

# International Growth

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# Our stewardship principles

Baillie Gifford's overarching ethos is that we are 'Actual' investors. That means we seek to invest for the long term. Our role as an engaged owner is core to our mission to be effective stewards for our clients. As an active manager, we invest in companies at different stages of their evolution across many industries and geographies, and focus on their unique circumstances and opportunities. Our approach favours a small number of simple principles rather than overly prescriptive policies. This helps shape our interactions with holdings and ensures our investment teams have the freedom and retain the responsibility to act in clients' best interests. Where possible we consider all asset classes within the framework of our stewardship activities. We seek to apply the most appropriate ownership tools to each holding in delivering our objectives. For more information about how we live these principles please see our ESG integration approach, found on the Baillie Gifford [website](#).

## Long-term value creation

We believe that companies that are run for the long term are likely to be better investments over our clients' time horizons. We encourage our holdings to be ambitious, focusing on long-term value creation and capital deployment for growth. We know events will not always run according to plan. In these instances we expect management to act deliberately and to provide appropriate transparency. We think helping management to resist short-term demands from shareholders often protects returns. We regard it as our responsibility to encourage holdings away from destructive financial engineering towards activities that create genuine value over the long run. Our value will often be in supporting management when others don't.

## Alignment in vision and practice

Alignment is at the heart of our stewardship approach. We seek the fair and equitable treatment of all shareholders alongside the interests of management. While assessing alignment with management often comes down to intangible factors and an understanding built over time, we look for clear evidence of alignment in everything from capital allocation decisions in moments of stress to the details of executive remuneration plans and committed share ownership. We expect companies to deepen alignment with our clients, rather than weaken it, where the opportunity presents itself.

## Governance fit for purpose

Corporate governance is a combination of structures and behaviours; a careful balance between systems, processes and people. Good governance is the essential foundation for long-term company success. We firmly believe that there is no single governance model that delivers the best long-term outcomes. We therefore strive to push back against one-dimensional global governance principles in favour of a deep understanding of each company we invest in. We look, very simply, for structures, people and processes which we think can maximise the likelihood of long-term success. We expect to trust the boards and management teams of the companies we select, but demand accountability if that trust is broken.

## Sustainable business practices

A company's ability to grow and generate value for our clients relies on a network of interdependencies between the company and the economy, society and environment in which it operates. We expect holdings to consider how their actions impact and rely on these relationships. We believe long-term success depends on maintaining a social licence to operate and look for holdings to work within the spirit and not just the letter of the laws and regulations that govern them. Material factors should be addressed at the board level as appropriate.

## Case study: WiseTech Global

In October, 2024, media reports alleged the founder and CEO of WiseTech, Richard White, had engaged in inappropriate personal conduct. Concerned with the implications of Mr White's continued involvement and the company's culture, we engaged with the chair of the board, Richard Dammary, to discuss his thoughts and the board's intentions going forward. We found the call helpful, however, by February 2025, relations within the board deteriorated to the extent that Mr Dammary and three other independent directors resigned, citing irreconcilable differences over Mr White's future role.

We then held a call with Mr White and interim CEO Andrew Cartledge, to discuss these developments. We explored White's new position as executive chair, his perspective on succession planning, and the challenges of recruiting independent directors amidst

heightened media scrutiny. We also reflected on past examples of successful leadership transitions. The discussion deepened our understanding of recent events and enabled us to share our view directly with Richard White: while his continued presence may be beneficial to clients, it must be supported by a strengthened governance framework. A successful long-term investment in WiseTech relies on it emerging as a stronger organisation by the time White eventually steps back, with restored governance and trust.

This is a stewardship priority that we expect to continue for a number of years. After the reporting date we held a call with Andrew Harrison, newly appointed lead independent director and former chair of the board, to better understand how the reconstruction of the board has been going. Calls like these are helpful inputs for our overall conviction in WiseTech's probability of success on our investment time horizon.





# International Growth's approach to stewardship

**For International Growth, stewardship comprises two ideas. Our role as a responsible owner, and the role of the companies in which we invest as responsible operators. Good stewardship is about having clarity around these two roles and aligning expectations.**

## **As responsible owners – what companies can expect from us**

When we appear on a company's shareholder register, they should know that as a responsible owner, they can expect the following from us:

### **We are long-term and engaged owners**

We are long-term because we believe it is the best way for us to add value for our clients.

We are engaged because every investment decision is based on in-depth research and an abundance of choices—we don't have accidental or incidental holdings. Every interaction with us should demonstrate our care and commitment. We are not operators, so we cannot tell a company what to do, but we are not ignorant, so we can share an educated perspective.

### **We invest in holistic businesses**

We invest in businesses, and those businesses are more than their financial statements. They are actual things, out in the world, having impacts and consequences. They delight customers, out-compete rivals, and catch the attention of regulators. They grow and they fail, in a way that is captured after the fact in the accounts. Understanding how holistic businesses grow and succeed in the long term is crucial to our ability to add value for our clients.

### **We lean into uncertainty and trade-offs**

The further you turn your attention towards the future, the greater the uncertainty you must contend with. That is our greatest challenge and our most profound opportunity. One of the ways we navigate this is by identifying trade-offs. We cannot spend our time on everything, and we cannot be everything to all people. The important thing is to be upfront about those trade-offs, and consistently pragmatic about the uncertainty inherent in our role as investors on our clients' behalf.

## **As responsible operators – what we expect from companies**

### **They are long-term, deliberate, and thoughtful**

Companies that are run for the long term are likely to be better investments for our clients' time horizons. When you have a long-term time horizon you see that as the situation changes the best course of action will change. Sometimes the right choice is to invest for growth, sometimes it is to cut costs, and sometimes to issue equity. The important thing is that whatever the decision, it is deliberate and thoughtful, meaning they haven't had their decision tree trimmed by external short-term agents.


### **They conduct themselves as holistic businesses**

The ability for a company to grow and generate value for our clients is reliant on a network of interdependencies between that company and the economy, society and environment it operates in. Responsible conduct means being attentive to these relationships and fostering mutually beneficial dynamics that are resilient in the long term.

### **They seek to always increase alignment with our clients**

Alignment is more than shareholding and agency costs. It is about perspective. How you calibrate what is vital from what is negotiable. Having a bias to growth, experimentation, and being counter-consensus. Where the opportunity presents itself, we expect companies to deepen alignment with our clients rather than weaken it.

These are fundamental expectations which characterise our approach to stewardship. But they are contours, not content. The precise detail of how these expectations are lived will differ depending on the company in question. They will also change for a given company as it grows and thrives.



Crucially, all of this is about delivering returns for our clients, it is the impetus for our stewardship and ultimately the measure of our success.

# Engagement examples

We use our stewardship principles to frame our engagements. The map below contains examples of how we apply the principles in practice across regions and ESG topics.



Long-term value creation



Alignment in vision and practice



Governance fit for purpose



Sustainable business practice

## USA

**Tesla** ② ③

Ahead of Tesla's 2024 AGM, we spoke with board chair Robyn Denholm and the general counsel to understand the rationale behind proposals to reincorporate in Texas and ratify Elon Musk's 2018 award. These discussions, supplemented with legal input, informed our voting. We opposed reincorporation and supported ratification, recognising strategic implications.

## Brazil

**MercadoLibre** ① ② ③ ④

Engagements with MercadoLibre's senior leadership in 2024 confirmed a shared focus on building long-term digital and financial infrastructure across Latin America. Reinvestment in logistics, fulfilment, and fintech is being prioritised over short-term gains. Management emphasised a disciplined risk approach, avoiding fractional banking and scaling credit cautiously amid volatility. MercadoLibre's sustainability efforts are visible in its logistics strategy, with investments in fulfilment centres, routing tech, and automation to improve efficiency while reducing cost and environmental impact.

## France

**Soitec** ② ③

We spoke with the chair of the remuneration committee, Delphine Segura Vaylet, following the AGM to raise concerns over the complexity of executive pay and low ownership thresholds. Delphine welcomed our feedback and requested our updated remuneration principles. The discussion was constructive and promotes ongoing dialogue between both parties on governance of executive pay.

## Netherlands

**Adyen** ① ② ③

We met with senior management, including newly appointed chief technology officer Tom Adams, to discuss the aspects of the organisation that are undergoing change, for example in breaking down silos across the organisation, and the elements of their culture that they are deliberately maintaining. This discussion on strategic direction and operational execution reinforced our confidence in Adyen's potential upside from here.

**ASML** ① ②

We visited ASML's Eindhoven facility to meet new CEO Christophe Fouquet and senior executives. Fouquet's vision of distributed leadership and customer-centric strategy, alongside plans to reduce cost per exposure, marked a thoughtful evolution. The engagement reinforced our confidence in the company's long-term strategy and ability to navigate industry complexity.

## South Korea

**Coupang** ② ③ ④

We met with the Investor Relations team to discuss Coupang's approach to emissions disclosure and workforce practices. While cautious about premature public disclosure, the company acknowledged the importance of transparency and is considering publishing long-term injury frequency rates (LTIFR). Discussion of labour practices highlighted their focus on safety and sustainable operations, and we will continue to monitor the development of their climate disclosure narrative closely in future engagements.

## China

**Tencent** ③ ④

We engaged with Tencent to better understand its data governance practices and social impact initiatives. The company has enhanced transparency and reiterated its commitment to privacy standards. We also discussed its RMB 10 billion youth science programme. Our engagement affirmed Tencent's proactive approach to stakeholder collaboration and evolving global expectations.

## China

**PDD** ② ③

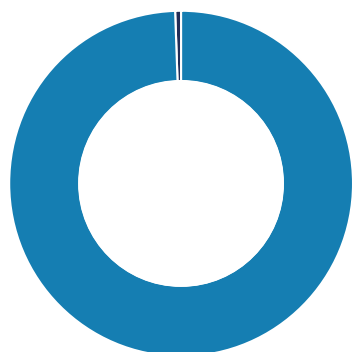
PDD is one of China's largest e-commerce platforms and has experienced remarkable growth, but its publicly available disclosures and communications with investors has proven at times challenging. We engaged with PDD to discuss its VIE structure and emissions-related disclosures. Management talked us through how they understand the benefits of their particular VIE structure, particularly the relative simplicity compared to peers, and their internal efforts to develop emissions disclosures.



# Proxy voting

## Examples

### Elect Director(s)

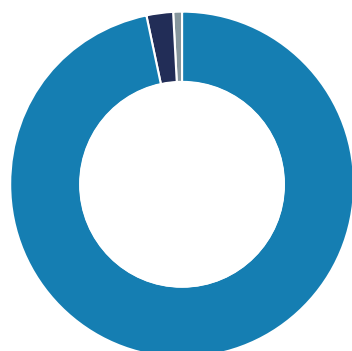


For	99.7%
Against	0.3%
Abstain	0.0%

#### Election of Directors - Delivery Hero

Delivery Hero is a global online food ordering and delivery platform. We voted against the election of an activist investor to the board despite the board recommending that shareholders support their election. This decision followed engagement with the company, during which we discussed this director's contributions to the board's work. We believe involving this activist in the governance of the company risks shortening time horizons and would prefer board representation to be broadly proportional to economic interest.

### Remuneration

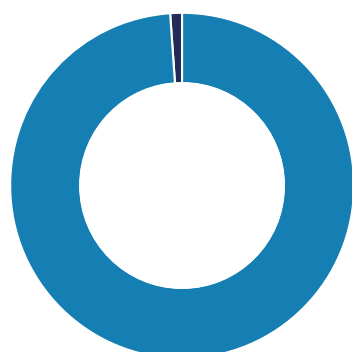


For	97.0%
Against	2.3%
Abstain	0.8%

#### Remuneration – VAT Group

VAT Group is a Swiss industrial company specialising in the development, manufacturing, and supply of high-end vacuum valves, vacuum systems, and related services. Following engagement with the company, we voted against the remuneration report due to concerns with the potential for threshold payouts for relative underperformance.

### Capital authorities



For	99.0%
Against	1.0%
Abstain	0.0%

#### Capital Authorities – Wizz Air

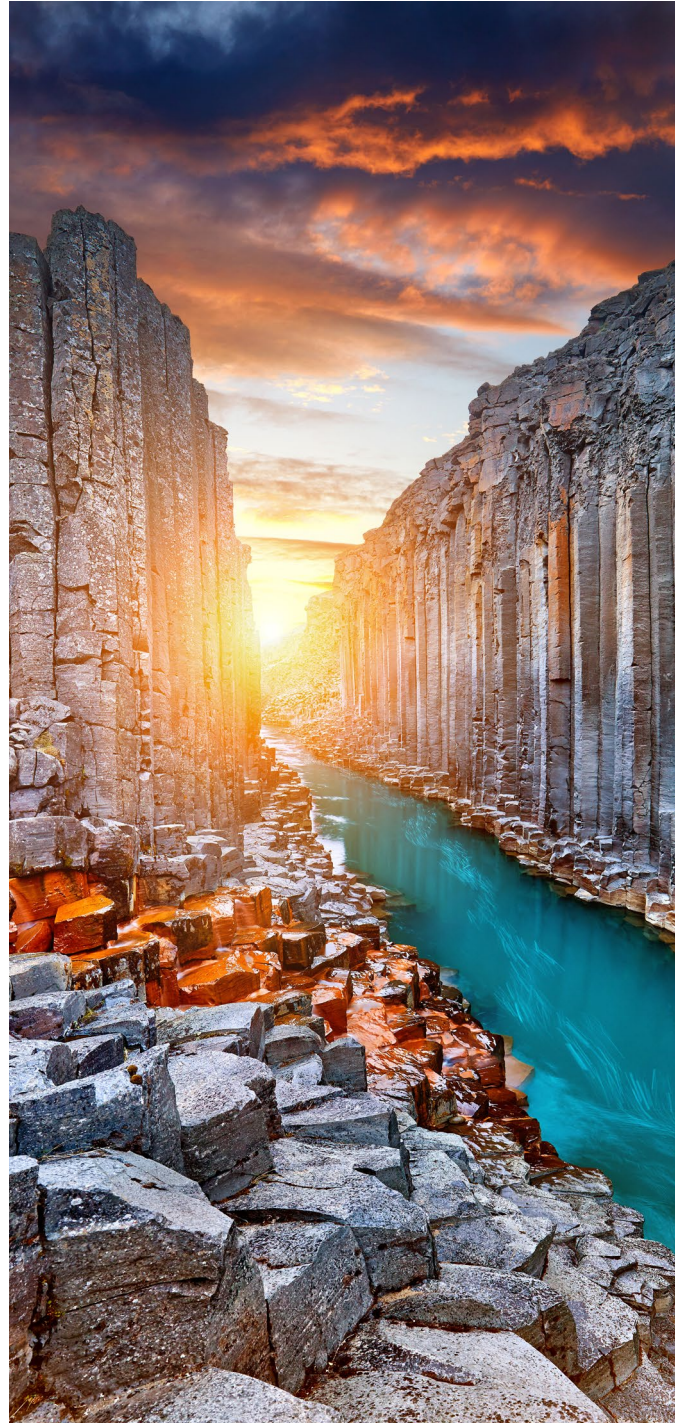
Wizz Air is a Hungarian ultra-low-cost carrier group headquartered in Budapest and listed on the London Stock Exchange. We voted against a capital authority to disapply pre-emption rights due to concerns that the requested authority was in excess of what we would reasonably expect the company to use. The resolution subsequently failed to receive sufficient support to pass.

# International Growth and climate

International Growth adds value for clients by being patient owners of exceptional growth companies. To do our job well we must adhere to a long-term time horizon, and the sustainability of a business's activities is a direct function of that time horizon. Therefore, climate change is a potentially material factor in the context of investment returns, for both upside and downside, across our portfolio. International Growth's work on climate is focused on two points of integration:

- **Opportunity** – The transition will present opportunities for value creation that meet the growth and quality profile we look for in potential holdings. Integrating climate into our investment process must help us identify these potential outliers. Chinese EV company BYD, Lithium mining company Ganfeng Lithium, and Italian high voltage cable company Prysmian are good examples of these.
- **Potential** – There will be companies who are not themselves driving the transition but for whom the success or otherwise of the transition will be relevant to their ability to grow. Assessing a company's alignment with different climate futures is about better calibrating the probability of outlier returns. Examples of companies where their upside might be influenced by different climate scenarios include semiconductor foundry TSMC, low-cost airline Wizz Air, and Swedish industrial tools and equipment manufacturer Atlas Copco.

Importantly, our role is not to run away from risk but to strive to be deliberate and thoughtful about the risks we are taking on behalf of our clients. In this sense, climate is no different to any other macro factor that might affect both individual holdings and the portfolio as a whole. Our approach to climate is therefore tightly integrated with our investment process, which in turn reflects our philosophy and broader stewardship approach.



# Key climate metrics

As at 31 March 2025

## Emissions Metrics

### Total carbon emissions from assets held by the portfolio

The total emissions of the portfolio represent the absolute greenhouse gas emissions from assets held, allocated on a proportional basis. This means a portfolio holding 1% of a company's enterprise value would be attributed 1% of the company's emissions. This metric will vary due to portfolio size and is therefore not recommended for direct comparison with other portfolios.

	Portfolio		
	2023	2024	2025
Total Scope 1&2 emissions (tCO <sub>2</sub> e)	14,871	18,743	31,794
Total Scope 3 emissions (tCO <sub>2</sub> e)	382,301	336,649	261,288
Total Scope 1,2 & 3 emissions (tCO <sub>2</sub> e)	397,172	355,392	293,082

Source: Baillie Gifford, MSCI.

### Carbon footprint of the portfolio

The carbon footprint of the portfolio represents the aggregated GHG emissions per million \$ invested and allows for comparisons of the carbon intensity of different portfolios.

	Portfolio			Benchmark		
	2023	2024	2025	2023	2024	2025
Scope 1&2 emissions (tCO <sub>2</sub> e) per \$m invested	5	6	11	84	82	74
Scope 1,2&3 emissions (tCO <sub>2</sub> e) per \$m invested	135	118	101	605	585	538

Source: Baillie Gifford, MSCI.

### Weighted average carbon intensity (WACI) of the portfolio

The WACI of the portfolio represents the aggregated carbon intensities per \$m revenue of the companies in a portfolio, scaled by size of holding. The WACI metric therefore helps measure a portfolio's exposure to high carbon intensity companies and can be used for comparisons with other portfolios.

	Portfolio			Benchmark		
	2023	2024	2025	2023	2024	2025
Scope 1&2 emissions (tCO <sub>2</sub> e) per \$m invested	19	26	29	164	168	178
Scope 1,2&3 emissions (tCO <sub>2</sub> e) per \$m invested	396	392	383	1,114	1,114	1,066

Source: Baillie Gifford, MSCI.

## Emissions data coverage for the portfolio

These metrics are intended to provide a guide to the level of data coverage for portfolio emissions metrics. For reasons of consistency, we source all emissions data from our data provider. The metrics show the level of reported vs. estimated vs. unavailable data for different emissions scopes for the portfolio.

It is important to note that the data we use for Scope 3 emissions is all estimated. This is because whilst some holdings do report Scope 3 emissions, this typically does not cover all emissions categories within Scope 3, meaning that reported data is not consistent across companies. Estimated Scope 3 data covers all relevant Scope 3 categories and is therefore more consistent.

	Portfolio			Benchmark		
	2023	2024	2025	2023	2024	2025
% of total AUM for which reported Scope 1&2 emissions data from our data provider is used	81	73	91	88	93	90
% of total AUM for which estimated Scope 1&2 emissions data from our data provider is used	12	17	8	12	7	10
% of total AUM for which Scope 1&2 emissions data is not available from our data provider	7	10	1	0	0	0
% of total AUM for which estimated Scope 3 emissions data from our data provider is used	93	92	99	100	100	100

Source: Baillie Gifford, MSCI.



# Conclusion

We believe that long-term, active ownership is the most effective form of stewardship and the best way to deliver enduring value for our clients. Our role goes beyond stock selection: we aim to be responsible owners of exceptional growth businesses, supporting them through periods of change while engaging constructively on issues that matter. In a world shaped by disruption and

uncertainty, we remain focused on the long-term potential of companies with strong cultures, a significant growth opportunity and clear competitive advantages. By maintaining a patient, research-driven approach and aligning ourselves with visionary management teams, we seek to steward capital thoughtfully ensuring our clients benefit from the compounding power of great businesses over time.



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