other provisions of the Credit Agreement to permit acquisitions of PCS assets. The loan commitment amount remained unchanged. Under this second amendment, GQG continues to pay a commitment fee of 0.2% of the unused facility, quarterly in arrears.

As security for the Revolving Facility, GQG LLC ("the Grantor") granted HSBC a security interest in its assets, subject to certain exceptions, as set out in the Security Agreement that forms part of the Revolving Facility. GQG entered into a guaranty in favor of HSBC with respect to GQG obligations under the Revolving Facility.

The Revolving Credit Facility documentation contains certain restrictive financial covenants in favor of HSBC. GQG was in compliance with its financial covenants required under the Credit Agreement as of December 31, 2024 and December 31, 2023, respectively.

As of and for the periods ended December 31, 2024 and December 31, 2023, there were no borrowings made or outstanding under the Revolving Facility. The Company recognized interest expense of $0.2 million on the Revolving Facility for the year ended December 31, 2024 and no interest expense for the year ended December 31, 2023.

PCS Master Fund Term Loan

On May 17, 2024, in connection with the Transaction, PCS Master Fund entered into a Term Loan Credit Agreement (the "Credit Agreement") with HSBC Bank USA, N.A. to borrow an amount equal to $93.8 million. The Term Loan maturity date was May 16, 2025. The Term Loan was guaranteed by GQG Inc., GQG LLC, the SPV and the PCS Feeder Fund, the GP, PCS LLC, GQG Private Capital Solutions Fund Intermediary (US) I, LLC, GQG PCS CI LP I, LLC, GQG PCS Employee Holdings, LLC, GQG Private Capital Solutions Fund (Cayman), LP and GQG Private Capital Solutions Fund (Cayman – NUSI), LP. (collectively, the "Guarantors").

The interest rate on the Term Loan was the "Adjusted Term SOFR Rate", meaning the Secured Overnight Financial Rate ("SOFR") at the date of election as determined under the Credit Agreement, plus the Term SOFR Adjustment plus the applicable margin based on the Company's net leverage ratio or 2.25%, as may be adjusted under the Credit Agreement. The Company used a one month interest period for SOFR. In addition, PCS Master Fund incurred an up-front fee of 0.1% on the Term Loan commitment and a structuring fee for a total amount of $0.5 million recognized as debt issuance costs within interest expense.

HSBC Term Loan was repaid in full on December 19, 2024 including all accrued interest, and GQG Inc. and its affiliates were released from their obligations under the terms of the Guaranty.

The Company recognized $4.9 million of interest expense on HSBC Term Loan for the year ended December 31, 2024.

Note 9. Related Party Transactions

GQG considers its principal owners, members of management, and members of their immediate families, as well as entities under common control, to be related parties of GQG. GQG manages the personal funds of GQG employees, either directly on a separately managed account basis or indirectly by reason of GQG managing the assets of investment funds for which GQG has an investment advisory agreement to provide investment advisory services and acts as promoter, including GQG Private Funds, GQG US Mutual Funds, GQG UCITS, GQG CITs, GQG Canadian Managed Funds and GQG Australian Managed Funds and, through its majority ownership stake in PCS LLC, the PCS Feeder Funds and PCS Master Fund (collectively referred to as GQG Managed Funds).

3. Financial Statements (cont.)

Pursuant to the respective investment management agreements or fund documentation, certain related parties, such as GQG's CIO/Chairman and CEO and their families, members of management, employees, certain ex-employees, members of the board of directors, and seed investors and/or early consultants, may invest in these GQG Managed Funds and may receive fee waivers/rebates, reduced regular management fees, and a reduced required minimum investment. Additionally, the principal owners, senior managing directors, and employees invest on a discretionary basis in GQG Managed Funds both directly and through their vehicles. Their investments may be subject to preferential management fee and performance fee and access arrangements.

GQG receives management fees and performance fees for providing investment management services to affiliated funds. GQG has contractually agreed to reimburse for expenses incurred to the extent necessary to limit annualized ordinary operating expenses incurred by certain of the GQG Managed Funds to not more than a fixed percentage of a fund's average daily net assets. In addition, GQG may voluntarily waive fees or reimburse any of the GQG Managed Funds for other expenses. Expense waivers and rebates are reflected as a reduction of management fees within Consolidated Statements of Operations.

Management fees net of waivers and rebates and performance fees relating to investment advisory services provided to GQG related party funds for the periods ended December 31, 2024 and 2023 are shown in the table below. These amounts are included in the Management fees line and Performance fees line on the Consolidated Statements of Operations.

	2024	2023
Management fees, net of waivers and rebates of $8,169 and $5,131 for the years ended December 31, 2024 and 2023, respectively.	420,311	276,675
Performance fees	996	249
Total	**421,307**	**276,924**

Comparatives for the year ended December 31, 2023 have been updated to include $218.8 million of management fees net of rebates and waivers of $4.9 million, related to GQG UCITS, GQG CITs, GQG US Mutual Funds, GQG Australian Managed Funds and GQG Canadian Managed Funds to conform with current period presentation.

Due From Related Parties

	2024	2023
Employee Loans, at fair value	11,084	–
Receivable from PCS Master Fund	4,023	–
Total	**15,107**	**–**

Receivable from PCS Master Fund represents reimbursable expenses relating to direct transaction costs incurred in connection with the acquisition of PCS Boutique investments, fund organizational, offering and other operating expenses incurred by GQG Inc. on behalf of the PCS Master Fund. In accordance with the private placement memorandum of the PCS Master Fund, these expenses will be reimbursed by PCS Master Fund from the proceeds of subsequent fund closings. This receivable is presented within Due from Related Parties in the Consolidate Statements of Financial Condition.

Employee Loans, at fair value represent promissory notes issued to two PCS managers with a total par value of $15.0 million, at a rate per annum based on the Long-Term Applicable Federal Rate (AFR), compounded semi-annually, which is 4.48%, and term of twelve years, to fund purchases of limited partnership interests in PCS Master Fund. In accordance with the Promissory Note Agreements and Pledge Agreements dated December 16, 2024, a substantial portion of the proceeds from future distributions of net management fees from PCS LLC, carried interest from PCS Carry Co and investment returns from their limited partner interests in the PCS Master Fund will be directed by GQG Inc. to make prepayments on the principal and interest amounts of the loans. GQG recognized these Employee Loans at fair value on the date of issuance and elected fair value option under ACS 825-10 for the purposes of subsequent accounting for these financial instruments. As such, GQG recognized $3.9 million prepaid employee benefit for the difference between the par value of the promissory notes of $15.0 million and the fair value of $11.1 million. The off-market discount will be amortized to compensation expense over the term of the employee service period based on the expected holding period of the loan. Both the Employee Loans at fair value and the prepaid employee benefit of $11.1 million and $3.9 million, respectively, are presented within Due from related parties on the Consolidated Statements of Financial Condition. Refer to Note 6, Fair Value Measurements to further information about Level 3 financial assets.

Note 10. Compensation and benefits

Total compensation and benefits consists of the following:

	Years Ended December 31,	
	2024	**2023**
Salaries, incentives and other compensation costs	85,335	61,387
Long-term cash incentive programs (IAP)	4,514	4,852
Share-based compensation	5,198	3,175
401(k) and other employee benefits	6,008	5,210
Total compensation and benefits	**101,055**	**74,624**

401(k) Defined Contribution Plan and other employee benefits

GQG has a 401(k)-defined contribution pension plan in which eligible US employees participate on the first day of the month following the completion of eligibility requirements. Employees generally may contribute up to 90.0% of their qualifying compensation subject to statutory limitations. GQG will make a Safe Harbor Matching Contribution of 100.0% up to 5.0% of the participant's qualifying compensation.

GQG's contributions immediately vest. GQG's 401(k) match obligation was $1.9 million and $1.6 million for the years ended December 31, 2024 and 2023, respectively. GQG employees based outside the US have comparable benefits provided in accordance with the respective local markets.

Share-Based Compensation

The GQG Inc. 2021 Equity Incentive Plan (the "2021 Plan") provides for grants of various equity-based awards including market, performance, and service condition RSUs. All award grants require the grantee to be employed by GQG at the vesting date for all or the relevant portion of the award to vest, subject to limited exceptions specified in the grant document and in accordance with the 2021 Plan.

From time to time, the Board of Directors of GQG Inc. may approve the grant of additional RSUs, PSUs, stock options, or other permissible forms of share-based awards under the 2021 Plan.

The following equity-based awards are issued and outstanding as of December 31, 2024:

- 9,777,469 CDIs issuable upon completion of outstanding service conditions RSU awards; and
- 23,767,035 CDIs issuable upon completion of outstanding performance PSU awards.

Restricted Stock Units (RSUs)

GQG granted 16.8 million RSUs in connection with the IPO. These RSUs vest over six years based on service conditions and amortized to compensation expense on a straight line basis over the service period. RSUs are subject to forfeiture if the service conditions are not met prior to the applicable vesting date, subject to certain exceptions specified in the award agreement. Each RSU represents the right to receive one CDI. The fair value of these RSU awards issued in connection with the IPO was determined by the opening price of shares of common stock at the IPO, which was A$2.00 (equivalent to $1.50 on the date of the grant.). These RSUs are entitled to dividend-equivalent payments over the vesting period and are adjusted for actual forfeitures during the period. Dividend-equivalents paid, net of forfeitures were $1.3 million and $0.9 million during the periods ending December 31, 2024 and 2023, respectively. On October 28, 2023, 6.7% of the RSUs vested, resulting in net issuance of 574,020 CDIs. Fair value at settlement date was A$1.33, equivalent to $0.84. On March 28, 2024, 6.67% of certain other RSUs vested, resulting in net issuance of 4,304 CDIs. Fair value at settlement date was A$2.25, equivalent to $1.48. On October 28, 2024, 13.34 % of the RSUs vested, resulting in net issuance of 1,181,627 CDIs. Fair value at settlement date was A$2.75, equivalent to $1.81. The number of CDIs issued is net of the impact of vested RSUs withheld for employee taxes.

Activity of GQG Inc.'s granted RSUs that are expected to be payable in CDIs are summarized below:

RSUs	Number of RSUs	Grant Date Fair Value (Per Share)
Non vested on January 1, 2023	**14,366,841**	**$1.07 – $1.50**
Granted	–	–
Forfeited	(1,995,781)	–
Vested	(826,538)	–
Non vested on December 31, 2023	**11,544,522**	**$1.07 – $1.50**
Granted	–	–
Forfeited	(128,926)	–
Vested	(1,638,127)	–
Non vested on December 31, 2024	**9,777,469**	**$1.07 – $1.50**

Performance Stock Units (PSUs)

GQG granted 2.0 million PSUs at the time of the IPO which vest on the six-year anniversary date of the grant date and are subject to the achievement of certain performance goals that are individually assigned in the relevant grant agreement. If the performance goal is not achieved, the PSUs will not vest, subject to appropriate and equitable adjustments as may be determined by the Remuneration and Nomination Committee of the Board. Each PSU represents the right to receive one CDI. The fair value of these PSU awards issued in connection with the IPO was determined by the opening price of shares of common stock at the IPO, which was A$2.00 (equivalent to $1.50 on date of grant). The PSUs are not entitled to dividend-equivalent payments over the vesting period.

On December 26, 2022, GQG granted 4.3 million PSUs at a fair value of A$0.43 (equivalent to $0.29). Such PSUs vest ratably over five years and require service over the vesting period as well as the achievement of a market condition, subject to certain exceptions. Vesting of these PSUs is contingent upon the achievement of GQG's CDI's 20-day Volume Weighted Average Price ("VWAP") being at least A$2.20 on vesting date. The awards vest 25.0% per year starting the second year following grant date. If the stipulated market conditions are not met throughout the vesting period and as of the end of the five-year vesting period, the award would not vest. The PSUs are not entitled to dividend-equivalent payments over the vesting period. On December 26, 2024, the first tranche of this PSU grants representing 25% of the total grant vested, resulting in net issuance of 716,785 CDIs. Fair value at settlement date was A$2.07, equivalent to $1.29.

On December 22, 2023, GQG granted 6.4 million PSUs at a fair value of A$0.95 (equivalent to $0.63). Such PSUs vest ratably over five years and require service over the vesting period as well as the achievement of a market condition, subject to certain exceptions. Vesting of the PSUs is contingent upon the achievement of GQG's CDI's 20-day Volume Weighted Average Price ("VWAP") being at least A$1.60 on vesting date. The awards vest 25.0% per year starting the second year following grant date. If the stipulated market conditions are not met throughout the vesting period and as of the end of the five-year vesting period, the award would not vest. The PSUs are not entitled to dividend-equivalent payments over the vesting period.

On December 23, 2024, GQG granted 12.4 million PSUs at a fair value of A$0.98 (equivalent to $0.63). Such PSUs vest ratably over five years and require service over the vesting period as well as the achievement of a market condition, subject to certain exceptions. Vesting of the PSUs is contingent upon the achievement of GQG's CDI's 20-day Volume Weighted Average Price ("VWAP") being at least A$2.50 on vesting date. The awards vest 25.0% per year starting the second year following grant date. If the stipulated market conditions are not met throughout the vesting period and as of the end of the five-year vesting period, the award would not vest. The PSUs are not entitled to dividend-equivalent payments over the vesting period.

Activity of GQG Inc.'s granted PSUs that are expected to be payable in CDIs are summarized below:

PSUs	Number of PSUs	Grant Date Fair Value (Per Share)
Non vested on January 1, 2023	**6,309,868**	**$0.29 – $1.50**
Granted	6,409,352	$0.63
Forfeited	–	–
Vested	–	–
Non vested on December 31, 2023	**12,719,220**	**$0.29 – $1.50**
Granted	12,389,810	$0.63
Forfeited	(329,610)	–
Vested	(1,012,385)	–
Non vested on December 31, 2024	**23,767,035**	**$0.29 – $1.50**

Total share-based compensation expense was $5.2 million and $3.2 million for the years ended December 31, 2024 and 2023, respectively, and is included in Compensation and benefits expense in GQG's Consolidated Statements of Operations.

Total unrecognized compensation cost of unvested share-based compensation awards was $20.5 million and $18.0 million as of December 31, 2024 and December 31, 2023, respectively. The weighted average remaining recognition period for share-based compensation awards was 3.8 and 4.1 years as of December 31, 2024 and December 31, 2023, respectively.

Transfer Agreement

Certain members of management of GQG LLC received GQG Inc. shares of common stock under a Transfer Agreement in connection with the IPO. The shares issued to these recipients are subject to vesting over a six-year period under a separate vesting agreement. Generally, upon a holder's employment termination, unvested shares of common stock will be forfeited subject to certain exceptions as documented in the holder's vesting agreement. During the vesting period, a holder will be treated as a shareholder of GQG Inc. with respect to the right to vote and receive dividends. In certain situations, dividends paid on unvested shares will be forfeited and repaid to GQG Inc. in connection with (1) a termination for cause or when circumstances constituting cause (as defined in the Transfer Agreement) exist or (2) following a retirement where execution of certain required attestations were not completed as defined per the agreement. From the time of issuance to December 31, 2023, no unvested shares were forfeited and 2,609,498 shares vested on October 28, 2023. In addition, no unvested shares were forfeited during 2024 and 5,215,079 shares vested on October 28, 2024. Total unvested restricted shares issued to certain members of management represent participating securities, subject to the two-class method and included in the EPS calculation accordingly. Refer to Note 13, Earnings per Share. Total unvested restricted shares outstanding and subject to vesting were 31,298,271 as of December 31, 2024 and 36,513,350 as of December 31, 2023.

Long-term Cash Awards – Investment Alignment Plans

GQG implemented Investment Alignment Plans which include IAP I, IAP II and the Supplemental Bonus to better align the compensation program of certain employees and other providers of services to GQG ("AP Participants") with clients' long-term investment objectives. GQG has had an Investment Alignment Plans in effect since 2020. While there are certain differences in each plan as well as timing implications of the application of the plan depending on whether the IAP Participant receives a discretionary bonus or sales commissions, all generally provide for:

IAP I

- A portion of each AP Participant's applicable annual bonus/commissions is paid in cash and a portion is deferred.
- Deferred amounts accrue gains/losses at the rate of return earned by the institutional share class of the GQG Partners Global Quality Equity Fund, a US mutual fund, gross of management fees but net of other operating expenses ("returns"), during the vesting period.
- The deferred amounts have a graded vesting with 33-1/3% per year over a three-year vesting period, subject to the AP Participant's continued service with GQG.

- If an AP Participant's service with GQG terminates on or prior to any applicable vesting date, the unvested portion of the AP Participant's deferred amount along with cumulative returns generally is forfeited, subject to certain exceptions specified in the applicable Investment Alignment Plan documents.
- Effective for the December 2022 IAP deferred general bonus grants and all subsequent grants, participants who voluntarily terminate will receive 100% of the deferred value due and payable at the end of the restriction period, generally 12 months. During the restriction period, the participants have to comply with certain non-solicitation, non-compete or other obligations.

IAP II and Supplemental Bonus

- The full amount of the award is deferred.
- The deferred amounts accrue gains/losses based on the rate of return earned by the institutional share class of the GQG Partners Global Quality Equity Fund for the IAP II and the GQG Partners Global Equity Fund (GQG Private Fund) for the Supplemental Award during the vesting period.
- The deferred amounts have a cliff vesting on the fifth anniversary of the award date, subject to the AP Participant's continued service with GQG.
- If an AP Participant's service with GQG is terminated before any applicable vesting date, the unvested portion of the deferred amount, along with cumulative returns, is forfeited, subject to certain exceptions specified in the applicable IAP Program documents.

GQG amortizes the deferred amounts on a straight-line basis over the vesting period. Amortization expense along with cumulative returns are presented as Compensation and benefits expense in the Consolidated Statements of Operations.

In addition, during the vesting period the value of the awards will decrease or increase based on the investment returns of the strategies in which the awards are invested. Compensation expense, including the appreciation or depreciation related to investment returns, is recognized on monthly basis over the vesting period and is included within compensation and benefits in the GQG Consolidated Statements of Operations. Because the awards will generally be paid out in cash upon vesting, the fair value of unvested awards is recorded as a liability based on the percentage of the service requirement that has been completed.

The company addresses its economic exposure to the change in value of these awards due to market movements by investing the cash reserved for the awards in the underlying investments. The Investment Alignment Plans liability and the underlying investment holdings are marked to market each month. The amortization of the deferred amounts and the change in value of the award liability are recognized as compensation expense. The change in value of the underlying investment holdings is recognized in net gain/(loss) on investment in funds in the period of change.

The compensation expense related to the amortization of IAP grants and the change in value of the investments had the following impact on the Consolidated Statements of Operations:

		Years Ended December 31,	
Consolidated Statements of Operations Section	**Consolidated Statements of Operations Line Item**	**2024**	**2023**
Operating expense (benefit)	**Compensation and benefits**		
IAP I[1]		4,272	4,643
IAP II and Supplemental		242	209
Total cash incentive program expense		**4,514**	**4,852**
Net investment gain (loss) on investments in funds			
IAP I[1]		1,116	1,299
IAP II and Supplemental		287	245
Net investment gains (loss) on investments in funds		**1,403**	**1,544**

1. IAP I consists of deferred general bonus and deferred sales commission bonus.

Compensation expense related to change in value, net of employee terminations, recognized during the years ended December 31, 2024 and 2023, were $1.0 million and $1.4 million, respectively

The accrued liability related to deferred compensation under the Investment Alignment Plans as of December 31, 2024 and December 31, 2023 was $4.1 million and $4.4 million, respectively, and is reported in the Compensation accrual and benefits line on the Consolidated Statements of Financial Condition.

The unrecognized compensation expense for the unvested deferred compensation awards as of December 31, 2024 and December 31, 2023 was $6.1 million and $6.8 million, respectively. The weighted average remaining recognition period for deferred compensation awards was 2.3 and 2.3 years as of December 31, 2024 and December 31, 2023, respectively.

Note 11. Income Taxes

GQG Inc. is incorporated in the state of Delaware, USA, and is subject to federal, state, and local income taxes at the rate applicable to corporations. GQG LLC, which is a wholly-owned operating subsidiary of GQG Inc., is a single-member limited liability company. Effective January 1, 2023, GQG LLC is treated as a disregarded entity for tax purposes. GQG LLC is not subject to state income or franchise taxes in most states, except for certain states which impose an entity-level tax upon a disregarded single-member LLC.

The components of Provision for income taxes included in the Consolidated Statements of Operations are as follows:

	For the years ended December 31,	
Current	**2024**	**2023**
Federal	105,053	64,933
State and local	33,841	20,817
Foreign	636	24
Total current tax	**139,530**	**85,774**
Deferred		
Federal	8,289	9,099
State and local	7,720	9,470
Total deferred tax	**16,009**	**18,569**
Total income tax expense	**155,539**	**104,343**

A reconciliation of the US federal statutory rate of 21.00% as of December 31, 2024 and 2023 respectively, to GQG's effective tax rate is as follows:

Percentage %	December 31, 2024	December 31, 2023
Statutory US federal income tax rate	21.00	21.00
State taxes net of federal benefit	5.04	5.61
Change in tax rate	0.62	1.06
Other	(0.18)	(0.70)
Effective tax rate	**26.48**	**26.97**

The effective income tax rate was 26.48% and 26.97% for the years ended December 31, 2024 and 2023, respectively. The effective tax rate differs from the statutory rate primarily due to the change in state and local taxes.

The significant components of the deferred tax assets and liabilities are as follows:

Deferred income tax assets (liabilities)	December 31, 2024	December 31, 2023
Tax basis goodwill[1]	177,697	196,447
Compensation-related benefits	5,505	3,403
Other	1,680	1,088
Total deferred tax asset	**184,882**	**200,938**
Prepaid asset	(626)	(947)
Other	(1,989)	(1,715)
Total deferred tax liability	**(2,615)**	**(2,662)**
Total deferred tax asset, net	**182,267**	**198,276**

1. The tax basis goodwill adjustment represents the unamortized tax basis in Goodwill resulting from the restructure and IPO in October 2021. The total year cash tax savings attributed to the amortization of tax basis goodwill is approximately $15.1 million as of December 31, 2024 and $15.4 million as of December 31, 2023.

GQG continues to be in a net DTA position as of December 31, 2024 and 2023. GQG believes that it is more likely than not that its net DTA will be realized at December 31, 2024 based on management's expectations of future taxable income.

GQG Inc. has not recorded a valuation allowance as of December 31, 2024 and 2023.

The tax years open for examination vary by jurisdiction for the operating company (GQG LLC). The earliest tax year subject to examination for federal income tax returns is 2021. The earliest tax year subject to examination for state and local income tax returns is 2020.

GQG Inc. filed its initial US federal income tax return and various state returns for tax year 2021 during 2022. As of December 31, 2024, US federal, state, and local income tax returns filed for the years 2021, 2022 and 2023 are open and therefore subject to examination.

GQG is currently under audit in two jurisdictions. The significant state and local income tax examinations are in California for tax year 2021 and Minnesota for tax years 2020 through 2022.

Uncertain Tax Position

GQG Inc. establishes a liability for unrecognized tax benefits, which are the differences between a tax position taken or expected to be taken in a tax return and the benefit recognized in the financial statements.

Unrecognized tax benefits as of December 31, 2024 are as follows:

	December 31, 2024	December 31, 2023
Gross unrecognized tax benefits as of the beginning of the period	1,588	996
Increases related to tax positions taken during current year	1,310	592
Total	**2,898**	**1,588**

As of December 31, 2024, there were $2.9 million of unrecognized tax benefits that if recognized would affect GQG's effective tax rate. As a result of legislative changes, changes in judgment related to recognition or measurement, or potential settlements with taxing authorities, it is reasonably possible that the Company's gross unrecognized tax benefits balance may change within the next 12 months by a range of zero to $3.0 million. GQG recognized interest and penalties related to unrecognized tax benefits in its Provision for income taxes line of the Consolidated Statements of Operations of respectively $0.2 million and $0.1 million during December 31, 2024 and 2023, and a corresponding cumulative liability of respectively $0.4 million and $0.2 million recognized as part of Other liabilities in the Consolidated Statements of Financial Condition as at December 31, 2024 and 2023, respectively.

Note 12. Equity

Shareholders' Equity

GQG Inc.'s shares of common stock are listed for quotation in the form of CDIs on the ASX and trade under the ticker symbol "GQG". CDIs are units of beneficial ownership in shares of GQG Inc. common stock held by CHESS Depositary Nominees Pty Limited ("CDN"), a wholly owned subsidiary of ASX Limited, the company that operates the ASX.

Authorized Capital Stock

GQG Inc.'s Certificate of Incorporation, as amended, authorizes GQG Inc. to issue 10,001,000,000 shares having a par value of $0.001 consisting of 10,000,000,000 shares of common stock and 1,000,000 shares of preferred stock.

Common Stock/CDIs

As each CDI represents one share of common stock, holders of CDIs are entitled to one vote for every CDI they hold. Holders of CDIs receive entitlements which attach to the underlying shares of common stock, such as participation in rights issues, bonus issues, capital reductions, and liquidation preferences. The CDIs entitle holders to dividends, if any, and other rights economically equivalent to shares of common stock, including the right to attend stockholders' meetings.

Restrictions

Foreign Ownership Restriction: GQG Inc.'s CDIs and shares of common stock are considered "restricted securities" in accordance with Rule 144 under the US Securities Act of 1933, as amended, and sales of the CDIs are subject to a restriction on trading whereby holders of CDIs are unable to sell the CDIs to US persons unless the re-sale of the CDIs is registered under the US Securities Act of 1933, as amended, or an exemption is available.

Issued Stock

Total shares of common stock, (including restricted common stock) outstanding were 2,953,379,454 and 2,955,282,170 as of December 31, 2023 and December 31, 2024, respectively. Refer to Note 10, Compensation and Benefits for additional information about issuances of CDIs in connection with the vesting of RSU and PSU awards.

Noncontrolling interests

On December 9, 2024, GQG LLC and PCS Employee Holdings LLC entered into an Amended and Restated Limited Liability Company Agreement ("A&R LLC Agreement") as members of the Private Capital Solutions (PCS) LLC whereby GQG LLC received 6,000 of Common A Units with 60% of economic interests in PCS LLC and PCS Employee Holdings LLC received 4,000 unvested Common B Units with 40% of economic interests in PCS LLC. Unvested Common B Units entitle PCS Employee Holdings LLC to certain rights, including the right to designate two out of the five seats on the board of managers, and to allocations of profits and losses of the entity from the date of formation of the entity. Unvested Common B Units represent equity-classified awards in scope of ASC 718. These profits interest awards have been recognized at fair value on the grant date estimated at approximately $1.0 million and amortized to share-based awards compensation expense over the service period within Compensation and benefits line in the Consolidated Statements of Operations. Members of PCS Employee Holdings LLC maintain capital accounts and are entitled to allocations of profits (losses) and distributions of distributable cash as defined in the A&R LLC Agreement. GQG concluded that members of PCS Employee Holdings LLC are noncontrolling interest holders in PCS LLC, GQG Inc's controlled subsidiary. As such, any allocations of operating profits (losses) of PCS LLC to the members of Employee Holdings represent allocations to noncontrolling interest holders and is presented within noncontrolling interests in the Consolidated Financial Statements. Refer to Note 9, Related Parties for additional information.

Dividends

In accordance with GQG's dividend policy, the Board of Directors of GQG Inc. ("Board") has approved a dividend for the quarter ended December 31, 2024. The dividend policy provides generally for a payment over a year of 85% to 95% of Distributable Earnings, which is calculated as net income attributable to GQG Inc. adjusted for net investment gains from investments in funds and foreign currency gains and losses plus cash tax benefit resulting from amortisation of the goodwill deferred tax asset ("Distributable Earnings"). Effective for all dividends declared after June 30, 2024, the calculation for distributable earnings has been adjusted to exclude investment gains from investments in funds and foreign currency gains and losses as disclosed in GQG's updated dividend policy released on August 15, 2024.

Dividends paid during the period ended December 31, 2024 and December 31, 2023 were as follows:

	Cents per Share	Paid Date	Total Dividend Amount
Final dividend for year ended 31 December 2022	$0.0187	March 27, 2023	55,217
Quarterly interim dividend for the three months period ended March 31, 2023	$0.0200	June 27, 2023	59,056
Quarterly interim dividend for the three months period ended June 30, 2023	$0.0217	September 27, 2023	64,076
Quarterly interim dividend for the three months period ended September 30, 2023	$0.0233	December 20, 2023	68,800
RSU dividend-equivalents, net			885
Total dividends paid during year ended December 31, 2023			**248,034**

	Cents per Share	Paid Date	Total Dividend Amount
Final dividend for year ended 31 December 2023	$0.0260	March 26, 2024	76,786
Quarterly interim dividend for the three months period ended 31 March 2024	$0.0306	June 26, 2024	90,374
Quarterly interim dividend for the three months period ended June 30, 2024	$0.0335	September 25, 2024	98,938
Quarterly interim dividend for the three months period ended September 30, 2024	$0.0348	December 19, 2024	102,821
RSU dividend-equivalents, net			1,311
Total dividends paid during year ended December 31, 2024			**370,230**

Note 13. Earnings per Share

Basic earnings per share ("EPS") is calculated using the two-class method. Under the two-class method, all earnings (distributed and undistributed) are allocated to common stock and participating securities and divided by the weighted – average number of shares of common stock outstanding during the reporting period. Upon IPO, GQG issued unvested restricted common stock, unvested IPO RSUs with service condition only and IPO PSUs with service and performance condition to certain members of management and, in the case of RSUs, other persons. Unvested restricted stock and unvested IPO RSUs met the definition of participating securities based on their respective rights to receive nonforfeitable dividends and dividend equivalents, respectively, and they are treated as a separate class of securities in computing basic EPS. Unvested PSUs are excluded from the number of shares of common stock outstanding for the basic EPS calculation because the shares have not vested. Income available to common shareholders is computed by reducing net income attributable to GQG Inc. by earnings (both distributed and undistributed) allocated to participating securities, according to their respective rights to participate in those earnings.

Diluted EPS incorporates the potential impact of contingently issuable shares, i.e., unvested RSUs and PSUs which require future services, performance and market conditions to be met as a condition of vesting of the awards and delivery of underlying common stock. Diluted EPS is computed under the more dilutive of the treasury stock method or the two-class method. The weighted-average number of shares of common stock outstanding during the year ended December 31, 2024 is increased by the assumed conversion of unvested share-based awards with performance and market conditions into shares of common stock using the treasury stock method because the contingent condition has been met as of December 31, 2024. These contingently issuable common shares were excluded from the diluted EPS calculation for the year ended December 31, 2023 because the respective contingency conditions had not been met as of December 31, 2023. Basic and diluted EPS is calculated as follows:

	For the years ended December 31,	
	2024	**2023**
Numerator:		
Net income attributable to GQG Partners Inc.	431,563	282,518
Less – dividends paid to restricted common stockholders – participating securities	(4,379)	(3,275)
Less – dividend-equivalents paid to IPO RSU holders – participating securities, net	(1,311)	(885)
Less – undistributed earnings allocated to participating securities	(879)	(537)
Net Income attributable to common shareholders of GQG Inc. for Basic and Diluted EPS	**424,994**	**277,821**
Denominator:		
Weighted average shares of common stock outstanding applicable to Basic EPS	2,917,997,797	2,914,240,792
Add: Dilutive effect of unvested PSUs with market condition[1]	8,002,232	–
Add: Dilutive effect of unvested IPO PSUs with performance condition[1]	1,255,986	–
Weighted average diluted shares of common stock outstanding applicable to Diluted EPS	**2,927,256,015**	**2,914,240,792**
Earnings per share		
Basic	$0.15	$0.10
Diluted	$0.15	$0.10

1. Unvested PSUs with market condition and unvested IPO PSUs with performance condition are contingently issuable securities and are excluded from the calculation of diluted EPS for the years end December 31, 2023 because the respective contingency conditions had not been met as of the reporting date.

The following table summarizes the weighted-average shares outstanding that are excluded from the calculation of diluted earnings per share because their effect would have been anti-dilutive:

	For the years ended December 31,	
Anti-Dilutive Weighted Average Shares Outstanding	**2024**	**2023**
Unvested restricted common stock shares	35,601,424	38,665,292
IPO RSUs with service condition only	4,840,802	12,036
Total	**40,442,226**	**38,677,328**

Note 14. Commitments and Contingencies

In the normal course of business, GQG enters into agreements that include indemnities in favor of third parties. GQG has certain obligations under its organizational documents and contracts to indemnify its directors, officers, employees, and agents. GQG's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against GQG and various GQG entities that have not yet occurred. While GQG maintains insurance policies that may provide coverage against certain claims under these indemnities, there can be no assurance that these policies would provide adequate coverage against any or all such claims.

The Company continuously reviews investor, client, employee, or vendor complaints and pending or threatened litigation. The Company evaluates the likelihood that a loss contingency exists under the criteria of applicable accounting standards through consultation with legal counsel and records a loss contingency, inclusive of legal costs, if the contingency is probable and reasonably estimable at the date of the financial statements, reasonably possible or remote. As at December 31, 2024 and December 31, 2023 there are no legal or administrative proceedings that management believes may result in losses that would be material to GQG's consolidated financial statements or that would require disclosure in the GQG's consolidated financial statements. In addition, no loss contingencies were recorded at December 31, 2024 and 2023.

Note 15. Property and Equipment

Property and equipment are carried at cost and are reported in the Consolidated Statements of Financial Condition net of accumulated depreciation and amortization. Depreciation and amortization are recorded on a straight-line basis over the estimated useful life of each asset, or non-cancelable lease term, whichever is shorter.

During 2024 GQG capitalized leasehold improvements associated with its operating leases in Abu-Dhabi, UAE and Fort Lauderdale, Florida, USA. The leasehold improvement in Florida will be available for its intended use starting in the first half of 2025.

Property and Equipment balances as of December 31, 2024 and December 31, 2023, were as follows:

(Amounts in USD thousands)	Estimated Lives (Years)	December 31, 2024	December 31, 2023
Leasehold improvements	4-6.5	4,508	1,233
Computer equipment	3-5	693	355
Furniture & fixtures	5-7	1,522	1,010
		6,723	2,598
Less accumulated depreciation and amortization		(1,908)	(1,479)
Total		**4,815**	**1,119**

Depreciation expense was $0.4 million and $0.4 million for the periods ended December 31, 2024 and 2023, respectively.

Note 16. Leases

Operating lease ROU Assets represent the right to use an underlying asset for the lease term and operating lease liabilities reflect the obligation to make regular payments arising from the lease. At any given time during the lease term, the operating lease liability represents the present value of the remaining lease payments, and the operating lease ROU Assets are measured at the amount of the lease liability, adjusted for rent prepayments, unamortized initial direct costs, and the remaining balance of lease incentives received. Both the operating lease ROU Assets and the lease liability are reduced to zero by the end of the lease.

As of the date hereof, GQG leases office space under non-cancellable lease agreements in various locations. The leases have remaining terms ranging from approximately one to 14 years. Certain leases have renewal options that can be exercised at the discretion of GQG. It is GQG's policy to include renewal options in the lease term only when GQG is reasonably certain to exercise the option.

During 2024, GQG took possession of new leased office space in Abu Dhabi, UAE with a lease term of 5 years.

On May 17, 2024 in connection with the Transaction, GQG entered into an Assignment and Assumption Agreement for a lease in Tacoma, Washington, USA with a lease term of approximately 9 years. Refer to Note 2, Deconsolidation of PCS Master Fund.

As of December 31, 2024, the weighted average remaining term of GQG's operating leases was 8.5 years.

Maturities of the operating lease liabilities as of December 31, 2024 and December 31, 2023 are set forth in the table below:

	December 31, 2024	December 31, 2023
Within 12 months	3,708	3,322
Between 1 to 2 years	3,480	3,149
Between 2 to 3 years	3,528	2,905
Between 3 to 4 years	3,340	2,965
Between 4 to 5 years	2,379	2,691
Thereafter	8,220	9,577
Total payments	**24,655**	**24,609**
Less imputed interest	(5,196)	(5,393)
Present value of lease liabilities	19,459	19,216

Lease expense primarily consists of office rent. Total lease expense for the periods ended December 31, 2024 and 2023 was $4.0 million and $4.1 million, respectively.

Supplemental information related to operating leases for the periods ended December 31, 2024 and December 31, 2023, respectively, is summarized below. None of the options to extend lease terms were reasonably certain of being exercised.

	For the year ended December 31,	
	2024	**2023**
Weighted average discount rate used to measure fair value	5.9%	5.6%
Weighted average remaining lease term	8.5	9.5
Supplemental Consolidated Statements of Cash Flows information:		
Cash paid for operating leases	3,774	2,100
Supplemental Consolidated Statements of Operations information:		
Cash received from subleasing office premises	439	–

3. Financial Statements (cont.)

Note 17. Subsequent Events

Management has evaluated subsequent events through February 13, 2025, the date the Consolidated Financial Statements were available to be issued. There were no material events noted during this period that required adjustment or disclosure in these consolidated financial statements, except as discussed below.

The Board of Directors of GQG declared, effective February 13, 2025, a quarterly dividend of $0.0378 per share of common stock.

4. Corporate Governance

4.1 BOARD OF DIRECTORS

Under GQG Inc.'s Certificate of Incorporation and Bylaws, as amended, our directors ("Directors") are divided into three classes.

At each annual meeting following their initial terms, Directors are elected for a term expiring at the annual meeting held in the third year following their election and until their successors are elected, with the term of one class of Directors expiring each year.

Paul Greenwood resigned as director effective 20 May 2024. Bryan Weeks was appointed to the Board on 19 June 2024.

Profiles of each Director are set out below.

Rajiv Jain

Chief Investment Officer, Executive Chairman and Executive Director

Rajiv is the Chairman and Chief Investment Officer of GQG Partners and serves as a Portfolio Manager for all of the firm's public equity strategies. Since its founding in 2016, Rajiv has grown firm assets to more than $150 billion. He commenced investment operations at GQG Partners in June 2016 and has over 30 years of investment experience. Previously, Rajiv served as a Co-Chief Executive Officer (from July 2014) and Chief Investment Officer and Head of Equities (from February 2002) at Vontobel Asset Management. He was the sole Portfolio Manager of the International Equities strategy (since 2002) and Emerging Markets Equities strategy (since 1997) and the lead Portfolio Manager for the Global Equities strategy (since 2002).

Rajiv helped build the business from less than US$400 million under management to just under US$50 billion in 2016. He joined Vontobel Asset Management as a Co-Portfolio Manager of Emerging Markets Equities and International Equities in November 1994. Prior to that, he was an International Equity Analyst at Swiss Bank Corporation.

Class and Term

Class III; Term expires 2027.

Appointed as a director on 4 October 2021.

Tim Carver

Chief Executive Officer and Executive Director

Tim is the Chief Executive Officer of GQG Partners. He is responsible for firm leadership and management of the firm's business functions.

Before he joined GQG, Tim co-founded Northern Lights Capital Group (now Pacific Current Group, listed on the ASX), and was central to building that business, eventually serving as a board member and CEO. Throughout his tenure at Northern Lights, Tim served on several boutique investment firm boards, including Aperio Group, ROC Partners, and Goodhart Partners. Prior to co-founding Northern Lights, Tim was a co-founder of Orca Bay Partners, a private equity firm where he developed a practice area focused on capitalising boutique investment firms. Whilst there, he led investments in a variety of firms including Parametric Portfolio Associates and Envestnet (NYSE:ENV). Tim began his career at Morgan Stanley in their New York analyst programme and graduated with honours from Harvard College.

Class and Term

Class III; Term expires 2027.

Appointed as a director on 3 March 2021.

4. Corporate Governance (cont.)

Elizabeth Proust

Lead Independent Director

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

Elizabeth holds a Bachelor of Arts (Hons) from La Trobe University and a Bachelor of Laws from the University of Melbourne.

Class and Term

Class II; Term expires 2026.

Appointed as a director on 4 October 2021.

Bryan Weeks

Independent Director

Bryan has decades of experience contributing to the growth and success of major businesses across asset management and technology consulting. In asset management, Bryan served as the Head of the Americas Institutional business at Russell Investments, a leading global investment management and solutions firm, and Chief Executive Officer at Silver Creek Capital Management, an alternative investment boutique. In technology consulting, Bryan serves on the Board of Directors for Slalom Consulting, a global technology consulting firm. Bryan also has founded and/or served on the Board of Directors of numerous other businesses, including Earth Finance, Inc., PLTgolf, Domex Superfresh, Northern Lights Capital Group, and True Linksware.

Class and Term

Class I; Term expires 2025.

Appointed as a director on 19 June 2024.

Melda Donnelly

Independent Director

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

Class and Term

Class II; Term expires 2026.

Appointed as a director on 4 October 2021.

4.2 MANAGEMENT

Profiles of GQG's key executives are set out below:

Rajiv Jain

Chief Investment Officer

Rajiv is the Chairman and Chief Investment Officer of GQG Partners and serves as a Portfolio Manager for all of the firm's public equity strategies. Since its founding in 2016, Rajiv has grown firm assets to more than $150 billion. He commenced investment operations at GQG Partners in June 2016 and has over 30 years of investment experience. Previously, Rajiv served as a Co-Chief Executive Officer (from July 2014) and Chief Investment Officer and Head of Equities (from February 2002) at Vontobel Asset Management. He was the sole Portfolio Manager of the International Equities strategy (since 2002) and Emerging Markets Equities strategy (since 1997) and the lead Portfolio Manager for the Global Equities strategy (since 2002).

Rajiv helped build the business from less than US$400 million under management to just under US$50 billion in 2016. He joined Vontobel Asset Management as a Co-Portfolio Manager of Emerging Markets Equities and International Equities in November 1994. Prior to that, he was an International Equity Analyst at Swiss Bank Corporation.

Tim Carver

Chief Executive Officer

Tim is the Chief Executive Officer of GQG Partners. He is responsible for firm leadership and management of the firm's business functions.

Before he joined GQG, Tim co-founded Northern Lights Capital Group (now Pacific Current Group, listed on the ASX), and was central to building that business,eventually serving as a board member and CEO. Throughout his tenure at Northern Lights, Tim served on several boutique investment firm boards, including Aperio Group, ROC Partners, and Goodhart Partners. Prior to co-founding Northern Lights, Tim was a co-founder of Orca Bay Partners, a private equity firm where he developed a practice area focused on capitalising boutique investment firms. Whilst there, he led investments in a variety of firms including Parametric Portfolio Associates and Envestnet (NYSE:ENV). Tim began his career at Morgan Stanley in their New York analyst programme and graduated with honours from Harvard College.

Melodie Zakaluk

Chief Financial Officer

Melodie is Chief Financial Officer for GQG Partners. She is responsible for managing the firm's finance function and has over 35 years of experience in the financial services industry. Before she joined GQG, Melodie served as Chief Operating Officer at Rainier Investment Management where she provided daily and strategic management of the firm's advisory and mutual fund platforms. She was also a member of Rainier's corporate board and a management trustee for the Rainier Funds' board. During her tenure at Russell Investments, she held the role of Managing Director focused on leading the daily operations, compliance monitoring, distributor servicing, and information management for internal and external customers. Melodie earned a BS in Accounting from Boston College.

She holds the CPA designation, as well as the Series 7, 24, 27 and 63 licenses.

4. Corporate Governance (cont.)

4.3 OUR CULTURE AND VALUES

(a) GQG's Culture

We believe a strong culture is critical to the success and sustainability of our business. We continue to invest in and build an organisation that fosters a performance-driven, investment-focused culture. We seek to be a leading investment firm over the long-term. Cultural attributes that are important to us include open-mindedness, adaptability, a desire to grow and learn, curiosity, performance-orientation, and humility. We aspire to have a firm that embodies the duality of both intensity and the care of our clients and people required to sustain a high-performing environment and longer term perspectives in one of the most competitive businesses in the world.

Our culture is informed by a set of core beliefs and core values.

(b) Core Beliefs

- There should be very little value for being average, because investors can "buy" average market returns for next to nothing. We must therefore strive to be among the best in one of the most competitive businesses in the world.
- To sustain peak performance over the long-term, we must have a highly collaborative and adaptable team with a deep sense of alignment and an enduring commitment to excellence.

(c) Core Values/Guiding Principles

We believe that we are the caretakers of people's futures

- It is a privilege and an honour to manage someone else's money. We see this as a great responsibility, which our clients will experience in the way we hold ourselves, the way we run the business, and the way we manage portfolios.

We strive to inspire peak performance at all levels of the organisation

- Cultivating a performance-oriented culture is central to our aspirations of creating an enduring investment firm.
- We will continually strive to make GQG a sought-after place to work, where our professionals find opportunities for learning, growth and development, and where they aspire to rise to the high expectations that our clients will always have for us.
- We believe that if we take care of our people, they will take care of our clients.

We hope that everyone we interact with has a fuller life for having worked with us

- Our purpose extends beyond merely aiming for exceptional returns.
- We hope that every client, every employee, and every business partner, will look back at their time spent with us and feels better off for having worked with us. Accordingly, we will operate with integrity, humility, and trust.

We seek broad impact

- We believe our platform gives us the opportunity to have a meaningful impact in our communities and the world.
- We aim to give back to the communities we operate in, seeing it as both an end in itself and a behaviour that fosters a culture of humility, growth, and perspective.

We endeavour to create professional fulfillment

- To keep great people and serve our clients well, the journey must be meaningful.
- We will strive to make the work fulfilling, and keep our talented people engaged.
- These principles are core to our business. We will not compromise them for short-term financial considerations.
- We believe that by reinforcing these principles, we will maximise long-term shareholder value.

4.4 CORPORATE GOVERNANCE STATEMENT

Details of GQG's corporate governance practices are included in the Corporate Governance Statement available from the Company's website at https://investors.gqg.com/investor-centre/?page=corporate-governance.

5. Remuneration Report

5.1 LETTER FROM THE CHAIR

Dear Shareholders

The Board is pleased to present you with GQG's Remuneration Report for the year ended 31 December 2024.

GQG has prepared this Remuneration Report to provide an overview of the remuneration arrangements in place for key members of management and non-executive directors, and to provide an overview of our compensation philosophy.

The Board believes that the remuneration framework is well suited to the Company's goal of alignment of employee interests with those of both shareholders and clients. In particular, Rajiv Jain and Tim Carver receive only a fixed salary, and neither is entitled to any discretionary bonus (i.e., an annual variable award). Rather, they receive the vast majority of their compensation 'below the line' (i.e., as shareholders), providing all shareholders the benefit of enhanced margins, higher dividend payouts, and aligned incentives.

In addition, although not a form of compensation, each has committed to provide for at least 95% of the net proceeds (after all taxes and fees) of the October 2021 IPO that he owns or controls to be invested using GQG managed investment strategies for at least seven years following the IPO (subject to certain exceptions, and as further described in the prospectus for the offering), which provides for alignment with clients.

GQG continuously assesses our remuneration schemes to ensure we are competitive in the marketplace and we seek always to incentivise alignment and excellence within our organisation, to better pursue performance for our clients.

On behalf of the Board, I invite you to read the Remuneration Report and welcome any feedback that you may have.

Elizabeth Proust
Chair of the Remuneration and
Nomination Committee

5. Remuneration Report (cont.)

5.2 SCOPE OF THIS REPORT

Generally, remuneration arrangements described in this Remuneration Report ("Report") have been in place from the closing of GQG's IPO (in October 2021), with additional Performance Stock Units ("PSUs") granted in December 2022, December 2023 and December 2024.

New deferred compensation plans went into effect in 2023. This Report does not address compensation arrangements or compensation relating to arrangements in effect in periods prior to the closing of GQG's IPO. This Report sets out information regarding remuneration arrangements in place across the Group as well as individual remuneration arrangements both for GQG's key executives named below and for non-executive Directors.

Name	Role
Key Executives	
Rajiv Jain	Executive Chairman and Chief Investment Officer
Tim Carver	Chief Executive Officer
Melodie Zakaluk	Chief Financial Officer
Non-executive Directors	
Elizabeth Proust	Lead Independent Director
Bryan Weeks[1]	Independent Director
Melda Donnelly	Independent Director

1. Paul Greenwood resigned as director effective 20 May 2024. Bryan Weeks was appointed to the Board on 19 June 2024.

This Report has not been reviewed by the external auditor.

5.3 REMUNERATION GOVERNANCE AND FRAMEWORK

(a) Remuneration Philosophy

Overall employee remuneration

To successfully deliver long-term value to our clients and shareholders, we believe we must attract and retain high-calibre human capital. A thoughtfully designed employee remuneration architecture is an important pillar in attracting, motivating, rewarding, and retaining employees across GQG. In 2024 we continued our practice of assessing the performance of our organisation, making changes to our compensation across the team to help ensure we are compensating and incentivising high-performing employees commensurate with their value, contributions, and impact.

We have structured our employee compensation plan with the goal of fostering a meritocracy – we seek to differentiate employees based on performance and impact and align compensation with this philosophy and our core corporate values.

A foundational principle of GQG's compensation programmes is alignment. We have structured our employee compensation plan striving to align employee incentives with our clients' interests, our shareholders' interests, and finally our departmental and overall company objectives. Further details of our employee compensation components are described more fully below.

Non-executive Director remuneration

In remunerating non-executive Directors, GQG aims to ensure that it can attract and retain qualified and experienced directors having regard to:

- the specific responsibilities and requirements for the Board;
- fees paid to non-executive Directors of other comparable companies; and
- the size and complexity of GQG's operations.

(b) Non-executive Director fees

Under GQG's Bylaws, the Board may decide the compensation to which each Director is entitled for his or her services as a Director of the Company. However, under the ASX Listing Rules, the total amount paid to all non-executive Directors for their services as Directors must not exceed in aggregate in any financial year, the amount fixed by stockholders in general meetings. The current amount, as fixed at the time of the IPO, is $1,000,000 per annum.

Compensation attributable to non-executive Directors is presented below (excluding pension or superannuation payments).

Lead Independent Director	$175,000 per annum
Non-Lead Independent Director	$120,000 per annum
Committee Chair	$30,000 per committee
Committee Participation	$15,000 per committee

(c) Grant of CHESS Depositary Interests (CDIs) to Elizabeth Proust

The Company made a one-off grant of 68,606 CDIs to the Lead Independent Director, Elizabeth Proust, at the time of the IPO and in connection with her involvement in preparing the Company for listing, which she continues to hold as of the date hereof. The CDIs carry the same rights as other CDIs, including dividend and voting rights.

(d) Non-executive Director Ownership of CDIs

Separate from her grant of CDIs set forth above, Elizabeth Proust purchased in 2022 and as of the date hereof holds beneficially an additional 50,000 CDIs. Melda Donnelly purchased in 2021 and as of the date hereof holds beneficially 150,000 CDIs.

5.4 MANAGEMENT REMUNERATION IN DETAIL

This section identifies the remuneration arrangements in place and 2024 outcomes for individual key executives who are covered by this Remuneration Report.

(a) Total Fixed Remuneration and Employee Benefits

In accordance with the employment agreements or as approved by the Board, for the period 2024, the current total annualised fixed remuneration ("TFR") for Rajiv, Tim, and Melodie is as follows:

- Rajiv Jain received annual TFR of $750,000;
- Tim Carver received annual TFR of $600,000;
- Melodie Zakaluk received annual TFR of $400,000.

These amounts are reviewed annually and may be varied from time to time.

Rajiv, Tim, and Melodie also received the standard employee benefits described above, including participation in GQG's 401(k) retirement plan (including matching contributions as permitted) and healthcare benefits.

(b) Annual Variable Award for 2024

In light of their equity ownership in GQG and the desire to provide for alignment of interests with shareholders, Rajiv and Tim are not eligible to receive an Annual Variable Award under their current employment agreements. Melodie is entitled to receive an Annual Variable Award under the terms of her employment agreement.

In 2024, the Board approved a discretionary bonus payment for Melodie of $1,000,000 in consideration of her contributions to GQG's continued growth, performance, and other high-quality work. In accordance with the deferred bonus plan, an amount equal to $225,000 of Melodie's bonus has been deferred, will be exposed to the investment performance of a GQG investment strategy, and will be paid out in three annual installments, subject to the terms of the plan.

In January of 2025, Melodie received a deferred bonus payment of $163,020 representing the vesting and fund return for her 2021, 2022, and 2023 deferred bonus that vested at the end of 2024.

(c) Retention Awards

Rajiv, Tim, and Melodie did not receive Employee Retention Awards, in light of their existing equity holdings.

5. Remuneration Report (cont.)

5.5 EMPLOYEE REMUNERATION OVERVIEW

(a) Remuneration Governance

Overall remuneration policies, including aggregate bonus pools and the overall levels of equity-based awards, as well as remuneration payable to key executives, are subject to review and approval by the Board's Remuneration and Nomination Committee. This Committee is comprised of our independent Directors, Elizabeth Proust (Chair), Melda Donnelly, and Bryan Weeks.

The Remuneration and Nomination Committee has delegated to the members of GQG Partners LLC's Board of Managers (Rajiv Jain, Tim Carver, and Melodie Zakaluk) the responsibility for developing compensation arrangements of individual employees (other than key executives), including individual salary, bonus, and incentive awards.

(b) Fixed remuneration

Employees receive fixed remuneration in the form of a base salary and employee benefits. A formal salary review is conducted each year with a focus on market conditions, employee performance, firm performance, and employees that were either promoted and/or assumed a material increase in responsibility. In December 2024, GQG adjusted certain base salaries for promotions, market changes, and cost of living increases that went into effect 1 January 2025.

(c) Benefits

Employee benefits include health insurance and participation in retirement and benefit related plans, as appropriate for the jurisdiction in which the employee resides. Each plan is designed to meet the regulatory and industry practices for each domicile and in consideration of our overall compensation goals.

(d) Annual Variable Award

Currently, all GQG employees (other than our co-founders Rajiv Jain and Tim Carver and commissioned employees) who meet certain criteria are eligible to receive a variable award in the form of an annual discretionary bonus. The overall employee bonus pool for these eligible employees is determined after considering several quantitative and qualitative factors, including but not limited to GQG's financial and operational results and investment performance.

The annual discretionary bonus is determined for each such employee based on factors such as the employee's role, impact, seniority, KPIs, performance on a relative and absolute basis, and professional development. In addition, investment professionals are further evaluated based on quality of research, quality and quantity of unique investment ideas, and investment performance results. The annual discretionary bonus is paid through a combination of cash and, for certain more highly compensated employees, a deferred bonus award that is subject to vesting. The deferred bonus is governed by the Investment Alignment Plans ("IAPs") which include IAP I, IAP II and Supplemental Bonus. IAP I was implemented in 2020.

Starting in 2022, a new IAP I was adopted to apply to deferred bonus awards established in 2022 and thereafter.

Remaining sums due under the IAP I adopted in 2020 will continue to be governed and paid out under the prior plan.

Currently, the implementation of the IAP I for eligible employees (who are generally highly compensated employees) provides for a three-year vesting period, during which period the employee's deferred bonus amount has economic exposure to one of GQG's investment strategies, increasing eligible employees' alignment with the interests of our clients. The terms of the deferral are subject to change in the future.

(e) Commissioned Employees

Certain employees within our US sales team participate in a formulaic compensation scheme rather than an annual discretionary bonus. In these cases, employees receive compensation based largely on amounts contributed for investment with GQG by new and existing clients and fund investors. Payments are generally made to these employees over four consecutive quarters. Similar to non-commissioned employees as described above, a portion of formulaic compensation paid to certain eligible employees who earn relatively high levels of commission is generally subject to a long-term incentive deferral plan, IAP I, providing for exposure to GQG's investment strategies. A new IAP for commissioned employees was adopted and applied in 2023 and amended and restated in 2024.

(f) Grants of Restricted and Performance Stock Units

In 2021, the Company granted all employees at the time of the IPO (other than Rajiv Jain, Tim Carver, Melodie Zakaluk, and certain other members of senior management) Employee Retention Awards under GQG Inc.'s 2021 Equity Incentive Plan (Equity Incentive Plan).

For 2022, the Company made grants under the Equity Incentive Plan with a total value of approximately $4.2 million.

For 2023, GQG made grants under the Equity Incentive Plan to several new and/or high performing employees with a total value of approximately $6.6 million.

For 2024, GQG made grants under the Equity Incentive Plan to employees with a total value of approximately $17.4 million.

These 2022, 2023, and 2024 Employee Retention Awards were granted in the form of Performance Stock Units (PSUs) and vest based upon time serviced and exceeding a market condition. These awards are intended to (i) reward GQG employees for their individual contributions, (ii) retain talent, (iii) further align GQG employee interests with those of our shareholders.

The grants of RSUs made at the time of the IPO and prior to 26 December 2022 are generally entitled during the vesting period to dividend equivalent payments paid at approximately the same time as dividends on GQG's securities, subject to the terms of the grant. PSU grants issued at the time of the IPO and thereafter are not entitled to dividend equivalent payments during the vesting period.

Although Directors are eligible to participate in the Equity Incentive Plan, no Director received Employee Retention Awards in 2022, 2023, or 2024.

6. Shareholder Information

Unless stated otherwise, the information in this Section 6 is current as at 3 February 2025.

6.1 OVERVIEW

GQG Inc. shares of common stock ("Securities") have been listed in the form of CHESS Depositary Interests ("CDIs") on the ASX trading under the symbol "GQG". Each CDI represents an interest in one Security. Legal title to the Securities underlying the CDIs is held by CHESS Depositary Nominees Pty Ltd ("CDN"), a wholly owned subsidiary of the ASX. CDN holds legal title to the Securities on behalf of the CDI holder. GQG Securities are not listed on any other stock exchange. Details of GQG equity securities on issue are set out below.

As at 1 February 2024	Security Number on Issue	Number of Holders
Common stock[1]	2,955,282,170	3
CDIs	843,282,579	13,830
RSUs and PSUs[2]	33,544,504	267

1. QVFT LLC (which is an entity associated with Rajiv Jain) holds 2,071,272,162 Securities. This accounts for 70.09% of Securities. Securities are not quoted on the ASX.
2. RSUs and PSUs are issued under the Equity Incentive Plan and are not quoted on the ASX.

6.2 VOTING RIGHTS

(a) Securities

At a meeting of shareholders of GQG Inc., every holder of Securities present in person or by proxy is entitled to one vote for each Security held on the record date for the meeting on all matters submitted to a vote of the shareholders. Shareholders do not have cumulative voting rights. RSUs and PSUs do not carry voting rights.

(b) CHESS Depositary Interests

CDN will receive notice of any meeting of holders of Securities and be entitled to attend and vote at any such meeting. CDI holders may attend and, subject to the requirements listed below, vote at any meeting of holders of Securities.

Under the ASX Listing Rules, GQG Inc. as an issuer of CDIs must allow CDI holders to attend any meeting of holders of Securities unless relevant laws in the United States at the time of the meeting prevent CDI holders from attending those meetings.

In order to vote at such meetings, CDI holders may:

- instruct CDN, as the legal owner of the Securities, to vote the Securities underlying their CDIs in a particular manner. A voting instruction form will be sent to CDI holders with the notice of meeting or proxy statement for the meeting and this must be completed and returned to the Share Registry prior to the meeting;
- inform GQG Inc. that they wish to nominate themselves or another person to be appointed as CDN's proxy in respect of their Securities underlying the CDIs for the purposes of attending and voting at the general meeting; or
- transmute their CDIs into a holding of Securities and vote these at the meeting (although if the former CDI holder later wishes to sell their investment on ASX, it would be necessary to transmute the Securities back to CDIs).

In order to vote in person, the transmutation must be completed prior to the record date for the meeting.

Since CDI holders will not appear on GQG Inc.'s share register as the legal holders of the Securities, they will not be entitled to vote at meetings of holders of Securities (and their CDIs will not count towards any relevant quorum requirements at such meetings) unless one of the above steps is undertaken.

As each CDI represents one Security, being a share of common stock of the Company, a CDI holder will be entitled to one vote for each CDI that it holds. Under the ASX Settlement Operating Rules, CDN will appoint two proxies for each vote: one for votes in favour of a poll and another for votes against. CDI voting instruction forms will be included in each notice of meeting sent to CDI holders by the Company.

These voting rights exist only under the ASX Settlement Operating Rules, rather than under the US Securities Exchange Act of 1934, as amended, or the Delaware General Corporation Law. Since CDN is the legal holder of applicable Securities, the CDI holders do not have any directly enforceable rights under GQG Inc.'s Certificate of Incorporation or Bylaws, as amended.

6.3 SUBSTANTIAL HOLDERS

As at 3 February 2025, GQG Inc. is aware of the following Security or CDI holders who, together with their associates, have a relevant interest (within the meaning of section 608 of the *Corporations Act 2001* (Cth) (Corporations Act)) in Securities or CDIs representing 5% or more of the total number of votes attaching to voting shares in GQG Inc.

Name	Date of becoming a substantial shareholder	Number and class of equity securities in which the holder, together with their associates, has a relevant interest	Percentage Total Voting Power
QVFT LLC	28 October 2021	2,071,272,162, Securities	70.1%

6.4 DISTRIBUTION OF EQUITY SECURITY HOLDERS

Analysis of the number of shareholders by size of holding at 3 February 2024 is below:

Range	Security Holders	%
1 to 1,000	3,555	0.08%
1,001 to 5,000	4,314	0.40%
5,001 to 10,000	2,203	0.58%
10,001 to 100,000	3,587	3.24%
100,001 and over	173	95.70%
Total	**13,832**	**100.0%**

Restricted Stock Units and Performance Stock Units

Range	Security Holders	%
1 to 1,000	0	0.00%
1,001 to 5,000	0	0.00%
5,001 to 10,000	11	0.23%
10,001 to 100,000	188	25.12%
100,001 and over	68	74.65%
Total	**267**	**100.0%**

6. Shareholder Information (cont.)

6.5 UNMARKETABLE PARCELS

There were 347 shareholders holding less than a marketable parcel of CDIs and Securities (as converted to CDIs) based on a closing share price of A$2.120 per CDI on 3 February 2025. An unmarketable parcel, as defined by the ASX Listing Rules, is a parcel of Securities worth less than A$500.00.

6.6 LARGEST 20 SHAREHOLDERS (AS AT 1 FEBRUARY 2024)

	Type	Security Holder	Free Float	Affiliated	Total	%
1	Common Share	QVFT LLC		2,071,272,162	2,071,272,162	70.09%
2	CDI	CITICORP NOMINEES PTY LIMITED	160,752,628		160,752,628	5.44%
3	CDI	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	116,719,158		116,719,158	3.95%
4	CDI	PYTHIA PRONAOS LLC		110,771,990	110,771,990	3.75%
5	CDI	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	97,014,215		97,014,215	3.28%
6	CDI	BNP PARIBAS NOMINEES PTY LTD <AGENCY LENDING A/C>	67,309,403		67,309,403	2.28%
7	Common Share	GQG PARTNERS INC FBO EMPLOYEE SHARES	40,727,429		40,727,429	1.38%
8	CDI	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED – A/C 2	22,746,404		22,746,404	0.77%
9	CDI	UBS NOMINEES PTY LTD	21,160,739		21,160,739	0.72%
10	CDI	NATIONAL NOMINEES LIMITED	17,908,638		17,908,638	0.61%
11	CDI	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED-GSCO EDA	13,268,188		13,268,188	0.45%
12	CDI	BNP PARIBAS NOMINEES PTY LTD <HUB24 CUSTODIAL SERV LTD>	7,702,991		7,702,991	0.26%
13	CDI	BUTTONWOOD NOMINEES PTY LTD	6,180,426		6,180,426	0.21%
14	CDI	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	5,949,948		5,949,948	0.20%
15	CDI	NEWECONOMY COM AU NOMINEES PTY LIMITED	5,418,882		5,418,882	0.18%
16	CDI	BNP PARIBAS NOMS PTY LTD	5,396,979		5,396,979	0.18%
17	CDI	WARBONT NOMINEES PTY LTD <UNPAID ENTREPOT A/C>	4,747,653		4,747,653	0.16%
18	CDI	ECAPITAL NOMINEES PTY LIMITED <ACCUMULATION A/C>	3,454,900		3,454,900	0.12%
19	CDI	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED-GSI EDA	3,402,647		3,402,647	0.12%
20	CDI	BNP PARIBAS NOMINEES PTY LTD <IB AU NOMS RETAILCLIENT>	2,749,738		2,749,738	0.09%
Total of Top 20					**2,784,655,118**	**94.23%**
Remaining Securities					**170,627,052**	**5.77%**
Total Securities					**2,955,282,170**	**100.00%**

6.7 VOLUNTARY ESCROW ARRANGEMENTS

GQG Inc. is not a party to any voluntary escrow arrangements with respect to its Securities and CDIs.

6.8 ADDITIONAL INFORMATION

GQG does not currently have an on-market buyback in operation.

No Securities were purchased on-market during the period from listing to 31 December 2024 under or for the purposes of an employee incentive scheme or to satisfy the entitlements of the holders of RSUs or PSUs granted under an employee incentive scheme.

Additional corporate information is set out below.

Company Secretary	Rick Sherley
Registered Offices	GQG Partners Inc. 450 East Las Olas Boulevard Suite 750 Fort Lauderdale Florida 33301 USA Telephone: +1 754 218 5500 c/o Company Matters Pty Ltd Level 12, 680 George Street Sydney NSW 2000 Australia Telephone: +61 2 8280 7355
Share Registry	MUFG Corporate Markets (AU) Limited (Previously Link Market Services Limited) Level 12, 680 George Street Sydney NSW 2000 Australia Telephone: 1300 554 474 (within Australia) +61 1300 554 474 (outside Australia) Equiniti Trust Company, LLC 55 Challenger Road Ridgefield Park, NJ 07660 Telephone: +1 800 937 5449 (Toll-free within the United States) +1 718 921 8124 (Outside the United States)

7. Important Information

The information provided in this document does not constitute investment advice and no investment decision should be made based on it. Neither the information contained in this document or in any accompanying oral presentation is a recommendation to follow any strategy or allocation. In addition, neither is a recommendation, offer or solicitation to sell or buy any security or to purchase of shares in any fund or establish any separately managed account. It should not be assumed that any investments made by GQG Partners LLC (GQG LLC) in the future will be profitable or will equal the performance of any securities discussed herein. Before making any investment decision, you should seek expert, professional advice, including tax advice, and obtain information regarding the legal, fiscal, regulatory and foreign currency requirements for any investment according to the law of your home country, place of residence or current abode.

This document reflects the views of GQG as at a particular time. GQG's views may change without notice. Any forward-looking statements or forecasts are based on assumptions and actual results may vary.

GQG is not required to update the information contained in these materials, unless otherwise required by applicable law.

GQG LLC is registered as an investment adviser with the US Securities and Exchange Commission. Please see GQG LLC's Form ADV Part 2, which is available upon request, for more information about GQG LLC.

Unless otherwise indicated, the performance information shown is unaudited, pre-tax, net of applicable management, performance and other fees and expenses, presumes reinvestment of earnings, and excludes any investor-specific charges. All past performance results must be considered with their accompanying footnotes and other disclosures.

Past performance may not be indicative of future results. Performance may vary substantially from year to year or even from month to month. The value of investments can go down as well as up. Future performance may be lower or higher than the performance presented and may include the possibility of loss of principal.

INFORMATION ABOUT BENCHMARKS

MSCI benchmark returns have been obtained from MSCI, a non-affiliated third-party source. Neither MSCI nor any other party involved in or related to compiling, computing, or creating the MSCI data makes any express or implied warranties or representations with respect to such data (or the results to be obtained by the use thereof), and all such parties hereby expressly disclaim all warranties of originality, accuracy, completeness, merchantability, or fitness for a particular purpose with respect to any of such data. Without limiting the foregoing, in no event shall MSCI, any of its affiliates, or any third party involved in or related to compiling, computing, or creating the data have any liability for any direct, indirect, special, punitive, consequential, or any other damages (including lost profits) even if notified of the possibility of such damages.

MSCI All Country World (Net) Index (MSCI ACWI)

The MSCI All Country World (Net) Index (MSCI ACWI) is a global equity index, which tracks stocks from 23 developed and 24 emerging markets countries. Developed countries include: Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Hong Kong, Ireland, Israel, Italy, Japan, Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, the UK, and the US. Emerging markets countries include: Brazil, Chile, China, Colombia, Czech Republic, Egypt, Greece, Hungary, India, Indonesia, Korea, Kuwait, Malaysia, Mexico, Peru, Philippines, Poland, Qatar, Saudi Arabia, South Africa, Taiwan, Thailand, Turkey, and the United Arab Emirates. With 2,647 constituents (as at 31 December 2024), the index covers approximately 85% of the global investable equity opportunity set.

MSCI All Country World ex USA (Net) Index (MSCI ACWI ex USA)

The MSCI All Country World ex USA (Net) Index (MSCI ACWI ex USA) is a global equity index, which tracks stocks from 22 developed (excluding the US) and 24 emerging markets countries. Developed countries include: Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Hong Kong, Ireland, Israel, Italy, Japan, Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, and the UK. Emerging markets countries include: Brazil, Chile, China, Colombia, Czech Republic, Egypt, Greece, Hungary, India, Indonesia, Korea, Kuwait, Malaysia, Mexico, Peru, Philippines, Poland, Qatar, Saudi Arabia, South Africa, Taiwan, Thailand, Turkey, and the United Arab Emirates. With 2,058 constituents (as at 31 December 2024), the index covers approximately 85% of the global investable equity opportunity set outside of the United States.

MSCI Emerging Markets (Net) Index (MSCI EM)

The MSCI Emerging Markets (Net) Index (MSCI EM) is a global equity index, which tracks stocks from 24 emerging countries: Brazil, Chile, China, Colombia, Czech Republic, Egypt, Greece, Hungary, India, Indonesia, Korea, Kuwait, Malaysia, Mexico, Peru, Philippines, Poland, Qatar, Saudi Arabia, South Africa, Taiwan, Thailand, Turkey, and the United Arab Emirates. With 1,252 constituents (as at 31 December 2024), the index covers approximately 85% of the free float-adjusted market capitalisation in each country.

S&P 500® Index

The S&P 500® Index is a widely used stock market index that can serve as barometer of US stock market performance, particularly with respect to larger capitalisation stocks. It is a market weighted index of stocks of 500 leading companies in leading industries and represents a significant portion of the market value of all stocks publicly traded in the United States. The S&P 500 Index is a product of S&P Dow Jones Indices LLC, a division of S&P Global, or its affiliates (SPDJI) and has been licensed for use by GQG Partners LLC. Standard & Poor's® and S&P® are registered trademarks of Standard & Poor's Financial Services LLC, a division of S&P Global (S&P); Dow Jones® is a registered trademark of Dow Jones Trademark Holdings LLC (Dow Jones). GQG Partners LLC is not sponsored, endorsed, sold or promoted by SPDJI, Dow Jones, S&P, their respective affiliates, and none of such parties make any representation regarding the advisability of investing in such product(s) nor do they have any liability for any errors, omissions, or interruptions of the S&P 500 Index.

Net total return indices reinvest dividends after the deduction of withholding taxes, using (for international indices) a tax rate applicable to non-resident institutional investors who do not benefit from double taxation treaties.

Information about benchmark indices is provided to allow you to compare it to the performance of GQG strategies. Investors often use these well-known and widely recognised indices as one way to gauge the investment performance of an investment manager's strategy compared to investment sectors that correspond to the strategy. However, GQG's investment strategies are actively managed and not intended to replicate the performance of the indices; the performance and volatility of GQG's investment strategies may differ materially from the performance and volatility of their benchmark indices, and their holdings will differ significantly from the securities that comprise the indices.

You cannot invest directly in indices, which do not take into account trading commissions and costs.

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