

Company No: 08650665

Amazon Kuiper UK Limited
(formerly Amazon Web Services UK Limited)
Report and Financial Statements

31 December 2022

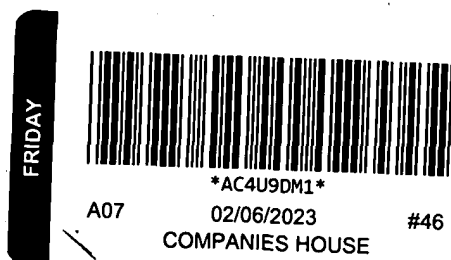


TABLE OF CONTENTS	PAGE
Company Information	2
Directors' Report	3
Statement of Directors' Responsibilities	5
Independent Auditor's Report	6
Statement of Comprehensive Income	10
Balance Sheet	11
Statement of Changes in Equity	12
Notes to the Financial Statements	13

COMPANY INFORMATION

DIRECTORS

Phaedra Andrews
Paul Firth
Alexander Simpson

SECRETARY

NA Mitre Secretaries Limited

REGISTERED OFFICE

1 Principal Place
Worship Street
London
EC2A 2FA
United Kingdom

AUDITORS

Ernst & Young Chartered Accountants
City Quarter
Lapps Quay
Cork
Ireland

DIRECTORS' REPORT

for the year ended 31 December 2022

The directors of Amazon Kuiper UK Limited (formerly Amazon Web Services UK Limited) ("the Company") present the annual report containing their Directors' Report and the financial statements for the year ended 31 December 2022. In accordance with S414B of the Companies Act 2006, the directors have taken advantage of the small companies exemption from preparing a Strategic Report.

DIRECTORS

The directors who served the Company during the year and to the date of this report were as follows:

Phaedra Andrews (Appointed 02 September 2022)
Paul Firth (Appointed 02 September 2022)
Alexander Simpson (Appointed 02 September 2022)
Chris Hayman (Resigned 02 September 2022)
Liz Bauza (Resigned 02 September 2022)

No directors held any interest in the share capital of the Company during the year.

DIVIDEND

During the year the Company paid dividends totalling £69,000,000 (2021: nil). The directors do not recommend the payment of any further dividends.

PRINCIPAL ACTIVITY

The principal activity of the entity is the operation of facilities and the holding of required licenses and permits for such facilities. On 2 September 2022, the Company changed its name from Amazon Web Services UK Limited to Amazon Kuiper UK Limited.

PRINCIPAL RISKS AND UNCERTAINTIES

The company is dependent on the continued success of the Amazon group companies. The principal risks and uncertainties they face include, among other, risk related to competition, management of growth, new products, services and technologies, potential fluctuations in operating results, international expansion, outcomes of legal proceedings and claims, fulfillment centre optimisation, seasonality, commercial agreements, acquisitions and strategic transactions, foreign exchange rates, system interruption, government regulation and taxation, and fraud. More information about the principal risks and uncertainties facing the group are included in Amazon.com, Inc's filings with the U.S. Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended 31 December 2022, and subsequent filings.

FINANCIAL RISK MANAGEMENT

The directors have not disclosed the Company's financial risk management objectives and policies nor the Company's exposure to price risk, credit risk, and cash flow risk as such information is not considered material for the assessment of the Company's assets, liabilities, financial position and result for the financial year.

DISCLOSURE OF INFORMATION TO THE AUDITOR

The directors who held office at the date of approval of this annual report confirm that so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware, and each director has taken all steps that ought to have been taken as director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

**DIRECTORS' REPORT (continued)
for the year ended 31 December 2022**

AUDITOR

In accordance with section 487(2) of the Companies Act 2006, Ernst & Young LLP will continue in office as auditor of the Company.

In accordance with S414B of the Companies Act 2006, the directors have taken advantage of the small companies exemption from preparing a Strategic Report.

SUBSEQUENT EVENTS

On 1 January 2023, there was a change in the immediate parent company from Amazon Web Services EMEA SARL, a company incorporated in Luxembourg, to Kuiper Holding 1 LLC, a company incorporated in the United States with the registered address 410 Terry Avenue North, Seattle, WA, 98109, United States.

On behalf of the Board

Paul Firth
Director

DocuSigned by:
Paul Firth
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Date: 9 February 2023

STATEMENT OF DIRECTORS' RESPONSIBILITIES for the year ended 31 December 2022

The directors are responsible for preparing the 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 year. Under that law the directors have elected to prepare the financial statements in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and applicable law. 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 period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies in accordance with Section 10 of FRS 102 and then apply them consistently;
 - make judgements and accounting estimates that are reasonable and prudent
 - present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
 - provide additional disclosures when compliance with the specific requirements in FRS 102 is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the company's financial position and financial performance;
 - in respect of the financial statements, state whether FRS 102 has 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 appropriate to presume that the company will not continue in business.e accounting policies and then apply them consistently;
-
- make judgements and estimates that are reasonable and prudent;
 - state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements.

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 to 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AMAZON KUIPER UK LIMITED

Opinion

We have audited the financial statements of Amazon Kuiper UK Limited (formerly Amazon Web Services UK Limited) for the year ended 31 December 2022 which comprise the Statement of comprehensive income, the Balance sheet, the Statement of changes in equity and the related notes 1 to 11, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (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 2022 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 at least twelve 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.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AMAZON KUIPER UK LIMITED (Continued)

Other information

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

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.

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 there is 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 have 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AMAZON KUIPER UK LIMITED (Continued)

Responsibilities of directors

As explained more fully in the statement of directors' responsibilities set out on page 5, 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.

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 (FRS 102 and the Companies Act 2006), the relevant direct and indirect tax legislation in the United Kingdom.
- We understood how the company is complying with those frameworks by making enquiries of management as to how the company determines and implements its policies and procedures in these areas and corroborated this by reviewing supporting documentation. We reviewed correspondence with relevant authorities.
- 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.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved journals identified by specific risk criteria.



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**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AMAZON KUIPER UK LIMITED
(Continued)**

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

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.

A handwritten signature in black ink, appearing to read 'Niall Barrett', is written over a horizontal line.

Niall Barrett (Senior statutory auditor)
for and on behalf of Ernst & Young
Chartered Accountants and Statutory Firm

Cork

Date: 16 February 2023

STATEMENT OF COMPREHENSIVE INCOME
for the year ended 31 December 2022

	<i>Notes</i>	2022 £'000	2021 £'000
Net administrative (loss)/ income		<u>(21)</u>	<u>(1)</u>
OPERATING (LOSS)/PROFIT	2	(21)	(1)
Interest receivable	4	<u>161</u>	<u>34</u>
PROFIT BEFORE TAXATION		140	33
Tax on profit	5	<u>—</u>	<u>—</u>
PROFIT AND TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u><u>140</u></u>	<u><u>33</u></u>

BALANCE SHEET
as at 31 December 2022

	<i>Notes</i>	2022 £'000	2021 £'000
CURRENT ASSETS			
Debtors: amounts falling due within one year	6	1,994	70,935
Cash at bank and in hand		75	—
		<u>2,069</u>	<u>70,935</u>
CREDITORS: amounts falling due within one year	7	<u>(14)</u>	<u>(20)</u>
NET CURRENT ASSETS		<u>2,055</u>	<u>70,915</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>2,055</u>	<u>70,915</u>
CAPITAL AND RESERVES			
Called up share capital	9	1,000	1,000
Share based awards reserve		—	30,199
Retained earnings		<u>1,055</u>	<u>39,716</u>
SHAREHOLDER'S EQUITY		<u>2,055</u>	<u>70,915</u>

Approved by the Board

DocuSigned by:
Paul Firth
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Paul Firth
Director

Date: 9 February 2023

Company Number: 08650665

STATEMENT OF CHANGES IN EQUITY
for the year ended 31 December 2022

	<i>Called up share capital</i> £'000	<i>Share based awards reserve</i> £'000	<i>Retained earnings</i> £'000	<i>Total share- holder's equity</i> £'000
At 1 January 2021	1,000	30,199	39,683	70,882
Profit for the year	—	—	33	33
At 31 December 2021	1,000	30,199	39,716	70,915
Profit for the year	—	—	140	140
Dividend	—	(30,199)	(38,801)	(69,000)
At 31 December 2022	1,000	—	1,055	2,055

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2022

1. ACCOUNTING POLICIES

Statement of compliance

Amazon Kuiper UK Limited (formerly Amazon Web Services UK Limited) ("the Company") is a limited company incorporated and domiciled in England and Wales. The registered office of the Company is 1 Principal Place, Worship Street, London EC2A 2FA.

The Company's financial statements have been prepared in compliance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' ("FRS 102"), and with the Companies Act 2006.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention. The financial statements are presented in pounds sterling, which is the functional currency of the Company, and are rounded to the nearest thousand pounds (£'000).

The Company has taken advantage of the following disclosure exemptions in FRS 102:

- The requirements of Section 7 *Statement of Cash Flows* and Section 3 *Financial Statement Presentation* paragraph 3.17(d)
- The requirements of Section 33 *Related Party Disclosures* paragraph 33.1A and 33.7
- The requirements of Section 11 *Basic Financial Instruments* paragraph 11.39 to 11.48A
- The requirements of Section 26 *Share-based payment* paragraph 26.18(b), 26.19 to 26.21 and 26.23

The exemptions stated above are available to the Company as it is a member of a Group where the parent of that Group prepares publicly available consolidated financial statements.

Going concern

The Company has sufficient net current assets to continue to meet its liabilities as they fall due for the foreseeable future. The financial statements have therefore been prepared on a going concern basis.

The principal accounting policies applied in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented.

Debtors

Short term debtors are measured at transaction price, less any impairment.

Creditors

Short term trade creditors are measured at the transaction price. Other financial liabilities are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest rate method.

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All differences are taken to the Statement of Comprehensive Income.

Taxation

Taxation expense comprises current and deferred tax. Current and deferred taxation assets and liabilities are not discounted.

Current tax

Current tax is the amount of income tax payable with respect to the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the end of the year.

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 31 December 2022

1. ACCOUNTING POLICIES (continued)

Taxation (continued)

Deferred tax

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is recognised on all timing differences at the reporting date with the exception that deferred tax assets are recognised only to the extent that the directors consider that it is probable that they will be recovered against the reversal of deferred tax liabilities or future taxable profits.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted at the reporting date and that are expected to apply to the reversal of the timing difference.

Share based awards

The fair value of equity-settled share based awards to eligible employees is determined at the date of grant and is expensed over the vesting period based on the Company's estimate of equity awards that will eventually vest. A corresponding entry is recognised in equity (further details set out in note 10).

Significant management judgement

When preparing the financial statements, management undertakes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expense. The directors have concluded that the judgements made during the year are not significant and that any estimation uncertainty does not give rise to a significant risk of material adjustment to the carrying amounts of assets and liabilities within the next financial year.

2. OPERATING PROFIT

This is stated after charging / (crediting):

	2022 £'000	2021 £'000
Auditor's remuneration - audit of the financial statements	<u>15</u>	<u>5</u>

3. DIRECTORS REMUNERATION

Certain directors' remuneration were borne by fellow group undertakings who paid the directors remuneration including pension contributions of £743,138 (2021: £306,555) in respect of services to the group for which the Company is a member. It is not practicable to identify the portion of these remunerations that relate to services to this Company.

4. INTEREST RECEIVABLE

	2022 £'000	2021 £'000
Interest receivable from group undertakings	<u>161</u>	<u>34</u>

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 31 December 2022

5. TAXATION

(a) Reconciliation of tax on profit

The items accounting for differences between tax on profit computed at the UK statutory rate and recorded for tax on profit are as follows:

	2022 £'000	2021 £'000
Profit before taxation	140	33
Tax computed at the UK statutory rate	27	6
Effects of:		
Losses claimed at rates other than the statutory rate	<u>(27)</u>	<u>(6)</u>
	<u>—</u>	<u>—</u>

The UK corporation tax rate for the year ended 31 December 2022 was 19% (2021: 19%). The Finance Act 2021, which received Royal Assent on 10 June 2021, enacted a 6% increase in the corporation tax rate from its current rate of 19% to 25% for the year beginning 1 April 2023. Any deferred tax assets and liabilities existing at 31 December 2022 are reflected according to the applicable corporation tax rate expected to apply at the time of realisation.

As at 31 December 2022 and 31 December 2021, there were no recognised or unrecognised deferred tax assets or liabilities.

6. DEBTORS

<i>Amounts falling due within one year</i>	2022 £'000	2021 £'000
Amounts owed by group undertakings	1,984	70,925
Prepayments	—	1
Other debtors	10	—
Corporation tax receivable	—	9
	<u>1,994</u>	<u>70,935</u>

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 31 December 2022

7. CREDITORS

Amounts falling due within one year

	2022	2021
	£'000	£'000
Trade creditors	7	3
Amounts owed to group undertakings	7	17
	<u>14</u>	<u>20</u>

8. ULTIMATE PARENT COMPANY

The immediate parent company is Amazon Web Services EMEA SARL, which is incorporated in Luxembourg. The address of this company is 38 avenue John F. Kennedy, L-1855 Luxembourg.

The Company regards Amazon.com, Inc. a company incorporated in the United States, as its ultimate holding company and controlling party. The largest and the smallest group in which the results of the Company are consolidated is headed by Amazon.com, Inc. Copies of the group consolidated financial statements of Amazon.com, Inc. are available at 410 Terry Avenue North, Seattle, WA 98109-5210, USA.

9. SHARE CAPITAL

	No.	2022	No.	2021
		£'000		£'000
Called up share capital				
Ordinary shares of £1 each	1,000,001	1,000	1,000,001	1,000

10. SHARE BASED AWARD PLANS

Amazon.com, Inc. ("Amazon") may grant equity awards to employees, officers and directors of Amazon and its subsidiaries which include Amazon Kuiper UK Limited (formerly Amazon Web Services UK Limited), as well as to consultants, agents, advisors and independent contractors, pursuant to Amazon's 1997 Stock Incentive Plan (the "1997 Plan").

Amazon may grant equity awards in the form of stock options, stock, or restricted stock units ("RSUs"). Equity awards are evidenced by, and subject to the terms and conditions of, an agreement between the recipient and Amazon, as well as the terms and conditions of the applicable plan (and, where applicable, sub-plans in jurisdictions where local tax law or other regulations merit their adoption, such as in the UK). The following paragraphs describe the terms and conditions generally applicable to equity awards granted by Amazon under the 1997 Plan.

In prior years when there were employees in the company, RSUs were granted from the 1997 Plan. RSUs represent the right to receive shares of common stock of Amazon, on a one-for-one basis, upon vesting. There is no exercise price associated with an RSU. Employees vest in RSUs and stock options over a specified course of time that the employee provides service to Amazon or one or more of its subsidiaries. Typically, the service terms for vesting are between two and four years.

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 31 December 2022

Unvested portions of equity awards are subject to forfeiture if the holder's employment or other service relationship with Amazon (including its subsidiaries) terminates.

The fair value of each RSU is equal to the market value of Amazon common stock on the date of the grant. The fair value is recognised as compensation expense over the requisite service period. The Company estimates forfeiture of RSU's at the time of the grant based on historical experience and records compensation expense only for those awards that are expected to vest.

The Company had no employees during the year.

There are no outstanding restricted stock units as at 31 December 2022.

11. SUBSEQUENT EVENTS

On 1 January 2023, there was a change in the immediate parent company from Amazon Web Services EMEA SARL, a company incorporated in Luxembourg, to Kuiper Holding 1 LLC, a company incorporated in the United States with the registered address 410 Terry Avenue North, Seattle, WA, 98109, United States.