

SUPPLIER CODE OF CONDUCT

BAILLIE GIFFORD GROUP

Financial year ending April 2020





INTRODUCTION

The Baillie Gifford Group upholds a high standard of service across its client base. We believe this to include a responsibility to our clients to ensure that the best standard of practice is taking place not only within our business but also across all our external relationships.

As an Investment Manager working across many different sectors and jurisdictions we strive to act ethically and value the principles of integrity, honesty and respect which we aim to apply consistently in our own actions and across our relationships, ensuring the best standard of performance for our clients.

To further these high standards we believe it is important to share the key principles and best practice standards we consider crucial to sustaining effective and enduring business relationships with all third party suppliers and their affiliates and subcontractors ('Suppliers'), which provide goods or services to the Baillie Gifford Group in this Supplier Code of Conduct. These include key principles such as acting in an ethical manner, managing conflicts of interest, protecting human rights, minimising environmental impact, and providing safe working environments. We expect all such principles to be adhered to whilst always complying with all applicable laws and regulations.

We wish to share this information in the interests of maintaining transparent relationships with all our Suppliers and with a view to aligning expected standards of behaviour. We view this approach as a key element in influencing a positive environment across all sectors and jurisdictions in which we operate and expect all our current, prospective, and future Suppliers to uphold similarly high business principles across their respective supply chains, irrespective of their location and environment.

We encourage Suppliers to comply with the principles as set out in this Supplier Code of Conduct, and any other relevant documents referenced within. We are grateful to Suppliers for their full support and understanding in this regard.

Please note that the terms of this Supplier Code of Conduct are in addition to any other commercial or contractual terms agreed.

COMPLIANCE WITH LAWS AND REGULATIONS

The Baillie Gifford Group sets high standards of organisational conduct and ethical behaviour as demonstrated through consistent compliance with all applicable laws and regulations relevant to our business. We therefore expect that all Suppliers also comply with applicable laws, regulations and standards within the industries and countries in which they operate and to seek similar commitments throughout their own supply chains.

MODERN SLAVERY AND HUMAN RIGHTS

As a Group that looks to uphold high ethical and compliance standards at all times, we strive to ensure that we adhere to all relevant laws relating to Modern Slavery and Human Rights and treat our staff and Suppliers with the utmost respect.

We operate a zero tolerance approach to Modern Slavery and aim to ensure that there is no Modern Slavery or Human Trafficking in our supply chains. The [Baillie Gifford Group Modern Slavery Statement](#) reflects our commitment to acting in an ethical manner and with integrity in all of our Supplier relationships and to implementing and enforcing effective systems and controls to ensure that Modern Slavery and Human Trafficking is not taking place anywhere within our supply chains.

We expect that all Suppliers will act in accordance with the UK Modern Slavery Act 2015 if applicable, or any similar laws in the countries in which they carry out business to ensure that no employee or individual working in any supply chain is being exploited. In addition, we would expect that all employees are working within a safe environment and that all relevant employment, health and safety and human rights laws and international standards are followed.

ANTI-BRIBERY AND CORRUPTION

We are committed to carrying out all business activities fairly, honestly and openly and operate a zero tolerance approach to any activity that could be perceived as an attempt or acceptance of bribery. We provide support to our staff in this area by maintaining appropriate policies, training and reporting procedures.

Suppliers must operate the same approach, comply with all applicable laws and regulations and enforce robust governance and internal control systems in their supply chains taking account of the UK Bribery Act 2010 and any other applicable laws in the countries in which they operate.

GIFTS AND HOSPITALITY

Our Inducements Policy requires that all gifts and hospitality received by staff must be recorded in the Group's Code of Ethics System. Staff must exercise discretion when accepting gifts or hospitality. We would expect our Suppliers to respect that no Baillie Gifford staff member should accept extravagant or excessive gifts or entertainment or accept gifts or entertainment with undue frequency. Invitations should not be offered to the Group if they could be construed as being unusual or risk creating a sense of obligation to the host or bias in their favour.



CONFLICTS OF INTEREST

As an Investment Manager, we have a responsibility to place the interests of clients ahead of our own and to take all reasonable steps to prevent conflicts of interest from damaging the interests of our clients. To ensure that the best interests of the client are paramount, all activities undertaken by the Group and its staff must be conducted in such a manner as to avoid or manage any actual or potential conflicts of interest or any abuse of an individual's position of trust and responsibility.

We would expect that our Suppliers have procedures in place to identify and manage any conflicts of interest appropriately and disclose to us, as soon as is reasonably practicable, any actual or potential conflicts of interest that could impact the Baillie Gifford Group or our clients.

ANTI-COMPETITIVE BEHAVIOUR

We would expect all Suppliers to understand the different types of anti-competitive behaviours and to behave in a manner that cannot be deemed as anti-competitive. Sharing confidential information with competitors or Suppliers would be an example of this.

DATA PROTECTION

The Baillie Gifford Group endeavours to protect all data held within the business relating to both staff and clients.

As will often be outlined in our legal contracts, we require Suppliers to protect any sensitive and/or confidential data ('Data') which we may transfer to you and ensure compliance with all applicable Data Protection laws and regulations including the General Data Protection Regulation.

In particular, any Data processed on behalf of the Baillie Gifford Group must be

protected against any malicious or accidental breaches by:

- Processing Data only in accordance with our written instructions and for the purposes specified within any legal contracts between the Baillie Gifford Group and a Supplier;
- Preventing any unauthorised transfer of Data without our prior knowledge or consent, including the transfer of Data outwith the EEA which will only take place on our instruction and if an adequate level of protection has been provided;
- Ensuring confidentiality of all Data provided and ensuring that any person processing the Data is bound by appropriate confidentiality obligations;
- Implementing appropriate technical, security and organisational measures to safeguard Data and protect against unauthorised or unlawful processing of Data;
- Only engaging sub-processors with our prior written consent and ensuring that data protection obligations are imposed on any agreed sub-processor by way of a contract;
- Preserving the privacy of all employees, contractors, affiliates, clients and Suppliers associated with any Data provided by the Baillie Gifford Group;
- Reporting any potential or actual data breaches involving the exposure of Data without our consent immediately.

ENVIRONMENTAL IMPACT

We are committed and active in reducing the environmental impact as is set out in the [Baillie Gifford Environmental Policy](#) and the [Governance and Sustainability Principles and Guidelines](#). Suppliers should also take active steps to adopt best practice standards to reduce negative environmental impacts and comply with environmental

laws, regulations and standards. We may also request Suppliers to provide additional information in relation to their sustainability procedures.

DIVERSITY AND INCLUSION

We are committed to promoting a culture where all of our employees feel included and able to fulfil their potential, as set out in the Baillie Gifford Diversity and Inclusion Policy. Suppliers should also take active steps to promote diversity and inclusion in line with best practice and comply with relevant employment laws, regulations and standards. We may also request that Suppliers provide additional information in relation to their diversity and inclusion policies.

TAXATION

We are committed to observing all applicable tax laws, rules, regulations, and reporting and disclosure requirements across the jurisdictions in which we operate. In turn, we expect Suppliers to take the same approach to taxation in the jurisdictions in which they operate.

REPORTING

If you have any concerns about any actions which you believe go against best standard practice and the principles set out in this Supplier Code of Conduct please contact us at ThirdPartyOversight@bailliegifford.com

VIOLATION OF OUR SUPPLIER CODE OF CONDUCT

Whilst Supplier sign-off is not specifically requested, we ask for acknowledgement that they read and understand its terms and may request that Suppliers demonstrate compliance with this Supplier Code of Conduct during the relationship. Any infringements may have a bearing on our ongoing relationship with a Supplier.

Calton Square, 1 Greenside Row, Edinburgh EH1 3AN
Telephone +44 (0)131 275 2000 www.bailliegifford.com