

**Baillie Gifford™**

Baillie Gifford Worldwide Emerging Markets All Cap  
Fund

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Shareholder Rights Directive Annual Disclosure  
for the period January 01, 2023 to December 31, 2023



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

We are long-term, active, growth investors focused on identifying those companies that can grow their earnings, in hard currency, faster than the market over the long-term. Stock prices are wildly unpredictable in the short-term, however, ultimately, share prices do reflect the earnings capability of a company over the long-term. So when we find a company that has the potential to grow its profits significantly over time, we must invest with the patience that allows a good decision to prove its worth. To this end, we ask clients to judge us over a 5 year plus time frame, over which period our aim is to outperform the MSCI Emerging Markets Index, after fees.

## How We Make Investment Decisions

All investment ideas, whether existing holdings or new ideas, are discussed by the Emerging Markets Equity Team, at the weekly stock meeting. This is the opportunity to challenge and explore the research, drawing on the collective experience of the team.

The decision as to whether to buy or sell a stock is taken by the smaller portfolio construction group, comprising three experienced investment managers. They typically meet on a monthly basis to discuss portfolio construction. Stock weightings are determined by a combination of the conviction in the investment case, the scale and probability of the relative expected return and the context of the holding in relation to the rest of the portfolio. We appoint a lead portfolio manager, who has ultimate responsibility for the strategy.

Our sell discipline is triggered if a company no longer meets our growth hurdle, if the investment case no longer stands up to scrutiny, if the valuation no longer leaves sufficient upside or if there are significantly better ideas elsewhere.

## 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.

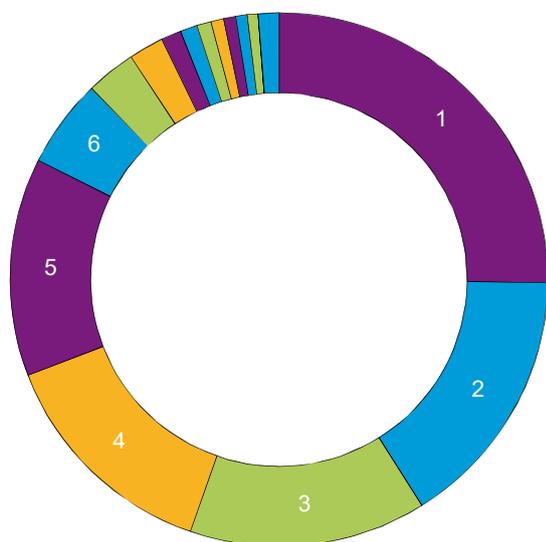
## Portfolio Composition

The Fund aims to invest in an actively managed portfolio of emerging market stocks. We invest on a long-term (5 year) perspective, and have a strong preference for growing companies, founded on the observation that returns follow earnings over the long-term in Emerging Markets. Many market participants favour the safety of steady predictable growth; we are willing to invest in companies where the outcomes are less certain, but where the potential returns are significant. The portfolio will typically hold between 60-100 stocks.

## Top Ten Holdings

Asset Name	% of Portfolio
TSMC	9.8
Samsung Electronics	6.8
Reliance Inds. GDR	5.1
Tencent	4.8
Petrobras Common ADR	4.4
MercadoLibre	4.2
HDFC Bank ADR	3.4
Infosys Ltd ADR	3.3
SK Hynix Inc	3.2
Alibaba Group Holding	2.9

## Geographic Analysis of Total Assets



	%
1 China	25.2
2 South Korea	15.9
3 India	14.3
4 Brazil	13.8
5 Taiwan	13.2
6 Mexico	5.4
7 Thailand	3.0
8 Indonesia	2.1
9 Poland	1.2
10 Panama	1.0
11 Peru	0.9
12 Chile	0.7
13 Other Emerging Markets	0.7
14 Singapore	0.7
15 South Africa	0.7
16 Russia	0.0
17 Cash	1.2

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

Turnover and Turnover (Transaction) Costs

	%
Rolling One Year Turnover	19

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	0.16
Implicit transaction costs	0.15

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
Environmental	Brilliance China Automotive Holdings Limited, CEMEX, S.A.B. de C.V., Copa Holdings, S.A., First Quantum Minerals Ltd., Hyundai Motor Company, JD.com, Inc., Li Ning Company Limited, Lundin Mining Corporation, MercadoLibre, Inc., Midea Group Co., Ltd., PTT Exploration and Production Public Company Limited, Petroleo Brasileiro S.A. - Petrobras, Raizen S.A., Reliance Industries Limited, Samsung Electronics Co., Ltd., Tencent Holdings Limited, Valeura Energy Inc., Zijin Mining Group Company Limited
Social	Baidu, Inc., BeiGene, Ltd., CEMEX, S.A.B. de C.V., First Quantum Minerals Ltd., Hyundai Motor Company, JD.com, Inc., Li Ning Company Limited, Lundin Mining Corporation, Minth Group Limited, PT Bank Rakyat Indonesia (Persero) Tbk, PTT Exploration and Production Public Company Limited, Petroleo Brasileiro S.A. - Petrobras, Raizen S.A., Reliance Industries Limited, Samsung Electronics Co., Ltd., Tencent Holdings Limited, Zijin Mining Group Company Limited
Governance	Alibaba Group Holding Limited, Allegro.eu SA, B3 S.A. - Brasil, Bolsa, BalcAo, Baidu, Inc., BeiGene, Ltd., Brilliance China Automotive Holdings Limited, CEMEX, S.A.B. de C.V., China Merchants Bank Co., Ltd., Copa Holdings, S.A., Coupang, Inc., First Quantum Minerals Ltd., Fomento Economico Mexicano, S.A.B. de C.V., HDFC Bank Limited, Hyundai Motor Company, JD.com, Inc., KE Holdings Inc., Kweichow Moutai Co., Ltd., Li Ning Company Limited, Lundin Mining Corporation, MediaTek Inc., PTT Exploration and Production Public Company Limited, Petroleo Brasileiro S.A. - Petrobras, Raizen S.A., Reliance Industries Limited, Samsung Electronics Co., Ltd., Sea Limited, Silergy Corp., Taiwan Semiconductor Manufacturing Company Limited, Tencent Holdings Limited, Valeura Energy Inc., Zai Lab Limited, Zijin Mining Group Company Limited
Strategy	Brilliance China Automotive Holdings Limited, Copa Holdings, S.A., First Quantum Minerals Ltd., Raizen S.A., Reliance Industries Limited, Valeura Energy Inc., Zijin Mining Group Company Limited

## Voting Activity

Votes Cast in Favour	Votes Cast Against	Votes Abstained/Withheld
Companies	58 Companies	18 Companies
Resolutions	793 Resolutions	37 Resolutions

## Significant Votes Cast in Favour

Company	Meeting Details	Voting Rationale
BeiGene HK Line	AGM 06/15/23 Resolution(s): 6, 8, 9	We voted in favour of routine proposals at the aforementioned meeting(s). This resolution is significant because it received greater than 20% opposition.
Brilliance China Automotive	AGM 06/20/23 Resolution(s): 2.B, 2.C, 4.A, 4.C	We voted in favour of routine proposals at the aforementioned meeting(s). This resolution is significant because it received greater than 20% opposition.
First Quantum Minerals	AGM 05/04/23 Resolution(s): 1, 5	We voted in favour of routine proposals at the aforementioned meeting(s). This resolution is significant because it received greater than 20% opposition.
Haier Smart Home 'H'	AGM 06/26/23 Resolution(s): 9	We voted in favour of routine proposals at the aforementioned meeting(s). This resolution is significant because it received greater than 20% opposition.

Company	Meeting Details	Voting Rationale
Li Ning	AGM 06/14/23 Resolution(s): 3.1B, 3.1C	We voted in favour of routine proposals at the aforementioned meeting(s). This resolution is significant because it received greater than 20% opposition.
Minth Group	AGM 05/31/23 Resolution(s): 16, 18	We voted in favour of routine proposals at the aforementioned meeting(s). This resolution is significant because it received greater than 20% opposition.
Samsung SDI Co Ltd	AGM 03/15/23 Resolution(s): 2.1	We voted in favour of routine proposals at the aforementioned meeting(s). This resolution is significant because it received greater than 20% opposition.
Shenzhou International Group Holdings	AGM 05/30/23 Resolution(s): 8, 10	We voted in favour of routine proposals at the aforementioned meeting(s). This resolution is significant because it received greater than 20% opposition.
Silergy	AGM 05/26/23 Resolution(s): 6	We voted in favour of routine proposals at the aforementioned meeting(s). This resolution is significant because it received greater than 20% opposition.
Tencent	AGM 05/17/23 Resolution(s): 5	We voted in favour of routine proposals at the aforementioned meeting(s). This resolution is significant because it received greater than 20% opposition.
Tencent	EGM 05/17/23 Resolution(s): 1A-7	We voted in favour of routine proposals at the aforementioned meeting(s). This resolution is significant because it received greater than 20% opposition.
WNS (Holdings) ADR	Annual 09/21/23 Resolution(s): 8	We voted in favour of routine proposals at the aforementioned meeting(s). This resolution is significant because it received greater than 20% opposition.
Zai Lab HK Line	AGM 06/20/23 Resolution(s): 14	We voted in favour of routine proposals at the aforementioned meeting(s). This resolution is significant because it received greater than 20% opposition.

## Significant Votes Cast Against

Company	Meeting Details	Voting Rationale
B3 S.A.	AGM 04/27/23 Resolution(s): 11	We opposed a resolution to confer our votes on unknown directors should the slate of directors change. This resolution is significant because we opposed the election of a director.
B3 S.A.	AGM 04/27/23 Resolution(s): 5	We opposed a resolution to confer our votes on unknown directors should the slate of directors change. This resolution is significant because we opposed the election of a director.
B3 S.A.	EGM 06/01/23 Resolution(s): 3	We opposed a resolution to confer our votes on unknown directors should the slate of directors change. This resolution is significant because it received greater than 20% opposition.

Company	Meeting Details	Voting Rationale
Bank Rakyat Indonesia	AGM 03/13/23 Resolution(s): 3	We opposed the remuneration for the board as independent directors and commissioners receive incentive-based pay which we believe could compromise their objectivity. This resolution is significant because we opposed remuneration.
Bank Rakyat Indonesia	AGM 03/13/23 Resolution(s): 8	We opposed the changes to the composition of the company's management due to lack of disclosure of the changes. This resolution is significant because we opposed the election of a director.
Cemex ADR	Annual 03/23/23 Resolution(s): 6D, 6E, 8B, 9A	We opposed four resolutions relating to the election of two independent directors to the board and board committees. These directors both have long tenures which we believe could act to compromise their independence. This resolution is significant because we identified a material E, S or G issue which resulted in Baillie Gifford opposing management.
Cemex ADR	Annual 03/23/23 Resolution(s): 6G	We opposed two resolutions relating to the election of an independent director to the board and a board committee. The director serves on six other public boards as well as serving on the company's board. We are concerned that he is overcommitted and does not have sufficient time to effectively discharge his duties at CEMEX. This resolution is significant because we opposed the election of a director.
China Merchants Bank 'H'	AGM 06/27/23 Resolution(s): 6	We opposed the auditor's reappointment due to the lack of disclosure around high level of non-audit fees, which raises concern over the independence and objectivity of the auditor. This resolution is significant because we opposed the election of auditors.
China Merchants Bank 'H'	AGM 06/27/23 Resolution(s): 9	We opposed the election of a director as despite not being independent, they will join the audit committee, contrary to our expectation for such a committee to be fully independent. This resolution is significant because we opposed the election of a director.
Doosan Bobcat	AGM 03/27/23 Resolution(s): 1	We opposed the financial statements as the annual report, including the auditor's opinion, was not disclosed ahead of the voting deadline. This resolution is significant because we opposed the company reports.
First Quantum Minerals	AGM 05/04/23 Resolution(s): 4	We opposed executive remuneration as we did not find long-term targets sufficiently stretching. This resolution is significant because we opposed remuneration.
Geely Automobile Holdings	EGM 04/28/23 Resolution(s): 1, 3	We opposed two resolutions related to the 2023 Share Option Scheme due to concerns regarding eligible participants and because the potential dilution levels from requested awards is not in the interests of shareholders. This resolution is significant because we opposed remuneration.

Company	Meeting Details	Voting Rationale
KGHM Polska Miedz	AGM 06/21/23 Resolution(s): 12	We opposed the remuneration report due to the lack of clarity of the link between pay and performance, which does not allow us to assess whether the remuneration outcomes are aligned with the financial results and experience of all stakeholders. This resolution is significant because it received greater than 20% opposition.
Li Ning	AGM 06/14/23 Resolution(s): 7	We opposed the amendments to the articles of association because the provision to shorten meeting notification is not in the best interests of shareholders. This resolution is significant because it received greater than 20% opposition.
Li Ning	EGM 06/14/23 Resolution(s): 1, 2	We opposed the Share Option Scheme and Share Award Scheme due to the inclusion of single trigger change in control provisions and because the potential dilution levels are not in the interests of shareholders. This resolution is significant because we opposed remuneration.
Minth Group	AGM 05/31/23 Resolution(s): 19	We opposed the amendments to the articles of association because one amendment reduces the notice period for extraordinary general meetings, which is not in the best interests of foreign investors voting by proxy. This resolution is significant because it received greater than 20% opposition.
Petrobras Common ADR	Annual 04/27/23 Resolution(s): 10	We opposed the resolution to allow our votes to be recast on the slate of directors should the slate change due to concerns regarding unknown candidates being added. This resolution is significant because we opposed the election of a director.
Petrobras Common ADR	Annual 04/27/23 Resolution(s): 12	We opposed remuneration due to a lack of disclosure regarding how awards are treated when executives leave the business. This resolution is significant because we opposed remuneration.
Petrobras Common ADR	Annual 04/27/23 Resolution(s): 3	We opposed the slate of directors electing instead to vote on the individual candidates via cumulative voting. This resolution is significant because we opposed the election of a director.
Petrobras Common ADR	Annual 04/27/23 Resolution(s): 7	We opposed the election of the chairman due to ongoing governance concerns and a lack of independent directors on the board. This resolution is significant because we opposed the election of a director.
PTT Exploration and Production	AGM 04/03/23 Resolution(s): 7	We opposed the remuneration of the board of directors because we do not believe it is appropriate for non-executive directors to receive a bonus as it could compromise their ability to think and act independently. This resolution is significant because we opposed remuneration.
Zai Lab HK Line	AGM 06/20/23 Resolution(s): 13	We opposed executive compensation due to retention awards granted during the year. We do not believe that these awards are justified or that they are in the best long term interests of shareholders. This resolution is significant because it received greater than 20% opposition.

## Significant Abstentions

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There were no significant abstentions

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## 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.

