

Baillie Gifford™

Baillie Gifford Japanese Fund

Shareholder Rights Directive Annual Disclosure
for the period 01 January 2023 to 31 December 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 bottom-up, growth-orientated, long-term investors. We back our judgement, running concentrated portfolios with relatively low turnover. We aim to add value through the use of proprietary, fundamental research, which prioritises the selection of individually attractive companies, rather than taking top-down industry bets.

Long investment experience has taught us that this is a philosophy and process that works well in all regions, particularly Japan. Our focus on enduring growth is different to many other investment managers who are typically more focused on "value" investments. As such our approach can provide clients with diversification benefits, as well as our goal of generating superior returns.

How We Make Investment Decisions

We have no preconceptions about which industries will produce the attractive growth companies of the future. Our aim is to identify businesses with attractive industry backgrounds, strong competitive positions within those industries, high-quality earnings and favourable attitudes towards shareholders. The financial factors considered in this bottom-up analysis include earnings growth, cash generation, profitability, returns on capital, interest coverage and balance sheet strength.

This fundamental company research is our primary focus and source of added value for clients and is the main activity of all members of the team. The Japanese Team does not seek to cover every possible opportunity in the Japanese market: we seek to generate original investment ideas from a variety of sources. Around 60-80 of these ideas are discussed annually at our Wednesday research meeting. While all members of the team bring ideas and views to the discussion, the manager takes full responsibility for the stock selection process and is accountable for investment performance.

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.

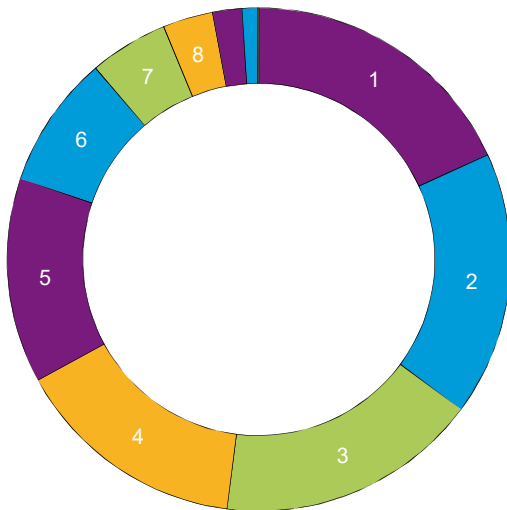
Portfolio Composition

Our objective is to produce above-average long-term performance through investment in Japanese equities. We believe the Japanese equity market offers active managers a broad selection of high quality companies capable of delivering attractive and sustainable earnings growth for shareholders. Over time we expect this approach to generate better returns than the Japanese market. In contrast to other major markets, growth often commands little or no valuation premium in Japan, and we continue to identify global leading businesses which trade on a substantial discount to their peers. This provides an excellent backdrop for our investment style.

Top Ten Holdings

Asset Name	% of Portfolio
SoftBank Group	5.6
Sumitomo Mitsui Trust	4.5
Rakuten	4.1
SBI Holdings	3.9
GMO Internet	3.6
Nintendo	3.6
MS&AD Insurance	3.3
Sony	3.2
Bridgestone	3.0
FANUC	3.0

Sector Analysis of Total Assets



	%
1 Man & Machinery	18.2
2 Electricals & Electronics	17.0
3 Commerce & Services	16.9
4 Financials	15.0
5 Info, Comm And Utilities	13.2
6 Chemicals & Other Materials	8.6
7 Pharmaceuticals & Foods	5.1
8 Real Estate & Construction	3.2
9 Retail	1.9
10 Communication Services	1.0
11 Cash	0.1

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

Turnover and Turnover (Transaction) Costs

	%
Rolling One Year Turnover	8

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	0.02
Implicit transaction costs	0.09

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	BASE, Inc., Cookpad Inc., DENSO Corporation, Fanuc Corporation, Iida Group Holdings Co., Ltd., MS&AD Insurance Group Holdings, Inc., Mitsubishi Corporation, Mitsubishi Estate Co., Ltd., PARK24 Co., Ltd., Sumitomo Metal Mining Co., Ltd., Topcon Corporation, Unicharm Corporation
Social	BASE, Inc., Fanuc Corporation, M3, Inc., MIXI, Inc., Mitsubishi Estate Co., Ltd., Nintendo Co., Ltd., Olympus Corporation, PARK24 Co., Ltd., Recruit Holdings Co., Ltd., SBI Holdings, Inc., Sumitomo Metal Mining Co., Ltd., Wacom Co., Ltd.
Governance	BASE, Inc., Bengo4.com, Inc., CyberAgent, Inc., DMG Mori Co., Ltd., Fanuc Corporation, GMO internet group, Inc., Iida Group Holdings Co., Ltd., Japan Exchange Group, Inc., Kakaku.com, Inc., Kao Corporation, M3, Inc., MISUMI Group Inc., MS&AD Insurance Group Holdings, Inc., Mitsubishi Corporation, Mitsubishi Estate Co., Ltd., Nidec Corporation, Nihon M&A Center Holdings Inc., Nintendo Co., Ltd., Nippon Electric Glass Co., Ltd., OUTSOURCING Inc., Olympus Corporation, PARK24 Co., Ltd., Pola Orbis Holdings Inc., ROHM Co., Ltd., Rakuten Group, Inc., Recruit Holdings Co., Ltd., SBI Holdings, Inc., SMC Corporation, SoftBank Group Corp., Sumitomo Mitsui Trust Holdings, Inc., Tokyo Tatemono Co., Ltd., Topcon Corporation, Wacom Co., Ltd.
Strategy	BASE, Inc., DENSO Corporation, Nidec Corporation

Voting Activity

Votes Cast in Favour	Votes Cast Against	Votes Abstained/Withheld
Companies 60	Companies 7	Companies 4
Resolutions 691	Resolutions 11	Resolutions 4

Significant Votes Cast in Favour

There were no votes cast in favour that were significant

Significant Votes Cast Against

Company	Meeting Details	Voting Rationale
Bank Of Kyoto	AGM 29/06/23 Resolution(s): 5	We opposed a shareholder resolution requesting a special dividend because we recognise the progress the company has made on improving the dividend. We believe that the board should retain decision making power over the payment of special dividends. This resolution is significant because it was submitted by shareholders and received greater than 20% support.
Bank Of Kyoto	AGM 29/06/23 Resolution(s): 6	We opposed a shareholder resolution requesting a share repurchase programme because we recognise the progress the company has made on implementing share buybacks. We believe that the board should retain decision making power over share buybacks. This resolution is significant because it was submitted by shareholders and received greater than 20% support.
freee K.K.	AGM 28/09/23 Resolution(s): 3	We opposed the amendment to the restricted share plan proposal as it still includes independent outside directors. We do not believe granting restricted stock with a three year holding period is appropriate for independent outside directors, as it may compromise their independence. This resolution is significant because we opposed remuneration.

Company	Meeting Details	Voting Rationale
Tokyo Tatemono	AGM 29/03/23 Resolution(s): 2.1, 2.7, 2.8	We opposed the chairman and two new inside directors due to low board independence. This resolution is significant because we opposed the election of a director.

Significant Abstentions

Company	Meeting Details	Voting Rationale
Denso	AGM 20/06/23 Resolution(s): 1.1	We abstained on the chair of the board because we believe that the company's climate targets are not ambitious enough. Demonstrating a high level of ambition on climate is linked to the investment case for this company. We have engaged to encourage improvements to the climate targets over the last two years but have not seen progress. This resolution is significant because we identified a material E, S or G issue which resulted in Baillie Gifford not supporting management.

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.

