

BAILLIE GIFFORD WORLDWIDE FUNDS PLC (THE "COMPANY")

FIRST ADDENDUM TO PROSPECTUS

This Addendum forms part of and should be read in the context of and in conjunction with the Prospectus for the Company dated 29 November 2024 (the "Prospectus") and is incorporated herein. All capitalised terms herein contained shall have the same meaning in this Addendum as in the Prospectus unless otherwise indicated.

The attention of investors is drawn to the following section of the Prospectus of the Company, "8. Risk Factors".

The Directors of the Company accept responsibility for the information contained in this document. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information. The Directors accept responsibility accordingly.

Establishment of Additional Share Class

The Directors wish to advise Shareholders that the Prospectus of the Company will be updated to reflect the establishment of an additional Share Class, namely Class F.

To reflect the establishment of the additional Share Classes, the Prospectus shall be updated, specifically Section **"1. DEFINITIONS"**, more specifically the definition of **"Initial Offer Period"**, Section **"9. FEES AND EXPENSES"** and **SCHEDULE I-CLASSES OF SHARES"** shall be deleted and replaced with the following:

1. DEFINITIONS

"Initial Offer Period"	<p>in the case of any Class A, B, C, D, E and L first offered for subscription; the period beginning at 9.00 am (Irish time) on 20 September 2024 and terminating at 5.00 pm (Irish time) 20 March 2025 or such other period determined by the Directors in accordance with the requirements of the Central Bank during which Shares are first offered for subscription.</p> <p>in the case of any Class F first offered for subscription; the period beginning at 9.00 am (Irish time) on 9 December 2024 and terminating at 5.00 pm (Irish time) 9 June 2025 or such other period determined by the Directors in accordance with the requirements of the Central Bank during which Shares are first offered for subscription.</p> <p>Typically, the Initial Offer Period of a Class of Shares ends following the receipt by the Company of the initial subscription.</p>
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9. FEES AND EXPENSES

Each Fund shall pay all of its expenses and its allocable share of any expenses incurred by the Company. These expenses may include the costs of: (i) maintaining the Company and the relevant Fund and registering the Company, the relevant Fund and the Shares with any governmental or regulatory authority or with any stock exchange; (ii) management, administration, custodial, compliance and related services; (iii) preparation, printing and posting of prospectuses, sales literature and reports to Shareholders, the Central Bank and other governmental agencies; (iv) marketing expenses; (v) taxes; (vi) commissions and brokerage fees; (vii) expenses incurred in connection with the acquisition and disposal of the assets of the Company; (viii) auditing, tax, compliance and legal fees (including expenses arising in respect of legal or administrative proceedings); (ix) insurance premiums; (x) fees and expenses of paying agents, local representatives and similar agents, such fees and expenses to be charged at normal commercial rates; (xi) listing fee, if applicable; (xii) other operating expenses, including platform costs for distribution of the Funds, (xiii) all costs incurred by the Company or any Fund or Class in complying with statutory requirements imposed on it, (xiv) all expenses incurred in the liquidation of winding-up of the Company or termination of any Fund, (xv) any amount payable under indemnity provisions contained in the Constitution or any agreement in which services are provided to the Company, and (xvi) all other liabilities and contingent liabilities of the Company or any Fund of whatsoever kind and all fees and expenses incurred in connection with the operation, administration and management of the Company or any Fund or as may be deemed incidental or conducive to objectives, powers or policy of the Company or the policies of a Fund. For the avoidance of doubt, all fees and expenses referred to in this section of the Prospectus are exclusive of VAT or any other similar ad valorem sales tax which may be payable. Where the Company invests in another collective investment scheme (including any investment trust) which is managed by the Manager, the Investment Manager or their affiliates, the underlying collective investment scheme shall waive any subscription, conversion or redemption fees which it would normally charge. Where a commission is received by the Manager, the Investment Manager or their affiliates by virtue of a Fund's investment in an underlying collective investment scheme, this commission shall be paid into the assets of a Fund.

The Directors, the Depositary, the Administrator and the Investment Manager shall be entitled to be reimbursed by the Company for all reasonable disbursements and out-of-pocket expenses incurred by them, if any. All expenses relating to the establishment of the Company and each Fund have been borne by the Investment Manager.

The Constitution provides that the Directors shall be entitled to a fee by way of remuneration for their services at a rate to be determined from time to time by the Directors. Employees, partners and officers of the Investment Manager and its affiliates shall not receive a director's fee.

Management Fee

Under the Management Agreement, the Company shall pay to the Manager a management fee at the aggregate annual rate in respect of the Funds as set out below.

The Manager may, in its sole discretion, enter into rebate arrangements with certain Shareholders which have the effect of reducing, waiving or calculating differently the management fee with respect to such Shareholders. The Manager has ensured that any such rebate arrangements meet the requirements set out in UCITS Rules. Further information on any existing rebate arrangements will be made available by the Manager to the Shareholders upon request.

The management fee shall be calculated and accrued daily and paid quarterly in arrears.

In addition, the Manager shall be entitled to be reimbursed its reasonable disbursements and out-of-pocket expenses.

Fund	Class A (%)	Class B (%)	Class C (%)	Class D (%)	Class E (%)	Class F (%)	Class L (%)
Baillie Gifford Worldwide Emerging Markets Leading Companies Fund	1.5	0.72	0	X	X	X	X
Baillie Gifford Worldwide Global Alpha Fund	1.5	0.57	0	Up to 0.65	X	X	0.5
Baillie Gifford Worldwide Responsible Global Alpha Paris-Aligned Fund	1.5	0.57	0	Up to 0.57	X	X	0.5
Baillie Gifford Worldwide U.S. Equity Growth Fund	1.5	0.5	0	X	X	X	X
Baillie Gifford Worldwide Pan-European Fund	1.5	0.55	0	X	X	X	X
Baillie Gifford Worldwide Japanese Fund	1.5	0.6	0	X	X	X	X
Baillie Gifford Worldwide Global Dividend Growth Fund	1.5	0.5	0	X	X	0.35	X
Baillie Gifford Worldwide Long Term Global Growth Fund	1.5	0.62	0	X	0.5	X	X
Baillie Gifford Worldwide Asia ex Japan Fund	1.5	0.65	0	X	X	0.455	X

Fund	Class A (%)	Class B (%)	Class C (%)	Class D (%)	Class E (%)	Class F (%)	Class L (%)
Baillie Gifford Worldwide Diversified Return Yen Fund	1.5	0.5	0	X	X	X	X
Baillie Gifford Worldwide Discovery Fund	1.5	0.75	0	X	X	X	X
Baillie Gifford Worldwide Emerging Markets All Cap Fund	1.5	0.72	0	X	X	0.50	X
Baillie Gifford Worldwide Positive Change Fund	1.5	0.5	0	0.5	X	X	X
Baillie Gifford Worldwide Sustainable Growth Fund	1.5	0.5	0	X	X	0.35	X
Baillie Gifford Worldwide Health Innovation Fund	1.5	0.5	0	X	X	X	X
Baillie Gifford Worldwide China A Shares Growth Fund	1.5	0.72	0	X	X	0.50	X
Baillie Gifford Worldwide China Fund	1.5	0.72	0	X	X	0.50	X
Baillie Gifford Worldwide Responsible Global Dividend Growth Fund	1.5	0.5	0	X	X	X	X
Baillie Gifford Worldwide Emerging Markets ex China Equities Fund	1.5	0.72	0	X	X	0.50	X
Baillie Gifford	1.5	0.5	0	X	X	0.35	X

Fund	Class A (%)	Class B (%)	Class C (%)	Class D (%)	Class E (%)	Class F (%)	Class L (%)
Worldwide Islamic Global Equities Fund							
Baillie Gifford Worldwide US Equity Alpha Fund	1.5	0.45	0	X	X	0.315	X
Baillie Gifford Worldwide Global Developed Equities Fund	1.5	0.5	0	X	X	0.35	X

Class B Shares

Certain Funds listed below offer a Class B Share at the discretion of the Manager at a reduced rate for a period of months as specified in the table below. The management fee payable by the Company to the Manager in respect of the relevant Class B Shares shall be charged at a reduced annual rate, up until the Class B Shares reduced fee expiry date and details of both are set out in the table below.

Baillie Gifford Worldwide China A Shares Growth Fund
Baillie Gifford Worldwide China Fund
Baillie Gifford Worldwide Responsible Global Dividend Growth Fund
Baillie Gifford Worldwide Emerging Markets All Cap Fund
Baillie Gifford Worldwide Emerging Markets ex China Equities Fund
Baillie Gifford Worldwide Islamic Global Equities Fund
Baillie Gifford Worldwide US Equity Alpha Fund

Fund	Reduced annual management fee for limited period of time for Class B Shares (%)	Class B Shares reduced fee expiry
Baillie Gifford Worldwide China A Shares Growth Fund	0.24	24 month period ending 14 December 2024
	0.36	Further 12 month period ending 14 December 2025
Baillie Gifford Worldwide China Fund	0.36	17 November 2024
Baillie Gifford Worldwide Responsible Global Dividend Growth Fund	0.25	31 December 2024
Baillie Gifford Worldwide Emerging Markets All Cap Fund	0.36	Further 12 month period ending 3 February 2025
Baillie Gifford Worldwide Emerging Markets ex China Equities Fund	0.36	36-month reduced fee period not triggered as at the date of this Prospectus
Baillie Gifford Worldwide Islamic Global Equities Fund	0.25	36-month reduced fee period not triggered as at the date of this Prospectus

Baillie Gifford Worldwide US Equity Alpha Fund	0.225	36-month reduced fee period not triggered as at the date of this Prospectus
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The information contained in the table above is correct as at the date of this Prospectus but more up-to-date information on this shall be available from the Administrator and/or the Manager upon request.

Investment Manager's Fee

The Investment Manager shall be entitled to receive out of the fees of the Manager an investment management fee accrued daily and payable monthly in arrears.

Sub-Investment Manager's Fees

Any sub-investment manager shall not be paid a fee directly by a Fund.

Administrator's Fee

The Administrator shall be entitled to receive, out of the assets of each Fund, an administration fee accrued daily and payable monthly in arrears, of up to 0.04 per cent. per annum of the Net Asset Value of each Fund.

Depository's Fee

The Depository shall be entitled to receive, out of the assets of each Fund, a trustee fee accrued daily and payable monthly in arrears, of 0.015 per cent. per annum of the Net Asset Value of each Fund.

The Depository will also receive from each Fund a custodial fee of up to 0.5 per cent. of the value of the assets held, depending on the market in question and subject to the overall custodial fee not exceeding 0.5 per cent. of the Net Asset Value of each Fund. Such fees shall accrue daily and be paid monthly in arrears. The Depository shall also be entitled to receive transaction charges and all sub-custodian charges will be recovered by the Depository from the Company as they are incurred by the relevant sub-custodian. All such charges shall be at normal commercial rates. The Depository is also entitled to reimbursement of all reasonable and properly incurred out-of-pocket expenses incurred for the benefit of the Company.

Dividends from capital

Shareholders should note that dividends of the Baillie Gifford Worldwide Global Dividend Growth Fund and the Baillie Gifford Worldwide Responsible Global Dividend Growth Fund will be paid out of capital and/or income of the Fund.

Charging expenses and fees to capital

Shareholders should note that some or all the expenses and the management fee of the Baillie Gifford Worldwide Global Dividend Growth Fund and the Baillie Gifford Worldwide Responsible Global Dividend Growth Fund may be charged to the capital of the Fund.

SCHEDULE I - CLASSES OF SHARES

Except as otherwise indicated below, each Fund offers the following Share Classes:

Share Class	Eligibility
Class A	Class A Shares are for all investors who invest via platforms, intermediaries and sub-distributors where such platform, intermediary or sub-distributor receives a trail fee or commission payment. A portion of the management fee is used to pay trail fees and/or commission payments. Platform charges or other distribution fees will be treated as a Fund operating expense.
Class B	<p>Class B Shares are reserved for institutional investors including but not limited to discretionary portfolio managers, pension funds and corporates, and for investors in those jurisdictions where there are prohibitions on the payment and/or receipt of fees (e.g. trail fees) and/or commission payments, or investors who have separate fee arrangements with their advisors that effect the same prohibitions.</p> <p>Certain Funds offer a Class B Share at the discretion of the Manager or the Investment Manager at a reduced rate for a period of 36 months. The management fee payable by the Company to the Manager in respect of the relevant Class B Shares shall be charged at half the annual rate up until the Class B Shares reduced fee expiry date. Further details are set out in the section entitled "Fees and Expenses".</p>
Class C	Class C Shares are only available to persons to whom the Investment Manager, associates of the Investment Manager or persons to whom the Investment Manager, or one of its affiliates, provides services under an investment management and distribution agreement or other agreement.
Class D	Class D Shares are only available in limited circumstances as set out in the section entitled "Fees and Expenses" to certain persons at the discretion of the Company, the Manager, the Investment Manager or one of their affiliates.
Class E	Class E Shares are only available in the Baillie Gifford Worldwide Long Term Global Growth Fund to certain persons at the discretion of the Company, the Manager, the Investment Manager or one of their affiliates.
Class F	Class F Shares are only available in the Baillie Gifford Worldwide Global Developed Equities Fund, the Baillie Gifford Worldwide Sustainable Growth Fund, the Baillie Gifford Worldwide Global Dividend Growth Fund, the Baillie Gifford Worldwide US Equity Alpha Fund, the Baillie Gifford Worldwide Asia ex Japan Fund, the Baillie Gifford Worldwide Emerging Markets All Cap Fund, the Baillie Gifford Worldwide China A Shares Growth Fund, the Baillie Gifford Worldwide China Fund, the Baillie Gifford Worldwide Emerging Markets ex China Fund and the Baillie Gifford Worldwide Islamic Global Equities Fund. These shares are available to new and existing Shareholders who can subscribe the minimum initial investment amount, as detailed below, at the discretion of the Company, the Manager, the Investment Manager or one of their affiliates.
Class L	Class L Shares are only available in the Baillie Gifford Worldwide Global Alpha Fund and the Baillie Gifford Worldwide Responsible Global Alpha Paris-Aligned Fund to certain persons at the discretion of the Company, the Manager, the Investment Manager or one of their affiliates.

Trail Fees and/or Platform Charges paid by the management fee

Share Class	Platform charge or other distribution fee paid from the management fee	Trail fee and/or commission payment paid from the management fee
A	No	Yes
B	No	No
C	No	No
D	No	No
E	No	No
F	No	No
L	No	No

Eligible Share Classes by Distribution Channel

Distribution Channel	Eligible Share Classes
Direct Institutional Investor	B – management fee charged within the Fund, in certain Funds a reduced management fee is available C – management fee charged outside the Fund F – management fee charged within the Fund, in certain Funds a reduced management fee is available for founder/seed investors.
Intermediated investment	A – for platforms or intermediaries which charge trail fees and/or commission payments and platform charges B – for platforms or intermediaries which charge no trail fees and no commission payments

Currency Denomination

With the exceptions below, each Share Class is offered in the following currency denominations: Euro (EUR), United States Dollar (USD); Pound sterling (GBP); Singapore Dollar (SGD); Australian Dollar (AUD); Swiss Franc (CHF); Japanese Yen (JPY); Norwegian Krone (NOK); Swedish Krona (SEK); Hong Kong Dollar (HKD); Canadian Dollar (CAD); New Zealand Dollar (NZD); Danish Krone (DKK) and Renminbi (CNY).

Income and Accumulation Share Classes

- Each Fund offers income and accumulation varieties of all Share Classes with the exception of: Baillie Gifford Worldwide Asia ex Japan Fund, Baillie Gifford Worldwide China Fund, Baillie Gifford Worldwide China A Shares Growth Fund, Baillie Gifford Worldwide Global Developed Equities Fund, Baillie Gifford Worldwide Islamic Global Equities Fund, Baillie Gifford Worldwide Positive Change Fund, Baillie Gifford Worldwide Sustainable Growth Fund, Baillie Gifford Worldwide US Equity Alpha Fund, Baillie Gifford Worldwide US Equity Growth Fund and Baillie Gifford Worldwide Health Innovation Fund that only offer accumulation Share Classes.

- The following Funds offer income and accumulation varieties of Class F Shares: Baillie Gifford Worldwide Global Dividend Growth Fund, Baillie Gifford Worldwide Emerging Markets All Cap Fund and Baillie Gifford Worldwide Emerging Markets ex China Equities Fund, whereas the following Funds only offer accumulation varieties of Class F Shares: Baillie Gifford Worldwide Asia ex Japan Fund, Baillie Gifford Worldwide China Fund, Baillie Gifford Worldwide Islamic Global Equities Fund, Baillie Gifford Worldwide US Equity Alpha Fund, Baillie Gifford Worldwide Global Developed Equities Fund, Baillie Gifford Worldwide Sustainable Growth Fund and Baillie Gifford Worldwide China A Shares Growth Fund.

Further information on the distribution policy of each of the Funds is available in the section entitled "Distribution Policy".

Hedging

Each Fund (other than the Sharia Fund) offers hedged Share classes at an additional cost of up to 0.02 per cent. of the Net Asset Value of the hedged Share class.

Share Classes in the Baillie Gifford Worldwide Diversified Return Yen Fund are only offered as hedged Shares, with the exception of Share Classes in the currency denomination of the Base Currency of the relevant Fund.

Naming

The name of a Share Class will reflect the relevant characteristics of such Share Class such as its type, currency and whether it is an income and accumulation Share Class or a hedged Share Class.

Minimum Initial and Subsequent Investment Amounts

The minimum initial investment per Shareholder is set out below. There is no minimum subsequent subscription amount or minimum holding amount. The minimums below apply for each Fund offering the relevant Share Class.

Share Class Currency	Class A	Class B	Class C Class D Class E Class L	Class F
Australian Dollar (AUD)	1,500	1,500,000	Only available at the discretion of the Company, the Investment Manager or one of its affiliates	25,000,000
Canadian Dollar (CAD)	1,000	1,500,000		25,000,000
Danish Krone (DKK)	10,000	10,000,000		25,000,000
Euro (EUR)	1,000	1,000,000		25,000,000
Great British Pound (GBP)	1,000	1,000,000		25,000,000
Hong Kong Dollar (HKD)	10,000	10,000,000		25,000,000
Japanese Yen (JPY)	100,000	100,000,000		25,000,000
Norwegian Krone (NOK)	10,000	10,000,000		25,000,000
New Zealand Dollar (NZD)	1,500	1,500,000		25,000,000
US Dollar (USD)	1,000	1,000,000		25,000,000
Renminbi (CNY)	10,000	10,000,000		25,000,000

Share Class Currency	Class A	Class B	Class C Class D Class E Class L	Class F
Singapore Dollar (SGD)	1,000	1,000,000		25,000,000
Swedish Krona (SEK)	10,000	10,000,000		25,000,000
Swiss Franc (CHF)	1,000	1,000,000		25,000,000

The Company reserves the right to vary the minimum initial investment, minimum subsequent investment and minimum holding requirements in the future and may choose to waive these criteria. Variations to the minimum subsequent investment and minimum holding requirements will be notified in advance to Shareholders.

Investors should note that as at the date of this Prospectus only certain Classes of Shares may currently be available for purchase.

Initial Offer Period and Initial Offer Price

During the Initial Offer Period for each Fund, the Initial Offer Price per Share for each Share Class shall be as follows:

Australian Dollar (AUD) Share Classes	AUD 10
Canadian Dollar (CAD) Share Classes	CAD 10
Danish Krone (DKK) Share Classes	DKK100
Euro (EUR) Share Classes	€10
Great British Pound (GBP) Share Classes	£10
Hong Kong Dollar (HKD) Share Classes	HKD 100
Japanese Yen (JPY) Share Classes	JPY 1,000
Norwegian Krone (NOK) Share Classes	NOK 100
Renminbi (CNY) Share Classes	CNY 100
Singapore Dollar (SGD) Share Classes	SGD 10
Swedish Krona (SEK) Share Classes	SEK 100
Swiss Franc (CHF) Share Classes	CHF 10
US Dollar (US\$) Share Classes	\$10
New Zealand Dollar (NZD) Share Classes	NZD \$10

The Company may choose not to close the Initial Offer Period of a Share Class until the Company or the Investment Manager believes that a sufficient number of Shares have been subscribed for to allow for efficient management of the Share Class, in accordance with the requirements of the Central Bank. Where required by the Central Bank, any extension of the Initial Offer period will be notified in advance to the Central Bank.

Dated: 6 December 2024