

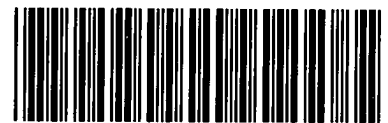
Registered Number: 10631588

WAYMO UK LTD

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FINANCIAL YEAR ENDED 31 DECEMBER 2023

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DIRECTORS' REPORT AND FINANCIAL STATEMENTS
For the Year Ended 31 December 2023

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DIRECTORS' REPORT
For the Year Ended 31 December 2023

The directors present their directors' report of Waymo UK Ltd ("the Company") for the year ended 31 December 2023.

The directors who held office during the year and up to the date of this report were:

Tekedra Nzinga Mawakana
Elisa de Martel (appointed 14 March 2023)
Amar Mehta (appointed 05 May 2023)
Kevin Bradley Vosen (resigned 05 May 2023)

Company secretary

The company secretary for the period and up to the date of this report is Taylor Wessing Secretaries Limited.

Results and dividends

The Company's profit for the financial year ended 31 December 2023 is £803,933 (2022: £699,757). The directors do not propose the payment of a dividend for the year (2022: £nil).

Business review

The principal activity of the Company is to provide Research and Development services to other group undertakings. The key financial and other performance indicators during the year ended 31 December 2023 were as follows:

Revenue increased from £8,165,700 to £9,545,500 during the year, an increase of £1,379,800. Administrative expenses increased from £7,357,303 to £8,269,183 in the year, an increase of £911,880. This was primarily due to employee costs incurred by the Company.

The statement of profit and loss and other comprehensive income and statement of financial position are set out on pages 8 and 9 respectively.

The Company's average headcount was 25 in the year ended 31 December 2023 (2022: 20).

Research and development

The revenue associated with those activities during the financial year is £9,545,500 (2022: £8,165,700) representing research and development remuneration from other group undertakings.

Future developments

There are no future changes anticipated in the business of the Company at this time.

Foreign branches

The Company at no time during the year had any branches outside the United Kingdom.

Going concern

The Company is expected to generate positive cash flows on its own account for the foreseeable future. On this basis, the directors are satisfied that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

DIRECTORS' REPORT - continued
For the Year Ended 31 December 2023

Events since year end date

No matter or circumstance has occurred subsequent to the end of the reporting period that has significantly affected the operations of the Company, the results of those operations or the state of affairs of the Company.

No dividends were proposed or declared after the reporting date but before the financial statements were authorised for issue.

Qualifying third party indemnity provisions

A qualifying third party indemnity provision as defined in section 236 of the Companies Act 2006 is in force for the benefit of each of the directors in respect of liabilities incurred as a result of their office, to the extent permitted by law. In respect of those liabilities for which directors may not be indemnified, a directors' and officers' liability insurance policy was maintained by the Alphabet Inc. group throughout the financial year and to the date of approval of the financial statements.

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic Report, Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101).

Under Company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that financial period.

In preparing these financial statements, the directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditors

The directors confirm that, so far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing this report, of which the auditor is unaware. Having made enquiries of fellow directors and the Company's auditor, the directors have taken all the steps that they are obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

DIRECTORS' REPORT - continued
For the Year Ended 31 December 2023

Reappointment of auditor

In accordance with section 485 of the Companies Act 2006, a resolution is to be proposed at the Annual General Meeting for reappointment of Ernst and Young as auditor of the Company.

Small companies exemption

In preparing this report, the directors have taken advantage of the small companies exemptions provided by sections 414B and 415A of the Companies Act 2006.

By order of the board

Elisa de Martel

Elisa de Martel

Director
Date: 4 December 2024



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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WAYMO UK LIMITED

Opinion

We have audited the financial statements of Waymo UK Limited (the 'company') for the year ended 31 December 2023 which comprise Statement of Profit and Loss and Other Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes 1 to 23, including material accounting policy information. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of 12 months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.



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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WAYMO UK LIMITED (continued)

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 course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit
- the directors were not entitled to prepare the financial statements in accordance with the small companies' regime and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors 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 directors are responsible for assessing the company's 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 directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's 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 auditor's 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.



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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WAYMO UK LIMITED (continued)

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework (United Kingdom Generally Accepted Accounting Practice and the Companies Act 2006) and the relevant direct and indirect tax compliance regulation in the United Kingdom. In addition, the Company has to comply with laws and regulations relating to its domestic operations, including health and safety, employees, data protection and anti-bribery and corruption.
- We understood how the company is complying with those frameworks by making enquiries of management to understand how the Company maintains and communicates its policies and procedures in these areas and corroborated this by reviewing supporting documentation. We also reviewed correspondence with relevant authorities, where applicable.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by considering the risk of management override of controls relating to recharging payroll and administrative related costs from other group companies. We reviewed company's transfer pricing policy and tested recharge workings. We incorporated data analytics into our testing of manual journal entries, including segregation of duties, and into our testing of revenue recognition. We tested specific transactions backing to source documentation, ensuring appropriate authorisation of the transactions.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures involved inquiries of management and those charged with governance, review of board minutes and review of management's policies and procedures that have been established to prevent non-compliance with such laws and regulations.

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

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Ernst & Young

Brian Lenihan (Senior statutory auditor)
for and on behalf of Ernst & Young Chartered Accountants, Statutory Auditor
Dublin, Ireland
6 December 2024

STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME
For the Year Ended 31 December 2023

	Notes	Year Ended 31 December 2023	Year Ended 31 December 2022
		£	£
Turnover	5	9,545,500	8,165,700
Gross profit		9,545,500	8,165,700
Administration expenses		(8,269,183)	(7,357,303)
Operating profit	6	1,276,317	808,397
Interest receivable and similar income	8	302,898	96,310
Interest payable and similar expenses	9	(1,945)	—
Profit on ordinary activities before taxation		1,577,270	904,707
Tax on profit on ordinary activities	10	(773,337)	(204,950)
Profit for the financial year		803,933	699,757
Other comprehensive income for the year:			
Other comprehensive income		—	—
Total comprehensive income for the year		803,933	699,757

Turnover and operating profit arose solely from continuing operations.

The notes on pages 11 to 26 form an integral part of these financial statements.

STATEMENT OF FINANCIAL POSITION
As at 31 December 2023

Registered Number: 10631588

	Notes	At 31 December 2023	At 31 December 2022
		£	£
Fixed assets			
Tangible assets	11	11,871	6,478
Total fixed assets		11,871	6,478
Current assets			
Debtors: amounts falling due within one year	13	9,827,592	9,376,981
Debtors: amounts falling due after more than one year	14	690,872	674,126
Cash and cash equivalents	15	—	361
Total current assets		10,518,464	10,051,468
Creditors: amounts falling due within one year	16	(1,543,902)	(2,377,880)
Net current assets		8,974,562	7,673,588
Total assets less current liabilities		8,986,433	7,680,066
Net assets		8,986,433	7,680,066
Capital and reserves			
Called up share capital presented as equity	18	1,904	1,904
Other equity reserves	18	2,545,035	2,042,601
Profit and loss account		6,439,494	5,635,561
Total shareholder's funds		8,986,433	7,680,066

The financial statements were approved and authorised for issue by the board of directors. They were signed on its behalf by:

Elisa de Martel

Elisa de Martel

Director

Date: 4 December 2024

The notes on pages 11 to 26 form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
For the Year Ended 31 December 2023

	Notes	Called up share capital presented as equity	Other equity reserves	Profit and loss account	Total equity
		£	£	£	£
At 1 January 2022		1,904	1,810,898	4,935,804	6,748,606
Profit for the financial year		—	—	699,757	699,757
Share-based payments, net of tax	19	—	2,334,391	—	2,334,391
Share-based payment reimbursement	19	—	(2,102,688)	—	(2,102,688)
Balance at 31 December 2022		1,904	2,042,601	5,635,561	7,680,066
At 1 January 2023		1,904	2,042,601	5,635,561	7,680,066
Profit for the financial year		—	—	803,933	803,933
Share-based payments, net of tax	19	—	3,523,163	—	3,523,163
Share-based payment reimbursement	19	—	(3,020,729)	—	(3,020,729)
Balance at 31 December 2023		1,904	2,545,035	6,439,494	8,986,433

The notes on pages 11 to 26 form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
For the Year Ended 31 December 2023

1. General information

Waymo UK Ltd ("the Company") is a private company limited by shares domiciled and incorporated in the United Kingdom. The Company's registered number is 10631588 and registered office is 5 New Street Square, London, EC4A 3TW, United Kingdom,

The financial statements of the Company for the financial year ended 31 December 2023 were authorised for issue in accordance with a resolution of the directors dated 4 December 2024 .

The Company's ultimate holding company is Alphabet Inc., a company incorporated in the United States of America, while its immediate holding company is Waymo LLC, a company incorporated in the United States of America. Related companies in these financial statements refer to the group of companies under the Alphabet Inc. group.

The principal activity of the Company is the generation of revenue through a service agreement with another group undertaking for the provision of Research and Development services.

2. Statement of compliance

The financial statements have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' ("FRS 101"), UK Generally Accepted Accounting Practice, and in accordance with the Companies Act 2006.

3. Accounting policies

(a) Basis of preparation of financial statements

The financial statements are prepared on a going concern basis under the historical cost convention

The Company is expected to generate positive cash flows on its own account for the foreseeable future. On this basis, the directors are satisfied that it is appropriate to prepare the financial statements on a going concern basis.

The financial statements were prepared in British Pound Sterling ("£") and all amounts have been rounded to the nearest £, unless otherwise indicated.

(b) Financial reporting standard 101 - reduced disclosure exemptions

FRS 101 sets out a reduced disclosure framework for a 'qualifying entity' as defined in the standard which addresses the financial reporting requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted IFRS. The Company is a qualifying entity for the purposes of FRS 101.

In accordance with the exemptions available under the reduced disclosure Framework of FRS 101, the Company has availed of the following exemptions in accordance with paragraph 8 of FRS 101 in respect of:

- The requirements of paragraph 38 of IAS 1 "Presentation of Financial Statements" to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1 (a reconciliation of the number of shares outstanding at the beginning and at the end of the period),
 - paragraph 73(e) of IAS 16 "Property, Plant and Equipment"
- The requirements of paragraphs 10(d), 16, 38A-D, 40A-D, 111 and 134 to 136 of IAS 1 "Presentation of Financial Statements";
- The requirements of IAS 7 "Statement of Cash Flows";
- The requirements of paragraphs 30 to 31 of IAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors" (requirement to disclose information when an entity has not applied a new IFRS that has been issued but is not yet effective);

NOTES TO THE FINANCIAL STATEMENTS - continued
For the Year Ended 31 December 2023

- The requirements of IAS 24 "Related Party Disclosures" to disclose related party transactions entered into between two or more group members and the requirements of paragraph 17 to disclose key management compensation;
- The requirements of paragraphs 45(b) and 46 to 52 of IFRS 2 "Share Based Payment";
- The requirements of IFRS 7 "Financial Instruments Disclosures";
- The requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15, "Revenue from Contracts with Customers";
- The requirements of paragraph 52, 58, 89 (second sentence), 90, 91 and 93 of IFRS 16 "Leases".

The remaining exemptions available under the FRS 101 Framework have not been availed of as they were not applicable to the Company at this time.

The preparation of financial statements in conformity with FRS 101 requires management to exercise judgement in the process of applying the Company's accounting policies and requires the use of accounting estimates and assumptions.

Critical accounting judgements and key sources of estimation uncertainty used that are significant to the financial statements are disclosed in Note 4.

New and amended standards and interpretations effective during 2023

Title	Effective for annual periods beginning on or after
Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)	1 January 2023
Definition of Accounting Estimates (Amendments to IAS 8)	1 January 2023
Deferred Tax related to Assets and Liabilities arising from a Single Transaction (Amendments to IAS12)	1 January 2023
International Tax Reform - Pillar Two Model Rules (Amendments to IAS 12)	1 January 2023

IAS 12 International Tax Reform - Pillar Two Model Rules

The Company has adopted the amendments to IAS 12 International Tax Reform - Pillar Two Model Rules. See Note 3h (ii) and Note 10 for further details.

None of the other listed standards, amendments or interpretations had a material impact to the financial statements of the Company.

(c) Foreign currency

(i) Functional and presentation currency

The financial statements of the Company's operations are measured using the currency of the primary economic environment in which the Company operates (the "functional currency"). The financial statements are presented in British Pound Sterling ("£"), which is the Company's functional and presentation currency.

(ii) Transactions and balances

Transactions in currencies other than the Company's functional currency ("foreign currency") are recorded at rates of exchange which approximates the actual rates on the date of the transaction. At each reporting date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

NOTES TO THE FINANCIAL STATEMENTS - continued
For the Year Ended 31 December 2023

Exchange differences arising on the settlement of monetary items and on translation of monetary items are included in profit or loss for the financial year.

(d) Turnover

The Company recognises revenue when control of the promised goods or services is transferred to the customer, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.

Research and Development Service Revenue

The Company generates revenue through a service agreement with another group undertaking for the provision of Research and Development services.

Revenue from this agreement is recognised when the obligation to the customer is satisfied, and control of the promised service is transferred. The Company recognises revenue over time, as the customer simultaneously receives and consumes the benefits as the service is provided. The Company applies an output method, based on underlying financial results as agreed between parties, which is considered to faithfully depict the transfer of control to the customer.

The Company incorporates a margin in the calculation of its service fees. Where the transaction price contains variable consideration, the Company uses the most likely amount method in estimating revenue. These estimates are not constrained, as the Company assesses that it is highly probable that a significant reversal of revenue will not occur.

(e) Employee benefits

Short term employee benefits

Short term employee benefits, including wages and salaries, are recognised as an expense in the financial year in which the employees render the related service.

Employee entitlements to salaries and wages, annual leave and other benefits are recognised as a liability when they accrue to the employees. The undiscounted liability is expected to be settled wholly within 12 months of the end of the reporting period.

Defined contribution plans

The Company operates a defined contribution scheme for employees and makes contributions to a separately administered pension fund.

Contributions to defined contribution plans are recognised as an expense in profit or loss in the same financial year as the employment that gives rise to the contributions. Once contributions have been paid, the Company has no further payment obligations.

(f) Share-based payments

Equity-settled transactions

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted and is recognised as an expense over the vesting period, which ends on the date on which the relevant employees become fully entitled to the award.

Restricted share units ("RSUs") are measured based on the fair market values of the underlying share on the dates of grant.

The share-based payment relating to share options is estimated at the grant date based on the award's fair value as calculated by the Black-Scholes-Merton ("BSM") option pricing model. The BSM model requires the use of assumptions including expected volatility and expected term.

The Company is required to estimate the expected forfeiture rate (based on historical experience) and only recognise an expense for those shares expected to vest. To the extent the actual forfeiture rate is different

NOTES TO THE FINANCIAL STATEMENTS - continued
For the Year Ended 31 December 2023

from the estimate; the share-based payment is adjusted prospectively. The movement in cumulative expense since the previous balance sheet date is recognised in the Statement of Profit and Loss and Other Comprehensive Income, with a corresponding entry in equity ("Other equity reserves" account).

The Company reimburses another group undertaking, Waymo LLC, for share options / RSUs issued to its employees. Share-based payment expense and share-based payment reimbursements are recorded separately in "Other equity reserves". Share-based payment reimbursements represent returns of capital to Waymo LLC to the extent that the Company has sufficient balances within "Other equity reserves" to cover such reimbursements.

Reimbursements will represent distributions to Waymo LLC in instances where cumulative reimbursements exceed the Company's "Other equity reserves" balance.

(g) Leases

The determination of whether an arrangement is, or contains a lease, is based on the substance of the arrangement at inception. The arrangement is, or contains a lease, if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Arrangements as a lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the lease commencement date, less any lease incentives received; plus any initial direct costs incurred; plus an estimate of costs to be incurred by the Company in dismantling and removing the underlying asset or to restore the underlying asset or the site on which it is located.

The right-of-use asset is depreciated over the shorter of the useful life of the asset and the lease term. In addition, the right-of-use asset is periodically reduced for impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease, or if that rate cannot be readily determined, an appropriate incremental borrowing rate, as determined by the Company.

The lease liability is subsequently measured at amortised cost using the effective interest rate method and re-measured when there is a change in future lease payments arising from a change in index or rate, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or for certain lease modifications. A corresponding adjustment will be made to the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to nil.

The carrying amount of the lease liability is reduced to reflect lease payments made by the Company during the period.

Practical expedients and exemptions

The Company has lease agreements with lease and non-lease components. The Company has elected the practical expedient to account for lease and any associated non-lease components together as a single lease component for all classes of underlying assets.

The Company does not recognise the right-of-use asset and lease liabilities for short term leases that have a lease term of 12 months or less and leases of low value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(h) Income tax

The tax expense for the year comprises current and deferred tax.

(i) Current tax

NOTES TO THE FINANCIAL STATEMENTS - continued
For the Year Ended 31 December 2023

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authority. The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period.

Current taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

(ii) Deferred tax

Pillar Two income taxes

The company applies a temporary mandatory exception from deferred tax accounting for the impacts of Pillar Two income taxes and only accounts for it as a current tax when it is incurred.

Other income taxes

Other than Pillar Two income taxes, deferred tax is recognised in respect of all temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, except where the deferred tax asset or liability arises from the initial recognition of an asset or liability which affects neither the accounting profit nor taxable profit or loss

Deferred tax assets are recognised only to the extent that it is probable that there will be suitable future taxable profits available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets are reviewed at each reporting date and adjusted to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be utilised.

Deferred tax is measured on a non-discounted basis at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates and laws enacted or substantively enacted at the reporting date.

Deferred tax items are recognised in correlation to the underlying transaction either in profit or loss, other comprehensive income or directly in equity.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and deferred income taxes relate to the same taxable entity and the same taxation authority.

(i) Tangible assets

Property, plant and equipment is initially recorded at cost. Subsequent to initial recognition, property, plant and equipment is stated at cost less accumulated depreciation and impairment value, if any.

The cost of property, plant and equipment includes expenditure that is directly attributable to the acquisition of the items. Dismantlement, removal or restoration costs are included as part of the cost of property, plant and equipment if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the property, plant and equipment.

Subsequent expenditure is added to the carrying amount of the asset when it is probable that the future economic benefits, in excess of standard performance of the asset before the expenditure was made, will flow to the Company, and the cost can be reliably measured. Other subsequent expenditure is recognised as an expense during the financial year in which it is incurred.

Property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from their use. On disposal of an item of property, plant and equipment, the difference between the net disposal proceeds and its carrying amount is taken to profit or loss.

NOTES TO THE FINANCIAL STATEMENTS - continued
For the Year Ended 31 December 2023

Depreciation is provided on the straight line method over their estimated useful lives as follows:

– Leasehold improvements	Lesser of 14% on cost or the lease term
– Furniture and fixtures	20% on cost
– Computer equipment	33% on cost

(j) Research and development

Research and development costs are expensed in the period in which they are incurred. The Company currently incurs no development costs which would meet the criteria for capitalisation as development expenditure under IAS 38.

(k) Financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; FVOCI; or FVTPL.

A financial asset is measured at amortised cost if it has not been designated as FVTPL and meets both of the following conditions:

- it is held within a business model whose objective is to hold to collect contractual cash flow; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company's financial assets are all debt instruments and consist of the following:

- Cash and cash equivalents
- Amounts owed by other group undertakings
- Other debtors
- Deposits

All the Company's debt instruments are measured at amortised cost as the assets are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest.

When the financial assets are recognised initially they are measured at fair value plus directly attributable transaction costs.

A gain or loss on a debt instrument that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

The Company participates in an intragroup cash pooling program, which involves the transfer of cash amounts, bank overdrafts and balances with group companies to an intragroup cash pooling company. The amounts placed with the cash pooling company are classified under "Amounts owed by other group undertakings".

Impairment of debt instruments measured at amortised cost

For trade debtors, including intercompany trade debtors, the company applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the debtors.

To measure the expected credit losses, trade debtors have been grouped based on shared credit risk characteristics. The Company uses judgement in making assumptions around the risk of default and expected loss rates, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

For loans owed from group undertakings, the Company applies the general approach to providing for expected credit losses, as prescribed by IFRS 9. The general expected credit loss model under IFRS 9 requires the calculation of '12 month expected credit losses' (losses based on defaults which are possible

NOTES TO THE FINANCIAL STATEMENTS - continued
For the Year Ended 31 December 2023

within 12 months of the reporting date) for financial assets, unless the asset at the reporting date is not considered to be 'low credit risk' and is deemed to have had a 'significant increase in credit risk' since initial recognition, in which case lifetime expected credit losses should be recorded.

Management consider amounts due from group undertakings to have 'low credit risk' when they have a low risk of default and the issuer has a strong capacity to meet its contractual cash flow obligations in the short term.

(l) Financial liabilities

Financial liabilities are recognised initially at fair value, plus, in the case of financial liabilities other than derivatives, directly attributable transaction costs.

Subsequent to initial recognition, all financial liabilities are measured at amortised cost using the effective interest method, except for derivatives, which are measured at fair value.

A financial liability is derecognised when the obligation under the liability is extinguished. For financial liabilities other than derivatives, gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

The Company's financial liabilities are classified as follows:

- Financial liabilities held at amortised cost

The classification depends on the purpose for which the financial liabilities were acquired. Management determines the classification of its financial liabilities at initial recognition.

(i) Financial liabilities held at amortised cost

Financial liabilities at amortised cost are included in "creditors" and "trade and other creditors" in the statement of financial position.

Creditors are classified as current liabilities, unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

The Company participates in an intergroup cash pooling program, which involves the transfer of cash amounts, bank overdrafts and balances with group undertakings to an intergroup cash pooling entity. The amounts placed with the cash pooling entity are classified as "Amounts owed to group undertakings"

Interest expense relating to the financial liability is recognised in profit or loss on a time proportion basis using the effective interest rate method.

Trade creditors and other creditors represent liabilities for goods and services provided to the Company prior to the end of the financial year, which are unpaid and arise when the Company becomes obliged to make future payments in respect of the purchase of these goods and services. Trade creditors approximate fair value due to their short term nature. The amounts are unsecured and are generally paid within 30-90 days of recognition.

(m) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(n) Equity instruments issued

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

NOTES TO THE FINANCIAL STATEMENTS - continued

For the Year Ended 31 December 2023

Ordinary shares are classified as equity and recognised at the fair value of the consideration received by the Company. Incremental costs directly attributable to the issuance of new shares are shown in the equity as a reduction from the proceeds.

(o) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits, and short term, highly liquid investments with maturities of three months or less, that are subject to an insignificant risk of changes in value.

The Company participates in an intragroup cash pooling program, which involves the transfer of cash amounts, bank overdrafts and balances with related parties to an intragroup cash pooling entity. The amounts placed with the cash pooling entity are classified as "Amounts owed by other group undertakings" (Note 13) and measured at amortised cost.

4. Critical accounting estimates and judgements

In the process of applying the Company's accounting policies, management is of the opinion that there are no critical judgements involved that have a significant effect on the amounts recognised in the financial statements, or no sources of estimation uncertainty involved that have a significant effect on the amounts recognised in the financial statements.

5. Turnover

The total revenue of the Company for the year has been primarily derived from its principal activity/activities, which is to provide research and development service to its parent company.

An analysis of turnover is not disclosed in line with Schedule 1 of Statutory Instrument 2008 No.410.

6. Operating profit

	Year Ended 31 December 2023	Year Ended 31 December 2022
	£	£
a) Operating profit includes the following specific expenses:		
Depreciation of tangible assets	—	22,164
Auditor's remuneration	17,343	17,154

7. Staff numbers and costs

	Year Ended 31 December 2023	Year Ended 31 December 2022
	£	£
Staff costs were as follows:		
Wages and salaries	4,317,298	3,836,780
Social security costs	836,000	671,101
Share-based payments	3,523,163	2,334,391
Defined contribution plan expense	233,346	179,745
	<u>8,909,807</u>	<u>7,022,017</u>

The Company operates a defined contribution scheme for employees. The pension entitlements of employees are secured through contributions by the Company to a separately administered pension fund. Annual contributions are based on a percentage of employees' base salary. The Company matches the employees' contribution up to a maximum of 7%. The pension liability at 31 December 2023 was £40,943 (at 31 December 2022: £33,538).

NOTES TO THE FINANCIAL STATEMENTS - continued
For the Year Ended 31 December 2023

The average number of persons employed by the Company during the year, analysed by category, was as follows:

	Year Ended 31 December 2023	Year Ended 31 December 2022
	Number	Number
Research and development	23	18
Administrative	2	2
	<u>25</u>	<u>20</u>

8. Interest receivable and similar income

	Year Ended 31 December 2023	Year Ended 31 December 2022
	£	£
Interest income derived from intercompany loans	302,898	96,310
	<u>302,898</u>	<u>96,310</u>

9. Interest payable and similar expenses

	Year Ended 31 December 2023	Year Ended 31 December 2022
	£	£
Interest expense derived from lease liabilities (Note 12)	1,945	—
	<u>1,945</u>	<u>—</u>

10. Tax on profit on ordinary activities

	Year Ended 31 December 2023	Year Ended 31 December 2022
	£	£
(a) Income tax expense relating to profit or loss		
Current tax:		
Current tax charge	779,664	491,837
Adjustment for prior period tax	58,684	(23,326)
	<u>838,348</u>	<u>468,511</u>
Deferred tax:		
Origination and reversal of timing differences	68	(183,661)
Adjustment for prior period tax	(47,577)	2,495
Tax rate changes	(17,502)	(82,395)
	<u>(65,011)</u>	<u>(263,561)</u>
Total income tax expense	<u>773,337</u>	<u>204,950</u>

During the year, an aggregate income tax amount of £28,654 was debited directly to equity (year ended 31 December 2022: credit £37,764).

NOTES TO THE FINANCIAL STATEMENTS - continued
For the Year Ended 31 December 2023

(b) Numerical reconciliation of profit/(loss) on ordinary activities before taxation to income tax expense

	Year Ended 31 December 2023	Year Ended 31 December 2022
	£	£
Profit on ordinary activities before tax	1,577,270	904,707
Tax on profit on ordinary activities at the standard rate of income tax of 23.52% (2022: 19.00%)	370,983	171,894
<i>Effects of:</i>		
Expenses not deductible for tax purposes	78,545	142,425
Adjustments in respect of current income tax of previous periods	11,107	(20,831)
Employee share acquisition relief	330,204	(6,143)
Effect of tax rate change from 19.00% to 25.00%	(17,502)	(82,395)
Total tax charge for the year	773,337	204,950

Changes in tax rate

From 1 April 2023, the corporation tax rate changed from 19% to 25%. An effective blended tax rate of 23.52% was used in calculating the corporation tax.

OECD Pillar Two Model Rules: Global Minimum Top-Up Tax

The OECD is coordinating negotiations among more than 140 countries with the goal of achieving consensus around substantial changes to international tax policies, including the implementation of a minimum global effective tax rate of 15%. The Company is a subsidiary of Alphabet Inc., which falls within the scope of the OECD Pillar Two model rules. The United Kingdom, the jurisdiction of the Company's incorporation, implemented Pillar Two legislation during the year. The newly enacted tax legislation is effective from 1 January 2024 and no amounts have been recognised in current tax for the year ended 31 December 2023.

The Company is currently assessing the potential implications of the Pillar two legislation utilising the latest available financial data. Based on existing legislation and assessments performed to date, the Company does not expect to be subject to Pillar two top-up taxes for its UK operations once the legislation is in effect. The Company is continuing to monitor any legislative clarifications to ensure compliance with any new requirements.

NOTES TO THE FINANCIAL STATEMENTS - continued
For the Year Ended 31 December 2023

11. Tangible assets

	Leasehold Improvement s £	Computer equipment £	Furniture and fixtures £	Right of use asset £	Total £
Cost					
At 1 January 2023	432,215	28,260	39,776	328,175	828,426
Additions	—	—	—	77,160	77,160
Disposals	—	—	—	—	—
At 31 December 2023	432,215	28,260	39,776	405,335	905,586
Depreciation					
At 1 January 2023	432,215	28,260	39,776	321,697	821,948
Charge for year	—	—	—	71,767	71,767
Disposals	—	—	—	—	—
At 31 December 2023	432,215	28,260	39,776	393,464	893,715
Net book value					
At 31 December 2022	—	—	—	6,478	6,478
At 31 December 2023	—	—	—	11,871	11,871

Right-of-use assets

'Tangible assets' includes right-of-use assets. See Note 12 for details on right-of-use assets disclosed within 'Tangible assets'.

12. Leases**Amounts recognised in the statement of financial position****(i) Right-of-use assets**

	Land and Buildings £	Total £
Balance at 1 January 2022	97,720	97,720
Amortisation charge for the year	(91,242)	(91,242)
Balance at 31 December 2022	6,478	6,478
	Land and Buildings £	Total £
Balance at 1 January 2023	6,478	6,478
Additions	77,160	77,160
Amortisation charge for the year	(71,767)	(71,767)
Balance at 31 December 2023	11,871	11,871

NOTES TO THE FINANCIAL STATEMENTS - continued
For the Year Ended 31 December 2023

Right-of-use assets are included as part of 'Tangible assets' in the statement of financial position. Refer to Note 11.

(ii) Lease liabilities

	At 31 December 2023	At 31 December 2022
	£	£
Balance at start of period	—	78,860
Additions	77,160	—
Interest expense for the year	1,945	—
Lease payments	(66,415)	(78,860)
Balance at end of period	12,690	—

Lease liabilities included in the statement of financial position are split as follows:

	At 31 December 2023	At 31 December 2022
	£	£
Current	12,690	—
Total lease liabilities	12,690	—

Contractual maturities of undiscounted financial lease liabilities at the reporting date are as follows:

	At 31 December 2023	At 31 December 2022
	£	£
Less than one year	12,690	—
Total undiscounted lease liabilities	12,690	—

Lease liabilities are included as part of 'Creditors: amounts falling due within one year' in the statement of financial position. Refer to Note 16.

13. Debtors: amounts falling due within one year

	At 31 December 2023	At 31 December 2022
	£	£
Amounts owed by other group undertakings	8,446,914	8,596,145
VAT receivable	142,608	141,348
Corporation tax receivable	1,227,582	613,974
Other debtors	10,488	25,514
	9,827,592	9,376,981

Trade and other debtors are non-interest bearing, unsecured and are generally on 30 - 45 day terms.

The 'amounts owed by other group undertakings' include amounts that relate to the Company's participation in an intragroup cash pooling program. The program involves the transfer of cash amounts, bank overdrafts and balances with related parties to an intragroup cash pooling entity, as part of the efficient management of cash balances within the wider group.

NOTES TO THE FINANCIAL STATEMENTS - continued
For the Year Ended 31 December 2023

14. Debtors: amounts falling due after more than one year

	At 31 December 2023	At 31 December 2022
	£	£
Deferred tax assets (see Note 17)	690,872	674,126
	<u>690,872</u>	<u>674,126</u>

15. Cash and cash equivalents

	At 31 December 2023	At 31 December 2022
	£	£
Cash at bank	—	361
	<u>—</u>	<u>361</u>

Cash and cash equivalents are held with banks and financial institution counterparties which are rated investment grade by external credit rating agencies and are considered to have low credit risk. The maximum maturity of cash and cash equivalents is 3 months.

The Company participates in an intragroup cash pooling program. Please see Note 13 for further information.

16. Creditors: amounts falling due within one year

	At 31 December 2023	At 31 December 2022
	£	£
Trade creditors	9,835	61,324
Amounts owed to other group undertakings	61,171	32,495
Accruals	1,017,473	855,910
Lease liabilities	12,690	—
PAYE/ PRSI	401,790	345,769
Other creditors	40,943	1,082,382
	<u>1,543,902</u>	<u>2,377,880</u>

Trade creditors approximate fair value due to their short term nature. Trade creditors are unsecured and non-interest bearing and are normally settled on 30 - 90 day terms.

Amounts owed to other group undertakings are unsecured, non-interest bearing and repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS - continued
For the Year Ended 31 December 2023

17. Deferred taxes

	At 31 December 2023	At 31 December 2022
	£	£
The balance comprises temporary differences attributable to:		
Fixed assets	92,983	99,645
Accrued pension	10,236	3,709
Share-based payments	587,653	570,772
Net deferred tax assets	690,872	674,126

Reflected in the statement of financial position as follows:

Deferred tax assets	690,872	674,126
Net deferred tax assets	690,872	674,126

	Fixed assets	Accrued pension	Share- based payments	Total
	£	£	£	£
The movement in the deferred tax assets and liabilities are analysed as follows:				
At 1 January 2022	102,390	5,024	281,108	388,522
Charged/(credited) to the:				
- statement of profit and loss	(2,745)	(1,315)	267,621	263,561
- statement of other comprehensive income	—	—	22,043	22,043
At 31 December 2022	99,645	3,709	570,772	674,126
At 1 January 2023	99,645	3,709	570,772	674,126
Charged/(credited) to the:				
- statement of profit and loss	(6,662)	6,527	65,146	65,011
- statement of other comprehensive income	—	—	(48,265)	(48,265)
At 31 December 2023	92,983	10,236	587,653	690,872

NOTES TO THE FINANCIAL STATEMENTS - continued
For the Year Ended 31 December 2023

18. Capital and reserves

a) Called up share capital presented as equity

	At 31 December 2023	At 31 December 2022
	£	£
Allotted, called up and fully paid		
1,339,644 ordinary shares of £ 0.001 each	1,340	1,340
564,289 series "A" ordinary shares of £ 0.001 each	564	564
	<u>1,904</u>	<u>1,904</u>

There were no movements in the Company's share capital during the year (year ended 31 December 2022: none)

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions.

b) Other equity reserves

Other equity reserves consist of share-based payment expenses associated with the Alphabet Inc. share based compensation plan for employees of the Company. The reserve is made up of the cumulative value of services rendered from employees recorded over the vesting period commencing from the grant date of equity settled RSUs and share options, and is reduced by the forfeiture or expiry of RSUs and share options.

c) Profit and Loss Account

Profit and loss account consists of the accumulated comprehensive income and loss for the financial year and prior financial years, less any distributions paid.

19. Share based payments

The Company's parent undertaking, Waymo LLC, maintains the 'Value Creation Award Plan'. The Value Creation Award Plan is equity-settled.

Under the Value Creation Award Plans, Waymo LLC has issued WMUs. A WMU award is an agreement to issue shares of Waymo LLC's stock at the time of vest. WMUs issued to employees generally vest over four years contingent upon employment with the Company on the dates of vest.

The total expense for the period arising from equity-settled share-based payment transactions is £3,449,349 (year ended 31 December 2022: £2,119,671).

Under the Option Plan, options may be granted to eligible participants. Options are generally granted for a term or two to four years. The total expense for the year arising from Option Plan equity-settled share-based payment transactions is £56,785 (year ended 31 December 2022 :£224,616)

The following table summarises additional information regarding the range of exercise price for options outstanding at 31 December 2023 and at 31 December 2022:

NOTES TO THE FINANCIAL STATEMENTS - continued
For the Year Ended 31 December 2023

	At 31 December 2023			At 31 December 2022		
	Number	WAEP USD	Weighted average remaining life (years)	Number	WAEP USD	Weighted average remaining life (years)
Range of exercise price						
USD \$0 - \$100	220,195	26.25	0.07	177,828	23.94	0.93

20. Parent and ultimate controlling party

At 31 December 2023, the Company was a wholly owned subsidiary of Waymo LLC, a company incorporated in the United States of America.

The ultimate holding company and ultimate controlling party is Alphabet Inc., a company incorporated in the United States of America. The ultimate holding company and controlling party is the smallest and largest group into which these financial statements are consolidated. The consolidated financial statements are available to the public and may be obtained from 1600 Amphitheatre Parkway, Mountain View, CA 94043, United States of America or can be obtained from the investor relations website at <https://abc.xyz/investor/>.

All transactions recorded in the period with related entities are shown in notes 5, 7, 8, 13, 16 & 19. The Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with fellow wholly owned subsidiaries of Alphabet Inc.

21. Contingent liabilities

The Company is of the position that there are no contingent liabilities which require disclosure as at year end (31 December 2022: none).

22. Post balance sheet events

No matter or circumstance has occurred subsequent to the end of the reporting period that has significantly affected the operations of the Company, the results of those operations or the state of affairs of the Company.

No dividends were proposed or declared after the reporting date but before the financial statements were authorised for issue.

23. Approval of the financial statements

The board of directors approved these financial statements for issue on 4 December 2024.