

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action to be taken please consult your financial adviser or other professional adviser immediately.

PROPOSED SCHEME OF ARRANGEMENT

FOR THE MERGER OF

BAILLIE GIFFORD MULTI ASSET GROWTH FUND
(a sub-fund of Baillie Gifford Investment Funds ICVC, a UK authorised umbrella investment company with variable capital)

WITH

BAILLIE GIFFORD DEFENSIVE GROWTH FUND
(also a sub-fund of Baillie Gifford Investment Funds ICVC)

This document contains a Notice of Meeting of Shareholders of Baillie Gifford Multi Asset Growth Fund. The Meeting is to be held at the offices of Baillie Gifford & Co Limited at Calton Square, 1 Greenside Row, Edinburgh, EH1 3AN on 6 June 2025 at 9.30 a.m.

If you wish to appoint a proxy, you are requested to return the enclosed Form of Proxy in the envelope provided to arrive no later than 9.30 a.m. on 4 June 2025. By completing and returning the Form of Proxy you can still attend and vote at the Meeting in person if you wish.

If you do intend to attend the Meeting in person, for security purposes, you are requested to inform us by calling us on 0800 917 2113 not later than 48 hours before the time of the Meeting.

CONTENTS

	Page No.
Timetable of the Scheme	3
Letter to Shareholders	4
Appendix 1 - Glossary	11
Appendix 2 - Comparison of the principal features of the Merging Fund and the Continuing Fund	13
Appendix 3 - Scheme of arrangement for the merger of the Merging Fund with the Continuing Fund	19
Appendix 4 - Consents, Clearances and Documents for Inspection	24
Appendix 5 - Procedure for Meeting of Shareholders	25
Appendix 6 - Notice of Meeting of Shareholders	26
Representative Key Investor Information Document relating to the Continuing Fund	
Form of Proxy	

Timetable of the Scheme

ACTION	DATE
Qualification date for Shareholder voting (record date)	23 April 2025
Dispatch documentation to Shareholders	30 April 2025
Proxy forms to be returned by	9.30 a.m. on 4 June 2025
Meeting of Shareholders in Merging Fund	9.30 a.m. on 6 June 2025
Adjourned Meeting of Shareholders in Merging Fund (if required)	9.30 a.m. on 13 June 2025

Subject to the approval of Shareholders at the Meeting on 6 June 2025 or any adjournment thereof:

ACTION	DATE
Cut-off for receipt of deals in Merging Fund	9.59 a.m. on 27 June 2025
Final valuation point of Merging Fund for the purposes of dealing	10 a.m. on 27 June 2025
Suspension of dealing in Merging Fund	10.01 a.m. on 27 June 2025
Final distribution period for Merging Fund ends and calculation of Merging Fund Value	After 10 a.m. on valuation point on 27 June 2025 and immediately before the Effective Date
Effective Date of the Scheme	10.01 a.m. on 27 June 2025
First valuation point for dealing in New Shares	10 a.m. on 30 June 2025
Notification of shareholding in the Continuing Fund dispatched to shareholders	Within one week after the Effective Date
Payment date of final distribution for Merging Fund	Within 2 months following the Effective Date
Distribution payment date for Continuing Fund (first after Effective Date)	31 August 2025
End of annual accounting period for Continuing Fund (first after Effective Date)	31 December 2025

Please note that these times and dates may differ if the ACD and the Depositary agree that the Effective Date should be later than (although not more than six months later than) 27 June 2025. Should any dates differ from those stated in the above timetable, Shareholders will be notified accordingly.

To: Shareholders of Baillie Gifford Multi Asset Growth Fund (the “**Merging Fund**”), a sub-fund of Baillie Gifford Investment Funds ICVC

30 April 2025

Dear Shareholder:

Proposal for a scheme of arrangement for the merger of the Merging Fund with Baillie Gifford Defensive Growth Fund (the “Continuing Fund”), also a sub-fund of Baillie Gifford Investment Funds ICVC

In this document, unless the context requires otherwise, the terms shall have the meaning set out in the Glossary at Appendix 1.

We are writing to you as a Shareholder in the Merging Fund to inform you of our plans to merge the Merging Fund with the Continuing Fund (the “**Merger Proposal**”) on 27 June 2025 (the “**Effective Date**”), by way of the scheme of arrangement set out in Appendix 3 (the “**Scheme**”). Details of the Merger Proposal and the Scheme, together with details regarding the action you should take and the implications for you as a Shareholder, are set out in this document.

The merger requires the passing of a resolution at a meeting of Shareholders of the Merging Fund (the “**Meeting**”) and in this regard you are invited to vote. We believe that the Merger Proposal is in your best interests as a Shareholder. It is important that you exercise your right to vote and we recommend that you **vote in favour** of the Merger Proposal.

Background to the Merger Proposal

We regularly review the range of funds that we offer to ensure that they continue to meet the needs of investors. We have identified that the Merging Fund is contracting in size, with redemptions exceeding subscriptions, making efficient management of it more difficult. Given this trend of redemptions from the Merging Fund, together with challenging investment performance over recent years, we consider that the Merging Fund has limited prospects for future growth.

The Continuing Fund has the same investment management team and the same investment objective as the Merging Fund. It also invests in similar wide range of different asset classes, including but not limited to: listed equities, developed market government and corporate bonds; emerging market debt, property, commodities, infrastructure and absolute return funds. Due to these similarities we believe that the Merger Proposal is in the best interests of Shareholders.

Our expectation is that the Continuing Fund will provide better value to shareholders than the Merging Fund. We believe that consolidating the Merging Fund and the Continuing Fund to form a larger, combined fund with greater prospects of future growth, leveraging operational efficiencies and economies of scale, will be of benefit to all shareholders. Additionally, the Merger Proposal will allow us to focus on managing a single fund, to simplify operations.

We do not expect that the Merger Proposal will adversely affect the shareholders in the Continuing Fund.

Comparison of the Merging Fund and the Continuing Fund

Principal Similarities:

1. Investment team, philosophy and risk profile

The Funds have the same investment team and the same investment objective. The underlying investment philosophy and process of the Funds are similar (apart from the sustainability characteristics of the Continuing Fund noted below). As such the risk profiles of the Merging Fund and the Continuing Fund are substantially similar, albeit the Continuing Fund has a rating of 3 out of 7 on the Risk and Reward Indicator, whereas the Merging Fund has a rating of 4 out of 7. The Continuing Fund's Risk and Reward indicator is lower than the Merging Fund's due to its broader investment scope, including Insurance Linked Securities (ILS). ILS, linked to natural events like hurricanes, offer low correlation with financial assets, enhancing diversification and reducing volatility and as such the Continuing Fund's inclusion of ILS contributes to its lower risk rating of 3 out of 7, compared to the Merging Fund's 4 out of 7.

2. Annual Management Charge

Another similarity between the Funds is that, up until 31 March 2025, the Annual Management Charge ("AMC") of the class B shares was the same for each of the Funds. However, with effect from 1 April 2025 the AMC of the Continuing Fund was reduced by 0.05%. Class J and P share classes have also been set up in the Continuing Fund and benefit from a 0.05% reduction when compared to the AMC of the class J and P shares in the Merging Fund.

A comparison of the AMCs as at the date of this document is as follows:

Share Class	Merging Fund	Continuing Fund
Class B	0.50%	0.45%
Class C	Nil	Nil
Class J	0.35%	0.30%
Class P	0.35%	0.30%

Principal Differences:

1. Asset Allocation

As at 31 December 2024, the number of stocks held by each was as follows:

	Merging Fund	Continuing Fund
Number of stocks held as at 31 December 2024	128	128

Whilst both Funds hold similar assets, the degree of exposure to the same asset classes differs between the Funds as set out in the table below:

Holding by Asset Class	Multi Asset Growth (%)	Defensive Growth (%)
Infrastructure	25.4	21.2
Listed Equities	22.9	17.0
Insurance Linked	0.0	9.4
Cash and Equivalents	10.6	14.4
Emerging Market Bonds	9.4	9.3
Structured Finance	10.4	8.4
Commodities	7.7	4.6
Property	6.7	7.1
High Yield Credit	5.1	4.6
Investment Grade Bonds	0.0	0.0
Active Rates and Currency	0.0	0.0
Special Opportunities	-0.7	-0.7
Government Bonds	2.6	4.8
Total	100.0	100.0

2. Tax Election

One principal difference between the Funds is that the Merging Fund has been opted into the tax elected fund regime (the “TEF Regime”), whereas the Continuing Fund has not done so. The intention of the TEF Regime is to move the point of taxation from the fund to the investor, so that the investor is taxed as if they had invested in the assets held within the fund directly. Therefore, in a fund that has elected into the TEF regime, no UK corporation tax is typically charged at the level of the Fund.

Funds which are opted into the TEF Regime, such as the Merging Fund, make two types of distribution: a dividend distribution and a non-dividend distribution. Funds which have not elected into the TEF Regime are required to make either dividend distributions or interest distributions. For multi-asset funds that hold a blend of asset types including both equities and interest-bearing investments such as government or corporate bonds, income received by the fund from these interest-bearing investments is taxed within the fund. However, there is no corresponding ability to make an interest distribution to investors and to receive a deduction for the distribution. A fund that has not opted into the TEF Regime is likely to pay UK corporation tax; taxes may reduce distributions paid by the fund and impact the overall growth of your investment.

By way of illustration, the tax saving in the previous five financial years (to 31 December) for the Merging Fund has varied between approximately 0.11% to 0.35% of net asset value per annum by reason of it being a TEF compared to what it would have been if it were not elected into the TEF Regime.

There are comparatively few funds which have opted into the TEF Regime, as many platform service providers (which are a key distribution channel within the UK for many fund providers, such as ourselves) are not able to administratively support and process the different income sources to investors. We have no current plans to elect the Continuing Fund into the TEF Regime.

3. Sustainability Characteristics

The other principal difference between the Funds is that the Continuing Fund has sustainability characteristics, which are disclosed within the Prospectus in compliance with the FCA’s naming and marketing requirements of SDR. A copy of the Continuing Fund’s SDR Sustainability-related disclosure document which provides details of the sustainability characteristics of the Fund is available here: <https://www.bailliegifford.com/literature-library/sustainability-related-disclosures/defensive-growth-fund-sdr-sustainability-related-disclosure-document/>. Please be aware that while the Continuing Fund has sustainability characteristics it does not use a sustainable investment label.

Whilst the investment team adhere to the ACD’s and the Investment Adviser’s internal policies regarding stewardship and responsible investment, the Merging Fund does not have explicit sustainability characteristics.

A fuller comparison of the principal features of the Merging Fund and the Continuing Fund, including a comparison of the investment objectives and policies is set out in Appendix 2. Shareholders will note from this comparison that all the other principal features are generally the same, since the Merging Fund and the Continuing Fund are sub-funds of the same umbrella investment company.

Terms of the Merger Proposal

If the Merger Proposal is approved, on the Effective Date, Shareholders will receive corresponding New Shares in the Continuing Fund of the same type as the Shares they currently hold in the Merging Fund (as set out below), in exchange for the transfer of the assets of the Merging Fund to the Continuing Fund on the terms set out in the Scheme. Shares in the Merging Fund will be deemed to have been cancelled and will cease to be of any value.

The Classes of New Shares to be issued to Shareholders under the Merger Proposal are as follows:

Merging Fund		Continuing Fund	
Class of Share	Type of Share	Class of Share	Type of Share
Class B	Accumulation	Class B	Accumulation
Class B	Income	Class B	Income
Class C	Accumulation	Class C	Accumulation
Class C	Income	Class C	Income
Class J	Accumulation	Class J	Accumulation
Class J	Income	Class J	Income
Class P	Accumulation	Class P	Accumulation

Further details of the charges and other features that apply to holding Shares in the Continuing Fund are set out in Appendix 2.

Distributions

In order to ensure that the Merging Fund is able to gain the benefit of being in the TEF Regime for the period to 27 June 2025, the final distribution to be allocated in respect of both income and accumulation shares in the Merging Fund will be calculated prior to the Effective Date (i.e. before 10.01 a.m. on 27 June 2025). The key dates are set out at the beginning of this document. This is the equivalent of the Merging Fund's interim distribution, usually allocated on 30 June each year.

In respect of accumulation shares in issue in the Merging Fund, any income available for allocation, in respect of the period from the end of the previous accounting period to 27 June 2025, will be transferred to the capital account of the Merging Fund immediately before the Effective Date (i.e. before 10.01 a.m. on 27 June 2025) and will be reflected in the value of New Shares issued to such holders of accumulation shares.

For income shares in issue in the Merging Fund, any income available for allocation, in respect of the period from the end of the previous accounting period to 27 June 2025, will be transferred to the distribution account of the Merging Fund. Within two months of the Effective Date, this income will be distributed to shareholders of the Merging Fund.

Rebalancing the portfolio of the Merging Fund

If the Merger Proposal is approved, to help us implement the Scheme, the Investment Adviser will, as far as possible, align the assets held by the Merging Fund with those held in the Continuing Fund prior to the Effective Date. We call this "rebalancing". The purpose of rebalancing is to try to ensure as best we can, that the assets in the Merging Fund match those in the Continuing Fund. The rebalancing will be carried out during the period from 20 June 2025 to 27 June 2025. As part of this rebalancing, the Investment Adviser will dispose of those stocks within the Merging Fund's portfolio that are not aligned to the investment objective and policy of the Continuing Fund. This may mean that a larger proportion of the Merging Fund is temporarily held as cash (pending reinvestment) during this period, which may cause a technical breach of the Merging Fund's investment policy. The Merging Fund and Continuing Fund are broadly similar at asset class level (as fully set out under "Principal Differences: 1, Asset Allocation" above) with an overlap of 87%, however they hold different stocks to gain exposure to these

asset classes meaning that approximately 39% of the Merging Fund's stocks will be traded during the rebalancing. Please note that the costs of the rebalancing are being met by the ACD. As the Continuing Fund has shareholders and assets attributable to it, it is important to ensure that existing shareholders in the Continuing Fund are not prejudiced by the Merger Proposal. Rebalancing will help to ensure that there is no dilution when the assets are transferred across into the Continuing Fund, reducing the risk of prejudice to existing shareholders of the Continuing Fund.

Procedure and timetable

The timetable of key dates in the implementation of the Scheme, including the passing of the resolution at the Meeting, is set out at the beginning of this document. The procedure for the Meeting, which is to be held at 9.30 a.m. on Friday 6 June 2025, is set out in Appendix 5.

The Scheme itself is set out in Appendix 3, whilst details of the various consents that have been given or obtained in respect of the Merger Proposal are set out in Appendix 4.

The resolution to enable the implementation of the Merger Proposal is set out in the Notice of Meeting in Appendix 6. If approved, it is intended that the Scheme will become effective on the Effective Date, 27 June 2025.

Please note that if the resolution is passed, the Scheme will be binding on all shareholders, whether or not they voted in favour of it, including whether or not they voted at all. If you wish to sell Shares in the Merging Fund prior to the merger or do not wish to be a shareholder of the Continuing Fund, you must act to redeem your Shares before 10 a.m. on 27 June 2025.

Costs

All the costs of implementing the Merger Proposal, including the cost of any trading incurred as a result of the rebalancing (see "Rebalancing the portfolio of the Merging Fund" above) and the administrative costs of convening and holding the meeting of Shareholders and of preparing associated documentation, will be paid by the ACD. We have determined that neither the Merging Fund nor the Continuing Fund will be required to meet any of the costs of implementing the Merger Proposal.

Once the Merger Proposal takes effect, the ACD will also meet the costs of terminating the Merging Fund.

Alterations to the Scheme

In accordance with the terms of the Scheme, the ACD may, on or before the Effective Date and subject to any FCA approvals which may be required, modify, add to or apply conditions to the Scheme as the ACD may propose and as the ACD, and the Depositary may agree provided that such modifications, additions or conditions do not involve any material prejudice to Shareholders.

Tax implications

Based on our understanding of the current legislation and the current HM Revenue & Customs ("HMRC") practice relevant to investors resident in the United Kingdom, and on the basis of the tax clearances which have been obtained from HMRC in the United Kingdom, the merger should not constitute a disposal of Shares in the Merging Fund for United Kingdom capital gains tax purposes.

New Shares issued under the Scheme in the Continuing Fund will be deemed to have the same acquisition cost and acquisition date for the purposes of United Kingdom capital gains tax as the Shares originally acquired in the Merging Fund. Details of tax clearances which have been obtained are set out in Appendix 4. It is not expected that any United Kingdom stamp duty or stamp duty reserve tax will be payable in connection with the Scheme.

We believe the above information on taxation to be correct at the time of printing this letter. However, it relates solely to United Kingdom tax law and practice (which may change). Please note that the above information does not constitute tax or legal advice.

Please note that, should the Merger Proposals be approved, post the merger of the Funds there may be tax consequences for shareholders as a result of moving from a fund which has elected to opt into the TEF Regime to a fund that has not made such an election. Baillie Gifford is unable to provide tax advice, we recommend that you consult an independent professional adviser to obtain specific advice relating to your personal circumstances.

Mandates and other instructions

If the Merger Proposal is approved, any mandates or other instructions which you have given to us in relation to your Shares will automatically apply to the New Shares issued to you under the Scheme.

If you would not want any mandates or other instructions which you have given to be carried forward, please let us know. You may of course change these mandates or instructions at any time.

Dealing

The cut-off for the receipt of deals in the Merging Fund will be 09.59 a.m. on 27 June 2025. Instructions received after this time will be held over until the next valuation point of the Continuing Fund which will be 10 a.m. on 30 June 2025 and will be deemed to apply to the New Shares issued following the merger. We will send you a letter of notification confirming the number and Class of New Shares allocated to you within one week of the Effective Date. You may deal in your New Shares before you receive your letter of notification. The procedures for buying, selling and switching New Shares are the same as those relating to Shares in the Merging Fund.

If you wish to sell Shares in the Merging Fund prior to the merger or do not wish to be a shareholder of the Continuing Fund and/or wish to switch into another fund, your redemption or switching request must be received before the 10 a.m. valuation point on 27 June 2025 as we will be suspending dealing in the Merging Fund immediately after this time and there will be no further dealing in the Fund. **If you do sell Shares or switch into another sub-fund, you should note that such a redemption or switch will be treated as a disposal of Shares for tax purposes and you may be liable to tax on any gains arising from the redemption or switch of Shares. You should check with an appropriate adviser for the tax consequences if you are invested through a form of wrapper. We will not impose a redemption or switching charge.**

Key Investor Information Document (“KIID”)

A copy of the KIID relating to the B Accumulation Shares of the Continuing Fund, by way of a representative KIID, is enclosed and is also available on our website at <https://www.bailliegifford.com/en/uk/individual-investors/funds/defensive-growth-fund/#Documents>. You may also call us on 0800 917 2113 to request an additional paper copy of the KIID. **The KIID is important and you should read it before voting on the Merger Proposal. If you do not understand the KIID you should seek appropriate advice.**

Availability of documents

Documents relating to the Merging Fund and the Continuing Fund, including the prospectus and the most recent report and accounts, are available on our website at:

- Merging Fund: <https://www.bailliegifford.com/en/uk/individual-investors/funds/multi-asset-growth-fund/?share-class=6779-GB00BY9C5J89>
- Continuing Fund: <https://www.bailliegifford.com/en/uk/individual-investors/funds/defensive-growth-fund/?share-class=23934-GB00BMZQ1C59>

These documents, together with the instrument of incorporation of the Merging Fund and the Continuing Fund and a copy of the FCA approval of the Scheme, are available for inspection at our registered office during normal business hours.

Results of the Meeting

We will confirm whether the Merger Proposal has been approved at the Meeting by publishing a notice

on our website at <https://www.bailliegifford.com/en/uk/individual-investors/funds/multi-asset-growth-fund/> as soon as possible after the Meeting. You may also call us on 0800 917 2113 to obtain confirmation of the outcome of the Meeting.

In the event that the Merger Proposal is not approved by Shareholders, the Merger will not proceed; the Merging Fund will remain in existence and the ACD will keep the future of it under review. In such circumstances the ACD may then elect to proceed with a termination of the Merging Fund, if it believes that is in the best interests of Shareholders at that time.

Action to be taken

We believe that the Merger Proposal is in your best interests as a Shareholder of the Merging Fund and we recommend that you vote in favour of the Merger Proposal at the Meeting. To be passed, the resolution requires a majority in favour of not less than 75% of the total number of votes cast, so it is important that you exercise your right to vote.

Whether or not you intend to be present at the Meeting, please complete and return the enclosed Form of Proxy in the envelope provided to Baillie Gifford & Co Limited, Calton Square, 1 Greenside Row, Edinburgh EH1 3AN to arrive by no later than 9.30 a.m. on 4 June 2025.

Completing and returning your Form of Proxy will not prevent you from attending and voting at the Meeting in person, should you wish to do so. In such circumstances, your Form of Proxy will be set aside and you should cast your votes when the poll is taken. If you do intend to attend the Meeting in person, for security purposes, you are requested to inform us by calling us on 0800 917 2113 not later than 48 hours before the time of the Meeting.

We understand that beyond voting at Shareholder meetings, a Shareholder meeting may also serve as a forum for Shareholders to participate in the Meeting and raise questions and comments on the resolution proposed. Therefore, if Shareholders do have any questions or comments on the proposals described in this letter that they would like to raise with us, then they are asked to submit those questions in writing either via email to trusenquiries@bailliegifford.com or by post to Baillie Gifford & Co Limited, Calton Square, 1 Greenside Row, Edinburgh EH1 3AN (marked for the attention of our Client Relations team) by no later than 4 June 2025. Only questions from registered Shareholders will be accepted.

If, having completed and returned a Form of Proxy, you sell any of your Shares in the Merging Fund to which the relevant Form of Proxy relates before the Meeting, the Form of Proxy will not be counted in respect of those Shares and you will not be able to vote in respect of those Shares at the Meeting.

Questions

If you have any questions concerning the Merger Proposal, please contact us on 0800 917 2113 between 9 a.m. and 5 p.m. Monday to Friday or your usual Baillie Gifford contact. Please note that whilst we will be happy to take your calls and answer general queries, we are not able to provide you with financial advice. If you require financial advice, we recommend that you speak with a financial adviser.

Yours faithfully,



Derek McGowan
Director
Baillie Gifford & Co Limited

Appendix 1

Glossary

ACD	Baillie Gifford & Co Limited, the authorised corporate director of the Company;
Class	any class of shares of a Fund;
Continuing Fund	Baillie Gifford Defensive Growth Fund, a sub-fund of the Company;
Continuing Fund Value	the value of the property of the Continuing Fund calculated in accordance with the instrument of incorporation of the Company based on the valuation of the scheme property at 10 a.m. on 27 June 2025;
Company	Baillie Gifford Investment Funds ICVC;
Depositary	NatWest Trustee and Depositary Services Limited, the depositary of the Company;
Effective Date	the effective date of the merger under the Scheme (expected to be 10.01 a.m. on 27 June 2025) or such other time and/or date as may, prior to such other time and/or date, be agreed in accordance with the Scheme but in any event being not more than six months after 27 June 2025;
FCA	the Financial Conduct Authority, or such other governmental, statutory or other authority or authorities as shall from time to time be the appropriate financial services regulator in the UK;
FCA Rules	the rules contained in the Collective Investment Schemes Sourcebook which forms part of the FCA Handbook of Rules and Guidance, as amended or re-enacted from time to time;
Funds	the Merging Fund and the Continuing Fund, and “Fund” shall mean either of them as the context requires;
Group 2 Shares	in respect of a distribution period, shares purchased during such distribution period and which are held at close of business at the end of such distribution period;
Investment Adviser	Baillie Gifford & Co, authorised and regulated by the FCA;
Meeting	the extraordinary general meeting of Shareholders of the Merging Fund convened by way of the notice set out in Appendix 6;

Merging Fund	Baillie Gifford Multi Asset Growth Fund, a sub-fund of the Company;
Merging Fund Value	the value of the property of the Merging Fund calculated in accordance with the instrument of incorporation of the Company based on the valuation of the scheme property at 10 a.m. on 27 June 2025, as adjusted to include any income allocated to accumulation Shares in the Merging Fund in respect of the period ending immediately before the Effective Date, less (i) any income to be distributed to income Shares in the Merging Fund; and (ii) the Retained Amount;
Merger Proposal	the proposal to merge the Merging Fund with the Continuing Fund;
New Shares	Shares of the appropriate Class in the Continuing Fund to be issued under the Scheme;
OEIC Regulations	The Open-Ended Investment Companies Regulations 2001, as amended or supplemented from time to time;
Retained Amount	an amount, which is calculated by the ACD (after consultation with the Depositary) to be necessary to meet the actual and contingent liabilities of the Merging Fund that are not transferred to the Continuing Fund at merger, and which is to be retained by the Depositary for the purpose of discharging those liabilities;
Regulations	the FCA Rules and the OEIC Regulations;
Scheme	this scheme of arrangement, which for the avoidance of any doubt is a scheme of arrangement for the purposes of the FCA Rules, in its present form, subject to any modification, addition or condition made in accordance with this scheme of arrangement;
Share	any share of any Class of a Fund;
Shareholder	in relation to a Share or Shares of the Merging Fund the person or persons entered in the register as the shareholder of that Share or Shares on the date seven days before this circular is mailed to such shareholder, but excluding any persons who are known to the ACD not to be shareholders at the time of mailing this circular;
SDR	the FCA's rules on Sustainability Disclosure Requirements and investment labels;
TEF Regime	the tax elected fund regime as described in the Authorised Investment Funds (Tax) Regulations 2006.

Appendix 2

Comparison of the principal features of the Merging Fund and the Continuing Fund

Feature	Merging Fund	Continuing Fund
Fund	Baillie Gifford Multi Asset Growth Fund	Baillie Gifford Defensive Growth Fund
Type of Fund	NURS	
Company	Baillie Gifford Investment Funds ICVC	
Depositary	NatWest Trustee and Depositary Services Limited	
Custodian	The Bank of New York Mellon, London Branch	
Dealing	Daily	
Dealing Days	Any day other than a Saturday, a Sunday or a bank holiday in England and Wales, as the context may require and subject always to the ACD's discretion	
Deferred Redemption	N/A	
Pricing	Forward pricing basis	
Valuation Point	10 a.m.	
Investment Objective and Policy	<p>Objective:</p> <p>The Sub-fund aims to achieve (after deduction of costs)</p> <ul style="list-style-type: none"> • an annualised return over rolling five-year periods that is 3.5% more than UK Base Rate • a positive return over rolling three-year periods • annualised volatility of returns over rolling five-year periods that is below 10% <p>There is no guarantee that a positive return will be achieved over rolling three year periods, or any time period, and capital may be at risk.</p> <p>Investment Policy:</p> <p>The Sub-fund will gain exposure to a wide range of asset classes. The Sub-fund is actively managed and the investment manager has the discretion to invest in any country or economic sector.</p> <p>At any one time, the Sub-fund may be invested in any one or more of the following: shares, bonds, money market instruments, derivatives, currency forwards, deposits, cash and other transferable securities. This exposure may be achieved directly or indirectly via collective investment schemes (which may include those managed or operated by the ACD). The Sub-fund may also invest indirectly in property, infrastructure, commodities and loans.</p> <p>The collective investment schemes in which the Sub-fund invests may include those managed or operated by the ACD. The Sub-fund may, at any one time, obtain its diversification through investing up to 100% in collective investment schemes. The Sub-fund may use derivatives for both investment purposes and in the management of risk.</p>	<p>Objective:</p> <p>The Sub-fund aims to achieve (after deduction of costs)</p> <ul style="list-style-type: none"> • an annualised return over rolling five-year periods that is 3.5% more than UK Base Rate • a positive return over rolling three-year periods • annualised volatility of returns over rolling five-year periods that is below 10% <p>There is no guarantee that a positive return will be achieved over rolling three-year periods, or any time period, and capital may be at risk.</p> <p>Investment Policy:</p> <p>The Sub-fund will gain exposure to a wide range of asset classes. The Sub-fund is actively managed and is not constrained by any index. Through harnessing the benefits gained through diversification, the Investment Adviser manages the Sub-Fund with a view to taking a defensive approach with regards to investment risk by aiming to keep this, particularly the volatility of returns, relatively low (below 10% annualised volatility of returns over rolling five-year periods), while also delivering growth. The Investment Adviser has the discretion to invest in any country or economic sector, subject to any exclusions identified by the Investment Adviser's sustainable investment framework.</p> <p>At any one time, the Sub-fund may be invested in any of the following: shares, bonds, money market instruments, derivatives, currency forwards, deposits, cash and other transferable securities. This exposure may be achieved directly or indirectly via collective investment schemes (which may include those managed or operated by the ACD). The Sub-fund may also invest indirectly in property, infrastructure, commodities, private equity, insurance-linked securities, and loans. The Sub-fund may also invest in emerging markets. While there is no target nor limit on such exposure, it is expected that the typical exposure of the Sub-fund to emerging markets will remain below 50%.</p>

Feature	Merging Fund	Continuing Fund
		<p>The collective investment schemes in which the Sub-fund invests may include those managed or operated by the ACD. The Sub-fund may, at any one time, obtain its diversification through investing up to 100% in collective investment schemes. The Sub-fund may use derivatives for both investment purposes and in the management of risk. It is expected that the Sub-fund's use of derivatives will be limited.</p> <p>Initial selection and sustainable investment framework: The Investment Adviser's sustainable investment framework involves application of (i) the Exclusions, (ii) the UNGC Policy, and (iii) the Qualitative Process (each term as defined below). The purpose of the Investment Adviser's sustainable investment framework is to ensure that the Sub-fund invests in a way which, in the Investment Adviser's opinion, is compatible with a sustainable economy. The Investment Adviser defines a 'sustainable economy' as one that achieves a balance between economic, environmental and social needs, which will cover a broad range of sustainability topics, which may include (but is not limited to) climate change and greenhouse gas emissions, air quality, waste management, access and affordability, customer welfare, labour practices, employee health and safety, supply chain management, business model resilience, business ethics and systematic risk management. Assets will be assessed as compatible with a sustainable economy if (i) they are already aligned with a sustainable economy now, or (ii) they have shown that they have the willingness and ability to become aligned with a sustainable economy over time.</p> <p>Firstly, the Investment Adviser applies quantitative revenue-based screens to exclude directly held investments operating to a significant degree in certain areas (the 'Exclusions'). The Exclusions will be directly held companies which derive a significant proportion of their annual revenues from (i) the production of military weapon systems, components, and provision of support systems and services for production of military weapon systems and components (10% revenue limit), (ii) fossil fuel extraction and production (10%), (iii) tobacco production (5%), or (iv) thermal coal distribution (30%). For the purposes of the Exclusions, 'fossil fuel extraction and production' is defined as either (i) oil and/or gas extraction and/or production or (ii) thermal coal mining and/or sale.</p> <p>The Investment Adviser will also assess companies in which the Sub-fund invests, either via directly held shares or via directly held corporate bonds, using a Norms-based Evaluation and will comply with the Investment Adviser's policy on assessing breaches of the United Nations Global Compact (the 'UNGC Policy') as outlined in its Stewardship Principles and Guidelines document which, alongside broader firmwide restrictions, can be accessed at https://www.bailliegifford.com/en/uk/individual-investors/about-us/responsible-investment/.</p> <p>The Investment Adviser then applies a qualitative sustainable investment process (the 'Qualitative Process'). Under this process, the Investment Adviser will use both its own research and third-party data to assess whether investments are compatible with a sustainable economy.</p>

Feature	Merging Fund	Continuing Fund
		<p>All asset types in which the Sub-fund invests (other than investments held for efficient portfolio management purposes, which includes (without limitation) cash and cash-like instruments, deposits, derivatives and currency forwards) are subject to assessment of their sustainability under the Qualitative Process.</p> <p>In making its assessment under the Qualitative Process, the Investment Adviser will apply a different evaluation framework, depending on the asset type:</p> <ol style="list-style-type: none"> 1. Directly held corporate issuers (for example, directly held equity and corporate bonds, and certain collective investment schemes (at the discretion of the Investment Adviser) such as Real Estate Investment Trusts and Infrastructure Trusts): the Investment Adviser assesses the alignment of the issuer's business practices and products and services across the Sustainable Accounting Standards Board's ('SASB') five dimensions of materiality: Environment, Human Capital, Social Capital, Leadership & Governance and Business Model & Innovation (the 'SASB Five Dimensions'); 2. Directly held sovereign issuers (for example, sovereign debt and government bonds): the Investment Adviser carries out an assessment balancing long-term sustainability factors which may include (i) the alignment of the relevant country to the goals of the Paris Agreement on Climate (assessing factors such as net zero targets and emissions performance) and (ii) the country's progress against the United Nations Sustainable Development Goals ('UN SDGs'); 3. Collective investment schemes or BG Sleeves (for example, collective investment schemes (other than those covered by framework 1 above) operated and managed by either the ACD or a third party, plus directly held BG Sleeves): the Investment Adviser will assess the nature of the collective investment scheme's or the BG Sleeve's underlying portfolio and the strategy and management applied to the relevant collective investment scheme or BG Sleeve, taking into account any relevant sustainability assessment applied to it, across the SASB Five Dimensions; and 4. Directly held instruments where the issuer is neither corporate nor sovereign in nature (for example, Insurance Linked Securities and Exchange Traded Commodities): the Investment Adviser will assess the investment's underlying portfolio constituents, strategy and management across the SASB Five Dimensions. <p>For the purposes of the above frameworks, a 'BG Sleeve' is a group of investments which form part of the portfolio of one or more existing strategies or collective investment schemes managed by the ACD or another member of the Baillie Gifford group, which the Investment Adviser may choose to hold, as a whole, for the Sub-fund. Where a BG Sleeve is held by the Sub-fund, the investments within that BG Sleeve will be held directly by the Sub-fund, rather than the Sub-fund gaining indirect exposure to such investments by, for example, investing in a collective investment scheme operated and managed by the ACD.</p> <p>The Investment Adviser determines an overall score of 0 to 4 for every investment assessed, which is then taken into account by the Investment Adviser as part of its bottom-up</p>

Feature	Merging Fund	Continuing Fund
		<p>investment selection process and portfolio construction. Investments scoring 4 are considered to indicate the greatest compatibility with a sustainable economy, whereas those investments scoring 0 are categorised as “Unsustainable” (meaning they are not, and have not shown to the Investment Adviser’s satisfaction that they have the willingness and ability (over an appropriate period, determined by the Investment Adviser taking into account the circumstances of the relevant investment) to become, aligned with a sustainable economy). Investments must score a 1 or greater to be eligible for inclusion in the portfolio; any investments scoring a 0 will not be eligible for inclusion in the portfolio.</p> <p>Ongoing monitoring and engagement: If an investment, after initial purchase, falls within the Exclusions, and this position is expected to be sustained, it will be sold as soon as practicably possible.</p> <p>In relation to compliance with the UNGC Policy or the Qualitative Process, assessment of assets will be reviewed and considered on a case by case basis. The preferred approach, where possible, is to use engagement in the first instance as part of the assessment and encouragement for improvement. Where an asset is then ultimately assessed as Unsustainable (in accordance with the relevant evaluation framework), the Investment Adviser will sell it as soon as practicably possible.</p> <p>Engaging thoughtfully in the issues that matter is, in the Investment Adviser’s opinion, the Investment Adviser’s most effective lever through which it can support management to deliver long-term investment performance which is compatible with a sustainable economy. Similarly, the Investment Adviser recognises a responsibility, where necessary, to challenge issuers it believes can do more and escalate its engagement should the Investment Adviser not see an improvement. Further information on the Sub-fund’s approach to stewardship and engagement is available in the Sub-fund’s annual Stewardship Report which can be obtained at https://www.bailliegifford.com/en/uk/individual-investors/funds/defensive-growth-fund/#Documents.</p>
SDR Disclosures	N/A	<p>Sustainability investment labels help investors find products that have a specific sustainability goal. Further information on sustainability investment labels can be found on the FCA website: https://www.fca.org.uk/firms/climate-change-and-sustainable-finance/sustainability-disclosure-and-labelling-regime</p> <p>This product does not have a UK sustainability investment label.</p> <p>Using a label imposes significant obligations on in-scope products, including (without limitation) requiring a specific aim to achieve positive environmental and/or social outcomes.</p> <p>The Sub-fund does not explicitly aim to achieve positive environmental and/or social outcomes, but it promotes</p>

Feature	Merging Fund	Continuing Fund
		<p>environmental and/or social characteristics by applying negative screens through its quantitative screening, its norms-based screening process and its qualitative sustainability assessment.</p> <p>Metrics</p> <p>The Investment Adviser will produce metrics that investors may find useful in understanding the Sub-fund's investment strategy. These metrics are:</p> <ul style="list-style-type: none"> the number of directly held companies in the portfolio that the Investment Adviser has assessed as breaching the United Nations Global Compact, which have been subject to formal engagement and monitoring and the number of companies where the Investment Adviser has sold its holdings due to their failure to demonstrate improvements during the formal engagement and monitoring process, within a reasonable timeframe (a maximum of three years from the date of engagement), in accordance with its policy; the percentage exposure of the portfolio to companies, which are either directly held or indirectly held by way of an investment by the Sub-fund in a collective investment scheme ('CIS') managed by a member of the Baillie Gifford group (including the ACD), plus directly held BG Sleeves, that generate at least 5% of revenues from fossil fuel activities. Externally managed CIS are not included in this metric; and the percentage of portfolio assets which are allocated to each of the scores of 1 to 4 under the Investment Adviser's qualitative sustainable investment process.
Target Benchmark	<p>The Sub-fund aims to achieve (after deduction of costs): an annualised return over rolling five-year periods that is 3.5% more than UK Base Rate; a positive return over rolling three-year periods; and annualised volatility of returns over rolling five-year periods that is below 10%.</p> <p>The ACD believes that this is an appropriate objective for the Sub-fund given the investment policy of the Sub-fund and the approach taken by the manager when investing the Sub-fund's portfolio. There is no guarantee that this objective will be achieved over any time period and actual investment returns may differ from this objective, particularly over shorter time periods.</p> <p>The performance of each share class may differ depending on the level of share class expenses. Investors should consider the OCF of their share class when considering how the Sub-fund has performed. Most retail investors will hold class B shares. Past performance tables are provided at Appendix H of the Prospectus.</p>	
Investment Adviser	Baillie Gifford & Co	
Base currency	Sterling	
Investor Profile/Target Market	<p>This Sub-fund is suitable for all investors seeking a Sub-fund that aims to deliver capital growth over a long-term investment horizon. The investor should be prepared to bear losses. This Sub-fund is compatible for mass market distribution. This Sub-fund may not be suitable for investors who are concerned about short-term volatility and performance, seeking a regular source of income and investing for less than five-years. This Sub-fund does not offer capital protection.</p>	<p>This Sub-fund is suitable for all investors seeking a Sub-fund that aims to deliver capital growth over a long-term investment horizon. The Sub-fund's sustainable investment framework applies norms- and revenue-based exclusions alongside a qualitative sustainability assessment to ensure the Sub-fund's investments are compatible with a sustainable economy. The investor should be prepared to bear losses. This Sub-fund is compatible for mass market distribution. This Sub-fund may not be suitable for investors who are concerned about short-term volatility and performance, seeking a regular source of income, and investing for less than five years. This Sub-fund does not offer capital protection.</p>

Feature	Merging Fund	Continuing Fund
Derivatives	The Sub-fund may use derivatives for both investment purposes and in the management of risk.	The Sub-fund may use derivatives for both investment purposes and in the management of risk. It is expected that the Sub-fund's use of derivatives will be limited.
Investment in other collective investment schemes	The Sub-fund may, at any one time, obtain its diversification through investing up to 100% in collective investment schemes	
Eligible securities and derivatives markets	The lists of the eligible markets applicable are set out under APPENDIX C ELIGIBLE SECURITIES MARKETS within the Prospectus	
Share Classes and associated Annual Management Charge (AMC)	Class B 0.50% Class C 0.0% Class J 0.35% Class P 0.35%	Class B 0.45% (Note, from 1 April 2025, the AMC was reduced from 0.50%) Class C 0.0% Class J 0.30% Class P 0.30%
Minimum initial investment	Class B £100,000 Class C £250,000 Class J £1,000 Class P £250,000	Class B £100,000 Class C £250,000 Class J £1,000 Class P £250,000
Minimum subsequent investment	Class B £1,000 Class C £0 Class J £0 Class P £0	Class B £1,000 Class C £0 Class J £0 Class P £0
Minimum redemption	Class B £1,000 Class C £0 Class J £0 Class P £0	Class B £1,000 Class C £0 Class J £0 Class P £0
Minimum holding	Class B £100,000 Class C £250,000 Class J £1,000 Class P £250,000	Class B £100,000 Class C £250,000 Class J £1,000 Class P £250,000
Accounting income period end dates	The Company's annual accounting period ends on 31 December in each year with a half-yearly accounting period ending on 30 June.	
Income payment / allocation dates	Income Allocation Dates: 30 June (interim) 31 December Income Payment Dates: 31 August (interim) 28 February.	
Statement dates	Within 2 months of the annual and half-yearly accounting period end date (as applicable)	
Ongoing charges figure (OCF)	Class B 0.58% Class C 0.08% Class J 0.43% Class P 0.43%	Class B 0.56% (Note, from 1 April 2025, the OCF was reduced from 0.60%) Class C 0.11% Class J 0.41% Class P 0.41%

Appendix 3

Scheme of arrangement for the merger of the Merging Fund with the Continuing Fund

1. Definitions and Interpretation

- 1.1 In this Scheme, unless the context otherwise requires, the terms shall have the meaning set out in the Glossary to this document in Appendix 1. In addition, where relevant in the context, terms which are defined in the Regulations shall have the same meaning in this Scheme.
- 1.2 References to paragraphs are to paragraphs of the Scheme.
- 1.3 If there is any conflict between the Scheme and the instrument of incorporation or prospectus of the Company, the Scheme will prevail. If there is any conflict between the Scheme and the Regulations, the Regulations will prevail.

2. Approval of Shareholders

- 2.1 The merger of the Merging Fund is conditional upon the passing of an extraordinary resolution at an extraordinary general meeting of Shareholders, by which Shareholders approve the Scheme and authorise the implementation of the merger of the Merging Fund with the Continuing Fund.
- 2.2 If the extraordinary resolution is passed, the Scheme will be binding on all shareholders (whether or not they voted in favour of it, or voted at all) and the Scheme will be implemented as set out in the following paragraphs.

3. Suspension of dealings in the Merging Fund

- 3.1 The cut-off for the receipt of deals in the Merging Fund will be 09.59 a.m. on 27 June 2025. Instructions received after this time will be held over until the next valuation point of the Continuing Fund which will be 10 a.m. on 30 June 2025 and will be deemed to apply to the New Shares issued following the merger.
- 3.2 In order to facilitate the implementation of the Scheme, dealings in Shares of the Merging Fund shall be suspended at 10.01 a.m. on 27 June 2025.

4. Income allocation and distribution arrangements

- 4.1 The final distribution to be allocated in respect of the Merging Fund will be calculated immediately before the Effective Date (i.e. before 10.01 a.m. on 27 June 2025). This has been agreed with the Depositary. If the Effective Date is other than 27 June 2025, the ACD may, with the agreement of the Depositary, make such other alterations to the distribution dates of the Merging Fund as it considers appropriate in the circumstances.
- 4.2 Income (if any) available for allocation to income Shares, in respect of the period from the end of the previous accounting period to the Effective Date, will be transferred to the distribution account of the Merging Fund. Within two months of the Effective Date, this income will be distributed to shareholders of the Merging Fund.
- 4.3 The actual and estimated income (if any) available for allocation in respect of the period from the end of the previous accounting period accruing to accumulation shares shall be transferred to the capital account of the Merging Fund and allocated to accumulation shares and shall be reflected in the value of those accumulation shares. The income so allocated to those accumulation shares shall be included in the Merging Fund Value.
- 4.4 Any distributions in respect of the Merging Fund which are unclaimed six months from the date of issue, together with any unclaimed distributions in respect of previous accounting periods of the Merging Fund and any interest on these distributions shall be transferred to the Depositary and shall be held by it in a separate designated account in accordance with COLL,

on the basis that such distributions which are unclaimed six years from the respective original dates of payment shall be transferred by the Depositary (or its successor as depositary) and will become part of the capital property of the Continuing Fund pursuant to this Scheme. The separate designated account shall be closed when the last distribution is claimed, or on the expiry of six years from the original payment of the distributions in respect of the accounting period ending immediately prior to the Effective Date, whichever is the earlier.

5. Calculation of the Merging Fund Value

5.1 The Merging Fund Value and the Continuing Fund Value will be calculated immediately before the Effective Date (i.e. before 10.01 a.m. on 27 June 2025), based on the value of the scheme property in the relevant Fund as at 10 a.m. on 27 June 2025.

5.2 The Merging Fund Value and the Continuing Fund Value will be used to calculate the number of New Shares to be issued to each shareholder (under paragraphs 6 and 7 below).

6. Transfer of property from the Merging Fund to the Continuing Fund and issue of New Shares

6.1 The property of the Merging Fund will become part of the property of the Continuing Fund in exchange and in full payment for the issue of New Shares. The Depositary shall then hold the property as attributable to the Continuing Fund, and shall make or ensure the making of such transfers and re-designations as may be necessary as a result.

6.2 The ACD will arrange for the issue of New Shares to shareholders (who are registered as holding Shares on the Effective Date), free of any initial charge, as follows:

Merging Fund			Continuing Fund		
Class of Share	Type of Share	ISIN	Class of Share	Type of Share	ISIN
Class B1	Accumulation	GB00BY9C5Y31	Class B	Accumulation	GB00BMZQ1924
Class B	Income	GB00BY9C5J89	Class B	Income	GB00BMZQ1C59
Class C	Accumulation	GB00BY9C7928	Class C	Accumulation	GB00BMZQ1B43
Class C	Income	GB00BY9C6N90	Class C	Income	GB00BMZQ1D66
Class J	Accumulation	GB00BK6KTK68	Class J	Accumulation	GB00BN72MN66
Class J	Income	GB00BK6KV663	Class J	Income	GB00BN72MM59
Class P	Accumulation	GB00BY9C8991	Class P	Accumulation	GB00BN72ML43

6.3 All Shares of the Merging Fund will be deemed to be cancelled and will cease to be of any value as at 10.01 a.m. on the Effective Date.

6.4 Shareholders will be treated as exchanging their Shares for New Shares.

7. Basis for the issue of New Shares

7.1 The price of each New Share to be issued under the Scheme shall be based on the Continuing Fund Value.

- 7.2 New Shares of the appropriate Class will be issued to each shareholder invested in the Merging Fund in proportion to that portion of the Merging Fund Value that is attributable to the Shares of the appropriate Class owned by the relevant shareholder immediately prior to the Effective Date. The formula used in calculating a shareholder's entitlement to New Shares in the Continuing Fund is available on request.
- 7.3 The number of New Shares to be issued to each shareholder will (if necessary) be rounded up to the nearest fraction (three decimal places) at the expense of the ACD.
- 7.4 New Shares shall be issued even where the number of New Shares to be issued is below the minimum holding of Shares referred to in the prospectus of the Continuing Fund.
- 7.5 Part of the consideration for the issue of New Shares in the Continuing Fund may be treated as income equalisation. All New Shares issued will be Group 2 Shares for the purposes of the income equalisation.
- 8. Notification of the New Shares issued under the Scheme**
- 8.1 Certificates will not be issued in respect of New Shares.
- 8.2 It is intended that the ACD will send to each shareholder confirmation of the number and Class of New Shares issued to that shareholder within one week after the Effective Date.
- 8.3 Redemption and transfer requests in respect of New Shares issued under the Scheme may be effected from the next business day after the Effective Date by writing to the ACD at Calton Square, 1 Greenside Row, Edinburgh EH1 3AN. Redemptions may also be requested by telephoning the ACD on 0800 917 4751 or by email at oeic.dealing@bailliegifford.com.
- 9. Mandates and other instructions in respect of New Shares**
- Mandates and other instructions to the ACD in force on the Effective Date in respect of Shares will be deemed to be effective in respect of New Shares issued under the Scheme and in respect of other later acquired Shares in the Continuing Fund, if relevant. Shareholders may change these mandates or instructions at any time.
- 10. Actions and other legal proceedings**
- 10.1 With effect from the Effective Date, any action or other legal proceedings or step (whether by way of a claim, legal proceedings, execution of judgment, arbitration or otherwise) whether current, future, pending or otherwise in respect of which the Merging Fund is a party (or would but for the Scheme be a party) concerning any part of the scheme property shall be continued or commenced by the Continuing Fund.
- 11.** The Continuing Fund shall be entitled to all claims, settlements and any other rights that would have been available to the Merging Fund immediately prior to the Effective Date as though the Continuing Fund had been the original party to the relevant action or other legal proceedings or step. Any settlement or award shall become an accretion to the Continuing Fund.
- 12. Termination of the Merging Fund**
- 12.1 On the Scheme becoming effective the ACD shall proceed to terminate the Merging Fund in accordance with the Regulations, the prospectus of the Company and the Scheme.
- 12.2 The Retained Amount and any income arising on it will be used by the Depositary to pay any outstanding liabilities of the Merging Fund in accordance with the directions and instructions of the ACD and the provisions of the instrument of incorporation and prospectus of the Company and the Regulations.
- 12.3 If, on the completion of the termination of the Merging Fund, there are any surplus monies

remaining in the Merging Fund, they, together with any income arising therefrom, shall be transferred to the Continuing Fund. No further issue of New Shares shall be made as a result. The Depositary shall cease to hold the Retained Amount in its capacity as depositary of the Merging Fund and shall make such transfers and re-designations as may be directed and/or instructed by the ACD.

- 12.4 If the Retained Amount is insufficient to discharge all the liabilities of the Merging Fund, the ACD will pay the amount of the shortfall at its own expense.
- 12.5 On completion of the termination of the Merging Fund, the Depositary and the ACD will be discharged from all their respective duties, obligations and liabilities in respect of the Merging Fund, except those arising from a breach of duty before that time. Termination accounts in respect of the Merging Fund will be drawn up and, within four months of completion of its termination, a copy of the termination accounts and the auditor's report on it will be sent to the FCA and to each person who was a shareholder immediately before completion of the termination.
- 12.6 On the completion of the termination of the Merging Fund, the ACD shall notify the FCA in writing of that fact.

13. Costs, charges and expenses

- 13.1 The Depositary and the ACD will continue to receive their usual fees and expenses for being the depositary and authorised corporate director, respectively, of the Merging Fund out of the property of the Merging Fund which accrue prior to, or, in the case of expenses of the ACD or the Depositary properly incurred in connection with the Scheme or the termination of the Merging Fund, after the Effective Date.
- 13.2 All costs associated with preparing and implementing the merger under the Scheme, will be paid by the ACD, including (without limitation):
- (a) all costs (including brokerage charges and custodian's fees) associated with aligning the Merging Fund's portfolio with the Continuing Fund's portfolio;
 - (b) all taxes and duties (if any) on the transfer or re-designation of the property transferred under the Scheme;
 - (c) the costs of convening and holding the meeting of Shareholders (and any adjourned meeting);
 - (d) the costs of termination of the Merging Fund; and
 - (e) the fees and expenses of the ACD's professional advisers payable in connection with the Scheme.

14. Reliance on the register

- 14.1 The ACD and the Depositary shall be entitled to assume that all information contained in the register of shareholders insofar as it relates to the Merging Fund on and immediately prior to the Effective Date is correct, and the ACD and the Depositary shall be entitled to utilise the same in calculating the number of New Shares to be issued and registered pursuant to the Scheme.
- 14.2 The ACD and the Depositary may each act and rely upon any certificate, opinion, evidence or information furnished to it by the other or by its respective professional advisers in connection with the Scheme and shall not be liable or responsible for any resulting loss.

15. Alterations to the Scheme

- 15.1 The ACD, after consultation with the Depositary, may determine (subject to any necessary approval of the FCA) that the Effective Date of the merger is to be other than as set out in this document, in which case such consequential adjustments may be made to the other elements in the timetable of the Scheme as the ACD considers appropriate.
- 15.2 Unless this Scheme shall have become operative on or before 27 December 2025, this Scheme shall lapse.
- 15.3 The ACD shall, at any time on or before the Effective Date, be authorised to modify, add to or apply conditions to the Scheme as the ACD may propose and as the ACD and the Depositary may agree, provided always that the ACD (after notifying the Auditors) shall have:
- 15.3.1 sought and received the prior approval of the FCA unless the extent of the modifications, additions or conditions are not considered by the ACD and the Depositary acting reasonably, to warrant such FCA approval; and/or
- 15.3.2 determined that such modifications, additions or conditions do not materially prejudice shareholders or potential shareholders in any Fund affected by the proposed modifications, additions or conditions.

16. Governing law

The Scheme is governed by and shall be construed in accordance with Scots law.

Dated: 30 April 2025

Appendix 4

Consents, Clearances and Documents for Inspection

1. Depositary

NatWest Trustee and Depositary Services Limited, as depositary of the Merging Fund, whilst neither recommending nor offering an opinion on the merits of the Merger Proposal, which is a matter for each Shareholder's judgement, has informed us by letter that it has no objection to the Merger Proposal being placed before Shareholders for their consideration.

The Depositary has also informed us by letter that it consents to the references made to it in this document in the form and context in which they appear and that it will be bound by and implement, insofar as may become incumbent upon it, the terms and conditions of the Scheme.

2. Authorised Corporate Director (ACD)

We, as ACD of the Company confirm that we will approve the allotment and issue of New Shares in the Continuing Fund in terms of the Scheme.

3. The Financial Conduct Authority

The FCA has been informed of the proposal to implement the Scheme and has confirmed by letter to the ACD's legal advisers that the Merger Proposal will not affect the ongoing authorisation of the Company.

4. Tax

HMRC has confirmed by letter to the ACD that no liability to UK Stamp Duty or Stamp Duty Reserve Tax should arise in relation to implementation of the Scheme.

HMRC has confirmed by letter to the ACD that the anti-avoidance provisions contained within sections 103K(1) and 137(1) of the Taxation of Chargeable Gains Act 1992 ("**TCGA 1992**") should not apply to the Scheme where sections 103G, 103H or 103I of the TCGA 1992 are met. Consequently, if sections 103G, 103H or 103I of the TCGA 1992 are met, the Scheme should not involve a disposal of Shares in the Merging Fund for the purposes of tax on capital gains for any UK resident shareholder. New Shares in the Continuing Fund will have the same acquisition cost and acquisition date for capital gains tax purposes for each UK shareholder as their existing Shares.

HMRC has also given clearance under section 701 of the Income Tax Act 2007 and section 748 of the Corporation Tax Act 2010 to the effect that the HMRC should not serve a counteraction notice in respect of the Scheme to counteract any corporation tax or income tax advantages arising pursuant to the Scheme.

5. Documents for Inspection

Copies of the following documents are available for inspection at the ACD's registered office during normal business hours on weekdays until the date of the Meeting or any adjourned meeting:

1. The Instrument of Incorporation of the Company;
2. The most recent report and accounts for the Company;
3. The KIIDs of the Merging Fund and Continuing Fund;
4. The consumer facing disclosure document required under SDR of the Continuing Fund;
5. The letter from the Depositary referred to above;
6. The letter from the FCA to the ACD's legal advisers referred to above; and
7. The letters from HMRC referred to above.

Appendix 5

Procedure for Meeting of Shareholders

Notice of a Meeting of Shareholders setting out the resolution to approve the Merger Proposal is in Appendix 6.

The quorum for the Meeting is two Shareholders, present in person or by proxy. If after 15 minutes from the meeting start time, a quorum is not present, the Meeting will stand adjourned for at least seven days. If, at an adjourned Meeting, a quorum is not present after 15 minutes from the Meeting start time, one person entitled to be counted in a quorum present at the Meeting shall constitute a quorum.

NatWest Trustee and Depositary Services Limited, as depositary of the Company, has appointed Derek McGowan, Director of the ACD (or failing them, Colin Fraser, Director of the ACD, or failing them any other duly authorised representative of the ACD approved by the Depositary) to be chairman of the Meeting.

The resolution will be proposed as an “extraordinary resolution” and must be carried by a majority in favour of not less than 75% of the total number of votes cast at the Meeting. Persons who are Shareholders on the date seven days before the notice is sent out, but excluding persons who are known by the ACD not to be Shareholders at the time of the Meeting, are entitled to vote and be counted in the quorum. Once passed, an extraordinary resolution is binding on all shareholders in the Merging Fund.

The ACD of the Merging Fund is only entitled to be counted in the quorum and vote at the Meeting in respect of Shares which it holds on behalf of or jointly with a person who, if himself the registered Shareholder, would be entitled to vote and from whom the ACD has received voting instructions.

Associates of the ACD are entitled to be counted in a quorum. They may vote at the Meeting in respect of Shares which they hold on behalf of or jointly with a person who, if himself the registered holder, would be entitled to vote and from whom they have received voting instructions.

In view of the importance of the Merger Proposal, the chairman of the Meeting will order a poll to be taken in respect of the resolution. On a poll, each Shareholder may vote either in person or by proxy. The voting rights attaching to each Share are such proportion of the voting rights attached to all the Shares in issue in the Merging Fund that the price of the Share bears to the aggregate price(s) of all the Shares in issue at the date seven days before the Notice of Meeting is sent out. A Shareholder entitled to more than one vote on a poll need not, if he votes, use all his votes or cast all the votes he uses in the same way.

In the case of joint holders, the vote of the first-named holder on the register who tenders a vote, whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders.

Appendix 6

Notice of Meeting of Shareholders

MEETING OF SHAREHOLDERS of BAILLIE GIFFORD MULTI ASSET GROWTH FUND (a sub-fund of Baillie Gifford Investment Funds ICVC)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the Shareholders of Baillie Gifford Multi Asset Growth Fund will be held at the offices of Baillie Gifford & Co Limited at Calton Square, 1 Greenside Row, Edinburgh, EH1 3AN at 9.30 a.m. on 6 June 2025 to consider and, if thought fit, to pass the following resolution which will be proposed as an extraordinary resolution:

Extraordinary Resolution

THAT this meeting hereby approves the proposal as noted in the letter dated 30 April 2025 addressed by Baillie Gifford & Co Limited (the "**ACD**") to Shareholders of Baillie Gifford Multi Asset Growth Fund (a sub-fund of Baillie Gifford Investment Funds ICVC) (the "**Merging Fund**") to merge the Merging Fund into Baillie Gifford Defensive Growth Fund (also a sub-fund of Baillie Gifford Investment Funds ICVC) by way of a scheme of arrangement (the "**Scheme**") and, accordingly, that the ACD and NatWest Trustee and Depositary Services Limited (as depositary of Baillie Gifford Investment Funds ICVC) be and are hereby authorised and instructed to take such steps as are necessary to implement and give effect to the Scheme in accordance with its terms and, once the Scheme has been implemented, the Merging Fund be terminated in accordance with the terms of the Scheme.

For and on behalf of
Baillie Gifford & Co Limited