

BAILLIE GIFFORD

Baillie Gifford Overseas Growth Funds ICVC

Annual Report and Financial Statements

for the year ended 30 April 2019



Contents

About the Company*	1
Statement of Authorised Corporate Directors' Responsibilities	4
Statement of Depositary's Responsibilities and Report to Shareholders	5
Report of the Independent Auditor	6
Accounting Policies	9
Risk Disclosures	11
Remuneration Report	13
Baillie Gifford American Fund*	15
Baillie Gifford Developed Asia Pacific Fund*	37
Baillie Gifford Emerging Markets Growth Fund*	61
Baillie Gifford Emerging Markets Leading Companies Fund*	85
Baillie Gifford European Fund*	109
Baillie Gifford Global Discovery Fund*	133
Baillie Gifford Greater China Fund*	159
Baillie Gifford Japanese Fund*	181
Baillie Gifford Japanese Smaller Companies Fund*	209
Baillie Gifford Pacific Fund*	233
General Information	257
The Group's Funds	264

*Collectively these comprise the Authorised Corporate Director's Report as required by the Financial Conduct Authority's Collective Investment Schemes Sourcebook ("COLL").

About the Company

Baillie Gifford Overseas Growth Funds ICVC (Investment Company with Variable Capital) ('the Company') is an umbrella UK Open-Ended Investment Company ('OEIC') under regulation 14 (Authorisation) of the Open-Ended Investment Companies Regulations 2001. An OEIC is a collective investment vehicle in which your funds are pooled with those of other investors and spread across a portfolio of companies, thus reducing risk.

At 30 April 2019 the Company offered ten sub-funds, and the range may be varied in the future. Each sub-fund is valued on a daily basis. All ten sub-funds are subject to different charging structures and subscription limits. All shares are single priced. Details of the sub-funds and the share classes are contained in the Prospectus, along with details of the switching facility available between sub-funds. The Prospectus and the Instrument of Incorporation were last revised on 2 May 2019. Copies of the Prospectus or Instrument of Incorporation can be obtained from Baillie Gifford & Co Limited, the Authorised Corporate Director ('ACD') by contacting Client Relations.

The Company is registered in Scotland, registered number SI 10, and the address of its Head Office is Calton Square, 1 Greenside Row, Edinburgh EH1 3AN. The operation of the Company is governed by the Financial Conduct Authority's Collective Investment Schemes Sourcebook ('COLL') ('the Regulations'), its Instrument of Incorporation and its Prospectus.

The Company's shareholders are not liable for its debts beyond the amount subscribed. Each sub-fund is classed as a UCITS retail scheme under COLL.

Any comments expressed in this report should not be taken as a recommendation or advice.

Change of Depositary and Custodian

With effect from 15 October 2018, the legal entity that the Company contracts for depositary services changed from National Westminster Bank plc to NatWest Trustee and Depositary Services Limited. Also with effect from 15 October 2018, the legal entity that the Company contracts for custody services changed from Bank of New York Mellon SA/NV LB to Bank of New York Mellon London Branch.

Amendments to the Name, Investment Objective and Policy of Baillie Gifford Greater China Fund

With effect from 2 May 2019 the name of Baillie Gifford Greater China Fund was changed to Baillie Gifford China Fund. In addition the investment objective and policy of the Fund was amended.

The new investment objective and policy are:

Objective

The Fund aims to achieve long term capital growth.

Policy

The Fund will invest, at least 90%, in shares of, or depositary receipts representing the shares of, Chinese companies. Chinese companies are companies that have their headquarters in China or that the manager deems to have a significant part of their operations in China. They may be listed, quoted or traded on any market. The Fund will be actively managed and may invest in companies of any size and in any sector.

Changes to Share Classes

Class W6 Shares were launched in one of the sub-funds, Baillie Gifford Japanese Fund, on 1 November 2018.

Class W1 Shares were launched in one of the sub-funds, Baillie Gifford Japanese Fund, on 1 March 2019.

About the Company cont.

Sub-fund Cross-holdings Table

Sub-fund	Cross-holding	Number of Shares	Value of Shares £'000
Baillie Gifford Developed Asia Pacific Fund	Baillie Gifford Japanese Smaller Companies Fund C Acc	224,171	11,942

At 30 April 2019 no other sub-funds had any cross-holdings.

About the Company cont.

Authorised Corporate Director

Baillie Gifford & Co Limited
(Authorised & regulated by the Financial Conduct Authority, Financial Services Register No. 119179)
Calton Square,
1 Greenside Row,
Edinburgh EH1 3AN
Telephone: 0800 917 2113
Fax: 0131 275 3955

Directors of the ACD

Executive

A W Paterson (Chairman)
E Delaney
P J Edwardson
C M Fraser
D S McGowan
S Swindells
A J Telfer
M J C Wylie

Independent Non-Executive

D R Buckley (appointed 16 April 2019)
K B M Bolsover (appointed 2 May 2019)

Investment Adviser

Baillie Gifford & Co
(Authorised & regulated by the Financial Conduct Authority, Financial Services Register No. 142597)
Calton Square,
1 Greenside Row,
Edinburgh EH1 3AN

Depository

NatWest Trustee and Depositary Services Limited
(formerly National Westminster Bank Plc)
(Authorised & regulated by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority, Financial Services Register No. 794152)
Trustee & Depositary Services,
Drummond House,
1 Redheughs Avenue,
Edinburgh EH12 9RH

Registrar

Baillie Gifford & Co Limited
(Authorised & regulated by the Financial Conduct Authority, Financial Services Register No. 119179)
Calton Square,
1 Greenside Row,
Edinburgh EH1 3AN

Auditor

PricewaterhouseCoopers LLP
Atria One,
144 Morrison Street
Edinburgh EH3 8EX

Baillie Gifford & Co Limited, the Authorised Corporate Director of the OEIC, is wholly owned by Baillie Gifford & Co. We only provide information about our products and do not provide investment advice.

Statement of Authorised Corporate Directors' Responsibilities

The Financial Conduct Authority's Collective Investment Schemes Sourcebook ('COLL') requires the Authorised Corporate Director to prepare financial statements for each interim and annual accounting period which give a true and fair view of the financial position of the Company and of its revenue and expenditure and of its net gains and losses on the property of the Company for the period. In preparing the financial statements the Authorised Corporate Director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- comply with the disclosure requirements of the Statement of Recommended Practice relating to the Financial Statements of UK Authorised Funds issued in 2014;
- follow generally accepted accounting principles and applicable accounting standards;
- keep proper accounting records which enable it to demonstrate that the financial statements as prepared comply with the above requirements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in operation; and
- take reasonable steps for the prevention and detection of fraud and irregularities.

The Authorised Corporate Director is responsible for the management of the Company in accordance with the Instrument of Incorporation, the Prospectus and the Regulations.

The Annual Report and Financial Statements were approved by the Authorised Corporate Director and signed on its behalf by:

*A W Paterson, Chairman
C M Fraser, Director
Baillie Gifford & Co Limited
28 June 2019*

Statement of Depositary's Responsibilities and Report of the Depositary to the Shareholders of Baillie Gifford Overseas Growth Funds ICVC ("The Company") for the Year Ended 30 April 2019

The Depositary must ensure that the Company is managed in accordance with the Financial Conduct Authority's Collective Investment Schemes Sourcebook, the Open-Ended Investment Companies Regulations 2001 (SI 2001/1228) (the OEIC Regulations), as amended, the Financial Services and Markets Act 2000, as amended, (together 'the Regulations'), the Company's Instrument of Incorporation and Prospectus (together 'the Scheme documents') as detailed below.

The Depositary must in the context of its role act honestly, fairly, professionally, independently and in the interests of the Company and its investors.

The Depositary is responsible for the safekeeping of all custodial assets and maintaining a record of all other assets of the Company in accordance with the Regulations.

The Depositary must ensure that:

- the Company's cash flows are properly monitored and that the cash of the Company is booked into the cash accounts in accordance with the Regulations;
- the sale, issue, redemption and cancellation of shares are carried out in accordance with the Regulations;
- the value of the shares of the Company is calculated in accordance with the Regulations;
- any consideration relating to transactions in the Company's assets is remitted to the Company within the usual time limits;
- the Company's income is applied in accordance with the Regulations and;
- the instructions of the Authorised Fund Manager ('the AFM') are carried out (unless they conflict with the Regulations).

The Depositary also has a duty to take reasonable care to ensure that the Company is managed in accordance with the Regulations and the Scheme documents in relation to the investment borrowing powers applicable to the Company.

Having carried out such procedures as we consider necessary to discharge our responsibilities as Depositary of the Company, it is our opinion, based on the

information available to us and the explanations provided, that in all material respects the Company, acting through the AFM:

- (i) has carried out the issue, sale, redemption and cancellation, and calculation of the price of the Company's shares and the application of the Company's income in accordance with Regulations and the Scheme documents of the Company, and
- (ii) has observed the investment and borrowing powers and restrictions applicable to the Company.

NatWest Trustee and Depositary Services Limited
Trustee & Depositary Services
Edinburgh
1 May 2019

Independent Auditors' Report to the Shareholders of Baillie Gifford Overseas Growth Funds ICVC

Report on the audit of the financial statements

Opinion

In our opinion, Baillie Gifford Overseas Growth Funds ICVC's financial statements:

- give a true and fair view of the financial position of the Company and each of the sub-funds as at 30 April 2019 and of the net revenue/(expense) and the net capital gains/(losses) on the scheme property of the Company and each of the sub-funds for the year then ended; and
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law), the Statement of Recommended Practice for UK Authorised Funds, the Collective Investment Schemes sourcebook and the Instrument of Incorporation.

Baillie Gifford Overseas Growth Funds ICVC (the "Company") is an Open Ended Investment Company ("OEIC") with ten sub-funds. The financial statements of the Company comprise the financial statements of each of the sub-funds. We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report") which comprise: the balance sheets as at 30 April 2019; the statements of total return and the statements of change in net assets attributable to shareholders for the year then ended; the distribution tables; the accounting policies; and the notes to the financial statements.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

ISAs (UK) require us to report to you when:

- the Authorised Corporate Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Authorised Corporate Director has not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's or any of the sub-funds' ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's and any of the sub-funds' ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the fund's business and the wider economy.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The Authorised Corporate Director is responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

Independent Auditors' Report to the Shareholders of Baillie Gifford Overseas Growth Funds ICVC cont.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

Authorised Corporate Directors' Report

In our opinion, the information given in the Authorised Corporate Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Responsibilities for the financial statements and the audit

Responsibilities of the Authorised Corporate Director for the financial statements

As explained more fully in the Statement of Authorised Corporate Director's Responsibilities set out on page 4, the Authorised Corporate Director is responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The Authorised Corporate Director is also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Authorised Corporate Director is responsible for assessing the Company's and each of the sub-funds ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the Authorised Corporate Director either intends to wind up or terminate the Company or individual sub-fund, or has no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the Company's shareholders as a body in accordance with paragraph 4.5.12 of the Collective Investment Schemes sourcebook as required by paragraph 67(2) of the Open-Ended Investment Companies Regulations 2001 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Opinion on matter required by the Collective Investment Schemes sourcebook

In our opinion, we have obtained all the information and explanations we consider necessary for the purposes of the audit.

Independent Auditors' Report to the Shareholders of Baillie Gifford Overseas Growth Funds ICVC cont.

Collective Investment Schemes sourcebook exception reporting

Under the Collective Investment Schemes sourcebook we are also required to report to you if, in our opinion:

- proper accounting records have not been kept; or
- the financial statements are not in agreement with the accounting records.

We have no exceptions to report arising from this responsibility.

Accounting Policies

(1) *Basis of accounting*

The financial statements have been prepared under the historical cost basis, as modified by the revaluation of investments and in accordance with UK Generally Accepted Accounting Principles, the Instrument of Incorporation, the Statement of Recommended Practice ('SORP') relating to the Financial Statements of UK Authorised Funds issued in 2014 and the Financial Conduct Authority's Collective Investment Schemes Sourcebook ('COLL'). Unless otherwise stated, accounting policies within these financial statements are consistent with prior year policies.

The financial statements have been prepared on the going concern basis.

FRS 102 requires the Company to disclose, for the financial instruments held, the level within the fair value hierarchy that the fair value measurement of those instruments should be categorised. The fair value hierarchy is as follows:

Level 1: The unadjusted quoted price in an active market for an identical instrument.

Level 2: Valuation techniques using observable inputs other than quoted prices included within Level 1.

Level 3: Valuation techniques using unobservable inputs.

(2) *Recognition of income*

Equities: Dividends on equities and property income are recognised when the security is quoted ex-dividend. The ordinary element of stocks received in lieu of cash dividends is recognised as revenue and, where applicable, is included in the distributions. Special dividends are treated as repayments of capital or revenue depending on the facts of each particular case.

Collective investment schemes: Distributions and accumulations from holdings in collective investment schemes are recognised when the scheme units go ex-dividend or ex-interest; where a scheme reports income that amount is recognised when the report is made. Amounts stated as equalisation on units in distributions or reports are treated as a return of capital and deducted from the cost of investment.

Deposits and other income: Interest on deposits is accounted for on an accruals basis. Underwriting commission is recognised when the issue takes place. Other income is accounted for on either an accruals or a receipts basis depending on the circumstances of each particular case.

Real Estate Investment Trusts: Distributions from Real Estate Investment Trusts (REITs) are recognised when the security is quoted as ex-dividend. Income is streamed between dividend income and property income distributions as appropriate. Special dividends are treated as repayments of capital or revenue depending on the facts of each particular case.

(3) *Treatment of management expenses*

For all the sub-funds, all management expenses, other than those relating to the purchase and sale of investments and custodian transaction costs, have been allocated against revenue. For all of the sub-funds VAT is written off to the extent that it is not considered to be recoverable.

Where the ACD, at its sole discretion, considers the expenses within a sub-fund to be too high, the ACD may rebate some of those expenses to that sub-fund. Where the ACD pays a rebate to a sub-fund this will reduce the expenses within that sub-fund.

(4) *Allocation of revenue and expenses to share classes*

Revenue is allocated when earned in the proportion of the net asset value of each share class to the total net asset value of the relevant sub-fund. Expenses incurred solely in respect of a share class are allocated directly to that class. Expenses incurred in respect of, or attributable to, the relevant sub-fund as a whole are allocated when incurred in the proportion of the net asset value of each share class to the total net asset value of the relevant sub-fund.

(5) *Distribution policies*

Distributions: All the sub-funds distribute income annually and pay dividend distributions. All sub-funds pay distributions out of income after the deduction of relevant expenses.

Equalisation on units in collective investment schemes: Equalisation declared on distributions/accumulations or reports for units held in collective investment schemes reduces the cost of investment and does not form part of the distribution/accumulation to shareholders.

Accounting Policies cont.

(6) *Taxation*

Corporation tax is charged at 20% of the revenue liable to corporation tax less expenses allocated to revenue. Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay less or receive more tax. Deferred tax assets are recognised only to the extent that the ACD considers that it is more likely than not that there will be taxable profits from which the underlying timing differences can be deducted. Deferred tax assets are not discounted.

(7) *Basis of valuation of investments*

The investments of the sub-funds have been valued at closing bid prices on 30 April 2019, or the Investment Adviser's valuation where indicated. Investments are valued using the fair value hierarchy, referenced in accounting policy 1.

(8) *Foreign exchange*

All foreign securities and currencies held at the year end have been translated into sterling at the rate of exchange ruling at 30 April 2019. Transactions during the year have been translated at the exchange rate ruling on the transaction date.

Risk Disclosures

General Risk Management Process

The Company's overall risk management process is the responsibility of the ACD. Risks which are specific to the sub-funds are managed by the ACD in accordance with the Risk Management Policy, with oversight by the Depositary. The ACD has established a risk management framework, including a permanent risk management function, to monitor the risks in relation to the sub-funds. Where appropriate, the risk management function builds on the existing parts of the risk management framework of the Investment Advisor to make use of expertise and advice, and avoid unnecessary duplication.

The risk profile of each of the sub-funds is considered by the ACD to determine the nature and extent of risk management procedures and assess the appropriateness of disclosures made to investors. The ACD then considers the material risks facing the sub-funds via the receipt of quarterly reports from the risk management function.

Sub-Fund Risk Profile

The risk profile of a sub-fund is determined using a number of factors including market risk (comprising foreign currency risk, interest rate risk and other price risk), credit risk, liquidity risk and operational risk. As described above, the ACD operates a risk management framework to oversee the risks that the sub-funds are exposed to and assess the sensitivity of a sub-fund's portfolio to these risks. The approach to managing these risks is set out below with oversight and monitoring provided by the ACD's risk management function.

Market Risk

Market risk is the potential for changes in the market value of underlying investments in a sub-fund. This comprises foreign currency risk, interest rate risk and other price risk.

Asset allocation is determined by the Investment Adviser who ensures that the distribution of the sub-funds' assets is appropriate in terms of the investment objectives. Divergence from the target asset allocation is strictly controlled and the portfolio closely monitored in terms of risk.

A sub-fund may use derivatives for the purposes of hedging (which includes efficient portfolio management) and also for the purposes of meeting its investment objectives.

The Investment Adviser's use of derivatives is constrained to a level that this risk and exposure is within the prescribed limits. The Investment Adviser does not consider the use of derivatives to be either extensive and complex or significant for any sub-fund and accordingly no value at risk or sensitivity analysis information is given.

Foreign currency risk

The Investment Adviser has identified three principal areas where foreign currency risk could impact the sub-funds, being where movements in exchange rates affect the value of investments, short-term timing differences and the revenue received.

A proportion of the net assets of all the sub-funds are denominated in currencies other than sterling, with the effect that the balance sheet and total return can be affected by currency movements. The balance sheet currency exposure is disclosed in the Notes to the Financial Statements of each sub-fund, where appropriate.

The sub-funds may be subject to short-term exposure to exchange rate movements, for instance where the date of an investment purchase and the date when the settlement occurs are different. To reduce this risk the Investment Adviser will normally execute a foreign currency contract on the transaction date wherever practicable.

The sub-funds may receive revenue in currencies other than sterling and hence movements in exchange rates can affect the sterling value of this revenue. To minimise this risk arrangements are in place to convert all revenue receipts to sterling on, or shortly after, the date of receipt.

Interest rate risk

The majority of the financial assets of the sub-funds are equities and other investments which neither pay interest nor have a maturity date. Therefore, these sub-funds' direct exposure to interest rate risk is not considered to be significant.

Risk Disclosures cont.

Other price risk

Market price risk arises mainly from uncertainty about future prices of the financial instruments held. It represents the potential loss the sub-funds might suffer through holding market positions in the face of price movements.

Counterparty credit risk

The Investment Adviser monitors both the creditworthiness of counterparties and the extent to which the counterparty risk is diversified. The organisations with whom derivative transactions are arranged are either top rated institutions themselves or subsidiaries of such institutions. The aim is to strike a balance between spreading counterparty risk amongst a number of institutions and keeping costs low by achieving economies of scale.

Stock settlement is normally on a delivery versus payment (DVP) basis where the payment for stock is due at the time of delivery. Where stock settlement is not on a DVP basis, additional procedures are in place and approvals required to manage the settlement risks that may arise.

Liquidity risk

Liquidity risk is the potential that there are insufficiently realisable assets to cater for investor redemptions. Liquidity is managed by the Investment Adviser by taking into account the investment strategy, liquidity profile, and redemption policy of each sub-fund. The level of liquidity maintained by each sub-fund is appropriate to its underlying obligations based on an assessment of the relative liquidity of the sub-fund's assets in the market, taking account of the time required for liquidation and the price or value at which those assets can be liquidated, and their sensitivity to other market risks or factors.

Operational risk

Failure of Baillie Gifford & Co's accounting systems or those of other third party service providers could lead to an inability to provide accurate reporting and monitoring or a misappropriation of assets. Baillie Gifford & Co have a comprehensive business continuity plan which facilitates continued operation of the business in the event of a service disruption or major disaster. The ACD reviews Baillie Gifford & Co's report on internal controls and the reports by other key third party providers.

Fair values

The financial assets and liabilities of the sub-funds are included in the valuation at market value, or at the Investment Adviser's valuation (as indicated in the portfolio statement of the sub-funds). These values have been determined by reference to prices available from the markets on which the instruments are traded.

Remuneration Report

Baillie Gifford & Co ('Baillie Gifford') maintains a Remuneration Policy (the 'Policy') which applies to group companies, including Baillie Gifford & Co Limited (the 'Company'), which is the group's sole UCITS management company for the range of UCITS operated within the group. The Policy was adopted as at 18 March 2016 by the Board of the Company. The Policy is subject to review on at least an annual basis by the Management Committee of Baillie Gifford and the Board of the Company. It was updated in May 2019, no material changes were made.

Application of the UCITS Remuneration Code

The Company is required to identify individuals whose professional activities have a material impact on the risk profiles of the UCITS it manages (known as 'Material Risk Takers'), and the UCITS Remuneration Code requirements and disclosures apply to those individuals. The list of Material Risk Takers compiled by the Company principally covers governance and control functions.

The Company delegates portfolio management and certain administration roles to other entities, namely its parent Baillie Gifford and another affiliate Baillie Gifford Overseas Limited. These delegates are not required to comply with the UCITS Remuneration Code as they are subject to regulatory requirements on remuneration that are considered equally as effective as those applicable under the UCITS Remuneration Code.

General Principles of the UCITS Remuneration Code

The Company endeavours to reward staff fairly and appropriately for their contribution towards the success of the business and the level of service and performance delivered to its clients. The Policy is designed to be consistent with and promote sound and effective risk management and should not encourage risk-taking which is inconsistent with the risk profiles of the UCITS it manages. It is designed to be in line with the Company's strategy, objectives, values and long-term interests, its UCITS and investors in such UCITS. The Policy has been designed to avoid conflicts of interest and is subject to independent internal review by the Compliance and Business Risk functions. In order to achieve this, the remuneration of staff is reviewed annually, taking into account individual performance and market practice for the role being undertaken.

Governance of Remuneration

Baillie Gifford's Remuneration Policy is overseen by the group's Remuneration Committee. The Remuneration Committee in turn reports to the management body of Baillie Gifford, the Management Committee. The Board of the Company also oversees adherence to the UCITS Remuneration Code.

Salary/Bonus Review Process

In terms of the Baillie Gifford group salary review process, the level of salary awarded is influenced by individual performance, the profitability and performance of the firm and the movement in salary levels for the relevant job match within independent survey data utilised by Baillie Gifford. This information is collated and analysed by the Human Resources Department, who submit recommendations on salary awards for each individual member of staff to the Remuneration Committee. The Remuneration Committee may adjust salary awards according to the information provided which will include input from the Compliance, Business Risk and Internal Audit functions on any relevant risk and compliance concerns.

The Management Committee then finalises and authorises the annual salary awards for all staff, and specifically the remuneration of senior officers in the risk management (Business Risk) and Compliance functions.

In terms of variable remuneration, there are currently three separate bonus schemes in operation within the group for specific business areas and within each scheme there are four levels of maximum potential bonus. Maximum levels have been established for each scheme and the levels of maximum potential bonus will vary according to the group's profitability. Within these maximum limits, performance for determining the actual levels of bonus awarded is measured at both an individual and a team level. The Policy is also designed to ensure that fixed and variable components of total remuneration are appropriately balanced.

The amounts available for variable remuneration are subject to an overall risk adjustment and individual awards can be adjusted via the annual appraisal process with input from the Business Risk and Compliance functions.

Ratings for individual performance are determined, following discussion with the individual, as part of the firm's annual appraisal process which considers both the completion of annual objectives and the level of competence an individual has demonstrated in the role, including integrity. The methods used to determine team performance vary according to the business area that the scheme covers.

Remuneration Report cont.

With effect from 1 January 2015, Baillie Gifford introduced a deferral of a proportion of variable pay for all bonus scheme participants including Code Staff. The proportions deferred vary between 20% and 40% of variable remuneration depending upon scheme level. The deferral period will be for three years and will vest on a pro-rata basis with a retention period of six months thereafter. The proportion of variable remuneration which is deferred will be held in shares in a selection of Baillie Gifford collective investment schemes (and for a small number of individuals an element of the cash bonus will also be paid in shares). Deferred amounts of variable remuneration are also subject to malus provisions where Baillie Gifford has the ability to reduce or withdraw the value of unvested awards prior to vesting in exceptional circumstances.

Further information with respect to the Policy is available at www.bailliegifford.com.

	Headcount	Total Remuneration ¹ £'000
Baillie Gifford & Co Limited		
Fixed remuneration	40	1,360
Variable remuneration	40	720
Baillie Gifford & Co Limited Remuneration Material Risk Takers²		
Total remuneration	25	2,080

This remuneration disclosure has been provided at the level of Baillie Gifford & Co Limited as authorised fund manager of UCITS, as at 31 March 2019. Remuneration information at an individual AIF or UCITS level is not readily available.

¹The total remuneration is the proportion of overall remuneration for Staff as it relates to the time spent on UCITS related activity for Baillie Gifford & Co Limited.

²All Material Risk Takers are senior managers or staff engaged in control functions of Baillie Gifford & Co Limited and therefore a breakdown of remuneration between senior management and other risk takers is not applicable.

BAILLIE GIFFORD

Baillie Gifford American Fund

a sub-fund of Baillie Gifford Overseas Growth Funds ICVC

*Annual Report & Financial Statements
for the year ended 30 April 2019*



Baillie Gifford American Fund

Investment Objective

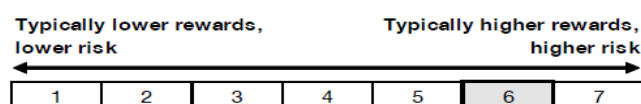
The Fund aims to produce capital growth over the long term.

Investment Policy

To invest in any economic sector, either directly or indirectly, of the United States of America. Investment will be mainly in shares of companies. The Fund will be concentrated.

Risk and Reward Profile

The Risk and Reward Indicator table demonstrates where the Fund ranks in terms of its potential risk and reward. The higher the rank the greater the potential reward but the greater the risk of losing money. It is based on past data, may change over time and may not be a reliable indication of the future risk profile of the Fund. The shaded area in the table below shows the Fund's ranking on the Risk and Reward Indicator.



Please note that even the lowest risk class can lose you money and that extreme adverse market circumstances can mean you suffer severe losses in all cases.

The Fund is classified in the category above because it invests in company shares which generally provide higher rewards and higher risks than other investments such as bonds or cash.

The indicator does not take into account the following relevant material risks:

Investment markets can go down as well as up and market conditions can change rapidly. The value of an investment in the Fund, and any income from it, can fall as well as rise and you may not get back the amount invested.

The Fund has exposure to foreign currencies and changes in the rates of exchange will cause the value of any investment, and income from it, to fall as well as rise and you may not get back the amount invested.

Custody of assets involves a risk of loss if the custodian becomes insolvent or breaches duties of care.

The Fund's concentrated portfolio and long-term approach to investment may result in large movements in the share price.

The Fund's exposure to a single market and currency may increase share price movements.

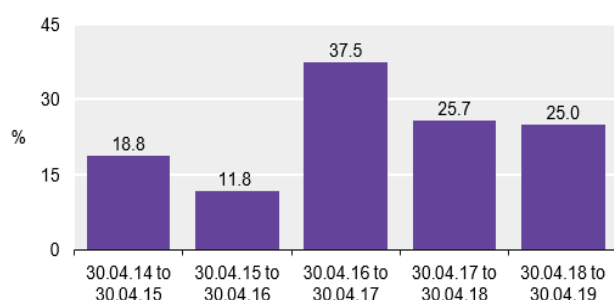
Where possible, charges are taken from the Fund's revenue. Where there is insufficient revenue, the remainder will be taken from capital. This will reduce the capital value of the Fund.

The result of the UK Referendum on membership of the European Union introduces elements of political uncertainty and may have practical consequences for the Fund. Developments will be closely monitored.

Further details of the risks associated with investing in the Fund can be found in the Prospectus which is available by contacting Client Relations or visiting our website.

Investment Report

Past Performance¹



The performance figures shown in this graph are for Class B Accumulation Shares. Performance figures reflect the ACD's annual fee of 0.50% (until 31 December 2016, the ACD's annual fee on Class B Shares was 0.65%), but exclude any initial charge paid. Please note these returns differ from the return quoted in the Investment Report, which is based on the closing net asset value at the year end. Movements in the prices of company shares in which the Fund invests and foreign exchange rates between the two valuation points can lead to distortions in the returns. Performance for the other share classes in issue can be obtained by contacting Client Relations. You should be aware that past performance is not a guide to future performance.

For the year to 30 April 2019 the return on B Accumulation Shares was 24.9%² compared to the return on the S&P 500 Composite Index of 19.2%³, in sterling terms. We believe that shorter-term performance measurements are of limited relevance in assessing investment ability and would suggest that five years is a more sensible timeframe over which to judge performance. Over the five years to 30 April 2019 the return on B Accumulation Shares was 185.5%² compared to the return on the Index of 117.7%³.

Volatility returned to the US market over this 12-month period. After reaching all-time highs in September, the US market suffered a significant sell-off in the fourth quarter of 2018, only to see a strong recovery in the first quarter of 2019. Fears over rising interest rates, slowing global growth and the impact of the US-China trade war were oft-cited as the main reasons behind the market fall at the end of 2018. The Federal Reserve took a more dovish approach to managing interest rates at the turn of the year, and the market took this positively. At the time of writing, concerns over the US-China trade war remain. During periods of such volatility, we focus on two of our key beliefs: focus on the long term and ignore the noise. We remain resolutely focused on finding the exceptional growth companies in America and holding onto them for

long periods of time. The companies in the portfolio continued to deliver excellent operational results while also investing for future growth during this period.

Top contributions to performance came from a collection of innovative online platform companies. Wayfair Inc, the online home furnishing company, The Trade Desk, the leading programmatic advertising platform, and MarketAxess, the electronic bond trading platform, all gained in share price over the year after repeatedly producing exceptional operating performance. It was a similar story for Shopify, which provides ecommerce software and an ecommerce platform for businesses to operate online. However, company-specific issues have also impacted on performance. The share prices of Tesla, the electric vehicle and renewable energy company, GrubHub, the online takeaway and delivery company, and Interactive Brokers, the online brokerage and trading company, were weak over the 12-month period. Abiomed, the maker of the world's smallest heart pump, was also among the top detractors, as its share price remained flat over a year of rising markets despite reporting excellent operational performance.

Competition for capital is high which, given our approach to investing, we think is healthy. As a reminder, we construct the portfolio through bottom-up stock selection and our philosophy and process aims to find

¹Source: FE, 10am dealing prices, income accumulated. ²Source: Baillie Gifford & Co Limited, closing net asset value, income accumulated. ³Source: FE and relevant underlying index provider, total return. Please see Disclaimer on page 259. You should be aware that past performance is not a guide to future performance.

Investment Report cont.

and invest in the exceptional growth companies in America when they are underappreciated and hold onto them for long periods of time. For us, an exceptional growth company addresses a large market opportunity in which it can grow, possesses a sustainable competitive advantage over its peers that will allow it to seize this opportunity, and that exhibits a unique and differentiated culture that enables it to drive long-term growth faster and longer than an average company. The portfolio's low turnover and high active share relative to the S&P 500 are reflective of this approach.

We made some notable new purchases this period, across a diverse range of industries. We participated in the IPOs of Eventbrite, the world's largest e-ticketing platform for mid-sized events, Moderna, an ambitious biotech company that is building a technology platform on the back of messenger RNA (mRNA), and Lyft, the US-based ridesharing company. For each of these companies we had got to know them as private companies for several years in advance of their IPOs, and in the case of Lyft and Eventbrite we had held them as private companies in other portfolios where we can invest in unlisted companies. We also initiated positions in 2U, an education company working with top tier universities to launch online degree programmes which are equivalent to an on-campus degree; Roku, which operates the number one TV streaming platform in the United States; The Trade Desk, which provides technology that enables targeted buying of online advertising through real-time online auctions; and Yext, a software company that helps businesses manage and synchronise digital information, which is increasingly important as the nature of online search evolves.

Funding for these purchases came from a variety of sources. We sold our holdings in Under Armour, which has been a disappointing investment, as well as Seattle Genetics, because of questions over company culture and the long-term growth prospects for each company. We also sold out of American Express, Vertex Pharmaceuticals, Martin Marietta Materials and TD Ameritrade, all of which had produced good returns for the Fund over the years, but we now find it difficult to articulate similar levels of returns over the next five years given current valuations. Ellie Mae and Celgene were also acquired by other companies during this period.

As bottom-up stock pickers, we do not have a particular view on the US economy or aggregate valuations; rather, we are excited because we think some of the best opportunities in the world are in the US market. These powerful growth franchises do not have peers in other stock markets. As they grow they are attacking many established industries and making life increasingly difficult for the big companies that comprise the major stock market indices.

However, most market participants continue to focus on near-term events – whilst we acknowledge that there are many uncertainties with the macro environment, such topics are not our core area of expertise, nor what we are most passionate about. Active management is a demanding endeavour. We improve our chance of delivering the returns you need by simplifying the task through focusing on our core competencies – finding exceptional businesses, taking meaningful positions in them and exerting a level of patience, and often active support, in ownership that is increasingly alien in today's 'news-driven' market, secure in the knowledge that ultimately markets are driven by company-level fundamentals.

Baillie Gifford & Co, 16 May 2019

Principal Holdings as at 30 April 2019

Investment	Percentage of total Fund
Amazon.com	9.22
Wayfair Inc	5.77
Netflix Inc	5.60
MarketAxess Holdings	5.34
Shopify 'A'	4.62
Alphabet Inc Class C	4.38
Illumina	4.25
Tesla Inc	4.00
Facebook	3.99
MasterCard	3.89

Material Portfolio Changes for the year ended 30 April 2019

Largest Purchases	Cost £'000	Largest Sales	Proceeds £'000
Amazon.com	58,567	Vertex Pharmaceuticals	36,771
Shopify 'A'	49,566	Ellie Mae	32,438
Tesla Inc	49,443	TD Ameritrade Holding Corp	29,463
The Trade Desk	47,561	Martin Marietta Materials	23,820
Netflix Inc	43,531	Under Armour Class C	22,434
Wayfair Inc	42,874	Celgene	21,510
GrubHub Inc	42,017	American Express	20,532
Abiomed	38,334	Amazon.com	18,636
Illumina	35,284	Wayfair Inc	13,992
MarketAxess Holdings	33,756	GrubHub Inc	13,104

Portfolio Statement as at 30 April 2019

Stock description	Holding	Market value £'000	% of total net assets
Communication Services - 15.65% (15.54%)			
Activision Blizzard Inc	487,726	18,040	0.82
Alphabet Inc Class C	105,249	95,967	4.38
Eventbrite Inc Class A	984,969	18,873	0.86
Facebook	590,284	87,557	3.99
Netflix Inc	432,233	122,815	5.60
Consumer Discretionary - 26.42% (26.96%)			
Amazon.com	136,802	202,164	9.22
Chegg	1,116,867	30,551	1.39
GrubHub Inc	1,361,687	69,774	3.18
Roku	693,379	33,827	1.54
Stitch Fix	1,415,274	28,899	1.32
Tesla Inc	479,739	87,837	4.00
Wayfair Inc	1,017,546	126,517	5.77
Financials - 10.88% (15.07%)			
First Republic Bank	868,975	70,377	3.21
Interactive Brokers Group	745,317	30,930	1.41
Markel	24,777	20,258	0.92
MarketAxess Holdings	548,487	117,022	5.34
Health Care - 16.40% (18.44%)			
Abiomed	356,465	75,854	3.46
Agios Pharmaceuticals	338,349	14,513	0.66
Alnylam Pharmaceuticals	440,147	30,083	1.37
Denali Therapeutics	1,307,549	24,553	1.12
Glaukos Corp	620,425	34,337	1.57
Illumina	389,581	93,214	4.25
Moderna Inc	941,783	18,747	0.85
Novocure Ltd	1,132,362	38,219	1.74
Penumbra Inc	293,080	30,235	1.38
Industrials - 9.32% (8.83%)			
CoStar Group	117,052	44,557	2.03

Portfolio Statement as at 30 April 2019 cont.

Stock description	Holding	Market value £'000	% of total net assets
Fortive Corp	501,260	33,175	1.51
HEICO 'A'	383,618	26,307	1.20
Lyft Inc	272,430	12,486	0.57
Now Inc	1,777,544	19,921	0.91
Wabtec	406,563	23,097	1.05
Watsco Inc	370,003	44,949	2.05
Information Technology - 19.14% (11.42%)			
2U	551,301	25,568	1.17
MasterCard	437,853	85,371	3.89
New Relic	396,880	32,051	1.46
NVIDIA	157,458	21,865	1.00
Shopify 'A'	542,973	101,418	4.62
Tableau Software Class A	490,126	45,793	2.09
The Trade Desk	482,922	82,052	3.74
Yext Inc	1,522,432	25,599	1.17
Materials - 0.00% (1.33%)			
Real Estate - 1.22% (1.44%)			
Redfin	1,688,025	26,764	1.22
Portfolio of investments		2,172,136	99.03
Net other assets - 0.97% (0.97%)		21,215	0.97
Net assets		2,193,351	100.00

All investments are listed on recognised stock exchanges and are approved securities or regulated collective investment schemes within the meaning of the FCA rules unless otherwise stated.

Figures in brackets refer to 30 April 2018.

Comparative Tables

Comparative Table: A Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	574.91	465.56	337.82
Return before operating charges*	145.92	117.31	133.99
Operating charges	(10.12)	(7.96)	(6.25)
Return after operating charges*	135.80	109.35	127.74
Distributions	0.00	0.00	0.00
Retained distributions on accumulation shares	0.00	0.00	0.00
Closing net asset value per share	710.71	574.91	465.56
*After direct transaction costs of:	0.13	0.10	0.06
Performance:			
Return after charges	23.62%	23.49%	37.81%
Other Information:			
Closing net asset value (£'000)	59,750	46,114	42,051
Closing number of shares	8,407,080	8,021,082	9,032,361
Operating charges	1.51%	1.53%	1.51%
Direct transaction costs ²	0.02%	0.02%	0.01%
Prices:			
Highest share price (pence)	754.9	608.6	467.4
Lowest share price (pence)	559.1	463.6	334.5

Comparative Tables cont.

Comparative Table: B Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	660.73	529.71	380.95
Return before operating charges*	168.29	134.16	151.67
Operating charges	(4.02)	(3.14)	(2.91)
Return after operating charges*	164.27	131.02	148.76
Distributions	0.00	0.00	0.00
Retained distributions on accumulation shares	0.00	0.00	0.00
Closing net asset value per share	825.00	660.73	529.71
*After direct transaction costs of:	0.15	0.12	0.07
Performance:			
Return after charges	24.86%	24.73%	39.05%
Other Information:			
Closing net asset value (£'000)	1,373,833	701,990	287,291
Closing number of shares	166,524,814	106,245,005	54,235,515
Operating charges	0.52%	0.52%	0.62% ¹
Direct transaction costs ²	0.02%	0.02%	0.01%
Prices:			
Highest share price (pence)	870.7	698.6	531.0
Lowest share price (pence)	646.8	527.7	377.4

Comparative Tables cont.

Comparative Table: B Income Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	610.27	489.26	351.86
Return before operating charges*	155.44	123.90	140.06
Operating charges	(3.71)	(2.89)	(2.66)
Return after operating charges*	151.73	121.01	137.40
Distributions on income shares	0.00	0.00	0.00
Closing net asset value per share	762.00	610.27	489.26
*After direct transaction costs of:			
	0.14	0.11	0.06
Performance:			
Return after charges	24.86%	24.73%	39.05%
Other Information:			
Closing net asset value (£'000)	530,805	322,314	176,586
Closing number of shares	69,659,422	52,815,014	36,092,633
Operating charges	0.52%	0.52%	0.61% ¹
Direct transaction costs ²	0.02%	0.02%	0.01%
Prices:			
Highest share price (pence)	804.2	645.2	490.5
Lowest share price (pence)	597.4	487.4	348.5

Comparative Tables cont.

Comparative Table: C Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	742.00	591.88	423.12
Return before operating charges*	189.28	150.26	168.87
Operating charges	(0.17)	(0.14)	(0.11)
Return after operating charges*	189.11	150.12	168.76
Distributions	(1.67)	(1.51)	(1.90)
Retained distributions on accumulation shares	1.67	1.51	1.90
Closing net asset value per share	931.11	742.00	591.88
*After direct transaction costs of:	0.17	0.14	0.08
Performance:			
Return after charges	25.49%	25.36%	39.89%
Other Information:			
Closing net asset value (£'000)	228,963	172,649	29,468
Closing number of shares	24,590,184	23,268,233	4,978,720
Operating charges	0.02%	0.02%	0.02%
Direct transaction costs ²	0.02%	0.02%	0.01%
Prices:			
Highest share price (pence)	979.5	784.0	592.9
Lowest share price (pence)	728.7	589.8	419.3

¹With effect from 1 January 2017, the ACD's annual fee for Class B shares was reduced from 0.65% to 0.50%. As at 30 April 2017, the ACD considered 0.52% to be a more indicative rate for the ongoing charges figure.

²The Fund incurs broker commission and transfer taxes/stamp duty as a necessary part of buying and selling the Fund's underlying investments in order to achieve the investment objective. In the case of shares; broker commissions, transfer taxes and stamp duty may be paid by the Fund on transactions.

A dilution adjustment is made whenever dealings in the shares of the Fund result in shares being issued or cancelled by the Company. The adjustment will take account of any spread between the buying and selling prices of the Fund's investments and the costs (which may include dealing charges and taxes) of acquiring or disposing of such investments. Please note that the direct transaction cost disclosures above do not include the dilution adjustment charges. For further details on dilution adjustment charges please see the General Information section.

Please note that with effect from 2 January 2018 the investment objective and policy of the Fund were amended.

Financial Statements

Statement of Total Return for the year ended 30 April 2019

		2019		2018	
	Notes	£'000	£'000	£'000	£'000
Income					
Net capital gains/(losses)	1		360,425		177,285
Revenue	3	4,432		2,258	
Expenses	4	(8,908)		(4,083)	
Net expense before taxation		(4,476)		(1,825)	
Taxation	5	(639)		(337)	
Net expense after taxation			(5,115)		(2,162)
Total return before distributions			355,310		175,123
Distributions	6		(1,087)		(936)
Change in net assets attributable to shareholders from investment activities			354,223		174,187

Statement of Change in Net Assets Attributable to Shareholders for the year ended 30 April 2019

	2019		2018	
	£'000	£'000	£'000	£'000
Opening net assets attributable to shareholders		1,243,067		535,396
Amounts receivable on issue of shares	923,390		470,067	
Amounts payable on cancellation of shares	(328,611)		(69,445)	
Creation of shares settled by transfer of stocks	-		132,292	
		594,779		532,914
Dilution adjustment		871		218
Change in net assets attributable to shareholders from investment activities		354,223		174,187
Retained distributions on accumulation shares		411		352
Closing net assets attributable to shareholders		2,193,351		1,243,067

Financial Statements cont.

Balance Sheet as at 30 April 2019

	Notes	2019 £'000	2018 £'000
Assets:			
Fixed assets:			
Investments	13	2,172,136	1,231,035
Current assets:			
Debtors	8	47,492	40,147
Cash and bank balances	9	70,659	14,153
Total assets		2,290,287	1,285,335
Liabilities:			
Creditors:			
Bank overdrafts	9	(5,621)	(2,696)
Other creditors	10	(91,315)	(39,572)
Total liabilities		(96,936)	(42,268)
Net assets attributable to shareholders		2,193,351	1,243,067

Notes to the Financial Statements

1 Net capital gains/(losses)

	2019	2018
	£'000	£'000
Non-derivative securities	358,992	178,265
Currency gains/(losses)	1,439	(975)
Transaction costs	(6)	(5)
Net capital gains/(losses)	360,425	177,285

2 Purchases, sales and transaction costs

	2019	2018
	£'000	£'000
Purchases and transaction costs		
Purchases of equities	972,110	512,470
Equity transferred in	-	131,999
Gross purchases of equities excluding transaction costs	972,110	644,469
Commissions	243	120
Taxes	-	-
Total transaction costs on equity purchases ¹	243	120
Purchases including transaction costs	972,353	644,589

¹These amounts have been deducted in determining net capital gains/(losses).

	2019	2018
	%	%
Transaction costs as a percentage of principal amount		
Commission on equity purchases	0.02	0.02
Taxes on equity purchases	0.00	0.00

Notes to the Financial Statements cont.

2 Purchases, sales and transaction costs (continued)

	2019	2018
	£'000	£'000
Sales and transaction costs		
Gross sales of equities excluding transaction costs	390,365	119,469
Commissions	(130)	(41)
Taxes	(6)	(3)
Total transaction costs on equity sales ¹	(136)	(44)
Sales net of transaction costs	390,229	119,425

¹These amounts have been deducted in determining net capital gains/(losses).

	2019	2018
	%	%
Transaction costs as a percentage of principal amount		
Commission on equity sales	(0.03)	(0.03)
Taxes on equity sales	(0.00)	(0.00)

	2019		2018	
	£'000	% of average NAV	£'000	% of average NAV
Portfolio transaction costs				
Commissions	373	0.02	161	0.02
Taxes	6	0.00	3	0.00
Total direct transaction costs	379	0.02	164	0.02

	2019	2018
	%	%
Average portfolio dealing spread	0.04	0.03

The Fund incurs broker commission and transfer taxes/stamp duty as a necessary part of buying and selling the Fund's underlying investments in order to achieve the investment objective. In the case of shares; broker commissions, transfer taxes and stamp duty may be paid by the Fund on transactions.

Dilution adjustment charges, which do not form part of the direct transaction costs disclosures above, may be incurred as a result of trading in underlying Funds. For further details on dilution adjustment charges please see the General Information section.

Dealing spread is the difference in the buying and selling prices of the underlying investments. Dealing spreads vary considerably depending on the transaction value and market sentiment. The Fund may have holdings in single priced funds. The notional spread on these holdings is not included in the average dealing spread calculated for this Fund.

Notes to the Financial Statements cont.

3 Revenue

	2019	2018
	£'000	£'000
Overseas dividends	4,258	2,248
Bank interest	174	10
Total revenue	4,432	2,258

4 Expenses

	2019	2018
	£'000	£'000
Payable to the ACD, associates of the ACD and agents of either of them:		
ACD's periodic charge	8,694	3,961
Payable to the Depositary, associates of the Depositary and agents of either of them:		
Depositary's fee	158	81
Bank charges	52	37
	210	118
Other expenses:		
Audit fee	4	4
Total expenses	8,908	4,083

5 Taxation

	2019	2018
	£'000	£'000
Analysis of charge in the year		
Corporation tax	-	-
Overseas tax	639	337
Total taxation	639	337

The Fund is subject to corporation tax at 20% (2018: 20%), however, the majority of dividends received by the Fund are not liable to corporation tax. Accordingly, the tax deductible expenses substantially exceed the taxable income of the Fund and, as a result, there is no corporation tax charge.

At 30 April 2019, the Fund had excess management expenses of £36,534,000 (2018: £27,800,000) which have not been recognised as a deferred tax asset. This is because the Fund is not expected to generate taxable income in a future period in excess of the deductible expenses of that future period and, accordingly, the Fund is unlikely to be able to reduce future tax liabilities through the use of existing excess expenses.

Notes to the Financial Statements cont.

5 Taxation (continued)

The tax charge is explained as follows:

	2019	2018
	£'000	£'000
Net revenue/(expense) before taxation	(4,476)	(1,825)
Net expense before taxation multiplied by the standard rate of corporation tax of 20% (2018: 20%)	(895)	(365)
Effects of:		
Non-taxable overseas dividends	(852)	(450)
Overseas tax on dividends	639	337
Excess management expenses	1,747	815
Total taxation	639	337

6 Distributions

	2019	2018
	£'000	£'000
Final to 30 April	411	351
Amounts deducted on cancellation of shares	(739)	(144)
Amounts added on issue of shares	1,415	729
Total distributions	1,087	936

The distributions take account of revenue transactions on the issue and cancellation of shares. Details of the distributions per share are set out in the Distribution Table.

7 Reconciliation of net revenue to net distributions for the year

	2019	2018
	£'000	£'000
Net expense after taxation for the year	(5,115)	(2,162)
Add capital transfers for deficits of income	6,203	3,099
Add distributable revenue brought forward	1	-
Less distributable revenue carried forward	(2)	(1)
Net distributions for the year	1,087	936

Notes to the Financial Statements cont.

8 Debtors

	2019	2018
	£'000	£'000
Receivable for issue of shares	3,060	30,467
Sales awaiting settlement	43,656	9,245
Accrued income	721	414
Overseas tax recoverable	-	13
VAT recoverable	7	5
Other debtors	48	3
Total debtors	47,492	40,147

9 Cash and bank balances

	2019	2018
	£'000	£'000
Sterling bank accounts	5,769	2,628
Foreign currency bank accounts	64,890	11,525
	70,659	14,153
Sterling bank accounts overdrawn	(5,621)	(2,696)
Total cash and bank balances	65,038	11,457

10 Other creditors

	2019	2018
	£'000	£'000
Payable for cancellation of shares	47,127	-
Purchases awaiting settlement	43,243	39,085
Due to the ACD or associates	919	463
Due to the Depositary or associates	23	20
Other accrued expenses	3	4
Total other creditors	91,315	39,572

11 Related party transactions

Baillie Gifford & Co Limited, as ACD, is regarded as a related party by virtue of the services provided to the Company. Baillie Gifford & Co Limited acts as principal in respect of all transactions of shares in the Company, except where stocks are transferred on the issue or cancellation of shares. The aggregate monies received through issue and paid on cancellation are disclosed in the Statement of Change in Net Assets Attributable to Shareholders. Amounts receivable and payable on the issue and cancellation of shares have been disclosed in notes 8 and 10 respectively.

Amounts paid to Baillie Gifford & Co Limited in respect of ACD fees are disclosed in note 4 with amounts due at the year end given in note 10.

Notes to the Financial Statements cont.

11 Related party transactions (continued)

On 10 November 2017 all of the assets held by Baillie Gifford North American Pension Fund were transferred into the Fund via a share exchange. The value of these related party transactions can be seen in the prior year Statement of Change in Net Assets Attributable to Shareholders.

Shares held by the ACD and associates of the ACD

The shares held by the ACD and associates of the ACD as a percentage of the Fund's NAV were:

	2019	2018
	%	%
ACD and associates of the ACD	1.45	1.72

12 Reconciliation of shares in issue

	2019			
	A Accumulation Shares	B Accumulation Shares	B Income Shares	C Accumulation Shares
Opening shares in issue	8,021,082	106,245,005	52,815,014	23,268,233
Shares issued	4,999,967	92,905,302	20,910,882	3,676,578
Shares cancelled	(4,294,030)	(32,878,964)	(4,092,027)	(2,354,627)
Shares converted	(319,939)	253,471	25,553	-
Closing shares in issue	8,407,080	166,524,814	69,659,422	24,590,184

13 Basis of valuation

	2019	2018
	Assets	Assets
	£'000	£'000
Level 1: Quoted prices	2,172,136	1,231,035
Level 2: Observable market data	-	-
Level 3: Unobservable data	-	-
Total	2,172,136	1,231,035

Notes to the Financial Statements cont.

14 Derivatives and other financial instruments

Currency exposures

A substantial proportion of the net assets of the Fund are denominated in currencies other than sterling, with the effect that the balance sheet and total return can be significantly affected by currency movements.

Currency	Net currency assets/(liabilities)			Net currency assets/(liabilities)		
	2019			2018		
	Monetary exposures £'000	Non-monetary exposures £'000	Total £'000	Monetary exposures £'000	Non-monetary exposures £'000	Total £'000
UK sterling	148	-	148	(68)	-	(68)
US dollar	64,890	2,172,136	2,237,026	11,525	1,231,035	1,242,560

Short term debtors and creditors have not been disclosed.

The Fund invests in a generally diversified portfolio of assets. Consequently the ACD considers that a single measure of market sensitivity does not accurately reflect the risks faced by the Fund.

Distribution Table

Final distribution for the year ended 30 April 2019

Group 1 : shares purchased prior to 1 May 2018

Group 2 : shares purchased 1 May 2018 to 30 April 2019

	Net Revenue (dividend distribution)	Equalisation	Distribution (paid/accumulated 30.06.19)	Distribution (paid/accumulated 30.06.18)
	30.04.19 pence per share	30.04.19 pence per share	30.04.19 pence per share	30.04.18 pence per share
A Accumulation				
Group 1	-	-	-	-
Group 2	-	-	-	-
B Accumulation				
Group 1	-	-	-	-
Group 2	-	-	-	-
B Income				
Group 1	-	-	-	-
Group 2	-	-	-	-
C Accumulation				
Group 1	1.67000	-	1.67000	1.51000
Group 2	0.82043	0.84957	1.67000	1.51000

BAILLIE GIFFORD

Baillie Gifford Developed Asia Pacific Fund

a sub-fund of Baillie Gifford Overseas Growth Funds ICVC

*Annual Report & Financial Statements
for the year ended 30 April 2019*



Baillie Gifford Developed Asia Pacific Fund

Investment Objective

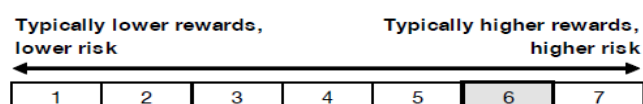
The Fund aims to produce attractive returns, mainly through capital growth, over the long term.

Investment Policy

To invest in any economic sectors of any of the markets represented by the MSCI Pacific Index, either directly or indirectly. Investment will be mainly in shares of companies. The markets currently included in the MSCI Pacific Index are Australia, Hong Kong, Japan, New Zealand and Singapore.

Risk and Reward Profile

The Risk and Reward Indicator table demonstrates where the Fund ranks in terms of its potential risk and reward. The higher the rank the greater the potential reward but the greater the risk of losing money. It is based on past data, may change over time and may not be a reliable indication of the future risk profile of the Fund. The shaded area in the table below shows the Fund's ranking on the Risk and Reward Indicator.



Please note that even the lowest risk class can lose you money and that extreme adverse market circumstances can mean you suffer severe losses in all cases.

The Fund is classified in the category above because it invests in company shares which generally provide higher rewards and higher risks than other investments such as bonds or cash.

The indicator does not take into account the following relevant material risks:

Investment markets can go down as well as up and market conditions can change rapidly. The value of an investment in the Fund, and any income from it, can fall as well as rise and you may not get back the amount invested.

The Fund has exposure to foreign currencies and changes in the rates of exchange will cause the value of any investment, and income from it, to fall as well as rise and you may not get back the amount invested.

Custody of assets involves a risk of loss if the custodian becomes insolvent or breaches duties of care.

The Fund's concentrated portfolio and long-term approach to investment may result in large movements in the share price.

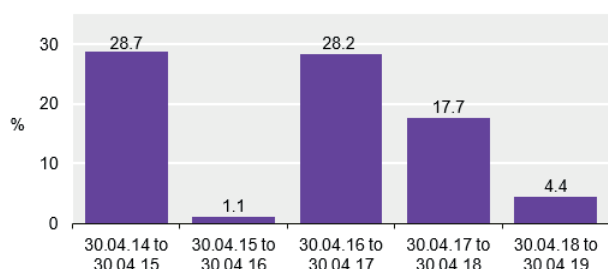
Where possible, charges are taken from the Fund's revenue. Where there is insufficient revenue, the remainder will be taken from capital. This will reduce the capital value of the Fund.

The result of the UK Referendum on membership of the European Union introduces elements of political uncertainty and may have practical consequences for the Fund. Developments will be closely monitored.

Further details of the risks associated with investing in the Fund can be found in the Prospectus which is available by contacting Client Relations or visiting our website.

Investment Report

Past Performance¹



The performance figures shown in this graph are for Class B Accumulation Shares. Performance figures reflect the ACD's annual fee of 0.55% (until 30 September 2017, the ACD's annual fee on Class B Shares was 0.65%), but exclude any initial charge paid. Please note these returns differ from the return quoted in the Investment Report, which is based on the closing net asset value at the year end. Movements in the prices of company shares in which the Fund invests and foreign exchange rates between the two valuation points can lead to distortions in the returns. Performance for the other share classes in issue can be obtained by contacting Client Relations. You should be aware that past performance is not a guide to future performance.

For the year to 30 April 2019 the return on B Accumulation Shares was 4.3%² compared to the return on the MSCI Pacific Index of 1.6%³, in sterling terms. We believe that shorter-term performance measurements are of limited relevance in assessing investment ability and would suggest that five years is a more sensible timeframe over which to judge performance. Over the five years to 30 April 2019 the return on B Accumulation Shares was 104.4%² compared to the return on the Index of 68.7%³.

Although developed Asian markets held up well during the first half of the period, sentiment turned sharply negative during the final quarter of 2018 and, despite a recover in early 2019, returns for the year to 30 April were disappointing. There were concerns over the impacts of central bank tightening and trade tensions between the US and China. Slowing global growth dominated sentiment and weighed on stocks, particularly those with a cyclical element to their earnings.

Within the region there was a wide dispersion of returns. Japan and Singapore were the poorest performers both edging into negative territory. On the other hand, sentiment towards Hong Kong was positive and it increased in value by 11.7%, when measured in sterling terms. Australia held the middle ground.

In Japan unemployment is at a multi-decade low and, with Shinzo Abe surviving a leadership contest in September and therefore securing another three years in office, the political backdrop remains supportive. A downturn across Asia, led by a slowdown in China, has weighted on corporate earnings, particularly for those companies that are exposed to cyclical industries. However, continued high levels of capital investment suggest management teams are optimistic on future growth prospects.

In Hong Kong we began to see a softening of the housing market towards the end of the period. Slowing Chinese consumption growth and dampening of investment activity are also beginning to provide headwinds. It is noteworthy that the Hong Kong market played host to a record number of Chinese listings in 2018, confirming its importance as a gateway to Chinese equities.

The Australian economy also entered 2019 from a position of strength. GDP likely grew at around 3% last year and employment continued to expand, even though commodity markets lost ground and the housing market has been weakening. In early 2019 activity turned down somewhat and it now seems likely that central bank policy will become more accommodative.

¹Source: FE, 10am dealing prices, income accumulated. ²Source: Baillie Gifford & Co Limited, closing net asset values, income accumulated. ³Source: FE and relevant underlying index provider, total return. Please see Disclaimer on page 259. You should be aware that past performance is not a guide to future performance.

Investment Report cont.

Finally, Singapore is increasingly benefiting from the burgeoning middle class in its neighbouring countries; whilst at the same time government programmes aimed at diversifying the economy into new areas are beginning to gain traction. In the short term, a dampening of global trade is unhelpful for the economy.

Portfolio turnover remained low during the period, in keeping with the Fund's long-term investment approach. Having said this we took advantage of volatile market conditions to invest in some high-quality businesses from across the region that we had been following closely for some time. These new positions were funded from holdings which had either performed well or where the investment case had not developed in the way we had expected.

In Japan there were new holdings in haematology diagnostics business Sysmex, machine parts distributor Misumi and specialist in passive components for electronic devices Murata. All three of these businesses benefit from leading positions in their respective niche areas as well as a long runway of growth. In Hong Kong, we took advantage of share price weakness to buy a holding in China's dominant messaging platform, Tencent, after a change in the approval process for games underpinned a fall in profits which is likely to prove temporary. We also bought shares in power tools business Techtronic, believing that improvements in technology will underpin a replacement cycle as customers shift to handheld devices. There is also now a good chance that Techtronic can disrupt the outdoor tools market. Finally, we took a holding in Singapore listed drinks conglomerate Thai Beverage. Here we expect demand to be supported by burgeoning consumption and for profitability to improve with scale and synergies through acquisitions.

In terms of the sales, pallet manufacturer Brambles, and specialist in point of sales terminals Pax Global both suffered from increasing competition in their respective markets. We also sold out of positions in regional Japanese bank Suruga after losing confidence in management and semiconductor testing specialist Advantest on valuation grounds.

Turning to performance, the largest positive contributor was stock selection in Japan, even though the market itself delivered a negative return. Cosmetics business Shiseido continued its upward march from the previous year and features as the top performer. This was on the back of continued strong growth in Asia, notably China, where it has benefited from burgeoning demand for its prestige skin care range. Internet conglomerate SoftBank also performed strongly, enjoying a sharp recovery. A recovery in sentiment towards global internet stocks and the announcement of a major share buyback boosted sentiment towards the company.

On the negative side, the largest detractors from performance were also Japanese. Shares in regional bank Suruga fell sharply after it wrote down assets backed by a shared housing scheme. After a subsequent investigation from the regulator highlighted improper lending practices we decided to exit the position. Internet and media business CyberAgent was also out of favour after releasing disappointing third quarter results that led management to make a large downward revision to full year forecasts.

Iain Campbell and Tolibjon Tursunov, 7 May 2019

Principal Holdings as at 30 April 2019

Investment	Percentage of total Fund
Baillie Gifford Japanese Smaller Companies Fund C Acc ¹	7.51
Shiseido	5.58
United Overseas Bank	4.20
SoftBank Group	3.97
SBI Holdings	3.25
SMC	3.23
MS&AD Insurance	3.02
Hong Kong Exchanges & Clearing	2.82
Shimano	2.65
Cochlear	2.61

¹Baillie Gifford Overseas Growth Funds ICVC related party (please refer to note 11).

Material Portfolio Changes for the year ended 30 April 2019

Largest Purchases	Cost £'000	Largest Sales	Proceeds £'000
Tencent	3,168	Advantest Corp	6,498
Misumi	2,339	Baillie Gifford Japanese Smaller Companies Fund C Acc ¹	1,732
Techtronic Industries	1,948	Lifull Co Ltd	1,634
Baillie Gifford Japanese Smaller Companies Fund C Acc ¹	1,711	Galaxy Entertainment Group	1,622
Keyence	1,692	Shiseido	1,276
Murata	1,634	Brambles	1,206
Sysmex Corp.	1,525	Makita Corporation	1,016
Sugi Holdings	1,441	Bridgestone	978
BHP Billiton (Aus. listing)	1,293	Nabtesco	868
Thai Beverage PCL (Singapore)	1,224	Suruga Bank	594

¹Baillie Gifford Overseas Growth Funds ICVC related party (please refer to note 11).

Portfolio Statement as at 30 April 2019

Stock description	Holding	Market value £'000	% of total net assets
Australia - 18.09% (17.46%)			
BHP Billiton (Aus. listing)	163,558	3,303	2.08
Cochlear	41,068	4,153	2.61
Iress Ltd	391,804	3,029	1.91
James Hardie Industries	250,501	2,608	1.64
Mesoblast	629,444	557	0.35
REA Group	33,493	1,445	0.91
Seek	372,491	3,662	2.30
TPG Telecom	696,964	2,536	1.59
Treasury Wine Estates	398,886	3,702	2.33
Washington Soul Pattinson	303,553	3,768	2.37
Hong Kong - 12.78% (9.75%)			
AIA Group	343,800	2,688	1.69
Galaxy Entertainment Group	659,000	3,776	2.38
Hong Kong Exchanges & Clearing	168,400	4,475	2.81
Techtronic Industries	415,500	2,299	1.45
Tencent	85,100	3,227	2.03
Tsingtao Brewery 'H'	790,000	3,854	2.42
Japan - 60.06% (63.96%)			
Asahi Group Holdings	46,300	1,540	0.97
Baillie Gifford Japanese Smaller Companies Fund C Acc ¹	224,171	11,942	7.51
Bridgestone	66,000	2,003	1.26
CyberAgent Inc	76,900	2,346	1.47
Denso	72,600	2,427	1.53
FANUC	22,700	3,248	2.04
Fast Retailing	6,300	2,788	1.75
INPEX	237,200	1,766	1.11
Kakaku.com	212,500	3,337	2.10
Keyence	3,700	1,761	1.11
Makita Corporation	116,200	3,241	2.04
Misumi	110,300	2,186	1.37
MS&AD Insurance	202,700	4,800	3.02
Murata	77,700	3,189	2.01

Portfolio Statement as at 30 April 2019 cont.

Stock description	Holding	Market value £'000	% of total net assets
Nidec	23,900	2,598	1.63
Olympus	463,200	3,969	2.50
Pigeon	126,500	4,108	2.58
Recruit Holdings	144,000	3,302	2.08
SBI Holdings	315,900	5,163	3.25
Shimano	37,500	4,207	2.65
Shiseido	147,900	8,881	5.58
SMC	16,200	5,139	3.23
SoftBank Group	79,400	6,319	3.97
Sugi Holdings	98,400	3,802	2.39
Sysmex Corp.	33,000	1,444	0.91
Singapore - 6.31% (6.89%)			
Jardine Matheson	66,300	3,347	2.11
United Overseas Bank	426,335	6,681	4.20
Thailand - 0.79% (0.00%)			
Thai Beverage PCL (Singapore)	2,672,000	1,257	0.79
Portfolio of investments		155,873	98.03
Net other assets - 1.97% (1.94%)		3,133	1.97
Net assets		159,006	100.00

¹Baillie Gifford Overseas Growth Funds ICVC related party (please refer to note 11).

All investments are listed on recognised stock exchanges and are approved securities or regulated collective investment schemes within the meaning of the FCA rules unless otherwise stated.

Figures in brackets refer to 30 April 2018.

Comparative Tables

Comparative Table: A Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	496.55	429.12	342.21
Return before operating charges*	24.30	74.40	93.14
Operating charges	(7.17)	(6.97)	(6.23)
Return after operating charges*	17.13	67.43	86.91
Distributions	(1.25)	(1.23)	(1.59)
Retained distributions on accumulation shares	1.25	1.23	1.59
Closing net asset value per share	513.68	496.55	429.12
*After direct transaction costs of:	0.15	0.14	0.12
Performance:			
Return after charges	3.45%	15.71%	25.40%
Other Information:			
Closing net asset value (£'000)	5,868	6,321	6,378
Closing number of shares	1,142,271	1,273,063	1,486,303
Operating charges	1.45%	1.50% ¹	1.53%
Direct transaction costs ³	0.03%	0.03%	0.03%
Prices:			
Highest share price (pence)	529.3	502.1	447.6
Lowest share price (pence)	446.1	428.3	333.9

Comparative Tables cont.

Comparative Table: B Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	546.18	468.00	370.08
Return before operating charges*	26.97	81.45	100.99
Operating charges	(3.27)	(3.27)	(3.07)
Return after operating charges*	23.70	78.18	97.92
Distributions	(6.05)	(5.71)	(5.45)
Retained distributions on accumulation shares	6.05	5.71	5.45
Closing net asset value per share	569.88	546.18	468.00
*After direct transaction costs of:	0.16	0.15	0.13
Performance:			
Return after charges	4.34%	16.71%	26.46%
Other Information:			
Closing net asset value (£'000)	124,877	107,541	78,819
Closing number of shares	21,912,960	19,689,492	16,841,731
Operating charges	0.60%	0.64% ²	0.69%
Direct transaction costs ³	0.03%	0.03%	0.03%
Prices:			
Highest share price (pence)	584.3	551.1	487.8
Lowest share price (pence)	493.4	467.1	361.1

Comparative Tables cont.

Comparative Table: B Income Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	509.91	441.52	353.31
Return before operating charges*	25.24	76.85	96.31
Operating charges	(3.03)	(3.08)	(2.90)
Return after operating charges*	22.21	73.77	93.41
Distributions on income shares	(5.71)	(5.38)	(5.20)
Closing net asset value per share	526.41	509.91	441.52
 *After direct transaction costs of:	 0.15	 0.14	 0.13
Performance:			
Return after charges	4.36%	16.71%	26.44%
Other Information:			
Closing net asset value (£'000)	3,900	1,992	3,866
Closing number of shares	740,952	390,622	875,656
Operating charges	0.60%	0.64% ²	0.69%
Direct transaction costs ³	0.03%	0.03%	0.03%
Prices:			
Highest share price (pence)	545.5	519.9	465.6
Lowest share price (pence)	460.7	440.7	344.9

Comparative Tables cont.

Comparative Table: C Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	616.93	525.49	412.97
Return before operating charges*	30.61	91.73	112.71
Operating charges	(0.31)	(0.29)	(0.19)
Return after operating charges*	30.30	91.44	112.52
Distributions	(10.25)	(9.83)	(9.29)
Retained distributions on accumulation shares	10.25	9.83	9.29
Closing net asset value per share	647.23	616.93	525.49
*After direct transaction costs of:	0.19	0.17	0.15
Performance:			
Return after charges	4.91%	17.40%	27.25%
Other Information:			
Closing net asset value (£'000)	24,357	25,224	30,514
Closing number of shares	3,763,277	4,088,603	5,806,823
Operating charges	0.05%	0.05%	0.04%
Direct transaction costs ³	0.03%	0.03%	0.03%
Prices:			
Highest share price (pence)	661.5	621.9	547.4
Lowest share price (pence)	559.3	524.6	403.0

Comparative Tables cont.

Comparative Table: C Income Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	416.95	360.88	288.02
Return before operating charges*	20.74	63.02	79.43
Operating charges	(0.21)	(0.20)	(0.13)
Return after operating charges*	20.53	62.82	79.30
Distributions on income shares	(6.93)	(6.75)	(6.44)
Closing net asset value per share	430.55	416.95	360.88
 *After direct transaction costs of:	 0.13	 0.12	 0.10
Performance:			
Return after charges	4.92%	17.41%	27.53%
Other Information:			
Closing net asset value (£'000)	4	4	4
Closing number of shares	1,000	1,000	1,000
Operating charges	0.05%	0.05%	0.04%
Direct transaction costs ³	0.03%	0.03%	0.03%
Prices:			
Highest share price (pence)	447.1	427.1	382.6
Lowest share price (pence)	378.1	360.3	282.3

¹With effect from 1 October 2017, the ACD's annual fee for Class A shares was reduced from 1.50% to 1.40%. As at 30 April 2018, the ACD considered 1.45% to be a more indicative rate for the ongoing charges figure.

²With effect from 1 October 2017, the ACD's annual fee for Class B shares was reduced from 0.65% to 0.55%. As at 30 April 2018, the ACD considered 0.60% to be a more indicative rate for the ongoing charges figure.

³The Fund incurs broker commission and transfer taxes/stamp duty as a necessary part of buying and selling the Fund's underlying investments in order to achieve the investment objective. In the case of shares; broker commissions, transfer taxes and stamp duty may be paid by the Fund on transactions.

A dilution adjustment is made whenever dealings in the shares of the Fund result in shares being issued or cancelled by the Company. The adjustment will take account of any spread between the buying and selling prices of the Fund's investments and the costs (which may include dealing charges and taxes) of acquiring or disposing of such investments. Please note that the direct transaction cost disclosures above do not include the dilution adjustment charges. For further details on dilution adjustment charges please see the General Information section.

Financial Statements

Statement of Total Return for the year ended 30 April 2019

		2019		2018	
	Notes	£'000	£'000	£'000	£'000
Income					
Net capital gains/(losses)	1		3,889		19,179
Revenue	3	2,691		2,512	
Expenses	4	(793)		(718)	
Net revenue before taxation		1,898		1,794	
Taxation	5	(155)		(146)	
Net revenue after taxation			1,743		1,648
Total return before distributions			5,632		20,827
Distributions	6		(1,743)		(1,649)
Change in net assets attributable to shareholders from investment activities			3,889		19,178

Statement of Change in Net Assets Attributable to Shareholders for the year ended 30 April 2019

	2019		2018	
	£'000	£'000	£'000	£'000
Opening net assets attributable to shareholders		141,082		119,581
Amounts receivable on issue of shares	35,311		22,759	
Amounts payable on cancellation of shares	(23,061)		(22,025)	
		12,250		734
Dilution adjustment		59		47
Change in net assets attributable to shareholders from investment activities		3,889		19,178
Retained distributions on accumulation shares		1,726		1,542
Closing net assets attributable to shareholders		159,006		141,082

Financial Statements cont.

Balance Sheet as at 30 April 2019

	Notes	2019 £'000	2018 £'000
Assets:			
Fixed assets:			
Investments	13	155,873	138,344
Current assets:			
Debtors	8	2,234	1,858
Cash and bank balances	9	3,498	1,313
Total assets		161,605	141,515
Liabilities:			
Creditors:			
Distributions payable		(42)	(21)
Other creditors	10	(2,557)	(412)
Total liabilities		(2,599)	(433)
Net assets attributable to shareholders		159,006	141,082

Notes to the Financial Statements

1 Net capital gains/(losses)

	2019	2018
	£'000	£'000
Non-derivative securities	3,875	19,136
Currency gains/(losses)	23	48
Transaction costs	(9)	(5)
Net capital gains/(losses)	3,889	19,179

2 Purchases, sales and transaction costs

	2019	2018
	£'000	£'000
Purchases and transaction costs		
Gross purchases of equities excluding transaction costs	39,285	35,864
Commissions	14	14
Taxes	9	4
Total transaction costs on equity purchases ¹	23	18
Purchases including transaction costs	39,308	35,882

¹These amounts have been deducted in determining net capital gains/(losses).

	2019	2018
	%	%
Transaction costs as a percentage of principal amount		
Commission on equity purchases	0.04	0.04
Taxes on equity purchases	0.02	0.01

Notes to the Financial Statements cont.

2 Purchases, sales and transaction costs (continued)

	2019	2018
	£'000	£'000
Sales and transaction costs		
Gross sales of equities excluding transaction costs	25,763	33,751
Commissions	(11)	(12)
Taxes	(3)	(6)
Total transaction costs on equity sales ¹	(14)	(18)
Sales net of transaction costs	25,749	33,733

¹These amounts have been deducted in determining net capital gains/(losses).

	2019	2018
	%	%
Transaction costs as a percentage of principal amount		
Commission on equity sales	(0.04)	(0.04)
Taxes on equity sales	(0.01)	(0.02)

	2019		2018	
	£'000	% of average NAV	£'000	% of average NAV
Portfolio transaction costs				
Commissions	25	0.02	26	0.02
Taxes	12	0.01	10	0.01
Total direct transaction costs	37	0.03	36	0.03

	2019	2018
	%	%
Average portfolio dealing spread	0.04	0.04

The Fund incurs broker commission and transfer taxes/stamp duty as a necessary part of buying and selling the Fund's underlying investments in order to achieve the investment objective. In the case of shares; broker commissions, transfer taxes and stamp duty may be paid by the Fund on transactions.

Dilution adjustment charges, which do not form part of the direct transaction costs disclosures above, may be incurred as a result of trading in underlying Funds. For further details on dilution adjustment charges please see the General Information section.

Dealing spread is the difference in the buying and selling prices of the underlying investments. Dealing spreads vary considerably depending on the transaction value and market sentiment. The Fund may have holdings in single priced funds. The notional spread on these holdings is not included in the average dealing spread calculated for this Fund.

Notes to the Financial Statements cont.

3 Revenue

	2019	2018
	£'000	£'000
UK dividends ¹	95	69
Overseas dividends	2,591	2,442
Bank interest	5	1
Total revenue	2,691	2,512

¹Includes income from relevant Collective Investment Schemes.

4 Expenses

	2019	2018
	£'000	£'000
Payable to the ACD, associates of the ACD and agents of either of them:		
ACD's periodic charge	736	670
Payable to the Depositary, associates of the Depositary and agents of either of them:		
Depositary's fee	13	16
Bank charges	18	21
	31	37
Other expenses:		
Audit fee	4	5
Professional fees	22	6
	26	11
Total expenses	793	718

5 Taxation

	2019	2018
	£'000	£'000
Analysis of charge in the year		
Corporation tax	-	-
Overseas tax	155	146
Total taxation	155	146

The Fund is subject to corporation tax at 20% (2018: 20%), however, the majority of dividends received by the Fund are not liable to corporation tax. Accordingly, the tax deductible expenses substantially exceed the taxable income of the Fund and, as a result, there is no corporation tax charge.

Notes to the Financial Statements cont.

5 Taxation (continued)

At 30 April 2019, the Fund had excess management expenses of £2,755,000 (2018: £1,966,000) which have not been recognised as a deferred tax asset. This is because the Fund is not expected to generate taxable income in a future period in excess of the deductible expenses of that future period and, accordingly, the Fund is unlikely to be able to reduce future tax liabilities through the use of existing excess expenses.

The tax charge is explained as follows:

	2019	2018
	£'000	£'000
Net revenue/(expense) before taxation	1,898	1,794
Net revenue before taxation multiplied by the standard rate of corporation tax of 20% (2018: 20%)	380	359
Effects of:		
Non-taxable UK dividends	(19)	(14)
Non-taxable overseas dividends	(518)	(490)
Overseas tax on dividends	155	146
Excess management expenses	157	145
Total taxation	155	146

6 Distributions

	2019	2018
	£'000	£'000
Final to 30 April	1,768	1,563
Amounts deducted on cancellation of shares	124	210
Amounts added on issue of shares	(149)	(124)
Total distributions	1,743	1,649

The distributions take account of revenue transactions on the issue and cancellation of shares. Details of the distributions per share are set out in the Distribution Table.

7 Reconciliation of net revenue to net distributions for the year

	2019	2018
	£'000	£'000
Net revenue after taxation for the year	1,743	1,648
Add distributable revenue brought forward	-	1
Net distributions for the year	1,743	1,649

Notes to the Financial Statements cont.

8 Debtors

	2019	2018
	£'000	£'000
Receivable for issue of shares	627	304
Sales awaiting settlement	924	792
Accrued income	655	742
Overseas tax recoverable	23	19
VAT recoverable	4	1
Other debtors	1	-
Total debtors	2,234	1,858

9 Cash and bank balances

	2019	2018
	£'000	£'000
Sterling bank accounts	3,498	1,313
Total cash and bank balances	3,498	1,313

10 Other creditors

	2019	2018
	£'000	£'000
Payable for cancellation of shares	624	19
Purchases awaiting settlement	1,857	323
Due to the ACD or associates	68	59
Due to the Depositary or associates	5	7
Other accrued expenses	3	4
Total other creditors	2,557	412

11 Related party transactions

Baillie Gifford & Co Limited, as ACD, is regarded as a related party by virtue of the services provided to the Company. Baillie Gifford & Co Limited acts as principal in respect of all transactions of shares in the Company, except where stocks are transferred on the issue or cancellation of shares. The aggregate monies received through issue and paid on cancellation are disclosed in the Statement of Change in Net Assets Attributable to Shareholders. Amounts receivable and payable on the issue and cancellation of shares have been disclosed in notes 8 and 10 respectively.

Amounts paid to Baillie Gifford & Co Limited in respect of ACD fees are disclosed in note 4 with amounts due at the year end given in note 10.

Notes to the Financial Statements cont.

11 Related party transactions (continued)

The Fund invests in other funds for whom Baillie Gifford & Co, the ultimate parent company of the ACD, act as Investment Adviser and these funds are therefore considered to be related parties. Transactions with these related party funds are noted in the table below.

	2019			2018		
	Purchases £'000	Sales £'000	Income £'000	Purchases £'000	Sales £'000	Income £'000
Baillie Gifford Japanese Smaller Companies Fund C Acc	1,712	1,732	95	1,926	3,765	69

Shares held by the ACD and associates of the ACD

The shares held by the ACD and associates of the ACD as a percentage of the Fund's NAV were:

	2019 %	2018 %
ACD and associates of the ACD	0.24	0.00

12 Reconciliation of shares in issue

	2019				
	A Accumulation Shares	B Accumulation Shares	B Income Shares	C Accumulation Shares	C Income Shares
Opening shares in issue	1,273,063	19,689,492	390,622	4,088,603	1,000
Shares issued	172,718	5,684,018	436,240	153,267	1,000
Shares cancelled	(274,487)	(3,475,950)	(97,558)	(478,593)	(1,000)
Shares converted	(29,023)	15,400	11,648	-	-
Closing shares in issue	1,142,271	21,912,960	740,952	3,763,277	1,000

13 Basis of valuation

	2019 Assets £'000	2018 Assets £'000
Level 1: Quoted prices	143,931	126,427
Level 2: Observable market data	11,942	11,917
Level 3: Unobservable data	-	-
Total	155,873	138,344

Notes to the Financial Statements cont.

14 Derivatives and other financial instruments

Currency exposures

A substantial proportion of the net assets of the Fund are denominated in currencies other than sterling, with the effect that the balance sheet and total return can be significantly affected by currency movement.

Currency	Net currency assets/(liabilities)			Net currency assets/(liabilities)		
	2019			2018		
	Monetary exposures £'000	Non-monetary exposures £'000	Total £'000	Monetary exposures £'000	Non-monetary exposures £'000	Total £'000
Australian dollar	-	28,763	28,763	-	24,629	24,629
Hong Kong dollar	-	20,319	20,319	-	13,749	13,749
Japanese yen	-	83,564	83,564	-	78,323	78,323
Singapore dollar	-	7,939	7,939	-	7,068	7,068
UK sterling	3,498	11,942	15,440	1,313	11,917	13,230
US dollar	-	3,346	3,346	-	2,659	2,658

Short term debtors and creditors have not been disclosed.

The Fund invests in a generally diversified portfolio of assets. Consequently the ACD considers that a single measure of market sensitivity does not accurately reflect the risks faced by the Fund.

Distribution Table

Final distribution for the year ended 30 April 2019

Group 1 : shares purchased prior to 1 May 2018

Group 2 : shares purchased 1 May 2018 to 30 April 2019

	Net Revenue (dividend distribution)	Equalisation	Distribution (paid/accumulated 30.06.19)	Distribution (paid/accumulated 30.06.18)
	30.04.19 pence per share	30.04.19 pence per share	30.04.19 pence per share	30.04.18 pence per share
A Accumulation				
Group 1	1.25000	-	1.25000	1.23000
Group 2	1.25000	-	1.25000	1.23000
B Accumulation				
Group 1	6.05000	-	6.05000	5.71000
Group 2	3.85415	2.19585	6.05000	5.71000
B Income				
Group 1	5.71000	-	5.71000	5.38000
Group 2	3.48272	2.22728	5.71000	5.38000
C Accumulation				
Group 1	10.25000	-	10.25000	9.83000
Group 2	10.25000	-	10.25000	9.83000
C Income				
Group 1	6.93000	-	6.93000	6.75000
Group 2	6.93000	-	6.93000	6.75000

BAILLIE GIFFORD

Baillie Gifford Emerging Markets Growth Fund

a sub-fund of Baillie Gifford Overseas Growth Funds ICVC

*Annual Report & Financial Statements
for the year ended 30 April 2019*



Baillie Gifford Emerging Markets Growth Fund

Investment Objective

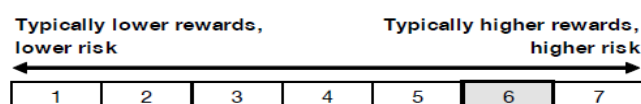
The Fund aims to produce attractive returns, mainly through capital growth, over the long term.

Investment Policy

To invest in any economic sector in emerging markets worldwide, either directly or indirectly. Investment will be mainly in shares of companies. We will decide what constitutes an emerging market.

Risk and Reward Profile

The Risk and Reward Indicator table demonstrates where the Fund ranks in terms of its potential risk and reward. The higher the rank the greater the potential reward but the greater the risk of losing money. It is based on past data, may change over time and may not be a reliable indication of the future risk profile of the Fund. The shaded area in the table below shows the Fund's ranking on the Risk and Reward Indicator.



Please note that even the lowest risk class can lose you money and that extreme adverse market circumstances can mean you suffer severe losses in all cases.

The Fund is classified in the category above because it invests in company shares which generally provide higher rewards and higher risks than other investments such as bonds or cash.

The indicator does not take into account the following relevant material risks:

Investment markets can go down as well as up and market conditions can change rapidly. The value of an investment in the Fund, and any income from it, can fall as well as rise and you may not get back the amount invested.

The Fund has exposure to foreign currencies and changes in the rates of exchange will cause the value of any investment, and income from it, to fall as well as rise and you may not get back the amount invested.

Custody of assets, particularly in emerging markets, involves a risk of loss if the custodian becomes insolvent or breaches duties of care.

The Fund invests in emerging markets where difficulties in trading could arise, resulting in a negative impact on the value of your investment.

The Fund's concentrated portfolio and long-term approach to investment may result in large movements in the share price.

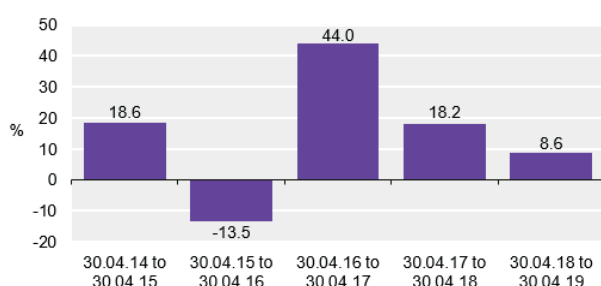
Where possible, charges are taken from the Fund's revenue. Where there is insufficient revenue, the remainder will be taken from capital. This will reduce the capital value of the Fund.

The result of the UK Referendum on membership of the European Union introduces elements of political uncertainty and may have practical consequences for the Fund. Developments will be closely monitored.

Further details of the risks associated with investing in the Fund can be found in the Prospectus which is available by contacting Client Relations or visiting our website.

Investment Report

Past Performance¹



The performance figures shown in this graph are for Class B Accumulation Shares. Performance figures reflect the ACD's annual fee of 0.72% (until 30 September 2017, the ACD's annual fee on Class B Shares was 0.75%), but exclude any initial charge paid. Please note these returns differ from the return quoted in the Investment Report, which is based on the closing net asset value at the year end. Movements in the prices of company shares in which the Fund invests and foreign exchange rates between the two valuation points can lead to distortions in the returns. Performance for the other share classes in issue can be obtained by contacting Client Relations. You should be aware that past performance is not a guide to future performance.

For the year to 30 April 2019, the return on B Accumulation Shares was 8.6%² compared to the return on the MSCI Emerging Markets Index of 0.3%³, in sterling terms. We believe that shorter-term performance measurements are of limited relevance in assessing investment ability and would suggest that five years is a more sensible timeframe over which to judge performance. Over the five years to 30 April 2019 the return on B Accumulation Shares was 89.6%² compared to the return on the Index of 57.9%³.

The random noise of these annual movements was only surpassed by the noise of politicians flexing their muscles in countries from Mexico to Turkey, and from the US to China. Plus ça change! We remain resolute in our determination to ignore the vast majority of news that clamours for our attention and fixated on how economies, sectors, and, most importantly, companies will fare over the next five or more years. There are, perhaps, three themes that are worthy of mention. The first is the dramatic unlocking of the connected economy in India, by virtue of Reliance Jio's outrageous 4G proposition. We are at a very early stage of seeing its much wider impact on that country's economy, and its companies remain a significant constituent of the portfolio.

Secondly, we continue to believe that oil and commodity prices are likely to remain robust for a number of years given supply and demand dynamics, and we have around one-quarter of the portfolio now exposed to these themes.

Finally, we have significantly scaled back the size of the technology position over the past couple of years as we felt that share prices had, in some cases, got considerably ahead of reality, and in other cases the competitive threats from the Super Companies of Tencent and Alibaba was starting to cast a long shadow over their long-term profitability.

In summary, the impact of new technologies in the hands of the multitudes of relatively younger and aspirant people is starting to transform emerging markets with excellent opportunities to add value through stock selection.

Baillie Gifford & Co, 21 May 2019

¹Source: FE, 10am dealing prices, income accumulated. ²Source: Baillie Gifford & Co Limited, closing net asset values, income accumulated. ³Source: FE and relevant underlying index provider, total return. Please see Disclaimer on page 259. You should be aware that past performance is not a guide to future performance.

Principal Holdings as at 30 April 2019

Investment	Percentage of total Fund
Tencent	7.34
Ping An Insurance	5.77
Alibaba	5.29
TSMC	5.24
Samsung Electronics	5.02
CNOOC	4.69
Sberbank Spon ADR	3.59
Reliance Industries Ltd.	3.51
Norilsk Nickel ADR	3.45
Banco Bradesco	3.36

Material Portfolio Changes for the year ended 30 April 2019

Largest Purchases	Cost £'000	Largest Sales	Proceeds £'000
Tencent	18,244	Pinduoduo Inc ADR	9,299
Samsung Electronics	16,945	Reliance Industries Ltd.	8,088
TSMC	15,515	ICICI Bank ADR	7,463
Ping An Insurance	14,438	JD.Com Inc - ADR	6,950
Vale SA ADR	13,868	Largan Precision	5,039
Alibaba	12,357	Sunny Optical Technology	4,919
BRF SA-ADR	11,437	Samsung Electronics Pref	4,850
Brilliance China Automotive	11,314	NCsoft	4,467
CNOOC	10,952	Banco Bradesco Pref	4,205
Premier Oil	9,654	MercadoLibre	4,202

Portfolio Statement as at 30 April 2019

Stock description	Holding	Market value £'000	% of total net assets
Argentina - 0.32% (0.00%)			
Banco Macro ADR	101,802	3,160	0.32
Brazil - 12.74% (8.53%)			
B3 S.A.	1,068,700	7,141	0.72
Banco Bradesco Pn ADR	3,048,907	21,165	2.13
Banco Bradesco Pref	1,766,429	12,194	1.23
BRF SA-ADR	2,547,780	15,302	1.54
Galp Energia, SGPS	754,428	9,709	0.98
Kroton Educacional	2,251,000	4,262	0.43
Lorenz Pn 1000 ¹	1,800,000	-	0.00
MercadoLibre	28,801	10,698	1.08
Petrobras Common ADR	2,255,897	26,355	2.65
Petrobras Pref ADR	539,592	5,712	0.57
Vale SA ADR	1,427,700	13,996	1.41
Chile - 0.69% (0.00%)			
Lundin Mining	1,664,100	6,813	0.69
China - 32.29% (33.28%)			
Alibaba	369,427	52,581	5.29
Brilliance China Automotive	18,722,000	15,761	1.59
China Merchants Bank 'H'	6,853,500	26,000	2.62
China Vanke Co Ltd H	3,389,800	10,042	1.01
CNOOC	33,616,000	46,606	4.69
Geely Automobile Holdings	3,430,000	5,279	0.53
Haier Electronics Group Co	2,798,800	6,130	0.62
Kingsoft Corp Ltd	2,727,000	5,346	0.54
Minth Group	1,780,000	4,307	0.43
Ping An Bank 'A'	3,856,252	6,081	0.61
Ping An Insurance	5,548,500	51,239	5.16
Shenzhou International Group Holdings	689,000	7,094	0.71
Tencent	1,778,200	67,424	6.79
Tencent Music Entertainment ADR	412,355	5,440	0.55

Portfolio Statement as at 30 April 2019 cont.

Stock description	Holding	Market value £'000	% of total net assets
ZTE Corp H	4,712,400	11,450	1.15
India - 12.52% (13.33%)			
Ambuja Cements Ltd	1,442,357	3,507	0.35
Asian Paints Ltd	345,194	5,570	0.56
HDFC Corp	1,313,155	28,893	2.91
ICICI Prudential Life Insurance	1,083,016	4,411	0.45
Indraprastha Gas	1,522,156	5,251	0.53
Mahindra & Mahindra	1,564,478	11,134	1.12
Maruti Suzuki	108,606	7,985	0.80
Reliance Industries Ltd.	2,269,335	34,858	3.51
Tata Consultancy Services	682,116	17,004	1.71
Ultratech Cement Ltd	112,830	5,745	0.58
Indonesia - 2.17% (1.81%)			
Bank Mandiri	16,120,400	6,682	0.67
Bank Rakyat Indonesia	63,233,900	14,841	1.50
Mexico - 3.33% (3.94%)			
Alfa SAB de CV	7,367,000	5,674	0.57
Cemex ADR	2,048,951	7,230	0.73
Grupo Financiero Banorte O	2,243,000	10,831	1.09
Walmex	4,149,252	9,304	0.94
Other Emerging - 1.32% (0.53%)			
Premier Oil	13,119,267	13,083	1.32
Peru - 0.79% (0.82%)			
Credicorp	43,449	7,897	0.79
Philippines - 0.00% (0.69%)			
Poland - 0.83% (0.76%)			
KGHM Polska Miedz	401,732	8,275	0.83

Portfolio Statement as at 30 April 2019 cont.

Stock description	Holding	Market value £'000	% of total net assets
Russia - 7.74% (7.24%)			
Magnit OJSC Spon GDR	634,379	6,939	0.70
Norilsk Nickel ADR	2,009,971	34,228	3.45
Sberbank Spon ADR	3,255,569	35,624	3.59
South Africa - 1.92% (1.92%)			
Naspers	97,498	19,068	1.92
South Korea - 10.15% (12.69%)			
DB Insurance	119,124	5,335	0.54
Doosan Bobcat	240,370	5,035	0.51
Hyundai Marine & Fire Ins	185,350	4,650	0.47
LG Chem. Ltd.	57,936	13,734	1.38
NAVER Corp	46,325	3,635	0.37
NCsoft	13,265	4,573	0.46
Netmarble Games	52,271	4,376	0.44
Orion Corp	65,767	4,185	0.42
Samsung Electronics	1,271,423	38,280	3.85
Samsung Electronics Pref	477,877	11,658	1.17
Samsung Fire & Marine Insurance	26,726	5,326	0.54
Taiwan - 7.69% (8.04%)			
Eclat Textile Company Ltd	372,780	4,072	0.41
Hon Hai Precision	5,064,624	10,913	1.10
Mediatek	1,280,000	9,373	0.94
TSMC	8,102,796	52,095	5.24
Thailand - 3.05% (2.57%)			
Kasikorn Bank NVDR	2,891,000	13,233	1.33
Siam Commercial Bank P-NVDR	5,453,100	17,099	1.72

Portfolio Statement as at 30 April 2019 cont.

Stock description	Holding	Market value £'000	% of total net assets
Turkey - 0.76% (1.51%)			
Garanti Bankasi	4,523,350	4,749	0.48
Valeura Energy	1,981,400	2,824	0.28
Portfolio of investments		976,466	98.31
Net other assets - 1.69% (2.34%)		16,818	1.69
Net assets		993,284	100.00

¹This stock was in liquidation at the year end and has been valued at the Investment Adviser's valuation.

All investments are listed on recognised stock exchanges and are approved securities or regulated collective investment schemes within the meaning of the FCA rules unless otherwise stated.

Figures in brackets refer to 30 April 2018.

Comparative Tables

Comparative Table: A Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	668.12	574.64	399.49
Return before operating charges*	61.94	104.01	183.02
Operating charges	(10.19)	(10.53)	(7.87)
Return after operating charges*	51.75	93.48	175.15
Distributions	(3.12)	0.00	(0.48)
Retained distributions on accumulation shares	3.12	0.00	0.48
Closing net asset value per share	719.87	668.12	574.64
*After direct transaction costs of:	0.47	0.88	0.53
Performance:			
Return after charges	7.75%	16.27%	43.84%
Other Information:			
Closing net asset value (£'000)	14,550	13,193	11,264
Closing number of shares	2,021,154	1,974,664	1,960,266
Operating charges	1.53%	1.56% ¹	1.57%
Direct transaction costs ³	0.07%	0.13%	0.11%
Prices:			
Highest share price (pence)	738.2	745.1	587.2
Lowest share price (pence)	603.5	573.9	380.4

Comparative Tables cont.

Comparative Table: B Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	752.25	642.14	443.10
Return before operating charges*	70.33	116.21	203.66
Operating charges	(5.96)	(6.10)	(4.62)
Return after operating charges*	64.37	110.11	199.04
Distributions	(9.14)	(4.17)	(4.71)
Retained distributions on accumulation shares	9.14	4.17	4.71
Closing net asset value per share	816.62	752.25	642.14
*After direct transaction costs of:	0.53	0.99	0.60
Performance:			
Return after charges	8.56%	17.15%	44.92%
Other Information:			
Closing net asset value (£'000)	499,794	275,867	120,340
Closing number of shares	61,202,546	36,672,345	18,740,348
Operating charges	0.79%	0.80% ²	0.82%
Direct transaction costs ³	0.07%	0.13%	0.11%
Prices:			
Highest share price (pence)	837.3	837.4	655.8
Lowest share price (pence)	681.7	641.4	422.1

Comparative Tables cont.

Comparative Table: B Income Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	639.26	548.73	381.44
Return before operating charges*	59.77	99.29	175.31
Operating charges	(5.05)	(5.20)	(3.96)
Return after operating charges*	54.72	94.09	171.35
Distributions on income shares	(7.76)	(3.56)	(4.06)
Closing net asset value per share	686.22	639.26	548.73
 *After direct transaction costs of:	 0.45	 0.84	 0.51
Performance:			
Return after charges	8.56%	17.15%	44.92%
Other Information:			
Closing net asset value (£'000)	127,706	81,779	44,979
Closing number of shares	18,610,108	12,792,794	8,196,914
Operating charges	0.79%	0.80% ²	0.82%
Direct transaction costs ³	0.07%	0.13%	0.11%
Prices:			
Highest share price (pence)	711.5	715.6	564.6
Lowest share price (pence)	579.4	548.1	363.4

Comparative Tables cont.

Comparative Table: C Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	850.85	721.00	493.81
Return before operating charges*	80.08	130.44	227.69
Operating charges	(0.60)	(0.59)	(0.50)
Return after operating charges*	79.48	129.85	227.19
Distributions	(16.49)	(10.93)	(9.93)
Retained distributions on accumulation shares	16.49	10.93	9.93
Closing net asset value per share	930.33	850.85	721.00
*After direct transaction costs of:	0.60	1.10	0.66
Performance:			
Return after charges	9.34%	18.01%	46.01%
Other Information:			
Closing net asset value (£'000)	351,227	294,582	421,976
Closing number of shares	37,752,791	34,621,896	58,526,433
Operating charges	0.07%	0.07%	0.08%
Direct transaction costs ³	0.07%	0.13%	0.11%
Prices:			
Highest share price (pence)	953.8	945.5	736.0
Lowest share price (pence)	773.6	720.3	470.6

Comparative Tables cont.

Comparative Table: C Income Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	647.34	555.68	384.43
Return before operating charges*	60.96	100.55	179.40
Operating charges	(0.45)	(0.46)	(0.39)
Return after operating charges*	60.51	100.09	179.01
Distributions on income shares	(12.54)	(8.43)	(7.76)
Closing net asset value per share	695.31	647.34	555.68
 *After direct transaction costs of:	 0.45	 0.85	 0.52
Performance:			
Return after charges	9.35%	18.01%	46.56%
Other Information:			
Closing net asset value (£'000)	7	6	6
Closing number of shares	1,000	1,000	1,000
Operating charges	0.07%	0.07%	0.08%
Direct transaction costs ³	0.07%	0.13%	0.11%
Prices:			
Highest share price (pence)	725.7	728.7	575.2
Lowest share price (pence)	588.6	555.1	367.2

¹With effect from 1 October 2017, the ACD's annual fee for Class A shares was reduced from 1.50% to 1.47%. As at 30 April 2018, the ACD considered 1.54% to be a more indicative rate for the ongoing charges figure.

²With effect from 1 October 2017, the ACD's annual fee for Class B shares was reduced from 0.75% to 0.72%. As at 30 April 2018, the ACD considered 0.79% to be a more indicative rate for the ongoing charges figure.

³The Fund incurs broker commission and transfer taxes/stamp duty as a necessary part of buying and selling the Fund's underlying investments in order to achieve the investment objective. In the case of shares; broker commissions, transfer taxes and stamp duty may be paid by the Fund on transactions.

A dilution adjustment is made whenever dealings in the shares of the Fund result in shares being issued or cancelled by the Company. The adjustment will take account of any spread between the buying and selling prices of the Fund's investments and the costs (which may include dealing charges and taxes) of acquiring or disposing of such investments. Please note that the direct transaction cost disclosures above do not include the dilution adjustment charges. For further details on dilution adjustment charges please see the General Information section.

Financial Statements

Statement of Total Return for the year ended 30 April 2019

		2019		2018	
	Notes	£'000	£'000	£'000	£'000
Income					
Net capital gains/(losses)	1		68,700		99,437
Revenue	3	16,575		10,602	
Expenses	4	(3,883)		(2,585)	
Net revenue before taxation		12,692		8,017	
Taxation	5	(1,988)		(1,124)	
Net revenue after taxation			10,704		6,893
Total return before distributions			79,404		106,330
Distributions	6		(10,702)		(6,921)
Change in net assets attributable to shareholders from investment activities			68,702		99,409

Statement of Change in Net Assets Attributable to Shareholders for the year ended 30 April 2019

	2019		2018	
	£'000	£'000	£'000	£'000
Opening net assets attributable to shareholders		665,427		598,565
Amounts receivable on issue of shares	283,135		214,273	
Amounts payable on cancellation of shares	(36,372)		(253,103)	
		246,763		(38,830)
Dilution adjustment		509		970
Change in net assets attributable to shareholders from investment activities		68,702		99,409
Retained distributions on accumulation shares		11,883		5,313
Closing net assets attributable to shareholders		993,284		665,427

Financial Statements cont.

Balance Sheet as at 30 April 2019

	Notes	2019 £'000	2018 £'000
Assets:			
Fixed assets:			
Investments	13	976,466	649,832
Current assets:			
Debtors	8	8,898	8,200
Cash and bank balances	9	21,904	13,241
Total assets		1,007,268	671,273
Liabilities:			
Creditors:			
Distributions payable		(1,444)	(455)
Other creditors	10	(12,540)	(5,391)
Total liabilities		(13,984)	(5,846)
Net assets attributable to shareholders		993,284	665,427

Notes to the Financial Statements

1 Net capital gains/(losses)

	2019	2018
	£'000	£'000
Non-derivative securities	68,216	98,831
Currency gains/(losses)	501	626
Transaction costs	(17)	(20)
Net capital gains/(losses)	68,700	99,437

2 Purchases, sales and transaction costs

	2019	2018
	£'000	£'000
Purchases and transaction costs		
Gross purchases of equities excluding transaction costs	361,877	328,133
Commissions	138	179
Taxes	192	173
Total transaction costs on equity purchases ¹	330	352
Purchases including transaction costs	362,207	328,485

¹These amounts have been deducted in determining net capital gains/(losses).

	2019	2018
	%	%
Transaction costs as a percentage of principal amount		
Commission on equity purchases	0.04	0.05
Taxes on equity purchases	0.05	0.05

	2019	2018
	£'000	£'000
Sales and transaction costs		
Gross sales of equities excluding transaction costs	102,549	370,914
Commissions	(82)	(173)
Taxes	(150)	(409)
Total transaction costs on equity sales ¹	(232)	(582)
Sales net of transaction costs	102,317	370,332

¹These amounts have been deducted in determining net capital gains/(losses).

Notes to the Financial Statements cont.

2 Purchases, sales and transaction costs (continued)

	2019	2018
	%	%
Transaction costs as a percentage of principal amount		
Commission on equity sales	(0.08)	(0.05)
Taxes on equity sales	(0.15)	(0.11)

	2019		2018	
	£'000	% of average NAV	£'000	% of average NAV
Portfolio transaction costs				
Commissions	220	0.03	352	0.05
Taxes	342	0.04	582	0.08
Total direct transaction costs	562	0.07	934	0.13

	2019	2018
	%	%
Average portfolio dealing spread	0.13	0.11

The Fund incurs broker commission and transfer taxes/stamp duty as a necessary part of buying and selling the Fund's underlying investments in order to achieve the investment objective. In the case of shares; broker commissions, transfer taxes and stamp duty may be paid by the Fund on transactions.

Dilution adjustment charges, which do not form part of the direct transaction costs disclosures above, may be incurred as a result of trading in underlying Funds. For further details on dilution adjustment charges please see the General Information section.

Dealing spread is the difference in the buying and selling prices of the underlying investments. Dealing spreads vary considerably depending on the transaction value and market sentiment. The Fund may have holdings in single priced funds. The notional spread on these holdings is not included in the average dealing spread calculated for this Fund.

3 Revenue

	2019	2018
	£'000	£'000
Overseas dividends	16,539	10,589
Bank interest	36	12
Other income	-	1
Total revenue	16,575	10,602

Notes to the Financial Statements cont.

4 Expenses

	2019	2018
	£'000	£'000
Payable to the ACD, associates of the ACD and agents of either of them:		
ACD's periodic charge	3,422	2,147
Payable to the Depositary, associates of the Depositary and agents of either of them:		
Depositary's fee	63	74
Bank charges	321	312
	384	386
Other expenses:		
Audit fee	4	4
Professional fees	73	48
	77	52
Total expenses	3,883	2,585

5 Taxation

	2019	2018
	£'000	£'000
Analysis of charge in the year		
Corporation tax	-	-
Overseas tax	1,988	1,124
Total taxation	1,988	1,124

The Fund is subject to corporation tax at 20% (2018: 20%), however, the majority of dividends received by the Fund are not liable to corporation tax. Accordingly, the tax deductible expenses substantially exceed the taxable income of the Fund and, as a result, there is no corporation tax charge.

At 30 April 2019, the Fund had excess management expenses of £15,660,000 (2018: £12,609,000) which have not been recognised as a deferred tax asset. This is because the Fund is not expected to generate taxable income in a future period in excess of the deductible expenses of that future period and, accordingly, the Fund is unlikely to be able to reduce future tax liabilities through the use of existing excess expenses.

Notes to the Financial Statements cont.

5 Taxation (continued)

The tax charge is explained as follows:

	2019	2018
	£'000	£'000
Net revenue/(expense) before taxation	12,692	8,017
Net revenue before taxation multiplied by the standard rate of corporation tax of 20% (2018: 20%)	2,538	1,603
Effects of:		
Non-taxable overseas dividends	(3,119)	(1,893)
Overseas tax on dividends	1,988	1,124
Excess management expenses	611	322
Expense relief claimed on overseas tax	(30)	(32)
Total taxation	1,988	1,124

6 Distributions

	2019	2018
	£'000	£'000
Final to 30 April	13,326	5,768
Amounts deducted on cancellation of shares	340	2,152
Amounts added on issue of shares	(2,964)	(999)
Total distributions	10,702	6,921

The distributions take account of revenue transactions on the issue and cancellation of shares. Details of the distributions per share are set out in the Distribution Table.

7 Reconciliation of net revenue to net distributions for the year

	2019	2018
	£'000	£'000
Net revenue after taxation for the year	10,704	6,893
Add capital transfers for deficits of income	-	26
Add distributable revenue brought forward	3	5
Less distributable revenue carried forward	(5)	(3)
Net distributions for the year	10,702	6,921

Notes to the Financial Statements cont.

8 Debtors

	2019	2018
	£'000	£'000
Receivable for issue of shares	2,951	1,265
Sales awaiting settlement	4,503	5,998
Accrued income	1,365	870
Overseas tax recoverable	59	60
VAT recoverable	11	5
Other debtors	9	2
Total debtors	8,898	8,200

9 Cash and bank balances

	2019	2018
	£'000	£'000
Sterling bank accounts	19,833	5,678
Foreign currency bank accounts	2,071	7,563
	21,904	13,241
Total cash and bank balances	21,904	13,241

10 Other creditors

	2019	2018
	£'000	£'000
Payable for cancellation of shares	20	25
Purchases awaiting settlement	10,510	1,960
Due to the ACD or associates	410	238
Due to the Depositary or associates	56	47
Capital gains tax provision	1,525	3,104
Other accrued expenses	19	17
Total other creditors	12,540	5,391

11 Related party transactions

Baillie Gifford & Co Limited, as ACD, is regarded as a related party by virtue of the services provided to the Company. Baillie Gifford & Co Limited acts as principal in respect of all transactions of shares in the Company, except where stocks are transferred on the issue or cancellation of shares. The aggregate monies received through issue and paid on cancellation are disclosed in the Statement of Change in Net Assets Attributable to Shareholders. Amounts receivable and payable on the issue and cancellation of shares have been disclosed in notes 8 and 10 respectively.

Amounts paid to Baillie Gifford & Co Limited in respect of ACD fees are disclosed in note 4 with amounts due at the year end given in note 10.

Notes to the Financial Statements cont.

11 Related party transactions (continued)

Shares held by the ACD and associates of the ACD

The shares held by the ACD and associates of the ACD as a percentage of the Fund's NAV were:

	2019	2018
	%	%
ACD and associates of the ACD	2.02	2.61

12 Reconciliation of shares in issue

	2019				
	A Accumulation Shares	B Accumulation Shares	B Income Shares	C Accumulation Shares	C Income Shares
Opening shares in issue	1,974,664	36,672,345	12,792,794	34,621,896	1,000
Shares issued	1,525,238	26,449,687	6,792,720	3,857,206	1,000
Shares cancelled	(1,292,754)	(1,900,478)	(1,191,572)	(726,311)	(1,000)
Shares converted	(185,994)	(19,008)	216,166	-	-
Closing shares in issue	2,021,154	61,202,546	18,610,108	37,752,791	1,000

13 Basis of valuation

	2019	2018
	Assets	Assets
	£'000	£'000
Level 1: Quoted prices	976,466	599,258
Level 2: Observable market data	-	-
Level 3: Unobservable data ¹	-	50,574
Total	976,466	649,832

¹For further information on the assets included in Level 3, as at 30 April 2019, please refer to the Portfolio Statement.

ZTE Corp H was suspended on 17 April 2018 following US trade sanctions being imposed on the company. The Investment Adviser valued the stock using the market price of the last trade prior to 30 April 2018. The stock resumed trading on 13 June 2018.

ASE Industrial Holding Co Ltd was suspended on 18 April 2018 pending a merger transaction. The Investment Adviser valued the stock using the market price of the last trade prior to 30 April 2018.

Both Samsung Electronics and Samsung Electronics Pref were suspended on 30 April 2018 pending a stock split. The Investment Adviser valued both stocks with reference to movements in the GDR line of the stock. Both stocks resumed trading on 4 May 2018.

Notes to the Financial Statements cont.

14 Derivatives and other financial instruments

Currency exposures

A substantial proportion of the net assets of the Fund are denominated in currencies other than sterling, with the effect that the balance sheet and total return can be significantly affected by currency movement.

Currency	Net currency assets/(liabilities)			Net currency assets/(liabilities)		
	2019			2018		
	Monetary exposures £'000	Non-monetary exposures £'000	Total £'000	Monetary exposures £'000	Non-monetary exposures £'000	Total £'000
Brazilian real	-	23,597	23,597	-	17,403	17,403
Canadian dollar	-	9,638	9,638	-	4,507	4,507
Chinese yuan	-	6,081	6,081	-	-	-
Euro	-	9,709	9,709	-	-	-
Hong Kong dollar	-	256,677	256,677	3,507	171,552	175,059
Indian rupee	41	124,358	124,399	1,007	83,391	84,398
Indonesian rupiah	-	21,523	21,523	-	12,070	12,070
Mexican peso	-	25,809	25,809	-	19,389	19,389
Philippine peso	-	-	-	-	4,584	4,584
Polish zloty	-	8,275	8,275	-	5,054	5,054
South African rand	-	19,068	19,068	-	12,763	12,763
South Korean won	-	100,787	100,787	-	84,399	84,399
Taiwanese dollar	1,083	76,453	77,536	-	53,516	53,516
Thai baht	-	30,331	30,331	-	17,117	17,117
Turkish lira	-	4,749	4,749	-	5,544	5,544
UK sterling	19,833	13,083	32,916	5,678	3,549	9,227
US dollar	947	246,328	247,275	3,049	154,994	158,043

Short term debtors and creditors have not been disclosed.

The Fund invests in a generally diversified portfolio of assets. Consequently the ACD considers that a single measure of market sensitivity does not accurately reflect the risks faced by the Fund.

Distribution Table

Final distribution for the year ended 30 April 2019

Group 1 : shares purchased prior to 1 May 2018

Group 2 : shares purchased 1 May 2018 to 30 April 2019

	Net Revenue (dividend distribution)	Equalisation	Distribution (paid/accumulated 30.06.19)	Distribution (paid/accumulated 30.06.18)
	30.04.19 pence per share	30.04.19 pence per share	30.04.19 pence per share	30.04.18 pence per share
A Accumulation				
Group 1	3.12000	-	3.12000	-
Group 2	-	3.12000	3.12000	-
B Accumulation				
Group 1	9.14000	-	9.14000	4.17000
Group 2	1.36355	7.77645	9.14000	4.17000
B Income				
Group 1	7.76000	-	7.76000	3.56000
Group 2	1.40299	6.35701	7.76000	3.56000
C Accumulation				
Group 1	16.49000	-	16.49000	10.93000
Group 2	7.88466	8.60534	16.49000	10.93000
C Income				
Group 1	12.54000	-	12.54000	8.43000
Group 2	12.54000	-	12.54000	8.43000

BAILLIE GIFFORD

Baillie Gifford Emerging Markets Leading Companies Fund

a sub-fund of Baillie Gifford Overseas Growth Funds ICVC

*Annual Report & Financial Statements
for the year ended 30 April 2019*



Baillie Gifford Emerging Markets Leading Companies Fund

Investment Objective

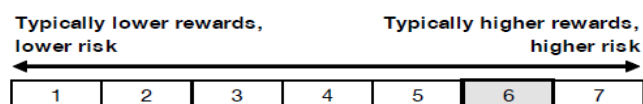
The Fund aims to produce attractive returns, mainly through capital growth, over the long term.

Investment Policy

To invest in any economic sector in emerging markets worldwide, either directly or indirectly. Investment will be mainly in shares of companies. Investment will be in a small number of larger companies that have shares which are more readily available to buy and sell on the market. We will decide what constitutes an emerging market.

Risk and Reward Profile

The Risk and Reward Indicator table demonstrates where the Fund ranks in terms of its potential risk and reward. The higher the rank the greater the potential reward but the greater the risk of losing money. It is based on past data, may change over time and may not be a reliable indication of the future risk profile of the Fund. The shaded area in the table below shows the Fund's ranking on the Risk and Reward Indicator.



Please note that even the lowest risk class can lose you money and that extreme adverse market circumstances can mean you suffer severe losses in all cases.

The Fund is classified in the category above because it invests in company shares which generally provide higher rewards and higher risks than other investments such as bonds or cash.

The indicator does not take into account the following relevant material risks:

Investment markets can go down as well as up and market conditions can change rapidly. The value of an investment in the Fund, and any income from it, can fall as well as rise and you may not get back the amount invested.

The Fund has exposure to foreign currencies and changes in the rates of exchange will cause the value of any investment, and income from it, to fall as well as rise and you may not get back the amount invested.

Custody of assets, particularly in emerging markets, involves a risk of loss if the custodian becomes insolvent or breaches duties of care.

The Fund invests in emerging markets where difficulties in trading could arise, resulting in a negative impact on the value of your investment.

The Fund's concentrated portfolio and long-term approach to investment may result in large movements in the share price.

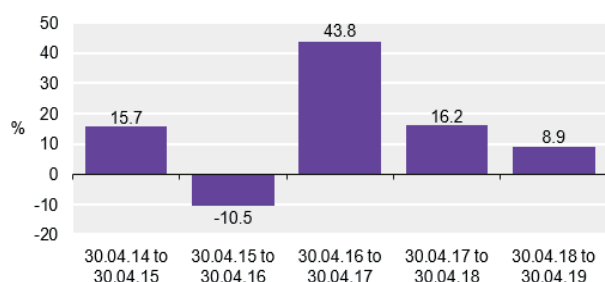
Where possible, charges are taken from the Fund's revenue. Where there is insufficient revenue, the remainder will be taken from capital. This will reduce the capital value of the Fund.

The result of the UK Referendum on membership of the European Union introduces elements of political uncertainty and may have practical consequences for the Fund. Developments will be closely monitored.

Further details of the risks associated with investing in the Fund can be found in the Prospectus which is available by contacting Client Relations or visiting our website.

Investment Report

Past Performance¹



The performance figures shown in this graph are for Class B Accumulation Shares. Performance figures reflect the ACD's annual fee of 0.72% (until 30 September 2017, the ACD's annual fee on Class B Shares was 0.75%), but exclude any initial charge paid. Please note these returns differ from the return quoted in the Investment Report, which is based on the closing net asset value at the year end. Movements in the prices of company shares in which the Fund invests and foreign exchange rates between the two valuation points can lead to distortions in the returns. Performance for the other share classes in issue can be obtained by contacting Client Relations. You should be aware that past performance is not a guide to future performance.

For the year to 30 April 2019 the return on B Accumulation Shares was 9.0%² compared to the return on the MSCI Emerging Markets Index of 0.3%³, in sterling terms. We believe that shorter-term performance measurements are of limited relevance in assessing investment ability and would suggest that five years is a more sensible timeframe over which to judge performance. Over the five years to 30 April 2019 the return on B Accumulation Shares was 88.4%² compared to the return on the Index of 57.9%³.

The random noise of these annual movements was only surpassed by the noise of politicians flexing their muscles in countries from Mexico to Turkey, and from the US to China. Plus ça change! We remain resolute in our determination to ignore the vast majority of news that clamours for our attention and fixated on how economies, sectors, and, most importantly, companies will fare over the next five or more years. There are, perhaps, three themes that are worthy of mention. The first is the dramatic unlocking of the connected economy in India, by virtue of Reliance Jio's outrageous 4G proposition. We are at a very early stage of seeing its much wider impact on that country's economy, and its companies remain a significant constituent of the portfolio.

Secondly, we continue to believe that oil and commodity prices are likely to remain robust for a number of years given supply and demand dynamics, and we have around one-quarter of the portfolio now exposed to these themes.

Finally, we have significantly scaled back the size of the technology position over the past couple of years as we felt that share prices had, in some cases, got considerably ahead of reality, and in other cases the competitive threats from the Super Companies of Tencent and Alibaba was starting to cast a long shadow over their long-term profitability.

In summary, the impact of new technologies in the hands of the multitudes of relatively younger and aspirant people is starting to transform emerging markets with excellent opportunities to add value through stock selection.

Baillie Gifford & Co, 21 May 2019

¹Source: FE, 10am dealing prices, income accumulated. ²Source: Baillie Gifford & Co Limited, closing net asset value, income accumulated. ³Source: FE and relevant underlying index provider, total return. Please see Disclaimer on page 259. You should be aware that past performance is not a guide to future performance.

Principal Holdings as at 30 April 2019

Investment	Percentage of total Fund
TSMC	8.33
Samsung Electronics	6.87
Tencent	6.75
Alibaba	5.95
Ping An Insurance	5.81
Reliance Industries Ltd.	5.14
Naspers	4.47
ICICI Bank ADR	4.42
Sberbank Spon ADR	4.09
CNOOC	3.43

Material Portfolio Changes for the year ended 30 April 2019

Largest Purchases	Cost £'000	Largest Sales	Proceeds £'000
CNOOC	18,911	Tencent	7,986
Norilsk Nickel ADR	13,393	ICICI Bank	5,530
ICICI Bank ADR	9,842	Naspers	5,299
Alibaba	8,917	Fubon Financial Holding Co	4,890
Kasikorn Bank NVDR	8,088	China Merchants Bank 'H'	4,708
TSMC	6,004	MercadoLibre	4,698
Samsung Electronics	5,363	Baidu.com ADR	4,641
Magnit OJSC Spon GDR	5,287	Embraer ADR	3,873
Tencent	4,993	ICICI Bank ADR	3,592
Ping An Insurance	4,714	Hon Hai Precision	2,764

Portfolio Statement as at 30 April 2019

Stock description	Holding	Market value £'000	% of total net assets
Argentina - 0.26% (0.00%)			
Grupo Financiero Galicia ADR	91,041	1,521	0.26
Brazil - 9.29% (10.44%)			
B3 S.A.	1,463,800	9,781	1.68
Banco Bradesco Pref	1,557,465	10,751	1.85
Itau Unibanco SA-ADR	2,056,302	13,644	2.35
MercadoLibre	53,370	19,824	3.41
China - 30.66% (29.97%)			
Alibaba	243,037	34,592	5.95
Baidu.com ADR	34,456	4,392	0.76
Brilliance China Automotive	7,226,000	6,083	1.05
China Merchants Bank 'H'	3,054,000	11,586	1.99
China Overseas Land	1,816,000	5,211	0.90
CNOOC	14,375,000	19,930	3.43
Ctrip.com International	186,829	6,312	1.09
Geely Automobile Holdings	2,060,000	3,170	0.54
Haier Electronics Group Co	2,621,000	5,740	0.99
JD.Com Inc - ADR	350,801	8,145	1.40
Ping An Insurance	3,657,000	33,772	5.81
Tencent	1,035,500	39,263	6.75
India - 14.54% (13.42%)			
HDFC Corp	655,301	14,418	2.48
ICICI Bank ADR	2,929,949	25,712	4.42
Indusind Bank	140,764	2,494	0.43
Infosys Ltd ADR	752,180	6,208	1.07
Mahindra & Mahindra	817,223	5,816	1.00
Reliance Industries Ltd.	1,943,663	29,856	5.14
Indonesia - 1.23% (1.08%)			
Bank Rakyat Indonesia	30,445,100	7,145	1.23

Portfolio Statement as at 30 April 2019 cont.

Stock description	Holding	Market value £'000	% of total net assets
Mexico - 3.25% (3.74%)			
Cemex ADR	1,227,390	4,331	0.75
Grupo Financiero Banorte O	916,800	4,427	0.76
Walmex	4,503,200	10,098	1.74
Panama - 1.16% (1.19%)			
Copa Holdings S A	105,514	6,739	1.16
Peru - 1.26% (0.83%)			
Credicorp	40,367	7,337	1.26
Poland - 0.79% (0.78%)			
KGHM Polska Miedz	223,758	4,609	0.79
Russia - 8.26% (4.88%)			
Magnit OJSC Spon GDR	610,939	6,683	1.15
Norilsk Nickel ADR	1,032,921	17,590	3.02
Sberbank Spon ADR	2,171,407	23,760	4.09
South Africa - 4.65% (5.22%)			
Multichoice Group Ltd	148,062	1,011	0.18
Naspers	132,882	25,988	4.47
South Korea - 11.79% (14.42%)			
NAVER Corp	56,260	4,415	0.76
Samsung Electronics	1,326,907	39,950	6.87
Samsung Fire & Marine Insurance	47,945	9,555	1.64
Samsung SDI Co Ltd	94,362	14,624	2.52
Taiwan - 10.66% (12.55%)			
Hon Hai Precision	5,317,974	11,458	1.97
HTC	2,036,000	2,110	0.36
TSMC	7,528,744	48,405	8.33

Portfolio Statement as at 30 April 2019 cont.

Stock description	Holding	Market value £'000	% of total net assets
Thailand - 1.28% (0.00%)			
Kasikorn Bank NVDR	1,624,900	7,438	1.28
Portfolio of investments		575,894	99.08
Net other assets - 0.92% (1.48%)		5,355	0.92
Net assets		581,249	100.00

All investments are listed on recognised stock exchanges and are approved securities or regulated collective investment schemes within the meaning of the FCA rules unless otherwise stated.
Figures in brackets refer to 30 April 2018.

Comparative Tables

Comparative Table: A Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	391.47	340.61	238.14
Return before operating charges*	37.83	57.04	107.07
Operating charges	(5.93)	(6.18)	(4.60)
Return after operating charges*	31.90	50.86	102.47
Distributions	(1.72)	0.00	0.00
Retained distributions on accumulation shares	1.72	0.00	0.00
Closing net asset value per share	423.37	391.47	340.61
*After direct transaction costs of:	0.16	0.36	0.19
Performance:			
Return after charges	8.15%	14.93%	43.03%
Other Information:			
Closing net asset value (£'000)	505	465	217
Closing number of shares	119,370	118,740	63,614
Operating charges	1.52%	1.54% ¹	1.56%
Direct transaction costs ³	0.04%	0.09%	0.06%
Prices:			
Highest share price (pence)	431.9	439.4	348.8
Lowest share price (pence)	349.5	342.3	226.4

Comparative Tables cont.

Comparative Table: B Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	425.24	367.21	254.84
Return before operating charges*	41.43	61.48	118.62
Operating charges	(3.31)	(3.45)	(6.25)
Return after operating charges*	38.12	58.03	112.37
Distributions	(5.06)	(2.62)	(2.32)
Retained distributions on accumulation shares	5.06	2.62	2.32
Closing net asset value per share	463.36	425.24	367.21
*After direct transaction costs of:	0.17	0.39	0.50
Performance:			
Return after charges	8.96%	15.80%	44.09%
Other Information:			
Closing net asset value (£'000)	72,614	50,369	11,557
Closing number of shares	15,671,360	11,844,692	3,147,200
Operating charges	0.78%	0.79% ²	0.81%
Direct transaction costs ³	0.04%	0.09%	0.06%
Prices:			
Highest share price (pence)	472.6	476.4	375.7
Lowest share price (pence)	381.0	369.1	242.4

Comparative Tables cont.

Comparative Table: B Income Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	381.79	331.73	231.68
Return before operating charges*	37.19	55.56	104.56
Operating charges	(2.97)	(3.13)	(2.40)
Return after operating charges*	34.22	52.43	102.16
Distributions on income shares	(4.54)	(2.37)	(2.11)
Closing net asset value per share	411.47	381.79	331.73
*After direct transaction costs of:	0.15	0.35	0.19
Performance:			
Return after charges	8.96%	15.81%	44.10%
Other Information:			
Closing net asset value (£'000)	17,242	13,055	6,022
Closing number of shares	4,190,260	3,419,525	1,815,395
Operating charges	0.78%	0.80% ²	0.81%
Direct transaction costs ³	0.04%	0.09%	0.06%
Prices:			
Highest share price (pence)	424.4	430.3	341.6
Lowest share price (pence)	342.0	333.4	220.4

Comparative Tables cont.

Comparative Table: C Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	463.15	397.02	273.48
Return before operating charges*	45.43	66.41	123.78
Operating charges	(0.28)	(0.28)	(0.24)
Return after operating charges*	45.15	66.13	123.54
Distributions	(8.85)	(6.27)	(5.08)
Retained distributions on accumulation shares	8.85	6.27	5.08
Closing net asset value per share	508.30	463.15	397.02
*After direct transaction costs of:	0.19	0.42	0.22
Performance:			
Return after charges	9.75%	16.66%	45.17%
Other Information:			
Closing net asset value (£'000)	435,459	355,894	449,670
Closing number of shares	85,670,072	76,842,333	113,260,433
Operating charges	0.06%	0.06%	0.07%
Direct transaction costs ³	0.04%	0.09%	0.06%
Prices:			
Highest share price (pence)	518.4	517.9	406.1
Lowest share price (pence)	416.3	399.1	260.2

Comparative Tables cont.

Comparative Table: C Income Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	384.62	334.22	232.64
Return before operating charges*	37.85	55.92	106.12
Operating charges	(0.23)	(0.24)	(0.21)
Return after operating charges*	37.62	55.68	105.91
Distributions on income shares	(7.35)	(5.28)	(4.33)
Closing net asset value per share	414.89	384.62	334.22
 *After direct transaction costs of:	 0.15	 0.35	 0.19
Performance:			
Return after charges	9.78%	16.66%	45.53%
Other Information:			
Closing net asset value (£'000)	4	4	3
Closing number of shares	1,000	1,000	1,000
Operating charges	0.06%	0.06%	0.07%
Direct transaction costs ³	0.04%	0.09%	0.06%
Prices:			
Highest share price (pence)	430.6	436.0	346.3
Lowest share price (pence)	345.7	336.0	221.8

Comparative Tables cont.

Comparative Table: G Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Period Ended 30 April 2018 (pence per share)
Change in net assets per share:		
Opening net asset value per share	458.27	506.60 ⁴
Return before operating charges*	44.68	(47.56)
Operating charges	(3.02)	(0.77)
Return after operating charges*	41.66	(48.33)
Distributions	(5.99)	(0.90)
Retained distributions on accumulation shares	5.99	0.90
Closing net asset value per share	499.93	458.27
*After direct transaction costs of:	0.18	0.11
Performance:		
Return after charges	9.09%	(9.54)%
Other Information:		
Closing net asset value (£'000)	55,425	53,304
Closing number of shares	11,086,378	11,631,564
Operating charges	0.66%	0.65%
Direct transaction costs ³	0.04%	0.09%
Prices:		
Highest share price (pence)	510.0	506.6
Lowest share price (pence)	410.8	442.1

¹With effect from 1 October 2017, the ACD's annual fee for Class A shares was reduced from 1.50% to 1.47%. As at 30 April 2018, the ACD considered 1.53% to be a more indicative rate for the ongoing charges figure.

²With effect from 1 October 2017, the ACD's annual fee for Class B shares was reduced from 0.75% to 0.72%. As at 30 April 2018, the ACD considered 0.78% to be a more indicative rate for the ongoing charges figure.

³The Fund incurs broker commission and transfer taxes/stamp duty as a necessary part of buying and selling the Fund's underlying investments in order to achieve the investment objective. In the case of shares; broker commissions, transfer taxes and stamp duty may be paid by the Fund on transactions.

A dilution adjustment is made whenever dealings in the shares of the Fund result in shares being issued or cancelled by the Company. The adjustment will take account of any spread between the buying and selling prices of the Fund's investments and the costs (which may include dealing charges and taxes) of acquiring or disposing of such investments. Please note that the direct transaction cost disclosures above do not include the dilution adjustment charges. For further details on dilution adjustment charges please see the General Information section.

⁴Class G Accumulation Shares were launched on 31 January 2018.

Financial Statements

Statement of Total Return for the year ended 30 April 2019

		2019		2018	
	Notes	£'000	£'000	£'000	£'000
Income					
Net capital gains/(losses)	1		44,525		68,798
Revenue	3	10,923		8,057	
Expenses	4	(1,110)		(680)	
Net revenue before taxation		9,813		7,377	
Taxation	5	(1,214)		(841)	
Net revenue after taxation			8,599		6,536
Total return before distributions			53,124		75,334
Distributions	6		(8,598)		(6,540)
Change in net assets attributable to shareholders from investment activities			44,526		68,794

Statement of Change in Net Assets Attributable to Shareholders for the year ended 30 April 2019

	2019		2018	
	£'000	£'000	£'000	£'000
Opening net assets attributable to shareholders		473,091		467,469
Amounts receivable on issue of shares	97,354		100,974	
Amounts payable on cancellation of shares	(42,946)		(169,887)	
		54,408		(68,913)
Dilution adjustment		183		508
Change in net assets attributable to shareholders from investment activities		44,526		68,794
Retained distributions on accumulation shares		9,041		5,233
Closing net assets attributable to shareholders		581,249		473,091

Financial Statements cont.

Balance Sheet as at 30 April 2019

	Notes	2019 £'000	2018 £'000
Assets:			
Fixed assets:			
Investments	13	575,894	466,067
Current assets:			
Debtors	8	7,579	1,701
Cash and bank balances	9	9,145	8,402
Total assets		592,618	476,170
Liabilities:			
Creditors:			
Bank overdrafts	9	(3,546)	-
Distributions payable		(190)	(81)
Other creditors	10	(7,633)	(2,998)
Total liabilities		(11,369)	(3,079)
Net assets attributable to shareholders		581,249	473,091

Notes to the Financial Statements

1 Net capital gains/(losses)

	2019	2018
	£'000	£'000
Non-derivative securities	44,622	68,846
Currency gains/(losses)	(91)	(36)
Transaction costs	(6)	(12)
Net capital gains/(losses)	44,525	68,798

2 Purchases, sales and transaction costs

	2019	2018
	£'000	£'000
Purchases and transaction costs		
Gross purchases of equities excluding transaction costs	123,492	143,297
Commissions	54	80
Taxes	52	50
Total transaction costs on equity purchases ¹	106	130
Purchases including transaction costs	123,598	143,427

¹These amounts have been deducted in determining net capital gains/(losses).

	2019	2018
	%	%
Transaction costs as a percentage of principal amount		
Commission on equity purchases	0.04	0.06
Taxes on equity purchases	0.04	0.03

	2019	2018
	£'000	£'000
Sales and transaction costs		
Gross sales of equities excluding transaction costs	56,683	205,095
Commissions	(32)	(94)
Taxes	(60)	(301)
Total transaction costs on equity sales ¹	(92)	(395)
Sales net of transaction costs	56,591	204,700

¹These amounts have been deducted in determining net capital gains/(losses).

Notes to the Financial Statements cont.

2 Purchases, sales and transaction costs (continued)

	2019	2018
	%	%
Transaction costs as a percentage of principal amount		
Commission on equity sales	(0.06)	(0.05)
Taxes on equity sales	(0.11)	(0.15)

	2019		2018	
	£'000	% of average NAV	£'000	% of average NAV
Portfolio transaction costs				
Commissions	86	0.02	174	0.03
Taxes	112	0.02	351	0.06
Total direct transaction costs	198	0.04	525	0.09

	2019	2018
	%	%
Average portfolio dealing spread	0.12	0.10

The Fund incurs broker commission and transfer taxes/stamp duty as a necessary part of buying and selling the Fund's underlying investments in order to achieve the investment objective. In the case of shares; broker commissions, transfer taxes and stamp duty may be paid by the Fund on transactions.

Dilution adjustment charges, which do not form part of the direct transaction costs disclosures above, may be incurred as a result of trading in underlying Funds. For further details on dilution adjustment charges please see the General Information section.

Dealing spread is the difference in the buying and selling prices of the underlying investments. Dealing spreads vary considerably depending on the transaction value and market sentiment. The Fund may have holdings in single priced funds. The notional spread on these holdings is not included in the average dealing spread calculated for this Fund.

3 Revenue

	2019	2018
	£'000	£'000
Overseas dividends	10,906	8,051
Bank interest	17	6
Total revenue	10,923	8,057

Notes to the Financial Statements cont.

4 Expenses

	2019	2018
	£'000	£'000
Payable to the ACD, associates of the ACD and agents of either of them:		
ACD's periodic charge	841	393
Payable to the Depositary, associates of the Depositary and agents of either of them:		
Depositary's fee	46	51
Bank charges	186	195
	232	246
Other expenses:		
Audit fee	6	5
Professional fees	31	36
	37	41
Total expenses	1,110	680

5 Taxation

	2019	2018
	£'000	£'000
Analysis of charge in the year		
Corporation tax	-	-
Overseas tax	1,214	841
Total taxation	1,214	841

The Fund is subject to corporation tax at 20% (2018: 20%), however, the majority of dividends received by the Fund are not liable to corporation tax. Accordingly, the tax deductible expenses substantially exceed the taxable income of the Fund and, as a result, there is no corporation tax charge.

At 30 April 2019, the Fund had excess management expenses of £764,000 (2018: £401,000) which have not been recognised as a deferred tax asset. This is because the Fund is not expected to generate taxable income in a future period in excess of the deductible expenses of that future period and, accordingly, the Fund is unlikely to be able to reduce future tax liabilities through the use of existing excess expenses.

Notes to the Financial Statements cont.

5 Taxation (continued)

The tax charge is explained as follows:

	2019	2018
	£'000	£'000
Net revenue/(expense) before taxation	9,813	7,377
Net revenue before taxation multiplied by the standard rate of corporation tax of 20% (2018: 20%)	1,963	1,475
Effects of:		
Non-taxable overseas dividends	(2,010)	(1,451)
Overseas tax on dividends	1,214	841
Excess management expenses	73	-
Utilisation of excess management expenses	-	(1)
Expense relief claimed on overseas tax	(26)	(23)
Total taxation	1,214	841

6 Distributions

	2019	2018
	£'000	£'000
Final to 30 April	9,231	5,314
Amounts deducted on cancellation of shares	508	1,970
Amounts added on issue of shares	(1,141)	(744)
Total distributions	8,598	6,540

The distributions take account of revenue transactions on the issue and cancellation of shares. Details of the distributions per share are set out in the Distribution Table.

7 Reconciliation of net revenue to net distributions for the year

	2019	2018
	£'000	£'000
Net revenue after taxation for the year	8,599	6,536
Add capital transfers for deficits of income	-	1
Add distributable revenue brought forward	3	6
Less distributable revenue carried forward	(4)	(3)
Net distributions for the year	8,598	6,540

Notes to the Financial Statements cont.

8 Debtors

	2019	2018
	£'000	£'000
Receivable for issue of shares	638	1,285
Sales awaiting settlement	6,373	83
Accrued income	565	329
VAT recoverable	-	3
Other debtors	3	1
Total debtors	7,579	1,701

9 Cash and bank balances

	2019	2018
	£'000	£'000
Sterling bank accounts	8,802	5,846
Foreign currency bank accounts	343	2,556
	9,145	8,402
Sterling bank accounts overdrawn	(3,546)	-
Total cash and bank balances	5,599	8,402

10 Other creditors

	2019	2018
	£'000	£'000
Payable for cancellation of shares	68	100
Purchases awaiting settlement	6,809	241
Due to the ACD or associates	85	67
Due to the Depositary or associates	30	31
Capital gains tax provision	620	2,543
Other accrued expenses	21	16
Total other creditors	7,633	2,998

11 Related party transactions

Baillie Gifford & Co Limited, as ACD, is regarded as a related party by virtue of the services provided to the Company. Baillie Gifford & Co Limited acts as principal in respect of all transactions of shares in the Company, except where stocks are transferred on the issue or cancellation of shares. The aggregate monies received through issue and paid on cancellation are disclosed in the Statement of Change in Net Assets Attributable to Shareholders. Amounts receivable and payable on the issue and cancellation of shares have been disclosed in notes 8 and 10 respectively.

Amounts paid to Baillie Gifford & Co Limited in respect of ACD fees are disclosed in note 4 with amounts due at the year end given in note 10.

Notes to the Financial Statements cont.

11 Related party transactions (continued)

Shares held by the ACD and associates of the ACD

The shares held by the ACD and associates of the ACD as a percentage of the Fund's NAV were:

	2019	2018
	%	%
ACD and associates of the ACD	22.54	17.15

12 Reconciliation of shares in issue

	2019					
	A Accumulation Shares	B Accumulation Shares	B Income Shares	C Accumulation Shares	C Income Shares	G Accumulation Shares
Opening shares in issue	118,740	11,844,692	3,419,525	76,842,333	1,000	11,631,564
Shares issued	254,250	8,169,123	1,258,666	12,956,558	1,000	40,658
Shares cancelled	(239,672)	(4,346,176)	(498,016)	(4,128,819)	(1,000)	(585,844)
Shares converted	(13,948)	3,721	10,085	-	-	-
Closing shares in issue	119,370	15,671,360	4,190,260	85,670,072	1,000	11,086,378

13 Basis of valuation

	2019	2018
	Assets	Assets
	£'000	£'000
Level 1: Quoted prices	575,894	423,840
Level 2: Observable market data	-	-
Level 3: Unobservable data ¹	-	42,227
Total	575,894	466,067

¹Samsung Electronics was suspended on 30 April 2018 pending a stock split. The Investment Adviser valued the stock using the movement in the GDR line of the stock. The stock resumed trading on 4 May 2018.

Notes to the Financial Statements cont.

14 Derivatives and other financial instruments

Currency exposures

A substantial proportion of the net assets of the Fund are denominated in currencies other than sterling, with the effect that the balance sheet and total return can be significantly affected by currency movement.

Currency	Net currency assets/(liabilities)			Net currency assets/(liabilities)		
	2019			2018		
	Monetary exposures £'000	Non-monetary exposures £'000	Total £'000	Monetary exposures £'000	Non-monetary exposures £'000	Total £'000
Brazilian real	-	20,532	20,532	-	15,733	15,733
Hong Kong dollar	-	124,755	124,755	261	93,566	93,827
Indian rupee	-	52,584	52,584	-	46,983	46,983
Indonesian rupiah	-	7,145	7,145	-	5,100	5,100
Mexican peso	-	14,525	14,525	-	12,168	12,168
Polish zloty	-	4,609	4,609	-	3,661	3,661
South African rand	-	26,999	26,999	-	24,712	24,712
South Korean won	-	68,544	68,544	-	68,200	68,200
Taiwanese dollar	306	61,974	62,280	-	59,378	59,378
Thai baht	-	7,438	7,438	-	-	-
UK sterling	5,256	-	5,256	5,846	-	5,846
US dollar	37	186,789	186,826	2,295	136,567	138,862

Short term debtors and creditors have not been disclosed.

The Fund invests in a generally diversified portfolio of assets. Consequently the ACD considers that a single measure of market sensitivity does not accurately reflect the risks faced by the Fund.

Distribution Table

Final distribution for the year ended 30 April 2019

Group 1 : shares purchased prior to 1 May 2018

Group 2 : shares purchased 1 May 2018 to 30 April 2019

	Net Revenue (dividend distribution)	Equalisation	Distribution (paid/accumulated 30.06.19)	Distribution (paid/accumulated 30.06.18)
	30.04.19 pence per share	30.04.19 pence per share	30.04.19 pence per share	30.04.18 pence per share
A Accumulation				
Group 1	1.72000	-	1.72000	-
Group 2	-	1.72000	1.72000	-
B Accumulation				
Group 1	5.06000	-	5.06000	2.62000
Group 2	1.01406	4.04594	5.06000	2.62000
B Income				
Group 1	4.54000	-	4.54000	2.37000
Group 2	1.93195	2.60805	4.54000	2.37000
C Accumulation				
Group 1	8.85000	-	8.85000	6.27000
Group 2	3.02027	5.82973	8.85000	6.27000
C Income				
Group 1	7.35000	-	7.35000	5.28000
Group 2	7.35000	-	7.35000	5.28000
G Accumulation				
Group 1	5.99000	-	5.99000	0.90000
Group 2	1.65857	4.33143	5.99000	0.90000

BAILLIE GIFFORD

Baillie Gifford European Fund

a sub-fund of Baillie Gifford Overseas Growth Funds ICVC

*Annual Report & Financial Statements
for the year ended 30 April 2019*



Baillie Gifford European Fund

Investment Objective

The Fund aims to produce attractive capital growth over the long term.

Investment Policy

To invest in any economic sector in continental Europe including the Republic of Ireland. Investment will be mainly in shares in companies.

Risk and Reward Profile

The Risk and Reward Indicator table demonstrates where the Fund ranks in terms of its potential risk and reward. The higher the rank the greater the potential reward but the greater the risk of losing money. It is based on past data, may change over time and may not be a reliable indication of the future risk profile of the Fund. The shaded area in the table below shows the Fund's ranking on the Risk and Reward Indicator.



Please note that even the lowest risk class can lose you money and that extreme adverse market circumstances can mean you suffer severe losses in all cases.

The Fund is classified in the category above because it invests in company shares which generally provide higher rewards and higher risks than other investments such as bonds or cash.

The indicator does not take into account the following relevant material risks:

Investment markets can go down as well as up and market conditions can change rapidly. The value of an investment in the Fund, and any income from it, can fall as well as rise and you may not get back the amount invested.

The Fund has exposure to foreign currencies and changes in the rates of exchange will cause the value of any investment, and income from it, to fall as well as rise and you may not get back the amount invested.

Custody of assets involves a risk of loss if the custodian becomes insolvent or breaches duties of care.

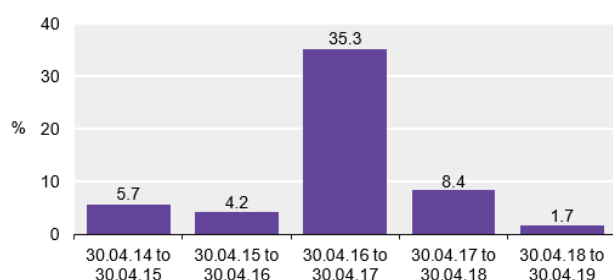
Where possible, charges are taken from the Fund's revenue. Where there is insufficient revenue, the remainder will be taken from capital. This will reduce the capital value of the Fund.

The result of the UK Referendum on membership of the European Union introduces elements of political uncertainty and may have practical consequences for the Fund. Developments will be closely monitored.

Further details of the risks associated with investing in the Fund can be found in the Prospectus which is available by contacting Client Relations or visiting our website.

Investment Report

Past Performance¹



The performance figures shown in this graph are for Class B Accumulation Shares. Performance figures reflect the ACD's annual fee of 0.55% (until 30 September 2017, the ACD's annual fee on Class B Shares was 0.65%), but exclude any initial charge paid. Please note these returns differ from the return quoted in the Investment Report, which is based on the closing net asset value at the year end. Movements in the prices of company shares in which the Fund invests and foreign exchange rates between the two valuation points can lead to distortions in the returns. Performance for the other share classes in issue can be obtained by contacting Client Relations. You should be aware that past performance is not a guide to future performance.

For the year to 30 April 2019, the return on B Accumulation Shares was 2.0%², compared to a return on the MSCI Europe ex-UK Index of 2.3%³, in sterling terms. We believe that shorter-term performance measurements are of limited relevance in assessing investment ability and would suggest that five years is a more sensible timeframe over which to judge performance. Over the five years to 30 April 2019 the return on B Accumulation Shares was 63.5%² compared to the return on the Index of 40.7%³.

The last year has been something of a roller-coaster for equity investors. In Europe for instance, the comparative index fell around 16% from its peak in May to its trough at the end of the year, before rebounding around 19% through to the end of April. This volatility was driven more by changing perceptions and risk tolerances rather than any dramatic shift in company fundamentals. Trade wars, Brexit and slowing economic growth led to increased noise about an imminent recession before central banks stepped in and boosted investors' confidence that rates would not be increased as fast as expected. These geopolitical and macro-economic events tend to suck up a huge amount of time for most market commentators and short-term investors. Trying to predict what might happen over short-term time periods is not, and never has been, part of our investment strategy. We find it far more effective to focus on

companies that cannot only survive these exogenous shocks but can take advantage of weaker competitors and grow in spite of these shocks. This means finding and investing in entrepreneurial founders and management teams, and companies where the growth is less dependent on economic growth. This could be through pricing power, market share gains, sensible bolt-on acquisitions, or even through creating new markets.

Two of our more recent purchases, Takeaway.com and Delivery Hero, are good examples of this. As online food delivery marketplaces, they make money by connecting customers with restaurants and taking a commission on food ordered through their platforms. These are network businesses where being the biggest in a particular region tends to correlate well with profitability. What happens in the general economy, or with Brexit, however will have little impact on whether they succeed as investments. What is far more relevant is the shift towards online food ordering away from telephone ordering which is still the most common method, and whether changing consumer behaviour results in more orders each week. We also like the fact that the founders – two of the most entrepreneurial people we have met – are still running the companies. This helps speed up decision making and promotes long term thinking.

¹Source: FE, 10am dealing prices, income accumulated. ²Source: Baillie Gifford & Co Limited, closing net asset values, income accumulated. ³Source: FE and relevant underlying index provider, total return. Please see Disclaimer on page 259. You should be aware that past performance is not a guide to future performance.

Investment Report cont.

Both businesses rank highly when looked at through our framework which focuses on alignment, growth potential and competitive position. Understanding these features and finding companies that have the potential to generate outsized returns for our clients is much more important to us than regurgitating newspaper headlines about the economy or the latest Brexit renegotiation. We continue to believe there are lots of very special European companies that are either over-looked or misunderstood and this is what continues to drive our enthusiasm.

*Stephen Paice, Moritz Sitte and Tom Walsh,
22 May 2019*

Principal Holdings as at 30 April 2019

Investment	Percentage of total Fund
IMCD Group NV	4.74
Bechtle AG	4.20
adidas	4.20
Zalando SE	4.05
Sartorius Stedim Biotech	3.61
Atlas Copco B	3.59
L'Oreal	3.58
Ryanair	3.58
Nibe Industrier AB 'B' Shares	3.46
Mettler-Toledo	3.29

Material Portfolio Changes for the year ended 30 April 2019

Largest Purchases	Cost £'000	Largest Sales	Proceeds £'000
Kingspan Group	12,408	Nestle	11,868
Delivery Hero AG	6,952	OC Oerlikon	10,689
Avanza Bank Holding	6,896	Brenntag	9,727
Takeaway.com	6,729	EXOR	9,521
Spotify Technology SA	5,230	Coca-Cola HBC	8,864
Ryanair	4,997	Carl Zeiss Meditec	8,499
Brenntag	4,641	Novo Nordisk	8,462
Zalando SE	4,623	Investor	5,830
Infineon Technologies AG	4,378	Iliad SA	5,451
adidas	4,197	Nokian Renkaat	5,448

Portfolio Statement as at 30 April 2019

Stock description	Holding	Market value £'000	% of total net assets
Denmark - 5.39% (6.81%)			
DSV	164,423	11,701	2.48
Novozymes	385,250	13,712	2.91
Finland - 0.00% (2.47%)			
France - 13.32% (10.59%)			
Cellectis	265,476	4,062	0.86
Edenred	339,266	12,252	2.60
Legrand	223,214	12,573	2.67
L'Oreal	80,175	16,886	3.58
Sartorius Stedim Biotech	163,660	17,024	3.61
Germany - 23.64% (21.25%)			
adidas	100,534	19,787	4.20
Bechtle AG	251,602	19,791	4.20
Carl Zeiss Meditec	137,645	10,348	2.19
Delivery Hero AG	236,157	8,350	1.77
Fuchs Petrolub Pf. (Xet)	215,768	7,208	1.53
Infineon Technologies AG	589,460	10,651	2.26
Morphosys	109,731	8,320	1.76
Zalando SE	530,360	19,117	4.05
Zooplus	95,240	7,909	1.68
Ireland - 6.48% (3.85%)			
Kingspan Group	339,874	13,697	2.90
Ryanair	1,643,891	16,867	3.58
Italy - 1.04% (3.83%)			
Cosmo Pharmaceuticals	67,982	4,923	1.04
Luxembourg - 1.47% (1.73%)			
Tenaris	651,719	6,936	1.47

Portfolio Statement as at 30 April 2019 cont.

Stock description	Holding	Market value £'000	% of total net assets
Netherlands - 9.93% (5.51%)			
ASML	94,488	15,061	3.19
IMCD Group NV	361,860	22,336	4.74
Takeaway.com	143,542	9,452	2.00
Spain - 2.84% (3.62%)			
Inditex	578,538	13,408	2.84
Sweden - 23.76% (21.70%)			
Alfa Laval	588,766	10,470	2.22
Atlas Copco B	776,121	16,946	3.59
Avanza Bank Holding	2,183,215	13,388	2.84
Epiroc B	704,344	5,327	1.13
Hexpol AB	1,795,180	10,755	2.28
Investor	256,357	9,343	1.98
Kinnevik	344,503	7,652	1.62
Nibe Industrier AB 'B' Shares	1,583,671	16,299	3.46
Spotify Technology SA	124,186	12,933	2.74
Svenska Handelsbanken	1,064,376	8,932	1.90
Switzerland - 9.23% (15.01%)			
Mettler-Toledo	27,118	15,498	3.29
Richemont	175,642	9,851	2.09
Schindler	75,969	12,570	2.66
U-Blox	87,013	5,591	1.19

Portfolio Statement as at 30 April 2019 cont.

Stock description	Holding	Market value £'000	% of total net assets
Turkey - 1.94% (2.55%)			
BIM Birlesik Magazalar	390,917	4,172	0.89
Coca-Cola Icecek	1,222,619	4,964	1.05
Portfolio of investments		467,062	99.04
Net other assets - 0.96% (1.08%)		4,536	0.96
Net assets		471,598	100.00

All investments are listed on recognised stock exchanges and are approved securities or regulated collective investment schemes within the meaning of the FCA rules unless otherwise stated.

Figures in brackets refer to 30 April 2018.

Comparative Tables

Comparative Table: A Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	1,842.01	1,719.43	1,276.13
Return before operating charges*	46.92	150.21	466.07
Operating charges	(26.24)	(27.63)	(22.77)
Return after operating charges*	20.68	122.58	443.30
Distributions	0.00	(6.00)	(5.81)
Retained distributions on accumulation shares	0.00	6.00	5.81
Closing net asset value per share	1,862.69	1,842.01	1,719.43
*After direct transaction costs of:	1.28	1.30	0.51
Performance:			
Return after charges	1.12%	7.13%	34.74%
Other Information:			
Closing net asset value (£'000)	9,052	11,357	11,641
Closing number of shares	485,959	616,578	676,998
Operating charges	1.44%	1.49% ¹	1.54%
Direct transaction costs ³	0.07%	0.07%	0.03%
Prices:			
Highest share price (pence)	2,008	1,954	1,729
Lowest share price (pence)	1,600	1,731	1,230

Comparative Tables cont.

Comparative Table: B Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	2,102.93	1,946.29	1,432.23
Return before operating charges*	54.06	169.96	525.61
Operating charges	(12.29)	(13.32)	(11.55)
Return after operating charges*	41.77	156.64	514.06
Distributions	(16.75)	(24.82)	(20.70)
Retained distributions on accumulation shares	16.75	24.82	20.70
Closing net asset value per share	2,144.70	2,102.93	1,946.29
*After direct transaction costs of:	1.46	1.48	0.58
Performance:			
Return after charges	1.99%	8.05%	35.89%
Other Information:			
Closing net asset value (£'000)	293,262	284,761	148,721
Closing number of shares	13,673,759	13,541,134	7,641,244
Operating charges	0.59%	0.63% ²	0.69%
Direct transaction costs ³	0.07%	0.07%	0.03%
Prices:			
Highest share price (pence)	2,299	2,226	1,957
Lowest share price (pence)	1,837	1,960	1,382

Comparative Tables cont.

Comparative Table: B Income Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	1,652.43	1,547.54	1,150.89
Return before operating charges*	42.63	135.20	422.49
Operating charges	(9.66)	(10.58)	(9.20)
Return after operating charges*	32.97	124.62	413.29
Distributions on income shares	(13.17)	(19.73)	(16.64)
Closing net asset value per share	1,672.23	1,652.43	1,547.54
 *After direct transaction costs of:	 1.15	 1.18	 0.46
Performance:			
Return after charges	2.00%	8.05%	35.91%
Other Information:			
Closing net asset value (£'000)	62,358	56,282	38,755
Closing number of shares	3,729,053	3,406,038	2,504,287
Operating charges	0.59%	0.63% ²	0.69%
Direct transaction costs ³	0.07%	0.07%	0.03%
Prices:			
Highest share price (pence)	1,807	1,770	1,573
Lowest share price (pence)	1,444	1,559	1,110

Comparative Tables cont.

Comparative Table: C Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	2,337.01	2,150.10	1,572.01
Return before operating charges*	60.48	187.85	578.84
Operating charges	(0.92)	(0.94)	(0.75)
Return after operating charges*	59.56	186.91	578.09
Distributions	(31.45)	(41.36)	(34.72)
Retained distributions on accumulation shares	31.45	41.36	34.72
Closing net asset value per share	2,396.57	2,337.01	2,150.10
*After direct transaction costs of:	1.61	1.64	0.64
Performance:			
Return after charges	2.55%	8.69%	36.77%
Other Information:			
Closing net asset value (£'000)	106,926	68,323	49,097
Closing number of shares	4,461,643	2,923,530	2,283,490
Operating charges	0.04%	0.04%	0.04%
Direct transaction costs ³	0.07%	0.07%	0.03%
Prices:			
Highest share price (pence)	2,560	2,470	2,162
Lowest share price (pence)	2,049	2,166	1,517

¹With effect from 1 October 2017, the ACD's annual fee for Class A shares was reduced from 1.50% to 1.40%. As at 30 April 2018, the ACD considered 1.44% to be a more indicative rate for the ongoing charges figure.

²With effect from 1 October 2017, the ACD's annual fee for Class B shares was reduced from 0.65% to 0.55%. As at 30 April 2018, the ACD considered 0.59% to be a more indicative rate for the ongoing charges figure.

³The Fund incurs broker commission and transfer taxes/stamp duty as a necessary part of buying and selling the Fund's underlying investments in order to achieve the investment objective. In the case of shares; broker commissions, transfer taxes and stamp duty may be paid by the Fund on transactions.

A dilution adjustment is made whenever dealings in the shares of the Fund result in shares being issued or cancelled by the Company. The adjustment will take account of any spread between the buying and selling prices of the Fund's investments and the costs (which may include dealing charges and taxes) of acquiring or disposing of such investments. Please note that the direct transaction cost disclosures above do not include the dilution adjustment charges. For further details on dilution adjustment charges please see the General Information section.

Financial Statements

Statement of Total Return for the year ended 30 April 2019

		2019		2018	
	Notes	£'000	£'000	£'000	£'000
Income					
Net capital gains/(losses)	1		5,396		17,656
Revenue	3	6,513		6,954	
Expenses	4	(2,247)		(2,119)	
Net revenue before taxation		4,266		4,835	
Taxation	5	(365)		(295)	
Net revenue after taxation			3,901		4,540
Total return before distributions			9,297		22,196
Distributions	6		(3,903)		(4,541)
Change in net assets attributable to shareholders from investment activities			5,394		17,655

Statement of Change in Net Assets Attributable to Shareholders for the year ended 30 April 2019

	2019		2018	
	£'000	£'000	£'000	£'000
Opening net assets attributable to shareholders		420,723		248,214
Amounts receivable on issue of shares	98,745		213,264	
Amounts payable on cancellation of shares	(58,969)		(63,370)	
Creation of shares settled by transfer of stocks	1,825		-	
		41,601		149,894
Dilution adjustment		186		353
Change in net assets attributable to shareholders from investment activities		5,394		17,655
Retained distributions on accumulation shares		3,694		4,607
Closing net assets attributable to shareholders		471,598		420,723

Financial Statements cont.

Balance Sheet as at 30 April 2019

	Notes	2019 £'000	2018 £'000
Assets:			
Fixed assets:			
Investments	13	467,062	416,169
Current assets:			
Debtors	8	3,844	19,463
Cash and bank balances	9	2,774	9,550
Total assets		473,680	445,182
Liabilities:			
Creditors:			
Distributions payable		(491)	(672)
Other creditors	10	(1,591)	(23,787)
Total liabilities		(2,082)	(24,459)
Net assets attributable to shareholders		471,598	420,723

Notes to the Financial Statements

1 Net capital gains/(losses)

	2019	2018
	£'000	£'000
Non-derivative securities	5,577	17,633
Currency gains/(losses)	(171)	41
Transaction costs	(10)	(18)
Net capital gains/(losses)	5,396	17,656

2 Purchases, sales and transaction costs

	2019	2018
	£'000	£'000
Purchases and transaction costs		
Purchases of equities	147,529	256,778
Equity transferred in	1,837	-
Gross purchases of equities excluding transaction costs	149,366	256,778
Commissions	42	80
Taxes	220	158
Total transaction costs on equity purchases ¹	262	238
Purchases including transaction costs	149,628	257,016

¹These amounts have been deducted in determining net capital gains/(losses).

	2019	2018
	%	%
Transaction costs as a percentage of principal amount		
Commission on equity purchases	0.03	0.03
Taxes on equity purchases	0.15	0.06

Notes to the Financial Statements cont.

2 Purchases, sales and transaction costs (continued)

	2019	2018
	£'000	£'000
Sales and transaction costs		
Gross sales of equities excluding transaction costs	104,365	102,250
Commissions	(51)	(48)
Taxes	-	-
Total transaction costs on equity sales ¹	(51)	(48)
Sales net of transaction costs	104,314	102,202

¹These amounts have been deducted in determining net capital gains/(losses).

	2019	2018
	%	%
Transaction costs as a percentage of principal amount		
Commission on equity sales	(0.05)	(0.05)
Taxes on equity sales	0.00	0.00

	2019		2018	
	£'000	% of average NAV	£'000	% of average NAV
Portfolio transaction costs				
Commissions	93	0.02	128	0.03
Taxes	220	0.05	158	0.04
Total direct transaction costs	313	0.07	286	0.07

	2019	2018
	%	%
Average portfolio dealing spread	0.13	0.12

The Fund incurs broker commission and transfer taxes/stamp duty as a necessary part of buying and selling the Fund's underlying investments in order to achieve the investment objective. In the case of shares; broker commissions, transfer taxes and stamp duty may be paid by the Fund on transactions.

Dilution adjustment charges, which do not form part of the direct transaction costs disclosures above, may be incurred as a result of trading in underlying Funds. For further details on dilution adjustment charges please see the General Information section.

Dealing spread is the difference in the buying and selling prices of the underlying investments. Dealing spreads vary considerably depending on the transaction value and market sentiment. The Fund may have holdings in single priced funds. The notional spread on these holdings is not included in the average dealing spread calculated for this Fund.

Notes to the Financial Statements cont.

3 Revenue

	2019	2018
	£'000	£'000
Overseas dividends	6,497	6,948
Bank interest	16	5
Other income	-	1
Total revenue	6,513	6,954

4 Expenses

	2019	2018
	£'000	£'000
Payable to the ACD, associates of the ACD and agents of either of them:		
ACD's periodic charge	2,098	2,000
Payable to the Depositary, associates of the Depositary and agents of either of them:		
Depositary's fee	43	47
Bank charges	70	65
	113	112
Other expenses:		
Audit fee	5	6
Professional fees	31	1
	36	7
Total expenses	2,247	2,119

5 Taxation

	2019	2018
	£'000	£'000
Analysis of charge in the year		
Corporation tax	-	-
Overseas tax	343	295
Prior year tax reclaims written off	22	-
Total taxation	365	295

The Fund is subject to corporation tax at 20% (2018: 20%), however, the majority of dividends received by the Fund are not liable to corporation tax. Accordingly, the tax deductible expenses substantially exceed the taxable income of the Fund and, as a result, there is no corporation tax charge.

Notes to the Financial Statements cont.

5 Taxation (continued)

At 30 April 2019, the Fund had excess management expenses of £11,873,000 (2018: £9,641,000) which have not been recognised as a deferred tax asset. This is because the Fund is not expected to generate taxable income in a future period in excess of the deductible expenses of that future period and, accordingly, the Fund is unlikely to be able to reduce future tax liabilities through the use of existing excess expenses.

Notes to the Financial Statements cont.

5 Taxation (continued)

The tax charge is explained as follows:

	2019	2018
	£'000	£'000
Net revenue/(expense) before taxation	4,266	4,835
Net revenue before taxation multiplied by the standard rate of corporation tax of 20% (2018: 20%)	853	967
Effects of:		
Non-taxable overseas dividends	(1,299)	(1,390)
Overseas tax on dividends	343	295
Excess management expenses	446	423
Prior year tax reclaims written off	22	-
Total taxation	365	295

6 Distributions

	2019	2018
	£'000	£'000
Final to 30 April	4,184	5,279
Amounts deducted on cancellation of shares	195	493
Amounts added on issue of shares	(476)	(1,231)
Total distributions	3,903	4,541

The distributions take account of revenue transactions on the issue and cancellation of shares. Details of the distributions per share are set out in the Distribution Table.

7 Reconciliation of net revenue to net distributions for the year

	2019	2018
	£'000	£'000
Net revenue after taxation for the year	3,901	4,540
Add capital transfers for deficits of income	4	-
Add distributable revenue brought forward	-	1
Less distributable revenue carried forward	(2)	-
Net distributions for the year	3,903	4,541

Notes to the Financial Statements cont.

8 Debtors

	2019	2018
	£'000	£'000
Receivable for issue of shares	115	712
Sales awaiting settlement	1,167	16,629
Accrued income	1,529	1,211
Overseas tax recoverable	1,032	914
VAT recoverable	-	(3)
Other debtors	1	-
Total debtors	3,844	19,463

9 Cash and bank balances

	2019	2018
	£'000	£'000
Sterling bank accounts	2,774	9,550
Total cash and bank balances	2,774	9,550

10 Other creditors

	2019	2018
	£'000	£'000
Payable for cancellation of shares	1,391	17,592
Purchases awaiting settlement	-	5,993
Due to the ACD or associates	180	181
Due to the Depositary or associates	15	15
Other accrued expenses	5	6
Total other creditors	1,591	23,787

11 Related party transactions

Baillie Gifford & Co Limited, as ACD, is regarded as a related party by virtue of the services provided to the Company. Baillie Gifford & Co Limited acts as principal in respect of all transactions of shares in the Company, except where stocks are transferred on the issue or cancellation of shares. The aggregate monies received through issue and paid on cancellation are disclosed in the Statement of Change in Net Assets Attributable to Shareholders. Amounts receivable and payable on the issue and cancellation of shares have been disclosed in notes 8 and 10 respectively.

Amounts paid to Baillie Gifford & Co Limited in respect of ACD fees are disclosed in note 4 with amounts due at the year end given in note 10.

Notes to the Financial Statements cont.

11 Related party transactions (continued)

Shares held by the ACD and associates of the ACD

The shares held by the ACD and associates of the ACD as a percentage of the Fund's NAV were:

	2019	2018
	%	%
ACD and associates of the ACD	18.72	13.81

12 Reconciliation of shares in issue

	2019			
	A Accumulation Shares	B Accumulation Shares	B Income Shares	C Accumulation Shares
Opening shares in issue	616,578	13,541,134	3,406,038	2,923,530
Shares issued	47,491	2,292,018	781,399	1,738,164
Shares cancelled	(155,344)	(2,178,868)	(458,855)	(200,051)
Shares converted	(22,766)	19,475	471	-
Closing shares in issue	485,959	13,673,759	3,729,053	4,461,643

13 Basis of valuation

	2019	2018
	Assets	Assets
	£'000	£'000
Level 1: Quoted prices	467,062	416,169
Level 2: Observable market data	-	-
Level 3: Unobservable data	-	-
Total	467,062	416,169

Notes to the Financial Statements cont.

14 Derivatives and other financial instruments

Currency exposures

A substantial proportion of the net assets of the Fund are denominated in currencies other than sterling, with the effect that the balance sheet and total return can be significantly affected by currency movement.

Currency	Net currency assets/(liabilities)			Net currency assets/(liabilities)		
	2019			2018		
	Monetary exposures £'000	Non-monetary exposures £'000	Total £'000	Monetary exposures £'000	Non-monetary exposures £'000	Total £'000
Danish krone	-	25,413	25,413	-	28,660	28,660
Euro	-	272,035	272,035	-	215,471	215,471
Swedish krona	-	99,112	99,112	-	81,900	81,900
Swiss franc	-	32,934	32,934	-	53,040	53,040
Turkish lira	-	9,136	9,136	-	10,740	10,740
UK sterling	2,774	-	2,774	9,550	-	9,550
US dollar	-	28,431	28,431	-	17,781	17,781

Short term debtors and creditors have not been disclosed.

The Fund invests in a generally diversified portfolio of assets. Consequently the ACD considers that a single measure of market sensitivity does not accurately reflect the risks faced by the Fund.

Distribution Table

Final distribution for the year ended 30 April 2019

Group 1 : shares purchased prior to 1 May 2018

Group 2 : shares purchased 1 May 2018 to 30 April 2019

	Net Revenue (dividend distribution)	Equalisation	Distribution (paid/accumulated 30.06.19)	Distribution (paid/accumulated 30.06.18)
	30.04.19 pence per share	30.04.19 pence per share	30.04.19 pence per share	30.04.18 pence per share
A Accumulation				
Group 1	-	-	-	6.00000
Group 2	-	-	-	6.00000
B Accumulation				
Group 1	16.75000	-	16.75000	24.82000
Group 2	9.32948	7.42052	16.75000	24.82000
B Income				
Group 1	13.17000	-	13.17000	19.73000
Group 2	7.26390	5.90610	13.17000	19.73000
C Accumulation				
Group 1	31.45000	-	31.45000	41.36000
Group 2	16.48933	14.96067	31.45000	41.36000

BAILLIE GIFFORD

Baillie Gifford Global Discovery Fund

a sub-fund of Baillie Gifford Overseas Growth Funds ICVC

*Annual Report & Financial Statements
for the year ended 30 April 2019*



Baillie Gifford Global Discovery Fund

Investment Objective

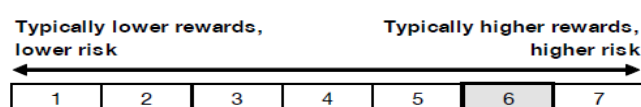
The Fund aims to produce attractive returns, mainly through capital growth, over the long term.

Investment Policy

To invest mainly in shares of companies worldwide which we consider offer excellent future growth prospects.

Risk and Reward Profile

The Risk and Reward Indicator table demonstrates where the Fund ranks in terms of its potential risk and reward. The higher the rank the greater the potential reward but the greater the risk of losing money. It is based on past data, may change over time and may not be a reliable indication of the future risk profile of the Fund. The shaded area in the table below shows the Fund's ranking on the Risk and Reward Indicator.



Please note that even the lowest risk class can lose you money and that extreme adverse market circumstances can mean you suffer severe losses in all cases.

The Fund is classified in the category above because it invests in company shares which generally provide higher rewards and higher risks than other investments such as bonds or cash.

The indicator does not take into account the following relevant material risks:

Investment markets can go down as well as up and market conditions can change rapidly. The value of an investment in the Fund, and any income from it, can fall as well as rise and you may not get back the amount invested.

Investment in smaller, immature companies is generally considered higher risk given their less developed business models and less established positions. Changes in their share prices may be greater than those of larger, more established companies and the shares may be harder to sell. Smaller, immature companies may do less well in unfavourable economic conditions.

The Fund has exposure to foreign currencies and changes in the rates of exchange will cause the value of any investment, and income from it, to fall as well as rise and you may not get back the amount invested.

Custody of assets involves a risk of loss if the custodian becomes insolvent or breaches duties of care.

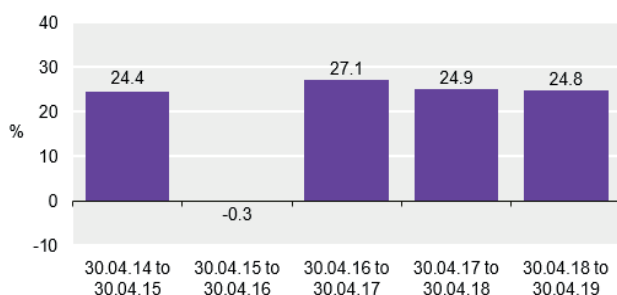
Where possible, charges are taken from the Fund's revenue. Where there is insufficient revenue, the remainder will be taken from capital. This will reduce the capital value of the Fund.

The result of the UK Referendum on membership of the European Union introduces elements of political uncertainty and may have practical consequences for the Fund. Developments will be closely monitored.

Further details of the risks associated with investing in the Fund can be found in the Prospectus which is available by contacting Client Relations or visiting our website.

Investment Report

Past Performance¹



The performance figures shown in this graph are for Class B Accumulation Shares. Performance figures reflect the ACD's annual fee of 0.75%, but exclude any initial charge paid. Please note these returns differ from the return quoted in the Investment Report, which is based on the closing net asset value at the year end. Movements in the prices of company shares in which the Fund invests and foreign exchange rates between the two valuation points can lead to distortions in the returns. Performance for the other share classes in issue can be obtained by contacting Client Relations. You should be aware that past performance is not a guide to future performance.

For the year to 30 April 2019 the return on B Accumulation Shares was 24.3%² compared to the return on the S&P Global Small Cap Index of 5.3%³, in sterling terms. We believe that shorter-term performance measurements are of limited relevance in assessing investment ability and would suggest that five years is a more sensible timeframe over which to judge performance. Over the five years to 30 April 2019 the return on B Accumulation Shares was 144.8%² compared to the return on the Index of 79.0%³.

Whilst the broader market's awareness of disruption and innovation has undoubtedly continued to rise, we firmly believe that the Fund's recent performance has been largely driven by the very robust fundamental performance of the underlying holdings. The recent results season (in which companies share their financial performance in 2018 and set the tone for the current year) underlined the strength and growth opportunity of many of the Fund's holdings. We would highlight several of the portfolio's larger holdings including Yext Inc, iRobot and Wayfair Inc as being especially noteworthy in this regard.

Our approach is to identify innovative, immature companies with what we believe to be excellent long-term growth potential. By identifying attractive growth companies earlier, we seek to benefit from growth at an earlier stage in a company's lifecycle and

retain ownership of successful companies as they grow and thrive; we see our role as investing in what are potentially the larger companies of the future as opposed to the smaller companies of today. It's an approach that requires patience, a long-term mind-set and recognition that progress in young companies is rarely linear. It's also an approach that will have short term periods where it is inevitably out of sync with the myopic gyrations that are all too common in stock markets.

We have long observed that the success (or failure) of smaller companies is more often determined by the individual company's actions rather than what is happening with the economy at large. Moreover, with the impact of technology and innovation arguably accelerating the opportunities for long-term growth investors remain very strong. We continue to believe that the portfolio of stocks in the Fund can continue deliver superior investment returns over time.

Douglas Brodie, 20 May 2019

¹Source: FE, 10am dealing prices, income accumulated. ²Source: Baillie Gifford & Co Limited, closing net asset value, income accumulated. ³Source: FE and relevant underlying index provider, total return. Please see Disclaimer on page 259. You should be aware that past performance is not a guide to future performance.

Principal Holdings as at 30 April 2019

Investment	Percentage of total Fund
Ocado	5.02
LendingTree	4.69
Alnylam Pharmaceuticals	3.74
MarketAxess Holdings	3.56
Chegg	3.19
Wayfair Inc	2.64
Baozun Spn ADR 1:1	2.53
Yext Inc	2.49
Novocure Ltd	2.46
Zillow Group Inc	2.34

Material Portfolio Changes for the year ended 30 April 2019

Largest Purchases	Cost £'000	Largest Sales	Proceeds £'000
Yext Inc	17,958	Wayfair Inc	10,817
Zillow Group Inc Class C	15,941	Foundation Medicine	7,839
Alnylam Pharmaceuticals	12,235	Mindbody CI A	5,824
Baozun Spn ADR 1:1	10,741	Financial Engines	4,186
Chegg	10,120	Exact Sciences	3,953
LendingTree	8,371	Ellie Mae	3,362
Zuora Inc Class A	8,056	Aerovironment	2,976
Axogen Inc	7,903	SDL	1,726
Staar Surgical	7,026	MarketAxess Holdings	1,582
Novocure Ltd	7,020	Lifull Co Ltd	1,458

Portfolio Statement as at 30 April 2019

Stock description	Holding	Market value £'000	% of total net assets
Australia - 0.52% (0.89%)			
Catapult Group Intl.	1,393,777	892	0.12
Ensogo Ltd ¹	475,975	-	0.00
GI Dynamics	967,240	12	0.00
SEEK	319,597	3,142	0.40
Belgium - 0.90% (0.82%)			
Galapagos NV	80,320	7,046	0.90
Brazil - 1.74% (0.97%)			
MercadoLibre	36,616	13,601	1.74
China - 4.49% (3.34%)			
Baozun Spn ADR 1:1	531,708	19,765	2.53
China Lumena New Mats. ¹	4,098,000	-	0.00
Hua Medicine	4,500,000	3,102	0.39
Jianpu Technology Inc- ADR	1,117,238	4,122	0.53
Kingdee Int'l Software Group	5,900,000	5,538	0.71
Uxin ADR	1,211,500	2,574	0.33
Denmark - 1.70% (1.82%)			
Genmab	103,965	13,276	1.70
Finland - 0.14% (0.55%)			
Basware	63,139	1,113	0.14
France - 0.73% (1.35%)			
Cellectis	372,173	5,695	0.73
Germany - 1.91% (1.81%)			
Dialog Semiconductor	186,659	5,541	0.71
Morphosys	110,678	8,392	1.07
Suss Microtec	100,510	1,000	0.13

Portfolio Statement as at 30 April 2019 cont.

Stock description	Holding	Market value £'000	% of total net assets
Israel - 1.43% (0.09%)			
CyberArk Software Ltd	110,100	10,887	1.39
Foamix Pharmaceuticals	108,200	268	0.04
Italy - 0.35% (0.99%)			
Cosmo Pharmaceuticals	38,113	2,760	0.35
Japan - 4.30% (4.86%)			
Digital Garage	117,200	2,607	0.33
Infomart Corp	631,000	7,028	0.90
M3	308,800	4,188	0.54
MonotaRO Co	238,600	4,210	0.54
Peptidream	300,500	12,397	1.58
ZOZO Inc	237,200	3,210	0.41
New Zealand - 0.99% (1.21%)			
Xero Ltd	263,328	7,741	0.99
Norway - 0.00% (0.07%)			
Thin Film Electronics	1,519,500	31	0.00
Philippines - 0.11% (0.17%)			
COL Financial Group	3,000,000	835	0.11
Singapore - 0.03% (0.18%)			
Sarine Technologies	1,305,000	269	0.03
Switzerland - 1.44% (1.46%)			
Molecular Partners Ag	96,900	1,288	0.17
Sensirion Holding AG	61,694	1,881	0.24
Temenos	63,358	8,080	1.03
United Kingdom - 13.98% (19.88%)			
4D Pharma	807,561	1,018	0.13
Adaptimmune Therapeutics	1,737,985	6,386	0.82

Portfolio Statement as at 30 April 2019 cont.

Stock description	Holding	Market value £'000	% of total net assets
Applied Graphene Materials	665,132	160	0.02
ASOS	165,965	6,506	0.83
Avacta	3,086,100	957	0.12
C4x Discovery Holdings	1,296,660	687	0.09
Ceres Power	1,334,371	2,409	0.31
Craneware	188,720	5,058	0.65
Genus	229,954	5,546	0.71
Horizon Discovery	935,446	1,744	0.22
Hvivo PLC	553,717	127	0.02
Ilika	2,286,070	823	0.11
IP Group	5,927,092	5,915	0.76
Nanoco Group	2,005,533	1,001	0.13
Nucana Plc ADR	491,208	5,603	0.72
Ocado	2,878,820	39,224	5.02
Oxford Instruments	167,005	1,917	0.24
PureTech Health	5,533,129	10,983	1.40
Renishaw	111,682	5,039	0.64
Ricardo	71,158	545	0.07
Rightmove	532,100	2,873	0.37
Summit Therapeutics	915,138	270	0.03
Tissue Regenix	13,900,000	799	0.10
Velocys Plc	315,000	12	0.00
Victrex	113,250	2,754	0.35
Xaar	503,400	488	0.06
Xeros	6,126,522	490	0.06
United States - 62.00% (51.37%)			
Acacia Reasearch Corp	143,640	348	0.04
Aduro Biotechnology	1,787,837	5,609	0.72
Aerovironment	289,717	15,212	1.95
Alnylam Pharmaceuticals	428,030	29,254	3.74
Ambarella	147,500	5,671	0.72
Appian Corp	244,339	6,764	0.86
Axogen Inc	359,100	6,465	0.83
Axon Enterprise Inc	158,500	7,721	0.99

Portfolio Statement as at 30 April 2019 cont.

Stock description	Holding	Market value £'000	% of total net assets
Benefitfocus Inc	306,448	9,570	1.22
Blackline	262,705	10,293	1.32
Blue Apron Holdings Inc	2,227,600	1,760	0.22
CEVA Inc	156,980	3,030	0.39
Chegg	910,695	24,911	3.19
Codexis	1,124,473	16,992	2.17
Dexcom Inc	120,127	11,155	1.43
Digimarc	93,000	2,125	0.27
Evolent Health inc A	359,780	3,737	0.48
Exact Sciences	234,979	17,789	2.27
Faro Technologies	101,715	4,381	0.56
GrubHub Inc	225,611	11,561	1.48
IPG Photonics Corp	79,947	10,714	1.37
iRobot	119,004	9,451	1.21
Kaleido Biosciences Inc	246,500	2,695	0.34
LendingTree	124,294	36,659	4.69
MarketAxess Holdings	130,450	27,832	3.56
National Instruments Corp	103,504	3,733	0.48
Novocure Ltd	569,063	19,207	2.46
Pacira Pharmaceuticals	307,585	9,376	1.20
Penumbra Inc	53,734	5,543	0.71
ResTORbio Inc	654,147	4,039	0.52
Rubius Therapeutics Inc	450,800	6,034	0.77
Seattle Genetics	90,971	4,730	0.60
Splunk Inc	100,940	10,688	1.37
Staar Surgical	618,958	15,421	1.97
Stratasys	226,300	4,036	0.52
Tandem Diabetes Care	225,100	10,593	1.35
Teladoc	319,681	13,968	1.79
Tesla Inc	57,148	10,464	1.34
Trupanion	197,600	4,972	0.64
Unity Biotechnology Inc	248,000	1,566	0.20
Upwork Inc	427,300	6,549	0.84
Veeco Instruments	586,854	5,483	0.70
Wayfair Inc	166,357	20,684	2.64

Portfolio Statement as at 30 April 2019 cont.

Stock description	Holding	Market value £'000	% of total net assets
Yext Inc	1,159,196	19,491	2.49
Zillow Group Inc Class A	30,990	789	0.10
Zillow Group Inc Class C	684,871	17,541	2.24
Zuora Inc Class A	484,179	8,204	1.05
Portfolio of investments		756,635	96.76
Net other assets - 3.24% (8.17%)		25,313	3.24
Net assets		781,948	100.00

¹This stock was suspended at the year end and has been valued at the Investment Adviser's valuation.

All investments are listed on recognised stock exchanges and are approved securities or regulated collective investment schemes within the meaning of the FCA rules unless otherwise stated.

Figures in brackets refer to 30 April 2018.

Comparative Tables

Comparative Table: A Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	1,134.48	914.07	726.27
Return before operating charges*	284.81	236.85	195.37
Operating charges	(20.03)	(16.44)	(7.57)
Return after operating charges*	264.78	220.41	187.80
Distributions	0.00	0.00	0.00
Retained distributions on accumulation shares	0.00	0.00	0.00
Closing net asset value per share	1,399.26	1,134.48	914.07
*After direct transaction costs of:	0.40	0.21	0.12
Performance:			
Return after charges	23.34%	24.11%	25.86%
Other Information:			
Closing net asset value (£'000)	26,221	19,075	14,390
Closing number of shares	1,873,909	1,681,329	1,574,246
Operating charges	1.52%	1.54%	1.52%
Direct transaction costs ¹	0.03%	0.02%	0.02%
Prices:			
Highest share price (pence)	1,496	1,215	931.5
Lowest share price (pence)	1,089	926.8	700.6

Comparative Tables cont.

Comparative Table: B Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	1,282.15	1,025.29	808.59
Return before operating charges*	322.64	266.28	224.79
Operating charges	(11.51)	(9.42)	(8.09)
Return after operating charges*	311.13	256.86	216.70
Distributions	0.00	0.00	0.00
Retained distributions on accumulation shares	0.00	0.00	0.00
Closing net asset value per share	1,593.28	1,282.15	1,025.29
*After direct transaction costs of:	0.45	0.24	0.26
Performance:			
Return after charges	24.27%	25.05%	26.80%
Other Information:			
Closing net asset value (£'000)	643,882	330,042	171,497
Closing number of shares	40,412,332	25,741,364	16,726,669
Operating charges	0.77%	0.78%	0.77%
Direct transaction costs ¹	0.03%	0.02%	0.02%
Prices:			
Highest share price (pence)	1,695	1,372	1,044
Lowest share price (pence)	1,237	1,040	780.3

Comparative Tables cont.

Comparative Table: B Income Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	1,106.39	884.75	697.75
Return before operating charges*	278.43	229.72	193.40
Operating charges	(9.94)	(8.08)	(6.40)
Return after operating charges*	268.49	221.64	187.00
Distributions on income shares	0.00	0.00	0.00
Closing net asset value per share	1,374.88	1,106.39	884.75
 *After direct transaction costs of:	 0.39	 0.21	 0.20
Performance:			
Return after charges	24.27%	25.05%	26.80%
Other Information:			
Closing net asset value (£'000)	110,976	57,762	43,637
Closing number of shares	8,071,693	5,220,788	4,932,159
Operating charges	0.77%	0.78%	0.77%
Direct transaction costs ¹	0.03%	0.02%	0.02%
Prices:			
Highest share price (pence)	1,463	1,184	900.8
Lowest share price (pence)	1,068	897.2	673.4

Comparative Tables cont.

Comparative Table: C Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	1,446.60	1,148.23	898.81
Return before operating charges*	365.09	298.77	249.84
Operating charges	(0.51)	(0.40)	(0.42)
Return after operating charges*	364.58	298.37	249.42
Distributions	(2.53)	(3.18)	(3.65)
Retained distributions on accumulation shares	2.53	3.18	3.65
Closing net asset value per share	1,811.18	1,446.60	1,148.23
*After direct transaction costs of:	0.51	0.26	0.34
Performance:			
Return after charges	25.20%	25.99%	27.75%
Other Information:			
Closing net asset value (£'000)	868	693	14,829
Closing number of shares	47,920	47,920	1,291,455
Operating charges	0.03%	0.03%	0.03%
Direct transaction costs ¹	0.03%	0.02%	0.02%
Prices:			
Highest share price (pence)	1,918	1,547	1,168
Lowest share price (pence)	1,403	1,165	867.7

Comparative Tables cont.

Comparative Table: C Income Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	1,135.46	903.25	708.24
Return before operating charges*	286.58	235.12	195.56
Operating charges	(0.40)	(0.21)	(0.02)
Return after operating charges*	286.18	234.91	195.54
Distributions on income shares	(2.00)	(2.70)	(0.53)
Closing net asset value per share	1,419.64	1,135.46	903.25
 *After direct transaction costs of:	 0.40	 0.21	 0.01
Performance:			
Return after charges	25.20%	26.01%	27.61%
Other Information:			
Closing net asset value (£'000)	1	1	0
Closing number of shares	50	50	50
Operating charges	0.03%	0.02%	0.03%
Direct transaction costs ¹	0.03%	0.02%	0.02%
Prices:			
Highest share price (pence)	1,505	1,217	921.9
Lowest share price (pence)	1,101	916.1	683.8

¹The Fund incurs broker commission and transfer taxes/stamp duty as a necessary part of buying and selling the Fund's underlying investments in order to achieve the investment objective. In the case of shares; broker commissions, transfer taxes and stamp duty may be paid by the Fund on transactions.

A dilution adjustment is made whenever dealings in the shares of the Fund result in shares being issued or cancelled by the Company. The adjustment will take account of any spread between the buying and selling prices of the Fund's investments and the costs (which may include dealing charges and taxes) of acquiring or disposing of such investments. Please note that the direct transaction cost disclosures above do not include the dilution adjustment charges. For further details on dilution adjustment charges please see the General Information section.

Financial Statements

Statement of Total Return for the year ended 30 April 2019

		2019		2018	
	Notes	£'000	£'000	£'000	£'000
Income					
Net capital gains/(losses)	1		109,511		64,376
Revenue	3	1,143		910	
Expenses	4	(5,071)		(2,497)	
Net expense before taxation		(3,928)		(1,587)	
Taxation	5	(70)		(52)	
Net expense after taxation			(3,998)		(1,639)
Total return before distributions			105,513		62,737
Distributions	6		(561)		(422)
Change in net assets attributable to shareholders from investment activities			104,952		62,315

Statement of Change in Net Assets Attributable to Shareholders for the year ended 30 April 2019

	2019		2018	
	£'000	£'000	£'000	£'000
Opening net assets attributable to shareholders		407,573		244,353
Amounts receivable on issue of shares	323,398		133,710	
Amounts payable on cancellation of shares	(54,810)		(33,286)	
		268,588		100,424
Dilution adjustment		834		479
Change in net assets attributable to shareholders from investment activities		104,952		62,315
Retained distributions on accumulation shares		1		2
Closing net assets attributable to shareholders		781,948		407,573

Financial Statements cont.

Balance Sheet as at 30 April 2019

	Notes	2019 £'000	2018 £'000
Assets:			
Fixed assets:			
Investments	13	756,635	374,292
Current assets:			
Debtors	8	6,024	5,033
Cash and bank balances	9	36,194	35,909
Total assets		798,853	415,234
Liabilities:			
Creditors:			
Bank overdrafts	9	(4,134)	(1,873)
Other creditors	10	(12,771)	(5,788)
Total liabilities		(16,905)	(7,661)
Net assets attributable to shareholders		781,948	407,573

Notes to the Financial Statements

1 Net capital gains/(losses)

	2019	2018
	£'000	£'000
Non-derivative securities	109,144	64,592
Currency gains/(losses)	371	(214)
Transaction costs	(4)	(2)
Net capital gains/(losses)	109,511	64,376

2 Purchases, sales and transaction costs

	2019	2018
	£'000	£'000
Purchases and transaction costs		
Gross purchases of equities excluding transaction costs	316,740	114,043
Commissions	124	31
Taxes	58	11
Total transaction costs on equity purchases ¹	182	42
Purchases including transaction costs	316,922	114,085

¹These amounts have been deducted in determining net capital gains/(losses).

	2019	2018
	%	%
Transaction costs as a percentage of principal amount		
Commission on equity purchases	0.04	0.03
Taxes on equity purchases	0.02	0.01

	2019	2018
	£'000	£'000
Sales and transaction costs		
Gross sales of equities excluding transaction costs	43,746	42,342
Commissions	(22)	(21)
Taxes	(1)	(3)
Total transaction costs on equity sales ¹	(23)	(24)
Sales net of transaction costs	43,723	42,318

¹These amounts have been deducted in determining net capital gains/(losses).

Notes to the Financial Statements cont.

2 Purchases, sales and transaction costs (continued)

	2019	2018
	%	%
Transaction costs as a percentage of principal amount		
Commission on equity sales	(0.05)	(0.05)
Taxes on equity sales	(0.00)	(0.01)

	2019		2018	
	£'000	% of average NAV	£'000	% of average NAV
Portfolio transaction costs				
Commissions	146	0.02	52	0.02
Taxes	59	0.01	14	0.00
Total direct transaction costs	205	0.03	66	0.02

	2019	2018
	%	%
Average portfolio dealing spread	0.21	0.35

The Fund incurs broker commission and transfer taxes/stamp duty as a necessary part of buying and selling the Fund's underlying investments in order to achieve the investment objective. In the case of shares; broker commissions, transfer taxes and stamp duty may be paid by the Fund on transactions.

Dilution adjustment charges, which do not form part of the direct transaction costs disclosures above, may be incurred as a result of trading in underlying Funds. For further details on dilution adjustment charges please see the General Information section.

Dealing spread is the difference in the buying and selling prices of the underlying investments. Dealing spreads vary considerably depending on the transaction value and market sentiment. The Fund may have holdings in single priced funds. The notional spread on these holdings is not included in the average dealing spread calculated for this Fund.

3 Revenue

	2019	2018
	£'000	£'000
UK dividends	457	387
Overseas dividends	556	501
Bank interest	130	21
Other income	-	1
Total revenue	1,143	910

Notes to the Financial Statements cont.

4 Expenses

	2019	2018
	£'000	£'000
Payable to the ACD, associates of the ACD and agents of either of them:		
ACD's periodic charge	4,938	2,411
Payable to the Depositary, associates of the Depositary and agents of either of them:		
Depositary's fee	51	34
Bank charges	68	40
	119	74
Other expenses:		
Audit fee	5	5
Professional fees	9	7
	14	12
Total expenses	5,071	2,497

5 Taxation

	2019	2018
	£'000	£'000
Analysis of charge in the year		
Corporation tax	-	-
Overseas tax	66	57
Prior year tax reclaims written off	4	-
Prior year tax adjustment	-	(5)
Total taxation	70	52

The Fund is subject to corporation tax at 20% (2018: 20%), however, the majority of dividends received by the Fund are not liable to corporation tax. Accordingly, the tax deductible expenses substantially exceed the taxable income of the Fund and, as a result, there is no corporation tax charge.

At 30 April 2019, the Fund had excess management expenses of £12,794,000 (2018: £7,853,000) which have not been recognised as a deferred tax asset. This is because the Fund is not expected to generate taxable income in a future period in excess of the deductible expenses of that future period and, accordingly, the Fund is unlikely to be able to reduce future tax liabilities through the use of existing excess expenses.

Notes to the Financial Statements cont.

5 Taxation (continued)

The tax charge is explained as follows:

	2019	2018
	£'000	£'000
Net revenue/(expense) before taxation	(3,928)	(1,587)
Net expense before taxation multiplied by the standard rate of corporation tax of 20% (2018: 20%)	(786)	(317)
Effects of:		
Non-taxable UK dividends	(91)	(77)
Non-taxable overseas dividends	(111)	(102)
Overseas tax on dividends	66	57
Excess management expenses	988	496
Prior year tax reclaims written off	4	-
Prior year tax adjustment	-	(5)
Total taxation	70	52

6 Distributions

	2019	2018
	£'000	£'000
Final to 30 April	1	2
Amounts deducted on cancellation of shares	(245)	(35)
Amounts added on issue of shares	805	455
Total distributions	561	422

The distributions take account of revenue transactions on the issue and cancellation of shares. Details of the distributions per share are set out in the Distribution Table.

7 Reconciliation of net revenue to net distributions for the year

	2019	2018
	£'000	£'000
Net expense after taxation for the year	(3,998)	(1,639)
Add capital transfers for deficits of income	4,559	2,061
Net distributions for the year	561	422

Notes to the Financial Statements cont.

8 Debtors

	2019	2018
	£'000	£'000
Receivable for issue of shares	1,992	2,756
Sales awaiting settlement	3,919	2,177
Accrued income	74	69
Overseas tax recoverable	16	23
VAT recoverable	3	2
Other debtors	20	6
Total debtors	6,024	5,033

9 Cash and bank balances

	2019	2018
	£'000	£'000
Sterling bank accounts	22,065	16,361
Foreign currency bank accounts	14,129	19,548
	36,194	35,909
Sterling bank accounts overdrawn	(4,134)	(1,873)
Total cash and bank balances	32,060	34,036

10 Other creditors

	2019	2018
	£'000	£'000
Payable for cancellation of shares	3,380	50
Purchases awaiting settlement	8,853	5,451
Due to the ACD or associates	519	271
Due to the Depositary or associates	10	8
Other accrued expenses	9	8
Total other creditors	12,771	5,788

11 Related party transactions

Baillie Gifford & Co Limited, as ACD, is regarded as a related party by virtue of the services provided to the Company. Baillie Gifford & Co Limited acts as principal in respect of all transactions of shares in the Company, except where stocks are transferred on the issue or cancellation of shares. The aggregate monies received through issue and paid on cancellation are disclosed in the Statement of Change in Net Assets Attributable to Shareholders. Amounts receivable and payable on the issue and cancellation of shares have been disclosed in notes 8 and 10 respectively.

Amounts paid to Baillie Gifford & Co Limited in respect of ACD fees are disclosed in note 4 with amounts due at the year end given in note 10.

Notes to the Financial Statements cont.

11 Related party transactions (continued)

Shares held by the ACD and associates of the ACD

The shares held by the ACD and associates of the ACD as a percentage of the Fund's NAV were:

	2019	2018
	%	%
ACD and associates of the ACD	0.00	0.00

12 Reconciliation of shares in issue

	2019				
	A Accumulation Shares	B Accumulation Shares	B Income Shares	C Accumulation Shares	C Income Shares
Opening shares in issue	1,681,329	25,741,364	5,220,788	47,920	50
Shares issued	669,164	17,319,710	3,808,010	730	50
Shares cancelled	(224,256)	(2,863,429)	(966,424)	(280)	(50)
Shares converted	(252,328)	214,687	9,319	(450)	-
Closing shares in issue	1,873,909	40,412,332	8,071,693	47,920	50

13 Basis of valuation

	2019	2018
	Assets	Assets
	£'000	£'000
Level 1: Quoted prices	756,635	374,292
Level 2: Observable market data	-	-
Level 3: Unobservable data ¹	-	-
Total	756,635	374,292

¹For further information on the assets included in Level 3, as at 30 April 2019, please refer to the Portfolio Statement.

Notes to the Financial Statements cont.

14 Derivatives and other financial instruments

Currency exposures

A substantial proportion of the net assets of the Fund are denominated in currencies other than sterling, with the effect that the balance sheet and total return can be significantly affected by currency movement.

Currency	Net currency assets/(liabilities)			Net currency assets/(liabilities)		
	2019			2018		
	Monetary exposures £'000	Non-monetary exposures £'000	Total £'000	Monetary exposures £'000	Non-monetary exposures £'000	Total £'000
Australian dollar	-	11,787	11,787	-	8,545	8,545
Danish krone	-	13,276	13,276	-	7,400	7,400
Euro	-	28,787	28,787	-	18,467	18,467
Hong Kong dollar	-	8,640	8,640	-	4,203	4,203
Japanese yen	-	33,640	33,640	-	19,788	19,788
Norwegian krona	-	31	31	-	286	286
Philippine peso	-	835	835	-	682	682
Singapore dollar	-	268	268	-	751	751
Swiss franc	-	14,009	14,009	-	9,991	9,991
UK sterling	17,931	97,345	115,277	14,489	65,003	79,492
US dollar	14,129	548,016	562,144	19,548	239,175	258,723

Short term debtors and creditors have not been disclosed.

The Fund invests in a generally diversified portfolio of assets. Consequently the ACD considers that a single measure of market sensitivity does not accurately reflect the risks faced by the Fund.

Distribution Table

Final distribution for the year ended 30 April 2019

Group 1 : shares purchased prior to 1 May 2018

Group 2 : shares purchased 1 May 2018 to 30 April 2019

	Net Revenue (dividend distribution)	Equalisation	Distribution (paid/accumulated 30.06.19)	Distribution (paid/accumulated 30.06.18)
	30.04.19 pence per share	30.04.19 pence per share	30.04.19 pence per share	30.04.18 pence per share
A Accumulation				
Group 1	-	-	-	-
Group 2	-	-	-	-
B Accumulation				
Group 1	-	-	-	-
Group 2	-	-	-	-
B Income				
Group 1	-	-	-	-
Group 2	-	-	-	-
C Accumulation				
Group 1	2.53000	-	2.53000	3.18000
Group 2	0.41470	2.11530	2.53000	3.18000
C Income				
Group 1	2.00000	-	2.00000	2.70000
Group 2	2.00000	-	2.00000	2.70000

BAILLIE GIFFORD

Baillie Gifford Greater China Fund

a sub-fund of Baillie Gifford Overseas Growth Funds ICVC

*Annual Report & Financial Statements
for the year ended 30 April 2019*



Baillie Gifford Greater China Fund

Investment Objective

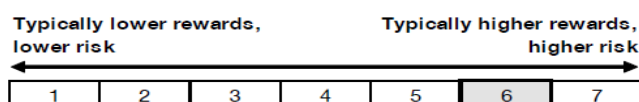
The Fund aims to produce attractive capital growth over the long term.

Investment Policy

To invest primarily in shares of companies that are domiciled, incorporated or conduct a significant portion of their operations in mainland China, Hong Kong or Taiwan. Factors taken into account when considering whether a company conducts a significant portion of its operations in a country include whether the majority of revenues or profits are derived from or the majority of assets are in that country. The Fund may also invest in companies that are listed in mainland China, Hong Kong or Taiwan. From time to time the Fund may be concentrated and hold around forty stocks.

Risk and Reward Profile

The Risk and Reward Indicator table demonstrates where the Fund ranks in terms of its potential risk and reward. The higher the rank the greater the potential reward but the greater the risk of losing money. It is based on past data, may change over time and may not be a reliable indication of the future risk profile of the Fund. The shaded area in the table below shows the Fund's ranking on the Risk and Reward Indicator.



Please note that even the lowest risk class can lose you money and that extreme adverse market circumstances can mean you suffer severe losses in all cases.

The Fund is classified in the category above because it invests in company shares which generally provide higher rewards and higher risks than other investments such as bonds or cash.

The indicator does not take into account the following relevant material risks:

Investment markets can go down as well as up and market conditions can change rapidly. The value of an investment in the Fund, and any income from it, can fall as well as rise and you may not get back the amount invested.

The Fund has exposure to foreign currencies and changes in the rates of exchange will cause the value of any investment, and income from it, to fall as well as rise and you may not get back the amount invested.

Custody of assets, particularly in emerging markets, involves a risk of loss if the custodian becomes insolvent or breaches duties of care.

The Fund's concentration in a particular geographical area or industry may result in large movements in the share price.

The Fund invests in emerging markets where difficulties in trading could arise, resulting in a negative impact on the value of your investment.

Where possible, charges are taken from the Fund's revenue. Where there is insufficient revenue, the remainder will be taken from capital. This will reduce the capital value of the Fund.

The result of the UK Referendum on membership of the European Union introduces elements of political uncertainty and may have practical consequences for the Fund. Developments will be closely monitored.

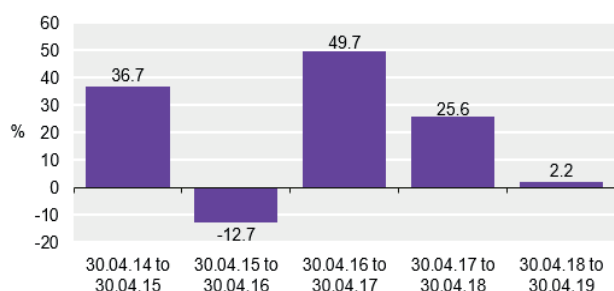
Further details of the risks associated with investing in the Fund can be found in the Prospectus which is available by contacting Client Relations or visiting our website.

Changes To The Fund post Year End

For details of changes to the Fund post year end, please refer to the About the Company section.

Investment Report

Past Performance¹



The performance figures shown in this graph are for Class B Accumulation Shares. Performance figures reflect the ACD's annual fee of 0.72% (until 30 September 2017, the ACD's annual fee on Class B Shares was 0.75%), but exclude any initial charge paid. Please note these returns differ from the return quoted in the Investment Report, which is based on the closing net asset value at the year end. Movements in the prices of company shares in which the Fund invests and foreign exchange rates between the two valuation points can lead to distortions in the returns. Performance for the other share classes in issue can be obtained by contacting Client Relations. You should be aware that past performance is not a guide to future performance.

For the year to 30 April 2019 the return on B Accumulation Shares was 1.4%² compared to the return on the MSCI Golden Dragon Index of 4.7%³, in sterling terms. We believe that shorter-term performance measurements are of limited relevance in assessing investment ability and would suggest that five years is a more sensible timeframe over which to judge performance. Over the five years to 30 April 2019 the return on B Accumulation Shares was 129.7%² compared to the return on the Index of 103.9%³.

Growth in China continues at an attractive pace, despite the many popular concerns about the levels of leverage and the ongoing trade ructions with the US. Domestic demand remains robust, evidenced by the many consumer businesses in which we invest reporting healthy results. Government stimulus has been measured, with the longer-term focus on a rebalancing of the economy away from investment and towards consumption, which is to be applauded.

Portfolio activity during the period has, as is normal been muted. New buys have included Chinese securities businesses, Citic Securities, Haitong Securities and Huatai Securities where we believe that continued development of the Chinese financial system will lead to attractive growth prospects. We have also added positions in Huayu Auto Systems, an A-share listed auto parts company, and Zai Lab, a Chinese pharma company. Both, despite being very different businesses, represent

attractive growth opportunities. To fund this, we have made sales of predominately technology businesses, including ASE Industrial Holdings, Globalwafers, Goertek, JCET and Sohu.

The ethos of Greater China Fund has always been to capture the Chinese growth opportunity in its broadest sense, including the technology and financial centres of Taiwan and Hong Kong. Given the quite staggering development in China over the past decade, and the significant opening up of the domestic A share market, we believe that the time is right to realign our investment universe. Going forward, from 2 May 2019*, we will be investing only in Chinese companies and will change the Fund name to Baillie Gifford China Fund. We rejoice in the progress China has made allowing us to make this change and are excited as ever about the prospects for one of the most important investment themes of our generation.

*We intended to reorganise the portfolio on 2 May 2019. However, additional stock exchange holidays were announced for the Chinese market on 2 and 3 May 2019. This meant we were unable to purchase the Chinese companies as intended until the stock market reopened, completing the reorganisation on 7 May 2019.

Mike Gush and Sophie Earnshaw, 13 May 2019

¹Source: FE, 10am dealing prices, income accumulated. ²Source: Baillie Gifford & Co Limited, closing net asset value, income accumulated. ³Source: FE and relevant underlying index provider, total return. Please see Disclaimer on page 259. You should be aware that past performance is not a guide to future performance.

Principal Holdings as at 30 April 2019

Investment	Percentage of total Fund
Tencent	9.59
Alibaba	9.56
TSMC	8.52
Ping An Insurance	5.51
AIA Group	4.65
CNOOC	3.70
Hong Kong Exchanges & Clearing	2.65
Baidu.com ADR	2.51
Hon Hai Precision	2.32
China Merchants Bank 'H'	2.26

Material Portfolio Changes for the year ended 30 April 2019

Largest Purchases	Cost £'000	Largest Sales	Proceeds £'000
Alibaba	14,822	Alibaba	16,775
Tencent	11,660	Tencent	12,749
TSMC	7,023	TSMC	9,018
Ping An Bank 'A'	1,881	AIA Group	2,964
CNOOC	1,777	Globalwafers	1,383
Huayu Auto Systems 'A'	1,743	Hutchison China Meditech	1,352
China Molybdenum 'H'	1,713	Ctrip.com International	1,319
Ping An Insurance	1,504	Ping An Insurance	1,169
China Merchants Bank 'H'	1,451	ASE Industrial Holding Co	1,096
Brilliance China Automotive	1,245	Mitac Holdings	1,080

Portfolio Statement as at 30 April 2019

Stock description	Holding	Market value £'000	% of total net assets
China - 58.72% (64.74%)			
AAC Technologies Holdings	132,000	654	0.50
Alibaba	87,541	12,460	9.56
Baidu.com ADR	25,672	3,273	2.51
Beigene Ltd	17,689	1,686	1.29
Brilliance China Automotive	2,416,000	2,034	1.56
China Merchants Bank 'H'	776,500	2,946	2.26
China Molybdenum 'H'	5,211,000	1,498	1.15
China Petroleum and Chemicals	2,600,000	1,530	1.17
China Taiping Insurance International	888,660	2,068	1.59
China Vanke Co Ltd H	558,300	1,654	1.27
Citic Securities Co. 'H'	489,000	810	0.62
CNOOC	3,478,000	4,822	3.70
ENN Energy Holdings	238,000	1,724	1.32
Fuyao Glass Industry Grp	489,200	1,315	1.01
Geely Automobile Holdings	800,000	1,231	0.94
Haier Electronics Group Co	592,300	1,297	1.00
Haitong Securities 'H'	621,200	611	0.47
Hikvision 'A'	325,865	1,213	0.93
Huatai Securities 'H'	380,000	547	0.42
Huayu Auto Systems 'A'	732,370	1,962	1.51
Hutchison China Meditech	31,693	729	0.56
JD.Com Inc - ADR	110,265	2,560	1.96
Jiangsu Hengrui Medi 'A'	263,417	1,972	1.51
Kingsoft Corp Ltd	648,000	1,270	0.97
Midea Group 'A'	296,925	1,771	1.36
Minth Group	358,000	866	0.66
NetEase.com ADR	11,117	2,426	1.86
Nexteer	1,005,000	1,205	0.92
Pinduoduo Inc ADR	40,881	697	0.54
Ping An Bank 'A'	1,475,091	2,326	1.78
Ping An Healthcare & Tech	357,800	1,342	1.03
Ping An Insurance	778,000	7,185	5.51
Shenzhou International Group Holdings	254,000	2,615	2.01
Sunny Optical Technology	148,600	1,389	1.07

Portfolio Statement as at 30 April 2019 cont.

Stock description	Holding	Market value £'000	% of total net assets
Zai Lab ADR	47,100	960	0.74
ZTE Corp H	785,080	1,908	1.46
Hong Kong - 22.64% (13.55%)			
AIA Group	776,000	6,066	4.65
ASM Pacific Tech.	115,700	1,028	0.79
BOC Hong Kong	818,500	2,805	2.15
Hong Kong Exchanges & Clearing	130,100	3,458	2.65
Johnson Electric Holdings	328,500	592	0.46
Techtronic Industries	360,500	1,995	1.53
Tencent	329,700	12,501	9.59
Towngas China	1,760,000	1,070	0.82
Taiwan - 16.56% (21.65%)			
AirTac International Group	96,771	990	0.76
Chroma ATE	346,000	1,267	0.97
Eclat Textile Company Ltd	113,900	1,244	0.95
Hiwin Technologies	182,649	1,328	1.02
Hon Hai Precision	1,401,248	3,019	2.32
Largan Precision	12,000	1,384	1.06
Mediatek	171,314	1,255	0.96
TSMC	1,726,649	11,101	8.52
Portfolio of investments		127,659	97.92
Net other assets - 2.08% (0.06%)		2,708	2.08
Net assets		130,367	100.00

All investments are listed on recognised stock exchanges and are approved securities or regulated collective investment schemes within the meaning of the FCA rules unless otherwise stated.

Figures in brackets refer to 30 April 2018.

Comparative Tables

Comparative Table: A Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	448.70	358.91	240.90
Return before operating charges*	9.55	96.92	123.04
Operating charges	(6.60)	(7.13)	(5.03)
Return after operating charges*	2.95	89.79	118.01
Distributions	(0.56)	0.00	(0.92)
Retained distributions on accumulation shares	0.56	0.00	0.92
Closing net asset value per share	451.65	448.70	358.91
*After direct transaction costs of:	0.51	0.82	0.43
Performance:			
Return after charges	0.66%	25.02%	48.99%
Other Information:			
Closing net asset value (£'000)	3,150	3,641	634
Closing number of shares	697,468	811,384	176,703
Operating charges	1.54%	1.57% ¹	1.60%
Direct transaction costs ³	0.12%	0.18%	0.14%
Prices:			
Highest share price (pence)	494.1	496.5	364.5
Lowest share price (pence)	361.6	359.8	228.1

Comparative Tables cont.

Comparative Table: B Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	472.22	374.90	250.53
Return before operating charges*	10.26	101.23	127.24
Operating charges	(3.58)	(3.91)	(2.87)
Return after operating charges*	6.68	97.32	124.37
Distributions	(3.96)	(2.78)	(3.38)
Retained distributions on accumulation shares	3.96	2.78	3.38
Closing net asset value per share	478.90	472.22	374.90
*After direct transaction costs of:	0.54	0.86	0.46
Performance:			
Return after charges	1.41%	25.96%	49.64%
Other Information:			
Closing net asset value (£'000)	114,760	117,090	16,354
Closing number of shares	23,963,054	24,795,308	4,362,299
Operating charges	0.79%	0.82% ²	0.85%
Direct transaction costs ³	0.12%	0.18%	0.14%
Prices:			
Highest share price (pence)	520.4	520.8	380.4
Lowest share price (pence)	382.0	375.9	237.6

Comparative Tables cont.

Comparative Table: B Income Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	428.89	342.54	231.06
Return before operating charges*	9.31	92.42	117.17
Operating charges	(3.24)	(3.53)	(2.60)
Return after operating charges*	6.07	88.89	114.57
Distributions on income shares	(3.60)	(2.54)	(3.09)
Closing net asset value per share	431.36	428.89	342.54
 *After direct transaction costs of:	 0.49	 0.77	 0.42
Performance:			
Return after charges	1.42%	25.95%	49.58%
Other Information:			
Closing net asset value (£'000)	12,450	10,441	3,492
Closing number of shares	2,886,216	2,434,360	1,019,330
Operating charges	0.79%	0.82% ²	0.85%
Direct transaction costs ³	0.12%	0.18%	0.14%
Prices:			
Highest share price (pence)	472.7	475.8	350.7
Lowest share price (pence)	346.9	343.4	219.7

Comparative Tables cont.

Comparative Table: C Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	467.34	402.80	267.27
Return before operating charges*	55.07	64.97	135.88
Operating charges	(0.34)	(0.43)	(0.35)
Return after operating charges*	54.73	64.54	135.53
Distributions	(7.81)	(6.65)	(6.12)
Retained distributions on accumulation shares	7.81	6.65	6.12
Closing net asset value per share	522.07	467.34	402.80
*After direct transaction costs of:	0.59	0.87	0.47
Performance:			
Return after charges	11.71%	16.02%	50.71%
Other Information:			
Closing net asset value (£'000)	5	5	2,809
Closing number of shares	1,000	1,000	697,469
Operating charges	0.07%	0.09%	0.10%
Direct transaction costs ³	0.12%	0.18%	0.14%
Prices:			
Highest share price (pence)	563.7	561.9	408.4
Lowest share price (pence)	414.9	404.0	253.5

Comparative Tables cont.

Comparative Table: C Income Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	431.68	344.36	231.84
Return before operating charges*	9.56	93.17	118.17
Operating charges	(0.29)	(0.38)	(0.30)
Return after operating charges*	9.27	92.79	117.87
Distributions on income shares	(6.82)	(5.47)	(5.35)
Closing net asset value per share	434.13	431.68	344.36
*After direct transaction costs of:			
	0.50	0.77	0.41
Performance:			
Return after charges	2.15%	26.95%	50.84%
Other Information:			
Closing net asset value (£'000)	2	2	2
Closing number of shares	500	500	500
Operating charges	0.07%	0.09%	0.10%
Direct transaction costs ³	0.12%	0.18%	0.14%
Prices:			
Highest share price (pence)	475.6	480.3	354.6
Lowest share price (pence)	350.1	345.3	220.6

¹With effect from 1 October 2017, the ACD's annual fee for Class A shares was reduced from 1.50% to 1.47%. As at 30 April 2018, the ACD considered 1.56% to be a more indicative rate for the ongoing charges figure.

²With effect from 1 October 2017, the ACD's annual fee for Class B shares was reduced from 0.75% to 0.72%. As at 30 April 2018, the ACD considered 0.81% to be a more indicative rate for the ongoing charges figure.

³The Fund incurs broker commission and transfer taxes/stamp duty as a necessary part of buying and selling the Fund's underlying investments in order to achieve the investment objective. In the case of shares; broker commissions, transfer taxes and stamp duty may be paid by the Fund on transactions.

A dilution adjustment is made whenever dealings in the shares of the Fund result in shares being issued or cancelled by the Company. The adjustment will take account of any spread between the buying and selling prices of the Fund's investments and the costs (which may include dealing charges and taxes) of acquiring or disposing of such investments. Please note that the direct transaction cost disclosures above do not include the dilution adjustment charges. For further details on dilution adjustment charges please see the General Information section.

Financial Statements

Statement of Total Return for the year ended 30 April 2019

		2019		2018	
	Notes	£'000	£'000	£'000	£'000
Income					
Net capital gains/(losses)	1		775		6,085
Revenue	3	2,092		693	
Expenses	4	(893)		(671)	
Net revenue before taxation		1,199		22	
Taxation	5	(141)		(44)	
Net revenue/(expense) after taxation			1,058		(22)
Total return before distributions			1,833		6,063
Distributions	6		(1,057)		17
Change in net assets attributable to shareholders from investment activities			776		6,080

Statement of Change in Net Assets Attributable to Shareholders for the year ended 30 April 2019

	2019		2018	
	£'000	£'000	£'000	£'000
Opening net assets attributable to shareholders		131,178		23,291
Amounts receivable on issue of shares	32,043		120,764	
Amounts payable on cancellation of shares	(34,699)		(19,883)	
		(2,656)		100,881
Dilution adjustment		116		237
Change in net assets attributable to shareholders from investment activities		776		6,080
Retained distributions on accumulation shares		953		689
Closing net assets attributable to shareholders		130,367		131,178

Financial Statements cont.

Balance Sheet as at 30 April 2019

	Notes	2019 £'000	2018 £'000
Assets:			
Fixed assets:			
Investments	13	127,659	131,101
Current assets:			
Debtors	8	424	4,555
Cash and bank balances	9	2,628	3,339
Total assets		130,711	138,995
Liabilities:			
Creditors:			
Distributions payable		(104)	(62)
Other creditors	10	(240)	(7,755)
Total liabilities		(344)	(7,817)
Net assets attributable to shareholders		130,367	131,178

Notes to the Financial Statements

1 Net capital gains/(losses)

	2019	2018
	£'000	£'000
Non-derivative securities	775	6,036
Currency gains/(losses)	18	97
Transaction costs	(18)	(48)
Net capital gains/(losses)	775	6,085

2 Purchases, sales and transaction costs

	2019	2018
	£'000	£'000
Purchases and transaction costs		
Gross purchases of equities excluding transaction costs	60,092	127,508
Commissions	19	54
Taxes	30	64
Total transaction costs on equity purchases ¹	49	118
Purchases including transaction costs	60,141	127,626

¹These amounts have been deducted in determining net capital gains/(losses).

	2019	2018
	%	%
Transaction costs as a percentage of principal amount		
Commission on equity purchases	0.03	0.04
Taxes on equity purchases	0.05	0.05

	2019	2018
	£'000	£'000
Sales and transaction costs		
Gross sales of equities excluding transaction costs	64,450	25,440
Commissions	(18)	(7)
Taxes	(75)	(33)
Total transaction costs on equity sales ¹	(93)	(40)
Sales net of transaction costs	64,357	25,400

¹These amounts have been deducted in determining net capital gains/(losses).

Notes to the Financial Statements cont.

2 Purchases, sales and transaction costs (continued)

	2019	2018
	%	%
Transaction costs as a percentage of principal amount		
Commission on equity sales	(0.03)	(0.03)
Taxes on equity sales	(0.12)	(0.13)

	2019		2018	
	£'000	% of average NAV	£'000	% of average NAV
Portfolio transaction costs				
Commissions	37	0.03	61	0.07
Taxes	105	0.09	97	0.11
Total direct transaction costs	142	0.12	158	0.18

	2019	2018
	%	%
Average portfolio dealing spread	0.11	0.12

The Fund incurs broker commission and transfer taxes/stamp duty as a necessary part of buying and selling the Fund's underlying investments in order to achieve the investment objective. In the case of shares; broker commissions, transfer taxes and stamp duty may be paid by the Fund on transactions.

Dilution adjustment charges, which do not form part of the direct transaction costs disclosures above, may be incurred as a result of trading in underlying Funds. For further details on dilution adjustment charges please see the General Information section.

Dealing spread is the difference in the buying and selling prices of the underlying investments. Dealing spreads vary considerably depending on the transaction value and market sentiment. The Fund may have holdings in single priced funds. The notional spread on these holdings is not included in the average dealing spread calculated for this Fund.

3 Revenue

	2019	2018
	£'000	£'000
Overseas dividends	2,088	693
Bank interest	4	-
Total revenue	2,092	693

Notes to the Financial Statements cont.

4 Expenses

	2019	2018
	£'000	£'000
Payable to the ACD, associates of the ACD and agents of either of them:		
ACD's periodic charge	840	641
Expenses rebate	(2)	(20)
	838	621
Payable to the Depositary, associates of the Depositary and agents of either of them:		
Depositary's fee	9	9
Bank charges	31	25
	40	34
Other expenses:		
Audit fee	4	4
Professional fees	11	12
	15	16
Total expenses	893	671

5 Taxation

	2019	2018
	£'000	£'000
Analysis of charge in the year		
Corporation tax	-	-
Overseas tax	141	44
Total taxation	141	44

The Fund is subject to corporation tax at 20% (2018: 20%), however, the majority of dividends received by the Fund are not liable to corporation tax. Accordingly, the tax deductible expenses substantially exceed the taxable income of the Fund and, as a result, there is no corporation tax charge.

At 30 April 2019, the Fund had excess management expenses of £2,401,000 (2018: £1,511,000) which have not been recognised as a deferred tax asset. This is because the Fund is not expected to generate taxable income in a future period in excess of the deductible expenses of that future period and, accordingly, the Fund is unlikely to be able to reduce future tax liabilities through the use of existing excess expenses.

Notes to the Financial Statements cont.

5 Taxation (continued)

The tax charge is explained as follows:

	2019	2018
	£'000	£'000
Net revenue/(expense) before taxation	1,199	22
Net revenue before taxation multiplied by the standard rate of corporation tax of 20% (2018: 20%)	240	4
Effects of:		
Non-taxable overseas dividends	(418)	(139)
Overseas tax on dividends	141	44
Excess management expenses	178	135
Total taxation	141	44

6 Distributions

	2019	2018
	£'000	£'000
Final to 30 April	1,057	751
Amounts deducted on cancellation of shares	309	165
Amounts added on issue of shares	(309)	(933)
Total distributions	1,057	(17)

The distributions take account of revenue transactions on the issue and cancellation of shares. Details of the distributions per share are set out in the Distribution Table.

7 Reconciliation of net revenue to net distributions for the year

	2019	2018
	£'000	£'000
Net revenue/(expense) after taxation for the year	1,058	(22)
Add capital transfers for deficits of income	-	6
Add distributable revenue brought forward	1	-
Less distributable revenue carried forward	(2)	(1)
Net distributions for the year	1,057	(17)

Notes to the Financial Statements cont.

8 Debtors

	2019	2018
	£'000	£'000
Receivable for issue of shares	144	16
Sales awaiting settlement	279	4,489
Accrued income	-	35
VAT recoverable	-	2
Amounts due from ACD	-	13
Other debtors	1	-
Total debtors	424	4,555

9 Cash and bank balances

	2019	2018
	£'000	£'000
Sterling bank accounts	2,150	976
Foreign currency bank accounts	478	2,363
Total cash and bank balances	2,628	3,339

10 Other creditors

	2019	2018
	£'000	£'000
Payable for cancellation of shares	32	448
Purchases awaiting settlement	118	7,210
Due to the ACD or associates	82	85
Due to the Depositary or associates	5	8
Other accrued expenses	3	4
Total other creditors	240	7,755

11 Related party transactions

Baillie Gifford & Co Limited, as ACD, is regarded as a related party by virtue of the services provided to the Company. Baillie Gifford & Co Limited acts as principal in respect of all transactions of shares in the Company, except where stocks are transferred on the issue or cancellation of shares. The aggregate monies received through issue and paid on cancellation are disclosed in the Statement of Change in Net Assets Attributable to Shareholders. Amounts receivable and payable on the issue and cancellation of shares have been disclosed in notes 8 and 10 respectively.

Amounts paid to Baillie Gifford & Co Limited in respect of ACD fees are disclosed in note 4 with amounts due at the year end given in note 10. During the year Baillie Gifford & Co Limited deemed it appropriate to reimburse expenses to the Fund. The amount of expenses reimbursed is given in note 4 with amounts receivable at the year end given in note 8.

Notes to the Financial Statements cont.

11 Related party transactions (continued)

Shares held by the ACD and associates of the ACD

The shares held by the ACD and associates of the ACD as a percentage of the Fund's NAV were:

	2019	2018
	%	%
ACD and associates of the ACD	0.01	0.01

12 Reconciliation of shares in issue

	2019				
	A Accumulation Shares	B Accumulation Shares	B Income Shares	C Accumulation Shares	C Income Shares
Opening shares in issue	811,384	24,795,309	2,434,359	1,000	500
Shares issued	270,766	5,886,967	1,044,449	1,000	650
Shares cancelled	(333,374)	(6,767,713)	(592,592)	(1,000)	(650)
Shares converted	(51,308)	48,491	-	-	-
Closing shares in issue	697,468	23,963,054	2,886,216	1,000	500

13 Basis of valuation

	2019	2018
	Assets	Assets
	£'000	£'000
Level 1: Quoted prices	127,659	126,876
Level 2: Observable market data	-	-
Level 3: Unobservable data ¹	-	4,225
Total	127,659	131,101

¹ZTE Corp H was suspended on 17 April 2018 following US trade sanctions being imposed on the company. The Investment Adviser valued the stock using the market price of the last trade prior to 30 April 2018. The stock resumed trading on 13 June 2018.

ASE Industrial Holding Co Ltd was suspended on 18 April 2018 pending a merger transaction. The Investment Adviser valued the stock using the market price of the last trade prior to 30 April 2018.

Ping An Healthcare and Tech was unlisted on 30 April 2018 pending an Initial Public Offering on 4 May 2018. The Investment Adviser valued the stock using the expected offer price range.

Notes to the Financial Statements cont.

14 Derivatives and other financial instruments

Currency exposures

A substantial proportion of the net assets of the Fund are denominated in currencies other than sterling, with the effect that the balance sheet and total return can be significantly affected by currency movement.

Currency	Net currency assets/(liabilities)			Net currency assets/(liabilities)		
	2019			2018		
	Monetary exposures £'000	Non-monetary exposures £'000	Total £'000	Monetary exposures £'000	Non-monetary exposures £'000	Total £'000
Chinese yuan	-	9,244	9,244	579	7,686	8,265
Hong Kong dollar	-	72,036	72,036	144	66,133	66,277
Taiwanese dollar	84	21,588	21,672	-	28,395	28,395
UK sterling	2,150	-	2,150	976	-	976
US dollar	394	24,791	25,185	1,640	28,887	30,527

Short term debtors and creditors have not been disclosed.

The Fund invests in a generally diversified portfolio of assets. Consequently the ACD considers that a single measure of market sensitivity does not accurately reflect the risks faced by the Fund.

Distribution Table

Final distribution for the year ended 30 April 2019

Group 1 : shares purchased prior to 1 May 2018

Group 2 : shares purchased 1 May 2018 to 30 April 2019

	Net Revenue (dividend distribution)	Equalisation	Distribution (paid/accumulated 30.06.19)	Distribution (paid/accumulated 30.06.18)
	30.04.19 pence per share	30.04.19 pence per share	30.04.19 pence per share	30.04.18 pence per share
A Accumulation				
Group 1	0.56000	-	0.56000	-
Group 2	-	0.56000	0.56000	-
B Accumulation				
Group 1	3.96000	-	3.96000	2.78000
Group 2	-	3.96000	3.96000	2.78000
B Income				
Group 1	3.60000	-	3.60000	2.54000
Group 2	0.01355	3.58645	3.60000	2.54000
C Accumulation				
Group 1	7.81000	-	7.81000	6.65000
Group 2	7.81000	-	7.81000	6.65000
C Income				
Group 1	6.82000	-	6.82000	5.47000
Group 2	6.82000	-	6.82000	5.47000

BAILLIE GIFFORD

Baillie Gifford Japanese Fund

a sub-fund of Baillie Gifford Overseas Growth Funds ICVC

*Annual Report & Financial Statements
for the year ended 30 April 2019*



Baillie Gifford Japanese Fund

Investment Objective

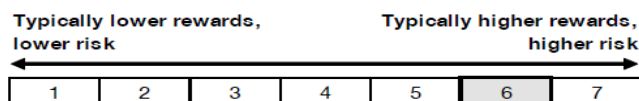
The Fund aims to produce attractive capital growth over the long term.

Investment Policy

To invest in any economic sector in Japan. Investment will be mainly in shares of companies.

Risk and Reward Profile

The Risk and Reward Indicator table demonstrates where the Fund ranks in terms of its potential risk and reward. The higher the rank the greater the potential reward but the greater the risk of losing money. It is based on past data, may change over time and may not be a reliable indication of the future risk profile of the Fund. The shaded area in the table below shows the Fund's ranking on the Risk and Reward Indicator.



Please note that even the lowest risk class can lose you money and that extreme adverse market circumstances can mean you suffer severe losses in all cases.

The Fund is classified in the category above because it invests in company shares which generally provide higher rewards and higher risks than other investments such as bonds or cash.

The indicator does not take into account the following relevant material risks:

Investment markets can go down as well as up and market conditions can change rapidly. The value of an investment in the Fund, and any income from it, can fall as well as rise and you may not get back the amount invested.

The Fund has exposure to foreign currencies and changes in the rates of exchange will cause the value of any investment, and income from it, to fall as well as rise and you may not get back the amount invested.

Custody of assets involves a risk of loss if the custodian becomes insolvent or breaches duties of care.

The Fund's exposure to a single market and currency may increase share price movements.

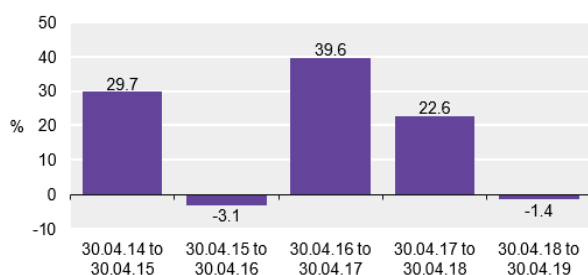
Where possible, charges are taken from the Fund's revenue. Where there is insufficient revenue, the remainder will be taken from capital. This will reduce the capital value of the Fund.

The result of the UK Referendum on membership of the European Union introduces elements of political uncertainty and may have practical consequences for the Fund. Developments will be closely monitored.

Further details of the risks associated with investing in the Fund can be found in the Prospectus which is available by contacting Client Relations or visiting our website.

Investment Report

Past Performance¹



The performance figures shown in this graph are for Class B Accumulation Shares. Performance figures reflect the ACD's annual fee of 0.60% (until 30 September 2017, the ACD's annual fee on Class B Shares was 0.65%), but exclude any initial charge paid. Please note these returns differ from the return quoted in the Investment Report, which is based on the closing net asset value at the year end. Movements in the prices of company shares in which the Fund invests and foreign exchange rates between the two valuation points can lead to distortions in the returns. Performance for the other share classes in issue can be obtained by contacting Client Relations. You should be aware that past performance is not a guide to future performance.

For the year to 30 April 2019 the return on B Accumulation Shares was -1.5%² compared to the return on the Topix Index of -2.8%³, in sterling terms. We believe that the shorter-term performance measurements are of limited relevance in assessing investment ability and would suggest that five years is a more sensible timeframe over which to judge performance. Over the five years to 30 April 2019 the return on B Accumulation Shares was 109.9%² compared to the return on the Index of 84.9%³.

Despite a promising start to the year, markets fell in the final quarter of 2018 on the back of slowing global growth, the prospects of central bank tightening and the continuation of the internecine US-China trade war. The cyclicity of several holdings exacerbated the effect of these concerns on the Fund's performance. However, as long-term investors we remain excited by the structural growth opportunities underpinning each company. A promising recovery for equity markets in early 2019 failed to recover lost ground, with the Fund posting disappointing numbers for the year.

During the period, portfolio turnover was low in keeping with the strategy's long-term investment approach. We took advantage of the prevailing negative sentiment to invest in high-quality businesses that exhibited unwarranted share price weakness. These

included Japanese drugstore company Sugi Holdings, well positioned against the backdrop of aging demographics and rising demands on healthcare and Infomart, a cloud-based internet platform connecting restaurants to suppliers, allowing businesses to cut costs and reduce their dependence on an increasingly tight labour market. We also took a new holding in Sysmex Corporation, which benefits from a leading position within the uncorrelated and niche market of haematology diagnostics.

These new positions were funded from holdings which had either performed well or where our view had become less differentiated from the market. These included shipping company Mitsui OSK Lines, life insurance firm Dai Ichi Life and the light commercial vehicle specialist Isuzu Motors.

Turning to performance, the largest positive contribution during the past year was made by the Japanese internet conglomerate, SoftBank Group, whose share price performance can be attributed to a combination of positive operating performance, the announcement of a buy-back programme (approximately 10% of shares), and its large stake in the Chinese e-commerce group Alibaba. It was also a strong year for Rakuten which had been weak the previous year owing to concerns over their intention to become a mobile

¹Source: FE, 10am dealing prices, income accumulated. ²Source: Baillie Gifford & Co Limited, closing net asset value, income accumulated. ³Source: FE and relevant underlying index provider, total return. Please see Disclaimer on page 259. You should be aware that past performance is not a guide to future performance.

Investment Report cont.

telecom operator. Towards the end of the year it saw its shares rebound after a number of its unlisted investments listed successfully on public markets, realising gains for the company. On the negative side it was a disappointing year for oil and gas exploration company INPEX due to falling liquified natural gas prices, and ZOZO Inc, the leading online apparel retailer in Japan due to a number of strategy mishaps. The infancy of Japanese e-commerce provides a prodigious growth opportunity but an equally competitive one for the likes of ZOZO Inc.

Baillie Gifford & Co, 10 May 2019

Principal Holdings as at 30 April 2019

Investment	Percentage of total Fund
SoftBank Group	8.49
Rakuten	4.35
INPEX	3.96
Sumitomo Mitsui Trust	3.90
SBI Holdings	3.82
Kubota	3.09
Misumi	2.87
Toyota Motor	2.67
FANUC	2.66
GMO Internet	2.42

Material Portfolio Changes for the year ended 30 April 2019

Largest Purchases	Cost £'000	Largest Sales	Proceeds £'000
Rakuten	45,685	Dai-Ichi Life insurance	30,585
SoftBank Group	40,897	Isuzu Motors	30,355
FANUC	25,140	Digital Garage	26,507
Colopl Inc	23,295	Pan Pacific International Holdings.	23,399
Sugi Holdings	22,437	Mitsui Osk Lines	12,531
Sysmex Corp.	21,832	Advantest Corp	11,191
INPEX	21,366	Persol Holdings	10,824
Makita Corporation	20,788	Toshiba Tec	6,355
Misumi	18,267	Toyota Motor	6,111
Sumitomo Mitsui Trust	18,051	F@N Communications Inc	6,093

Portfolio Statement as at 30 April 2019

Stock description	Holding	Market value £'000	% of total net assets
Commerce - 12.57% (13.20%)			
Misumi	4,163,600	82,530	2.87
Mitsubishi Corp.	1,878,100	39,530	1.37
Mitsui	4,752,200	58,718	2.04
Nitori	374,900	34,212	1.19
Pan Pacific International Holdings.	713,600	35,239	1.22
Sugi Holdings	669,300	25,860	0.90
Toyota Tsusho Corp	1,713,100	43,419	1.51
ZOZO Inc	3,116,000	42,171	1.47
Finance & Insurance - 13.54% (16.34%)			
Bank Of Kyoto	1,383,700	45,744	1.59
Japan Exchange Group	4,770,000	59,398	2.06
MS&AD Insurance	2,634,500	62,381	2.17
SBI Holdings	6,715,936	109,763	3.82
Sumitomo Mitsui Trust	4,221,200	112,337	3.90
Manufacturing - 41.32% (40.45%)			
Advantest Corp	1,101,600	23,823	0.83
Asahi Group Holdings	1,347,300	44,810	1.56
Asics	2,697,300	25,358	0.88
Disco	233,700	30,711	1.07
DMG Mori	2,084,900	22,831	0.79
FANUC	535,000	76,550	2.66
Kao	902,000	53,159	1.85
Keyence	111,300	52,985	1.84
Kubota	7,678,300	89,002	3.09
Kyocera	1,057,200	52,353	1.82
Makita Corporation	791,300	22,072	0.77
Mazda Motor	4,587,200	41,561	1.44
Murata	935,800	38,413	1.34
Nidec	428,100	46,542	1.62
Nintendo	194,600	50,931	1.77
Nippon Electric Glass	1,364,700	28,667	1.00
Peptidream	618,800	25,529	0.89

Portfolio Statement as at 30 April 2019 cont.

Stock description	Holding	Market value £'000	% of total net assets
SMC	172,900	54,849	1.91
Sony	1,476,200	52,991	1.84
Subaru Corp	1,508,600	28,267	0.98
Sumitomo Metal Mining Co Ltd	2,386,500	57,183	1.99
Sysmex Corp.	473,600	20,719	0.72
Topcon Corp	3,696,300	34,241	1.19
Toshiba Tec	189,100	3,998	0.14
Toyota Motor	1,617,700	76,933	2.67
Tsumura	1,920,500	45,171	1.57
Wacom Co Ltd	8,697,400	26,776	0.93
Yaskawa Electric	2,208,300	62,282	2.16
Mining - 4.69% (5.61%)			
INPEX	15,275,800	113,731	3.96
Japan Petroleum Exploration	1,263,900	21,040	0.73
Real Estate - 3.68% (4.42%)			
Iida Group Holdings	2,258,500	29,228	1.02
Mitsubishi Estate	2,119,400	27,377	0.95
Park24 Co Ltd	1,252,300	20,122	0.70
Tokyo Tatemono	3,386,300	29,177	1.01
Services - 9.37% (6.95%)			
Cookpad	2,119,300	3,941	0.14
CyberAgent Inc	1,342,000	40,946	1.42
H.I.S	1,020,600	24,883	0.87
Infomart Corp	1,682,400	18,737	0.65
Kakaku.com	1,895,200	29,761	1.03
Lifull Co Ltd	3,122,000	12,901	0.45
Persol Holdings	917,800	13,173	0.46
Rakuten	14,716,600	125,177	4.35
Transport And Communications - 14.22% (11.64%)			
Broadleaf	3,548,800	13,956	0.49
Colopl Inc	5,803,500	26,980	0.94

Portfolio Statement as at 30 April 2019 cont.

Stock description	Holding	Market value £'000	% of total net assets
Digital Garage	840,700	18,702	0.65
GMO Internet	5,879,700	69,612	2.42
Gree	5,398,900	16,064	0.56
Mercari Inc	813,800	19,253	0.67
SoftBank Group	3,070,300	244,344	8.49
Portfolio of investments		2,859,114	99.39
Net other assets - 0.61% (1.39%)		17,506	0.61
Net assets		2,876,620	100.00

All investments are listed on recognised stock exchanges and are approved securities or regulated collective investment schemes within the meaning of the FCA rules unless otherwise stated.

Figures in brackets refer to 30 April 2018.

Comparative Tables

Comparative Table: A Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	1,443.97	1,196.33	889.57
Return before operating charges*	(12.47)	268.12	323.37
Operating charges	(20.55)	(20.48)	(16.61)
Return after operating charges*	(33.02)	247.64	306.76
Distributions	(4.32)	(0.54)	(1.53)
Retained distributions on accumulation shares	4.32	0.54	1.53
Closing net asset value per share	1,410.95	1,443.97	1,196.33
*After direct transaction costs of:	0.14	0.27	0.11
Performance:			
Return after charges	(2.29)%	20.70%	34.48%
Other Information:			
Closing net asset value (£'000)	21,237	20,189	15,403
Closing number of shares	1,505,168	1,398,177	1,287,495
Operating charges	1.47%	1.50% ¹	1.52%
Direct transaction costs ³	0.01%	0.02%	0.01%
Prices:			
Highest share price (pence)	1,524	1,528	1,256
Lowest share price (pence)	1,234	1,208	856.3

Comparative Tables cont.

Comparative Table: B Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	1,668.66	1,370.74	1,010.66
Return before operating charges*	(14.17)	308.18	368.59
Operating charges	(10.08)	(10.26)	(8.51)
Return after operating charges*	(24.25)	297.92	360.08
Distributions	(18.85)	(14.03)	(12.39)
Retained distributions on accumulation shares	18.85	14.03	12.39
Closing net asset value per share	1,644.41	1,668.66	1,370.74
*After direct transaction costs of:	0.16	0.32	0.13
Performance:			
Return after charges	(1.45)%	21.73%	35.63%
Other Information:			
Closing net asset value (£'000)	1,757,503	1,877,147	1,105,398
Closing number of shares	106,877,672	112,494,283	80,642,665
Operating charges	0.62%	0.65% ²	0.67%
Direct transaction costs ³	0.01%	0.02%	0.01%
Prices:			
Highest share price (pence)	1,767	1,762	1,437
Lowest share price (pence)	1,434	1,385	973.0

Comparative Tables cont.

Comparative Table: B Income Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	1,492.11	1,236.09	919.93
Return before operating charges*	(12.63)	277.95	335.12
Operating charges	(8.95)	(9.28)	(7.68)
Return after operating charges*	(21.58)	268.67	327.44
Distributions on income shares	(16.86)	(12.65)	(11.28)
Closing net asset value per share	1,453.67	1,492.11	1,236.09
 *After direct transaction costs of:	 0.14	 0.29	 0.11
Performance:			
Return after charges	(1.45)%	21.74%	35.59%
Other Information:			
Closing net asset value (£'000)	460,400	450,278	220,104
Closing number of shares	31,671,657	30,177,249	17,806,547
Operating charges	0.62%	0.65% ²	0.67%
Direct transaction costs ³	0.01%	0.02%	0.01%
Prices:			
Highest share price (pence)	1,580	1,589	1,308
Lowest share price (pence)	1,282	1,249	885.4

Comparative Tables cont.

Comparative Table: C Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	1,863.65	1,521.40	1,114.51
Return before operating charges*	(15.67)	342.77	407.30
Operating charges	(0.36)	(0.52)	(0.41)
Return after operating charges*	(16.03)	342.25	406.89
Distributions	(32.05)	(26.51)	(22.72)
Retained distributions on accumulation shares	32.05	26.51	22.72
Closing net asset value per share	1,847.62	1,863.65	1,521.40
*After direct transaction costs of:	0.18	0.35	0.14
Performance:			
Return after charges	(0.86)%	22.50%	36.51%
Other Information:			
Closing net asset value (£'000)	221,586	236,598	233,951
Closing number of shares	11,993,057	12,695,399	15,377,343
Operating charges	0.02%	0.03%	0.03%
Direct transaction costs ³	0.01%	0.02%	0.01%
Prices:			
Highest share price (pence)	1,979	1,965	1,594
Lowest share price (pence)	1,608	1,537	1,073

Comparative Tables cont.

Comparative Table: C Income Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	1,501.36	1,243.31	925.00
Return before operating charges*	(12.45)	280.17	337.51
Operating charges	(0.29)	(0.43)	(0.35)
Return after operating charges*	(12.74)	279.74	337.16
Distributions on income shares	(25.82)	(21.69)	(18.85)
Closing net asset value per share	1,462.80	1,501.36	1,243.31
 *After direct transaction costs of:	 0.15	 0.29	 0.11
Performance:			
Return after charges	(0.85)%	22.50%	36.45%
Other Information:			
Closing net asset value (£'000)	4	5	4
Closing number of shares	300	300	300
Operating charges	0.02%	0.03%	0.03%
Direct transaction costs ³	0.01%	0.02%	0.01%
Prices:			
Highest share price (pence)	1,594	1,606	1,322
Lowest share price (pence)	1,296	1,256	890.2

Comparative Tables cont.

Comparative Table: W1 Accumulation Shares

		Financial Period Ended 30 April 2019 (pence per share)
Change in net assets per share:		
Opening net asset value per share		1,539.00 ⁴
Return before operating charges*		108.25
Operating charges		(1.19)
Return after operating charges*		107.06
Distributions		(11.11)
Retained distributions on accumulation shares		11.11
Closing net asset value per share		1,646.06
*After direct transaction costs of:		0.03
Performance:		
Return after charges		6.96%
Other Information:		
Closing net asset value (£'000)		43,671
Closing number of shares		2,653,093
Operating charges		0.44% ⁵
Direct transaction costs ³		0.01%
Prices:		
Highest share price (pence)		1,667
Lowest share price (pence)		1,520

Comparative Tables cont.

Comparative Table: W1 Income Shares

		Financial Period Ended 30 April 2019 (pence per share)
Change in net assets per share:		
Opening net asset value per share		1,376.00 ⁴
Return before operating charges*		96.78
Operating charges		(1.06)
Return after operating charges*		95.72
Distributions on income shares		(9.94)
Closing net asset value per share		1,461.78
*After direct transaction costs of:		0.02
Performance:		
Return after charges		6.96%
Other Information:		
Closing net asset value (£'000)		245,274
Closing number of shares		16,779,134
Operating charges		0.44% ⁵
Direct transaction costs ³		0.01%
Prices:		
Highest share price (pence)		1,490
Lowest share price (pence)		1,359

Comparative Tables cont.

Comparative Table: W6 Accumulation Shares

	Financial Period Ended 30 April 2019 (pence per share)
Change in net assets per share:	
Opening net asset value per share	1,573.00 ⁶
Return before operating charges*	67.31
Operating charges	(3.75)
Return after operating charges*	63.56
Distributions	(11.62)
Retained distributions on accumulation shares	11.62
Closing net asset value per share	1,636.56
*After direct transaction costs of:	0.08
Performance:	
Return after charges	4.04%
Other Information:	
Closing net asset value (£'000)	123,904
Closing number of shares	7,570,979
Operating charges	0.49%
Direct transaction costs ³	0.01%
Prices:	
Highest share price (pence)	1,657
Lowest share price (pence)	1,427

Comparative Tables cont.

Comparative Table: W6 Income Shares

	Financial Period Ended 30 April 2019 (pence per share)
Change in net assets per share:	
Opening net asset value per share	1,407.00 ⁶
Return before operating charges*	60.24
Operating charges	(3.40)
Return after operating charges*	56.84
Distributions on income shares	(10.39)
Closing net asset value per share	1,453.45
 *After direct transaction costs of:	 0.07
Performance:	
Return after charges	4.04%
Other Information:	
Closing net asset value (£'000)	3,041
Closing number of shares	209,217
Operating charges	0.49%
Direct transaction costs ³	0.01%
Prices:	
Highest share price (pence)	1,482
Lowest share price (pence)	1,276

¹With effect from 1 October 2017, the ACD's annual fee for Class A shares was reduced from 1.50% to 1.45%. As at 30 April 2018, the ACD considered 1.48% to be a more indicative rate for the ongoing charges figure.

²With effect from 1 October 2017, the ACD's annual fee for Class B shares was reduced from 0.65% to 0.60%. As at 30 April 2018, the ACD considered 0.63% to be a more indicative rate for the ongoing charges figure.

³The Fund incurs broker commission and transfer taxes/stamp duty as a necessary part of buying and selling the Fund's underlying investments in order to achieve the investment objective. In the case of shares; broker commissions, transfer taxes and stamp duty may be paid by the Fund on transactions.

A dilution adjustment is made whenever dealings in the shares of the Fund result in shares being issued or cancelled by the Company. The adjustment will take account of any spread between the buying and selling prices of the Fund's investments and the costs (which may include dealing charges and taxes) of acquiring or disposing of such investments. Please note that the direct transaction cost disclosures above do not include the dilution adjustment charges. For further details on dilution adjustment charges please see the General Information section.

⁴Class W1 Shares were launched on 1 March 2019.

⁵As at 30 April 2019 the ACD considered 0.46% to be a more indicative rate for the ongoing charges figure for W1 Income and W1 Accumulation shares.

⁶Class W6 Shares were launched on 1 November 2018.

Financial Statements

Statement of Total Return for the year ended 30 April 2019

		2019		2018	
	Notes	£'000	£'000	£'000	£'000
Income					
Net capital gains/(losses)	1		(68,893)		351,424
Revenue	3	54,953		37,817	
Expenses	4	(15,492)		(12,229)	
Net revenue before taxation		39,461		25,588	
Taxation	5	(5,486)		(3,857)	
Net revenue after taxation			33,975		21,731
Total return before distributions			(34,918)		373,155
Distributions	6		(33,976)		(21,724)
Change in net assets attributable to shareholders from investment activities			(68,894)		351,431

Statement of Change in Net Assets Attributable to Shareholders for the year ended 30 April 2019

	2019		2018	
	£'000	£'000	£'000	£'000
Opening net assets attributable to shareholders		2,584,217		1,574,860
Amounts receivable on issue of shares	708,630		816,325	
Amounts payable on cancellation of shares	(351,242)		(178,351)	
Stocks transferred out on cancellation of shares	(22,187)		-	
		335,201		637,974
Dilution adjustment		866		796
Change in net assets attributable to shareholders from investment activities		(68,894)		351,431
Retained distributions on accumulation shares		25,230		19,156
Closing net assets attributable to shareholders		2,876,620		2,584,217

Financial Statements cont.

Balance Sheet as at 30 April 2019

	Notes	2019 £'000	2018 £'000
Assets:			
Fixed assets:			
Investments	13	2,859,114	2,548,316
Current assets:			
Debtors	8	40,882	36,258
Cash and bank balances	9	34,486	29,785
Total assets		2,934,482	2,614,359
Liabilities:			
Creditors:			
Bank overdrafts	9	(6,222)	-
Distributions payable		(7,030)	(3,818)
Other creditors	10	(44,610)	(26,324)
Total liabilities		(57,862)	(30,142)
Net assets attributable to shareholders		2,876,620	2,584,217

Notes to the Financial Statements

1 Net capital gains/(losses)

	2019	2018
	£'000	£'000
Non-derivative securities	(68,392)	351,908
Currency gains/(losses)	(486)	(474)
Transaction costs	(15)	(10)
Net capital gains/(losses)	(68,893)	351,424

2 Purchases, sales and transaction costs

	2019	2018
	£'000	£'000
Purchases and transaction costs		
Gross purchases of equities excluding transaction costs	660,336	875,050
Commissions	212	310
Taxes	-	-
Total transaction costs on equity purchases ¹	212	310
Purchases including transaction costs	660,548	875,360

¹These amounts have been deducted in determining net capital gains/(losses).

	2019	2018
	%	%
Transaction costs as a percentage of principal amount		
Commission on equity purchases	0.03	0.04
Taxes on equity purchases	0.00	0.00

Notes to the Financial Statements cont.

2 Purchases, sales and transaction costs (continued)

	2019	2018
	£'000	£'000
Sales and transaction costs		
Sales of equity	259,606	227,826
Equity transferred out	21,860	-
Gross sales of equities excluding transaction costs	281,466	227,826
Commissions	(108)	(118)
Taxes	-	-
Total transaction costs on equity sales ¹	(108)	(118)
Sales net of transaction costs	281,358	227,708

¹These amounts have been deducted in determining net capital gains/(losses).

	2019	2018
	%	%
Transaction costs as a percentage of principal amount		
Commission on equity sales	(0.04)	(0.05)
Taxes on equity sales	0.00	0.00

	2019		2018	
	£'000	% of average NAV	£'000	% of average NAV
Portfolio transaction costs				
Commissions	320	0.01	428	0.02
Taxes	-	0.00	-	0.00
Total direct transaction costs	320	0.01	428	0.02

	2019	2018
	%	%
Average portfolio dealing spread	0.08	0.08

The Fund incurs broker commission and transfer taxes/stamp duty as a necessary part of buying and selling the Fund's underlying investments in order to achieve the investment objective. In the case of shares; broker commissions, transfer taxes and stamp duty may be paid by the Fund on transactions.

Dilution adjustment charges, which do not form part of the direct transaction costs disclosures above, may be incurred as a result of trading in underlying Funds. For further details on dilution adjustment charges please see the General Information section.

Dealing spread is the difference in the buying and selling prices of the underlying investments. Dealing spreads vary considerably depending on the transaction value and market sentiment. The Fund may have holdings in single priced funds. The notional spread on these holdings is not included in the average dealing spread calculated for this Fund.

Notes to the Financial Statements cont.

3 Revenue

	2019	2018
	£'000	£'000
Overseas dividends	54,859	37,771
Bank interest	94	43
Other income	-	3
Total revenue	54,953	37,817

4 Expenses

	2019	2018
	£'000	£'000
Payable to the ACD, associates of the ACD and agents of either of them:		
ACD's periodic charge	15,025	11,750
Payable to the Depositary, associates of the Depositary and agents of either of them:		
Depositary's fee	224	213
Bank charges	236	261
	460	474
Other expenses:		
Audit fee	4	4
Professional fees	3	1
	7	5
Total expenses	15,492	12,229

5 Taxation

	2019	2018
	£'000	£'000
Analysis of charge in the year		
Corporation tax	-	-
Overseas tax	5,486	3,777
Prior year tax adjustment	-	80
Total taxation	5,486	3,857

The Fund is subject to corporation tax at 20% (2018: 20%), however, the majority of dividends received by the Fund are not liable to corporation tax. Accordingly, the tax deductible expenses substantially exceed the taxable income of the Fund and, as a result, there is no corporation tax charge.

Notes to the Financial Statements cont.

5 Taxation (continued)

At 30 April 2019, the Fund had excess management expenses of £63,436,000 (2018: £48,038,000) which have not been recognised as a deferred tax asset. This is because the Fund is not expected to generate taxable income in a future period in excess of the deductible expenses of that future period and, accordingly, the Fund is unlikely to be able to reduce future tax liabilities through the use of existing excess expenses.

The tax charge is explained as follows:

	2019	2018
	£'000	£'000
Net revenue/(expense) before taxation	39,461	25,588
Net revenue before taxation multiplied by the standard rate of corporation tax of 20% (2018: 20%)	7,892	5,117
Effects of:		
Non-taxable overseas dividends	(10,972)	(7,554)
Overseas tax on dividends	5,486	3,777
Excess management expenses	3,080	2,437
Prior year tax adjustment	-	80
Total taxation	5,486	3,857

6 Distributions

	2019	2018
	£'000	£'000
Final to 30 April	32,260	22,973
Amounts deducted on cancellation of shares	4,594	854
Amounts added on issue of shares	(2,878)	(2,103)
Total distributions	33,976	21,724

The distributions take account of revenue transactions on the issue and cancellation of shares. Details of the distributions per share are set out in the Distribution Table.

7 Reconciliation of net revenue to net distributions for the year

	2019	2018
	£'000	£'000
Net revenue after taxation for the year	33,975	21,731
Add distributable revenue brought forward	11	4
Less distributable revenue carried forward	(10)	(11)
Net distributions for the year	33,976	21,724

Notes to the Financial Statements cont.

8 Debtors

	2019	2018
	£'000	£'000
Receivable for issue of shares	574	11,914
Sales awaiting settlement	17,543	6,161
Accrued income	22,750	18,167
VAT recoverable	9	12
Other debtors	6	4
Total debtors	40,882	36,258

9 Cash and bank balances

	2019	2018
	£'000	£'000
Sterling bank accounts	10,927	27,564
Foreign currency bank accounts	23,559	2,221
	34,486	29,785
Sterling bank accounts overdrawn	(6,222)	-
Total cash and bank balances	28,264	29,785

10 Other creditors

	2019	2018
	£'000	£'000
Payable for cancellation of shares	43,183	18,199
Purchases awaiting settlement	-	6,836
Due to the ACD or associates	1,365	1,211
Due to the Depositary or associates	59	74
Other accrued expenses	3	4
Total other creditors	44,610	26,324

11 Related party transactions

Baillie Gifford & Co Limited, as ACD, is regarded as a related party by virtue of the services provided to the Company. Baillie Gifford & Co Limited acts as principal in respect of all transactions of shares in the Company, except where stocks are transferred on the issue or cancellation of shares. The aggregate monies received through issue and paid on cancellation are disclosed in the Statement of Change in Net Assets Attributable to Shareholders. Amounts receivable and payable on the issue and cancellation of shares have been disclosed in notes 8 and 10 respectively.

Amounts paid to Baillie Gifford & Co Limited in respect of ACD fees are disclosed in note 4 with amounts due at the year end given in note 10.

Notes to the Financial Statements cont.

11 Related party transactions (continued)

Shares held by the ACD and associates of the ACD

The shares held by the ACD and associates of the ACD as a percentage of the Fund's NAV were:

	2019	2018
	%	%
ACD and associates of the ACD	0.16	0.00

12 Reconciliation of shares in issue

	2019								
	A Acc Shares	B Acc Shares	B Inc Shares	C Acc Shares	C Inc Shares	W1 Acc Shares	W1 Inc Shares	W6 Acc Shares	W6 Inc Shares
Opening shares in issue	1,398,177	112,494,283	30,177,249	12,695,399	300	-	-	-	-
Shares issued	1,016,535	27,412,274	15,656,289	276,391	300	76,267	821,162	595,411	163,909
Shares cancelled	(731,272)	(18,319,585)	(3,687,399)	(978,733)	(300)	(9,121)	(387,069)	(22,033)	(10,303)
Shares converted	(178,272)	(14,709,300)	(10,474,482)	-	-	2,585,947	16,345,041	6,997,601	55,611
Closing shares in issue	1,505,168	106,877,672	31,671,657	11,993,057	300	2,653,093	16,779,134	7,570,979	209,217

13 Basis of valuation

	2019	2018
	Assets	Assets
	£'000	£'000
Level 1: Quoted prices	2,859,114	2,548,316
Level 2: Observable market data	-	-
Level 3: Unobservable data	-	-
Total	2,859,114	2,548,316

Notes to the Financial Statements cont.

14 Derivatives and other financial instruments

Currency exposures

A substantial proportion of the net assets of the Fund are denominated in currencies other than sterling, with the effect that the balance sheet and total return can be significantly affected by currency movement.

Currency	Net currency assets/(liabilities)			Net currency assets/(liabilities)		
	2019			2018		
	Monetary exposures £'000	Non-monetary exposures £'000	Total £'000	Monetary exposures £'000	Non-monetary exposures £'000	Total £'000
Japanese yen	23,559	2,859,114	2,882,674	2,221	2,548,316	2,550,537
UK sterling	4,705	-	4,705	27,564	-	27,564

Short term debtors and creditors have not been disclosed.

The Fund invests in a generally diversified portfolio of assets. Consequently the ACD considers that a single measure of market sensitivity does not accurately reflect the risks faced by the Fund.

Distribution Table

Final distribution for the year ended 30 April 2019

Group 1 : shares purchased prior to 1 May 2018

Group 2 : shares purchased 1 May 2018 to 30 April 2019

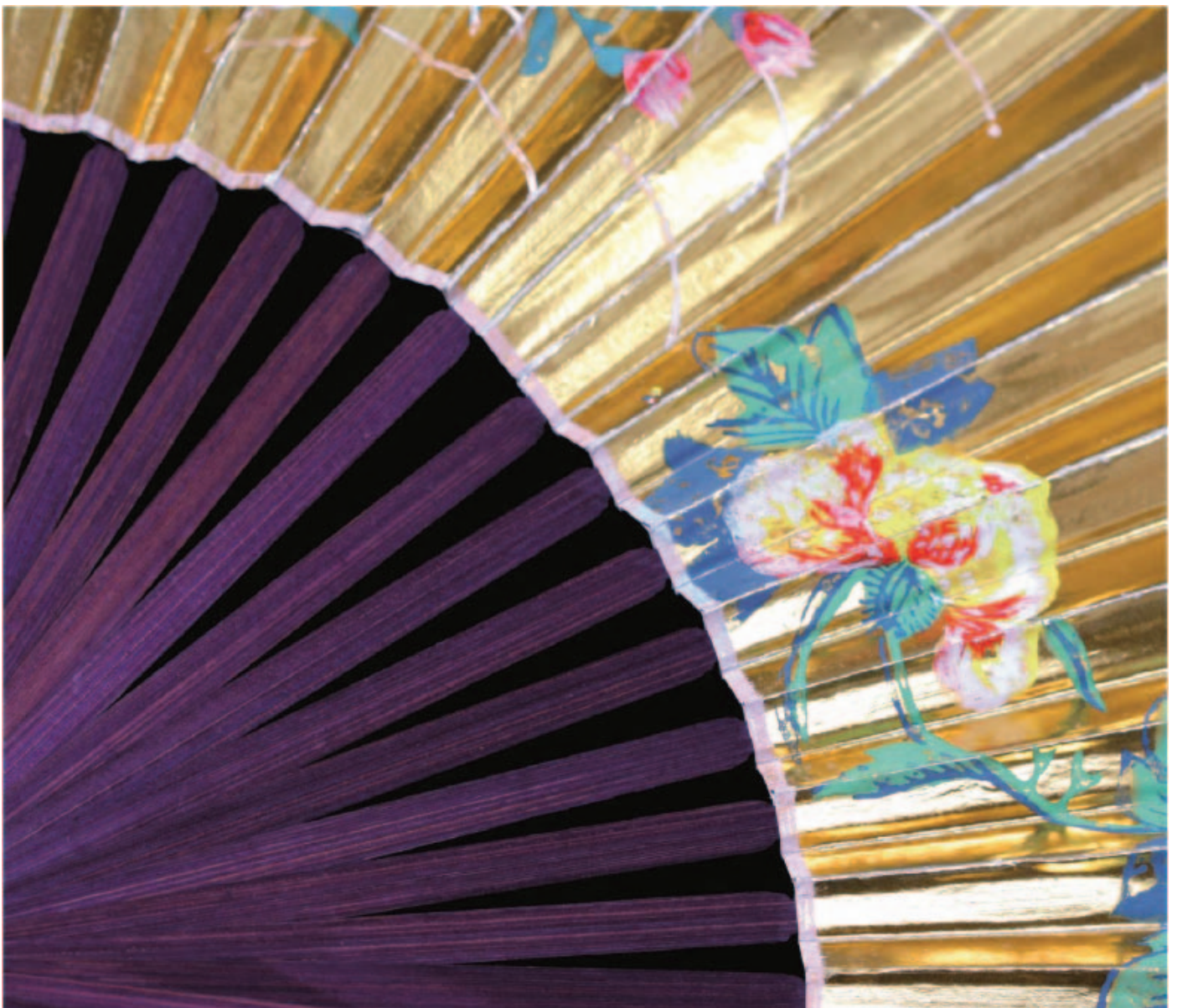
	Net Revenue (dividend distribution)	Equalisation	Distribution (paid/accumulated 30.06.19)	Distribution (paid/accumulated 30.06.18)
	30.04.19 pence per share	30.04.19 pence per share	30.04.19 pence per share	30.04.18 pence per share
A Accumulation				
Group 1	4.32000	-	4.32000	0.54000
Group 2	4.32000	-	4.32000	0.54000
B Accumulation				
Group 1	18.85000	-	18.85000	14.03000
Group 2	12.49928	6.35072	18.85000	14.03000
B Income				
Group 1	16.86000	-	16.86000	12.65000
Group 2	11.72658	5.13342	16.86000	12.65000
C Accumulation				
Group 1	32.05000	-	32.05000	26.51000
Group 2	22.95533	9.09467	32.05000	26.51000
C Income				
Group 1	25.82000	-	25.82000	21.69000
Group 2	25.82000	-	25.82000	21.69000
W1 Accumulation				
Group 1	11.11000	-	11.11000	-
Group 2	2.06165	9.04835	11.11000	-
W1 Income				
Group 1	9.94000	-	9.94000	-
Group 2	4.33436	5.60564	9.94000	-
W6 Accumulation				
Group 1	11.62000	-	11.62000	-
Group 2	10.02238	1.59762	11.62000	-
W6 Income				
Group 1	10.39000	-	10.39000	-
Group 2	2.67140	7.71860	10.39000	-

BAILLIE GIFFORD

Baillie Gifford Japanese Smaller Companies Fund

a sub-fund of Baillie Gifford Overseas Growth Funds ICVC

*Annual Report & Financial Statements
for the year ended 30 April 2019*



Baillie Gifford Japanese Smaller Companies Fund

Investment Objective

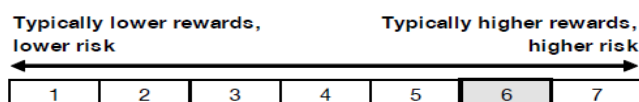
The Fund aims to produce attractive capital growth over the long term.

Investment Policy

To invest in any economic sector in Japan, either directly or indirectly. Investment will be mainly in shares of smaller companies. We will decide what constitutes smaller companies.

Risk and Reward Profile

The Risk and Reward Indicator table demonstrates where the Fund ranks in terms of its potential risk and reward. The higher the rank the greater the potential reward but the greater the risk of losing money. It is based on past data, may change over time and may not be a reliable indication of the future risk profile of the Fund. The shaded area in the table below shows the Fund's ranking on the Risk and Reward Indicator.



Please note that even the lowest risk class can lose you money and that extreme adverse market circumstances can mean you suffer severe losses in all cases.

The Fund is classified in the category above because it invests in company shares which generally provide higher rewards and higher risks than other investments such as bonds or cash.

The indicator does not take into account the following relevant material risks:

Investment markets can go down as well as up and market conditions can change rapidly. The value of an investment in the Fund, and any income from it, can fall as well as rise and you may not get back the amount invested.

The Fund has exposure to foreign currencies and changes in the rates of exchange will cause the value of any investment, and income from it, to fall as well as rise and you may not get back the amount invested.

Custody of assets involves a risk of loss if the custodian becomes insolvent or breaches duties of care.

The Fund's exposure to a single market and currency may increase share price movements.

Investment in smaller companies is generally considered higher risk as changes in their share prices may be greater than those of larger companies and the shares may be harder to sell. Smaller companies may do less well in unfavourable economic conditions.

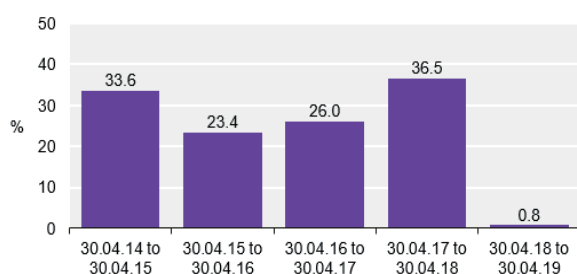
Where possible, charges are taken from the Fund's revenue. Where there is insufficient revenue, the remainder will be taken from capital. This will reduce the capital value of the Fund.

The result of the UK Referendum on membership of the European Union introduces elements of political uncertainty and may have practical consequences for the Fund. Developments will be closely monitored.

Further details of the risks associated with investing in the Fund can be found in the Prospectus which is available by contacting Client Relations or visiting our website.

Investment Report

Past Performance¹



The performance figures shown in this graph are for Class B Accumulation Shares. Performance figures reflect the ACD's annual fee of 0.60%, but exclude any initial charge paid. Please note these returns differ from the return quoted in the Investment Report, which is based on the closing net asset value at the year end. Movements in the prices of company shares in which the Fund invests and foreign exchange rates between the two valuation points can lead to distortions in the returns. Performance for the other share classes in issue can be obtained by contacting Client Relations. You should be aware that past performance is not a guide to future performance.

For the year to 30 April 2019 the return on B Accumulation Shares was 0.5%² compared to the return on the MSCI Japan Small Cap Index of -6.2%³, in sterling terms. We believe that shorter-term performance measurements are of limited relevance in assessing investment ability and would suggest that five years is a more sensible timeframe over which to judge performance. Over the five years to 30 April 2019 the return on B Accumulation Shares was 183.5%² compared to the return on the Index of 98.6%³.

After the volatility we saw in the second half of 2018 across global markets, 2019 has proved to be more supportive. Many of our high-quality growth stocks, particularly technology-related, have regained some of their share price losses and companies continue to execute operationally. We are glad to see a return to fundamentals and we remain confident about the outlook for most of the stocks in the portfolio. One area where we expect to see continued weakness is cyclicals, which we believe will continue to struggle in 2019. But we are confident that the stocks we own in this area are well positioned for future growth over the medium and long term.

GMO Payment Gateway was the largest positive contributor to performance during the period. It has performed exceptionally well which is a reflection of its

efforts in continuing to disrupt the financial industry in Japan. The company has also recently announced a joint venture with SMFG and Visa to build a “next generation payment platform”. Bengo4.com, a platform connecting lawyers with clients in Japan, and Raksul, a digital company aiming to improve efficiency in the printing and logistics industries in Japan, were also positive contributors to performance. Both businesses continue to perform very well operationally and after losing a lot of their values in the sell-off in the second half of 2018, they have now firmly recovered these losses in the first quarter of 2019. We remain very excited about the long-term opportunities for all of these companies, as well as many others in the Fund.

Notwithstanding many stocks performing well above expectations, there have been some that have fallen short. In that vein, Istyle was one of the main detractors for the period. It has struggled to regain the losses made in the sell-off in the second half of last year and at the same time management continue to invest aggressively for the long term which is hurting profitability in the short term. They have also revamped the platform for the brands which enables them to have better insight into the data generated from users, at a slightly higher fee. Unfortunately, the company has experienced some

¹Source: FE, 10am dealing prices, income accumulated. ²Source: Baillie Gifford & Co Limited, closing net asset value, income accumulated. ³Source: FE and relevant underlying index provider, total return. Please see Disclaimer on page 259. You should be aware that past performance is not a guide to future performance.

Investment Report cont.

teething issues in the process of convincing brands to transition to this new platform, but we are hopeful that will improve as the year progresses.

Given the Fund's long-term investment horizon, turnover within the portfolio remains low. However, some new holdings were taken over the period. One of these is Uzabase, a young financial software company that is trying to disrupt a market dominated by Bloomberg and Thomson Reuters through its own low-cost offering. It has one of the largest databases of private companies in Asia and has already gained meaningful market share in Japan. It also has a fast-growing business in the US where it provides a subscription-based financial news service. It is differentiating itself by offering a large selection of original content prepared by a panel of well-known industry experts. In addition to Uzabase, we bought new holdings in Brainpad, KH Neochem, and Kitz, to name a few. We also sold a few holdings during the period, including SanBio, Asics and Square Enix. This was due to a mixture of disappointing operational performance and lacking management vision. These have been long-term holdings in the portfolio, but we now feel that they have grown quite significant in size and are becoming less dynamic businesses with limited growth opportunities.

The Fund continues to focus on smaller, innovative companies with exciting growth prospects and we are encouraged by the broad range of investment opportunities that we are identifying at present.

Praveen Kumar, 13 May 2019

Principal Holdings as at 30 April 2019

Investment	Percentage of total Fund
GMO Payment Gateway	4.06
Bengo4.Com Inc	3.25
Horiba	3.03
Outsourcing	2.95
MonotaRO Co	2.91
Asahi Intecc Co Ltd	2.91
Infomart Corp	2.72
OSG Corp	2.63
Istyle	2.52
Nihon M&A	2.36

Material Portfolio Changes for the year ended 30 April 2019

Largest Purchases	Cost £'000	Largest Sales	Proceeds £'000
Kitz Corp.	15,261	SanBio	22,536
KH Neochem	13,971	CyberAgent Inc	12,890
Brainpad	13,928	Lifull Co Ltd	9,540
OSG Corp	13,589	Raksul Inc	9,512
Raksul Inc	13,136	MonotaRO Co	9,430
Outsourcing	10,852	GMO Payment Gateway	8,311
Cosmos Pharmaceutical	10,439	Pan Pacific International Holdings.	8,053
Istyle	10,139	Hoshizaki Electric	7,654
Harmonic Drive Systems	9,508	Digital Garage	7,088
Horiba	9,452	Asahi Intecc Co Ltd	6,888

Portfolio Statement as at 30 April 2019

Stock description	Holding	Market value £'000	% of total net assets
Communication Services - 5.86% (3.89%)			
Akatsuki	162,100	5,694	0.69
Bengo4.Com Inc	906,200	26,931	3.25
CyberAgent Inc	144,500	4,409	0.53
Freakout Holdings	467,900	6,181	0.75
Gumi Inc	1,241,500	5,327	0.64
Consumer Discretionary - 16.07% (22.38%)			
Crowdworks	986,600	11,348	1.37
Daikyonishikawa	1,012,700	7,791	0.94
H.I.S	549,200	13,390	1.62
Istyle	3,828,100	20,881	2.52
JP-Holdings Inc	3,511,200	6,941	0.84
Locondo	884,500	7,609	0.92
Nifco Inc	520,300	11,216	1.35
Open Door Inc	574,100	12,633	1.53
Seria Co Ltd	435,400	9,896	1.20
Yonex	1,204,400	5,690	0.69
Yume No Machi	1,638,100	18,796	2.27
ZOZO Inc	504,600	6,829	0.82
Consumer Staples - 4.48% (5.94%)			
Calbee Inc	161,700	3,408	0.41
Cocokara Fine Hdg	342,600	10,429	1.26
Cosmos Pharmaceutical	107,800	13,171	1.59
Kitanotatsujin Corp	695,900	2,540	0.31
Pigeon	231,000	7,502	0.91
Financials - 5.05% (3.31%)			
Anicom Holdings Inc	591,500	14,014	1.69
Dream Incubator Inc	449,800	4,895	0.59
eGuarantee Inc	1,784,200	14,537	1.76
Uzabase	404,000	8,403	1.01

Portfolio Statement as at 30 April 2019 cont.

Stock description	Holding	Market value £'000	% of total net assets
Health Care - 13.41% (13.90%)			
Asahi Intecc Co Ltd	622,800	24,064	2.91
Findex Inc	990,500	5,703	0.69
Healios KK	1,055,400	13,535	1.63
Jeol	968,800	14,980	1.81
M3	687,100	9,318	1.13
Nakanishi	814,000	11,958	1.44
Nanocarrier	1,424,200	4,129	0.50
Nikkiso Co Ltd	962,700	9,104	1.10
Peptidream	442,600	18,259	2.20
Industrials - 29.26% (23.25%)			
Aeon Delight Co Ltd	287,500	7,415	0.90
Hamakyorex Co Ltd	407,300	11,515	1.39
Harmonic Drive Systems	514,700	15,527	1.87
Kitz Corp.	2,328,500	13,599	1.64
MonotaRO Co	1,365,700	24,098	2.91
Nabtesco	286,600	6,692	0.81
Nihon M&A	901,300	19,554	2.36
Noritsu Koki	1,141,200	16,741	2.02
OSG Corp	1,417,200	21,757	2.63
Outsourcing	2,440,300	24,421	2.95
Raksul Inc	515,000	15,713	1.90
Sato Holdings	632,600	11,751	1.42
Sho-Bond Holdings Ltd	299,500	15,759	1.90
Technopro Holdings	322,300	14,762	1.78
Toshiba Plant Systems & Services	1,195,800	16,406	1.98
WDB Holdings	153,500	3,478	0.42
Weathernews Inc	134,500	3,122	0.38
Information Technology - 21.03% (22.71%)			
Brainpad	340,700	14,548	1.76
Broadleaf	2,061,600	8,108	0.98
Digital Garage	311,100	6,921	0.84
Fronteo Inc	846,200	2,932	0.35

Portfolio Statement as at 30 April 2019 cont.

Stock description	Holding	Market value £'000	% of total net assets
GMO Payment Gateway	557,100	33,650	4.06
Horiba	543,200	25,066	3.03
Infomart Corp	2,019,100	22,486	2.72
IRISO Electronics Co Ltd	295,600	11,727	1.42
Megachips Corp	658,800	6,752	0.81
Morpho Inc	153,000	2,496	0.30
Nippon Ceramic	753,400	16,371	1.98
Optex Co Ltd	578,900	7,408	0.89
Poletowin Pitcrew Holdings	1,363,000	9,434	1.14
SIIX Corp	506,200	6,192	0.75
Materials - 1.59% (0.00%)			
KH Neochem	594,100	13,196	1.59
Real Estate - 2.00% (3.17%)			
Katitas	656,200	16,564	2.00
Portfolio of investments		817,672	98.75
Net other assets - 1.25% (1.45%)		10,380	1.25
Net assets		828,052	100.00

All investments are listed on recognised stock exchanges and are approved securities or regulated collective investment schemes within the meaning of the FCA rules unless otherwise stated.

Figures in brackets refer to 30 April 2018.

Comparative Tables

Comparative Table: A Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	4,103.90	3,047.13	2,519.45
Return before operating charges*	45.60	1,113.30	571.18
Operating charges	(63.14)	(56.53)	(43.50)
Return after operating charges*	(17.54)	1,056.77	527.68
Distributions	0.00	0.00	0.00
Retained distributions on accumulation shares	0.00	0.00	0.00
Closing net asset value per share	4,086.36	4,103.90	3,047.13
*After direct transaction costs of:	1.25	1.10	0.61
Performance:			
Return after charges	(0.43)%	34.68%	20.94%
Other Information:			
Closing net asset value (£'000)	11,014	12,136	7,465
Closing number of shares	269,535	295,715	244,995
Operating charges	1.52%	1.54%	1.52%
Direct transaction costs ¹	0.03%	0.03%	0.02%
Prices:			
Highest share price (pence)	4,562	4,294	3,170
Lowest share price (pence)	3,622	3,067	2,455

Comparative Tables cont.

Comparative Table: B Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	4,783.37	3,519.70	2,884.23
Return before operating charges*	52.66	1,290.76	656.29
Operating charges	(30.05)	(27.09)	(20.82)
Return after operating charges*	22.61	1,263.67	635.47
Distributions	(12.31)	(11.08)	(18.03)
Retained distributions on accumulation shares	12.31	11.08	18.03
Closing net asset value per share	4,805.98	4,783.37	3,519.70
*After direct transaction costs of:	1.45	1.29	0.71
Performance:			
Return after charges	0.47%	35.90%	22.03%
Other Information:			
Closing net asset value (£'000)	562,654	469,378	176,450
Closing number of shares	11,707,370	9,812,695	5,013,198
Operating charges	0.62%	0.63%	0.63%
Direct transaction costs ¹	0.03%	0.03%	0.02%
Prices:			
Highest share price (pence)	5,337	4,999	3,659
Lowest share price (pence)	4,246	3,543	2,810

Comparative Tables cont.

Comparative Table: B Income Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	4,391.56	3,238.89	2,668.06
Return before operating charges*	48.36	1,187.75	606.66
Operating charges	(27.58)	(24.88)	(19.15)
Return after operating charges*	20.78	1,162.87	587.51
Distributions on income shares	(11.30)	(10.20)	(16.68)
Closing net asset value per share	4,401.04	4,391.56	3,238.89
 *After direct transaction costs of:	 1.33	 1.18	 0.65
Performance:			
Return after charges	0.47%	35.90%	22.02%
Other Information:			
Closing net asset value (£'000)	182,265	146,539	66,166
Closing number of shares	4,141,414	3,336,833	2,042,855
Operating charges	0.62%	0.63%	0.63%
Direct transaction costs ¹	0.03%	0.03%	0.02%
Prices:			
Highest share price (pence)	4,900	4,601	3,385
Lowest share price (pence)	3,899	3,260	2,600

Comparative Tables cont.

Comparative Table: C Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	5,270.73	3,855.04	3,140.23
Return before operating charges*	58.35	1,417.08	715.89
Operating charges	(1.62)	(1.39)	(1.08)
Return after operating charges*	56.73	1,415.69	714.81
Distributions	(45.74)	(40.16)	(41.19)
Retained distributions on accumulation shares	45.74	40.16	41.19
Closing net asset value per share	5,327.46	5,270.73	3,855.04
*After direct transaction costs of:	1.62	1.39	0.77
Performance:			
Return after charges	1.08%	36.72%	22.76%
Other Information:			
Closing net asset value (£'000)	72,115	98,336	79,480
Closing number of shares	1,353,634	1,865,704	2,061,708
Operating charges	0.03%	0.03%	0.03%
Direct transaction costs ¹	0.03%	0.03%	0.02%
Prices:			
Highest share price (pence)	5,895	5,505	4,006
Lowest share price (pence)	4,697	3,881	3,060

Comparative Tables cont.

Comparative Table: C Income Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	4,431.87	3,266.34	2,690.07
Return before operating charges*	49.31	1,200.76	612.48
Operating charges	(1.35)	(1.18)	(0.93)
Return after operating charges*	47.96	1,199.58	611.55
Distributions on income shares	(38.46)	(34.05)	(35.28)
Closing net asset value per share	4,441.37	4,431.87	3,266.34
 *After direct transaction costs of:	 1.35	 1.18	 0.66
Performance:			
Return after charges	1.08%	36.73%	22.73%
Other Information:			
Closing net asset value (£'000)	4	4	3
Closing number of shares	100	100	100
Operating charges	0.03%	0.03%	0.03%
Direct transaction costs ¹	0.03%	0.03%	0.02%
Prices:			
Highest share price (pence)	4,957	4,664	3,431
Lowest share price (pence)	3,950	3,288	2,621

¹The Fund incurs broker commission and transfer taxes/stamp duty as a necessary part of buying and selling the Fund's underlying investments in order to achieve the investment objective. In the case of shares; broker commissions, transfer taxes and stamp duty may be paid by the Fund on transactions.

A dilution adjustment is made whenever dealings in the shares of the Fund result in shares being issued or cancelled by the Company. The adjustment will take account of any spread between the buying and selling prices of the Fund's investments and the costs (which may include dealing charges and taxes) of acquiring or disposing of such investments. Please note that the direct transaction cost disclosures above do not include the dilution adjustment charges. For further details on dilution adjustment charges please see the General Information section.

Financial Statements

Statement of Total Return for the year ended 30 April 2019

		2019		2018	
	Notes	£'000	£'000	£'000	£'000
Income					
Net capital gains/(losses)	1		(491)		139,250
Revenue	3	7,807		5,037	
Expenses	4	(4,577)		(2,639)	
Net revenue before taxation		3,230		2,398	
Taxation	5	(779)		(515)	
Net revenue after taxation			2,451		1,883
Total return before distributions			1,960		141,133
Distributions	6		(2,523)		(1,952)
Change in net assets attributable to shareholders from investment activities			(563)		139,181

Statement of Change in Net Assets Attributable to Shareholders for the year ended 30 April 2019

	2019		2018	
	£'000	£'000	£'000	£'000
Opening net assets attributable to shareholders		726,393		329,564
Amounts receivable on issue of shares	233,249		319,162	
Amounts payable on cancellation of shares	(133,627)		(63,801)	
		99,622		255,361
Dilution adjustment		540		450
Change in net assets attributable to shareholders from investment activities		(563)		139,181
Retained distributions on accumulation shares		2,060		1,837
Closing net assets attributable to shareholders		828,052		726,393

Financial Statements cont.

Balance Sheet as at 30 April 2019

	Notes	2019 £'000	2018 £'000
Assets:			
Fixed assets:			
Investments	13	817,672	715,881
Current assets:			
Debtors	8	3,597	11,123
Cash and bank balances	9	8,811	10,802
Total assets		830,080	737,806
Liabilities:			
Creditors:			
Distributions payable		(468)	(340)
Other creditors	10	(1,560)	(11,073)
Total liabilities		(2,028)	(11,413)
Net assets attributable to shareholders		828,052	726,393

Notes to the Financial Statements

1 Net capital gains/(losses)

	2019	2018
	£'000	£'000
Non-derivative securities	(396)	139,924
Currency gains/(losses)	(83)	(666)
Transaction costs	(12)	(8)
Net capital gains/(losses)	(491)	139,250

2 Purchases, sales and transaction costs

	2019	2018
	£'000	£'000
Purchases and transaction costs		
Gross purchases of equities excluding transaction costs	322,167	299,768
Commissions	159	121
Taxes	-	-
Total transaction costs on equity purchases ¹	159	121
Purchases including transaction costs	322,326	299,889

¹These amounts have been deducted in determining net capital gains/(losses).

	2019	2018
	%	%
Transaction costs as a percentage of principal amount		
Commission on equity purchases	0.05	0.04
Taxes on equity purchases	0.00	0.00

	2019	2018
	£'000	£'000
Sales and transaction costs		
Gross sales of equities excluding transaction costs	220,250	50,138
Commissions	(111)	(29)
Taxes	-	-
Total transaction costs on equity sales ¹	(111)	(29)
Sales net of transaction costs	220,139	50,109

¹These amounts have been deducted in determining net capital gains/(losses).

Notes to the Financial Statements cont.

2 Purchases, sales and transaction costs (continued)

	2019	2018
	%	%
Transaction costs as a percentage of principal amount		
Commission on equity sales	(0.05)	(0.06)
Taxes on equity sales	0.00	0.00

	2019		2018	
	£'000	% of average NAV	£'000	% of average NAV
Portfolio transaction costs				
Commissions	270	0.03	150	0.03
Taxes	-	0.00	-	0.00
Total direct transaction costs	270	0.03	150	0.03

	2019	2018
	%	%
Average portfolio dealing spread	0.18	0.18

The Fund incurs broker commission and transfer taxes/stamp duty as a necessary part of buying and selling the Fund's underlying investments in order to achieve the investment objective. In the case of shares; broker commissions, transfer taxes and stamp duty may be paid by the Fund on transactions.

Dilution adjustment charges, which do not form part of the direct transaction costs disclosures above, may be incurred as a result of trading in underlying Funds. For further details on dilution adjustment charges please see the General Information section.

Dealing spread is the difference in the buying and selling prices of the underlying investments. Dealing spreads vary considerably depending on the transaction value and market sentiment. The Fund may have holdings in single priced funds. The notional spread on these holdings is not included in the average dealing spread calculated for this Fund.

3 Revenue

	2019	2018
	£'000	£'000
Overseas dividends	7,790	5,029
Bank interest	17	7
Other income	-	1
Total revenue	7,807	5,037

Notes to the Financial Statements cont.

4 Expenses

	2019	2018
	£'000	£'000
Payable to the ACD, associates of the ACD and agents of either of them:		
ACD's periodic charge	4,428	2,518
Payable to the Depositary, associates of the Depositary and agents of either of them:		
Depositary's fee	66	50
Bank charges	71	65
	137	115
Other expenses:		
Audit fee	4	4
Professional fees	8	2
	12	6
Total expenses	4,577	2,639

5 Taxation

	2019	2018
	£'000	£'000
Analysis of charge in the year		
Corporation tax	-	-
Overseas tax	779	503
Prior year tax adjustment	-	12
Total taxation	779	515

The Fund is subject to corporation tax at 20% (2018: 20%), however, the majority of dividends received by the Fund are not liable to corporation tax. Accordingly, the tax deductible expenses substantially exceed the taxable income of the Fund and, as a result, there is no corporation tax charge.

At 30 April 2019, the Fund had excess management expenses of £12,766,000 (2018: £8,207,000) which have not been recognised as a deferred tax asset. This is because the Fund is not expected to generate taxable income in a future period in excess of the deductible expenses of that future period and, accordingly, the Fund is unlikely to be able to reduce future tax liabilities through the use of existing excess expenses.

Notes to the Financial Statements cont.

5 Taxation (continued)

The tax charge is explained as follows:

	2019	2018
	£'000	£'000
Net revenue/(expense) before taxation	3,230	2,398
Net revenue before taxation multiplied by the standard rate of corporation tax of 20% (2018: 20%)	646	480
Effects of:		
Non-taxable overseas dividends	(1,558)	(1,006)
Overseas tax on dividends	779	503
Excess management expenses	912	526
Prior year tax adjustment	-	12
Total taxation	779	515

6 Distributions

	2019	2018
	£'000	£'000
Final to 30 April	2,528	2,176
Amounts deducted on cancellation of shares	144	139
Amounts added on issue of shares	(149)	(363)
Total distributions	2,523	1,952

The distributions take account of revenue transactions on the issue and cancellation of shares. Details of the distributions per share are set out in the Distribution Table.

7 Reconciliation of net revenue to net distributions for the year

	2019	2018
	£'000	£'000
Net revenue after taxation for the year	2,451	1,883
Add capital transfers for deficits of income	72	69
Net distributions for the year	2,523	1,952

8 Debtors

	2019	2018
	£'000	£'000
Receivable for issue of shares	1,182	5,126
Sales awaiting settlement	345	4,352
Accrued income	2,065	1,640
VAT recoverable	4	3
Other debtors	1	2
Total debtors	3,597	11,123

Notes to the Financial Statements cont.

9 Cash and bank balances

	2019	2018
	£'000	£'000
Sterling bank accounts	5,513	10,802
Foreign currency bank accounts	3,298	-
Total cash and bank balances	8,811	10,802

10 Other creditors

	2019	2018
	£'000	£'000
Payable for cancellation of shares	1,012	2,058
Purchases awaiting settlement	125	8,660
Due to the ACD or associates	401	329
Due to the Depositary or associates	18	22
Other accrued expenses	4	4
Total other creditors	1,560	11,073

11 Related party transactions

Baillie Gifford & Co Limited, as ACD, is regarded as a related party by virtue of the services provided to the Company. Baillie Gifford & Co Limited acts as principal in respect of all transactions of shares in the Company, except where stocks are transferred on the issue or cancellation of shares. The aggregate monies received through issue and paid on cancellation are disclosed in the Statement of Change in Net Assets Attributable to Shareholders. Amounts receivable and payable on the issue and cancellation of shares have been disclosed in notes 8 and 10 respectively.

Amounts paid to Baillie Gifford & Co Limited in respect of ACD fees are disclosed in note 4 with amounts due at the year end given in note 10.

Notes to the Financial Statements cont.

11 Related party transactions (continued)

Shares held by the ACD and associates of the ACD

The shares held by the ACD and associates of the ACD as a percentage of the Fund's NAV were:

	2019	2018
	%	%
ACD and associates of the ACD	5.78	6.65

12 Reconciliation of shares in issue

	2019				
	A Accumulation Shares	B Accumulation Shares	B Income Shares	C Accumulation Shares	C Income Shares
Opening shares in issue	295,715	9,812,695	3,336,833	1,865,704	100
Shares issued	128,374	3,431,124	1,224,906	134,849	100
Shares cancelled	(88,796)	(1,587,383)	(426,060)	(646,919)	(100)
Shares converted	(65,758)	50,934	5,735	-	-
Closing shares in issue	269,535	11,707,370	4,141,414	1,353,634	100

13 Basis of valuation

	2019	2018
	Assets	Assets
	£'000	£'000
Level 1: Quoted prices	817,672	715,881
Level 2: Observable market data	-	-
Level 3: Unobservable data	-	-
Total	817,672	715,881

Notes to the Financial Statements cont.

14 Derivatives and other financial instruments

Currency exposures

A substantial proportion of the net assets of the Fund are denominated in currencies other than sterling, with the effect that the balance sheet and total return can be significantly affected by currency movement.

Currency	Net currency assets/(liabilities)			Net currency assets/(liabilities)		
	2019			2018		
	Monetary exposures £'000	Non-monetary exposures £'000	Total £'000	Monetary exposures £'000	Non-monetary exposures £'000	Total £'000
Japanese yen	3,298	817,672	820,970	-	715,881	715,881
UK sterling	5,513	-	5,513	10,802	-	10,802

Short term debtors and creditors have not been disclosed.

The Fund invests in a generally diversified portfolio of assets. Consequently the ACD considers that a single measure of market sensitivity does not accurately reflect the risks faced by the Fund.

Distribution Table

Final distribution for the year ended 30 April 2019

Group 1 : shares purchased prior to 1 May 2018

Group 2 : shares purchased 1 May 2018 to 30 April 2019

	Net Revenue (dividend distribution)	Equalisation	Distribution (paid/accumulated 30.06.19)	Distribution (paid/accumulated 30.06.18)
	30.04.19 pence per share	30.04.19 pence per share	30.04.19 pence per share	30.04.18 pence per share
A Accumulation				
Group 1	-	-	-	-
Group 2	-	-	-	-
B Accumulation				
Group 1	12.31000	-	12.31000	11.08000
Group 2	9.23396	3.07604	12.31000	11.08000
B Income				
Group 1	11.30000	-	11.30000	10.20000
Group 2	9.09187	2.20813	11.30000	10.20000
C Accumulation				
Group 1	45.74000	-	45.74000	40.16000
Group 2	26.03702	19.70298	45.74000	40.16000
C Income				
Group 1	38.46000	-	38.46000	34.05000
Group 2	38.46000	-	38.46000	34.05000

BAILLIE GIFFORD

Baillie Gifford Pacific Fund

a sub-fund of Baillie Gifford Overseas Growth Funds ICVC

*Annual Report & Financial Statements
for the year ended 30 April 2019*



Baillie Gifford Pacific Fund

Investment Objective

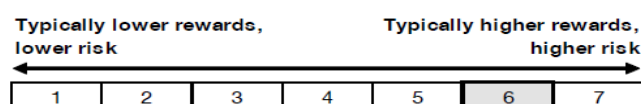
The Fund aims to produce attractive capital growth over the long term.

Investment Policy

To invest in any economic sector of countries in the Far East, Australasia and the Indian sub-continent, either directly or indirectly. The Fund may or may not be invested in all these areas at all times. Investment will be mainly in shares of companies.

Risk and Reward Profile

The Risk and Reward Indicator table demonstrates where the Fund ranks in terms of its potential risk and reward. The higher the rank the greater the potential reward but the greater the risk of losing money. It is based on past data, may change over time and may not be a reliable indication of the future risk profile of the Fund. The shaded area in the table below shows the Fund's ranking on the Risk and Reward Indicator.



Please note that even the lowest risk class can lose you money and that extreme adverse market circumstances can mean you suffer severe losses in all cases.

The Fund is classified in the category above because it invests in company shares which generally provide higher rewards and higher risks than other investments such as bonds or cash.

The indicator does not take into account the following relevant material risks:

Investment markets can go down as well as up and market conditions can change rapidly. The value of an investment in the Fund, and any income from it, can fall as well as rise and you may not get back the amount invested.

The Fund has exposure to foreign currencies and changes in the rates of exchange will cause the value of any investment, and income from it, to fall as well as rise and you may not get back the amount invested.

Custody of assets, particularly in emerging markets, involves a risk of loss if the custodian becomes insolvent or breaches duties of care.

The Fund invests in emerging markets where difficulties in trading could arise, resulting in a negative impact on the value of your investment. The Fund's investment in frontier markets may increase this risk.

The Fund's concentrated portfolio relative to similar funds may result in large movements in the share price in the short term.

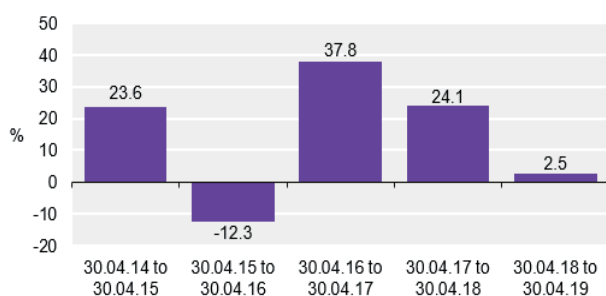
Where possible, charges are taken from the Fund's revenue. Where there is insufficient revenue, the remainder will be taken from capital. This will reduce the capital value of the Fund.

The result of the UK Referendum on membership of the European Union introduces elements of political uncertainty and may have practical consequences for the Fund. Developments will be closely monitored.

Further details of the risks associated with investing in the Fund can be found in the Prospectus which is available by contacting Client Relations or visiting our website.

Investment Report

Past Performance¹



The performance figures shown in this graph are for Class B Accumulation Shares. Performance figures reflect the ACD's annual fee of 0.65%, but exclude any initial charge paid. Please note these returns differ from the return quoted in the Investment Report, which is based on the closing net asset value at the year end. Movements in the prices of company shares in which the Fund invests and foreign exchange rates between the two valuation points can lead to distortions in the returns. Performance for the other share classes in issue can be obtained by contacting Client Relations. You should be aware that past performance is not a guide to future performance.

For the year to 30 April 2019 the return on B Accumulation Shares was 2.9%² compared to the return on the MSCI All Country Asia ex-Japan Index of 1.3%³, in sterling terms. We believe that shorter-term performance measurements are of limited relevance in assessing investment ability and would suggest that five years is a more sensible timeframe over which to judge performance. Over the five years to 30 April 2019 the return on B Accumulation Shares was 90.7%² compared to the return on the Index of 79.2%³.

Asian markets have performed strongly since the start of the year, and we continue to believe the outlook for Asia ex-Japan equities is more appealing than it has been for a number of years. We believe our growth-focused portfolio is very well positioned for such an environment and made only limited changes over the period.

Despite the noise, the majority of economies across the region continue to perform robustly, none more so than China. Despite trade war concerns and tightening credit conditions initiated by the government, the economy is growing robustly and the Fund's investments generally performed extremely well operationally. We took advantage of share price weakness and added to a number of our Chinese holdings, in particular those A-shares listed locally, including private bank Ping An Bank, and consumer goods company Midea Group.

We continue to see a broadening of opportunities across the region, especially in out-of-favour sectors such as oil and commodities, where we have been increasing our exposure. We recently added to nickel producer, PT Vale Indonesia, which we believe will be a major beneficiary of Chinese electric vehicle demand. The broadening out of the portfolio has been funded by continued reductions to our information technology holdings.

Valuations remain compelling and growth opportunities are abundant. It is an exciting time to be a growth investor in Asia ex-Japan.

Roderick Snell, 22 May 2019

¹Source: FE, 10am dealing prices, income accumulated. ²Source: Baillie Gifford & Co Limited, closing net as set value, income accumulated. ³Source: FE and relevant underlying index provider, total return. Please see Disclaimer on page 259. You should be aware that past performance is not a guide to future performance.

Principal Holdings as at 30 April 2019

Investment	Percentage of total Fund
Tencent	7.04
Alibaba	5.57
Reliance Industries Ltd.	4.58
Ping An Insurance	4.24
TSMC	4.24
Samsung Electronics	4.77
CNOOC	3.50
Accton Technology	3.19
Samsung SDI Co Ltd	2.75
JD.Com Inc - ADR	2.72

Material Portfolio Changes for the year ended 30 April 2019

Largest Purchases	Cost £'000	Largest Sales	Proceeds £'000
Mahindra & Mahindra - Spon GDR	6,371	Pinduoduo Inc ADR	6,725
Accton Technology	6,062	Indusind Bank	4,759
Pinduoduo Inc ADR	6,021	Vingroup JSC	3,775
CNOOC	5,843	Alibaba	3,363
Jianpu Technology Inc- ADR	5,279	Tencent	3,108
ICICI Bank ADR	4,623	SK Hynix Inc	3,078
Brilliance China Automotive	3,908	Hon Hai Precision	2,896
Jadestone	3,353	Bank Tabungan Negara	2,822
Chinasoft Intl	3,097	Mitac Holdings	2,720
Ping An Bank 'A'	3,073	Baidu.com ADR	2,347

Portfolio Statement as at 30 April 2019

Stock description	Holding	Market value £'000	% of total net assets
China - 39.93% (36.14%)			
3SBio	1,730,500	2,450	0.59
Alibaba	161,524	22,990	5.57
AviChina Industry & Tech 'H'	11,149,000	5,014	1.21
Brilliance China Automotive	4,996,000	4,206	1.02
China Merchants Bank 'H'	1,130,000	4,287	1.04
Chinasoft Intl	6,578,000	2,875	0.70
CNOOC	10,409,000	14,431	3.50
Geely Automobile Holdings	5,475,000	8,426	2.04
JD.Com Inc - ADR	483,969	11,238	2.72
Jianpu Technology Inc- ADR	1,250,652	4,615	1.12
Kingdee Int'l Software Group	11,062,000	10,383	2.52
Li Ning	7,248,000	10,091	2.44
Midea Group 'A'	944,510	5,634	1.37
Ping An Bank 'A'	6,466,325	10,198	2.47
Ping An Insurance	1,897,500	17,523	4.24
Tencent	766,600	29,067	7.04
ZTE Corp H	585,000	1,421	0.34
Hong Kong - 1.76% (1.59%)			
Hong Kong Exchanges & Clearing	106,000	2,817	0.68
Techtronic Industries	801,500	4,435	1.08
India - 14.48% (13.55%)			
Bharat Electronics	1,803,418	1,733	0.42
HDFC Corp	202,524	4,456	1.08
ICICI Bank ADR	1,053,721	9,247	2.24
ICICI Prudential Life Insurance	405,561	1,652	0.40
Indian Energy Exchange	1,307,026	2,293	0.56
Indusind Bank	339,071	6,007	1.45
Info Edge (India)	195,096	4,160	1.01
Kansai Nerolac Paints	374,926	1,824	0.44
Mahindra & Mahindra - Spon GDR	521,886	3,663	0.89
Mahindra Cie Automotive	921,032	2,312	0.56
Max Financial Services Ltd	251,240	1,157	0.28

Portfolio Statement as at 30 April 2019 cont.

Stock description	Holding	Market value £'000	% of total net assets
Piramal Enterprises	90,634	2,361	0.57
Reliance Industries Ltd.	1,231,315	18,914	4.58
Indonesia - 0.97% (1.71%)			
PT Vale Indonesia	24,418,300	4,009	0.97
Pakistan - 0.55% (1.18%)			
Maple Leaf Cement Factory Ltd	4,374,500	668	0.16
United Bank	1,998,300	1,619	0.39
Singapore - 4.15% (1.01%)			
Aslan Pharmaceuticals ADR	277,157	776	0.19
Aslan Pharmaceuticals Ltd	1,716,000	1,020	0.25
Jadestone	9,145,152	4,801	1.16
Sarine Technologies	1,334,900	275	0.07
SEA Ltd ADR	537,684	10,266	2.48
South Korea - 16.42% (20.41%)			
Bioneer	357,147	2,326	0.56
Cafe24	52,637	3,315	0.80
Doosan Bobcat	105,994	2,220	0.54
Douzone Bizon Co Ltd	60,464	2,271	0.55
Enzychem Lifesciences Corp	34,087	1,994	0.48
Genexine	47,111	2,314	0.56
Koh Young Technology	136,008	8,610	2.09
LG Innotek	19,735	1,581	0.38
Medy-Tox	6,799	2,496	0.61
Netmarble Games	19,163	1,604	0.39
Samsung Electronics	773,715	19,705	4.77
Samsung SDI Co Ltd	73,307	11,361	2.75
SK Hynix Inc	154,226	7,991	1.94
Taiwan - 9.94% (10.40%)			
Accton Technology	4,070,000	13,185	3.19
Basso Industry Corp.	2,083,000	3,015	0.73

Portfolio Statement as at 30 April 2019 cont.

Stock description	Holding	Market value £'000	% of total net assets
Globalwafers	224,000	1,871	0.45
JHL Biotech Inc ¹	1,327,302	2,957	0.72
Kingpak Technology	579,000	2,501	0.61
TSMC	2,725,091	17,520	4.24
Vietnam - 11.65% (13.05%)			
Binh Minh Plastics	1,132,750	1,739	0.42
HDBank	4,410,500	4,075	0.99
Hoa Phat Group	4,256,644	4,711	1.14
Military Commercial Joint Bank	9,730,481	6,987	1.69
Saigon Securities	4,180,730	3,553	0.86
Vietnam Enterprise	2,144,586	9,533	2.31
Vietnam Prosperity Joint Stock Commercial Bank	5,634,627	3,536	0.85
Viglacera Corp	5,633,704	3,619	0.88
Vingroup JSC	1,303,901	4,883	1.18
Vinh Hoan	1,775,560	5,480	1.33
Portfolio of investments		412,267	99.85
Net other assets - 0.15% (0.96%)		625	0.15
Net assets		412,892	100.00

¹JHL Biotech Inc was delisted from the Taipei (Taiwanese) stock exchange on 21 February 2018, the Board of Directors believing the voluntary delisting to be in the best interests of the company and its shareholders and intending to relist on an overseas exchange in the future, which is still the intention. The stock was valued at the Investment Adviser's valuation using the implied price of recent investment from an issuance of common shares in the company, adjusted to reflect recent trading conditions and company specific news.

All investments are listed on recognised stock exchanges and are approved securities or regulated collective investment schemes within the meaning of the FCA rules unless otherwise stated. Figures in brackets refer to 30 April 2018.

Comparative Tables

Comparative Table: A Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	625.90	513.38	375.40
Return before operating charges*	22.39	122.36	209.56
Operating charges	(9.66)	(9.84)	(71.58)
Return after operating charges*	12.73	112.52	137.98
Distributions	0.00	0.00	0.00
Retained distributions on accumulation shares	0.00	0.00	0.00
Closing net asset value per share	638.63	625.90	513.38
*After direct transaction costs of:	0.37	0.74	7.42
Performance:			
Return after charges	2.03%	21.92%	36.76%
Other Information:			
Closing net asset value (£'000)	6,698	7,960	4,557
Closing number of shares	1,048,804	1,271,776	887,744
Operating charges	1.58%	1.59%	1.57%
Direct transaction costs ¹	0.06%	0.12%	0.16%
Prices:			
Highest share price (pence)	675.8	677.9	527.1
Lowest share price (pence)	538.6	518.0	357.8

Comparative Tables cont.

Comparative Table: B Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	711.09	578.30	419.25
Return before operating charges*	25.79	137.95	162.75
Operating charges	(5.08)	(5.16)	(3.70)
Return after operating charges*	20.71	132.79	159.05
Distributions	(4.25)	(1.75)	(2.92)
Retained distributions on accumulation shares	4.25	1.75	2.92
Closing net asset value per share	731.80	711.09	578.30
*After direct transaction costs of:	0.42	0.84	0.84
Performance:			
Return after charges	2.91%	22.96%	37.94%
Other Information:			
Closing net asset value (£'000)	230,718	221,060	149,650
Closing number of shares	31,527,479	31,087,440	25,877,434
Operating charges	0.73%	0.74%	0.72%
Direct transaction costs ¹	0.06%	0.12%	0.16%
Prices:			
Highest share price (pence)	768.5	769.4	593.5
Lowest share price (pence)	614.3	583.7	399.7

Comparative Tables cont.

Comparative Table: B Income Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	571.59	465.99	339.55
Return before operating charges*	20.74	111.13	131.81
Operating charges	(4.08)	(4.13)	(3.00)
Return after operating charges*	16.66	107.00	128.81
Distributions on income shares	(3.43)	(1.40)	(2.37)
Closing net asset value per share	584.82	571.59	465.99
 *After direct transaction costs of:	 0.34	 0.68	 0.68
Performance:			
Return after charges	2.91%	22.96%	37.94%
Other Information:			
Closing net asset value (£'000)	76,713	67,474	31,471
Closing number of shares	13,117,370	11,804,511	6,753,466
Operating charges	0.73%	0.73%	0.72%
Direct transaction costs ¹	0.06%	0.12%	0.16%
Prices:			
Highest share price (pence)	617.8	619.9	480.6
Lowest share price (pence)	493.8	470.3	323.7

Comparative Tables cont.

Comparative Table: C Accumulation Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	789.25	637.69	459.33
Return before operating charges*	28.90	152.18	178.81
Operating charges	(0.62)	(0.62)	(0.45)
Return after operating charges*	28.28	151.56	178.36
Distributions	(9.76)	(6.94)	(6.87)
Retained distributions on accumulation shares	9.76	6.94	6.87
Closing net asset value per share	817.53	789.25	637.69
*After direct transaction costs of:	0.47	0.92	0.91
Performance:			
Return after charges	3.58%	23.77%	38.83%
Other Information:			
Closing net asset value (£'000)	98,757	95,341	81,095
Closing number of shares	12,080,000	12,080,000	12,717,119
Operating charges	0.08%	0.08%	0.08%
Direct transaction costs ¹	0.06%	0.12%	0.16%
Prices:			
Highest share price (pence)	853.7	853.2	654.1
Lowest share price (pence)	683.8	643.7	438.1

Comparative Tables cont.

Comparative Table: C Income Shares

	Financial Year Ended 30 April 2019 (pence per share)	Financial Year Ended 30 April 2018 (pence per share)	Financial Year Ended 30 April 2017 (pence per share)
Change in net assets per share:			
Opening net asset value per share	574.81	468.54	341.15
Return before operating charges*	21.07	111.81	132.83
Operating charges	(0.45)	(0.45)	(0.34)
Return after operating charges*	20.62	111.36	132.49
Distributions on income shares	(7.12)	(5.09)	(5.10)
Closing net asset value per share	588.31	574.81	468.54
 *After direct transaction costs of:	 0.34	 0.68	 0.68
Performance:			
Return after charges	3.59%	23.77%	38.84%
Other Information:			
Closing net asset value (£'000)	6	6	5
Closing number of shares	1,000	1,000	1,000
Operating charges	0.08%	0.08%	0.08%
Direct transaction costs ¹	0.06%	0.12%	0.16%
Prices:			
Highest share price (pence)	621.8	626.9	485.9
Lowest share price (pence)	498.0	472.9	325.4

¹The Fund incurs broker commission and transfer taxes/stamp duty as a necessary part of buying and selling the Fund's underlying investments in order to achieve the investment objective. In the case of shares; broker commissions, transfer taxes and stamp duty may be paid by the Fund on transactions.

A dilution adjustment is made whenever dealings in the shares of the Fund result in shares being issued or cancelled by the Company. The adjustment will take account of any spread between the buying and selling prices of the Fund's investments and the costs (which may include dealing charges and taxes) of acquiring or disposing of such investments. Please note that the direct transaction cost disclosures above do not include the dilution adjustment charges. For further details on dilution adjustment charges please see the General Information section.

Financial Statements

Statement of Total Return for the year ended 30 April 2019

		2019		2018	
	Notes	£'000	£'000	£'000	£'000
Income					
Net capital gains/(losses)	1		9,811		56,324
Revenue	3	5,825		3,630	
Expenses	4	(2,352)		(1,878)	
Net revenue before taxation		3,473		1,752	
Taxation	5	(546)		(404)	
Net revenue after taxation			2,927		1,348
Total return before distributions			12,738		57,672
Distributions	6		(2,942)		(1,395)
Change in net assets attributable to shareholders from investment activities			9,796		56,277

Statement of Change in Net Assets Attributable to Shareholders for the year ended 30 April 2019

	2019		2018	
	£'000	£'000	£'000	£'000
Opening net assets attributable to shareholders		391,841		266,778
Amounts receivable on issue of shares	48,349		95,435	
Amounts payable on cancellation of shares	(39,827)		(28,341)	
		8,522		67,094
Dilution adjustment		214		310
Change in net assets attributable to shareholders from investment activities		9,796		56,277
Retained distributions on accumulation shares		2,519		1,382
Closing net assets attributable to shareholders		412,892		391,841

Financial Statements cont.

Balance Sheet as at 30 April 2019

	Notes	2019 £'000	2018 £'000
Assets:			
Fixed assets:			
Investments	13	412,267	388,074
Current assets:			
Debtors	8	713	19,858
Cash and bank balances	9	4,787	8,877
Total assets		417,767	416,809
Liabilities:			
Creditors:			
Bank overdrafts	9	(1,840)	-
Distributions payable		(450)	(165)
Other creditors	10	(2,585)	(24,803)
Total liabilities		(4,875)	(24,968)
Net assets attributable to shareholders		412,892	391,841

Notes to the Financial Statements

1 Net capital gains/(losses)

	2019	2018
	£'000	£'000
Non-derivative securities	9,707	56,476
Currency gains/(losses)	112	(136)
Transaction costs	(8)	(16)
Net capital gains/(losses)	9,811	56,324

2 Purchases, sales and transaction costs

	2019	2018
	£'000	£'000
Purchases and transaction costs		
Gross purchases of equities excluding transaction costs	83,994	145,969
Commissions	62	174
Taxes	25	59
Total transaction costs on equity purchases ¹	87	233
Purchases including transaction costs	84,081	146,202

¹These amounts have been deducted in determining net capital gains/(losses).

	2019	2018
	%	%
Transaction costs as a percentage of principal amount		
Commission on equity purchases	0.07	0.12
Taxes on equity purchases	0.03	0.04

	2019	2018
	£'000	£'000
Sales and transaction costs		
Gross sales of equities excluding transaction costs	69,351	77,073
Commissions	(52)	(52)
Taxes	(101)	(125)
Total transaction costs on equity sales ¹	(153)	(177)
Sales net of transaction costs	69,198	76,896

¹These amounts have been deducted in determining net capital gains/(losses).

Notes to the Financial Statements cont.

2 Purchases, sales and transaction costs (continued)

	2019	2018
	%	%
Transaction costs as a percentage of principal amount		
Commission on equity sales	(0.07)	(0.07)
Taxes on equity sales	(0.15)	(0.16)

	2019		2018	
	£'000	% of average NAV	£'000	% of average NAV
Portfolio transaction costs				
Commissions	114	0.03	226	0.07
Taxes	126	0.03	184	0.05
Total direct transaction costs	240	0.06	410	0.12

	2019	2018
	%	%
Average portfolio dealing spread	0.18	0.16

The Fund incurs broker commission and transfer taxes/stamp duty as a necessary part of buying and selling the Fund's underlying investments in order to achieve the investment objective. In the case of shares; broker commissions, transfer taxes and stamp duty may be paid by the Fund on transactions.

Dilution adjustment charges, which do not form part of the direct transaction costs disclosures above, may be incurred as a result of trading in underlying Funds. For further details on dilution adjustment charges please see the General Information section.

Dealing spread is the difference in the buying and selling prices of the underlying investments. Dealing spreads vary considerably depending on the transaction value and market sentiment. The Fund may have holdings in single priced funds. The notional spread on these holdings is not included in the average dealing spread calculated for this Fund.

3 Revenue

	2019	2018
	£'000	£'000
Overseas dividends	5,803	3,630
Bank interest	22	-
Total revenue	5,825	3,630

Notes to the Financial Statements cont.

4 Expenses

	2019	2018
	£'000	£'000
Payable to the ACD, associates of the ACD and agents of either of them:		
ACD's periodic charge	2,046	1,621
Payable to the Depositary, associates of the Depositary and agents of either of them:		
Depositary's fee	33	34
Bank charges	230	177
Bank overdraft interest	-	6
	263	217
Other expenses:		
Audit fee	5	5
Professional fees	38	35
	43	40
Total expenses	2,352	1,878

5 Taxation

	2019	2018
	£'000	£'000
Analysis of charge in the year		
Corporation tax	-	-
Overseas tax	546	404
Total taxation	546	404

The Fund is subject to corporation tax at 20% (2018: 20%), however, the majority of dividends received by the Fund are not liable to corporation tax. Accordingly, the tax deductible expenses substantially exceed the taxable income of the Fund and, as a result, there is no corporation tax charge.

At 30 April 2019, the Fund had excess management expenses of £10,223,000 (2018: £7,892,000) which have not been recognised as a deferred tax asset. This is because the Fund is not expected to generate taxable income in a future period in excess of the deductible expenses of that future period and, accordingly, the Fund is unlikely to be able to reduce future tax liabilities through the use of existing excess expenses.

Notes to the Financial Statements cont.

5 Taxation (continued)

The tax charge is explained as follows:

	2019	2018
	£'000	£'000
Net revenue/(expense) before taxation	3,473	1,752
Net revenue before taxation multiplied by the standard rate of corporation tax of 20% (2018: 20%)	694	350
Effects of:		
Non-taxable overseas dividends	(1,160)	(731)
Overseas tax on dividends	546	404
Excess management expenses	466	380
Expense relief claimed on overseas tax	-	1
Total taxation	546	404

6 Distributions

	2019	2018
	£'000	£'000
Final to 30 April	2,969	1,548
Amounts deducted on cancellation of shares	215	87
Amounts added on issue of shares	(242)	(240)
Total distributions	2,942	1,395

The distributions take account of revenue transactions on the issue and cancellation of shares. Details of the distributions per share are set out in the Distribution Table.

7 Reconciliation of net revenue to net distributions for the year

	2019	2018
	£'000	£'000
Net revenue after taxation for the year	2,927	1,348
Add capital transfers for deficits of income	16	47
Add distributable revenue brought forward	3	3
Less distributable revenue carried forward	(4)	(3)
Net distributions for the year	2,942	1,395

Notes to the Financial Statements cont.

8 Debtors

	2019	2018
	£'000	£'000
Receivable for issue of shares	178	742
Sales awaiting settlement	189	18,884
Accrued income	341	229
VAT recoverable	4	3
Other debtors	1	-
Total debtors	713	19,858

9 Cash and bank balances

	2019	2018
	£'000	£'000
Sterling bank accounts	2,842	1,827
Foreign currency bank accounts	1,945	7,050
	4,787	8,877
Sterling bank accounts overdrawn	(1,840)	-
Total cash and bank balances	2,947	8,877

10 Other creditors

	2019	2018
	£'000	£'000
Payable for cancellation of shares	1,861	163
Purchases awaiting settlement	90	23,565
Due to the ACD or associates	188	174
Due to the Depositary or associates	32	38
Capital gains tax provision	399	855
Other accrued expenses	15	8
Total other creditors	2,585	24,803

11 Related party transactions

Baillie Gifford & Co Limited, as ACD, is regarded as a related party by virtue of the services provided to the Company. Baillie Gifford & Co Limited acts as principal in respect of all transactions of shares in the Company, except where stocks are transferred on the issue or cancellation of shares. The aggregate monies received through issue and paid on cancellation are disclosed in the Statement of Change in Net Assets Attributable to Shareholders. Amounts receivable and payable on the issue and cancellation of shares have been disclosed in notes 8 and 10 respectively.

Amounts paid to Baillie Gifford & Co Limited in respect of ACD fees are disclosed in note 4 with amounts due at the year end given in note 10.

Notes to the Financial Statements cont.

11 Related party transactions (continued)

Shares held by the ACD and associates of the ACD

The shares held by the ACD and associates of the ACD as a percentage of the Fund's NAV were:

	2019	2018
	%	%
ACD and associates of the ACD	23.92	24.33

12 Reconciliation of shares in issue

	2019				
	A Accumulation Shares	B Accumulation Shares	B Income Shares	C Accumulation Shares	C Income Shares
Opening shares in issue	1,271,776	31,087,440	11,804,511	12,080,000	1,000
Shares issued	471,269	3,887,744	3,317,509	-	1,000
Shares cancelled	(597,370)	(3,528,911)	(2,009,280)	-	(1,000)
Shares converted	(96,871)	81,206	4,630	-	-
Closing shares in issue	1,048,804	31,527,479	13,117,370	12,080,000	1,000

13 Basis of valuation

	2019	2018
	Assets	Assets
	£'000	£'000
Level 1: Quoted prices	409,310	361,701
Level 2: Observable market data	-	-
Level 3: Unobservable data ¹	2,957	26,373
Total	412,267	388,074

¹For further information on the assets included in Level 3, as at 30 April 2019, please refer to the Portfolio Statement.

ZTE Corp H was suspended on 17 April 2018 following US trade sanctions being imposed on the company. The Investment Adviser valued the stock using the market price of the last trade prior to 30 April 2018. The stock resumed trading on 13 June 2018. Both Samsung Electronics and Samsung Electronics Pref were suspended on 30 April 2018 pending a stock split. The Investment Adviser valued both stocks with reference to movements in the GDR line of the stock. Both stocks resumed trading on 4 May 2018.

JHL Biotech Inc was delisted from the Taipei (Taiwanese) stock exchange on 21 February 2018, the Board of Directors believing the voluntary delisting to be in the best interests of the company and its shareholders and intending to relist on an overseas exchange in the future. The stock was valued at the Investment Adviser's valuation using the implied price of recent investment from the issuance of convertible debt on 30 April 2018.

Notes to the Financial Statements cont.

14 Derivatives and other financial instruments

Currency exposures

A substantial proportion of the net assets of the Fund are denominated in currencies other than sterling, with the effect that the balance sheet and total return can be significantly affected by currency movement.

Currency	Net currency assets/(liabilities)			Net currency assets/(liabilities)		
	2019			2018		
	Monetary exposures £'000	Non-monetary exposures £'000	Total £'000	Monetary exposures £'000	Non-monetary exposures £'000	Total £'000
Chinese yuan	-	15,832	15,832	35	10,294	10,329
Hong Kong dollar	-	117,428	117,428	-	97,189	97,189
Indian rupee	-	46,870	46,870	53	50,327	50,380
Indonesian rupiah	-	4,009	4,009	-	6,718	6,718
Pakistan rupee	-	2,287	2,287	-	4,609	4,609
Singapore dollar	-	275	275	-	1,329	1,329
South Korean won	-	67,788	67,788	-	79,997	79,997
Taiwanese dollar	5	42,069	42,075	5	40,745	40,750
UK sterling	1,002	14,334	15,335	1,827	9,810	11,637
US dollar	812	62,793	63,605	6,471	45,744	52,215
Vietnamese dong	1,128	38,583	39,711	484	41,311	41,795

Short term debtors and creditors have not been disclosed.

The Fund invests in a generally diversified portfolio of assets. Consequently the ACD considers that a single measure of market sensitivity does not accurately reflect the risks faced by the Fund.

Distribution Table

Final distribution for the year ended 30 April 2019

Group 1 : shares purchased prior to 1 May 2018

Group 2 : shares purchased 1 May 2018 to 30 April 2019

	Net Revenue (dividend distribution)	Equalisation	Distribution (paid/accumulated 30.06.19)	Distribution (paid/accumulated 30.06.18)
	30.04.19 pence per share	30.04.19 pence per share	30.04.19 pence per share	30.04.18 pence per share
A Accumulation				
Group 1	-	-	-	-
Group 2	-	-	-	-
B Accumulation				
Group 1	4.25000	-	4.25000	1.75000
Group 2	0.54550	3.70450	4.25000	1.75000
B Income				
Group 1	3.43000	-	3.43000	1.40000
Group 2	0.62219	2.80781	3.43000	1.40000
C Accumulation				
Group 1	9.76000	-	9.76000	6.94000
Group 2	9.76000	-	9.76000	6.94000
C Income				
Group 1	7.12000	-	7.12000	5.09000
Group 2	7.12000	-	7.12000	5.09000

General Information

Dilution Adjustment

A sub-fund suffers dilution (reduction) in the value of the Scheme Property attributable to it because the actual costs of buying or selling investments for the sub-fund deviate from the mid-market values generally used in calculating the price of shares in the sub-fund. Such deviation may occur as a result of the costs (which may include dealing charges and taxes) incurred in dealing in such investments and of any spread between the buying and selling prices of such investments. It is not possible to predict accurately whether dilution is likely to occur.

The COLL Rules allow the cost of dilution to be (1) met directly from the Scheme Property attributable to the sub-fund or (2) addressed by the imposition on investors of a dilution levy on the issue by the Company, sale by the ACD, cancellation by the Company or redemption by the ACD of shares in the sub-fund or (3) dealt with by means of a dilution adjustment, which is the policy which has been adopted by the ACD in relation to the sub-funds of the Company. With a view to mitigating the effects of dilution, the ACD therefore reserves the right at its sole discretion to make a dilution adjustment in the calculation of the dealing price, and thereby swing the dealing price, of shares in any sub-fund of the Company if in its opinion the existing shareholders (for net purchases of shares) or remaining shareholders (for net redemptions of shares) might otherwise be adversely affected. By 'purchases' of shares we mean issues by the Company and sales by the ACD and by 'redemptions' of shares we mean cancellations by the Company and redemptions by the ACD.

The COLL Rules acknowledge that the need to make a dilution adjustment may depend on the volume of purchases of shares or redemptions of shares. Accordingly, the ACD reserves the right at its sole discretion to impose a dilution adjustment in the following circumstances:

- (a) If the sub-fund is experiencing steady decline (net outflow of investment).
- (b) If the sub-fund is experiencing steady growth (net inflow of investment).

- (c) If the sub-fund is experiencing large levels of net purchases or net redemptions relative to its size.
- (d) Where the sub-fund experiences net purchases or net redemptions on any Dealing Day exceeding a particular value or a particular percentage of the value of the sub-fund.
- (e) In any other circumstances where the ACD believes it will be in the interests of shareholders to make a dilution adjustment.

The ACD is currently of the opinion that it is in the best interests of shareholders in the Company to make a dilution adjustment whenever dealings in the shares of any sub-fund result in shares in that sub-fund being issued or cancelled by the Company. The ACD believes that this policy should result in no significant dilution occurring. The adjustment will take account of any spread between the buying and selling prices of the relevant sub-fund's investments and the costs (which may include dealing charges and taxes) of acquiring or disposing of such investments, as the case may be.

The level of the dilution adjustment is set by the ACD based on prevailing market conditions. Where liquidity is restricted and trading in size in the portfolio's stocks results in significant movement in the prices of these investments the ACD may adjust the level of the dilution adjustment to protect the interests of the ongoing investors in a sub-fund. The ACD has thresholds for the sub-funds for daily net inflows or outflows of cash into or out of the sub-funds. Above these thresholds, which vary by sub-fund and according to market conditions, the ACD will increase the dilution adjustment to reflect the increased dealing costs incurred by the sub-funds as a result of larger inflows and outflows. A consequence of this policy is, however, that smaller transactions made on any day that the relevant threshold is exceeded will also trade at the price incorporating the higher adjustment and this may lead to increased dealing costs. Whether an adjustment may be necessary will depend upon the net movement into or out of a sub-fund on any given day and on the underlying market conditions on that day and it is therefore not possible to predict when an adjustment may be made.

General Information cont.

Dilution Adjustment cont.

On any Dealing Day when the Company neither issues nor cancels shares in a sub-fund the price of shares in that sub-fund will not contain any dilution adjustment.

This policy to swing the dealing price will be subject to regular review and may change. The ACD's decision on whether or not to make a dilution adjustment, and on what level of adjustment to make in particular circumstances or generally, will not prevent it from making a different decision in similar circumstances in the future.

Where a dilution adjustment is applied, it will increase the dealing price when there are net inflows into the relevant sub-fund and decrease the dealing price when there are net outflows. The dealing price of each class of share in a sub-fund will be calculated separately but any dilution adjustment will in percentage terms affect the dealing price of shares of each class identically.

On the occasions when no dilution adjustment is made there may be an adverse impact on the value of the Scheme Property attributable to the relevant sub-fund.

Stamp Duty Reserve Tax (SDRT)

Generally, there will be no charge to SDRT when shareholders surrender or redeem shares. However, where the redemption is satisfied by a non-pro rata in specie redemption, then a charge of SDRT may apply.

Taxation Reporting

In order to fulfil its legal obligations, the ACD is required to collect and report certain information about shareholders, including their identity, tax residency and tax status. Shareholders must provide the ACD with any information required to meet these obligations, and may also be asked to provide self-certifications and tax reference numbers or the equivalent. The ACD reserves the right to refuse an application for shares or a transfer

of shares until it receives a declaration as to the shareholder's tax residency or status in the form prescribed by the ACD.

The ACD is also required to provide to HMRC certain information regarding shareholders, payments made to shareholders and proceeds arising on the disposal of shares, and HMRC may pass such information on to the tax authorities of another jurisdiction.

Share Classes

The net asset value of each share class, the net asset value per share, and the number of shares in each class are shown in the Comparative Tables sections of the relevant sub-fund. The distributions per share class are shown in the Distribution Tables. In each sub-fund all share classes have the same rights on winding up.

Class C Shares are only available to persons to whom an associate of the ACD provides services under an investment management agreement or who has a separate fee arrangement with the ACD or one of its associates.

Class G Shares are only available to persons who were previously investors in Baillie Gifford Emerging Markets Pension Fund (a pension fund that was a unit-linked fund of Baillie Gifford Life Limited, an associate of the ACD) and such other persons as the ACD may permit at its sole discretion.

Class W Shares are only available to persons who has, or whose agent has, a separate fee arrangement with the ACD or one of its associates in relation to the relevant Class W Shares.

The minimum lump sum investment amounts are shown in the table on page 261.

Equalisation

The Company will operate grouping for equalisation. Each class of shares will operate its own equalisation account. Shares purchased during a distribution period are called Group 2 shares. Shares purchased during any previous distribution period are called Group 1 shares.

General Information cont.

Equalisation cont.

Group 2 shares contain in their purchase price an amount called equalisation which represents a proportion of the net income of the sub-fund that has accrued up to the date of purchase. The amount of equalisation is averaged across all the holders of Group 2 shares and is refunded to them as part of their first distribution and is treated as a return of capital for tax purposes. Being capital it is not liable to income tax but must be deducted from the cost of the shares for capital gains tax purposes.

An “income equalisation like” mechanism will be operated by the ACD for conversions. The ACD will ensure that the mechanism is operated to ensure fair treatment of those converting their shares and other shareholders in the affected classes.

Fund Charges and Costs

A further explanation of charges and costs relating to the sub-funds of the ICVC can be found in the Enhanced Disclosure of Fund Charges and Costs document for each sub-fund on our website.

Conflicts of Interest

From time to time, there may be situations that give rise to a material interest or conflict of interest. Such interests can arise between the interests of the ACD, the Investment Adviser, other persons associated with them and the interests of the sub-funds and their shareholders. A material interest or a conflict of interest can also arise between the interests of different shareholders. In such circumstances the ACD will put in place effective organisational and administrative arrangements to manage and monitor the material interest or conflict of interest in a way that ensures shareholders are treated fairly, or where it is impractical to manage the conflict, it will be disclosed.

The ACD, the Investment Adviser and other persons associated with them may, from time to time, act as authorised corporate directors, investment managers or

advisers to other persons, companies or funds which follow similar investment objectives to the sub-funds. It is therefore possible that the ACD and/or the Investment Adviser may in the course of their business have potential conflicts of interest with the Company or a particular sub-fund. Each of the ACD and the Investment Adviser will, however, have regard in such event to, amongst other things, its obligation to act in the best interests of the Company so far as practicable, having regard to its obligations to other clients, when undertaking any investment where potential conflicts of interest may arise. The Depositary may, from time to time, act as the depositary or trustee of other companies or funds.

Third Party Data Provider Disclaimer

No third party data provider (‘Provider’) makes any warranty, express or implied, as to the accuracy, completeness or timeliness of the data contained herewith nor as to the results to be obtained by recipients of the data. No Provider shall in any way be liable to any recipient of the data for any inaccuracies, errors or omissions in the index data included in this document, regardless of cause, or for any damages (whether direct or indirect) resulting therefrom.

No Provider has any obligation to update, modify or amend the data or to otherwise notify a recipient thereof in the event that any matter stated herein changes or subsequently becomes inaccurate.

Without limiting the foregoing, no Provider shall have any liability whatsoever to you, whether in contract (including under an indemnity), in tort (including negligence), under a warranty, under statute or otherwise, in respect of any loss or damage suffered by you as a result of or in connection with any opinions, recommendations, forecasts, judgments, or any other conclusions, or any course of action determined, by you or any third party, whether or not based on the content, information or materials contained herein.

General Information cont.

Third Party Data Provider Disclaimer cont.

MSCI Index Data

The MSCI information may only be used for your internal use, may not be reproduced or re-disseminated in any form and may not be used as a basis for or a component of any financial instruments or products or indices. None of the MSCI information is intended to constitute investment advice or a recommendation to make (or refrain from making) any kind of investment decision and may not be relied on as such. Historical data and analysis should not be taken as an indication or guarantee of any future performance analysis, forecast or prediction. The MSCI information is provided on an 'as is' basis and the user of this information assumes the entire risk of any use made of this information. MSCI, each of its affiliates and each other person involved in or related to compiling, computing or creating any MSCI information (collectively, the 'MSCI Parties') expressly disclaims all warranties (including, without limitation, any warranties of originality, accuracy, completeness, timeliness, non-infringement, merchantability and fitness for a particular purpose) with respect to this information. Without limiting any of the foregoing, in no event shall any MSCI Party have any liability for any direct, indirect, special, incidental, punitive, consequential (including, without limitation, lost profits) or any other damages. (www.msci.com)

Holdings LLC, their affiliates nor their third party licensors shall have any liability for any errors, omissions, or interruptions of any index or the data included therein.

S&P Index Data

The S&P 500 and S&P Global Small Cap ('Index') is a product of S&P Dow Jones Indices LLC, a division of S&P Global, or its affiliates ('SPDJI'). Standard & Poor's® and S&P® are registered trademarks of Standard & Poor's Financial Services LLC, a division of S&P Global ('S&P'); Dow Jones® is a registered trademark of Dow Jones Trademark Holdings LLC ('Dow Jones'). Neither S&P Dow Jones Indices LLC, Dow Jones Trademark Holdings LLC, their affiliates nor their third party licensors make any representation or warranty, express or implied, as to the ability of any index to accurately represent the asset class or market sector that it purports to represent and neither S&P Dow Jones Indices LLC, Dow Jones Trademark

General Information cont.

Minimum Lump Sum Investment Amounts and ACD's Annual Fee

	Class A	Class B	Class C	Class G	Class W ¹
Minimum lump sum investments:					
Baillie Gifford American Fund	£1,000	£1,000	£250,000	n/a	£1,000
Baillie Gifford China Fund	£1,000	£1,000	£250,000	n/a	n/a
Baillie Gifford Developed Asia Pacific Fund	£1,000	£1,000	£250,000	n/a	n/a
Baillie Gifford Emerging Markets Growth Fund	£1,000	£1,000	£250,000	n/a	n/a
Baillie Gifford Emerging Markets Leading Companies Fund	£1,000	£1,000	£250,000	£250,000	n/a
Baillie Gifford European Fund	£1,000	£1,000	£250,000	n/a	n/a
Baillie Gifford Global Discovery Fund	£1,000	£1,000	£250,000	n/a	n/a
Baillie Gifford Japanese Fund	£1,000	£1,000	£250,000	n/a	£1,000
Baillie Gifford Japanese Smaller Companies Fund	£1,000	£1,000	£250,000	n/a	n/a
Baillie Gifford Pacific Fund	£1,000	£1,000	£250,000	n/a	n/a
ACD's annual fee:					
Baillie Gifford American Fund	1.50%	0.50%	Nil	n/a	See note 2
Baillie Gifford China Fund	1.47%	0.72%	Nil	n/a	n/a
Baillie Gifford Developed Asia Pacific Fund	1.40%	0.55%	Nil	n/a	n/a
Baillie Gifford Emerging Markets Growth Fund	1.47%	0.72%	Nil	n/a	n/a
Baillie Gifford Emerging Markets Leading Companies Fund	1.47%	0.72%	Nil	0.60%	n/a
Baillie Gifford European Fund	1.40%	0.55%	Nil	n/a	n/a
Baillie Gifford Global Discovery Fund	1.50%	0.75%	Nil	n/a	n/a
Baillie Gifford Japanese Fund	1.45%	0.60%	Nil	n/a	See note 3
Baillie Gifford Japanese Smaller Companies Fund	1.50%	0.60%	Nil	n/a	n/a
Baillie Gifford Pacific Fund	1.50%	0.65%	Nil	n/a	n/a

¹As at 30 April 2019 Class W Shares were not in issue in Baillie Gifford American Fund. Class W Shares were launched on 1 November 2018 in Baillie Gifford Japanese Fund. Class W Shares are only available to persons who has, or whose agent has, a separate fee arrangement with the ACD or one of its associates in relation to the relevant Class W Shares.

²Where the combined net asset value of the relevant Class W Shares (accumulation and income) is equal to or greater than £100 million, the following fee scale will be applied to the whole of the net asset value of the relevant Class W Shares:

- 0.50% on the first £60 million;
- 0.35% on the next £200 million;
- 0.30% on the next £400 million; and
- 0.25% thereafter.

(where the combined net asset value of the relevant Class W Shares (accumulation and income) is less than £100 million a rate of 0.50% shall be applied to the whole of the net asset value of the relevant Class W Shares).

³Where the combined net asset value of the relevant Class W Shares (accumulation and income) is equal to or greater than £100 million, the following fee scale will be applied to the whole of the net asset value of the relevant Class W Shares:

- 0.60% on the first £30 million;
- 0.50% on the next £20 million; and
- 0.40% thereafter.

(where the combined net asset value of the relevant Class W Shares (accumulation and income) is less than £100 million a rate of 0.60% shall be applied to the whole of the net asset value of the relevant Class W Shares).

General Information cont.

Active Share

Active Share is a measure of how actively managed a sub-fund is and is calculated by taking 100 minus the % of the sub-fund that overlaps with the comparative index. An Active Share of 100 indicates no overlap with the comparative index and an Active Share of zero indicates a portfolio that tracks the comparative index. The Active Share as at the year end and the comparative index for each sub-fund is shown in the table below. The Active Share has been shown against these indices to highlight the active management style against what is deemed to be the most relevant index for each sub-fund.

Sub-fund	Active Share	Comparative Index
Baillie Gifford American Fund	91%	S&P 500 Composite Index
Baillie Gifford Developed Asia Pacific Fund	83%	MSCI Pacific Index
Baillie Gifford Emerging Markets Growth Fund	67%	MSCI Emerging Markets Index
Baillie Gifford Emerging Markets Leading Companies Fund	68%	MSCI Emerging Markets Index
Baillie Gifford European Fund	93%	MSCI Europe ex-UK Index
Baillie Gifford Global Discovery Fund	98%	S&P Global Small Cap Index
Baillie Gifford Greater China Fund	56%	MSCI Golden Dragon Index
Baillie Gifford Japanese Fund	79%	Topix Index
Baillie Gifford Japanese Smaller Companies Fund	93%	MSCI Japan Small Cap Index
Baillie Gifford Pacific Fund	75%	MSCI All Country Asia ex-Japan Index

¹As noted on page 1, with effect from 2 May 2019 the name of Baillie Gifford Greater China Fund was changed to Baillie Gifford China Fund and the investment objective and policy of the Fund were amended. The Fund's Comparative Index was also amended, the new Comparative Index is the MSCI All China Index. As at the time of writing, the Active Share for the Fund in relation to the new Index was 73%.

General Information cont.

Corporate Governance

The Investment Adviser has a clear and considered policy towards its shareholder responsibilities, following its own detailed guidelines, when addressing corporate governance matters at the companies in which it invests and actively exercising its votes. The Investment Adviser recognises that companies operate under significantly differing conditions and for this reason it takes a pragmatic and flexible approach to corporate governance, whereby it applies its guidelines with care and gives due consideration to the specific circumstances of individual companies.

The Investment Adviser looks to have confidence in the quality and integrity of management. Consequently, its investment process involves keeping closely in touch with company management, learning how it plans to take the company's business forward and seeking to understand its goals and attitude towards shareholders. It believes that such dialogue is important in selecting successful investments and that it gets at the substance of corporate governance rather than concentrating merely on matters of form. Nevertheless, where the formal aspects of a company's corporate governance fall short of best practice and this is not fully supported by its circumstances, the Investment Adviser encourages improvements in face to face meetings and, where appropriate, votes against management recommendations at general meetings.

The Investment Adviser recognises that its right to vote on corporate proposals is the key formal mechanism by which shareholders play a role in a company's governance. It makes considered use of these votes and endeavours to contact companies to encourage improvements before it votes against management recommendations. Although the Investment Adviser generally supports management, it assesses each company proposal on its merits and avoids voting in a routine or mechanistic manner. In general, the Investment Adviser focuses on the issues it feels are most significant and where it can be most effective. Such issues include the alignment of management's interests

with those of shareholders, the effective operation of the board and its committees and the protection of shareholder rights.

The Investment Adviser's policy on social, environmental and ethical matters is integrated with its approach to corporate governance and, as such, it is based on dialogue and engagement rather than exclusion. Where appropriate, it discusses with company management those areas that may be most closely related to shareholder value such as sustainability, environmental impact, human rights and employee welfare. It also takes account of these matters in the selection, retention and realisation of investments, as part of its normal investment research and analysis process, where it thinks they may have a material impact on current or future valuations.

The Group's Funds

Baillie Gifford Bond Funds ICVC

Baillie Gifford Active Gilt Investment Fund ¹
Baillie Gifford Active Index-Linked Gilt Investment Fund ²
Baillie Gifford Active Long Gilt Investment Fund ³
Baillie Gifford Emerging Markets Bond Fund
Baillie Gifford High Yield Bond Fund
Baillie Gifford Investment Grade Bond Fund
Baillie Gifford Investment Grade Long Bond Fund
Baillie Gifford Strategic Bond Fund

Baillie Gifford Investment Funds ICVC

Baillie Gifford Diversified Growth Fund
Baillie Gifford Long Term Global Growth Investment Fund
Baillie Gifford Multi Asset Growth Fund
Baillie Gifford Positive Change Fund

Baillie Gifford Investment Funds II ICVC

Baillie Gifford Global Stewardship Fund ⁴
Baillie Gifford Japanese Income Growth Fund
Baillie Gifford Multi Asset Income Fund ⁵
Baillie Gifford Sterling Aggregate Bond Fund
Baillie Gifford Sterling Aggregate Plus Bond Fund
Baillie Gifford UK Equity Core Fund

Baillie Gifford Overseas Growth Funds ICVC

Baillie Gifford American Fund
Baillie Gifford China Fund ⁶
Baillie Gifford Developed Asia Pacific Fund
Baillie Gifford Emerging Markets Growth Fund
Baillie Gifford Emerging Markets Leading Companies Fund
Baillie Gifford European Fund
Baillie Gifford Global Discovery Fund
Baillie Gifford Japanese Fund
Baillie Gifford Japanese Smaller Companies Fund
Baillie Gifford Pacific Fund

Baillie Gifford UK & Balanced Funds ICVC

Baillie Gifford British Smaller Companies Fund
Baillie Gifford Global Alpha Growth Fund
Baillie Gifford Global Income Growth Fund
Baillie Gifford International Fund
Baillie Gifford Managed Fund
Baillie Gifford Responsible Global Equity Income Fund ⁷
Baillie Gifford UK and Worldwide Equity Fund
Baillie Gifford UK Equity Alpha Fund
Baillie Gifford UK Equity Focus Fund
Glenfinlas Global Fund ⁸

¹With effect from 1 November 2018 the name of Baillie Gifford Active Gilt Plus Fund was changed to Baillie Gifford Active Gilt Investment Fund.

²With effect from 1 November 2018 the name of Baillie Gifford Active Index-Linked Gilt Plus Fund was changed to Baillie Gifford Active Index-Linked Gilt Investment Fund.

³With effect from 1 November 2018 the name of Baillie Gifford Active Long Gilt Plus Fund was changed to Baillie Gifford Active Long Gilt Investment Fund.

⁴With effect from 1 November 2018 the name of Baillie Gifford Global Select Fund was changed to Baillie Gifford Global Stewardship Fund.

⁵Baillie Gifford Multi Asset Income Fund launched on 31 August 2018.

⁶With effect from 2 May 2019 the name of Baillie Gifford Greater China Fund was changed to Baillie Gifford China Fund.

⁷Baillie Gifford Responsible Global Equity Income Fund launched on 6 December 2018.

⁸Glenfinlas Global Fund is no longer available for subscription.

**For further information about the Funds or
Baillie Gifford's range of OEICS, please:**

Contact us at: Client Relations Team
Baillie Gifford & Co Limited,
Calton Square, 1 Greenside Row,
Edinburgh EH1 3AN

Call our Client Relations Team on 0800 917 2113. Your call may be recorded for training or monitoring purposes.

Visit our website at www.bailliegifford.com, or email us on trusenquiries@bailliegifford.com.

Or fax us on 0131 275 3955.

