

BAILLIE GIFFORD

Baillie Gifford Worldwide Global Stewardship Fund

Shareholder Rights Directive Annual Disclosure
for the period January 01, 2022 to December 31, 2022



This disclosure is produced to meet our obligation to provide enhanced reporting under the Shareholder Rights Directive (SRD) requirements. It is not marketing material. This document is solely for the use of professional investors and should not be relied upon by any other person. It is not intended for use by retail clients.

Our Investment Strategy

Global Stewardship is a sustainable growth global equity strategy. Its purpose is to back exceptional growth companies that help the world to thrive. To do this it seeks to integrate ESG into the investment process with an unashamedly optimistic mindset, and acts as a good steward of clients' capital by engaging for a better future. This is consistent with an objective to produce a return of MSCI ACWI +2-3% per annum, gross of fees, over rolling five-year periods (the stated objective is in no way guaranteed).

How We Make Investment Decisions

Global Stewardship strategy embeds Environmental, Social & Governance (ESG) analysis into each and every step of the investment process. To this end the Global Stewardship team is a blend of experienced growth investors and specialist ESG experts.

Responsibility for idea generation and initial research lies with our specialist regional and smaller company equity teams. When one of the investors identifies an idea for inclusion in Global Stewardship, they collaborate with an ESG analyst produce bespoke research which integrates ESG factors.

These investment ideas are discussed in weekly stock discussion meetings. Buy and sell decisions are then made in separate portfolio construction meetings, with position sizing a reflection of group conviction. The team also consider portfolio context, impact on diversification guidelines and sources of funds.

Key Material Medium to Long Term Risks

Fundamental risk - the permanent loss of capital and the risk of missing out on companies which subsequently post strong returns. We therefore place significant emphasis in our investment management process on understanding the fundamentals of the companies in which we invest, including environmental, social and governance factors (ESG), which may impact the sustainability of future growth.

Portfolio risk - a failure to maintain an appropriate level of diversification at the strategy level. A series of investment guidelines are in place which are intended to ensure that there is a sufficient level of diversification.

Liquidity risk - a failure to maintain appropriate level of liquidity at the strategy level. We have a series of guidelines that ensure the strategy remains sufficiently liquid to enable positions to be exited or client cash flows to be managed with minimal impact.

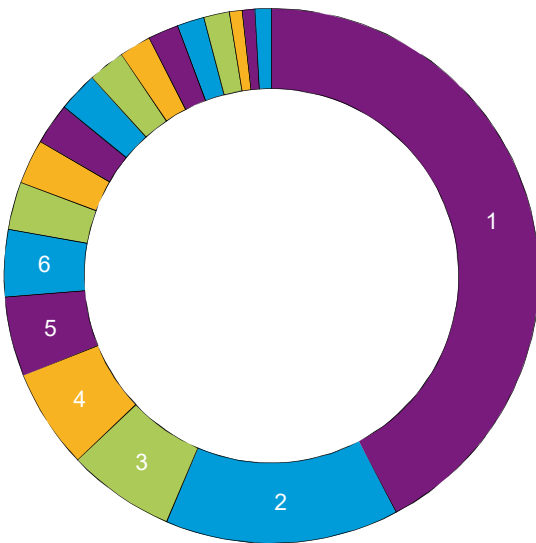
Portfolio Composition

Global Stewardship invests in long-term sustainable growth companies. Key to this is its emphasis on Environmental, Social & Governance (ESG) factors. The Fund mitigates the most significant ESG risks via rigorous responsible investment analysis and exclusions - the Global Stewardship strategy formally excludes 'sin' sector companies from its investable universe by applying two different types of ethical screen. Global Stewardship then seeks to identify and invest in long-term sustainable growth stocks by looking for companies which our fundamental, bottom-up research suggests benefit society, balance the interests of all stakeholders and exhibit a responsible culture.

Top Ten Holdings

Asset Name	% of Portfolio
MarketAxess Holdings	3.1
AIA Group	3.0
IMCD Group NV	2.9
TSMC	2.5
First Republic Bank	2.5
Shopify 'A'	2.4
Workday Inc	2.3
Recruit Holdings	2.3
MercadoLibre	2.2
Atlas Copco B	2.2

Geographic Analysis of Total Assets



	%
1 United States	42.3
2 Japan	14.1
3 UK	6.5
4 Sweden	6.0
5 France	4.8
6 Hong Kong	4.1
7 Netherlands	2.9
8 China	2.7
9 Taiwan	2.5
10 Canada	2.4
11 Brazil	2.2
12 South Korea	1.9
13 India	1.9
14 Denmark	1.6
15 Germany	1.6
16 Italy	0.8
17 Norway	0.7
18 Cash	1.0

Source: Baillie Gifford & Co.
Please note that totals may not add due to rounding.

Turnover and Turnover (Transaction) Costs

	%
Rolling One Year Turnover	45

Rolling One Year Turnover is calculated as the lesser of the sum of all purchases and the sum of all sales in each month divided by the monthly average market value, summed over 12 months. Turnover is a measure of average investment horizon, the lower the turnover the longer the average investment horizon.

Transaction costs:	%
Explicit transaction costs	0.08
Implicit transaction costs	0.08

Explicit costs are directly observable and include broker commissions and transaction taxes and fees. Implicit costs are the indirect costs associated with buying and selling of securities. Specifically, implicit costs represent the differential between the actual transaction price (excluding taxes and commissions) and the mid-market price of the asset when the order to transact was transmitted to a third-party. Due to the methodology used, overall transaction costs may be 'negative' if individual securities are purchased below the prevailing mid-price or conversely sold above the mid-price. Current MiFID II guidance requires us to disclose these costs, even if they result in a negative figure (i.e. an implicit gain to the investor).

Our Governance and Sustainability Approach

We look beyond current financial performance, undertaking proprietary research to build up an in-depth knowledge of an individual company and a view on their long-term prospects, including material governance and sustainability factors which we believe will positively or negatively affect the financial returns of an investment. In keeping with our decentralised and autonomous culture, we are comfortable with our various investment strategies taking different approaches to reach the same goal of properly assessing and weighing up governance and sustainability considerations in the investment process. Further information regarding our approach is detailed in our Governance and Sustainability Principles and Guidelines available in the About Us section of our website.

Our Approach to Voting and Engagement

Thoughtful voting of our clients' holdings is an integral part of our commitment to stewardship. Our Governance and Sustainability team oversees our voting analysis and execution in conjunction with our investment managers. Unlike many of our peers, we do not outsource the responsibility of voting to third-party suppliers. We utilise research from proxy advisers for information only. Additionally, Baillie Gifford does not lend securities on behalf of our clients. Where a client chooses to lend securities, we may consider requesting that clients recall any securities on loan to enable us to vote if we deem a meeting to be significant or contentious.

We engage regularly with management and board members to identify and understand issues and to monitor performance. Analysts from the Governance and Sustainability team regularly join our investors for these meetings, in addition to meetings that they will arrange directly with company representatives to discuss specific issues. Further details of Baillie Gifford's approach to voting and engagement is outlined in our Governance and Sustainability Principles and Guidelines document available in the About Us section of our website.

Detailed below are the engagements and the most significant votes we have carried out.

Company Engagement

Engagement Type	Company
Corporate Governance	Beijer Ref AB (publ), Dassault Systèmes SE, ITM Power Plc, Illumina, Inc., L'Oreal S.A., Meituan, Moderna, Inc., NIBE Industrier AB (publ), Netflix, Inc., Prudential plc, Shopify Inc., St. James's Place plc, Tesla, Inc., Twilio Inc.
Environmental/Social	AIA Group Limited, Abiomed, Inc., Amazon.com, Inc., Beijer Ref AB (publ), Codexis, Inc., Experian plc, JD.com, Inc., MarketAxess Holdings Inc., MercadoLibre, Inc., Moderna, Inc., NIBE Industrier

	AB (publ), Shopify Inc., Starbucks Corporation, Sumitomo Mitsui Trust Holdings, Inc., Taiwan Semiconductor Manufacturing Company Limited, Tesla, Inc., The Trade Desk, Inc., Watsco, Inc.
AGM or EGM Proposals	Abiomed, Inc., Amazon.com, Inc., Atlas Copco AB, Beijer Ref AB (publ), Cosmo Pharmaceuticals N.V., Dassault Systèmes SE, L'Oreal S.A., MISUMI Group Inc., MarketAxess Holdings Inc., Metropolis Healthcare Limited, Moderna, Inc., Ocado Group plc, Pacira BioSciences, Inc., Recruit Holdings Co., Ltd., Redfin Corporation, Sartorius Stedim Biotech S.A., St. James's Place plc, Sumitomo Mitsui Trust Holdings, Inc., The Trade Desk, Inc., Upwork Inc., Waters Corporation, Workday, Inc.
Executive Remuneration	ITM Power Plc, Prudential plc, Workday, Inc., Zalando SE

Voting Activity

Votes Cast in Favour	Votes Cast Against	Votes Abstained/Withheld
Companies	69	20
Resolutions	786	55
		5
		5

Significant Votes Cast in Favour

Company	Meeting Details	Voting Rationale
Abiomed	Annual 08/10/22 Resolution(s): 1.002	We voted in favour of routine proposals at the aforementioned meeting(s). This resolution is significant because Baillie Gifford swung the vote.
Alphabet Inc Class A	Annual 06/01/22 Resolution(s): 11	We supported a shareholder resolution on equal voting rights as we believe this is in the best interests of shareholders. This resolution is significant because it was submitted by shareholders and received greater than 20% support.
Alphabet Inc Class A	Annual 06/01/22 Resolution(s): 16	We supported on a shareholder resolution calling for an external human rights impact assessment, as we believe that this would help the company's management of risks related to the human rights impacts regarding misinformation. This resolution is significant because it was submitted by shareholders and received greater than 20% support.
Alphabet Inc Class A	Annual 06/01/22 Resolution(s): 8	We supported a shareholder resolution as we believe that there is scope for improvement around reporting on climate-related water risks. This resolution is significant because it was submitted by shareholders and received greater than 20% support.
Alphabet Inc Class A	Annual 06/01/22 Resolution(s): 9	We supported a shareholder resolution on a racial equity audit as this would help assess the effectiveness of current programs and policies. This resolution is significant because it was submitted by shareholders and received greater than 20% support.
Amazon.com	Annual 05/25/22 Resolution(s): 13	We supported a shareholder proposal on freedom of association. In light of several recent high profile controversies, we believe that shareholders would benefit from a more thorough examination of the compliance of the company's policies and practices with international fundamental rights. This resolution is significant because it was submitted by shareholders and received greater than 20% support.

Company	Meeting Details	Voting Rationale
Amazon.com	Annual 05/25/22 Resolution(s): 14	We supported a shareholder proposal on lobbying. We have supported this proposal at Amazon.com for the last two years. We believe that the company's disclosure is lagging that of its peers, and greater transparency of all political expenditures and lobbying would enable shareholder to assess alignment with Amazon's values and corporate goals. This resolution is significant because it was submitted by shareholders and received greater than 20% support.
Amazon.com	Annual 05/25/22 Resolution(s): 17	We supported a shareholder proposal on gender/racial pay. We have supported this proposal at Amazon.com for the last two years. We believe that women and minorities are underrepresented in leadership positions compared with the broader workforce, and reporting the unadjusted median gap would help to assess structural bias regarding job opportunity and pay. This resolution is significant because it was submitted by shareholders and received greater than 20% support.
Netflix Inc	Annual 06/02/22 Resolution(s): 8	We supported a shareholder resolution for a report on lobbying payments and policy as we believe enhanced disclosure on these subjects is in shareholders' best interests. This resolution is significant because it was submitted by shareholders and received greater than 20% support.
Tesla Inc	Annual 08/04/22 Resolution(s): 7	We supported the resolution requesting additional disclosure on the company's efforts to address harassment and discrimination in the workplace. We believe quantitative disclosure would help us understand and monitor the company's efforts. This resolution is significant because it was submitted by shareholders and received greater than 20% support.
Tesla Inc	Annual 08/04/22 Resolution(s): 9	We supported the resolution requesting a report on the impact of using mandatory arbitration in line with our voting approach in 2020 and 2021. We believe increased transparency would help us better understand the company's use of the practice and any implications for workplace practices and culture. This resolution is significant because it was submitted by shareholders and received greater than 20% support.

Significant Votes Cast Against

Company	Meeting Details	Voting Rationale
Abiomed	Annual 08/10/22 Resolution(s): 2	We opposed executive compensation due to concerns with the structure of the plan including short term performance targets within the long term plan. This resolution is significant because it received greater than 20% opposition.
Cosmo Pharmaceuticals	AGM 05/27/22 Resolution(s): 7	We opposed the remuneration policy as we are concerned that it allows for the payment of independent non-executive directors in options which we believe could compromise their independence. This resolution is significant because we opposed remuneration.

Company	Meeting Details	Voting Rationale
Cosmo Pharmaceuticals	AGM 05/27/22 Resolution(s): 8	We opposed the authority to grant options to the board as non-executive directors are eligible to participate which we believe can compromise their independence. This resolution is significant because we opposed remuneration.
Dassault Systemes	MIX 05/19/22 Resolution(s): 19, 20	We opposed two resolutions that would give the board decision-making power regarding mergers by absorption, as this would not be in the best interest of shareholders. This resolution is significant because it received greater than 20% opposition.
Illumina	Annual 05/26/22 Resolution(s): 4	We opposed a shareholder resolution requesting the company to change its articles of association to provide shareholders the right to call a special meeting when they own more than fifteen per cent of share capital. We supported management's alternate proposal for setting the threshold at twenty-five per cent, as we agree that this threshold strikes an appropriate balance between facilitating shareholder rights and protecting the company's and shareholders' long term interests. This resolution is significant because Baillie Gifford swung the vote.
Metropolis Healthcare	AGM 08/17/22 Resolution(s): 6, 7	We opposed amendments to the stock option plan as it allows for a large amount of discretion to be exercised, allowing for potential deep discounts, and changes to performance targets. This resolution is significant because we opposed remuneration.
Netflix Inc	Annual 06/02/22 Resolution(s): 7	We opposed a shareholder resolution to eliminate supermajority voting because we supported a management resolution that sought to implement similar changes. This resolution is significant because it received greater than 20% opposition.
Ocado	AGM 05/04/22 Resolution(s): 2	We opposed the resolution to approve the remuneration policy because we have concerns with the potential size of awards under the value creation plan. This resolution is significant because we opposed remuneration.
Ocado	AGM 05/04/22 Resolution(s): 20	We opposed the extension of the value creation plan due to concerns with the potential size of awards. This resolution is significant because we opposed remuneration.
Rakuten	AGM 03/30/22 Resolution(s): 4	We opposed the deep discount option plan due to the request including outsiders. We do not believe such plans promote alignment with shareholders, and potentially impair independence and objectivity of outside board members. This resolution is significant because we opposed remuneration.
Sartorius Stedim Biotech	MIX 03/29/22 Resolution(s): 23	We opposed the resolution to authorise capital issuances for use in employee stock plans. Management recommended that shareholders oppose this resolution as it is a regulatory requirement, and the company has other methods of motivating and retaining employees. This resolution is significant because we opposed remuneration.

Company	Meeting Details	Voting Rationale
Tesla Inc	Annual 08/04/22 Resolution(s): 10	We opposed the resolution requesting a report on how the company's corporate lobbying is aligned with the Paris Climate Agreement. Given Tesla's core mission is to accelerate the world's transition to sustainable energy and its entire business strategy is in alignment with the Paris Agreement, we believe additional disclosures would be a burdensome with no real benefit to shareholders. his resolution is significant because it was submitted by shareholders and received greater than 20% support.
Tesla Inc	Annual 08/04/22 Resolution(s): 11	We opposed the resolution requesting the company adopt a policy on freedom of association and collective bargaining. These rights are enshrined in the National Labor Relations Act and like any US company, Tesla must comply with the law and this is not a matter for company policy. his resolution is significant because it was submitted by shareholders and received greater than 20% support.
Tesla Inc	Annual 08/04/22 Resolution(s): 13	We opposed the resolution requesting a report on the company's water risk exposure. The company already provides detailed disclosure and has stated its intention to continue to increase the level of disclosure in future Impact Reports. his resolution is significant because it was submitted by shareholders and received greater than 20% support.
The Trade Desk	Annual 05/26/22 Resolution(s): 3	We opposed the executive compensation due to concerns over the quantum and performance conditions attached to the large off-cycle grant made during the year. This resolution is significant because it received greater than 20% opposition.
Wayfair Inc	Special 10/13/22 Resolution(s): 1	We opposed the extension of the omnibus Stock Plan because we believe a number of the plan's features were in contravention to best practice. This resolution is significant because we opposed remuneration.

Significant Abstentions

There were no significant abstentions

Conflicts of Interest

Baillie Gifford maintains a firm-wide Conflicts Matrix, which identifies conflicts and potential conflicts of interest that exist within the firm, and the procedures and controls that have been adopted to manage these conflicts. Baillie Gifford's firm wide conflict of interest disclosure is available in the Important Disclosures area of our website

We recognise the importance of managing potential conflicts of interest that may exist when we engage with or vote at a company with whom we have a material business or personal relationship and the Governance and Sustainability team is responsible for monitoring these possible material conflicts of interest.

The Governance and Sustainability team's approach to dealing with conflicts of interest in relation to voting and engagement can be found in our Investment Stewardship Activities report which is available in the Governance and Sustainability area of our website.

