

Baillie Gifford US Growth Trust plc ('USA')

Legal Entity Identifier: 213800UM1OUWXZPKE539

Annual General Meeting

27 September 2024

At the Annual General Meeting ('AGM') held on 27 September 2024 shareholders approved the following resolutions:

Ordinary Resolutions

1. To receive and adopt the Annual Report and Financial Statements of the Company for the financial year ended 31 May 2024 together with the Reports of the Directors and of the Independent Auditor thereon.
2. To approve the Directors' Annual Report on Remuneration for the financial year ended 31 May 2024.
3. To re-elect Mr TJW Bumet as a Director of the Company.
4. To re-elect Ms SP Inglis as a Director of the Company.
5. To re-elect Mr GD Paterson as a Director of the Company.
6. To re-elect Mr CRD van der Kuyl as a Director of the Company.
7. To re-elect Ms RL Palmer as a Director of the Company.
8. To re-appoint Ernst & Young LLP as Independent Auditor of the Company to hold office until the conclusion of the next Annual General Meeting at which the Financial Statements are laid before the Company.
9. To authorise the Directors to determine the remuneration of the Independent Auditor of the Company.
10. That, in substitution to any existing authority but without prejudice to the exercise of any such authority prior to the date hereof, the Directors of the Company be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot ordinary shares in the capital of the Company, or C shares convertible into ordinary shares, provided that such authority shall be limited to the allotment of ordinary shares and grant of rights in respect of ordinary shares with an aggregate nominal value of up to £984,262.33 (representing approximately one-third of the nominal value of the issued share capital excluding treasury shares as at 16 August 2024), such authority to expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution or on the expiry of 15 months from the passing of this resolution, whichever is the earlier, unless previously revoked, varied or extended by the Company in a general meeting, save that the Company may at any time prior to the expiry of this authority make an offer or enter into an agreement which would or might require ordinary shares or C shares to be allotted or granted after the expiry of such authority and the Directors shall be entitled to allot or grant ordinary shares or C shares in pursuance of such an offer or agreement as if such authority had not expired.

Special Resolutions

11. That, subject to the passing of Resolution 10 above, and in substitution to any existing authorities but without prejudice to the exercise of any such authority prior to the date hereof, the Directors of the Company be and they are hereby generally empowered, pursuant to sections 570 and 573 of the Companies Act 2006 (the 'Act') to allot equity securities (within the meaning of section 560(1) of the Act, and including ordinary shares and C shares) for cash pursuant to the authority given by Resolution 10 above and to sell treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment or sale, provided that this power:
 - a) expires at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or on the expiry of 15 months from the passing of this Resolution, whichever is the earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired; and

b) shall be limited to the allotment of equity securities or the sale of treasury shares up to an aggregate nominal value of £295,278.70 (representing approximately 10% of the nominal value of the issued share capital excluding treasury shares of the Company as at 16 August 2024).

12. That, in substitution for any existing authority but without prejudice to the exercise of any such authority prior to the date hereof, the Company be generally and unconditionally authorised, in accordance with section 701 of the Companies Act 2006 (the 'Act') to make market purchases (within the meaning of section 693(4) of the Act) of fully paid ordinary shares of 1p each in the capital of the Company ('ordinary shares') (either for retention as treasury shares for future reissue, resale or transfer or for cancellation) provided that:

- a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 44,262,277, or, if less, the number representing approximately 14.99% of the issued ordinary share capital (excluding treasury shares) of the Company as at the date of the passing of this Resolution;
- b) the minimum price (excluding expenses) which may be paid for each ordinary share shall be the nominal value of that share;
- c) the maximum price (excluding expenses) which may be paid for any ordinary share purchased pursuant to this authority shall not be more than the higher of: (i) 5% above the average closing price on the London Stock Exchange of an ordinary share over the five business days immediately preceding the day of purchase; and (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 12 will be carried out; and
- d) unless previously varied, revoked or renewed by the Company in a general meeting, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting, save that the Company may, prior to such expiry, enter into a contract to purchase ordinary shares under such authority which will or might be completed or executed wholly or partly after the expiration of such authority and may make a purchase of ordinary shares pursuant to any such contract or contracts.

Resolutions 1 to 12 were passed on a show of hands. The following levels of proxy appointments and associated instructions in favour of the Chair of the meeting were received prior to the meeting.

Resolution	Votes For (including votes at the discretion of the Chair)	%	Votes Against	%	Votes Withheld	%
Ordinary Resolutions						
1	110,213,405	99.95	38,098	0.03	12,785	0.01
2	109,868,571	99.64	326,222	0.30	69,495	0.06
3	110,086,895	99.84	98,975	0.09	78,418	0.07
4	110,024,699	99.78	162,509	0.15	77,080	0.07
5	110,103,843	99.85	80,765	0.07	79,680	0.07
6	110,055,293	99.81	94,315	0.09	114,680	0.10
7	110,013,677	99.77	173,844	0.16	76,767	0.07
8	110,164,664	99.91	76,271	0.07	23,353	0.02
9	110,179,209	99.92	66,757	0.06	18,322	0.02
10	110,158,704	99.90	96,580	0.09	9,004	0.01
Special Resolutions						
11	110,080,340	99.83	173,682	0.16	10,266	0.01
12	110,225,740	99.97	34,284	0.03	4,264	0.00

The full text of all the resolutions can also be found in the Notice of Annual General Meeting which is available for viewing at the National Storage Mechanism at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

Baillie Gifford & Co Limited
Company Secretaries
27 September 2024

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