

PACIFIC CURRENT GROUP

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ASX ANNOUNCEMENT

19 March 2023

Extraordinary General Meeting

Pacific Current Group Limited (ASX:PAC) (**Pacific Current**) provides the following documents in relation to Pacific Current's Extraordinary General Meeting, to be held on **Thursday 18 April 2024** commencing at **10.30am (AEST)** in the Yarra Suite, Marriott Hotel, Cnr Lonsdale & Exhibition Streets, Melbourne, VIC, 3000:

- Notice of Meeting;
- Proxy Form;
- Shareholder Letter; and
- Shareholder Question Form.

AUTHORISED FOR LODGEMENT BY:

Tony Robinson, Chair, Pacific Current Group Limited

-ENDS-

For Investor & Media enquiries contact:

- Paul Greenwood - Managing Director & CEO and CIO
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ABOUT PACIFIC CURRENT GROUP

Pacific Current Group Limited is a multi-boutique asset management firm dedicated to providing exceptional value to shareholders, investors and partners. We apply our strategic resources, including capital, institutional distribution capabilities and operational expertise to help our partners excel. As of 19 March 2024, Pacific Current Group has investments in 15 boutique firms globally.

Pacific Current Group Limited (ABN 39 006 708 792)
Suite 3, Level 3, 257 Collins Street, Melbourne, VIC 3000 Australia
www.paccurrent.com // +61 3 8375 9611

PACIFIC CURRENT GROUP

Tacoma // Denver // Sydney // Melbourne

Notice of Extraordinary General Meeting

Dear Shareholder,

On behalf of the Board of Pacific Current Group Limited (**Pacific Current**), I am pleased to invite you to attend an Extraordinary General Meeting (**EGM**) of Pacific Current. The Notice of Meeting (including Explanatory Notes) and Proxy Form set out the business of the EGM and provide details of how you may participate.

Pacific Current's EGM will be held on **Thursday 18 April 2024 commencing at 10.30am (AEST)** in the Yarra Suite, Marriott Hotel, Cnr Lonsdale & Exhibition Streets, Melbourne, VIC, 3000.

The Notice of Meeting (including Explanatory Notes), Proxy Form, and Shareholder Question Form (**EGM Documents**) are available on the Pacific Current website at <https://paccurrent.com/shareholders/document-library/annual-general-meeting/>.

Only Shareholders who have elected to receive a hard copy of the EGM Documents will be mailed a physical copy of these documents. If you have not elected to receive a hard copy of the EGM Documents, and you wish to do so, please contact Pacific Current's share registry, Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

If you are unable to attend the EGM, you may appoint a proxy to attend and vote on your behalf via www.investorvote.com.au or by following the instructions on the Proxy Form. Proxy appointments must be received by **10.30am (AEST) on Tuesday, 16 April 2024**. I encourage you to read the Notice of Meeting (including the Explanatory Notes) and the Proxy Form and consider directing your proxy on how to vote on the resolution.

Subject to the abstentions noted in the Explanatory Notes, the Directors of Pacific Current unanimously recommend that Shareholders vote in favour of the resolution.

Thank you for your continued support of Pacific Current and I look forward to your attendance at the EGM.

Yours sincerely,



Tony Robinson
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice of Extraordinary General Meeting

Pacific Current Group Limited (ABN 39 006 708 792) (the **Company** or **PAC**)

Notice is given that an Extraordinary General Meeting (**EGM**) of the Company will be held at the Yarra Suite, Marriott Hotel, Cnr Lonsdale & Exhibition Streets, Melbourne, VIC, 3000 on Thursday 18 April 2024 at 10:30am (AEST).

An explanation of the background and reasons for the proposed resolutions are set out in the Explanatory Notes which accompanies and forms part of this Notice of Extraordinary General Meeting.

Items of business of the Extraordinary General Meeting

The purpose of the meeting is to consider and, if thought fit, pass the following resolution as an ordinary resolution:

Resolution 1 — Transaction with GQG and transition to externally managed investment company

That, for all intents and purposes, approval is given to the Company to enter into and give effect to:

- (a) *the transactions contemplated by the transaction implementation deed and by any related or associated ancillary arrangements with GQG Private Capital Solutions Master Fund (US) I, LP, GQG Partners LLC and/or other entities related to GQG Partners LLC, including:*
 - (i) *a disposal or divestment of the Company's interests in certain boutique investments;*
 - (ii) *offers of employment being made by GQG Partners LLC to certain of the Company's US-based employees;*
 - (iii) *assignment of the lease agreement from the Company to GQG Partners LLC in respect to the premises located in Tacoma, WA, USA; and*
 - (iv) *a licence to use certain records, data and other information of PAC and its affiliates for certain limited purposes, including the PAC Copyrights and the PAC Trademarks in connection therewith; and*
- (b) *an Investment Services Agreement with GQG Partners (or one of its affiliates),*

in each case, as summarised in further detail in the Explanatory Notes.

By order of the Board



Company Secretary
Clare Craven

Dated 19 March 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING

Important Voting Information

Entitlement to attend and vote

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of PAC shares as at 7:00pm (AEST) on 16 April 2024 will be entitled to attend and vote at the EGM as a Shareholder. If more than one joint holder of shares is present at the EGM (whether personally, by proxy, by attorney, or by representative) and tenders a vote, the vote of the holder named first in the register is accepted to the exclusion of any other.

Appointment of Proxy

If you are a Shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the *Corporations Act 2001* (Cth) (the Act) to exercise its powers as proxy at the EGM.

A proxy need not be a Shareholder of PAC.

A Shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the Shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the Shareholder's votes.

To be effective, the proxy must be received at PAC's Share Registry no later than 10:30am (AEST) on 16 April 2024 (48 hours before EGM). Proxies must be received before that time by one of the following methods:

Online: Lodge your vote online: www.investorvote.com.au

For Intermediary Online subscribers only (custodians): www.intermediaryonline.com

By mail: Pacific Current Group Limited c/o - Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia

By facsimile: 1800 783 447 (within Australia) +61 3 9473 2555 (from outside Australia)

By delivery in person: Computershare Investor Services Pty Limited 452 Johnston Street Abbotsford Victoria 3067 * during business hours Monday to Friday (9:00am to 5:00pm).

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Proxy forms are also available to download on PAC's website at:

<https://paccurrent.com/shareholders/document-library/annual-general-meeting/>

Proxies signed under Power of Attorney

If a proxy form is signed under a power of attorney, then both the proxy form and the original power of attorney under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by PAC's Share Registry no later than 10:30am (AEST) on 16 April 2024, being 48 hours before the EGM.

IMPORTANT: If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolution 1, then by submitting the proxy form you will be expressly authorising the Chair of the Meeting to exercise your proxy on the relevant resolution. The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 1.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Voting at the Meeting

The proposed resolution at this Meeting will be conducted by a poll, rather than on a show of hands.

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the EGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative should bring to the EGM a properly executed letter or other document confirming its authority to act as the company's representative. A Certificate of Appointment of Corporate Representative form may be obtained from PAC's Share Registry or online at www.investorcentre.com/au and select "Printable Forms".

CONDUCT OF MEETING

PAC is committed to ensuring that its Shareholder meetings are conducted in a manner which provides those Shareholders (or their proxy holders) who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally. PAC will not allow conduct at any Shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chair of the Meeting will exercise his powers as the Chair to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

PARTICIPATION IN THE EGM

There are two ways shareholders and interested parties can participate in the EGM:

- Physical Meeting: Shareholders and visitors may attend the meeting in person at the venue as previously noted. Shareholders and Proxyholders can vote and ask questions during the meeting.
- Online Audio Webcast: Shareholders and Proxyholders can listen to the proceedings live and view the presentation, but will not be able to ask questions or vote at the meeting via the audio webcast. The audio webcast of the EGM will be available via pre-registration at https://paccurrent.zoom.us/webinar/register/WN_NvrbLCGfRnObMfs1EBvdmA

Please note that there may be a short thirty second broadcast delay when listening to the webcast.

To ensure that as many shareholders as possible have the opportunity to ask questions, shareholders are requested to observe the following guidelines:

- all Shareholder questions should be stated clearly and should be relevant to the Business of the Meeting;
- if a Shareholder has more than one question on an Item, all questions should be asked at the one time; and
- Shareholders should not ask questions at the Meeting relating to any matters that are personal to the Shareholder.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Explanatory Notes

1. Overview of Proposed Transaction

Background

Following the conclusion of PAC's strategic transaction process in November 2023, PAC has been considering opportunities to unlock value on behalf of shareholders.

As part of this process, the PAC Board has considered the future strategic direction of the Company, having regard to a number of factors including the valuations offered as part of the recent strategic transaction process conducted in 2023, feedback received from several major shareholders on value, likely liquidity events in PAC's portfolio, the cost structure required to support the firm's business, and PAC's current and historical share price discount to the fair value of PAC's investments.

Proposed Transaction

On 15 March 2024, PAC entered into agreements to externalise investment management by appointing an affiliate of GQG Partners Inc. (ASX: GQG) (**GQG**) to provide investment management services to PAC and has also agreed to sell three boutique investments to another affiliate of GQG (**Buyer**) (together, the **Proposed Transaction**).

The majority of PAC's US-based employees, including the investment team led by current PAC Managing Director, Chief Executive Officer and Chief Investment Officer Paul Greenwood, would become full time employees of GQG, ensuring continuity while providing PAC a significantly lower cost structure more appropriate for the nature of its portfolio going forward.

PAC will appoint an affiliate of GQG to provide investment management services to PAC for two years, with the possibility of extending the relationship upon mutual agreement (the **Externalisation**). Paul Greenwood will act as portfolio manager, and the PAC Board will continue to consider and approve all major portfolio and company actions. Paul Greenwood would step down from the PAC Board at the time of completion of the Proposed Transaction.

The investment management fee will be 0.75% of the fair value of PAC's investment portfolio (excluding cash). In conjunction with the Externalisation, PAC will restructure its back office functions in the United States. The Externalisation together with a restructure of PAC's US back office operations is expected to result in an immediate net cost saving for PAC of approximately A\$6m compared to 1H24 on an annualised basis, with the potential for further cost savings as the PAC operating model continues to simplify.

PAC will receive US\$71.25m from the Buyer for its holdings in Proterra Investment Partners (**Proterra**), Cordillera Investment Partners (**Cordillera**), and Avante Capital Partners (**Avante**) (together, the **Investment Assets**). In connection with the sale of PAC's interest in Avante, the Buyer will also become responsible for future deferred and contingent consideration payments outstanding as at the date of completion of the Proposed Transaction. PAC will also have the right, but not the obligation, to invest in any GQG sponsored investment vehicles focused on GP stakes.

The agreements also set out the manner in which GQG will make offers of employment to certain of PAC's US-based employees, enable the assignment of the lease at PAC's office in Tacoma, and the licencing of certain investment record data maintained by PAC to GQG primarily comprising certain records, data and other information of PAC and its affiliates for certain limited purposes, including in connection with the PAC Copyrights and the PAC Trademarks.

Additional detail on the agreements is set out in Sections 2 and 3 below.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Rationale for the Proposed Transaction

The Board considers that the Proposed Transaction is in the best interests of the Company as:

- It results in a substantial reduction of PAC's expense structure. The externalisation and back office restructure is expected to result in an immediate net cost saving for PAC of approximately A\$6m compared to 1H24 on an annualised basis, with the potential for further cost savings as the PAC operating model continues to simplify;
- The arrangements with GQG maintain continuity in the management of PAC's current portfolio, including the ongoing involvement of Paul Greenwood as portfolio manager;
- It preserves optionality for PAC to continue investing in boutique asset managers, including in GP stakes opportunities through GQG sponsored vehicles;
- It monetises part of PAC's portfolio at an attractive price; and
- PAC retains a portfolio of investments that have attractive value upside relative to PAC's current share price.

The PAC Board is considering the most appropriate uses of the proceeds from the Proposed Transaction, together with receipts from the recent sale of PAC's investment in GQG. It is currently anticipated that a significant amount of the aggregate proceeds will be returned to PAC shareholders and work is being undertaken to determine the most appropriate mechanism by which this will occur, which may include a share buyback. A further update on potential capital management initiatives is anticipated to be provided to PAC shareholders prior to the EGM.

Director's Recommendation

The Board (other than Paul Greenwood, who makes no recommendation on account of the fact that he is a director of GQG) unanimously recommends Shareholders vote in favour of the Resolution.

Each PAC Director intends to vote all Shares over which he or she has control, or in which he or she has a relevant interest, in favour of the Resolution.

Intentions if not approved

If PAC Shareholder approval is not received, GQG will have the right to terminate the relevant transaction documentation and cease to pursue the Transaction.

Shareholder voting intention statement

As set out in the Company's ASX Announcement on 15 March 2024:

- River Capital Pty Ltd (**River**) (on its own behalf and on behalf of its related bodies corporate) has confirmed to PAC that it will vote all shares held or controlled by them (or in respect of which they have a relevant interest) on the date of the PAC shareholder meeting, in favour of the Proposal. It currently holds 19.8%.
- In the absence of a superior proposal and subject to Perpetual Limited (**Perpetual**) continuing to hold its PAC shares on the date of the EGM to vote on the Proposal, Perpetual will vote all of its shares in favour of the Proposal. Perpetual currently has a holding of 15.0% in PAC.

Third Party Approvals

The sale of the Investment Assets is contingent upon the receipt of regulatory approvals. In particular the sale of Proterra, will be contingent on receiving UK Financial Conduct Authority approval and the sale of Avante on receiving approval from the US Small Business Administration.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Under the terms of its investment in the Boutiques, PAC is required to receive consent on a sale of its holding from each of Proterra, Cordillera and Avante. There are other conditions precedent to completion of the Proposed Transaction, set out in section 2 below.

Vesting of Long Terms Incentives

Should the Proposed Transaction complete, the PAC Board intends to vest all outstanding options and substantially all performance rights in full in accordance with the discretion accorded by the long term incentive (**LTI**) plan. The PAC Board believes that the intended objectives of the LTI plan, namely shareholder value creation, will have been achieved by enacting the Proposal.

The LTI will be predominantly payable in PAC shares, indicatively equating to a ~2% increase in PAC shares on issue, potentially with a portion in cash. 40% of the LTI shares will be held in escrow in line with the GQG investment management period.

2. Transaction Implementation Deed

GQG Partners LLC (**GQG**), GQG Private Capital Solutions Master Fund (US) I, LP (**GQG Master Fund**), PAC, Northern Lights MidCo LLC (**MidCo**) and Northern Lights Capital Group, LLC (the **Sellers**) have entered into the Transaction Implementation Deed (**Deed**) to effect the Proposed Transaction, which includes the GQG Master Fund purchasing the Investment Assets, GQG making offers of employment to certain US-based PAC employees, the assignment of the lease agreement with respect to the premises located in Tacoma, WA, USA, to GQG, and a licence to use certain investment record data primarily comprising certain records, data and other information of PAC and its affiliates for certain limited purposes, including in connection with the PAC Copyrights and the PAC Trademarks.

The key terms of the Deed include:

- **Assets being sold by PAC** The assets being acquired by the GQG Master Fund are the Investment Assets, being:
 - the limited partnership and other capital and profits interests held by MidCo in Proterra, Avante, and Cordillera, including special limited partnership and other capital and profits interests held by MidCo in certain of Cordillera's funds.
 - MidCo's rights and interests under certain Boutique agreements in respect of the Boutiques;
- **Ancillary Agreements** certain ancillary agreements will be entered into relating to the following matters:
 - assignment of the lease to PAC's office located at 909 A Street, Suite 810, Tacoma WA 98402, USA to GQG;
 - offers of employment by GQG or its affiliate to certain of PAC's US-based employees, including Paul Greenwood and Trent Erickson; and
 - a licence to use certain investment record data primarily comprising certain records, data and other information of PAC and its affiliates for certain limited purposes, including in connection with the PAC Copyrights and the PAC Trademarks.
- **Consideration:** The total consideration to be paid by GQG to PAC at closing in connection with the Proposed Transaction (Completion) will be an aggregate amount in cash equal to US\$71,250,000.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- **Investment Services:** After the date of the Deed, PAC and GQG must document a full form Investment Services Agreement consistent with the agreed terms, summarised in section 3.
- **Board Voting Intention:** Each member of the PAC Board intends to vote all PAC shares they control in favour of the Proposed Transaction;
- **Conditions Precedent:** There are four conditions precedent to Completion of the Proposed Transaction, summarised below:
 - (PAC Shareholder Approval) PAC Shareholders pass the shareholder resolution subject to this Notice of Extraordinary General Meeting on or before 19 April 2024 (or such later date as may be agreed in writing between PAC and GQG);
 - (Regulatory Consents) All required consents, approvals or waivers required by the United States Small Business Administration and the United Kingdom Financial Conduct Authority (if any), in each case, in connection with the sale, purchase and transfer of the interests in the Investment Assets, as well as any other regulatory approvals identified by the parties have been obtained and not withdrawn;
 - (Boutique Consents prior to Completion) PAC provides evidence satisfactory to GQG that all Boutique consents have been obtained on an unconditional basis and no Boutique consent has been withdrawn, conditioned, or revoked; and
 - (Boutique Agreements prior to Completion) With respect to certain Boutique agreements, PAC provides evidence to GQG that MidCo's rights and obligations under the relevant Boutique agreements have been novated to the GQG Master Fund under the applicable Boutique consents with effect on and from Completion.
- **Warranties and indemnities:** PAC and the Sellers have provided a customary warranty package to GQG, including warranties in relation to corporate authorisation, power and capacity, incorporation, solvency, no regulatory approvals are required to enter into the Deed, no regulatory action or litigation, limited warranties in relation to PAC's recent financial statements, a set of limited employee-related warranties, and a warranty that no PAC Material Adverse Change (as defined) has occurred at the date of the Deed. In summary, a PAC Material Adverse Change means an event which has resulted in (or would be reasonably likely to result in) a material adverse effect on any of the assets being acquired (including, without limitation, with respect to the financial position, profitability or prospects of a Boutique or the key management, sales or other fundamental transactions of the boutiques being sold) or any of the Boutiques.
- **Break fee regime:** PAC will be liable to pay a break fee to GQG equal to US\$712,500 in the event that:
 - any director of PAC fails to recommend, or adversely qualify or withdraw, their recommendation to PAC Shareholders in relation to the Proposed Transaction;
 - GQG terminates the Deed for a GQG Termination Event (defined below);
 - prior to Completion, a competing proposal is announced by a third party and within 12 months after that occurring, the third party or an associate completes the competing proposal; or
 - one of the following occurs (**a PAC Shareholder Meeting Adverse Event**):

NOTICE OF EXTRAORDINARY GENERAL MEETING

- the Resolution to approve the Proposed Transaction is not approved by the requisite majority of PAC Shareholders at the Meeting;
 - a meeting of PAC Shareholders to consider the Resolution is not held on or before 19 April 2024 (or such later date as may be agreed in writing between PAC and GQG) or the business of the PAC Shareholder meeting is not concluded or determined by that date; or
 - the Resolution is not approved by the requisite majority of PAC Shareholders on or before 19 April 2024 (or such later date as may be agreed in writing between PAC and GQG).
- **Limitation of GQG Liability:** GQG and the GQG Master Fund's liability if the Transaction Implementation Deed is terminated before Completion is US\$712,500.
 - **Termination rights:** PAC or GQG may terminate the Deed if:
 - the case of the GQG Master Fund, one of the PAC parties to the Transaction Implementation Deed, or (ii) in the case of PAC, the GQG Master Fund or GQG, has materially breached the Deed or has breached a fundamental warranty under the Deed;
 - Completion has not occurred by a date within 5 months of signing; or
 - there is a restraint which permanently prevents, prohibits, or makes illegal the Proposed Transaction.

GQG may terminate the Deed if a GQG Termination Event Occurs including where (i) PAC or a Seller materially breaches the Deed or breaches a fundamental warranty; (ii) there has been a PAC Material Adverse Change; (iii) a PAC Shareholder Meeting Adverse Event occurs (defined above); (iv) the directors of PAC fail to recommend, or adversely qualify or withdraw, their recommendation to PAC Shareholders in relation to the Proposed Transaction; (iv) certain adverse events occur in respect of key persons within the Boutiques; or (v) an insolvency event occurs in respect of PAC, a Seller or any Boutique (each a **GQG Termination Event**):

- **Exclusivity** PAC has agreed to provide exclusivity on the terms summarised in the Company's ASX Announcement announcing the transaction on 15 March 2024
- **Closing:** The parties contemplate closing the Proposed Transaction as soon as possible following satisfaction of the Conditions Precedent, and in any event no later than 5 business days after, the last condition is satisfied (summarised above).

3. Investment Services Agreement

As part of the Proposed Transaction, GQG and PAC intend to enter into the Investment Services Agreement for the proposed ongoing investment services in connection with the management of PAC's business to be provided by GQG (or its nominee) (ISA). The Key Terms of the ISA will be as follows:

- **Term:** Two years unless terminated earlier or extended by mutual agreement. The ISA shall be terminated:
 - by PAC within 90 days' prior written notice;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- by GQG if PAC is delisted from the ASX; or
 - by either party on 90 days' written notice if Paul Greenwood is no longer employed or affiliated with GQG; and
 - by either party for Cause.
 - with the written consent of both parties.
- **Services:** Services to be provided under the Investment Services Agreement primarily include portfolio management, shareholder communications and board reporting. The services do not include international travel, roadshows, investment recommendations unrelated to existing portfolio companies or shareholder matters such as PAC corporate transactions, dividends or stock buybacks.
 - **Fees:** The management fee shall be equal to 0.75% of the fair value of PAC's existing portfolio investments, as reflected on PAC's annual audited and semi-annual unaudited financial statements subject to a minimum fee for the term of US\$2.5 million.

PACIFIC CURRENT GROUP LIMITED
ABN 39 006 708 792

NOTICE OF EXTRAORDINARY GENERAL MEETING

Registered Office:

Pacific Current Group Limited
Suite 3, Level 3 257 Collins Street
Melbourne VIC 3000

Telephone:

+61 3 8375 9611

Email:

info@paccurrent.com

Pacific Current Share Registry

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria 3001

Telephone:

1300 850 505 (within Australia)

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Facsimile:

1800 783 447 (within Australia)

+61 3 9473 2555 (outside Australia)

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For Intermediary Online subscribers only (custodians):

www.intermediaryonline.com

Lodge your vote online:

www.investorvote.com.au

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PACIFIC CURRENT GROUP

Pacific Current Group Limited
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Need assistance?



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Online:

www.investorcentre.com/contact

PAC

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by
10:30am (AEST) on Tuesday, 16 April 2024.

Pacific Current Group Limited Extraordinary General Meeting

Dear Shareholder,

The Pacific Current Group Limited Extraordinary General Meeting will be held on **Thursday, 18 April 2024 at 10:30am (AEST)**. You are encouraged to participate in the meeting as follows:



ATTENDING THE MEETING

The meeting will be held as a physical meeting in the **Yarra Suite, Marriott Hotel, Cnr Lonsdale & Exhibition Streets, Melbourne, VIC, 3000.**

Webcast: An audio webcast of the AGM will be available to shareholders to listen to the proceedings and view the presentation.

NOTE: Shareholders who listen to the proceedings and view the presentation online **will not be able to vote or ask questions online via the webcast during the meeting.** The audio webcast can be accessed via pre-registration at https://paccurrent.zoom.us/webinar/register/WN_NvrblCGfRnObMfs1EBvdmA



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: 19999999999

PIN: 99999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Meeting Materials are also available online at the Company's website, <https://paccurrent.com/shareholders/document-library/annual-general-meeting/>

If you are unable to access the Meeting Materials online, please call Computershare should you require a hard copy. No hard copies of meeting documents will be mailed to Shareholders unless requested.

For your proxy appointment to be effective it must be received by **10:30am (AEST) on Tuesday, 16 April 2024.**

Proxies may also be lodged by using any of the following methods:

- returning a completed Proxy Form by post to: Computershare Investor Services, GPO Box 242, Melbourne Victoria 3001
- faxing a completed Proxy Form to '1800 783 447' (within Australia) '+613 9473 2555' (outside Australia)
- delivery by hand to: Computershare Investor Services Pty Limited, 452 Johnston Street, Abbotsford Victoria 3067 during business hours Monday to Friday (9:00am to 5:00pm) and subject to public health orders and restrictions
- for intermediary online subscribers only (custodians), submit your voting intentions via www.intermediaryonline.com

As a valued shareholder of the Company, we look forward to your participation in the Meeting.

Tony Robinson
Chair
Pacific Current Group Limited

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Samples/000001/000001

PACIFIC CURRENT GROUP

Pacific Current Group Limited
ABN 39 006 708 792

Need assistance?

**Phone:**

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

**Online:**

www.investorcentre.com/contact

PAC

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30am (AEST) on Tuesday, 16 April 2024.**

Proxy Form

How to Vote on the Item of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite the item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on the item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

■ **Proxy Form**

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Pacific Current Group Limited hereby appoint

☐

the Chair
of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Pacific Current Group Limited to be held in the Yarra Suite, Marriott Hotel, Cnr Lonsdale & Exhibition Streets, Melbourne, VIC, 3000 on Thursday, 18 April 2024 at 10:30am (AEST) and at any adjournment or postponement of that meeting.

Step 2

Item of Business

PLEASE NOTE: If you mark the **Abstain** box for the item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Transaction with GQG and transition to externally managed investment company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chair of the Meeting intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on the resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /
Date

Update your communication details *(Optional)*

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically



Pacific Current Group Limited
ABN 39 006 708 792

Please return this form to our Share Registry via either of the below methods.

Fax: 1800 783 447 (within Australia)
61 3 9473 2555 (outside Australia)